



Onondaga County Industrial Development Agency
Project Summary

1. Project: NexGen Power Systems Inc **2. Project Number:** 3101-18-01A

3. Location: Dewitt **4. School Districts:** ESM

5. Tax Parcel(s): 021.-01-07.3 **6. Type of Project:** Renovation

7. Description: NexGen Power Systems, Inc. is requesting to enter into a straight lease agreement for a project consisting of renovation of 66,550 sq ft that will include approximately 7,000 sq ft of office space and approximately 21,700 sq of manufacturing space in the Town of DeWitt.

7. Total Project Cost:	\$ 19,500,000	8. Total Jobs	231
Land	\$ -	8A. Job Retention	0
Site Work	\$ -		
Building	\$ 3,200,000	8B: Job Creation	231
Furniture & Fixtures	\$ 400,000	(Next 5 Years)	
Equipment	\$ 100,000		
Equipment Subject to NYS Production Exemption	\$ 15,000,000		
Engineering/Architecture Fees	\$ 400,000		
Financial Charges	\$ -		
Legal Fees	\$ -		
Other	\$ 400,000		

Cost Benefit Analysis:	NexGen Power Systems Inc	
	Fiscal Impact (\$)	
Abatement Cost:		\$3,139,659
Sales Tax	\$40,000	
Mortgage Tax	\$0	
Property Tax Relief (PILOT) 15yr	\$3,099,659	
New Investment:		\$175,222,016
PILOT Payments 15 yrs	\$1,865,694	
Project Wages (10 yrs)	\$154,465,066	
Construction Wages	\$0	
Employee Benefits (10 years)	\$15,446,507	
Project Capital Investment	\$3,200,000	
New Sales Tax Generated	\$0	
Agency Fees	\$244,750	
Benefit:Cost Ratio	55.81 :1	



**ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPLICATION INSTRUCTIONS**

1. Fill in all blanks, using "none", "not applicable", or "not available" where the question is not appropriate to the project, which is the subject of this Application (the "Project"). If you have any questions about the way to respond, please call the Agency at (315)435-3770.
2. If an estimate is given as the answer to a question, put "(est.)" after the figure or answer, which is estimated.
3. If more space is needed to answer any specific question, attach a separate sheet.
4. When completed, return this application by mail or fax to the Agency at the address indicated below. A signed application may also be submitted electronically in PDF format to Isabelle Harris at iharris@ongov.net. An application will not be considered by the Agency until the application fee has been received.
5. The Agency will not give final approval for this Application until the Agency receives a completed NYS Full Environmental Assessment Form concerning the Project, which is the subject of this Application. The form is available at <http://www.dec.ny.gov/permits/6191.html>.
6. Please note that the Public officers Law declares that all records in the possession of the OCIDA (with certain limited exceptions) are open to public inspection and copying. If the Applicant feels that there are elements of the Project which are in the nature of trade secrets which, if disclosed to the public or otherwise widely disseminated, would cause substantial injury to the Applicant's competitive position, this Applicant must identify such elements in writing and request that such elements be kept confidential. In accordance with Article 6 of the Public Officer's law, the OCIDA may also redact personal, private, and/or proprietary information from publicly disseminated documents.
7. The Applicant will be required to pay the Agency Application fee and, if accepted as a project of the agency, all administrative and legal fees as stated in Section VI of the Application.
8. A complete application consists of the following 10 items:
 - This Application
 - Local Access Agreement
 - Employment Plan
 - Conflict of Interest
 - A feasibility statement indicating the need for the requested benefits
 - Description of project, Site Plans/Sketches, and Maps
 - NYS Full Environmental Assessment Form
 - A check payable to the Agency in the amount of \$1,000
 - A check payable to Gilberti, Stinziano, Heintz & Smith, P.C. in the amount of \$2,500

It is the policy of the Agency that any project receiving benefits from the Onondaga County Industrial Development Agency will utilize 100% local contractors and local labor for the construction period of the project unless a waiver is granted in writing by the Agency.

