



ROCKLAND IDA

2019 Application for Financial Assistance



IDA Board Members
Eric Dranoff, Esq., Chairman
Howard Hellman, Secretary
Timothy Riley, Treasurer
Peggy Zugibe
Raja Amar
IDA Executive Director
Steven Porath
sporath@rocklandida.com

ATTENTION APPLICANTS:

- *For legislation re: IDA projects and compliance requirements see the Authorities Budget Office at: abo.ny.gov*
- *For information on the County of Rockland Industrial Development Agency Meetings and Minutes, Members and Committees, Policies and Bylaws, Uniform Tax Exempt Policy and Annual Reports, see: rocklandida.com*
- *In accordance with NYS General Municipal Law and ABO guidelines, effective Jan. 1, 2019, all completed Applications, Project Agreements and Project Resolutions will be posted on the IDA website.*

Section I: Applicant Information

Please answer all questions. Where necessary, please use "None" or "Not Applicable". Please attach additional documents if more space is needed to answer a question than provided.

A) Applicant Information-company receiving benefit:

Applicant Name: GenOn Bowline Power, LLC

Applicant Address: 1360 Post Oak Blvd., Suite 2000, Houston, TX 77056

Phone: 832-910-9140 Fax: (832) 202-2770

Website: https://www.genon.com/ E-mail: Darren@GenOn.com

Federal ID#: 84-3758220 NAICS: 221112 fossil fuel electric power gen

State and Year or Incorporation/Organization: 2019, Delaware

Will a Real Estate Holding Company be utilized to own the Project property/facility? Yes or No

If so, what is the name of the Real Estate Holding Company? N/A

Federal ID#: NA

State and Year or Incorporation/Organization: N/A

B) Individual Completing Application:

Name: Darren Olagues

Title: Chief Financial Officer (CFO)

Address: 1360 Post Oak Blvd, Suite 2000, Houston, TX 77056

Phone: (318) 308-4669

E-Mail : Darren@GenOn.com

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

Name: Darren Olagues

Title: Chief Financial Officer (CFO)

Address: 1360 Post Oak Blvd, Suite 2000, Houston, TX 77056

Phone: (318) 308-4669 Fax: (832) 202-2770

E-Mail: Darren@GenOn.com

D) Company Counsel:

Name of Attorney: Darius Chafizadeh

Firm Name: Harris Beach LLC

Address: 445 Hamilton Avenue, Suite 1206, White Plains, NY 10601

Phone: (914) 683-1212 Fax: (914) 683-1210

E-mail: DChafizadeh@HarrisBeach.com

E) Identify the assistance being requested of the Agency (select all that apply):

- 1. Exemption from Sales Tax Yes or No
- 2. Exemption from Mortgage Tax Yes or No
- 3. Payment in Lieu of Taxes (PILOT) Yes or No
- 4. Tax Exempt Bond Financing Yes or No

F) Business Organization (check appropriate category):

Corporation Partnership

Public Corporation Joint Venture

Sole Proprietorship Limited Liability Company

Other (please specify) _____

Year Established: 2019

State in which Organization is established: Delaware

G) List all stockholders, members, or partners with % of ownership greater than 20% (include Real Estate Holding Company information, if applicable):

<u>Name</u>	<u>% of ownership</u>
Genon Bowline Intermediate Holdings, LLC	100%
_____	_____
_____	_____
_____	_____

H) Applicant Business Description:

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility (Attach document, if necessary): _____ See Attached _____

Estimated % of sales within County/City/Town/Village: _____ 35% _____

Estimated % of sales outside County/City/Town/Village, but within New York State: _____ 65% _____

Estimated % of sales outside New York State but within the U.S.: _____ 0% _____

Estimated % of sales outside the U.S. _____ 0% _____

Note: Total percentage above need to equal 100%.

Section II: Project Description & Details

A) Project Location:

Municipality or Municipalities of current operations: _____ West Haverstraw, New York _____

Will the Proposed Project be located within the Municipality, or within a Municipality, identified above?

Yes or No

If yes, in which Municipality will the proposed project be located: _____ West Haverstraw _____

If No, in which Municipality will the proposed project be located: _____

Provide the Property Address(es) of the proposed Project:

140 Samsondale Ave. West Haverstraw, NY 10993

Will the completion of the Project 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 located within the state?

Yes or No

If the Proposed Project is located in a different Municipality than the Municipality in which current operations are being undertaken, is it expected that any of the facilities in any other Municipality will be closed or be subject to reduced activity?

