

**Application to  
Village of Port Chester  
Industrial Development Agency (PCIDA)  
For  
Tax Exempt Bond Financing  
and/or  
Straight-Lease Transaction  
and  
Fee Schedule**

Please contact the Agency for more information  
regarding project eligibility and application process.

FORM ADOPTED MAY 10, 2010  
ADMINISTRATIVE FEE POLICY SUPPLEMENTED  
OCTOBER 9, 2013  
FORM RE-ADOPTED **DECEMBER 13<sup>TH</sup>, 2017**  
**FORM AMENDED JULY 13, 2022**

**Village of Port Chester Industrial Development Agency (PCIDA)**

222 Grace Church Street, Port Chester, NY

AGENCY ADMINISTRATIVE FEE SCHEDULE

**Taxable and Tax Exempt Industrial Development Revenue Bonds**

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**Application Fee:** An application fee of \$10,000.00 is payable to PCIDA at the time the application is submitted. This includes a \$7,000.00 legal fee deposit, a non-refundable fee of \$2,500.00 and a \$500.00 processing fee. \$9,500.00 of the application fee will be credited towards the total fees at closing.

**Fee:** First \$10,000,000: 1% of the principal amount of the bond series.  
Over \$10,000,000: .5% of the bond series  
Annual (post-closing) administrative fee of \$1,500.00

**Straight Lease Transactions (including PILOT Agreement)**

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**Application Fee:** An application fee of \$10,000.00 is payable to PCIDA at the time the application is submitted. This includes a \$7,000.00 legal fee deposit, a non-refundable fee of \$2,500.00 and a \$500.00 processing fee. \$9,500.00 of the application fee will be credited towards the total fees at closing.

**Fee:** First \$10 million – 1%  
Project Costs in excess of \$10 million - .5%  
Annual administrative fee of \$500.00

**Sales Tax and/or Mortgage Recording Tax only Transactions (No PILOT Agreement)**

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**Application Fee:** A non-refundable fee of \$2,500.00 and a \$500.00 processing fee are payable to PCIDA at the time the application is submitted. The \$2,500.00 fee will be credited towards the total fee at closing.

**Fee:** Minimum \$4,500.00 or 10% estimated exemption amount, whichever is greater  
Annual administrative fee of \$500.00

## INSTRUCTIONS

1. The Agency will not approve any applications 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, which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return this application to the Agency at the address indicated on the first page of this application.
6. The Agency will not accept this application as complete until the Agency receives (i) a completed environmental assessment form concerning the Project; (ii) the Applicant has met with Agency representatives and has received the Agency’s review and completed **Project Summary and Financial Assistance Cost Benefit Analysis (See, last 2 pages of this Application)**; and payment of all required fees and escrows, as applicable.
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 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 (to the extent such expenses are not paid out of the proceeds of the Agency’s bonds issued to finance the project. The applicant will also be expected to pay all costs incurred by general counsel and bond counsel to the Agency. The costs incurred by the Agency, including the Agency’s general counsel and bond counsel, may be considered a part of the project and included as a part of the resultant bond issue.
9. The Agency has established a combined application fee of \$3,000.00 (\$2,500 + \$500) to cover the anticipated costs of the Agency and counsel 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. The Agency has established a project fee for each project in which the Agency participates. **UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.**

This application should be submitted to the Village of Port Chester Industrial Development Agency, 222 Grace Church St, Port Chester, New York 10573 (Attn: Chief Executive Officer).

**PLEASE NOTE: APPLICANTS SEEKING FINANCIAL ASSISTANCE IN THE FORM OF SALES AND USE TAX EXEMPTIONS AFTER MARCH 28, 2013 SHALL BE SUBJECT TO THE ENHANCED REPORTING, COMPLIANCE AND RECAPTURE REQUIREMENTS SET FORTH WITHIN SECTION 875 OF THE GENERAL MUNICIPAL LAW OF THE STATE OF NEW YORK (“GML”). IN ADDITION, APPLICANTS SEEKING ANY FINANCIAL ASSISTANCE ON OR AFTER JUNE 1, 2016 SHALL BE SUBJECT TO THE PROVISIONS CONTAINED WITHIN GML Section 859-a (4)-(6). APPLICANTS SHOULD CONSULT WITH COUNSEL AND ACCOUNTANT PROFESSIONALS TO UNDERSTAND THESE NEW REQUIREMENTS.**

**Village of Port Chester Industrial Development Agency (PCIDA)**

**Application for Tax Exempt Bond Financing and/or Straight-Lease Transaction**

**I. APPLICANT INFORMATION**

Company Name: Port Chester OZ Fund III QOZB, LLC

Address: c/o Saxum Real Estate, 359 Springfield Ave 2nd FL, Summit, NJ 07901

Phone No.: Brett Rubin - 917-882-1357

Fax No.: Please email - see below

Federal Tax ID: 87-2462337

Contact Person: Brett Rubin

E-Mail: BRubin@Saxumre.com

Date: 11/4/2022

a. Form of Entity:

Corporation

Partnership (General \_\_\_ or Limited \_\_\_; Number of General Partners \_\_\_ and, if applicable, Number of Limited Partners \_\_\_, List Partners in section below.