Return to:

Onondaga County Industrial Development Agency
Attn: Isabelle Harris
333 W. Washington Street, Suite 130
Syracuse, NY 13202
Phone: 315-435-3770 | Fax: 315-435-3669
iharris@ongov.net

Section I: Applicant Information

Please answer all questions. Use "None" or "Not Applicable" where necessary.

A) Applicant Information-company receiving benefits:

Applicant Name: NexGen Power Systems, Inc.
Applicant Address: 2010 El Camino Real, Santa Clara Town Centre # 1048, Santa Clara, CA 95050
Phone: _____ Fax: _____
Website: www.nexgenpowersystems.com E-mail: info@nexgenpowersystems.com
Federal ID#: 81-5339148 NAICS: 334413
State and Year of Incorporation/Organization: Delaware, 2017
Will a Real Estate Holding Company be utilized to own the Project property/ facility? ☐ Yes or ☒ No
What is the name of the Real Estate Holding Company: _____
Federal ID#: _____
State and Year of Incorporation/Organization: _____
List of stockholders, members, or partners of Real Estate Holding Company:

B) Individual Completing Application:

Name: Narayanan Karu
Title: CFO
Address: 2010 El Camino Real, Santa Clara Town Centre # 1048, Santa Clara, CA 95050
Phone: 408-431-1413 Fax: _____
E-mail: narayanan@nexgenpowersystems.com

C) Company Contact (if different from individual completing application):

Name: _____
Title: _____
Address: _____
Phone: _____ Fax: _____
E-mail: _____

D) Company Counsel:

Name of Attorney: Penney, Michael
Firm Name: Arnold & Porter Kaye Scholer LLP
Address: 250 West 55th Street, New York, NY 10019-9710
Phone: 212-836-7426 Fax: 312-583-2529
E-mail: michael.penney@apks.com

E) Business Organization (check appropriate category):

- | | |
|---|--|
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Public Corporation | <input type="checkbox"/> Joint Venture |
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Limited Liability Company |

Others (please specify): _____

Year Established: 2017

State in which Organization is established: Delaware

F) List all stockholders, members, or partners with % of ownership greater than 5% :

Name	% of ownership
<u>Will provide seperately</u>	_____
_____	_____
_____	_____
_____	_____

G) Applicant Business Description:

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility:

NexGen Power Systems develops and commercializes vertical GaN-on-GaN power tra

Estimated % of sales within Onondaga County: 0%

Estimated % of sales outside Onondaga County but within New York State: 10%

Estimated % of sales outside New York State but within the U.S.: 80% in the initial years

Estimated % of sales outside the U.S.: 10% in the initial years

(*Percentage to equal 100%)

H) What percentage of your total annual supplies, raw materials and vendor services are purchased from firms in Onondaga County. Include list of vendors, raw material suppliers and percentages for each. Provide supporting documentation including estimated percentages of local purchases.



I) **Applicant History:** If the answer to any of the following is "Yes", please explain below. If necessary, attach additional information.

1. Is the company or management of the Company now a plaintiff or defendant in any civil or criminal litigation? ☐ Yes ☒ No
2. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? ☐ Yes ☒ No
3. Has any person listed in Section I ever been in receivership or declared bankruptcy? ☐ Yes ☒ No

Explanation:

Neither NexGen Power Systems or its current management team comprises of Dinesh

J) Has the Project Beneficiary received assistance from OCIDA, SIDA, New York State, or the Onondaga Civic Development Corporation in the past? If yes, please give year, project name, description of benefits, and address of project.

☐ Yes ☒ No

Explanation:

Section II: Project Information

- A) Project Location; Location where the investment will take place. If company is moving, the new location should be entered here and the current location should be in Section I.

Address: 50 Collamer Crossings Parkway

Legal Address (if different): _____

City: _____

Village/Town: Dewitt

Zip Code: NY 13057

School District: _____

Tax Map Parcel ID(s): 021-01-07.3

Current Assessed Value: _____

Sq. Footage of Existing Building: 66,550 (approx.)

