

**NASSAU COUNTY LOCAL
ECONOMIC ASSISTANCE
CORPORATION**

**APPLICATION FOR FINANCIAL
ASSISTANCE (Bonds)**

**APPLICATION OF:
PORTLEDGE SCHOOL**

**APPLICANT
NAME**

Please respond to all questions in this Application for Financial Assistance (the “Application”) by, as appropriate:

- filling in blanks;
- checking the applicable term(s);
- attaching additional text (with notation in Application such as “see Schedule H, Item # 1”, etc.); or
- writing “N.A.”, signifying “not applicable”.

All attachments responsive to questions found in this Application should be clearly labeled and attached as Schedule H to the Application. If an estimate is given, enter “EST” after the figure. One signed original of the Application (including all attachments) must be submitted.

The following amounts are payable to the Nassau County Local Economic Assistance Corporation (the “Corporation”) at the time this Application is submitted to the Corporation: (i) a \$1,500 non-refundable application fee (the “Application Fee”); (ii) a \$3,500 expense deposit for the Corporation’s Bond Counsel fees and expenses (the “Counsel Fee Deposit”), and (iii) a \$4,500 expense deposit for the cost/benefit analysis with respect to the project contemplated by this Application (the “Cost/Benefit Deposit”). The Application Fee will not be credited against any other fees or expenses which are or become payable to the Corporation in

connection with this Application or the project contemplated herein (the “Project”). In the event that the subject transaction does not close for any reason, the Corporation may use all or any part of the Counsel Fee Deposit and/or the Cost/Benefit Deposit to defray the cost of Bond Counsel fees and expenses and/or the cost of obtaining a cost/benefit analysis with respect to the Project. In the event that the subject transaction does close, the Counsel Fee Deposit and the Cost/Benefit Deposit shall be credited against the applicable expenses incurred by the Corporation with respect to the Project.

Every signature page comprising part of this Application must be signed by the Applicant or this Application will not be considered complete or accepted for consideration by the Corporation.

The Corporation’s acceptance of this Application for consideration does not constitute a commitment on the part of the Corporation to undertake the proposed Project, to grant any Financial Assistance with respect to the proposed Project or to enter into any negotiations with respect to the proposed Project.

Information provided herein may be subject to disclosure under the New York Freedom of Information Law (New York Public Officers Law § 84 et seq.) (“FOIL”). If the Applicant believes that a portion of the material submitted with this Application is protected from disclosure under FOIL, the Applicant should mark the applicable section(s) or page(s) as “confidential” and state the applicable exception to disclosure under FOIL.

DATE

September 1, 2020

PART I
APPLICANT

A. APPLICANT FOR FINANCIAL ASSISTANCE (If more than one applicant, copy application and complete for each applicant):

Name: Portledge School

Address: 355 Duck Pond Road Locust Valley NY 11560

Primary

Contact: Betty Margolin, CFO

Phone: (516) 750-3251 or (917) 439-2443 Fax:

E-Mail: bmargolin@portledge.org

NY State Dept. of

Labor Reg #: ___ Federal Employer ID #: ___

NAICS Code #: 611000 (Education)

B. BUSINESS TYPE (Check applicable status. Complete blanks as necessary):

Sole Proprietorship ___ General Partnership ___ Limited Partnership

Limited Liability Company _____ Privately Held Corporation

Publicly Held Corporation _____ Exchange listed on

Not-for-Profit Corporation YES

Income taxed as: Subchapter S ___ Subchapter C

501(c)(3) Corporation YES Partnership

State and Year of Incorporation/Organization: 1951

Qualified to do Business in New York: Yes YES No ___ N/A

C. ANY ENTITY PROPOSED TO BE A USER OF THE PROJECT:

Name: Portledge School

Relationship to Applicant: _____ Self

D. APPLICANT COUNSEL (subject to Corporation approval):

Firm name: Bond, Schoeneck & King PLLC

_____ Address: One Lincoln Center

Syracuse, NY 13202

Primar

y

Contact: Matthew N Wells, Esq

_____ Phone: 315-218-8174

_____ Fax: 315-218-8100

_____ E-Mail: mwells@bsk.com

E. Principal stockholders, members or partners, if any (i.e., owners of 10% or more of equity/voting rights in Applicant): None

Name

Percentage owned

_____ %

_____ %

_____ %

F. If any of the persons described in the response to the preceding Question, or a group of said persons, owns more than a 50% interest in the Applicant, list all other

entities which are related to the Applicant by virtue of such persons having more than a 50% interest in such entities:

G. Is the Applicant related to any other entity by reason of more than 50% common ownership? If YES, indicate name of related entity and relationship:

YES _____

NO No

H. List parent corporation, sister corporations and subsidiaries, if any: None

I. (To be completed only if Applicant is seeking tax-exempt bond financing)

1. Has the Applicant (or any related entity or person) been involved in, applied for or benefited by any prior tax-exempt financing in the municipality in which this Project is located, whether by the Corporation, the Nassau County Industrial Development Agency or another issuer, or in a contiguous municipality? ("Municipality" herein means city, town or village, or, if the Project is not in an incorporated city or village, Nassau County.) If YES, describe:

YES _____

NO No

2. Has the Applicant (including any related entity or person) received or benefited from within the past six months, or is contemplating to receive or benefit from within the next six months, tax-exempt financing anywhere within the United States? If YES, describe:

YES _____

NO X

J. Is the Applicant (including any parent company, subsidiary or related entity or person) or any principal(s) of the Applicant or its related entities involved in any litigation or aware of any threatened litigation that would have a material adverse effect on the Applicant's financial condition or the financial condition of said principal(s)? If YES, attach details.