Limited Liability Company, Number of Members \_\_\_

Sole Proprietorship

Please also indicate whether the Company will utilize any affiliates and/or real estate holding companies to undertake the proposed project. If so, please provide names and details for all such entities.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

b. Principal Owners/Officers/Directors: (List owners with 5% or more in equity holdings with percentage of ownership)

Name	Address	Percentage Ownership/Office
Port Chester OZ Fund III Manager, LLC	c/o Saxum Real Estate, 359 Springfield Ave 2nd FL, Summit NJ 07901	0% - Manager
Saxum Opportunity Zone Fund III LP	c/o Saxum Real Estate, 359 Springfield Ave 2nd FL, Summit NJ 07901	68% - Equity Member
Saxum Team QOF, LLC	c/o Saxum Real Estate, 359 Springfield Ave 2nd FL, Summit NJ 07901	5% - Equity Member
150 Westchester Development LLC	c/o St Katherine Group Inc, 181 Westchester Ave #301a, Port Chester, NY 10573	5% - Equity Member
Port Chester QOZ Fund, LLC	c/o Satguru Management LLC, 2140 S Dupont Highway, Camden, DE 19934	Aprox. 22% - Equity Member (Sidharth Lakhani)

c. If a corporation, partnership, limited liability company:

What is the date of establishment? August 31st, 2021 Place of organization Delaware

If a foreign organization, is the Applicant authorized to do business in the State of New York? Yes

**(MANDATORY - Attach organizational chart showing complete ownership structure that lists all equity owners over 5%)**

### See Exhibit A

**Please note that this Application and any financial assistance to be considered or approved by the Agency are specific to the entity and ownership makeup detailed within this Application. This Application and any related benefits under consideration and/or approved by the Agency may not be assigned in whole or in part except to a Related Person of the Company (as that term is defined in subparagraph (C) of paragraph three of subsection (b) of section four hundred sixty-five of the Internal Revenue Code of 1986, as amended, hereinafter "Related Person"). A transfer in excess of fifty percent (50%) of the equity voting interests of the Company (including all parent companies of the Company though and including the ultimate taxpayer(s) owning or controlling the Company), other than to a Related Person of the Company, shall be deemed an assignment and require the prior written consent of the Agency. Any assignment of this Application shall require the prior written consent of the Agency upon application Sixty (60) days prior to a regularly scheduled meeting of the Agency and in accordance with the Agency's Project Recapture, Termination and Assignment Policy.**

d. Attach certified financial statements for the company's last three complete fiscal years. If the company is publicly held, attach the latest Form 10K as well.

### II. APPLICANT'S COUNSEL

Name/Firm:	<u>Eon Nichols - Cuddy &amp; Feder</u>
Address:	<u>445 Hamilton Avenue 14th Floor, White Plains, NY 10601</u>
Phone No.:	<u>914-761-1300</u>
Fax No.:	<u>914.761.5372</u>
E-Mail:	<u>enichols@cuddyfeder.com</u>

**III. PROJECT INFORMATION:**

a. Please provide a brief narrative description of the Project (attach additional sheets or documentation as necessary).

150 Westchester is a 12 story, mixed-use project, which will include two-hundred & twenty-three (223) rental apartments and approximately four-thousand seven-hundred & sixty-three (4763) square feet of prime retail space, which will activate the street scape and provide complementary retail/food and beverage services to the Capital Theater across the street. The project consists of 200 market rate units and 23 affordable units, and the building is equipped with both indoor and outdoor amenity spaces as well as 112 parking spaces. In an effort to have minimal impact on traffic and to create as safe and pleasant a pedestrian experience as possible, the building's loading, deliveries, trash, and move-ins/move-outs will be contained within the building footprint.

b. Location of Project (all information mandatory – attach current tax bills with proof of current payment)

Project Address:	<u>140 Westchester Ave, 148-150 Westchester Ave.</u>
Town/Village of:	<u>Village of Port Chester, NY</u>
Name of School District:	<u>PORT CHESTER-RYE UNION FREE SCHOOL DISTRICT</u>
Tax Map No.:	<u>142.30-2-17, 142.30-2-65</u>

Describe Existing Improvements, if any:

The site consists of two properties. 140 Westchester Ave. and 148-150 Westchester Ave. 148-150 Westchester was home to 5206 square feet of space broken up between 1976 square feet of retail and 3230 square feet of residential. The retail was occupied by Dreams Nail Salon, New Generation Hair Salon, and Keyman Locksmith, all of which have since moved into more desirable spaces in Port Chester. Three of the four residential units are vacant. There is only one tenant occupying 730 SF of residential space under "month-to-month" terms, for whom the Applicant is supplementing their rent.