Yes or No

If yes, you will need to complete Section II (Q) and Section IV of this Application.

SBL Number for Property upon which proposed Project will be located: See Attached

What are the current real estate taxes on the proposed Project Site? \$3,391,100 (PILOT Agreement)

If amount of current taxes is not available, provide assessed value for each:

Land: \$ N/A Buildings(s): \$ N/A

If available please include a copy of current tax bill.

Are Real Property Taxes current? Yes or No. If no, please explain _____

Rockland County, Town of Haverstraw,
Town/City/Village: Haverstraw Village, West Haverstraw Village School District: Stony Point CSD

Does the Applicant or any related entity currently hold fee title to the Project site? Yes or No

If No, indicate name of present owner of the Project Site: _____

Does Applicant or related entity have an option/contract to purchase the Project site? Yes or No

Describe the present use of the proposed Project site: Natural Gas / Oil-Fired steam turbine generating site.

B) Please provide narrative of the proposed project and its purpose (new build, renovations, and/or equipment purchases). Identify specific uses occurring within the project. Describe any and all tenants and any/all end users: (This information is critical in determining project eligibility): See Attached

Describe the reasons why the Agency's Financial Assistance is necessary, and the effect the Project will have on the Applicant's business or operations. Focus on competitiveness issues, project shortfalls, etc. Your eligibility determination will be based in part on your answer (*attach additional pages if necessary*): See Attached

Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?

Yes or No

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency: See Attached

If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant and County/City/Town/Village? See Attached

C) Will the Project include leasing any equipment? Yes or No

If yes, please describe:

Bowline currently leases equipment that generates high purity water. Additionally, Bowline currently leases about 4 acres of land to the Village of West Haverstraw through December 31, 2113.

D) Site Characteristics:

Will the Project meet zoning/land use requirements at the proposed location? Yes or No

Describe the present zoning/land use: Heavy industrial power generation, defined protected wetlands, some recreational

Describe required zoning/land use, if different: N/A

If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements: N/A

Is the proposed project located on a site where the known or potential presence of contaminants is complicating the development/use of the property? If yes, please explain: Bowline is located on a site that had multiple industrial uses prior to construction and operation of the present day generation facility. Those uses were landfill and brick foundry.

E) Has a Phase I Environmental Assessment been prepared or will one be prepared with respect to the proposed project site? Yes or No If yes, please provide a copy.

F) Have any other studies or assessments been undertaken with respect to the proposed project site that indicate the known or suspected presence of contamination that would complicate the site's development?

Yes or No. If yes, please provide copies of the study

G) Provide any additional relevant information or details: N/A

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

- | | | | |
|----------------------------------|-------------------------------------|---------------------------------|--------------------------|
| Industrial | <input checked="" type="checkbox"/> | Back 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 _____ | <input type="checkbox"/> |

Will customers personally visit the Project site for either purchasing or receiving goods and/or services activities?

Yes or No

If yes, with respect to either economic activity, the Retail Questionnaire contained in Section IV of the Application must be completed.

Note: For purposes of the question, the term “retail sales” means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the “Tax Law”) primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

I) Project Information:

Estimated costs in connection with Project:

1. Land and/or Building Acquisition: \$ N/A
_____ acres _____ square feet
2. New Building Construction: _____ square feet \$ N/A
3. New Building Addition(s): _____ square feet \$ N/A
4. Infrastructure Work \$ N/A
5. Reconstruction/Renovation: _____ square feet \$ N/A
6. Manufacturing Equipment: \$ N/A
7. Non-Manufacturing Equipment (furniture, fixtures, etc.): \$ N/A

8. Soft Costs: (professional services, etc.): \$ N/A

9. OTHER: specify: _____ \$ N/A

TOTAL Capital Costs: \$ N/A

Project refinancing; estimated amount

(For refinancing of existing debt only) \$ 225,000,000

Sources of Funds for Project Costs:

Bank Financing: \$ N/A

Equity (excluding equity that is attributed to grants/tax credits) \$ N/A

Tax Exempt Bond Issuance (if applicable) \$ N/A

Taxable Bond Issuance (if applicable) \$ N/A

Public Sources (Include sum total of all state and federal grants and tax credits) \$ N/A

Identify each state and federal grant/credit:

_____ \$ N/A

_____ \$ N/A

_____ \$ N/A

TOTAL Sources of Funds for Project Costs: \$ N/A

Have any of the above costs been paid or incurred as of the date of this Application? Yes or No

