

The Catalyst

APPLICATION FOR FINANCING

Bond Transaction

COMPLETE AND RETURN TO:

Westchester County
Local Development Corporation
148 Martine Avenue
Michaelian Office Building, 9th Floor
White Plains, New York 10601
Attn: Executive Director
(914) 995-2952

The information requested on this Application (the “Application”) is necessary to process a request for financial assistance from the Westchester County Local Development Corporation (the “Corporation”). Complete this form as fully and carefully as possible, using “none” or “not applicable” only where necessary. Before submitting an Application for financing, together with your attorney, you should become familiar with the information available on the Corporation’s website (<http://www.westchestercataylyst.com/programs-incentives/ldc>) with respect to types of financial assistance that the Corporation may provide and its corporate powers. Before submission, your attorney should also review with you the information you are providing in this application. Information supplied to the Corporation, whether on this Application or otherwise, will be kept confidential by the Corporation to the extent permissible under applicable law, but be advised that the Corporation and its records are subject to the New York Freedom of Information Law, pursuant to which, unless within the scope of an exception thereto, materials in the possession of the Corporation must be provided in response to properly-submitted requests. Please also be aware that the Corporation is public body, and, as such, pursuant to the New York Open Meetings Law, meetings of the Board of Directors of the Corporation are open to the general public, which, of course, includes the press.

Any approval of financial assistance by the Corporation will be based upon the information presented in this Application. The Application should describe the proposed purpose of the financing, including the construction or reconstruction of facilities, the proposed users thereof and the participants in the activities of the Applicant to be conducted therein, all as presently contemplated by the parties. Changes in the nature or status of the proposed purpose of the financing should be reported promptly to the Corporation, since any such change could render the Applicant or the purpose of the proposed financing ineligible for financial assistance by the Corporation, or change the determination by the Corporation to proceed therewith.

The Corporation’s Board considers resolutions to formally acknowledge the intent of the Corporation to issue its bonds as requested in financing Applications on recommendation of the staff of the Corporation. Applicants are cautioned that until and unless the Corporation thereafter approves the issuance of such bonds by adoption of a bond resolution and issues the bonds, the commencement of construction of facilities, the award of any construction contracts, the placing of any equipment orders, or the execution of any final contract for the acquisition of a facility or

for the acquisition of a facility site is solely at the risk of the Applicant. However, prior to adoption of a bond resolution, Applicants, generally, may enter into options to purchase property or contracts to construct or acquire property which are expressly and entirely contingent upon the Corporation's issuing its bonds to provide financing for a project. Pursuant to relevant provisions of the Internal Revenue Code and the Treasury Regulations thereunder, the Corporation's bond counsel, based upon relevant facts, may determine that an Applicant is eligible to be reimbursed from proceeds of tax-exempt bonds for expenditures they have made after the adoption of the resolution stating the Corporation's intent to finance, as well as for eligible expenditures relating to the purposes being financed made within sixty (60) days prior thereto, and for certain so-called "preliminary expenses" incurred prior to that period.

At the time that the Corporation issues its bonds, a financing fee equal to $\frac{1}{2}$ of 1% of the first \$10 million dollars bond proceeds generated by the sale of the Corporation's bonds, plus $\frac{1}{8}$ of 1% for each dollar of bond proceeds above \$10 million is payable to the Corporation. The foregoing is applicable to sales of the Corporation's bonds producing up to \$250,000,000 of bond proceeds. For sales of the Corporation's bonds producing in excess of \$250,000,000 of bond proceeds, a financing fee equal to $\frac{1}{16}$ of 1% for each dollar of bond proceeds above \$250,000,000 is payable to the Corporation.