c. Are Utilities on Site? Water:   x   Electric:   x   Gas:   x   Sanitary/Storm Sewer:   x   Telecom:   x  

d. Identify Present legal owner and all tenants of the site if other than Applicant and by what means will the site be acquired for this Project (please include details regarding purchase and sale agreement, if applicable, including all contingencies):

140 Westchester Ave is owned by 140 Owners LLC and is scheduled to close January 31st, 2023. 148-150 Westchester Ave is owned by 148-150 Westchester Avenue, LLC and scheduled to close 30 days after full approvals. Contracts and purchases are contingent upon site plan and IDA approvals.

e. Zoning of Project Site:

Current:	<u>CD-6</u>	Proposed:	<u>CD-6</u>
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f. Are any zoning approvals needed? Identify:

"Any gates, arms, or booths must be set back at least 20 feet from the Frontage" - The applicant proposes to locate its security grills within 20 feet of the frontage . This variance received unanimous support from the ZBA board, and staff has been instructed to draft findings of fact for the November 2022 meeting. Approval is expected at the Nov 17th ZBA meeting.

g. Local Permitting and Approvals – Does the project require local planning or permitting approvals? If so, please explain.  
\_\_\_\_\_ Yes \_\_\_\_\_ Will a site plan application to be filed? Yes If so, please include copy if prepared.

The public hearing has been closed and approval documents have been drafted. Site Plan approval is expected imminently.

h. Has another entity been designated lead agent under the State Environmental Quality Review Act (“SEQRA”)?  
Yes ; If yes, please explain:

Port Chester Planning Commission is designated lead agent and SEQRA Neg Dec has been approved by, and received from, the Planning Board.

i. Will the Project result in the removal of a plant or facility of the Applicant or a proposed Project occupant from one area of the State of New York to another area of the State of New York? No ; If yes, please explain:

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j. Will the Project result in the abandonment of one or more plants or facilities of the Applicant or a proposed Project occupant located in the State of New York? No ; If yes, explain:

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k. If the answer to either question i. or j. is yes, **you are required to** indicate whether any of the following apply to the Project:

1. Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry? Yes \_\_\_\_\_; No X . If yes, please provide detail:

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2. 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? Yes \_\_\_\_\_; No X . If yes, please provide detail:

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**NOTES: If you answer “yes” to questions i. or j., above, and fail to provide a detailed response within question k.(1) or k.(2), above, then the Agency will be barred from providing any financial assistance.**

**THE AGENCY IS REQUIRED TO NOTIFY THE CHIEF EXECUTIVE OFFICER OF THE MUNICIPALITY FROM WHICH YOUR FACILITY IS BEING RELOCATED OR ABANDONED. THIS NOTIFICATION WILL BE SENT PRIOR TO THE AGENCY'S CONDUCT OF REQUIRED PUBLIC HEARINGS(S).**

**CERTIFICATION: Based upon the answers provided within i. j., k(1), and k(2), above, the Company hereby certifies to the Agency that the undertaking of the proposed project and provision of financial assistance to the Company by the Agency will not violate GML Section 862(1).**

l. Does the Project include facilities or property that are primarily used in making retail sales of goods **or provide** services to customers who personally visit such facilities?  X ; If yes, please explain:

This project will provide approximately four-thousand seven-hundred & sixty-three (4763) square feet of retail

m. If the answer to l. 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** any services to customers who personally visit the Project?  ~2.15 %

n. If more than 33.33%, indicate whether any of the following apply to the Project: Not Applicable

1. Will the Project be operated by a not-for-profit corporation? Yes \_\_\_; No \_\_\_\_. If yes, please explain:

N/A

2. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes \_\_\_\_\_; No \_\_\_\_\_. If yes, please explain:

N/A

3. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the Project and related jobs outside of New York State? Yes \_\_\_\_\_; No \_\_\_\_\_. If yes, please explain:

N/A

4. 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 \_\_\_\_. If yes, please explain:

N/A

5. Will the Project be located in one of the following: (i) an area designed as an Empire Zone pursuant to Article 18-B of the General Municipal Law; or (ii) a census tract or block numbering area (or census tract or block number 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? Yes \_\_\_\_\_; No \_\_\_\_\_. If yes, please explain:

N/A



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

Sub lessee name: \_\_\_\_\_

Present Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Employer's ID No.: \_\_\_\_\_

Sub lessee is a: \_\_\_\_\_ (Corporation, LLC, Partnership, Sole Proprietorship)

Relationship to Company: \_\_\_\_\_

Percentage of Project to be leased or subleased: \_\_\_\_\_

Use of Project intended by Sub lessee: \_\_\_\_\_

Date and Term of lease or sublease to Sub lessee: \_\_\_\_\_

Will any portion of the space leased by this sub lessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes\_\_\_\_; No\_\_\_\_. If yes, please provide on a separate attachment (a) details and (b) the answers to questions I. 1-5 with respect to such sub lessee.

p. Project Costs (Estimates):