If yes, describe particulars: N/A

Estimate of Tax Exemption Benefit:

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

Mortgage Amount (include sum total of construction/permanent/bridge financing): \$ 225,000,000

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage amount as indicated above multiplied by 1.05%): \$ 2,362,500

Sales and Use Tax: Gross amount of costs for goods and services that are subject to State and local Sales and Use tax - said amount to benefit from the Agency's Sales and

M) Employment Plan (Specific to the proposed project location):

	Current # of jobs at proposed project location or to be relocated at project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon TWO Years after Project completion	Labor Market Area – Mid-Hudson Region
Full time (FTE)	33	33	0	33
Part Time (PTE)	0	0	0	0
Total	33	33	0	33

NOTE: The Labor Market Area includes the County/City/Town/Village where the Project will be located as well as the Counties in the Mid-Hudson Region of New York State.

Salary and Fringe Benefits for Jobs to be Retained and Created:

Category of Jobs to be Retained and Created	Average Salary or Range of Salary	Average Fringe Benefits or Range of Fringe Benefits
Management	\$131,731	\$39,519
Professional	\$133,556	\$40,066
Administrative	\$75,296	\$22,588
Production	\$105,420	\$31,626
Independent Contractor	N/A	N/A
Other	N/A	N/A

Employment at other locations in the county (provide address and number of employees at each location):

	Address	Address	Address
Full time	N/A	N/A	N/A
Part Time	N/A	N/A	N/A
Total	N/A	N/A	N/A

N) Will any of the facilities described above be closed or subject to reduced activity? Yes or No

O) Is the project reasonably necessary to prevent the project occupant from moving out of New York State?
 Yes or No.

If yes, please explain and identify out-of-state locations investigated, type of assistance offered and provide supporting documentation if available: N/A

P) What competitive factors led you to inquire about sites outside of New York State? N/A

Q) Have you contacted or been contacted by other Local, State and/or Federal Economic Development Agencies?
 Yes or No.

If yes, please identify which agencies and what other Local, State and/or Federal assistance and the assistance sought and dollar amount that is anticipated to be received: _____

Section III Retail Questionnaire

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or to purchase services.

Please answer the following:

A. Will any portion of the project (including that portion of the cost to be financed from equity or other sources) consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site?

Yes or No. If the answer is yes, please continue. If no, proceed to Section V.

For purposes of Question A, the term “retail sales” means (i) sales by a registered vendor under Article 28 of the

Tax Law of the State of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

B. What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? _____ %.

If the answer above is less than 33% do not complete the remainder of the retail determination and proceed to Section V.

If the answer to A is Yes AND the answer to Question B is greater than 33.33%, indicate which of the following questions below apply to the project:

1. Will the project be operated by a not-for-profit corporation Yes or No.

2. Is the Project location or facility likely to attract a significant number of visitors from outside the economic development region (list specific County or Economic development region) in which the project will be located?

Yes or No

If yes, please provide a third party market analysis or other documentation supporting your response.

3. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the municipality within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services?

Yes or No

If yes, please provide a third party market analysis or other documentation supporting your response.

4. Will the project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

Yes or No.

If yes, explain: _____

Is the project located in a documented Economically Distressed Area? Yes or No

Will the Project 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? Yes or No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the state? Yes or No

If the answer is **Yes** to either of the previous two questions, explain how, notwithstanding the aforementioned closing or activity reduction, how the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry: _____

Does the Project involve the relocation or consolidation of a project occupant from another municipality?

Within New York State Yes or No

Within County/City/Town/Village

Yes or No

If yes to either question, please, explain: _____

Section IV Representations, Certifications and Indemnification

This section of the application can only be completed upon the applicant receiving, and must be completed after the applicant receives, IDA staff confirmation that the application is complete.

Darren Olagues (name of CEO or other authorized representative of Applicant) confirms and says that he/she is the Chief Financial Officer (title) of GenOn Bowline Power, LLC (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. Job Listings: In accordance with Section 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 Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- B. First Consideration for Employment: In accordance with Section 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 JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C. Annual Sales Tax Filings: In accordance with Section 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, in accordance with Section 874(8) of the General Municipal Law, 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. Copies of all filings shall be provided to the Agency.
- D. 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, an Event of Default under the Agent Agreement between the Agency and Applicant. In addition, a Notice of Failure 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.
- E. The Applicant acknowledges that certain environmental representations will be required at closing. The Applicant shall provide with this Representation, Certification and Indemnification Form copies of any

