

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR SALE/LEASEBACK OR BOND TRANSACTION

IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for tax incentives or other assistance from the Ulster County Industrial Development Agency. These answers will also be used in the preparation of papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project. This application is subject to the acceptance of the Agency.

COVER SHEET

TO: ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
P.O. BOX 4265
KINGSTON, NY 12402-4265

APPLICANT: 311 Partners LLC
APPLICANT'S STREET ADDRESS: 311 Wall St, Kingston, NY
APPLICANT'S MAILING ADDRESS: 153 Todd Rd
CITY: Katonah STATE: NY ZIP: 10536 PHONE: 914 232 0715
FAX: EMAIL: hlewisre@aol.com EMPLOYER'S ID No.: 36-4813116

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION:
Zachary Lewis, Hugh Lewis

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

NAME OF FIRM:
NAME OF ATTORNEY:
ATTORNEY'S STREET ADDRESS:
ATTORNEY'S MAILING ADDRESS:
CITY: STATE: ZIP: PHONE:
FAX: EMAIL:

NOTE: Please read the instructions on page 2 before completing this application.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using “none” or “not applicable” or “n/a” where the question is not appropriate to the project which is the subject of this application (the “Project”).
3. If an estimate is given as the answer to a question, put “(est.)” after the figure or answer that it is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return two (2) copies of this application to the Agency at the address indicated on the first page of this application. We also request that a digital version of the complete application be emailed to the UCIDA (oed@co.ulster.ny.us).
6. The Agency will not give final approval until the Agency receives a completed environmental assessment form (Appendix A) concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated, would cause substantial injury to the applicant’s competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein. The applicant will also be expected to pay all costs incurred by general counsel and special counsel to the Agency.
9. The Agency has established an application fee of Five Hundred Dollars (\$500) to cover the anticipated costs of the Agency in processing this application. A check or money order, made payable to the Agency, must accompany each application. This application will not be accepted by the agency unless accompanied by the application fee.
10. Post-Closing Modification/Amendment Transactions. The amount of the administrative fee for Post- Closing Modification/Amendment Transactions shall be determined by the staff of the Agency, with the review and approval by the Agency. The minimum administrative fee for such transactions shall equal Five Hundred Dollars (\$500).
11. The Agency has established a project fee for each project in which the Agency participates. Unless the agency agrees in writing to the contrary, the project fee is required to be paid by the applicant at or prior to the granting of any financial assistance by the Agency. This project fee is equal to 1% of the total projectcost. If there is no closing, there is no such fee charged.
12. The Agency requires that each application be accompanied by the most recent (3) years of audited financial statements of the applicant and **a written business plan** concerning the project described in the application. The Agency reserves the right to reject any application, which fails to contain the foregoing information.
13. Please be as accurate as possible in completing this application as the consequences for misstatements could include loss and/or recapture of UCIDA benefits.

Applicant has read the above. Please initial your acceptance. ZL HL

APPLICANT CHECKLIST

1. Date <i>Draft</i> Application emailed to Agency staff for analysis and feedback:	
2. Date of Meeting with Agency Staff for Review of Application:	
3. Date <i>Final</i> Application Completed and Digital Version Emailed to Agency:	
4. Date Two Hard Copies of Application Signed and Notarized:	
5. Date Two Copies of Application Delivered with \$500 Application Fee:	
6. Approval of Inducement/Public Hearing Resolution:	
7. Date Scheduled for Public Hearing:	
8. Date of Approval of SEQRA Resolution:	
9. Date of Final Approval of Application:	
10. Date of Closing:	

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I. APPLICANT HEREINAFTER, THE "COMPANY"

A. Identity of Company: 311 Partners LLC

1. Indicate type of business organization of Company:

a. Corporation.

If so, incorporated in what country? _____

What State? _____

Date Incorporated: _____

Type of Corporation: _____

Authorized to do business in New York? Yes No

b. Partnership.

If so, indicate type of partnership: _____

Number of general partners: _____

Number of limited partners: _____

c. Limited liability company.

If so, formed in what state? New York

Date formed: 7-14-2015

Authorized to do business in New York? Yes No

d. Sole proprietorship.

2. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? If so, indicate name of related organization(s) and relationship:

No

3. If the Company differs from the Applicant, as stated on Page 1, (e.g. If there will be a real estate holding company and a related operating company or an unrelated tenant company) give details of relationship and contact information if different:

311 Partners is the real estate ownership group of the property at 311 Wall St.

311 Partners has leased the entirety of the space to BBG Ventures. BBG Ventures has a right of first refusal as per the lease. BBG Ventures is a agritourism food retail and manufacturing company. They will further sublease part of the space to other companies.