Category	Amount
Land-acquisition/Closing Costs	\$8,971,107
Buildings-Construction/Renovation (No FF&E)	\$76,712,402
Utilities, roads and appurtenant costs	Included in above
Machinery and Equipment (All FF&E)	\$1,250,000
Soft Costs (Architect, Legal and Engineering)	\$8,488,815
Costs of Bond issue	N/A
Construction Loan Fees and interest	\$4,820,912
Other (Pre-Leasing Capital/OPEX Reserve)	\$635,823
<b>Total Project Costs</b>	<b>\$100,879,059</b>

Please include supplemental sheets as necessary with all project cost details, including the following:

**Mandatory:** In addition to the above estimated of capital costs of the project, which must include all costs of real property and equipment acquisition and building construction or reconstruction, you must include details on the amounts to be financed from private sector sources, an estimate of the percentage of project costs financed from public sector

sources (all public grants, loans and tax credits to be applied for), and an estimate of both the amount to be invested by the applicant and the amount to be borrowed to finance the project.

The entirety of this project is funded with private money. Approximately 40% of the total costs will be provided by the applicant, or the applicant's investors, and 60% will be borrowed to finance the project.

**PREVAILING WAGE AND MWBE DISCLOSURE PURSUANT TO (NY Labor Law § 224-a:**

On January 1, 2022, certain projects receiving financial assistance from a public entity (including the Agency) will be subject to prevailing wage requirements. While prevailing wage was previously limited to government contracting, this legislation will subject certain projects approved by an IDA to prevailing wage under the New York Labor Law, along with certain MWBE requirements. Generally, and unless an exception is allowed, certain projects with costs that exceed \$5 million and for which at least 30% of these costs are met through use of public funds (including IDA benefits), then the project labor will require payment of applicable prevailing wages.

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that Agency Financial Assistance, including the estimated New York States sales and use tax exemption benefit amount, the estimated mortgage recording tax exemption benefit amount, and the estimated real property tax abatement benefit amount, as so indicated

within this Application, are “public funds” and not otherwise excluded under Section 224-a(3) of the New York Labor Law, and by executing this Certification, (i) confirms that it has received notice from the Agency pursuant to Section 224-a(8)(d) of the New York Labor Law and (ii) acknowledges its obligations pursuant to Section 224-a(8)(a) of the New York Labor Law. The Agency makes no representations or covenants with respect to the total sources of “public funds” received by the Company in connection with the Project.

**MANDATORY: ALL APPLICANTS MUST COMPLETE THE PREVAILING WAGE CHECKLIST ATTACHED HERETO AS EXHIBIT A.**

q. Job Creation & Reporting Requirements:

The New York State Authorities Budget Office (ABO) requires all IDA's, and resultantly all applications for IDA assistance, to accurately report Project Employment Information, the number of Permanent Jobs retained and created due to the IDA's assistance, and the Estimated Average Salaries of both existing and new permanent jobs.

**Project Employment Information:** For project employment information, the applicant is to provide the number of full time equivalent jobs (FTE's) and the salary data for those jobs. Applicants are expected to collect and report this information accurately to the IDA on an annual basis.

The ABO's Public Authorities Reporting Information system (PARIS reporting) requires the following data points (fill in the blanks):

1. <b>Existing</b> Full Time Equivalent employees <b>retained</b> :	0
2. <b>New</b> Full Time Equivalent employees with IDA assistance:	11
3. Time frame for the creation of <b>New</b> Full Time Equivalent employees with IDA assistance:	2 Years
4. <b>Existing</b> Part Time Employees:	0
5. <b>New</b> Part Time Employees with IDA assistance:	9
6. <b>Construction Jobs</b> created by the project:	350
7. Anticipated dates of construction:	Q2 2023 - Q2 2025

**Permanent Jobs:** These Jobs include **Existing** Full Time Equivalent (FTE's) jobs, and **New** Full Time Equivalent (FTE's) jobs. The additional data points are required by the ABO for the recording of permanent jobs created by an IDA assisted Project.

**Permanent jobs created by the Project**

- Column A:** Insert the job titles that exist within the company at the time of application, as well as any new job titles that will be established as a result of the Project.
- Column B:** Indicate the entry level wage for each listed job title either in terms of hourly pay or annual salary.
- Column C:** For each listed job title insert the number of positions that exist at the time of application.
- Column D:** Insert the number of jobs to be created during year one of the Project for each listed job title.
- Column E:** Insert the number of jobs to be created during year two of the Project for each listed job title.
- Column F:** Insert the number of jobs to be created during year three of the Project for each listed job title.
- Column G:** Indicate the total number of jobs to be created for each listed title as a result of the Project. (Column D + Column E + Column F = Column G)

(A) Job Title: (Indicate Existing or New FTE's)	(B) Annual or Hourly Wages	(C) Current Number of Positions	(D) Jobs Created: Year One	(E) Jobs Created: Year Two	(F) Jobs Created: Year Three	(G) Total Jobs Created
Manager	\$100,000	0	1	0	0	1
Leasing Associate I	\$50,000	0	1	0	0	1
Leasing Associate II	\$50,000	0	1	0	0	1
Maint. Manager	\$80,000	0	1	0	0	1
Service Tech	\$55,000	0	1	0	0	1
Porter	\$45,000	0	1	0	0	1

