

**Exhibit A – Statement of Work**  
**Cleaner, Greener Communities (CGC) Program, Phase II: Category 2**  
Village of Cold Spring Zoning Update  
CFA # 30400/Contract # 39523

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**Project Background**

The Village of Cold Spring (“Village”) intends to create an environment that encourages Smart Growth and follows the Technical Guidance Manual for Sustainable Development<sup>1</sup>. To accomplish this, the Village seeks to amend its Village Zoning Code, subdivision regulations, and historic standards to encourage and enable future development and redevelopment that will save energy, increase use of renewable energy, save greenhouse gas emissions, avoid future emissions, and reduce future energy use. The Village also intends to use this zoning code update to approve their Local Waterfront Revitalization Plan (LWRP), which was funded through a separate source but requires the updates to proceed. Proposed Zoning will focus on walkability, access to transit, and mixed-uses and compact building design, among other features. At the end of this project, The Village will hold a public vote to determine if the Board of Trustees will adopt the zoning amendments. If adopted, the zoning amendments will achieve one of the primary objectives of the Village’s Comprehensive Plan (adopted in 2012).

**Definitions**

**Contractor Team:** The Contractor Team for this Agreement shall consist of the Contractor and any Subcontractors to be identified and selected in accordance with Article V of this Agreement.

**Regional Outreach Coordinator (“ROC”):** NYSERDA, through its Cleaner Greener Communities Implementation Contractor, Ecology and Environment Engineering, P.C. (EEEPC), shall assign a ROC, a permanent EEEPC staff member who is in at least a Junior position or above, to serve as the main point of contact for the Contractor.

**NYSERDA Project Manager:** NYSERDA shall assign a staff member as the NYSERDA Project Manager, designated to oversee the Contractor. The NYSERDA Project Manager shall work with the ROC to review deliverables and provide direction to the Contractor in a streamlined fashion. The NYSERDA Project Manager shall be responsible for approving deliverables and ensuring compliance with this Statement of Work.

**Cost share:** In kind or financial contributions by the Contractor excluding grants or incentives from NYSERDA and other New York State agencies.

**Performance Metrics:** The standards of comparison, determined and documented as outlined in Exhibit F, NYSERDA shall use to: assess activities in the project, capture the extent of benefits delivered, and gauge performance of the project and of the CGC Program.

**Deliverable Review Process**

The Contractor shall submit all Deliverables outlined in this Agreement to the ROC once a Task is completed. The Contractor shall submit all Deliverables in Microsoft Word and PDF format (or other format as identified in the Tasks below). Within ten (10) business days of receipt of each Deliverable, the

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<sup>1</sup> USGBC and Land Use Law Center at Pace Law School Technical Guidance Manual for Sustainable Neighborhood Development

ROC shall provide comments to the Contractor, who shall address the comments and resubmit the Deliverable to the ROC within fifteen (15) business days, or, if the Deliverable is acceptable, the ROC shall submit it to the NYSERDA Project Manager for review and final approval. The NYSERDA Project Manager shall notify the Contractor within thirty (30) business days after receipt of the Deliverable from the ROC if revisions are required (with comments noted) or if the Deliverable is approved. The Contractor shall prepare revisions to the Deliverable reflecting the NYSERDA Project Manager's comments, and resubmit the revised Deliverable in Microsoft Word and PDF format (or other format as identified below), within fifteen (15) business days after receipt of these comments.

The NYSERDA Project Manager may provide additional comments and requests for information following receipt of the Contractor's revisions. In the event that NYSERDA requires additional time for considering approval, NYSERDA shall specify the additional amount of review time necessary up to thirty (30) working days. All Deliverables shall not be considered final unless approved by NYSERDA in writing to the Contractor.

### **Tasks**

The total NYSERDA award amount for all tasks shall not exceed \$75,000. The Contractor shall be required to provide a cost share of \$25,000. The total project cost is \$100,000. Any modifications to this amount shall be by mutual agreement. However, the Contractor's minimum cost share cannot be less than 25% of the total project cost. All cost overruns shall be the sole responsibility of the Contractor.