YES _____

NO NO

K. Has the Applicant (or any parent company, subsidiary or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, ever been involved, as debtor, in bankruptcy, creditors rights or receivership proceedings or sought protection from creditors? If YES, attach details.

YES _____

NO X

L. Has the Applicant (or any parent company, subsidiary or related entity or person) or any principal(s) of the Applicant or its related entities, ever been convicted of any felony or misdemeanor (other than minor traffic offenses), or have any such related persons or principal(s) held positions or ownership interests in any firm or corporation that has been convicted of a felony or misdemeanor (other than minor traffic offenses), or are any of the foregoing a defendant in a pending criminal proceeding? If YES, attach details.

YES _____

NO X

M. Has the Applicant (or any parent company, subsidiary or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, been cited for (or is there pending proceeding or investigation with respect to) a civil violation of federal, state or local laws or regulations with respect to labor practices,

hazardous wastes, environmental pollution, taxation, or other operating practices? If YES, attach details.

YES _____

NO X

N. Is the Applicant (or any parent company, subsidiary or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, delinquent or have any of the foregoing persons or entities been delinquent on any New York State, federal or local tax obligations within the past five (5) years? If YES, attach details.

YES _____

NO X

O. Complete the following information for principals (including, in the case of corporations, officers and members of the board of directors and, in the case of limited liability company, members and managers) of the Applicant:

N/A

Name

Title

Other Business Affiliations

Do any of the foregoing principals hold elected or appointive public positions? If YES, attach details.

YES _____

NO X

Are any of the foregoing principals employed by any federal, state or local municipality or any agency, authority, department, board, or commission thereof or any other governmental or quasi-governmental organization?

YES _____

NO X

P. Operation at existing location(s) (Complete separate Section P for each existing location):

1. (a) Location: Portledge School 355 Duck Pond Road Locust Valley, NY 11560

(b) Number of Employees: Full-Time: 121 Part-Time: 19

(c) Annual Payroll, excluding benefits: \$10,385,682

(d) Type of operation (e.g. manufacturing, wholesale, distribution)
and products or services: Independent School

(e) Size of existing facility real property
(i.e., acreage of land): Approx 65 acres

(f) Buildings (number and square footage of each): 7 buildings

Lower School 37,000 sq. ft.

Wellington Gym 15,395 sq. ft.

Upper School 18,340 sq. ft

Maintenance Shop and Apartment 6,500 sq. ft.

Stoddart House 800 sq ft

Commons 30,000 sq ft

Middle School/Bahnik Hall 25,000 sq ft.

_____ (g) Applicant's interest in the facility.

FEE TITLE (i.e. own) OWN LEASE OTHER (describe below)

(h) If Applicant leases, state annual rent
and lease expiration date:

2. If any of the facilities described above are located within the State of New York, is it expected that any of the described facilities will be closed or be subject to reduced activity? If YES, complete the attached Anti-Raiding Questionnaire (Schedule D).

YES _____

NO NO

Q. Has the Applicant considered moving to another state or another location within New York State? If YES, explain circumstances.

YES _____

NO NO

R. Does any one supplier or customer account for over 50% of Applicant's annual purchases or sales, respectively? If YES, attach name and contact information for supplier and/or customer, as applicable:

YES _____

NO NO

S. Does the Applicant (including any related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, have any contractual or other relationship with the Corporation, the Nassau County Industrial Development Agency or the County of Nassau? If YES, attach details.

YES _____

NO X

T. Attach a brief history of the Applicant and its business/operations at Schedule H. Deeded, Operational

By signing this Application, the Applicant authorizes the Corporation to obtain credit reports and other financial background information and perform other due diligence on the Applicant and/or any other entity or individual related thereto, as the Corporation may deem necessary to provide the requested financial assistance.

PART II. PROPOSED PROJECT

A. Description of proposed Project (check all that apply):

- New Construction
- Addition to Existing Facility
- Renovation of Existing Facility
- Acquisition of Facility
- New machinery and equipment
- Other (specify):

B. Briefly describe the proposed Project, the reasons why the Project is necessary to the Applicant and why the Corporation's financial assistance is necessary, and the effect the Project will have on the Applicant's business or operations:

Funds for the new construction: The school will build a new 20,000 sq.ft. (approx) Athletic and Wellness Center to better serve our growing student community and, thus, help guide them to develop healthy bodies and minds. The school will allow the local community to have access so that benefit is more widespread. The financial assistance will allow for construction to begin in the spring of 2021 rather than many years later, if at all.