Census Tract: _____

- B) Type (Check all that apply):

☒ New Construction

☒ Purchase of machinery and/or equipment

☐ Expansion/Addition to current facilities

☐ Brownfield/Remediated Brownfield

☐ Renovation of Existing facility

☐ LEED Certification

☐ Acquisition of Existing facility/property

☐ Other:

☐ Demolition

- C) Description of Project: Please provide a detailed narrative of the proposed Project. This narrative should include, but not be limited to: (i) the size of the Project in square feet and a breakdown of square footage per each intended use; (ii) the size of the lot upon which the Project sits or is to be constructed; (iii) the current use of the site and the intended use of the site upon completion of the Project; (iv) the principal products to be produced and/or the principal activities that will occur on the Project site; and (v) an indication as to why the Applicant is undertaking the Project and the need for the requested benefits. **Please separately attach the description and any copies of site plans, sketches, or maps.**



D) Select Project Type for all end users at project site (you may check more than one):

**Please check any and all end users as identified below

- | | |
|---|--|
| <input checked="" type="checkbox"/> Industrial | <input type="checkbox"/> Bank Office |
| <input type="checkbox"/> Acquisition of Existing Facility | <input type="checkbox"/> Retail |
| <input type="checkbox"/> Housing | <input type="checkbox"/> Mixed Use |
| <input type="checkbox"/> Equipment Purchase | <input type="checkbox"/> Facility for Aging |
| <input type="checkbox"/> Multi-Tenant | <input type="checkbox"/> Civic Facility (not for profit) |
| <input type="checkbox"/> Commercial | <input type="checkbox"/> Other _____ |

E) For the Agency to consider this project, please provide the following information:

1. Does the project consist of new construction or expansion or substantial renovation of an existing facility?
☒ Yes ☐ No
2. Will the project create new employment opportunities or retain existing jobs that may otherwise be lost?
☒ Yes ☐ No
3. Does the project beneficiary serve a customer base primarily outside of Onondaga County?
☒ Yes ☐ No

F) Will the completion of the project result in the removal of an industrial or manufacturing plant of the company from one area of the state to another area of the state to another area of the state OR in the abandonment of one or more plants or facilities of the company located within the state? Please explain if you answer "Yes" by attaching a response.

☐ Yes ☒ No

G) Please describe any compelling circumstances the Agency should be aware of while reviewing this application.

H) Environmental Information

1. Please attach the appropriate Environmental Impact Forms to your application. Here is a link to the SEQR forms:

- a. <http://www.dec.ny.gov/permits/6191.html>

2. Have any environmental issues been identified on the property?

☐ Yes

☒ No

If yes, please explain:

Description of Costs	Total Budget Amount	% of Total Budget Procured in Onondaga County	Total Private Expenditure
Land Acquisition			\$ -
Site Work/Demo			\$ -
Building Construction & Renov.	\$ 3,200,000.00	100	\$ -
Furniture & Fixtures	\$ 400,000.00	100	\$ -
Equipment	\$ 100,000.00	100	\$ -
Equipment Subject to NYS Production Sales Tax Exemp.	\$ 15,000,000.00	0	\$ -
Engineering/Architects	\$ 400,000.00	100	\$ -
Financial Charges	\$ -		\$ -
Legal	\$ -		\$ -
Other (General Conditions)			\$ -
Management/Developer Fees	\$ 400,000.00	100	\$ -
Total Project Cost	\$ 19,500,000.00		\$ -

Note : % estimate in Column C is based on the assumption sub contractors hired by the General Contactor have used both resources and supplies from Onondaga County

Section III: Construction

A) Project Costs and Finances

Description of Costs	Total Budget Amount	% of Total Budget to be procured in Onondaga County	Total Private Expenditure (should be less than or equal to total budget amount)
Land Acquisition			
Site Work/Demo			
Building Construction & Renovation			
Furniture & Fixtures			
Equipment			
Equipment Subject to NYS Production Sales Tax Exemption			
Engineering/Architects			
Financial Charges			
Legal			
Other			
Management/Developer Fees			
Total Project Cost			