known environmental reports, including any existing Phase I Environmental Site Assessment Report(s) and/or Phase II Environmental Investigations. The Agency may require the Company and/or owner of the premises to prepare and submit an environmental assessment and audit report, including but not necessarily limited to, a Phase I Environmental Site Assessment Report and a Phase II Environmental Investigation, with respect to the Premises at the sole cost and expense of the owner and/or the Applicant. All environmental assessment and audit reports shall be completed in accordance with ASTM Standard Practice E1527-05, and shall be conformed over to the Agency so that the Agency is authorized to use and rely on the reports. The Agency, however, does not adopt, ratify, confirm or assume any representation made within reports required herein.

- F. The Applicant and/or the owner, and their successors and assigns, hereby release, defend and indemnify the Agency from any and all suits, causes of action, litigations, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements, fees or expenses of any kind or nature whatsoever (including, without limitation, attorneys', consultants' and experts' fees) which may at any time be imposed upon, incurred by or asserted or awarded against the Agency, resulting from or arising out of any inquiries and/or environmental assessments, investigations and audits performed on behalf of the Applicant and/or the owner pursuant hereto, including the scope, level of detail, contents or accuracy of any environmental assessment, audit, inspection or investigation report completed hereunder and/or the selection of the environmental consultant, engineer or other qualified person to perform such assessments, investigations, and audits.
- G. Hold Harmless Provision: The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the Agency incurred in connection with any actions required to be taken by the Agency in furtherance of the Application including the Agency's costs of general counsel and/or the Agency's bond/transaction counsel whether or not the Application, the proposed Project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and 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: (i) the Agency's examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the proposed Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (ii) the Agency's acquisition, construction and/or installation of the proposed Project described herein; and (iii) any further action taken by the Agency with respect to the proposed Project including, without limiting the generality of the foregoing, all causes of action and attorney's fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law and the policies of the Agency that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency, any mortgage recording tax exemption claimed by the Applicant and approved by the Agency, and/or any real property tax abatement claimed by the Applicant and approved by the Agency, in connection with the Project, may be subject to recapture and/or termination by the Agency under such terms and conditions as will be established by the Agency and set forth in transaction documents to be entered into by and between the Agency and the Applicant. The Applicant further represents and warrants that the information contained in this Application, including without limitation information regarding the amount of the New York State and local sales and use tax exemption benefit, the amount of the mortgage recording tax exemption benefit, and the amount of the real property tax abatement, if and as applicable, to the best of the Applicant's knowledge, is true, accurate and complete.
- H. This obligation includes an obligation to submit an Agency Fee Payment to the Agency in accordance with the Agency Fee policy and schedule effective as of the date of this Application. (*See Attached Fee Schedule.*)
- I. By executing and submitting this Application, the Applicant covenants and agrees to pay the following fees to the Agency and the Agency's general counsel and/or the Agency's bond/transaction counsel, the same to be paid at the times indicated:
- (i) a non-refundable application and publication fee of \$750.00 (the "Application Fee");

(ii) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel and/or the Agency's bond/transaction counsel, thus note that the Applicant is entitled to receive a written estimate of fees and costs of the Agency's general counsel and the Agency's bond/transaction counsel; and (2) other consultants retained by the Agency in connection with the proposed project, with all such charges to be paid by the Applicant at the closing.

- J. If the Applicant fails to conclude or consummate the 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 Applicant is unable to find buyers willing to purchase the bond issue requested, or if the Applicant is unable to facilitate the sale/leaseback or lease/leaseback transaction, then, upon the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs incurred by the Agency in furtherance of the Application, up to that date and time, including but not necessarily limited to, fees of the Agency's general counsel and/or the Agency's bond/transaction counsel.
- K. The Applicant acknowledges and agrees that all payment liabilities to the Agency and the Agency's general counsel and/or the Agency's bond and/or transaction counsel as expressed in Sections H and I are obligations that are not dependent on final documentation of the transaction contemplated by this Application.
- L. The cost incurred by the Agency and paid by the Applicant, the Agency's general counsel and/or bond/transaction counsel fees and the processing fees, may be considered as a cost of the Project and included in the financing of costs of the proposed Project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.
- M. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). **Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.**
- N. The Applicant acknowledges that it has been provided with a copy of the Agency's Policy for Termination of Agency Benefits and Recapture of Agency Benefits Previously Granted (the "Termination and Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Termination and Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Termination and Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.
- O. 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 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 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.
- P. 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.