For underwritten and privately-placed bond transactions, while the Corporation welcomes the input of Applicants with respect to designation of underwriters or placement agents, the Corporation reserves the right to select underwriters (including designation of co-senior managing underwriters) and placement agents for its bonds. Similarly, when variable rate or auction rate bonds are proposed to be issued, the Corporation reserves the right to select remarketing and auction agents, but will endeavor to take account of remarketing or auction agents proposed by Applicants. For transactions involving the direct purchase of bonds by banks and other institutional buyers, the Corporation generally will proceed with purchasers introduced by Applicants, but reserves the right to exclude from its transactions any such purchasers when the Corporation deems it to be in the best interest of the Corporation to do so. The Corporation considers it important to do business with firms that have a business presence in the State of New York. Accordingly, when selecting professionals in connection with its bond financings, the Corporation gives weight to that factor.

In all cases, selection of bond counsel and bond trustees are made by the Corporation.

In furtherance of Westchester County's commitment to provide leadership in the fields of resource conservation and energy-efficiency, the Corporation advocates and encourages the use of Green Building technologies and practices in connection with projects it finances. Green Building technologies and practices are designed to create healthier and more resource-efficient models of building construction, renovation, operation, maintenance, and demolition, and provide demonstrated benefits, including, but not limited to: (a) environmental benefits through the preservation of biodiversity and ecosystems, improved air and water quality, reduced waste streams, and conservation of natural resources; (b) economic benefits, in the form of reduced operating costs, improved occupant productivity and health, and optimized life-cycle performance; and (c) social benefits through enhanced comfort, health and building aesthetics. Refer to the resources cited below for information on Green Building technologies and practices, as well as state and federal Green Building incentive programs:

www.epa.gov/greenbuilding/

www.eere.energy.gov/buildings/highperformance

www.dec.state.ny.us/website/ppu/grnbldg/index.html.

When completed, this Application should be submitted with a \$500 application fee to:

Westchester County Local Development Corporation
148 Martine Avenue
Michaelian Office Building, 9th Floor
White Plains, New York 10601
Attn: Executive Director

Applicants should note that, in addition to the Corporation's application fee and financing fee to be paid at the time of issuance of the Corporation's bonds, Applicants will also be required to pay or reimburse all expenses incurred by the Corporation relating to their financings, including publication fees incurred by the Corporation with respect to required public notices and fees of the Corporation's attorneys and bond counsels, which financing fee and such expenses may be, subject to the determination of bond counsel, paid by Applicants by application of amounts loaned to Applicants by the Corporation from proceeds of its bonds.

Corporation reserves the right to decline any Application for financing submitted by an entity determined by the Corporation to not be responsible, or which is owned, operated, controlled or managed by individuals or entities determined by the Corporation to not be responsible. Accordingly, the Corporation reserves the right to request from Applicants such information as may be necessary, in the Corporation's judgment, to enable it to conduct a thorough background check of any Applicant and/or its owner(s), operator(s), controlling entity(ies) or manager(s). For purpose of this Application, a responsible entity or individual is one which has the capability, in all respects, to perform fully the requirements for receipt of financial assistance from the Corporation, and which has the business integrity to justify the award of the Corporation's financial assistance.

Note that the Corporation will not be considered a "Lead Agency" under the State Environmental Quality Review Act ("SEQRA") with respect to any project financed through the issuance of the Corporation's bonds, and that any determinations required pursuant to SEQRA will be made by the County of Westchester or local authority functioning as "Lead Agency" with respect to any such project for purposes of SEQRA (e.g., Westchester County health department, local zoning authority, etc.). The Corporation will not provide any financial assistance for any project until the requirements SEQRA (and, to the extent relevant to a project, the National Environmental Policy Act (a/k/a NEPA)) have been satisfied.