B. Management of Company:

1. List all owners, members, officers, directors and partners (complete all columns for each person):

Name and Home Address	Office Held	Other Principal Business
Hugh Lewis, 153 Todd Rd, Katonah, NY 10536	Owner	
Zachary Lewis - 25 Regan Way, Germantown, NY 12526	OWNER	Markis Management

2. Yes No Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation?
3. Yes No Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)?
4. Yes No Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt?
5. If the answer to any of questions 2 through 4 is yes, please furnish details in a separate attachment.

C. Principal Owners of Company:

1. Yes No Is the Company publicly held?
If yes, please list exchanges where stocks are traded:

2. If no, list all stockholders having a 5% or more interest in the Company:

Name	Address	Percentage of Holding
Hugh Lewis	153 Todd Rd, Katonah, NY 10536	65%
(Markis) Zachary Lewis	25 Regan Way, Germantown, NY 12526	5%
(Markis) Clerio Martins	2 Starwood Dr, Warren, NJ	5%
Trust of Rachel Lewis	153 Todd Rd, Katonah, NY 10536	10%
Trust of Joshua Lewis	153 Todd Rd, Katonah, NY 10536	5%
HHZRJ LLC	153 Todd Rd, Katonah, NY 10536	10%

- D. Company's principal bank(s) account(s):
311 Partners - Rhinebeck Bank

II. PROJECT ELEMENTS

- A. Description of the Project. (Please provide a brief narrative description of the Project.)

311 Partners is a real estate development company that will put investment into 311 Wall Street before turning the building over to BBG Ventures. It is putting in building systems for the agri-tourism and retail business. 311 will ask for a Mortgage Tax Abatement as part of its refinance.

BBG Ventures is a food retail and manufacturing company. The manufacturing element allows food produced downstairs to be sold upstairs. It will be a tourist destination for Hudson Valley food and beverages. BBG Ventures looks to attract agri-tourism with its food retail and manufacturing business

- B. Location of the Project:
1. Street Address: 311-315 Wall St
 2. SBL Numbers: 48.331 - 1 - 16
 3. City: Kingston
 4. Town: _____
 5. Village of: _____
 6. County of: Ulster

- C. Description of the Project Site:

1. Approximate size (in acres or square feet) of the Project site: 35,000 sf
 Yes No Is a map, survey or sketch of the Project site attached?
2. Yes No Are there existing buildings on the Project site?
 - a. If yes, indicate the number of buildings on the site:

Also, please briefly identify each existing building and indicate the approximate size (in square feet) of each such building:

The site entails one existing building and one parking lot.
BBG Ventures has leased the building and parking lot from 311 Partners LLC and will assume the space upon substantial completion of the building renovation by 311 Partners LLC.

- b. Yes No Are the existing buildings in operation?
If yes, describe the present use of the existing buildings:

c. Yes No Are the existing buildings abandoned?

d. Yes No About to be abandoned?

If yes, describe:

The building has been abandoned for some time and will be renovated by 311 Partners before BBG Ventures takes over the building as per the lease.

3. Utilities serving the Project site:

Water – Municipal: City of Kingston

Other (describe): _____

Sewer – Municipal: City of Kingston

Other (describe): _____

Electric – Utility: Central Hudson

Other (describe): _____

Heat – Utility: Central Hudson

Other (describe): _____

4. Present legal owner of the Project site: 311 Partners LLC

a. If the Company owns the Project site:

Date of Purchase: June 2015

Purchase Price: \$475,000

b. Yes No If the Company does not own the Project site, does the Company have an option signed with the owner to purchase the Project Site?

If yes,

Date option signed with owner: _____

Date option expires: N/A

c. Yes No If the Company does not own the Project site, is there a relationship legally or by common control between the Company and the present owner of the Project site?

If yes, describe:

5. Zoning District in which the Project is located:

a. Yes No Are there any variances or special permits affecting the Project site?

If yes, list below and attach copies of all such variances or special permits:

D. Description of Proposed Construction:

1. Yes No Does part of the Project consist of the acquisition or construction of a new building or buildings?

If yes, indicate number and size of new buildings:

2. Yes No Does part of the Project consist of additions and/or renovations to existing buildings located on the Project site?

If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovations:

311 Partners added a new roof and the entire building has been abated for asbestos and mold. New plumbing, electricity, exhaust vents, will be added by 311 Partners. BBG Ventures will be adding new kitchen equipment, hoods, refrigeration, finishes, and anything beyond the scope of 311 Partners.

3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed or expanded:

A food market and a food hall on the retail floor and a commercial kitchen space in the basement.

4. Yes No If the Project involves the construction or reconstruction of any building or other improvement, has construction or reconstruction work on any such building or improvement begun?