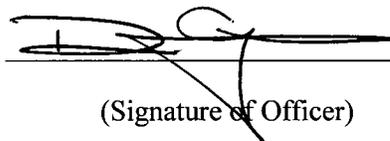
- Q. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- R. 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.
- S. 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 statements contained herein not misleading.

STATE OF NEW YORK)

COUNTY OF) ss.:

Darren Olagues, being first duly sworn, deposes and says:

1. That I am the Chief Financial Officer (Corporate Office) of GenOn Bowline Power, LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, INCLUDING the Labor Policy and PILOT Guideline, 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 9th day of January, 2026



(Notary Public)
LEON J BIJOU
 Notary Public, State of New York
 No. 02BI4795468
 Qualified in Kings County
 Commission Expires 08/02/2023

APPENDIX A

Payment In Lieu of Tax Agreement (PILOT)

Policies & Process Guidelines

A Payment In Lieu of Tax Agreement (PILOT) is a negotiated tax abatement or structured property tax schedule which may be obtained under the authority of the IDA. (Please see the IDA's Uniform Tax Exemption Policy for more detail regarding IDA real property tax abatements and other incentives at www.rocklandida.com.)

Unlike many industrial development agencies, the Rockland IDA *does not* have the authority to impose a PILOT, or any type of property tax abatement or condition, on the local taxing jurisdictions. Further, it is at the sole discretion of the local taxing jurisdictions to participate or not.

However, the Rockland IDA *does* have the authority to facilitate and implement a PILOT should the project applicant and taxing jurisdictions agree to the terms and structure of a property tax agreement.

Given the above, the IDA does not either advocate for or against a PILOT. As such, it is the sole responsibility of the IDA project applicant to determine if the involved tax jurisdictions choose to participate in a PILOT agreement and then negotiate the terms of the agreement.

To assist IDA project applicants in the PILOT process, however, the following guidelines are provided:

- Provided the project is eligible for consideration to receive IDA incentives, the applicant must indicate “yes” or “no” that a PILOT is requested on the IDA’s “Application For Financial Incentives”, Section D, Page I-5.
- If the project is eligible for consideration, the IDA board will consider an Inducement Resolution that authorizes the applicant to request and negotiate a PILOT with the local taxing jurisdictions.
- Taxing jurisdictions eligible to participate in a PILOT include the town in which the project is located, the affected village (if applicable), and the affected school district. The County does not participate in PILOTs (unless the project has a unique County-wide impact). The IDA can assist in identifying the affected taxing entities and the individuals from the taxing jurisdictions that should be contacted regarding a proposed PILOT.
- The first step in the PILOT process is arranging an (informal) meeting with all the taxing jurisdictions, the IDA, and the applicant so a discussion can be held regarding the applicability of a PILOT and what structure may be considered. It is recommended that this meeting take place following IDA inducement (which confirms the project’s eligibility for incentives and a PILOT).
- While the IDA Executive Director can assist in arranging this first meeting, it is ultimately the responsibility of the applicant. It is recommended that the meeting include representatives from all the taxing jurisdictions and the IDA.
- Each PILOT structure is unique. As such, each PILOT – if agreeable to the taxing jurisdictions – reflects a negotiated structure that addresses the financial need of the applicant, while meeting the economic development objectives of the taxing jurisdictions and the IDA.
- A strong, stable tax ratable base and revenue predictability are often key objectives of the taxing jurisdictions. It is recommended that the applicant recognize and address both of these elements when proposing a property tax structure. While the applicant is responsible for proposing and negotiating a PILOT, the IDA and town assessors are often resources that can assist in providing historical references of similar project PILOTs, current assessed value of the site, etc.
- Special Note: Taxing jurisdictions will not formally consider a PILOT that involves a property that has a pending tax grievance. While a PILOT may resolve issues involving a tax dispute, any pending grievance(s) must be withdrawn by the property owner prior to final PILOT approval.
- Each taxing jurisdiction has the individual choice to participate (or not) in a PILOT. It is not required that all taxing entities participate in a PILOT.
- If and when a PILOT is informally agreed to by the participating parties, the IDA counsel will prepare a draft agreement for review by all.
- A formal resolution for PILOT approval is required of all taxing jurisdictions. A copy of the resolution(s) must be provided to the IDA. It is the responsibility of the applicant to ensure the matter is formally considered and adopted by the involved taxing jurisdictions. While the County does not provide tax abatements (unless specifically included),

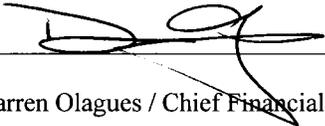
the County does participate in the approval process, by both formal resolution and signing of agreements. The County will only consider approval after all the other local taxing jurisdictions have approving resolutions in place.