SECTION 1. APPLICANT INFORMATION

- A. Full legal name, mailing address, telephone number, fax number and email address:

**Kendal on Hudson
1010 Kendal Way
Sleepy Hollow, N.Y. 10591
(914) 922-1019
(914) 922-1150
jeccleston@kohud.kendal.org**

- B. Name, title, mailing address, telephone number, fax number and email address of:

1. Officer to whom communications should be addressed:

**Jean Eccleston
Chief Financial Officer
Kendal on Hudson
1010 Kendal Way
Sleepy Hollow, N.Y. 10591
(914) 922-1019
(914) 922-1150
jeccleston@kohud.kendal.org**

2. Applicant's Counsel:

**Chuck Toto, Esq.
Dave Handler, Esq.
Hawkins Delafield & Wood LLP
One Gateway Center, 24th Floor
Newark, N.J. 07102
(973)642-8841 (CT)
(973)642-8609 (DH)
(973)642-6773 (fax)
ctoto@hawkins.com
dhandler@hawkins.com**

- C. Proposed (i) underwriter, (ii) placement agent, or (iii) direct purchaser of the Corporation's bonds, if any (subject to the Corporation's policy with respect thereto, as stated above), including name, title, address, telephone number, and email address of the principal contact person:

**Jim Bodine
Executive Vice President
HJ Sims
2400 Market Street, Suite 200
Philadelphia, PA 19103
W 267-360-6245**

M 215-694-0640
jbodine@hjsims.com

Siamac Afshar
Vice President
HJ Sims
2400 Market Street, Suite 200
Philadelphia, PA 19103
W 267-360-6250
M 704-779-1438
safshar@hjsims.com

- D. Applicant's financial advisor, if any, including name, title, address, telephone number, and email address of the principal contact person:

Michael Armstrong
Principal
Hamlin Capital Advisors
5550 West Executive Drive, Suite 235
Tampa, FL 33609
W 813-280-1002
M 813-760-7424
marmstrong@hamlinadvisors.com

Sharon Ioannidis
Managing Director
Hamlin Capital Advisors
5550 West Executive Drive, Suite 235
Tampa, FL 33609
W 813-280-1006
M 813-846-5645
sioannidis@hamlinadvisors.com

- E. Applicant's accounting firm, if any, including name, title, address, telephone number, fax number and email address of the principal contact person:

Vicki Raivitch
Principal, Assurance
CliftonLarsonAllen
610 W. Germantown Pike
Suite 400
Plymouth Meeting, PA 19462
Main 215-643-3900
Direct 267-229-3156
Fax 215-643-4030

- F. Form of Applicant's business organization:

Not-for-profit corporation **X** NYS public benefit corporation ____

If a not-for-profit corporation, state of incorporation:

New York

If a foreign not-for-profit corporation, date qualified to do business in New York:

If a NYS public benefit corporation, statute pursuant to which it exists:

- G. 1. If a not-for-profit corporation, attach copies of its certificate of incorporation and by-laws, including, in each case, all amendments, and describe below the method by which its members/directors are chosen (whether or not also set forth in the by-laws): **ATTACHED**
2. If a NYS public benefit corporation, attach copies of its by-laws, including all amendments, and, if the corporation exists pursuant to a statute that is not codified, attach a copy of the chapter of NYS sessions laws pursuant to which it exists, and describe below the method by which its members/directors are chosen: **ATTACHED**

SECTION 2. THE PROJECT FOR WHICH FINANCING IS SOUGHT

- A. Describe the project for which the Corporation's financing is now sought (referred to throughout the following pages of this Application as the "Project"), including nature of the use that is to be made of it. Indicate land acreage to be financed or refinanced, and the size of any buildings to be acquired, constructed or renovated:

The Corporation is requesting financing for up to \$61 million, consisting of the refunding of its Series 2013 Bonds (approximately \$45 million) and Series 2014 Bonds (approximately \$16 million).

The Corporation's facility is located on approximately 21 acres of land and includes approximately 500,000 square feet of improvements.