If yes, please discuss in detail the approximate extent of construction or reconstruction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations, installation of footings; etc.:

311 Partners will conduct construction up until their Scope of Work (Vanilla Box) is complete. From there, BBG will take over until completion. See the attachments for 311 Partners and BBG for details. All footings, foundations, sewer, plumbing, electricity, HVAC, are part of the scope for renovations performed by 311 Partners.

E. Description of the Equipment:

1. Yes No Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")?

If yes, describe the Equipment:

See attached summary and BBG Ventures application

2. Yes No With respect to the Equipment to be acquired, will any of the Equipment have been used?

If yes, please provide detail:

3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed:

New HVAC system, new electrical work and system, new plumbing system, new storefront system.

4. Please give the specific status of any equipment acquisition that is already in process:

All bids are out from the General Contractor.

F. Project Use

1. What are the principal products to be produced at the Project?
Curating a space for a agri-tourism focused food retail and manufacturing company to lease out

2. What are the principal activities to be conducted at the Project?
Agri-tourism, food retail and manufacturing

3. Yes No Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities?

If yes, please provide detail:

Food retail and eateries

4. If the answer to question 3 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project? 60%. See also BBG Ventures application

5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:

a. Yes No Will the Project be operated by a not-for-profit corporation?

If yes, please explain:

b. Yes No Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located?

If yes, please explain:

See BBG Ventures application

c. Yes No Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York?

If yes, please explain:

d. Yes No 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 city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? If yes, please provide detail:

Refer to BBG Ventures application

- e. Yes No Will the Project be located in one of the following: (i) the City of New York; (ii) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (iii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?

If yes, please explain:

The property is located in census tract 9524 which is not distressed. However, the contiguous tract 9521 is distressed and has a poverty rate of 28% and unemployment 11%.

6. Yes No If the answers to any of subdivisions c. through e. of question 5 is yes, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

If yes, please explain:

We are creating construction jobs. For permanent jobs, see BBG Ventures

7. Yes No Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York?

If yes, please explain:

8. Yes No Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York?

If yes, please explain:

9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project:

- a. Yes No Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry?

If yes, please provide detail:

- b. Yes No Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York?

If yes, please provide detail:

G. Sales and Use Tax Exemption (See also question B.3 in Part VI following):

1. Yes No Do you wish to apply for sales and use tax exemptions on project materials, equipment and furnishing?

H. Construction Status:

1. Has construction work on this project begun? Yes ; No . If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.:

A new roof has been added. Asbestos and mold remediation done inside the building.

2. Please indicate amount of funds expended on this Project by the Company in the past three (3) years and the purposes of such expenditures:

Including the purchase of the building, approximately \$1M.

The new roof was put in to prevent any additional leaks from entering the building. Mold and asbestos remediation was done to make the building environmentally fit and in compliance with the laws.

3. Please indicate the date the applicant estimates the Project will be completed: April, 2018.

III. LEASES OR SUBLEASES

A. Yes No Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project?
If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee Name: BBG Ventures
Present Address: PO Box 4175
City: Kingston State: NY Zip: 12402
Employer's ID No.:
Sublessee Is: Corporation Partnership Sole Proprietorship
Relationship to Company: Lease - Zach Lewis is also a co-owner
Percentage of Project to be leased or subleased: 100%
Use of Project intended by Sublessee: Food market, food hall, commercial kitchens
Date of lease or sublease to Sublessee: A few days past substantial completion of 311
Term of lease or sublease to Sublessee: 20 years with two 5 year options Partners renovation
 Yes No Will any portion of the space leased by this Sublessee primarily used in making retail sales of goods or services to customers who personally visit the Project?

If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such Sublessee.

Please provide on a separate attachment answers to questions II(F)(7) and (8) with respect to such Sublessee.

2. Sublessee Name: _____
Present Address: _____
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee Is: Corporation Partnership Sole Proprietorship
Relationship to Company: _____
Percentage of Project to be leased or subleased: _____
Use of Project intended by Sublessee: _____
Date of lease or sublease to Sublessee: _____
Term of lease or sublease to Sublessee: _____
 Yes No Will any portion of the space leased by this Sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such Sublessee.

Please provide on a separate attachment answers to questions II(F)(7) and (8) with respect to such Sublessee.

3. Sublessee Name: _____
Present Address: _____
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee Is: Corporation Partnership Sole Proprietorship
Relationship to Company: _____
Percentage of Project to be leased or subleased: _____
Use of Project intended by Sublessee: _____
Date of lease or sublease to Sublessee: _____
Term of lease or sublease to Sublessee: _____
 Yes No Will any portion of the space leased by this Sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such Sublessee.

Please provide on a separate attachment answers to questions II(F)(7) and (8) with respect to such Sublessee.