Note: Do not include OCIDA fees, OCIDA application fees, or OCIDA legal fees as part of the Total Project Cost

B) TOTAL Capital Costs

\$ 19,500,000

Project refinancing; estimated amount
(for refinancing of existing debt only)

\$ 0

Sources of Funds for Project Costs:

1. Bank Financing

\$ 0

2. Equity (excluding equity that is attributed to grants/tax credits)

\$ 0

3. Tax Exempt Bond Issuance (if applicable)

\$ 0

4. Taxable Bond Issuance (if applicable)

\$ 0

D) New Employment Benefits

- i. Complete the following chart indicating the number of FTE jobs presently employed at the Project and the number of FTE jobs that will be created at the Project site at the end of the first, second, third, fourth, and fifth years after the Project is completed. Jobs should be listed by title of category (see below), including FTE independent contractors or employees of independent contractors that work at the Project location. Do not include construction workers.

Current & Planned Full Time Occupations (Job Titles)	Salary (Annual or Hourly)	Current Number of FTEs	Estimated Number of FTE Jobs added each year after project completion				
			Year 1	Year 2	Year 3	Year 4	Year 5
Professional : Management	\$140,000	0	3	3	2	5	1
Skilled : Research & Dev	\$155,000	0	10	2	1	11	13
Professional : Fab Mana	\$125,000	0	2	3	2	2	3
Skilled : Equipment & Ma	\$125,000	0	2	6		4	2
Skilled : Fab Technicians	\$51,000	0	9	17	5	30	88
Professional : Facility Ma	\$110,000	0	1		1	2	1
Job Creation Subtotal			27	31	11	54	108

For purposes of completing the chart, add the following categories in addition to current titles:
i.e. Professional: Engineer, Skilled: Welder, Unskilled: General Cleaner.

- **Professional/Managerial/Technical** – includes jobs which include skill or competence of extraordinary degree and may include supervisory responsibilities (examples: architect, engineer, accountant, scientist, medical doctor, financial manager, programmer, etc.).
- **Skilled** – includes jobs that require specific skill sets, education, training, and experience and are generally characterized by high education or expertise levels (examples: electrician, computer operator, administrative assistant, welder, sales representative).
- **Unskilled/Semi-Skilled** – includes jobs that require little or no prior acquired skills and involve the performance of simple duties that require the exercise of little or no independent judgment (examples: general cleaner, truck driver, typist, gardener, parking lot attendant, line operator, messenger, information desk clerk, crop harvester, retail salesperson, security guard, telephone solicitor, file clerk).

- ii. Are the employees of your company currently covered by a collective bargaining agreement?

☐ Yes ☒ No

If yes, provide name and location: _____

E) Financial Assistance sought (estimated values):

☒ Real Property Tax Abatement (PILOT): _____

☐ Mortgage Recording Tax Exemption (.75% of amount mortgaged): _____

☒ Sales and Use Tax Exemption (4% Local, 4% State): \$40,000

☐ Tax Exempt Bond Financing (Amount Requested): _____

☐ Taxable Bond Financing (Amount Requested): _____

F) Mortgage Recording Tax Exemption Benefit Calculator: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/
bridge financing): \$ _____

Estimated Mortgage Recording Tax Exemption Benefit (product of
mortgage amount as indicated above multiplied by ____%): \$ _____

G) Sales and Use Tax Benefit Calculator: Gross amount of costs for goods and services that are subject to State and local Sales and US tax – said amount to benefit from the Agency's Sales and Use Tax exemption benefit:

\$ _____

Estimated State and local Sales and Use Tax Benefit (product of 8% multiplied by the figure, above) (This should match the amount in section "E" on this page, this calculation only exists to help you with your estimate):

\$ _____

A) PILOTS Estimate Table Worksheet NexGen Power Systems

Current Market Value	\$	1,980,000
Dollar Value of New Construction and Renovation Costs	\$	3,200,000
Estimated New Market Value of Property Subject to IDA	\$	8,020,000
Estimated Market Value after project is completed	\$	10,000,000
Taxes that would have been collected if the project did not occur	\$	1,225,860
Scheduled PILOT payments	\$	3,091,554