- B. Address or location:

**1010 Kendal Way
Sleepy Hollow, N.Y. 10591**

- C. List all villages, towns, cities and school districts within which any part of the Project (including any unimproved land) is located:

**Sleepy Hollow – village
Mount Pleasant - town**

D. Is any part of the Project (land included) located outside of Westchester County?

No

If so, explain:

E. The Project consists of a building (check as applicable):

1. which is being:

- | | |
|--|--------------------------------------|
| <input type="checkbox"/> acquired | <input type="checkbox"/> constructed |
| <input type="checkbox"/> renovated | <input type="checkbox"/> expanded |
| <input checked="" type="checkbox"/> not applicable | |

2. together with machinery and equipment which is being installed which will be used for: **N/A**

F. On a separate sheet, describe the Applicant's corporate purpose/mission in reasonable detail, and, on an item-by-item, include the facts or circumstances which will assist the Corporation in determining whether: **See Attached Supplemental Information.**

1. The financing sought from the Corporation will induce the location, retention or expansion of the Project in the area it will serve.
2. The economic feasibility of the Project will be seriously and substantially impaired without the availability of financial assistance from the Corporation.
3. To the extent the Project serves a local market area, there is a recognized and demonstrable need for the products or services the Project will provide in the Project's market area.
4. The Project is compatible with and will significantly assist and enhance development plans for its area established formally or informally by local, County, state and federal authorities.
5. There will be no significant disruption of existing employment or competitive facilities in the area in which the Project is located.
6. The Project will initially provide substantial employment, substantial capital investment, and a substantial increase in the property tax base, and be of a nature which demonstrates a substantial long-term commitment of the beneficiary to the County.
7. The Project is not of a speculative nature.

G. Standard industrial classification number of activity to be carried on at the Project (if known) - **8059**

H. Describe any contracts or agreements (options to purchase, purchase contracts, construction contracts, and equipment orders) which have been entered into with respect to the Project. **N/A**

I. For Projects involving primarily the acquisition of an existing facility: **N/A**

The expected dates of acquisition and occupancy are:

The following arrangements have been made or are planned for the acquisition of the facility constituting the Project:

If any party to the proposed acquisition of the facility or use thereof is related to another party in any manner (non-exclusive examples: the acquiring entity and selling entity have common ownership or control, or a lease or sublease by the acquiring entity of all or a portion of the facility to a related entity), describe the relationship:

J. For Projects involving primarily the construction of a new facility (or the renovation or expansion of any existing facility) indicate the actual or expected dates of:

The acquisition of the land upon which the construction will occur: **N/A**

Commencement of construction:

1. Describe the type of building that is to be constructed, and the method of construction that will be used. **N/A**
2. Describe the Green Building technologies, if any, which will be incorporated into the Project construction. **N/A**

K. State whether the following utilities are already on-site:

X	Water	X	Electric
X	Gas	X	Sanitary/Storm Sewer

L. What is the current zoning of the site? **H - Hospital**

M. What is the proposed zoning of the site, if different? **No**

N. Describe any significant legal, physical or business factors that may impede the acquisition or completion of construction of the Facility. **None**

O. By what date will the proceeds of the Corporation's bonds, if issued, be needed:

Since the use of funds is refunding only, the objective would be to close as soon as possible to take advantage of the favorable interest rate environment.

- P. Employment and payroll at the Project (based on 2022 Budget).

	<u>Present</u> *(as of 08/31/21)	<u>At full capacity (2022 Budget)</u>
Full time employees	133	136
Part time employees	62	64
Annual payroll	\$10,010,000	\$10,722,600

* Including employees or job positions at other facilities that will be transferred to the Project proposed to be financed by the Corporation.

- Q. Will any user of or participant in the Project move any current employees (or job positions) or operation from one area of Westchester County or New York State to the Project? **No**

Will the acquisition or construction of the Facility result in a user or participant leaving, abandoning or moving from an existing plant in Westchester County or New York State? **No**

- R. Discuss the reasons the facility is being acquired or constructed and situated at its planned location and, if the answer to either question in “Q,” above, is positive, discuss the departure, abandonment or move in the context of the competitive position of the facility occupant in its industry and in the context of any serious consideration which has been given to locating in other states. Be specific and detailed. **N/A. Existing facility.**

- S. Set forth any other information with respect to the Applicant, its activities or the Project of which the Corporation should be aware in evaluating this Application.