- B. What percentage of space intended to be leased or subleased is now subject to a binding written lease or sublease?

100%

Currently an executed lease between 311 Partners and BBG Ventures.

BBG Ventures has a right of first refusal on the property. Currently an executed 20 year lease with two 5-year options exists between 311 Partners LLC and BBG Ventures.

IV. EMPLOYMENT IMPACT.

A. Indicate the number of people presently employed at the Project site and the **additional** number that will be employed at the Project site at the end of the first and second years after the Project has been completed, using the tables below for (1) employees of the Applicant, (2) independent contractors, and (3) employees of independent contractors. (Do not include construction workers in table 1). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding relocated positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

***Total Jobs** – represents total jobs based on a 40 hour work week

****Total FTEs** – represents total full time equivalency based on a 35 hour work week

TYPE OF EMPLOYMENT						
						See BBG Ventures Application
Employees of Applicant						
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals Jobs*	Total FTEs**
Present Full Time						
Present Part Time						
Present Seasonal						
First Year Full Time						
First Year Part Time	See BBG Ventures Application					
First Year Seasonal						
Second Year Full Time						
Second Year Part Time						
Second Year Seasonal						
Third Year Full Time						
Third Year Part Time						
Third Year Seasonal						

TYPE OF EMPLOYMENT See also Attachments						
Independent Contractors						
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals Jobs*	Total FTEs**
Present Full Time						
Present Part Time	2					
Present Seasonal						
First Year Full Time						
First Year Part Time						
First Year Seasonal	2	41	All jobs construction related		43	
Second Year Full Time						
Second Year Part Time						
Second Year Seasonal						
Third Year Full Time						
Third Year Part Time						
Third Year Seasonal						

Note: BBG Ventures will use the same General Contractor. The same resources will also be used by BBG Ventures as it continues its portion of the build out of the site.

- B. Indicate below (1) the estimated salary and fringe benefit averages or ranges and (2) the estimated number of employees residing in the Mid-Hudson Economic Development Region for all the jobs at the Project site, both retained and created, listed in the tables described in subsection A above for each of the categories of positions listed in the chart below.

RELATED EMPLOYMENT INFORMATION				
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled
Estimated Salary and Fringe Benefit Averages or Ranges	\$200,000	N/A		
Estimated Number of Employees Residing in the Mid-Hudson Economic Development Region ¹	2	41		

- C. Please describe the projected timeframe for the creation of any new jobs with respect to the undertaking of the Project:
A GC has been hired and is currently bidding out subcontractors. We have architects, engineers, and designers currently active.
- D. Please prepare a separate attachment describing in detail the types of employment at the Project site. Such attachment should describe the activities or work performed for each type of employment. See BBG Ventures application

V. PROJECT COST AND FINANCING SOURCES

- A. Anticipated Project Costs. State the costs reasonably necessary for the acquisition of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

<u>Description of Cost</u>	<u>Amount</u>
Land	\$ 575,000
Buildings	\$ 1,002,146

¹ The Mid-Hudson Economic Development Region consists of the following counties: Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, Westchester.

Machinery and equipment costs	\$ 1,345,000
Utilities, roads and appurtenant costs	\$ _____
Architects and engineering fees	\$ 150,000
Costs of financing	\$ 100,000
Construction loan fees and interest (if applicable)	\$ 50,000
Other (specify)	
_____ Roof (prior outlay) _____	\$ 230,000
_____ Labor, Overhead, Fee, GC _____	\$ 543,138
_____	\$ _____
TOTAL PROJECT COSTS	\$ 3,995,284 _ _____

- B. Anticipated Project Financing Sources. State the sources reasonably necessary for the financing of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

<u>Description of Sources</u>	<u>Amount</u>
Private Sector Financing	\$ 3,345,284
Public Sector	\$ 0
Federal Programs	\$ 20% Historic TC
State Programs	\$ 20% Historic TC
Local Programs	\$ _____
Applicant Equity	\$ 650,000
Other (specify, e.g., tax credits)	
_____ We have conditional HTC Approval _____	\$ _____
_____	\$ _____

	\$ _____
TOTAL AMOUNT OF PROJECT FINANCING SOURCES	\$ <u>3,995,284</u>

C. Have any of the above expenditures already been made by the applicant?
 Yes ; No _____. If yes, indicate particulars.

We have already paid architectural, engineering, design, GC, roofing, and environmental hazardous material removal fees. Total costs so far are around \$650,000

D. Amount of loan requested: \$ 3,345,284 _____;
 Maturity requested: _____ years.

E. Has a commitment for financing been received as of this application date, and if so, from whom?

Yes _____; No _____. Institution Name: Still in negotiation

Provide name and telephone number of the person we may contact.