Retail Manager #1	\$85,000	0	1	0	0	1
Retail #1 Staff	\$60,000	0	1	0	0	1
Retail #1/2 Custodial	\$55,000	0	1	0	0	1
Retail Manager #2	\$85,000	0	1	0	0	1
Retail #2 Staff	\$60,000	0	1	0	0	1
<b>TOTALS:</b>	<b>\$725,000</b>	<b>0</b>	<b>11</b>	<b>0</b>	<b>0</b>	<b>11</b>

\*Year 1 of building operation

**Estimated Average Salary** (at current market rates): Permanent Jobs to be created by a project are likely to occur at intervals over the life of the project. Salaries for these positions at the time they are created and filled may be subject to future collective bargaining agreements, competitive market and economic forces, or other factors that cannot be known at the time the project is first established. Accordingly, the project applicant is not expected to provide projected future salary information. Rather, the applicant should enter the current salary and salary ranges, reflecting existing salary schedules, as if those future positions had been filled (or retained) during the reporting period.

- 1) The estimated annualized salary and fringe benefit averages or ranges for categories of the jobs that would be retained or created if the request for financial assistance is granted.

The estimated range of salaries per job created from this project will be between \$45,000 to \$100,000 annually.

In addition to the job figures provided above, please indicate the following:

- 2) An estimate of the number of residents of the economic development region as established pursuant to section two hundred thirty of the economic development law, in which the project is located that would fill such jobs. The labor market area defined by the agency (Mid-Hudson Economic Development Region)

It is anticipated that all jobs created will be hired from the Mid-Hudson Economic Development Region

**PCIDA Financial Assistance Requested and Company Estimates**

- A. Estimated Project Costs eligible for Industrial Development Agency Financial Assistance
  - 1. Sales and Use Tax () Check if Requested
    - A. Amount of Project Cost Subject to Sales and Use Tax: \$ 40,250,000 (approximately)
    - Sales and Use Tax Rate: 8.375 %
    - B. Estimated Sales Tax (A X .08375): \$ 3,375,000 (approximately)
  - 2. Mortgage Recording Tax Exemption () Check if Requested
    - A. Projected Amount of Mortgage: \$ 60,532,665 (approximately)
    - Mortgage Recording Tax Rate: 1%
    - B. Estimated Mortgage Recording Tax (A X .0130): \$ 605,326
  - 3. Real Property Tax Exemption () Check if Requested Applicant is seeking a 20-year PILOT
    - A. Projected Increase in Assessed Value on Project: \$ Unknown
    - B. Total Applicable Tax Rates Per \$1000: \$
    - C. Estimated Annual Taxes without PILOT (A X B)/1,000: \$ Unknown
  - 4. Interest Exemption (Bond transactions only) () Check if Requested
    - a. Total Estimated Interest Expense Assuming Taxable Interest: \$
    - b. Total Estimated Interest Expense Assuming Tax-exempt Interest Rate: \$
- B. Estimated Benefits of Industrial Development Agency Financial Assistance
  - 1. Current Company employment in Village of Port Chester 0
  - 2. Current Company payroll in Village of Port Chester \$ 0
  - 3. Project Jobs to be Created over 3 years 11

Is the company delinquent in the payment of any state or municipal property taxes?  Yes  No

Is the company delinquent in the payment of any income tax obligation?  Yes  No

Is the company delinquent in the payment of any loans?  Yes  No

Is the company currently in default on any of its loans?  Yes  No

Are there currently any unsatisfied judgments against the company?  Yes  No

Are there currently any unsatisfied judgments against any of the company's principals?  Yes  No

Has the company ever filed for bankruptcy?  Yes  No

Have any of the company's principals ever personally filed for bankruptcy, or in any way sought protection from creditors?  Yes  No

Are there any current or pending real estate tax assessment challenges associated with the proposed project realty and/or improvements?  Yes  No

Is the proposed project realty currently subject to any exemption from real estate taxes?  Yes  No

Are there any current or pending criminal investigations or indictments of the Company or any of its principals or equity holders (including any and all holders of equity or ownership of Company parent organizations)?  Yes  No

If the answer to any of the questions above is "Yes," please provide additional comments in the space below and on additional pages if necessary.