C. If the Applicant is unable to arrange Corporation financing or other Corporation financial assistance for the Project, what will be the impact on the Applicant and Nassau County? NONE, AS THE APPLICATION IS FOR THE FULL CONSTRUCTION OF THE BUILDING Would the Applicant proceed with the Project without Corporation financing or other Corporation financial assistance? Describe. UNKNOWN; IT WOULD DELAY THE CONSTRUCTION WORK BY AT LEAST FIVE YEARS

D. Location of Project (attach map showing the

location): MAP = ATTACHED SURVEY

Street Address: AS ABOVE ie SAME AS

APPLICANT

City/Village(s

): LOCUST

VALLEY

Town(s):

NORTH

HEMPSTEAD

D

School District(s): LOCUST VALLEY

Section: 23 Block: K Lot: 712/713

Census Tract Number:

Size of proposed facility real property
(i.e. acreage of land): a half acre with parking facilities included.

Square Footage of Existing Improvements:

If exact street address is not available, please provide a survey and the most precise description available.

E. Describe the present use of the Project site: unused field space.

_____.

F. (a) What are the current real estate taxes on the Project site, if any? (If amount of current taxes is not available, provide assessed value for each):

Land: \$ N/A

Building(s): \$ N/A

(b) If the property is subject to real property taxation, are tax certiorari proceedings currently pending with respect to the Project real property? If YES, attach details including copies of pleadings, decisions, etc.

YES _____

NO X

G. Describe Project ownership structure (*i.e.*, Applicant or other entity):

Applicant

H. To what purpose will the building or buildings to be acquired, constructed or renovated be used by the Applicant? (Include description of goods to be sold, products to be manufactured, assembled or processed and services to be rendered.)

The new building will be used solely in the service to our student body and surrounding community for educational purposes.

I. If any space in the Project is to be leased to or occupied by third parties, or is currently leased to or occupied by third parties who will remain as tenants, provide the names and contact information for each such tenant, indicate total square footage of the Project to be leased to each tenant, and describe proposed use by each tenant:

N/A

J. Provide, to the extent available, the information requested, in Part I, Questions A, B, E and P, with respect to any party described in the preceding response.

N/A

K. List principal items or categories of equipment to be acquired as part of the Project:

The principal items will be equipment commonly used in educational athletic, fitness and wellness spaces. That is: gym equipment, classroom items, sports equipment.

L. Will Project meet zoning/land use requirements at proposed location?

YES _____ YES _____ NO _____

1. Describe present zoning/land use: Independent School in residential area

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

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

M. Does the Applicant, or any related entity or person, currently hold a lease or license on the Project site? If YES, please provide details and a copy of the lease/license.

YES _____ NO _____

N. Does the Applicant, or any related entity or person, currently hold fee title to (i.e. own) the Project site?

YES _____

YES, THIS WAS ANSWERED ABOVE

NO

If YES, indicate:

(a) Date of purchase: DEED WAS GRANTED FOR THE SCHOOL
SOMEWHERE BETWEEN 1951 and 1965

(b) Purchase price: \$ NA

(c) Balance of existing mortgage, if any: \$ \$4 - \$5million est

(d) Name of mortgage holder: FNBLI

(e) Special conditions:

If NO, indicate name of present owner of Project site:

O. Does the Applicant or any related person or entity have an option or a contract to purchase the Project site and/or any buildings on the Project site?

YES _____

NO NO

If YES, attach copy of contract or option and indicate:

(a) Date signed:

(b) Purchase price: \$

(c) Closing date:

Is there a relationship legally or by virtue of common control or ownership between the Applicant (and/or its principals) and the seller of the Project (and/or its principals)? If YES, describe: N/A

YES _____

NO

P. Will customers personally visit the Project site for either of the following economic activities? If YES with respect to either economic activity indicated below, complete the attached Retail Questionnaire (Schedule E). N/A

Sales of Goods: YES__NO__ Sales of Services: YES _____NO

Q. Describe the social and economic conditions in the community where the Project site is or will be located and the impact of the proposed Project on the community (including impact on infrastructure, transportation, fire and police and other government-provided services):

The project sits on the North Shore of Long island on the grounds of a thriving independent school of approximately 550 students. The student body is socially, racially and economically diverse with many students receiving financial assistance. As the school has been well established in the community for more than 60 years the new constructions is not expected to create additional demand on the infrastructure, transportation, fire, police or other government provided services.

R. Identify the following Project parties (if applicable):

Architect: _____ Eduardo LaCroze
_____ Engineer: _____ Contractors:

Engineers and Contractors not identified as of this date

S. Will the Project be designed and constructed to comply with Green Building Standards? (if YES, describe the LEED green building rating that will be achieved):

YES _____

NO X

T. Is the proposed Project site located on a Brownfield? (if YES, provide description of contamination and proposed remediation)

YES _____

NO X

U. Will the proposed Project produce a unique service or product or provide a service that is not otherwise available in the community in which the proposed Project site is located?