- It is important to note that the PILOT is not considered to be approved until all participating parties have passed approving resolutions and have signed a final PILOT agreement.
- Regardless of when a PILOT is formally approved, it will not go into effect until the next March 1 taxable status date.

As with each of its incentives, the IDA has a fee schedule for PILOTs. The applicant is required to pay all applicable fees upon project/PILOT closing. Please refer to the PILOT fee schedule at www.rocklandida.com to determine applicable fees.

As a final note, because each Rockland IDA PILOT is unique, there is an inherent flexibility in the (informal) negotiating and meeting process. To this end, the IDA encourages the applicant to discuss the matter with the IDA Executive Director and IDA Counsel to ensure that the process is as effective and efficient as possible for all parties.

ACKNOWLEDGED AND AGREED TO:



Darren Olagues / Chief Financial Officer

APPENDIX B

LABOR POLICY

County of Rockland Industrial Development Agency

Declaration of Motivation

For the employment of local trades people

During the construction phase of IDA-benefited projects

The County of Rockland Industrial Development Agency (IDA), formed pursuant to the New York State Industrial Development Act (the "Act"), was created for the purpose of promoting employment opportunities for, and the general prosperity and economic welfare of Rockland County residents. The IDA is authorized by the Act to enter into agreements making benefits available to qualified applicants in order to facilitate the location or the expansion of their businesses or facilities in Rockland County. When the IDA approves a project, these benefits are made available to the applicant.

Construction jobs, although limited in time duration, are vital to the overall employment opportunities in Rockland County. The IDA believes that companies benefiting from its programs should encourage the employment of local contractors and professionals during the construction phase of projects. In this way the IDA can generate significant benefits to advance the County's general prosperity. It is, therefore, the policy of the IDA that firms benefiting from its programs be encouraged to promote employment opportunities in Rockland County during all project phases, including the construction phase.

The IDA requires companies benefiting from its programs to pay prevailing wages, in and during the project construction phase and to make effort to employ local contractors and professionals. Alternatively, an applicant can enter into a Project Labor Agreement ("PLA") provided the PLA is approved by the affected unions and contractors and is satisfactory to the IDA.

Upon receipt of IDA benefits, all applicants will be required to provide to the IDA's Executive Director the following information:

1. Contact information of the applicant contact person who will be responsible and accountable for providing information about the bidding for and awarding of future construction contracts relative to the application and project.
2. Description of the nature of construction jobs created by the project, including, in as much detail as possible, the number, type and duration of construction positions.
3. A *Construction Completion Report* listing the names and business locations of prime contractors, subcontractors and vendors who have been engaged in the construction phase of the project and confirmation that prevailing wages have been paid.

The IDA will post the contact information and description of construction jobs available on its website, www.redc.org "IDA."

The IDA reserves the right to modify and/or rescind benefits granted to any company under its *Uniform Tax Exemption Policy* for the failure to comply with any of the provisions contained herein.

Approved/Effective: November 30, 2004; Amended June 11, 2013

APPENDIX B-1

PREVAILING WAGE SPECIAL CONDITION

The Rockland IDA requires companies / applicants benefiting from its programs to pay prevailing wages in and during the project construction phase for the Project contemplated herein (the "Project") and during any subsequent renovation or construction at the Project and to make efforts to employ local contractors and professionals in compliance with the requirements below. Alternatively, an applicant can enter into a Project Labor Agreement ("PLA") provided the PLA is approved by the affected unions and contractors and is satisfactory to the IDA.

1. Company / Applicant / Contractor / General Requirements

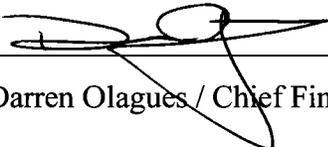
- A. The Company/Applicant/Contractor shall comply with the New York State Prevailing Wage Law, Labor Law, Article 8, Section 220 et. seq. as if the Project was a "public work" project as defined by the statute. Not less than the current prevailing rate of wages as determined by wage schedules provided by the Bureau of Public Work shall be paid to all laborers, workers and mechanics performing work at the Project. All contractor's bonds, if required, shall include a provision as will guarantee the faithful performance of such prevailing wage requirement in connection with the Project.
- B. Additional requirements shall include, but not be limited to: (a) the contractor must send a written request to the Labor Department's Bureau of Public Work for an appropriate wage schedule, (b) the contractor must attach the wage schedule to the bid specifications, (c) when awarding a contract, the contractor must attach the wage schedule to the contract, and (d) before work begins, the contractor and subcontractor(s) must post wage schedules at the construction site so that workers know what they are entitled to.