Kendal on Hudson has a rich history of giving back to the local community through the Board of Directors, the residents and the corporation.

The Kendal on Hudson Resident Association Local Charities Committee has provided annual grants to tax-exempt organizations in Sleepy Hollow and Tarrytown since 2005. A total of \$20,000 in grants were made in 2020 to such organizations as the Foundation for the Public Schools of the Tarrytowns, the Community Food Pantry, Open Door Family Medical Centers and the Sleepy Hollow Ambulance Corps.

The Philanthropy Committee of the Board of Directors has been active since 2006 and identified four pillars of philanthropy around resident wellness, staff support (including scholarships and emergency assistance), resident assistance and outreach. Outreach is focused on programs, services and research that seek to address and enhance healthy aging in the wider community and also on providing direct grants to community-based organizations that positively impact the lives of local residents. In 2020, the Philanthropy Committee’s

efforts were primarily focused on providing relief for local families who were impacted by Covid-19. The Committee donated \$35,000 to the Foundation for the Public Schools of the Tarrytowns, the Community Food Pantry, the Rotary Club of the Tarrytowns food distribution program and Open Door Family Medical Centers.

The newly established Social Accountability Fund (SAF) provides an opportunity for Kendal's employees to give back to the local community. The funds are provided by the organization and employees identify organizations to receive grants. In 2020, this group donated almost \$20,000 to help offset the needs of local families who were impacted by Covid-19. Donations were made to the Foundation for the Public Schools of the Tarrytowns, the Rotary Club of the Tarrytowns food distribution program, RSHM Life Center's food distribution program, the Sleepy Hollow Food Drive and the Alzheimer's Association. In 2021, the SAF has donated funds to the Rotary Club to meet matching grant offers and provided stability for the local food distribution program. Most recently, the employees packed 160 backpacks with school supplies for needy students to help them start the school year with the tools they need to be successful.

In addition to the funds provided, Kendal residents enjoy volunteering in the community as well. Residents averaged 450 hours of volunteer service each month for more than 70 local, state and national organizations, including civic and political, religious, cultural and educational, health and wellness and social justice groups. These volunteer opportunities provide a rich understanding of the wider community and, in turn, the wider community's understanding of Kendal.

- T. Summary of Estimated Cost/Benefit Analysis: Since the transaction is a refunding in whole, no cost benefit or economic development analysis has been prepared.

Costs/Financial Assistance

Mortgage Tax Exemption:

Benefits/Economic Development

Jobs to be created:

Jobs to be retained:

Applicant's funds to be invested:

Other Benefits:

- U. Provide a separate listing of any additional local, state or federal programs grants, loans, tax credits, or other sources or anticipated sources of funding or financing which may be involved in the Project. **None**

- V. If the Project is an affordable housing project in whole or in part, detail any proposed grants administered through the Westchester County Department of Planning or any other federal, state or local grantors. Provide the type of housing, the percentage of affordable units and the level of affordability. Provide a copy of a feasibility study of the Project. N/A

SECTION 3. REPORTS, DOCUMENTS AND ADDITIONAL INFORMATION

- A. Include copies of the Applicant's two most recent annual reports, or a description of the Applicant, its activities, its controlling entities and management, any litigation to which it is a party, and audited financial statements for the two most recent fiscal years. **See Audited Financial Statement as of December 31, 2020 and 2019; see 2020 Philanthropy Report.**
- B. Complete the form included as Appendix A to this Application concerning estimated facility costs. N/A
- C. Include with this Application an 8" x 11" map of the site showing the Project location and adjacent roadways. **ATTACHED**
- D. Include with this Application evidence of compliance with requirements of the State Environmental Quality Review Act, and, to the extent applicable, the National Environmental Policy Act, along with sufficient supporting materials to enable the Corporation to confirm such compliance and to determine the steps, if any, that it must take as an Involved Agency before approving financing for the Project. – **As a refunding, there is no environmental impact related to the financing.**