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**r. For Industrial Revenue Bonds ONLY, including this project, list capital expenditures of the company at Project location:**

Category	Last Three Years	Next Three Years
Land		
Building		
Equipment		
Soft Costs		
Other		
<b>Total</b>		

s. State whether there is a likelihood that the project would not be undertaken but for the financial assistance provided by the Agency, or, if the project could be undertaken without financial assistance provided by the agency, a statement indicating why the project should be undertaken by the agency

The project offers significant benefit to the Village of Port Chester and its residents, detailed in section (t) below and in our initial presentation to the Board. However, the project is infeasible without financial assistance provided by the agency.

t. List any other positive impacts that the Project may have on the Village of Port Chester:

- Improving land use where existing buildings and uses are underutilized and in poor condition
- The project will be a catalyst of economic activity (creating a vibrant residential community and retail space that will enhance the local economy)
- Nearly 5,000 SF of prime retail space will enhance the pedestrian experience and compliment the Capitol Theatre operations
- A commitment to hiring and creating many local jobs as mentioned in section q, and sourcing materials from local vendors as much as possible
- Our building adheres to the goals and vision of Port Chester's Comprehensive Plan
- Approximately \$1.68M payment for newly adopted mitigation for Payment-in-Lieu of Parking – this will directly be used towards the construction of a municipal parking garage
- Approximately \$1.74M payment for mitigations required under the Form-Based-Code
- Public street trees aid to reduce thermal pollution from storm water runoff by shading and cooling roads and walkways, as well as increase the visual appeal of the immediate surroundings
- Removal of overhead electric wires on all three frontages, making access easier for the Village's fire department
- Replacement of a 92 linear foot portion of existing 12" drainage pipe with a new 15" drainage pipe to accommodate a single drainage connection from the building
- The overall green design of the building will reduce energy and heat gain, and mitigate strain on Village's storm water infrastructure
- An increase in affordable units provided to the Village above and beyond its current supply
- Increased walkability through upgrades to both pedestrian facilities and pedestrian signalization at the intersections of the property
- Building construction is composed entirely of concrete and non-combustible metal framing, utilizing I-A/I-B construction, therefore reducing the Village's overall fire risk in a relied-upon transit area
- Tremendous amount of green building design and sustainable infrastructure, including: green roof, energy efficient windows, 100% electric building, electric car charging stations (encouragement of green vehicles), energy star appliances, low VOC materials, remediation of contaminated soils and materials, access to quality transit, bicycle facilities, rainwater management, heat island reduction, optimization of energy performance, and quality views, among others.



V. 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 collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- B. **First Consideration for Employment:** In accordance with Section 858-b (2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C. **Annual Sales Tax Filings:** In accordance with Section 874 (8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874 (8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.
- 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.
- E. **Absence of Conflicts of Interest:** The applicant has received from the Agency a list of the members, officers, employees and Counsel of the Agency. No member, officer, employee, or Counsel of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

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**HOLD HARMLESS AGREEMENT AND APPLICATION DISCLAIMER  
CERTIFICATION PURSUANT TO NEW YORK STATE  
FREEDOM OF INFORMATION LAW ("FOIL")**

Applicant hereby releases the VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY and the members, officers, servants, agents and employees thereof (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 the 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 the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

Through submission of this Application for Financial Assistance (this "Application"), the Company acknowledges that the Agency, as a public benefit corporation, is subject to the New York State Freedom of Information Law ("FOIL") and Open Meetings Law ("OML"), as codified pursuant to the Public Officers Law ("POL") of the State of New York (the "State"). Accordingly, unless portions hereof are otherwise protected in accordance with this Certification, this Application, including all Company-specific information contained herein, is subject to public disclosure in accordance with applicable provisions of the POL, Article 18-A of the General Municipal Law ("GML") and the Public Authorities Accountability Act of 2005, as codified within the Public Authorities Law ("PAL") of the State. Specifically, this Application may be disclosed by the Agency to any member of the public pursuant to a properly submitted request under FOIL and the Agency is further required to affirmatively disclose certain provisions contained herein pursuant to the GML and PAL, including the identification of the Company, general project description, location proposed capital investment and job estimates.

Notwithstanding the foregoing, the Company, pursuant to this Certification, may formally request that the Agency consider certain information contained within this Application and other applicable supporting materials proprietary information and "trade secrets", as defined within POL Section 87(2)(d). To the extent that any such information should qualify as trade secrets, the Company hereby requests that the Agency redact same in the event that formal disclosure is requested by any party pursuant to FOIL. Application Sections or information requested by Company for Redaction\*:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(\* - Please indicate specific sections within Application that the Company seeks to qualify as “trade secrets”. Additional correspondence or supporting information may be attached hereto. Please also note that notwithstanding the Company’s request, the Agency shall make an independent determination of the extent to which any information contained herein may be considered as such)

In the event that the Agency is served with or receives any subpoena, request for production, discovery request, or information request in any forum that calls for the disclosure of the Application, in entirety, specifically including but not limited to any demand or request for production or review of Company-designated trade secrets, the Agency agrees to notify the Company as promptly as is reasonably possible, and to utilize its best efforts to: oppose or decline any such request; preserve the confidentiality and non-disclosure of such requested confidential material; and maintain such information and prevent inadvertent disclosure in responding to any such discovery or information request. The Company understands and agrees that all reasonable costs, including attorney’s fees, associated with any such formal undertaking by the Agency to protect the trade secrets from disclosure shall be reimbursed by the Company to the Agency.