2. Flowdown Requirements

Contractor shall ensure that all agreements with its subcontractors to perform work on or at the Project contain the following provisions:

- A. Contractor shall comply with the New York State Prevailing Wage Law, Labor Law, Article 8, Section 220 et. seq. as if the Project was a "public work" project as defined by the statute for all construction, alteration, demolition, installation, repair or maintenance work over \$1,000 performed at the Project. Contractor's obligations under prevailing wage laws include without limitation: pay at least the applicable prevailing wages as if the project was a "public work" as defined by the statute for activities performed at the Project; comply with overtime and working hour requirements; comply with apprenticeship obligations; comply with payroll recordkeeping requirements; and comply with other obligations as required by law.
- B. Contractor shall ensure that the above requirements are included in all its contracts and any layer of subcontractors for activities for the Project.

Consented and Agreed to: _____


Darren Olagues / Chief Financial Officer

APPENDIX C

Adaptive Reuse Determination

(Adaptive Reuse is the process of adapting old structures or sites for new purposes)

Are you applying for a tax incentive under the Adaptive Reuse Program? Yes No

If YES, please answer the following:

A) What is the age of the structure (in years) _____

B) Has the structure been vacant or underutilized for a minimum of 3 years? (Underutilized is defined as a minimum of 50% of the rentable square footage of the structure being utilized for a use for which the structure was not designed or intended.)
 Yes No If yes, how many years? _____

C) Is the structure currently generating insignificant income? (Insignificant income is defined as income that is 50% or less than the market rate income average for that property class.)
 Yes No

If yes, please provide dollar amount of income being generated, if any \$ _____

D) Does the site have historical significance? Yes No

E) Are you applying for either state and/or federal Historical Tax Credit Programs?
 Yes No If yes, provide estimated value of tax credits \$ _____

F) Summarize the financial obstacles to development that this project faces without Agency or other public assistance. Please provide the Agency with documentation to support the financial obstacles to development (you will be asked to provide cash flow projections, documenting costs, expenses and revenues with and without IDA and other tax credits included indicating below average return on investment rates compared to regional industry averages):

G) Briefly summarize the demonstrated support that you intend to receive from local government entities. Please provide the Agency documentation of this support in the form of signed letters from these entities:

H) Please indicate other factors that you would like the Agency to consider such as: structure or site that presents significant public safety hazard and or environmental remediation costs, site or structure is located in distressed census tract, structure presents significant costs associated with building code compliance, site has historical significance, site or structure is presently delinquent in property tax payments:

APPENDIX D

Short Environmental Assessment Form Parts 1 - 3

Please go to NYS Department of Environmental Conservation's web site (http://www.dec.ny.gov/docs/permits_ej_operations_pdf/seafpartone.pdf) to download the most recent version of the Short Environmental Assessment Form. Fill out this form, print it, and attach to application.

Additional Application Responses

Section I (H) Applicant Business Description

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility (Attach document, if necessary):

GenOn Bowline Power, LLC (“Bowline”) is a wholly owned subsidiary of GenOn Holdings, LLC. Bowline was established in 2019 [additional]. Bowline owns and operates one of the largest dual-fuel capable power generation facilities in NYISO. The generation facility was first opened in 1972. The 1,145 MW natural gas / oil-fired steam turbine generating facility is located approximately 40 miles from New York City, in West Haverstraw, NY. The facility sells energy, capacity, and ancillary services into the NYISO Zone G power market. The NYISO Zone G – J locality is vital for supplying power during high-demand times to the greater New York City metropolitan area and the Bowline facility accounts for 7% of the operating capacity of the Zone G – J locality. The facility is located on a 257 -acre parcel that includes 6 onsite fuel oil storage tanks with a combined capacity of over 35 million gallons. The site has a dual gas interconnection on (i) Millennium Pipeline via Owned Lateral and (ii) O&R LDC system.