SECTION 4. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Corporation as follows:

1. Job Listings. The Applicant understands and agrees that, if the Project receives any financial assistance from the Corporation, the Corporation encourages the Applicant to list new employment opportunities created as a result of the Project with the New York State Department of Labor and with the One-Stop Career Center of the service delivery area created by the federal Workforce Innovation and Opportunity Act (WIOA) in which the Project is located.
2. First Consideration for Employment. The Applicant understands and agrees that, if the Project receives any financial assistance from the Corporation, where practicable, the Corporation encourages the Applicant to consider persons eligible to participate in WIOA programs who shall be referred by the One-Stop Career Center for new employment opportunities created as a result of the Project.
3. Annual Employment Reports. The Applicant understands and agrees that, if the Project receives any financial assistance from the Corporation, the

Applicant agrees to file, or cause to be filed, with the Corporation, on an annual basis, reports regarding the number of people employed at the project site.

4. Absence of Conflicts of Interest. Included with this Application, as Schedule 1, is a list of the members, directors, officers and employees of the Corporation. By executing and delivering this Application, the Applicant certifies that, after reasonable review it, has concluded that neither the Corporation, nor any member, director, officer or employee of the Corporation, has any financial interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described. [Describe any such financial interest on a separate sheet attached to this Application.] **See attached**
5. Information True and Complete. The undersigned hereby certifies that the information it has included in this Application, the attachments to it, and supplemental materials submitted with it, is true, correct and complete, and expressly acknowledges that the Corporation, in the issuance of its bonds, and the Corporation's bond counsel, in delivering their opinion as to the validity of the bonds, may rely on this information as a representation of the Applicant.
6. Authority of Undersigned. The undersigned representative of the Applicant certifies that he or she, as the case may be, is authorized to execute this Application on behalf of the Applicant and that the Applicant, by action of its governing body, has approved the submission of this Application.

Signature of Applicant's representative: _____

Name of representative: Jean Eccleston

Title of representative: Chief Financial Officer

Date: October __, 2021

HOLD HARMLESS AGREEMENT

Applicant hereby:

- (i) releases the Westchester County Local Development Corporation and the members, directors, officers, servants, agents and employees thereof (the "Corporation") from;
- (ii) agrees that the Corporation shall not be liable for; and
- (iii) agrees to indemnify, defend and hold the Corporation harmless from and against,

any and all liability arising from or expense incurred by (A) the Corporation'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 Corporation, (B) the Corporation's financing of the Project described therein, and (C) any further action taken by the Corporation with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions 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 Corporation or the Applicant are unable to reach final agreement with respect to the Project, then, and in such event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Corporation, its agents or assigns, all costs incurred by the Corporation in the processing of the Application, including attorneys' fees, if any.

(Applicant)

By: _____
Name:
Title:

Sworn to before me this

____ day of _____, 20__

Notary Public

SCHEDULE 1

WESTCHESTER COUNTY LOCAL DEVELOPMENT CORPORATION

MEMBERS

The County of Westchester, acting by and through the County Executive

The County of Westchester, acting by and through the Majority Leader of the County Board of Legislators

The County of Westchester, acting by and through the Minority Leader of the County Board of Legislators

BOARD OF DIRECTORS

Joan McDonald, Chairperson

William M. Mooney, III Esq., Secretary

Jerry McGrath, Director

Richard McSpedon, Director

Robert Puff, Director

Julius Walls, Director

Judith Watson, Director

STAFF

Acting Executive Director

Bridget Gibbons

Comptroller & Deputy Comptroller

Ann Marie Berg

Dennis Kelly

Assistant Secretary

Chloë Zung

APPENDIX A

FACILITY COSTS

The reasonably estimated costs of acquiring, constructing, renovating, expanding and installing the Project should be set forth in this table.