N/A

YES _____

NO

PART III. PROJECT
COSTS

A. Provide an estimate of cost of all items listed below:

These are approximate for the new construction and do not include renovations to HS or additions to HS

	<u>Item</u>	<u>Cost</u>
1.	Land Acquisition	\$ <u>NA</u>
2.	Building Acquisition	\$ <u>NA</u>
3.	Construction or Renovation	\$ <u>6,500,000</u>
4.	Site Work	\$ <u>included in 3</u>
5.	Infrastructure Work	\$ <u>included in 3</u>
6.	Engineering Fees	\$ <u>650,000</u>
7.	Architectural Fees	\$ <u>included in 6</u>
8.	Applicant's Legal Fees	\$ <u>50,000</u>
9.	Financial Fees (incl. lender legal fees)	\$ <u>NA</u>
10.	Other Professional Fees	\$ <u>NA</u>

11.	Furniture, Equipment & Machinery (not included in 3. above)	\$ <u>500,000</u>
12.	Other Soft Costs (describe)	\$ <u>NA</u>
13.	Other (describe)	\$ <u>NA</u>
	Total	\$ <u>7,700,000</u>

B. Source of Funds for Project Costs:

a.	Bank Financing:	
<u> </u>	b. Tax Exempt Bonds	<u>\$11M est (via Bank)</u>
<u> </u>	c. Taxable Bonds	\$
<u> </u>	d. Equity	\$
	TOTAL	<u>\$11M est (via Bank)</u>

C. Have any of the above costs been paid or incurred (including contracts of sale or purchase orders) as of the date of this application? If YES, describe particulars on a separate sheet.

YES Yes: \$18,000 Engineering Fees NO

D. Are items of working capital, moving expenses, work in progress, or stock in trade included in the proposed uses of the bond proceeds (if applicable)? If YES, provide details:

YES NO NO

E. Will any of the funds to be borrowed through the Corporation's issuance of bonds, if applicable, be used to repay or refinance an existing mortgage, outstanding loan or an outstanding bond issue? If YES, provide details:

YES X REFI w FNBLI NO

F. Has the Applicant made any arrangement for the marketing or the purchase of the bonds or the provision of other third party financing? If YES, indicate with whom (subject to Corporation approval) and provide a copy of any term sheet or commitment letter issued with respect to such financing.

YES X LOI W/FNBLI ATTACHED

NO

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G. Construction Cost Breakdown:

Total Cost of Construction: \$ 6,500,000

Cost for materials: \$ 3,000,000

% Sourced in County: NASSAU COUNTY 100 %

(sum of 3 and 11 in Question A above)

% Sourced in State: _____ % (incl. County)

Cost for labor: \$

% Sourced in County: _____ %

% Sourced in State: _____ % (incl. County)

Cost for "other": \$

% Sourced in County: _____ %

% Sourced in County: _____ % (incl. County)

PART IV. COST/BENEFIT ANALYSIS

A. If the Applicant presently operates in Nassau County, provide the current annual payroll, excluding benefits. Estimate payroll, excluding benefits, in First Year, Second Year and Third Year after completion of the Project.

	<u>Present</u>	<u>First Year</u>	<u>Second Year</u>	<u>Third Year</u>
Full-time:	\$ <u>\$9,068,449.7</u>	\$ <u>\$9,068,449.74</u>	\$ <u>\$9,068,449.74</u>	\$ <u>\$9,068,449.74</u>
Part-time:	\$ <u>\$1,263,855.69</u>	\$ <u>\$1,263,855.69</u>	\$ <u>\$1,263,855.69</u>	\$ <u>\$1,263,855.69</u>
Seasonal (Summer):	\$ <u>\$53,376.63</u>	\$ <u>\$53,376.63</u>	\$ <u>\$53,376.63</u>	\$ <u>\$53,376.63</u>

Total Annual

Payroll:

\$ 10,385,682 \$ 10,385,682 \$ 10,385,682 \$ 10,385,682

What are the average wages of employees (excluding benefits) presently employed by the Applicant in Nassau County? \$ 74,000

What is the average annual value of employee benefits paid per job, if any, for the employees presently employed by the Applicant in Nassau County? \$

What are the estimated average wages of the jobs (excluding benefits) to be created by the Applicant upon completion of the Project? \$ N/A

What is the estimated average annual value of employee benefits per job, if any, for jobs to be created upon completion of the Project? \$ N/A

Estimate the percentage of jobs to be created by the Applicant upon completion of the Project that will be filled by County residents: N/A: while new jobs will not be created, there will be construction jobs during the period of construction, and the justification for this project is educational/recreational including expanding health and wellness for students of the community

Please note that the Corporation may utilize the foregoing employment projections and the projections set forth in Schedule C, among other things, to determine the financial assistance that will be offered by the Corporation to the Applicant. The Applicant acknowledges that the bond documents may include a covenant by the Applicant to retain the number of jobs, types of occupations and amount of payroll with respect to the Project set forth in this Application.