PILOT YEAR	Exemption %	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1	100%	\$ 10,658	\$ 9,775	\$ 50,453	\$ 70,885.94	\$ 358,010	\$ 287,124
2	100%	\$ 10,871	\$ 9,970	\$ 51,462	\$ 72,303.66	\$ 365,170	\$ 292,866
3	100%	\$ 11,089	\$ 10,170	\$ 52,491	\$ 73,749.73	\$ 372,473	\$ 298,724
4	100%	\$ 11,310	\$ 10,373	\$ 53,541	\$ 75,224.72	\$ 379,923	\$ 304,698
5	100%	\$ 11,537	\$ 10,581	\$ 54,612	\$ 76,729.22	\$ 387,521	\$ 310,792
6	95%	\$ 14,151	\$ 12,978	\$ 66,986	\$ 94,114.20	\$ 395,272	\$ 301,158
7	90%	\$ 16,864	\$ 15,467	\$ 79,833	\$ 112,163.89	\$ 403,177	\$ 291,013
8	80%	\$ 22,161	\$ 20,324	\$ 104,904	\$ 147,388.67	\$ 411,241	\$ 263,852
9	60%	\$ 32,720	\$ 30,009	\$ 154,890	\$ 217,618.72	\$ 419,466	\$ 201,847
10	50%	\$ 38,534	\$ 35,341	\$ 182,411	\$ 256,285.05	\$ 427,855	\$ 171,570
11	40%	\$ 44,567	\$ 40,874	\$ 210,970	\$ 286,410.99	\$ 436,412	\$ 140,001
12	30%	\$ 50,826	\$ 46,614	\$ 240,599	\$ 338,039.45	\$ 445,140	\$ 107,101
13	20%	\$ 57,317	\$ 52,568	\$ 271,329	\$ 381,214.48	\$ 454,043	\$ 72,828
14	10%	\$ 64,048	\$ 58,741	\$ 303,192	\$ 425,981.31	\$ 463,124	\$ 37,143
15	5%	\$ 68,177	\$ 62,528	\$ 322,738	\$ 453,443.62	\$ 472,386	\$ 18,943
TOTAL		\$464,830	\$ 426,312	\$ 2,200,412	\$ 3,091,554	\$ 6,191,213	\$ 3,099,659

Year							
	0	2019	2020	2021	2022	2023	Total
Jobs							
Current/Actuals	0						0
Creation Goals		27	31	11	54	108	231
Total							
Employment Goals	0	27	58	69	123	231	231

Section IV: Estimate of Real Property Tax Abatement Benefits*** and Percentage of Project Costs financed from Public Sector Sources

** Section IV of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.

A) PILOTS Estimate Table Worksheet

Current Market Value	
Dollar Value of New Construction and Renovation Costs	
Estimated New Market Value of Property Subject to IDA	
Estimated Market Value after project is completed	
Taxes that would have been collected if the project did not occur	
Scheduled PILOT payments	

PILOT Year	% Payment	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1	0						
2	10						
3	20						
4	30						
5	40						
6	50						
7	60						
8	70						
9	80						
10	90						
TOTAL							

*** Estimates provided are based on current property tax rates and assessment value (current as of date of application submission) and have been calculated by IDA staff

Section V: Local Access Policy Agreement

In absence of a waiver permitting otherwise, every project seeking the assistance of the Onondaga County Industrial Development Agency (Agency) must use local general contractors, sub-contractors, and labor for one-hundred percent (100%) of the construction of new, expanded, or renovated facilities. The project's construction or project manager need not be a local company.

Noncompliance may result in the revoking and/or recapture of all benefits extended to the project by the Agency. Local Labor is defined as laborers permanently residing in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins, and Wayne. Local (General/Sub) Contractor is defined as a contractor operating a permanent office in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins and Wayne. The Agency may determine on a case-by-case basis to waive the local access policy for a project or for a portion of a project where consideration of warranty issues, necessity of specialized skills, significant cost differentials between local and non-local services or other compelling circumstances exist. The procedure to address a local labor waiver can be found in the OCIDA handbook, which is available at syracusecentral.com.