Regardless of any subcontracting arrangements, the Contractor is solely responsible for all tasks in this Statement of Work. The Contractor shall conduct all work as outlined in the following tasks:

#### **Task 1: Contract Management**

The Contractor shall be responsible for overall Contract management and coordination of all Tasks in this Agreement. Contract management activities shall include, but not be limited to, the following tasks:

##### **1.1 Project Execution Plan**

To ensure the successful development of the approved deliverables, the Contractor shall submit a Project Execution Plan ("PEP"), limited to no more than 5 pages and in a template provided by NYSERDA.

The PEP shall include:

- Partner Organizations or Municipalities – A list of all partner organizations, including both a primary and secondary contact person for each organization, with a breakdown of any financial and staff assistance that each organization or municipality has committed to provide in support of the project.
- Contractor Team Members – An organizational chart of the Contractor Team and list of contributing partner organizations by deliverable.
- Subcontractors- A list of all entities that shall contribute, either directly or indirectly, to completion of the Project, with a description of their scope of work, deliverables with which they will be involved, and a budget for each member of the Contractor Team performing work specifically outlined in this Agreement.
- Work Plan – A Work Plan, with approximate dates to more narrowly define timelines for the Payment Schedule below, when key deliverables are expected to be submitted for NYSERDA approval. The Work Plan shall also set forth how the deliverables relate to one another. Lastly, the Work Plan shall

provide a summary of how approvals will be attained by the Contractor's internal team for key deliverables and list the point people for each stage of approval.

- Performance Metrics – Include a draft Project Benefits Metrics Report (PBMR) with proposed performance metrics and projected benefit values, including methods for data collection and calculations as described in Exhibit F. Prior to the end of Q3 2014, NYSERDA shall facilitate a workshop both in person and via webinar to review NYSERDA's draft metric strategy for all of the Program Opportunity Notice (PON) 2721– Comprehensive Planning awarded activities (comprehensive planning, zoning, etc.). NYSERDA shall invite the Contractor to participate in this workshop to assist in developing metrics for this specific Project as well as share ideas and expertise on metrics for other planning related activities. The Contractor shall be required to attend this workshop as it will help in the development of the PBMR required under this Agreement.

**1.2 Contract Management and Quarterly Progress Reports:** The Contractor shall participate in conference calls and meetings as outlined below; prepare and submit quarterly reports as outlined below; coordinate and manage all Subcontractors; provide documentation and information as requested by NYSERDA for creation of press releases or case studies to showcase the success of the Tasks completed in this Agreement; and review all Deliverables prior to submission to the ROC and NYSERDA Project Manager. The Contractor shall submit quarterly progress reports within 30 days after the end of each quarter, in a template provided by NYSERDA. During each calendar year, quarter start and end dates are as follows: Quarter 1: January 1-March 31, Quarter 2: April 1-June 30, Q3: July 1-September 30, Quarter 4: October 1-December 31.

**Conference Calls and Meetings:** The Contractor shall participate with NYSERDA in monthly calls and face-to-face meetings as needed to gauge project status. NYSERDA, working in conjunction with the ROC, shall schedule and conduct on an as-needed basis in-person visits, conference calls, or face-to-face meetings to verify project requirements and the completion of project milestones.

Each quarterly report shall include:

- A summary of progress and accomplishments over the previous quarter, including a discussion of major tasks and deliverables completed in the prior quarter;
- Explanation of Contract management activities completed in the previous quarter with backup documentation including timesheets showing hours worked, hourly rate, staff person, and title;
- Explanation of current quarter's activities and plans, including tasks and deliverables to be completed; and
- Discussion of any major issues or problems encountered during the prior quarter, deviations from schedule and budget and other issues related to the successful outcome of this Agreement.

If the project timeline is extended past the end of the Project Period as specified in the Milestone Payment Schedule, the Contractor shall continue to submit quarterly reports but no additional payments shall be allocated for those deliverables.

### **1.3 Final Report and Technology Transfer**

The Contractor, in conjunction with the rest of the Contractor Team, shall prepare a comprehensive final report, in a template provided by NYSERDA and limited to no more than 15 pages plus attached final

products, which describes the work performed and the results associated with the tasks outlined in this Agreement.

To further NYSERDA's goal of transferring technology or knowledge amongst all NYS communities, the Contractor shall make all final project deliverables available for public use and agree to work with NYSERDA to promote the project throughout its implementation through NYSERDA's outreach outlets. The Contractor shall also honor any reasonable request made by NYSERDA to provide any additional information necessary to create a press release or case study showcasing this project.