B. (i) Will the Applicant transfer current employees from existing location(s)?
If YES, describe, please describe the number of current employees to be transferred
and the location from which such employees would be transferred:

YES _____

NO NO

(ii) Describe the number of estimated full time equivalent construction jobs to be
created as a result of undertaking the project, to the extent any: UNK

C. What, if any, is the anticipated increase in the dollar amount of production,
sales or services rendered as a result of the Project?

\$ N/A

What percentage of the foregoing amount is subject to New York sales and use tax?

%N/A

Describe any other municipal revenues that will result from the Project (excluding
the above and any PILOT payments):

D. What is the estimated aggregate annual amount of goods and services to be
purchased by the Applicant for each year after completion of the Project and what
portion will be sourced from businesses located in the County and the State (including
the County): N/A

	<u>Amount</u>	<u>% Sourced in County</u>	<u>% Sourced in State</u>
Year 1	\$		

Year 2 \$
_____ Year 3 \$

E. Describe, if applicable, other benefits to the County anticipated as a result of the Project, including a projected annual estimate of additional sales tax revenue generated, directly and indirectly, as a result of undertaking the project:

Project will serve the educational/recreational mission of the school and district residents.

F. Costs to the County and affected municipalities:

Estimated Value of Sales Tax Exemption: \$ N/A
Estimated Value of Mortgage Tax Exemption: \$ \$115,500 est
Estimated Interest Savings: \$ \$136,400 est

G. Describe any other one-time municipal revenues (not including fees payable to the Corporation) that the Project will create:

 N/A

PART V. PROJECT CONSTRUCTION SCHEDULE

A. Has construction work on the Project begun? If YES, indicate the percentage of completion:

1. (a) Site clearance YES NO x _____% complete

(b) Environmental
Remediation

YES NO x _____% complete

- (c) Foundation YES ___ NO X _____% complete
- (d) Footings YES ___ NO X _____% complete
- (e) Steel YES ___ NO X _____% complete
- (f) Masonry YES ___ NO X _____% complete
- (g) Interior YES ___ NO X _____% complete
- (h) Other (describe below): YES ___ NO X _____% complete

2. If NO to all of the above categories, what is the proposed date of commencement of construction, renovation or acquisition of the Project?

Spring of 2021

B. Provide an estimate of time schedule to complete the Project and when the first use of the Project is expected to occur (attach additional sheet if necessary):

One Year (ie one year from first shovel in, which is expected in Spring 2021)

C. At what date(s) and in what amount(s) is it estimated that funds will be required?

Late fall, early winter of 2020 (as we need to start paying engineers etc before shovels in)

PART VI. ENVIRONMENTAL
IMPACT

- A. What is the expected environmental impact of the Project? (Complete the attached Environmental Assessment Form (Schedule G)).

The environmental impact will be minimal. There will be no land disturbance except for excavation for the foundation.

- B. Is an environmental impact statement required by Article 8 of the N.Y. Environmental Conservation Law (i.e., the New York State Environmental Quality Review Act)?

YES _____

NO X

- C. Please be advised that the Corporation may require at the sole cost and expense of the Applicant the preparation and delivery to the Corporation of an environmental report in form and scope satisfactory to the Corporation, depending on the responses set forth in the Environmental Assessment Form. If an environmental report has been or is being prepared in connection with the Project, please provide a copy.

- D. The Applicant authorizes the Corporation to make inquiry of the United States Environmental Protection Agency, the New York State Department of Environmental Conservation or any other appropriate federal, state or local governmental agency or authority as to whether the Project site or any property adjacent to or within the immediate vicinity of the Project site is or has been identified as a site at which hazardous substances are being or have been used, stored, treated, generated, transported, processed, handled, produced, released or disposed of. The Applicant will be required to secure the written consent of the owner of the Project site to such inquiries (if the Applicant is not the owner), upon request of the Corporation.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name
of

Applicant:

Signature:

_____ Name: _____ Title:
_____ Date: _____

Sworn to before me this
day of _____, 20

Notary Public

**RULES AND REGULATIONS OF THE NASSAU
COUNTY LOCAL ECONOMIC ASSISTANCE
CORPORATION**

The Nassau County Local Economic Assistance Corporation (the “Corporation”), in order to better secure the integrity of the projects it sponsors, declares that it is in the public interest (i) to ensure the continuity of such projects and the jobs created by such projects, (ii) to prevent the conversion of the use of the premises upon which a sponsored project is to be constructed or renovated and (iii) to limit and prevent unreasonable profiteering or exploitation of a project, and does hereby find, declare and determine as follows:

FIRST:

Upon the approval of a sponsored project, the Corporation shall take title to, or acquire a leasehold or other interest in, all premises upon which an Corporation sponsored project is to be constructed or renovated, and shall lease, sublease, license, sell or otherwise transfer the premises to the Applicant for a term to be determined by the Corporation.

At such time as, among other things, the Applicant fails to retain or create the jobs as represented in the Application or changes the use of the project or ownership of the project or the Applicant during the life of the project in a manner inconsistent with the Application, and such employment default or change of use or ownership does not meet with the prior written approval of the Corporation, a recapture of benefits may be required to be paid by the Applicant to the Corporation. The amount and sufficiency (with respect to a particular applicant) of the applicable recapture of benefits payment shall be determined by the Corporation and shall be set forth in the bond documents.