A.	FACILITIES TO BE ACQUIRED	\$	N/A
	1. Contract price of land and buildings	\$	
B.	FACILITIES TO BE CONSTRUCTED, RENOVATED OR EXPANDED BY PROJECT	\$	
	1. Contract price of land	\$	
	2. Architectural and Engineering	\$	
	3. Site Preparation	\$	
	4. Materials	\$	
	5. Labor	\$	
	6. Construction Contracts	\$	
	7. Utilities Connection	\$	
	8. Paving and landscaping	\$	
C.	MACHINERY AND EQUIPMENT/FFE	\$	
	1. Invoiced Cost	\$	
	2. Installation	\$	
D.	INTEREST DURING CONSTRUCTION (FROM/TO)	\$	
E.	FINANCING, LEGAL,	\$	
F.	MISCELLANEOUS (PLEASE SPECIFY)	\$	
G.	CONTINGENCY	\$	
	TOTAL	\$	

FINANCIAL ASSISTANCE REQUESTED

A. Bonds	\$61,000,000
B. Mortgage Recording Tax	\$N/A
C. Total	\$61,000,000

Economic Impact of Project Construction

The purpose of the Westchester County Local Development Corporation is to advance the job opportunities, health, general prosperity and economic welfare of the people of the County of Westchester and the State of New York, and to improve their recreation opportunities, prosperity and standard of living. In furtherance of this purpose, it is the policy of the Corporation to encourage the employment of local contractors and construction workers in the construction phase of any project receiving tax benefits from the Corporation, as well as the payment of fair and reasonable wages; and the Corporation will consider among other factors in the Application process the effect, if any, that the proposed Project will have upon local employment in the construction trades.

Therefore, if the Project will involve (i) construction of a new facility, (ii) construction of an addition to an existing facility, or (iii) renovations or alterations to an existing facility costing in excess of \$5,000,000 (any or all of the foregoing being hereinafter referred to as "Project Construction"), complete the following: **N/A**

Estimated cost of Project construction contract(s): \$ _____
Amount of total cost attributable to materials: \$ _____
Amount of total cost attributable to labor: \$ _____

Estimated aggregate number of work hours of manual workers¹ to be employed in Project Construction: _____

Estimated length of Project Construction period: _____

Will Project Construction be governed by a Project Labor Agreement ("PLA") with the Building and Construction Trades Council of Westchester and Putnam Counties, New York, AFL-CIO (the "Council")?² [YES/NO]

If you have answered YES to the preceding question, attach a copy of the PLA; and you need not complete the remaining portions of this Section (but see NOTE below).

For each Contractor or Subcontractor currently known or reasonably expected to be involved in Project Construction, state (attach additional pages as necessary):

Name: _____

Address:³ _____

(a) Is this contractor Union or Open Shop (if Union, identify local)? _____

¹ As defined in Section 190 of the Labor Law.

² This may be either a PLA already in effect with the landlord of the Project facility, or a PLA made (or to be made) between the Applicant and the Council directly in connection with Project Construction.

³ If a contractor and/or subcontractor has a permanent location in or around Westchester County from which the contract will be administered, use that address.

- (b) Will contract require local (*i.e.*, Westchester County) hiring? YES/NO
If YES, what percentage of manual workers will be local? _____%
- (c) If Non-Union, will contract require payment of Prevailing Wage?⁴ YES/NO

If the answer to question “(b)” or “(c)” above is NO, explain omission:

If some or all of the Contractor(s) and or Subcontractor(s) to be involved in Project Construction cannot reasonably be identified at this time, state whether it is Applicant’s intention to require the following in its contract(s) for Project Construction:

- (a) Local (*i.e.*, Westchester County) hiring: YES/NO
If YES, what percentage of manual workers will be local? _____%
- (b) Union labor: YES/NO
- (c) If Non-Union, payment of Prevailing Wage: YES/NO

If the answer to question “(a)”, “(b)” or “(c)” above is NO, explain omission:

NOTE: If Applicant has indicated herein that Project Construction will involve a PLA, union labor, local hiring and/or the payment of Prevailing Wage, the Corporation reserves the right to include such requirements in the Project Documentation as conditions for the extension and retention of tax benefits.