Name: _____ Phone: _____

F. The percentage of Project costs to be financed from public sector sources is estimated to equal the following: 0 %

G. The total amount estimated to be borrowed to finance the Project is equal to the following: \$ 3,345,284

VI. FINANCIAL ASSISTANCE EXPECTED FROM THE AGENCY.

A. Financing.

1. Yes No Is the applicant requesting that the Agency issue bonds to assist in financing the Project?

If yes, indicate:

a. Amount of loan requested: \$ _____ ; and b.

Maturity Requested: _____ Years.

2. Yes No If the answer to question 1 is yes, is the interest on such bonds intended to be exempt from federal income taxation?

3. If the answer to question 2 is yes, will any portion of the Project be used for any of the following purposes?

a. Retail food and beverage services: Yes

- b. Automobile sales or service: Yes No
- c. Recreation or entertainment: Yes No
- d. Golf course: Yes No
- e. Country club: Yes No
- f. Massage parlor: Yes No
- g. Tennis club: Yes No
- h. Skating facility (including roller skating, skateboard and ice skating): Yes No
- i. Racquet sports facility: Yes No
- j. Handball and racquetball court: Yes No
- k. Hot tub facility: Yes No
- l. Suntan facility: Yes No
- m. Racetrack: Yes No
- n. Airplane: Yes No
- o. Skybox or private luxury box: Yes No
- p. Health club facility: Yes No
- q. Gambling: Yes No
- r. Sale of alcoholic beverages for consumption off premises: Yes No

4. NAICS Code(s): _____

B. Tax Benefits.

1. Yes No Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency?
 Yes No If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy?
2. Yes No Is the applicant expecting that the financing for the Project will be secured by one or more mortgages?
 If yes, what is the approximate amount of financing to be secured by mortgages? \$3,345,284 _____
3. If the answer to question G in Part II previous is yes, what is the approximate amount of purchases which the applicant expects to be exempt from the NYS Sales and Compensating Use Taxes?
 \$ 2,300,000 _____
4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of each exemption. NOTE: The Agency will assist you in calculating these estimates:
 - a. NYS Sales and Compensating Use Taxes: \$ 184,000 _____
 - b. Mortgage Recording Taxes: \$ 25,000 _____

- c. Real Property Tax Exemptions: \$ _____
- d. Amount of bonds sought: \$ 0
- Estimated interest savings over life of bond: \$ _____
- e. Other (please specify): \$ _____

5. Please list the affected taxing jurisdictions for the Project:

- a. Village (if any): _____
- b. Town (if any): _____
- c. City (if any): Kingston
- d. School District: Kingston

6. Yes No Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency's Uniform Tax- Exemption Policy?

If yes, please explain how the request of the applicant differs from the Agency's Uniform Tax-Exemption Policy:

VII. COMMUNITY COSTS AND BENEFITS. Provide the Agency with information on costs and benefits to the community accruing from the project, in the following categories, checking or entering information as applicable:

A. Anticipated Community Benefits See BBG Ventures Application

- 1. Jobs retained and created by the project (covered in Part IV above)
- 2. New payroll generated by the project (covered in Part IV above)
- 3. New capital investment made or leveraged by the project (covered in Part V above)
- 4. Total new taxes generated and **not exempted or abated** (must be consistent with Parts IV and VI above), as applicable:
 - a. Estimated new mortgage recording taxes: \$ n/a
 - b. Estimated new sales and use taxes: \$ _____

Additional Purchases (1st year following project completion)	\$ see BBG Ventures Application
Additional Sales Tax Paid on Additional Purchases	\$ see BBG Ventures Application

Estimated Additional Sales (1 st year following project completion)	\$ see BBG Ventures Application
Estimated Additional Sales Tax to be collected on additional sales (1 st full year following project completion)	\$ see BBG Ventures Application

c. New PILOT payments projected for this project and new property taxes projected for this project. (Please discuss eligibility for PILOT schedules with UCIDA staff)

PILOT Year	Est. Existing Real Property Taxes	Est. New Real Property Taxes on Improvements Without PILOT	% of PILOT Exemption on Improvements	Est. New PILOT Payments on Improvements	Est. Total Annual Payments
Current Year	32,678	-	0%	-	32,678
Year 1	34,458	136,158	100%	-	34,458
Year 2	36,334	138,881	100%	-	36,334
Year 3	38,313	141,658	100%	-	38,313
Year 4	40,400	144,491	100%	-	40,400
Year 5	42,600	147,381	100%	-	42,600
Year 6	44,920	150,329	75%	37,582	82,502
Year 7	47,367	153,336	75%	38,334	85,701
Year 8	49,946	156,402	75%	39,101	89,047
Year 9	52,667	159,530	50%	79,765	132,432
Year 10	55,535	162,721	50%	81,360	136,895
Year 11	58,560	165,975	40%	99,585	158,145
Year 12	61,749	169,295	30%	118,506	180,255
Year 13	65,112	172,681	20%	138,145	203,257
Year 14	68,658	176,134	10%	158,521	227,179
Year 15	72,397	179,657	5%	170,674	243,072
Total	<u>769,015</u>				<u>1,730,589</u>