SECOND:

At such time as a proposed Project is reviewed, the directors of the Corporation will disclose any blood, marital or business relationships they or members of their families have or have had with the Applicant (or its affiliates). The Applicant represents that no member, manager, principal, officer or director of the Applicant has any such relationship with any director of the Corporation (or any member of the family of any director of the Corporation).

THIRD:

All applicants shall disclose whether they have been appointed, elected or employed by New York State, any political division of New York State or any other governmental agency.

FOURTH:

All proposed underwriters, credit enhancers (including banks and bond insurance companies), trustees, title companies and their respective attorneys must be satisfactory to and approved in writing by the Corporation.

Understood and Agreed

to: Name of

Applicant:

By: _____

Name/Title:

**CERTIFICATION AND
AGREEMENT WITH RESPECT TO
FEES AND COSTS**

The undersigned deposes and says: that I am an authorized representative of the Applicant named in the attached application for financial assistance (“Application”) and that I hold the office specified below my signature at the end of this Certification and Agreement, that I am authorized and empowered to deliver this Certification and Agreement and the Application for and on behalf of the Applicant, that I am familiar with the contents of said Application (including all schedules and attachments thereto), and that said contents are true, correct and complete to my knowledge. Capitalized terms used but not otherwise defined in this Certification and Agreement shall have the meanings assigned to such terms in the Application.

The grounds of my belief relative to all matters in the Application that are not based upon my own personal knowledge are based upon investigations I have made or have caused to be made concerning the subject matter of this Application, as well as upon information acquired in the course of my duties and from the books and records of the Applicant.

As an authorized representative of the Applicant, I acknowledge and agree on behalf of the Applicant that the Applicant hereby releases the Nassau County Local Economic Assistance Corporation, its members,

officers, directors, servants, attorneys, agents and employees (collectively, the “Corporation”) from, agrees that the Corporation shall not be liable for and agrees to indemnify, defend (with counsel selected by the Corporation) and hold the Corporation harmless from and against any and all liability, damages, causes of actions, losses, costs or expenses incurred by the Corporation in connection with: (A) examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the financial assistance requested therein are favorably acted upon by the Corporation, (B) the acquisition, construction and/or installation of the Project by the Corporation, and (C) any further action taken by the Corporation with respect to the Project; including, without limiting the generality of the foregoing, (i) all fees and expenses of the Corporation’s general counsel, bond counsel, economic development consultant and other experts and consultants (if deemed necessary or advisable by the Corporation), and (ii) all other expenses incurred by the Corporation in defending any suits, actions or proceedings that may arise as a result of any of the foregoing. If, for any reason whatsoever, 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 Applicant is unable to find buyers willing to purchase the total bond issue required or is unable to secure other third party financing or otherwise fails to conclude the Project, then upon presentation of an invoice by the Corporation, its agents, attorneys or assigns, the Applicant shall pay to the Corporation, its agents, attorneys or assigns, as the case may be, all fees and expenses reflected in any such invoice.

As an authorized representative of the Applicant, I acknowledge and agree on behalf of the Applicant that each of the Corporation’s general counsel, bond counsel, economic development consultant and other experts and consultants is an intended third-party beneficiary of this Certification and Agreement, and that each of them may (but shall not be obligated to) enforce the provisions of the immediately preceding paragraph, whether by lawsuit or otherwise, to collect the fees and expenses of such party or person incurred by the Corporation (whether or not first paid by the Corporation) with respect to the Application.

Upon successful closing of the required bond issue or other form of financing or Corporation assistance, the Applicant shall pay to the Corporation an administrative fee set by the Corporation (which amount is payable at closing) in accordance with the following schedule:

- (A) Bond Issues (Tax-Exempt or Taxable) -- Five-tenths (5/10) of one percent (1%) for the first twenty-five million dollars (\$25,000,000) of total project costs and, if applicable, two-tenths (2/10) of one percent (1%) for any additional amounts in excess of twenty-five million dollars (\$25,000,000) of total project costs.

- (B) General Counsel Fee – One-tenth (1/10) of one percent (1%) of total project costs, with a minimum fee of \$2,000.

- (C) All initial Transactions - Two Thousand Five Hundred Dollars (\$2,500) closing compliance fee payable at closing and One Thousand Dollars (\$1,000) per year (or part thereof) administrative fee, payable in advance, at the closing for the first year (or part thereof) and on January 1st of each year for the term of the financing. The annual service

fee is subject to periodic review and may be adjusted from time to time in the discretion of the Corporation.

(D) Subsequent Transactions - The Corporation fee for a bond issuance (whether “new money” or a refunding) that closes on or before the twelve (12) month anniversary of the closing of a prior issuance for the same Applicant(s) shall be two-tenths (2/10) of one percent (1%) of total project costs.

(E) Refundings – The Corporation fee for a refunding that closes more than twelve (12) months after the issuance of the bonds being refunded shall be determined in accordance with subparagraphs (A), (B) and (C) above.