**Minimum Report Content:**

- Table of Contents;
- Brief overview of CGC Program;
- Project overview and description;
- Summary of tasks completed;
- Narrative describing activities that took place;
- Table outlining tasks that received NYSERDA funding, total cost of tasks as implemented, and NYSERDA funding amounts;
- Appendices including:
  - Documentation outlined in Tasks 2 through 6 of this Statement of Work;
  - Names, contact information and roles for project participants; and
  - Performance Metrics – Include final PBMR as described in Exhibit F.

NYSERDA reserves the right to request additional analysis, clarification on certain tasks, or other content for inclusion in the Draft or Final Reports.

**Deliverables:**

- 1.1 PEP including the draft PBMR;
- 1.2A Contract Management and Quarterly Progress Report #1;
- 1.2B Contract Management and Quarterly Progress Report #2;
- 1.2C Contract Management and Quarterly Progress Report #3;
- 1.2D Contract Management and Quarterly Progress Report #4;
- 1.2E Contract Management and Quarterly Progress Report #5;
- 1.2F Contract Management and Quarterly Progress Report #6;
- 1.2G Contract Management and Quarterly Progress Report #7; and
- 1.3 Final Report including the Final PBMR.

**Task 2: Prepare Draft Village Zoning Code Amendments**

The Contractor, in conjunction with the rest of the Project Team, shall perform the following activities under this task:

- 2.1 Appoint a Zoning Committee to oversee the Village Zoning Code update process, including assisting in drafting of the zoning amendments and review of the amendments before submission to the Village Board of Trustees for review. The committee will meet monthly for the duration of the zoning contract process resulting in an expected 18 committee meetings. The Contractor shall coordinate and attend these committee meetings;
- 2.2 Prepare the following 25 draft Village Zoning Code Amendments or some variation thereof:
  - Area and Bulk Regulation Standards;
  - Restrict Shop Front Buildings to Commercial Uses;

- Standards for Three Story Buildings;
- Outdoor Lighting Standards;
- Sign Standards;
- Parking Standards;
- Landscaping Within and Around Parking Lot Standards;
- Detached Garage Standards;
- Maximum Lot Coverage Standards;
- Home Occupation Standards;
- Livable Floor Area Standards;
- Accessory Apartment Standards;
- Standards for Street Trees;
- Standards for the Preservation and Restoration of Cultural Features;
- Permit Conservation Easements/Façade Easements;
- Prohibit Outright Demolition of Existing Structures;
- Permit Conservation Subdivisions;
- Adopt a Ridgeline Protection Overlay District;
- Green Building Standards;
- Fence Standards;
- Amend the Village Zoning Code for Clarity and Consistency;
- Amend Permitted Use Standards;
- Revise the Zoning Map;
- Amend Subdivision Regulations;
- Adopt Waterfront Consistency Review Law; and
- Amend the Zoning Map to include new zoning districts and revised boundaries for existing zoning districts based on the recommendations of the Village's existing Comprehensive Plan and the Local Waterfront Revitalization Program.

**Deliverables:**

- 2.1 Proposed schedule of meetings, meeting minutes, and attendance lists from 18 Zoning Committee meetings; and
- 2.2 Write up of draft Village Zoning Code Amendments, as finalized by the Zoning Committee, including amended Zoning Map and back-up documentation to support and clarify how these amendments were developed including sources of information used (*e.g.* LEED for Neighborhood Development Technical Guidance Manual).

**Task 3: Prepare Draft Historic District Amendments**

The Contractor, in conjunction with the rest of the Project Team, shall work with the Historic District Review Board to consider draft Historic District Amendments or variations thereof for adoption that shall include but not be limited to the following:

- Form-based Standards
- Traditional Neighborhood Development District Standards
- Adaptive Reuse Standards
- Historic District Law Design Standards

**Deliverables:**

- 3.1 Write up of draft Historic District Amendments (including supporting graphics), as recommended by the Historic District Review Board.

**Task 4: Public Input Sessions**

The Contractor, in conjunction with the rest of the Contractor Team, shall organize a minimum of three (3) public input sessions to obtain public feedback on the draft Village Zoning Code Amendments and draft Historic District Amendments. These input sessions will be developed and described by the Contractor in the PEP.