Prior to Issuance of any NYS Tax & Finance ST-60 forms, the Applicant must submit a **Contractor Status Report to the Agency**.

In consideration of the extension of financial assistance by the Agency NexGen Power Systems, Inc. (the Company) understands the Local Access Policy and agrees to complete Appendix C of the Agency's application at the time of the application to the Agency and as part of a request to extend the valid date of the Agency's tax-exempt certificate for the _____ Project. The Company understands an Agency tax-exempt certificate is valid for 12 months from the effective date of the project inducement and extended thereafter upon request by the Company. The Company further understands any request for a waiver to this policy must be submitted in writing and approved by the Agency before a tax exempt certificate is issued or extended.

I agree to the conditions of this agreement and certify all information provided regarding the construction and employment activities for the project as of January 3, 2018 (date).

Company: NexGen Power Systems, Inc.

Representative for Contract: _____

Address: 2010 El Camino Real City: Santa Clara State: CA Zip: 95050

Phone: 408-431-1413 Email: narayanan@nexgenpowersystems.com

Project Address: 50 Collamer Crossing Pa City: Syracuse State: NY Zip: 13057

General Contractor: _____

Contact Person: _____

Address: _____ City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Authorized Representative: _____ Title: _____

Signature: _____

Section VI: Agency Fee Schedule

Payment Terms:

Application & Processing Fee (payable at the time of application):	\$1,000.00
Legal Deposit (payable at the time of application):	\$2,500.00
Agency Fee for Bond Projects:	Payable at Closing
Agency and Legal Fees for all other projects:	Due and Payable at Inducement

*** A sales tax certificate will generally not be issued until the Agency Fee is Paid in Full**

Agency Fees: The project cost is the Total Project cost from section III A

Fee for Manufacturing Projects under \$10 million:	0.0075 of the project cost
Fee for Agency Projects except those with PILOT agreements:	0.01 of the project cost
Additional Fee for PILOT Agreement Projects:	0.0025 of the bond amount or project cost
Fee for bond refinancing & refunding:	0.0025 of the refinancing or refunding amount

Agency Legal Fees: The project cost is the Total Project cost from section III A

Fee for first \$20 million:	0.0025 of the project cost
Fee for anything above \$20 million:	0.00125 of the project cost

In addition to the foregoing, Applicants are responsible for payment of all costs and expenses incurred by OCIDA in connection with application or Project including without limitation publication, copying costs, SEQRA compliance and fees and costs to OCIDA's attorneys, engineers, and consultant. OCIDA reserves the right to require a deposit to cover anticipated costs. Application fees are payable at time application/request is submitted. All fees are non-refundable. Applicants for bond transactions are responsible for payment of Bond Issuance Charge payable to the State of New York. Applicants are also responsible for payment of post-closing fees and costs associated with the appointment of additional agents.

OCIDA reserves the right to modify this schedule at any time and assess fees and charges in connection with other transactions such as grants of easement or lease of OCIDA-owned property.

Section VII: Recapture of Tax Abatement/Exemptions

Recapture of Benefits: It is the policy of the Agency to recapture the value of Payment in Lieu of Taxes (PILOTs), State and County Sales Tax, and Mortgage Recording Tax Exemptions in accordance with the provisions contained herein and the Laws of the State of New York. Before receiving benefits, projects of the Agency must attest in writing to their understanding of an agreement to the Recapture Provisions of the Agency Uniform Tax Exemption Policy. The recapture provision contained herein may be modified from time to time by the Board at its sole discretion.

Recapture of a PILOT, Sales Tax and the Mortgage Recording Tax Exemptions: In the event the facility is sold or closed, or the number of jobs is reduced below 75% of the number employed or projected to be employed at time of application to the Agency and no substantial future economic benefit is likely to accrue to the community, then the value of the Property Tax, Sales tax and the Mortgage Recording Tax benefits extended to the project by the Agency shall be subject to recapture.