(F) Other Modifications – The Agency fee shall be determined on a case-by-case basis, but in accordance with the following schedule.

1. A basic Consent - \$750
2. A Transfer of Benefits a. Basic - \$3,000
b. Complex - \$6,000
3. Extensions - \$1,000

(G) Terminations - The Agency fee shall be determined on a case-by-case basis, but in accordance with the following schedule.

1. Basic - \$2,000
2. Complex - \$2,500

The Corporation’s bond counsel fees and expenses are payable at closing and are based on the work performed in connection with the Project.

The Corporation’s bond counsel’s fees, general counsel fee and the administrative fees may be considered as a cost of the Project and included as part of any resultant financing, subject to compliance with applicable law.

Guided by the above stated schedule amounts, upon the termination of the financing of the Project, Applicant agrees to pay all costs in connection with any conveyance by the Corporation to the Applicant of the Corporation’s interest in the Project and the termination of all related Project documents, including the fees and expenses of the Corporation’s general counsel, bond counsel, and all applicable recording, filing or other related fees, taxes and charges.

I further acknowledge and agree on behalf of the Applicant that, in the event the Corporation shall have used all of its available tax-exempt bond financing allocation, if applicable, from the State of New York

and shall accordingly be unable to obtain an additional allocation for the benefit of the Applicant, the Corporation shall have no liability or responsibility as a result of the inability of the Corporation to issue and deliver tax-exempt bonds for the benefit of the Applicant.

Name
Title:

Sworn to before me this
day of _____, 20

Notary Public

TABLE OF SCHEDULES:

<u>Schedule</u>	<u>Title</u>	<u>Complete as Indicated Below</u>
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A.	Tax-Exempt Bond Manufacturing Questionnaire	
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If Applicant checked "YES" in Part I, Question I.4 of Application

B.	Financial and Employment Requirements	
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All applicants

C.	Guidelines for Access to Employment Opportunities	
----	--	--

All applicants

D.	Anti-Raiding Questionnaire	If Applicant checked "YES" in Part I, Question P.2. of Application
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E.	Retail Questionnaire	If Applicant checked "YES" in Part
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II, Question P of Application (See Page 11)

F. Applicant's Financial Attachments, consisting of:

All applicants

1. Applicant's audited financial statements for the last two fiscal years (unless included in Applicant's annual reports).
2. Applicant's annual reports (or Form 10-K's) for the two most recent fiscal years.
3. Applicant's quarterly reports (Form 10-Q's) and current reports (Form 8-K's) since the most recent Annual Report, if any.
4. In addition, attach the financial information described above in items F1, F2, and F3 of any anticipated Guarantor of the proposed financing, if different than the Applicant, including the personal financial statement of any anticipated Guarantor that is a natural person.
5. Dun & Bradstreet report.

G. Environmental Assessment Form All applicants

H. Other Attachments As required

Schedule A

Intentionally omitted

Schedule B

FINANCIAL AND EMPLOYMENT REPORTING REQUIREMENTS

A. The Corporation requires the completion of an Initial Employment Plan (see Schedule C) and a year- end employment plan status report, both of which shall be filed by the Nassau County

Local Economic Assistance Corporation (the "Corporation") with any applicable governmental authority. If applicable, the Project documents will require the Applicant to provide such report to the Corporation on or before February 11th of each year, together with such employment verification information as the Corporation may require.

Except as otherwise provided by collective bargaining agreements, the Applicant agrees to list any new employment opportunities with the New York Department of Labor Community Services Division and the administrative entity of the service delivery area created by the Federal Job Training Partnership Act (P.L. 97-300), or any successor statute thereto (the "JTPA Entities"). In addition, except as otherwise provided by collective bargaining agreements, the Applicant, where practicable, will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for such new employment opportunities.

B. The Applicant will be required to file annually a statement with the New York State Department of Taxation and Finance and the Corporation of the value of all sales or use tax exemptions claimed in connection with the Project by reason of the involvement of the Corporation.

C. Please be advised that the Applicant will be required to furnish information in connection with such reporting, as follows:

1 The following information must be provided for all bonds issued, outstanding or retired during the year:

Name, address and owner of the project; total amount of tax exemptions granted (broken out by state and local sales tax and mortgage recording tax); number of jobs created and retained, and other economic benefits realized.

Date of issue; interest rate at end of year; bonds outstanding at beginning of year; bonds issued during year; principal payments made during year; bonds outstanding at end of year; federal tax status; and maturity date(s).

Failure to provide any of the aforesaid information will be constitute a DEFAULT under the Project documents to be entered into by the Corporation and the Applicant in connection with the proposed Project.

Please sign below to indicate that the Applicant has read and understood the above and agrees to provide the described information on a timely basis.