⁴ For purposes of this Application, “Prevailing Wage” shall mean the “prevailing rate of wage” as defined in Article 8 of the New York Labor Law.

**Kendal on Hudson
Application for Bond Financing
Westchester County Local Development Corporation**

Supplemental Information

Section 2 F.

Kendal on Hudson (Kendal) is a retirement community that provides services to approximately 300 older adults in Westchester County. Kendal's mission is to provide innovative programs and services to foster the autonomy and well-being of older adults in our community, based on a values-driven commitment to:

- Supporting independence and equality,
- Fostering a spirit of community,
- Focusing on wellness and quality of healthcare, and
- Creating an environment of continuous learning and innovation

1. The financing sought from the Corporation will induce the location, retention or expansion of the Project in the area it will serve.

Refinancing debt at lower rates will assist the Corporation in its not-for-profit mission and assist in keeping Kendal attractive to current and future residents.

2. The economic feasibility of the Project will be seriously and substantially impaired without the availability of financial assistance from the Corporation.

As a not-for-profit organization, Kendal is able to work with an issuing authority to issue tax-exempt debt. The interest cost savings can be substantial and allows Kendal to keep monthly service fee increases as low as possible and use funds for other operating costs, such as staffing.

3. To the extent the Project serves a local market area, there is a recognized and demonstrable need for the products or services the Project will provide in the Project's market area.

The majority of the residents who live at Kendal are from the Westchester County area. Over the last 5 years, almost 80% of all new residents move in from the State of New York, with 52% of all residents moving from Westchester County.

4. The Project is compatible with and will significantly assist and enhance development plans for its area established formally or informally by local, County, state and federal authorities.

N/A

5. **There will be on significant disruption of existing employment or competitive facilities in the area in which the Project is located.**

There will not be any disruption to existing employment at Kendal or to the competition in the Westchester County area.

6. **The Project will initially provide substantial employment, substantial capital investment, and a substantial increase in the property tax base, and be of a nature which demonstrated a substantial long-term commitment of the beneficiary to the County.**

Kendal employs a culturally diverse workforce of approximately 200 people in such positions as housekeeping, maintenance, dining, nursing and fitness. Approximately 40% of the employees have been with Kendal for more than five years. Employees are offered a comprehensive benefit package that includes life, health, vision, and dental insurance; paid time off (vacation and holiday); sick leave; New York State paid family leave; bereavement leave; a flexible spending plan; an employee assistance program; and retirement plans (401(a) and 403(b)) that include discretionary contributions and discretionary matches up to 3% of participant contributions.

Kendal routinely reinvests in its campus in Sleepy Hollow. Between 2016 and 2020, Kendal averaged approximately \$3.3 million in capital improvements. In 2021, Kendal is expecting to invest approximately \$4.3 million in capital improvements. Future budgets anticipate that approximately \$6.5 million in capital improvements will be made each year for the next 3 years.

Kendal has a Payment in Lieu of Taxes (PILOT) program with the Village of Sleepy Hollow that was signed in 2003. Over the next 5 years, Kendal will remit PILOT payments to the Village each year averaging \$1.3 million.

7. **The Project is not of a speculative nature.**

Kendal began operations in 2005 and is now celebrating its 16th year of operations. Independent living occupancy is approximately 93% and there are approximately 160 prospective residents who have submitted a \$2,000 deposit and a \$250 application fee who are interested in living at Kendal.