Recapture Payment: The Recapture payment paid by the Project to the Agency shall be determined (1) by the difference between any PILOT payments made by the Project and the property taxes that would be paid by the Project, if the property were not in the ownership or control of the Agency, (2) the value of any Mortgage Recording Tax Exemption, if awarded to the Project and (3) the amount of sales tax that would have been paid if an exemption was not granted.

Recapture of the PILOT, Sales Tax or Mortgage Recording Tax: The Recapture Schedule for a Payment in Lieu of Taxes Agreement, Sales Tax or the Mortgage Recording Tax is as follows:

Within two (2) years of Certificate of Occupancy	100%
Within three (3) years:	80%
Within four (4) years:	60%
Within five (5) years:	40%
Within six (6) years:	30%
Within seven (7) years:	20%
Within eight (8) years:	10%
Eight years of more:	0%

Distribution of the Recapture Payment: Any funds recaptured as the result of an Agreement with the Agency shall be distributed to the affected taxing jurisdictions in the same proportion as if the payments were paid or owned by the Project on the date of recapture.

Additional Conditions for the Recapture of Sales and Use Tax: As of April 1, 2013, New York State law requires industrial Development Agencies to recapture sales tax benefits where:

- A project is not entitled to receive the benefits;
- Exemptions received exceed the amount authorized by the Agency;
- Exemptions are claimed by the Project for unauthorized property or services; or
- A project fails to use property in the manner required by its IDA agreements

I have read the foregoing and agree to comply with all the terms and conditions contained therein as well as policies of the Onondaga County Industrial Agency.

Name of Applicant Company	<u>NexGen Power Systems, Inc.</u>
Signature of Officer or Authorized Representative	<u></u>
Name & Title of Officer or Authorized Representative	<u>Dinesh Ramanathan, CEO</u>
Date	<u>January 3, 2018</u>

Section VIII: Employment Plan

Jobs Listings: In accordance with §858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Business Services and with the administrative entity of the service delivery area created by the Workforce Innovation and Opportunity Act of 2014 in which the Project is located. In Onondaga County, please contact CNY Works. Additionally, the applicant is encouraged to review the services provided by JOBSPlus! for candidate matching services.

Are the employees of your company currently covered by a collective bargaining agreement?

☐ Yes

☒ No

If yes, name and location: _____

Is the labor pool in Onondaga County and/or the CNY Economic Development Region adequate to fill new positions?

☒ Yes

☐ No

Enter Company Name in three (3) places below and sign by an authorized company officer:

In consideration of the benefits provided by the Onondaga County Industrial Development Agency (OCIDA), _____, project beneficiary, also agrees to report to OCIDA on or number of new employment opportunities created in connection with industrial or commercial projects financed by the proceeds of such benefits to be listed with the New York State Department of Labor Business Services and with CNY Works.

NexGen Power Systems, Inc., project beneficiary, also agrees to report to OCIDA on or before March 1 of each year of status of employment opportunities filed with the New York State Department of Labor Business Services, including the number of new employment opportunities created, the number listed, and the number filled for the year ending the prior December 31.

NexGen Power Systems, Inc., project beneficiary, further agrees that, to the extent practicable and feasible, and subject to the requirements of any existing collective bargaining agreement, shall fill at least 10% of new employment opportunities with persons eligible for service under the Workforce Innovation and Opportunity Act of 2014.

Name of Applicant Company

NexGen Power Systems, Inc.