**Deliverables:**

- 4.1 Meeting minutes and attendance list for first public input session;
- 4.2 Meeting minutes and attendance list for second public input session; and
- 4.3 Meeting minutes and attendance list for third public input session.

**Task 5: Prepare Final Village Zoning Code Amendments, Implementation and Final Report**

The Contractor, in conjunction with the rest of the Contractor Team, shall perform the following activities:

- 5.1 Revise the Village Zoning Code amendments based on public input sessions and prepare revised draft versions.
- 5.2 Revise the Historic District draft amendments based on public input sessions and Zoning Committee recommendations and prepare the revised draft versions.

**Deliverables:**

- 5.1 Revised draft Village Zoning Code amendments Prior to Public Hearing; and
- 5.2 Revised draft Historic District Amendments Prior to Public Hearing.

**Task 6: Adoption of Final Village Zoning Code Amendments, Zoning Map, and Historic District Amendments**

As part of the adoption process for the proposed Village Zoning Code Amendments, Zoning Map, and Historic District Amendments, the Contractor, in conjunction with the rest of the Project Team, shall perform the following activities:

- 6.1 **Public Meetings and Review Documentation:** Introduce the proposed draft Village Zoning Code Amendments, Zoning Map, and Historic District Amendments at a regular Village Board of Trustees meeting. The Contractor shall file these documents with the office of the Village Clerk. The Contractor shall submit a resolution to hold Village Board hearing to review the Village Zoning Code Amendments, Zoning Map, and Historic District Amendments. In addition to conducting this hearing, the Contractor shall issue a notice to Putnam County Planning Department for review under General Municipal Law; provide a notice to adjacent municipalities including the Village of Nelsonville, Town of Philipstown and Town of Highlands regarding the proposed Village Zoning Code Amendments, Zoning Map, and Historic District Amendments. The Contractor shall submit meeting minutes and attendance list from Village Board of Trustees meeting and Village Board hearing;
- 6.2 **Final Village Zoning Code, Zoning Map, and Historic District Amendments:** Conduct a public hearing of the Village Board of Trustees to consider responses received from the Putnam County Planning Board and submit final Village Zoning Code Amendments, Zoning Map, and Historic District Amendments incorporating feedback from the Village Board of Trustees meeting and Village Board hearing under Task 6.1. The Contractor shall submit meeting minutes and attendance list from Village Board of Trustees public hearing;
- 6.3 **SEQR Documentation:** Conduct State Environmental Quality Review Act (SEQR) Review that includes:

- Submission of a resolution to determine lead agency for SEQR review; and
- Conducting SEQR determination of significance and depending on the outcome; prepare a positive declaration and Environmental Impact Statement or a negative declaration; and

6.4 Adoption Documentation: Facilitate and document the formal adoption of the Village Zoning Code Amendments, Zoning Map, and Historic District Amendments by the Village which includes:

- Provide the final Village Zoning Code Amendments, Zoning Map, and Historic District Amendments and submit a resolution to the Village Board for review and adoption.
- If adopted, the Contractor shall undertake the following additional steps:
  - Provide a copy of the adopted resolution and file a Final Report to the Putnam County Planning Department;
  - Provide a copy of the Village Zoning Code Amendments, Zoning Map, and Historic District Amendments to the New York State Department of State;
  - Receive and file zoning verification cards;
  - Publish the entire Village Zoning Code Amendments, Zoning Map, and Historic District Amendments or summary in the Putnam County News and Recorder or other local publication to be identified by the Contractor and approved by the NYSERDA Project Manager;
  - File an affidavit of the above publication with the Village Clerk; and
  - Post the Village Zoning Code, Zoning Map, and Historic District Amendments at Village Hall. The Contractor shall verify this has been completed with pictures showing that documents have been posted in the Village Hall.