The undersigned officer of the applicant deponent acknowledges and agrees that the applicant shall be and is responsible for all costs incurred by the Agency and legal counsel for the Agency, whether or not the Application, the proposed project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the proposed project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the proposed project described herein and (C) any further action taken by the Agency with respect to the proposed project; including without limiting the generality of the foregoing, all causes of action and attorney's fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing.

By executing and submitting this Application, the applicant covenants and agrees to pay the following fees to the Agency, the same to be paid at the times indicated:

- (a) The sum of \$2,500, plus the sum of \$500 as a non-refundable processing fee, to be paid upon submission of the Application;
- (b) An Administrative Fee amounts to be determined using the schedule on Page 2 hereof for all other projects for which the Agency provides financial assistance, to be paid at transaction closing;
- (c) An amount to be determined by Agency Staff payable to the Agency's bond/transaction counsel for the preparation and review of the inducement resolution, the environmental compliance resolution, TEFRA hearing proceedings and the tax questionnaire assuming no further activity occurs after the completion of the inducement proceedings, to be paid within ten (10) business days of the receipt of bond/transaction counsel's invoice;

- (d) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel or bond/transaction counsel, and (2) other consultants retained by the Agency in connection with the proposed project; with all such charges to be paid by the applicant at the closing or, if the closing does not occur, within ten (10) business days of receipt of the Agency's invoices therefore please note that the applicant is entitled to receive a written estimate of fees and costs of the Agency's bond/transaction counsel;
- (e) The cost incurred by the Agency and paid by the applicant, including bond/transaction counsel and the Agency's general counsel's fees and the processing fees, may be considered as a costs of the project and included in the financing of costs of the proposed project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.

The applicant further covenants and agrees that the applicant is liable for payment to the Agency of all charges referred to above, as well as all other actual costs and expenses incurred by the Agency in handling the application and pursuing the proposed project notwithstanding the occurrence of any of the following:

- (a) The applicant's withdrawal, abandonment, cancellation or failure to pursue the Application;
- (b) The inability of the Agency or the applicant to procure the services of one or more financial institutions to provide financing for the proposed project;
- (c) The applicant's failure, for whatever reason, to undertake and/or successfully complete the proposed project; or
- (d) The Agency's failure, for whatever reason, to issue tax-exempt revenue bonds in lieu of conventional financing.


The applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Company Acknowledgment and Certification:

The undersigned, being a duly authorized representative of the Company, hereby and on behalf of the Company, certifies to the best of his or her knowledge and under the penalty of perjury that all of the information provided by the Company within this Application for Financial Assistance is true, accurate and complete.

The Company, on behalf of itself and all owners, occupants and/or operators receiving or that will receive financial assistance from the Agency (collectively, the "Recipients") hereby certifies that the Recipients are in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

The Company, on behalf of itself and all Recipients, hereby further acknowledges that the submission of any knowingly false or knowingly misleading information herein or within any agreement with the Agency 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 the Agency's involvement in the project, including all costs of the agency relating to same. The Company has reviewed and accepts the terms of the Agency's Project Recapture and Termination Policy.

By:   
Name: Nick Williams  
Title: Managing Member

State of New York )  
County of Westchester ss.:

On the 4th day of November in the year 2022, before me, the undersigned, personally appeared Nick Williams, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public  


COLVERT WINSTON MOORE  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01MO6433185  
Qualified in Westchester County  
My Commission Expires 05-16-2026

## ***Project Summary and Financial Assistance Cost Benefit Analysis***

*(This page to be completed by PCIDA Staff)*

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**Company Name:**

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**Project Description:**

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**Project Location:**

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**Town/Village:**

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**School District:**

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**Estimated Cost of Industrial Development Agency Financial Assistance**

- 1. Sales and Use Tax Exemption
  - A. Amount of Project Cost Subject to Sales and Use Tax: \$
  - Sales and Use Tax Rate: \_\_\_\_\_%
  - B. Estimated Exemption (A X .0735): \$
  
- 2. Mortgage Recording Tax Exemption
  - A. Projected Amount of Mortgage: \$
  - Mortgage Recording Tax Rate: \_\_\_\_\_%
  - B. Estimated Exemption (A X .0130): \$
  
- 3. Real Property Tax Exemption
  - A. Projected Increase in Assessed Value on Project: \$
  - B. Total Applicable Tax Rates Per \$1000: \$
  - C. Total Annual Taxes without PILOT (A X B)/1,000: \$
  - D. PILOT Exemption Rate (see PCIDA Uniform Tax Exemption Policy): %
  - E. Average Annual PILOT Payment (C X D): \$
  - F. Net Exemption over PILOT term ((C-E) x 7, 10 or 15): \$
  
- 4. Interest Exemption (Bond transactions only)
  - a. Estimated Interest Expense Assuming Taxable Interest: \$
  - b. Estimated Interest Expense with tax-exempt Interest Rate: \$
  - c. Interest Exemption (a - b): \$