Name
of
Applicant:

Signature:
_____ Name: _____ Title:
_____ Date:

Schedule C

GUIDELINES FOR ACCESS TO EMPLOYMENT OPPORTUNITIES

INITIAL EMPLOYMENT
PLAN

Applicant Name:

Address:

Type of Business:

Contact Person: _____ Tel. No.:

Please complete the following table describing the Applicant's projected employment plan following receipt of financial assistance:

Current and

Current Number
Full Time Equivalent

Estimated Number of Full Time Equivalent Jobs in the County After Completion of the Project:

Planned Occupations (provide NAICS Code for each)

Jobs Per Occupation 1 year 2 years 3 years

County

Statewide

Please indicate the number of temporary construction jobs anticipated to be created in connection with the acquisition, construction and/or renovation of the Project:

Please indicate the estimated hiring dates for the new jobs shown above and any special recruitment or training that will be required:

Are the Applicant's employees currently covered by a collective bargaining agreement?

IF YES, Union Name and Local:

Please note that the Corporation may utilize the foregoing employment projections, among other things, to determine the financial assistance that will be offered by the Corporation to the Applicant. The Applicant acknowledges that the bond documents may include a covenant by the Applicant to retain the above number of jobs, types of occupations and amount of payroll with respect to the proposed project.

Attached hereto is a true, correct and complete copy of the Applicant's most recent Quarterly Combined Withholding, Wage Reporting, and Unemployment Insurance Return (Form NYS-45-MN) (first page only). Upon request of the Corporation, the Applicant shall provide such other or additional information or documentation as the Corporation may require with respect to the Applicant's current employment levels in the State of New York.

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name
of

Applicant:

Signature:

_____ Name: _____ Title:
_____ Date:

Schedule D

ANTI-RAIDING QUESTIONNAIRE

(To be completed by Applicant if Applicant checked "YES" in Part I, Question P.2 of the Application for Financial Assistance)

A. Will the completion of the Project result in the removal of a plant or facility of Applicant, or of a proposed occupant of the Project, from an area in New York State (but outside of Nassau County) to an area within Nassau County?

YES _____

NO

If the answer to Question A is YES, please provide the following information:

Address of the to-be-removed plant or facility:

Names of all current occupants of the to-be-removed plant or facility:

B. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Applicant, or of a proposed occupant of the Project, located in an area of the State of New York other than in Nassau County?

YES _____

NO

If the answer to Question B is YES, please provide the following information:

Addresses of the to-be-abandoned plants or facilities:

Names of all current occupants of the to-be-abandoned plants or facilities:

C. Has the Applicant contacted the local industrial development agency or local development corporation at which its current plants or facilities in New York State are located with respect to the Applicant's intention to move or abandon such plants or facilities?

If the answer to Question C is YES, please provide details in a separate attachment.

IF THE ANSWER TO EITHER QUESTION A OR B IS "YES", ANSWER QUESTIONS D AND E.

D. Is the Project reasonably necessary to preserve the competitive position of the Applicant, or of a proposed occupant of the Project, in its industry?

YES _____

NO

E. Is the Project reasonably necessary to discourage the Applicant, or a proposed occupant of the Project, from removing such plant or facility to a location outside of the State of New York?

YES _____

NO

IF THE ANSWER TO EITHER QUESTION D OR E IS "YES", PLEASE PROVIDE DETAILS IN A SEPARATE ATTACHMENT.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name
of
Applicant:

Signature:

_____ Name: _____ Title:

_____ Date:

RETAIL
QUESTIONNAIRE

(To be completed by Applicant if Applicant checked either "YES" in Part II, Question P of the Application for Financial Assistance)

A. Will any portion of the Project (including that portion of the cost to be financed from equity or sources other than Corporation financing) consist of facilities or property that are or will be primarily used in making retail sales to customers who personally visit the Project?

YES _____

NO

For purposes of Question A, the term "retail sales" means (i) sales by a registered vendor under Article 28 of 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. If the answer to Question A is YES, what percentage of the cost of the Project (including that portion of the cost to be financed from equity or sources other than Corporation financing) 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?

_____ %

C. If the answer to Question A is YES, and the amount entered for Question B is greater than 33.33%, indicate whether any of the following apply to the Project:

1. Is the Project likely to attract a significant number of visitors from outside the economic development region (i.e., Long Island) in which the Project is or will be located?

YES _____

NO

2. 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?

YES _____

NO

3. Will the Project be located in one of the following: (a) an area designated as an empire zone pursuant to Article 18-B of the General Municipal Law; or (b) 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 (i) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of the households receiving public assistance, and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?

YES _____

NO

If the answer to any of the subdivisions 1 through 3 of Question C is YES, attach details.

D. If the answer to any of the subdivisions 2 through 3 of Question C 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, attach details.

YES _____

NO

E. State percentage of the Applicant's annual gross revenues comprised of each of the following:

Retail Sales: _____%

Services: _____%

F. State percentage of Project premises utilized for same:

Retail Sales: _____%

Services: _____%

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name
of
Applicant:

Signature:

_____ Name:

_____ Title:

_____ Date:

Schedule F

APPLICANT'S FINANCIAL ATTACHMENTS

FY19 Audited Financials attached

Schedule G

ENVIRONMENTAL ASSESSMENT FORM

Schedule H

**OTHER
ATTACHMENTS**

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