**Deliverables:**

- 6.1 Public Meetings and Review Documentation: Meeting minutes and attendance list from Village Board of Trustees meeting and Village Board hearing; Confirmation documents have been filed with the Village Clerk; Copy of notice to Putnam County Planning Department; Copy of notice to adjacent municipalities including the Village of Nelsonville, Town of Philipstown and Town of Highlands regarding the proposed Village Zoning Code Amendments, Zoning Map, and Historic District Amendments;
- 6.2 Final Village Zoning Code, Zoning Map, and Historic District Amendments: Meeting minutes and attendance list from Village Board of Trustees public hearing and final Village Zoning Code, Zoning Map, and Historic District Amendments after Public Hearings are completed;
- 6.3 SEQR documentation, including a completed Generic Environmental Impact Statement (GEIS) and copy of resolution to determine lead agency; and
- 6.4 Adoption Documentation: Copy of resolution confirming Village Zoning Code Amendments, Zoning Map, and Historic District Amendments were submitted to the Village Board for vote and if adopted, a copy of the formally adopted Village Zoning Code Amendments, Zoning Map, and Historic District Amendments; Verification copy of Village Zoning Code Amendments, Zoning Map, and Historic District Amendments sent to Putnam County Planning Department and New York State Department of State; Copy of zoning verification cards; Copy of publication in Putnam County News and Recorder or other local publication; Copy of affidavit of publication with the Village Clerk; and pictures to verify Village Zoning Code, Zoning Map, and Historic District Amendments at Village Hall.

**Payment Schedule**

The Project milestones and schedule of payments is shown below. The budget table below represents the budgets as estimated at the start of the Project Period as defined in Item 4 on page 1 of this Agreement. The Contractor, as part of a quarterly reporting package, may request a change to the NYSERDA share of

the budget per task. If a budget task reallocation request is made, the Contractor must ensure that the NYSERDA share as a percent of total project cost remains the same or decreases. The NYSERDA Project Manager is authorized to transfer up to 10% of the total NYSERDA share between tasks without requiring a contract modification. The NYSERDA Project Manager must provide a written approval or rejection of the request. Changes to the total NYSERDA share of cumulative budget changes that exceed 10% of the total NYSERDA share, and any changes of the total NYSERDA share of the budget, shall require a contract modification.

The Contractor shall submit invoices for payment of a completed milestone once the associated Deliverables are approved by the NYSERDA Project Manager as outlined in the Deliverable Review Process above. Invoices shall be submitted in a template provided by NYSERDA and as outlined in Article IV of the Agreement. NYSERDA funding, when combined with the Contractor's cost-share, shall not exceed 100% of the cost of any milestone. NYSERDA is not responsible for any costs that are greater than the NYSERDA contribution not-to-exceed amount for each milestone.

The Contractor shall outline all cost-share amounts in invoices submitted to NYSERDA and shall provide the following documentation to support the NYSERDA contribution and cost share amount for each invoice:

- Capital Costs: Invoice supporting total capital costs (including permitting and other fees) incurred.
- Personnel costs (in-kind or subcontracted): Breakout of the staff that worked on the milestone and the number of hours, multiplied times the hourly rate to get the total amount.
- Document Cash Contributions from non-NYS Source: with a signed letter of commitment from the contributing entity (i.e. Federal grant award). On the milestone payment requests, the Contractor shall note the amount of money provided by the private source that is being contributed to that task.

| Milestone # | Deliverable  | End Date | NYSERDA Contribution Not to Exceed | Contractor Cost Share | Total Cost |
|-------------|--|----------|------------------------------------|-----------------------|------------|
| 1           | <b>Contract Management</b>                           |          |                                    |                       |            |
| 1.1         | PEP including Draft PBMR                             | Q4 2014  | \$468.75                           | \$156.25              | \$625.00   |
| 1.2A        | Contract Management and Quarterly Progress Report #1 | Q4 2014  | \$468.75                           | \$156.25              | \$625.00   |
| 1.2B        | Contract Management and Quarterly Progress Report #2 | Q1 2015  | \$468.75                           | \$156.25              | \$625.00   |
| 1.2C        | Contract Management and Quarterly Progress Report #3 | Q2 2015  | \$468.75                           | \$156.25              | \$625.00   |
| 1.2D        | Contract Management and Quarterly Progress Report #4 | Q3 2015  | \$468.75                           | \$156.25              | \$625.00   |
| 1.2E        | Contract Management and Quarterly Progress Report #5 | Q4 2015  | \$468.75                           | \$156.25              | \$625.00   |
| 1.2F        | Contract Management and Quarterly Progress Report #6 | Q1 2016  | \$468.75                           | \$156.25              | \$625.00   |