Additional Funds Paid Over 15 Years 961,573

Assessed Value of Property Before Improvements	600,000
Est. Assessed Value of Improvements Only	2,500,000
Total New Est. Assessed Value of Property	3,100,000

Estimated Tax Rate Per Dollar of Assessment	0.054463
Projected Tax Increase Per Year	2.0%

5. Exceptional wages and benefits

a. At least 80% of FTE's (Full-Time Equivalent) will receive the following hourly wage (including benefits) or better: (Check highest applicable)

- \$19.59
 \$24.09
 \$30.11

b. Yes No During the construction phase, at least 75% of regional labor will be used (i.e. from Ulster, Greene, Delaware, Sullivan, Orange, Dutchess and Columbia counties)?

c. Yes No During the construction phase, applicant will pay prevailing wages for at least 50% or 75% of the construction workforce labor? If yes, please select an option below.

- At least 50%
 At least 75%

(See definitions of prevailing wages for Ulster County posted at:

<https://www.labor.ny.gov/workerprotection/publicwork/PWfaq2.shtm>). Applicant is required to submit to the UCIDA monthly certified construction payroll to support this claim.

6. Improvements to the community or the property:

—

The building itself remained vacant for 12 years and is now finally back on the tax roll and totally cleaned up, ready for operation once again.

7. New useful products or services:

See BBG Ventures application.

8. Secondary business generated or attracted for local or new Ulster County vendors, contractors, suppliers, or customers:

See BBG Ventures application.

er,

9. Environmental sustainability benchmarks:

- a. Yes No Use of existing industrial site or brownfield; construction in a shovel-ready site or designated business park; LEEDS certified (www.usgbc.org) or use of significant renewable energy?

TBD

10. Community investment benchmarks:

- a. Yes No Project easily accessible using public transportation (bus stop within 1/4 mile)?
- b. Yes No Development in economically distressed area of Ulster County, as defined by the US Economic Development Administration?
- c. Yes No Needed industry or service in the local economy as defined by Ulster Tomorrow or its successor?

11. Education and workforce development benchmarks?

- a. Yes No Post job openings with the Workforce Investment Board/Workforce System One-Stop Job Center?
- b. Yes No At least 50% of your workforce required to have advanced education credential: (technical degree from an Accredited Technical College, approved NYS Apprenticeship Program or Associate degree, or higher)?
- c. Yes No Workforce housing (moderately priced dwelling units that families earning 60% to 120% of the area median income (AMI) can purchase or rent) or senior/disabled housing?

12. Other benefits to the Ulster County community:

B. Anticipated Community Costs

1. Potential taxes forgone (covered in Part VI above)

2. Buildings vacated

None

3. Publicly funded infrastructure required

Type of infrastructure required	Estimated cost
None	\$
	\$
	\$
	\$

4. Cost of new anticipated municipal services required by the project
(for the same period used in A.4.c. above)

New municipal service	Estimated cumulative cost
None	\$
	\$
	\$
	\$

5. Environmental costs (please fill out, separate Environmental Assessment Form)

6. Other costs to the community:

None

VIII. REPRESENTATIONS BY THE APPLICANT. The applicant understands and agrees with the Agency 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 the collective bargaining agreements, new employment

opportunities created as a result of the Project (including any tenants located in the Project) will be listed with the New York State Department of Labor Community Services Division (the "DOL") and the Ulster County Office of Employment and Training (collectively with the DOL, the "OET Entities"), the administrative entity of the service delivery area created by the Federal Job Training Partnership Act (Public Law 97-300)(the "OET Law"), as supplanted by the Workplace Investment Act of 1998 (P.L. No. 105-220), 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 (and any tenants located in the Project) will first consider persons eligible to participate in OET Law programs who shall be referred by the OET 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.

- D. Annual 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, on an annual basis, reports regarding the number of people employed at the Project site, including (1) the NYS-45 – Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return – for the quarter ending December 31 (the "NYS-45"), and (2) the US Dept. of Labor BLS 3020 Multiple Worksite report if applicable.

- E. Agency Enforcement Policy. The applicant acknowledges that it has read and understands the Agency's Enforcement of Agency Projects Policy and recognizes that in connection the assistance by the Agency in the undertaking by the applicant of the Project, the Agency will require the applicant to execute and deliver a Uniform Agency Project Agreement outlined in Section F below.