Signature of Officer or Authorized Representative

Name & Title of Officer or Authorized Representatives

Dinesh Ramanathan, CEO

Date

January 3, 2018

NYS Department of Labor: Roy Jewell
Associate Business Service Representative
Roy.jewell@labor.ny.gov
450 South Salina Street, Syracuse, NY 13202
315-479-3362
www.labor.ny.gov

CNY Works
Chris Kennedy
Business Development Specialist
ckennedy@cnyworks.com
315-477-6974
960 James Street, Syracuse, NY 13203
www.cnyworks.com

Section IX: Conflict of Interest

Agency Board Members

1. Patrick Hogan
2. Steve Morgan
3. Victor Ianno
4. Sue Stanczyk
5. Kevin Ryan
6. Janice Herzog
7. Fanny Villarreal

Agency Officers/Staff

1. Julie Cerio
2. Isabelle Harris
3. Nathaniel Stevens
4. Karen Doster
5. Chris Cox

Agency Legal Counsel & Auditor

1. Anthony Rivizzigno, Esq., Gilberti Stinziano Heintz & Smith, P.C.
2. The Bonadio Group

The Applicant has received from the Agency a list of members, officers and staff of the Agency. To the best of my knowledge, no member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

Name of Applicant Company	<u>NexGen Power Systems, Inc.</u>
Signature of Officer or Authorized Representative	<u></u>
Name & Title of Officer or Authorized Representatives	<u>Dinesh Ramanathan, CEO</u>
Date	<u>January 3, 2018</u>

Section X: Representations, Certifications, and Indemnification

Dinesh Ramanathan (Name of CEO or other authorized representative of Applicant) confirms and says that he/she is the _____(title) of _____(name of corporation or other entity) named in the attached Application (the "Applicant"), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and as follows:

- A. **First Consideration for Employment:** In accordance with §858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in WIA programs who shall be referred by the CNY Works for new employment opportunities created as a result of the Project.
- B. **Other NYS Facilities:** In accordance with §862 (1) of the New York General Municipal Law, the Applicant understands and agrees that projects which will result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant within the state is ineligible for Agency Financial Assistance, unless otherwise approved by the Agency as reasonably necessary to preserve the competitive position of the project in its respective industry or is reasonably necessary.
- C. **Annual Sales Tax Filings:** In accordance with §874(8) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D. **Outstanding Bonds:** The Applicant understands and agrees to provide on an annual basis any information regarding bonds, if any, issued by the Agency for the project that is requested by the Comptroller of the State of New York.
- E. **Employment Reports:** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization and such other information (collectively, "Employment Reports") that may be required from time to time on such appropriate forms as designated by the Agency. Failure to provide Employment Reports within 30 days of an Agency request shall be an Event of Default under the PILOT Agreement between the Agency and Applicant and, if applicable, and Event of Default under the Agent Agreement between the Agency and Applicant. In addition, a Notice of Failures to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the open meetings law.
- F. **Absence of Conflicts of Interest:** The Applicant has received from the Agency a list of the members, officers and employees of the Agency. No member, officer or employee of the Agency

has an interest, whether direct or indirect in any transaction contemplated by this Application, except as hereinafter described in Section X.

- G. **Compliance:** The Applicant understands and agrees that it is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.
- H. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the Agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one areas of the state to another area of the state or in the abandonment of one of more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

- I. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state, and federal tax, worker protection and environmental laws, rules and regulations.
- J. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- K. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.
- L. The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statement contained herein not misleading.
- M. The OCIDA has the right to request and inspect supporting documentation regarding attestations made on this application.
- N. **Hold Harmless Agreement:** Applicant hereby releases Onondaga County Industrial Development Agency and the members, officers, servants, agents and employees thereof (the "Agency") from,

agrees that the Agency shall not be liable for, and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by: (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax-exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction, and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project, including without limiting the generality of the foregoing, all cause of action and attorney's fees and any other expenses incurred in defending any suits or action which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the process of the Application, including attorney's fees, if any

Name of Applicant Company NexGen Power Systems, Inc

Signature of Officer or Authorized Representative _____

Name & Title of Officer or Authorized Representatives Dinesh Ramanathan, CEO

Date January 3, 2018

STATE OF NEW YORK)

COUNTY OF ONONDAGA)ss.;

Dinesh Ramanathan, being first duly sworn, deposes and says:

1. That I am the Chief Executive Officer (Corporate Office) of NexGen Power Systems, Inc (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read and attached Application, I Know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this _____ day of _____, 20____.

(Notary Public)