|   |   |                     | PBMR<br>Certificate<br>Rate to<br>Budget | Contract<br>Costs  |                    |
|---|---|---------------------|--|--------------------|--------------------|
| 1.2G  | Contract Management and Quarterly Progress Report #7                | Q2 2016             | \$468.75                                 | \$156.25           | \$625.00           |
| 1.3   | Final Report including Final PBMR                                   | Q3 2016             | \$3,750.00                               | \$1,250.00         | \$5,000.00         |
|   | <b>Total Task 1</b>   |                     | <b>\$7,500.00</b>                        | <b>\$2,500.00</b>  | <b>\$10,000.00</b> |
| <b>2 Prepare Draft Village Zoning Code Amendments</b>                           |   |                     |  |                    |                    |
| 2.1   | Minutes and attendance lists from 18 zoning committee meetings      | Q4 2014-<br>Q4 2015 | \$3,375.00                               | \$1,125.00         | \$4,500.00         |
| 2.2   | Write up of 25 draft Zoning Amendments and revised Zoning Map       | Q4 2014-<br>Q4 2015 | \$33,375.00                              | \$11,125.00        | \$44,500.00        |
|   | <b>Total Task 2</b>   |                     | <b>\$36,750.00</b>                       | <b>\$12,250.00</b> | <b>\$49,000.00</b> |
| <b>3 Prepare Draft Historic District Amendments</b>                             |   |                     |  |                    |                    |
| 3.1   | Write up of four4 draft Historic District Amendments                | Q4 2014-<br>Q4 2015 | \$14,400.00                              | \$4,800.00         | \$19,200.00        |
|   | <b>Total Task 3</b>   |                     | <b>\$14,400.00</b>                       | <b>\$4,800.00</b>  | <b>\$19,200.00</b> |
| <b>4 Public Input Sessions</b>  |   |                     |  |                    |                    |
| 4.1   | Meeting minutes and attendance list for first public input sessions | Q4 2014             | \$400.00                                 | \$133.34           | \$533.34           |
| 4.2   | Meeting minutes and attendance list for second public input session | Q1 2015             | \$400.00                                 | \$133.34           | \$533.34           |
| 4.3   | Meeting minutes and attendance list for third public input session  | Q3 2015             | \$400.00                                 | \$133.32           | \$533.32           |
|   | <b>Total Task 4</b>   |                     | <b>\$1,200.00</b>                        | <b>\$400.00</b>    | <b>\$1,600.00</b>  |
| <b>5 Prepare Final Village Zoning Code Amendments</b>                           |   |                     |  |                    |                    |
| 5.1   | Draft Village Zoning Code amendments Prior to Public Hearing        | Q4 2015             | \$5,200.00                               | \$2,000.00         | \$7,200.00         |
| 5.2   | Draft Final Historic District Amendments Prior to Public Hearing    | Q4 2015             | \$4,000.00                               | \$1,000.00         | \$5,000.00         |
|   | <b>Total Task 5</b>   |                     | <b>\$9,200.00</b>                        | <b>\$3,000.00</b>  | <b>\$12,200.00</b> |
| <b>6 Adoption of Final Village Zoning Code and Historic District Amendments</b> |   |                     |  |                    |                    |
| 6.1   | Public Meetings and Review Documentation                            | Q3 2015             | \$1,487.50                               | \$512.50           | \$2,000.00         |

|     |   |         | FLORIDA<br>Contribution<br>Not to<br>Exceed | Grant<br>Contribution | Total               |
|-----|---|---------|---|-----------------------|---------------------|
| 6.2 | Final Village Zoning Code, Zoning Map, and Historic District Amendments | Q1 2016 | \$1,487.50                                  | \$512.50              | \$2,000.00          |
| 6.3 | SEQR documentation  | Q2 2016 | \$1,487.50                                  | \$512.50              | \$2,000.00          |
| 6.4 | Adoption Documentation  | Q2 2016 | \$1,487.50                                  | \$512.50              | \$2,000.00          |
|     | <b>Total Task 6</b>   |         | <b>\$5,950.00</b>                           | <b>\$2,050.00</b>     | <b>\$8,000.00</b>   |
|     |   |         |   |                       |                     |
|     | <b>Total Project</b>  |         | <b>\$75,000.00</b>                          | <b>\$25,000.00</b>    | <b>\$100,000.00</b> |