- F. Uniform Agency Project Agreement. The applicant agrees to enter into a project benefits agreement with the Agency where the applicant agrees that (1) the amount of Financial Assistance to be received shall be contingent upon,

and shall bear a direct relationship to the success or lack of success of such project in delivering certain described public benefits (the “Public Benefits”) and (2) the Agency will be entitled to recapture some or all of the Financial Assistance granted to the applicant if the project is unsuccessful in whole or in part in delivering the promised Public Benefits.

G. Representation of Financial Information. Neither this Application nor any other agreement, document, certificate, project financials, or written statement furnished to the Agency or by or on behalf of the applicant in connection with the project contemplated by this Application contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements contained herein or therein not misleading. There is no fact within the special knowledge of any of the officers of the applicant which has not been disclosed herein or in writing by them to the Agency and which materially adversely affects or in the future in their opinion may, insofar as they can now reasonably foresee, materially adversely affect the business, properties, assets or condition, financial or otherwise, of the applicant.

H. Agency Financial Assistance Required for Project. The Project would not be undertaken but for the Financial Assistance provided by the Agency or, if the Project could be undertaken without the Financial Assistance provided by the Agency, then the Project should be undertaken by the Agency for the following reasons:

Without the IDA's support, it would be impossible for the company to secure loans and execute the project to the scale and scope described.

311 Partners has completed site stabilization and preliminary site development previously after purchasing the site in 2015. No work is ongoing right now.

I. Compliance with Article 18-A of the General Municipal Law: The Project, as of the date of this Application, is in substantial compliance with all provisions of article 18-A of the General Municipal including, but not limited to, the provisions of Section 859-a and subdivision one of Section 862; and the provisions of subdivision one of Section 862 of the General Municipal Law will not be violated if Financial Assistance is provided for the Project.

J. Compliance with Federal, State, and Local Laws. The applicant is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.

K. False or Misleading Information. The applicant understands 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 exemptions claimed by reason of Agency involvement in the Project.

L. Absence of Conflicts of Interest. The applicant acknowledges that the members, officers and employees of the Agency are listed on the Agency’s

website. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

None


- M. Additional Information. Additional information regarding the requirements noted in this Application and other requirements of the Agency are included in the Agency's Policies which can be accessed at <http://ulstercountyny.gov/economic-development/ulster-county-industrial-development-agency/policies>.

CERTIFICATION

I certify that I have prepared the responses provided in this Questionnaire and that, to the best of my knowledge; such responses are true, correct, and complete.

I understand that the foregoing information and attached documentation will be relied upon, and constitute inducement for, the Agency in providing financial assistance to the Project. I certify that I am familiar with the Project and am authorized by the Company to provide the foregoing information, and such information is true and complete to the best of my knowledge. I further agree that I will advise the Agency of any changes in such information, and will answer any further questions regarding the Project prior to the closing.

I affirm under penalty of perjury that all statements made on this application are true, accurate and complete to the best of my knowledge.

Date signed: <u>JUNE 23</u> __, 20 <u>17</u> .	Name of person completing the application on behalf of the Company.
	Name: <u>Zachary Lewis</u>
	Title: <u>Managing Member</u>
	Phone Number: <u>845 490 4425</u>
	Address: <u>25 Regan Way, Germantown, NY 12526</u>
	Signature: 

NOTE: APPLICANT MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 31.

VERIFICATION

(If Applicant is a Corporation)

STATE OF _____)
) SS.:
COUNTY OF _____)

_____ deposes and says that he is the
(Name of chief executive of applicant)

_____ of _____,
(Title) (Company Name)

the corporation named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. Deponent further says that the reason this verification is made by the deponent and not by said company is because the said company is a corporation. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as an officer of and from the books and papers of said corporation.

(officer of applicant)

Sworn to before me this
____ day of _____, 20__.

(Notary Public)

VERIFICATION

(If applicant is sole proprietor)

STATE OF _____)
) SS.:
COUNTY OF _____)

_____, deposes and says

(Name of Individual)

that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application.

Sworn to before me this
__ day of _____, 20__.

(Notary Public)

VERIFICATION

(If applicant is partnership)

STATE OF _____)
) SS.:
COUNTY OF _____)

_____, deposes and says

(Name of Individual)

that he is one of the members of the firm of _____,

(Partnership Name)

the partnership named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as a member of and from the books and papers of said partnership.

Sworn to before me this
___ day of _____, 20__.