Section II (B)

Please provide narrative of the proposed project and its purpose (new build, renovations, and/or equipment purchases). Identify specific uses occurring within the project. Describe any and all tenants and any/all end users: (This information is critical in determining project eligibility):

The generation facility was first opened in 1972. The 1,145 MW natural gas / oil-fired steam turbine generating facility is located approximately 40 miles from New York City, in West Haverstraw, NY. The facility sells energy, capacity, and ancillary services into the NYISO Zone G power market. The NYISO Zone G – J locality is vital for supplying power during high-demand times to the greater New York City metropolitan area and the Bowline facility accounts for 7% of the operating capacity of the Zone G – J locality. The facility is located on a 257 -acre parcel that includes 6 onsite fuel oil storage tanks with a combined capacity of over 35 million gallons. The site has a dual gas interconnection on (i) Millennium Pipeline via Owned Lateral and (ii) O&R LDC system.

Describe the reasons why the Agency’s Financial Assistance is necessary, and the effect the Project will have on the Applicant’s business or operations. Focus on competitiveness issues, project shortfalls, etc. Your eligibility determination will be based in part on your answer.

- GenOn Bowline (“Bowline”) is a critical power infrastructure asset to Rockland County as well as to the Lower Hudson Valley. The U.S. power markets, and the NYISO market in particular, are highly competitive and subject to volatile energy demand characteristics as population and technology characteristics of the region evolve.
- To address these dynamics, significant capital has been invested into the Bowline project in recent periods, ensuring that the project will remain an efficient and competitive source of power generation for the region. Aggregate upgrade investment in Bowline over the last 5 years has totaled more than \$106 million and has included:
 - Restoration of Unit-2 Boiler: restoration of previously de-rated boiler to original design operational specifications; restoration work resulted in Unit-2 being returned to full load capacity (note that this investment is specifically identified in Section 3.6 of the PILOT agreement submitted annually to the Rockland IDA)
 - Installation of Variable Frequency Drives on Circulating Water Pumps: installation resulted in reduced environmental impact of the facility by reducing the intake of water from the Hudson River
 - EFORd (efficiency) Enhancements:
 - refurbishment of HP/IP steam path, enabling Unit 1 to achieve full generation load
 - replacement of main condenser unit tubing with titanium, reducing copper in steam cycle
 - replacement of dissimilar metal welds across units, eliminating the largest contributor to tube leaks and unit failures
 - refurbishment of tubes in waterwalls, substantially eliminating all leakage within the waterwall system

- The investments noted above were made by Bowline’s parent company, GenOn Energy, which emerged from bankruptcy in December 2018 with strong support from a newly constituted equity ownership group and a new executive management team.
 - As you may know, mortgage tax exemptions are frequently granted to debtors emerging from bankruptcy so that the debtor can more efficiently deploy its limited resources to carry on its business on a go-forward basis, allowing for investment in capital improvements and the like. Since emerging from Chapter 11, GenOn has been working diligently to establish an efficient capital structure for Bowline. The current financing arrangement represents the culmination of these efforts and is a byproduct of the operating and financial optimization efforts begun during the bankruptcy process.
 - The savings Bowline will realize from a mortgage tax exemption will allow GenOn to continue to invest in Bowline, ensuring the reliability of the plant for the long term. GenOn's capital and major maintenance plans for Bowline include nearly \$10 million of investment over the next 5 years, including \$3 million in 2020 which includes the purchase of a spare transformer, a multi-year lead time critical component.

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency:

- Bowline provides 1,145 MW of reliable power to the region, with approx. 35% of Bowline’s revenue directly relating Rockland County. Additionally, Bowline operates in the NYISO Zone G – J, a zone which is vital for supplying power during high-demand times to the greater New York City metropolitan area. The Bowline facility accounts for 7% of the operating capacity of the Zone G – J locality.

If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant and County/City/Town/Village?

- Should financial assistance not be provided, we do not project a direct adverse impact to the County or its constituents; however, Bowline provides stable and high paying employment to 33 Rockland County residents. Additionally, the project has a demonstrated history of adding economic value to the county through the direct sourcing of local labor to assist in completion of major capital projects, which we anticipate will continue for future capital projects. A summary of local and regional outside labor historically utilized at the project includes:
 - Laborers Local 754 (Rockland County)
 - Insulators Union Local 91 (Rockland County)
 - Steam fitters and Pipefitters Union Local 373 (Rockland County)
 - Boilermakers Union Local 5, Zone 5 (Rockland County)
 - Millwright Union Local 740 (New York City & Vicinity)
 - Carpenters local 279 (Northern New Jersey) and Local 254 (Rockland County)
 - Electricians Local 363 (Orange County)