(Notary Public)

VERIFICATION

(If applicant is limited liability company)

STATE OF _____)
) SS.:
COUNTY OF _____)

Zachary Lewis, deposes and says
(Name of Individual)
that he is one of the members of the firm of 311 Partners LLC,
(Limited Liability Company)

the limit liability company named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as a member of and from the books and papers of said limited liability company.

Sworn to before me this
31 day of July, 2017.

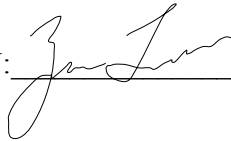
(Notary Public)

NOTE: THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS THE HOLD
HARMLESS AGREEMENT APPEARING ON PAGE 32 IS SIGNED BY THE APPLICANT.

HOLD HARMLESS AGREEMENT

Applicant hereby releases Ulster County Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the application or the project described therein or tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein; and (C) any further action taken by the Agency with respect to the Project, including without limiting the generality of the foregoing, all 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 Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

(Applicant)

BY:  _____
Zachary Lewis

Sworn to before me this
31 day of July, 2017.

(Notary Public)

Supporting Calculations

Project: 311 Wall Street / BBG Ventures
Status: Final

Uses of Funds

	311 Partners	BBG
Building & Land (refinancing)	\$575,000	\$0
Building (excluding completed roof)	\$1,002,146	\$2,376,588
Machinery and equipment	\$1,345,000	\$1,612,584
Utilities, roads and appurtenant costs	\$0	\$0
Architects and engineering fees	\$150,000	\$100,000
Cost of financing	\$100,000	\$0
Construction loan fees & interest	\$50,000	\$0
Completed Roof (part of Building)	\$230,000	\$0
Labor, Overhead, Fee, GC	\$543,138	\$143,137
TOTAL	\$3,995,284	\$4,232,309

sales tax abatement		
311 Partners	BBG Ventures	Total
\$2,347,146	\$3,989,172	\$6,336,318

non-sales tax abatement		
311 Partners	BBG Ventures	Total
\$1,648,138	\$243,137	\$1,891,275
		<u>\$8,227,593</u>

Sources of Funds

Private Sector Financing	\$3,345,284	\$3,904,710	1%
Public Sector			
Federal Programs			
State Programs			
Local Programs			
Applicant Equity	\$650,000	\$235,676	
Other			
TOTAL	\$3,995,284	\$4,140,386	

Additional funding
 \$1,000,000 (up to 20% from CFA)

Supporting Calculations

Project: 311 Wall Street / BBG Ventures
Status: Final

<u>Estimate Category</u>	<u>Detail</u>	<u>Total</u>	<u>311 Partners</u>	<u>BBG Ventures</u>
GENERAL CONDITIONS 40,912		\$40,912	\$40,912	
DEMOLITION 447,154		\$447,154	\$447,154	
SITE WORK 264,660		\$264,660	\$264,660	
CONCRETE 53,500		\$53,500	\$53,500	
MASONRY 45,920		\$45,920	\$45,920	
METALS 150,000		\$150,000	\$150,000	
ROUGH CARPENTRY 10,000		\$10,000		\$10,000
FINISH CARPENTRY 843,200		\$843,200		\$843,200
THERMAL & MOIST PROTECT		\$118,100		\$118,100
DOORS & WINDOWS 321,592		\$321,592		\$321,592
FINISHES 914,196		\$914,196		\$914,196
SPECIALTIES 29,500		\$29,500		\$29,500
CONVEYING SYSTEMS		\$140,000		\$140,000
Elevators 120,000	\$120,000			
Lifts 20,000	\$20,000			
MECHANICAL		\$887,000	\$887,000	
Sprinkler Systems 115,500	\$115,500			
Plumbing 450,000	\$450,000			
HVAC 321,500	\$321,500			
ELECTRICAL 458,000		\$458,000	\$458,000	
Material	\$144,360	<i>note: included in above categories</i>		
Equipment	\$9,500	<i>note: included in above categories</i>		
Other	\$6,600	<i>note: included in above categories</i>		
	Total by category excluding labor	<u>\$4,723,734</u>	<u>\$2,347,146</u>	<u>\$2,376,588</u>
Labor	\$91,923	<i>excluded from above categories</i>	\$0.00	\$91,923.00
Overhead	\$571,809		\$543,138.00	\$28,671.00
Fee	\$171,543		\$150,000.00	\$21,543.00
General Contractor	\$251,000		\$150,000.00	\$101,000.00
	Total labor, overhead, fees, GC	<u>\$1,086,275</u>	<u>\$843,138</u>	<u>\$243,137</u>
Machinery & Equipment BBG Ventures		\$1,612,584		\$1,612,584
Building & Roof		\$805,000	\$805,000.00	0
	TOTAL Project Estimate	<u>\$8,227,593</u>	<u>\$3,995,284</u>	<u>\$4,232,309</u>