**Estimated Benefits of Industrial Development Agency Financial Assistance**

- 1. Jobs to be retained in Port Chester
- 2. Current Company payroll in Port Chester \$
- 3. Project Jobs to be Created over 3 years
- 4. Total Project Investment \$
- 5. Non IDA financing leveraged \$
- 6. Other project benefits:

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Agency Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Applicant Signature: \_\_\_\_\_ Date: \_\_\_\_\_



EXHIBIT A

**PREVAILING WAGE CHECKLIST & MWBE GUIDANCE  
(NY Labor Law § 224-a)**

On January 1, 2022, certain projects receiving financial assistance from the Agency will be subject to prevailing wage requirements. While prevailing wage was previously limited to government contracting, this legislation will subject certain projects approved by the Agency to prevailing wage under the New York Labor Law and certain MWBE requirements. Please use the following table as a checklist to confirm if a project will be subject to prevailing wage if approved:

<p><b>1. Exempt Project:</b></p>	<ul style="list-style-type: none"> <li>a. Residential real estate (less than 4 units),</li> <li>b. Certain not-for-profit corporations with revenue under \$5 million,</li> <li>c. Certain Affordable Housing projects,</li> <li>d. Certain manufactured home park projects,</li> <li>e. Certain projects performed under a pre-hire collective bargaining agreement (e.g., labor peace agreement or project labor agreement),</li> <li>f. Projects funded by § 16-n of the Urban Development Corporation Act or the Downtown Revitalization Initiative,</li> <li>g. The installation of renewable energy systems, renewable heating or cooling systems, or energy storage systems with a capacity of five (5) megawatts (AC) or less,</li> <li>h. NYC IDA Food Retail Expansion to Support Health projects,</li> <li>i. NYC EDC Small Business Incubator programs under 10,000 sq. ft.,</li> <li>j. NYC Dept. of Education school construction under 60,000 sq. ft., and</li> <li>k. Projects that receive certain tax benefits related to historic rehabilitation.</li> </ul>	<p>Yes <input type="checkbox"/></p> <p>No <input checked="" type="checkbox"/></p>
<p><b>2. Covered Project:</b></p>	<p>Construction projects throughout the state whose total costs exceed \$5 million and for which at least 30% of these costs are met through use of public subsidies.<sup>1</sup></p>	<p>Yes <input type="checkbox"/></p> <p>No <input checked="" type="checkbox"/></p>
<p><b>3. Public Fund Exemptions:</b></p>	<ul style="list-style-type: none"> <li>a. Affordable New York Housing Program benefits,</li> <li>b. Funds that are not provided primarily to promote, incentivize, or ensure that construction work is performed, which would otherwise be considered public funds (as defined below),</li> <li>c. Funds received for sewer projects or connections to existing sewer lines,</li> <li>d. Tax benefits where the value is unknown at time of construction,</li> <li>e. Tax benefits for Brownfield Cleanup Program,</li> <li>f. Funds for charter school facilities, and</li> <li>g. Any public monies, credits, savings or loans deemed exempt by the Public Subsidy Board.</li> </ul>	<p>Exclude from above total.</p>

<sup>1</sup> "Notice of Expanded Legal Obligations under NYS Prevailing Wage" published on or about September 21, 2021 by the NYS Department of Labor.

<b>4. Public Funds (Public Subsidies):</b>	1. Public entity grants, 2. Savings from fees, rents, interest rates, or loan costs, or insurance costs that are lower than market rate costs, 3. Savings from reduced taxes as a result of tax credits, tax abatements, tax exemptions (i.e., sales tax and mortgage recording tax), or tax increment financing, PILOTs, and 4. Savings from reduced, waived, or forgiven costs (e.g., contingent loan repayments).	Total: \$ _____
<b>5. Effective Date</b>	The prevailing wage and MWBE requirements take effect on January 1, 2022, and shall apply to contracts for construction executed, incentive agreements executed, procurements or solicitations issued, or applications for building permits on or after such date.	
<b>6. Reporting Requirement</b>	A project beneficiary must certify if a project is a Covered Project within five (5) days of commencement of construction. A Covered Project is subject to stop work orders by the NY Commissioner of Labor.	

**MWBE & SDVOB**

This new Labor Law section has two specific sections set forth in paragraphs 9 and 10 respectively, related to compliance by developers and owners with the objectives and goals under Article 15-A of New York Executive Law related to Minority and Women-Owned Business Enterprises ("MWBE") and Article 17-B of New York Executive Law related to Service Disabled Veteran Owned Businesses ("SDVOB").

To assist with compliance, training and resources shall be available for such firms to comply with prevailing wage requirements. Further, the fiscal officer for the project is required to report on the diversity practices of contractors and subcontractors, utilization of MWBE firms, employment of minorities and women in construction related jobs and practice and policies to provide diversity in the workforce.

The newest participation goal is 30% for MWBE and 6% for SDVOB. Contractors must demonstrate a "good faith" effort to comply with the MWBE and SDVOB requirements. Good faith efforts can include the identification of participation areas for MWBEs and SDVOBs and full utilization of lists of certified MWBEs and SDVOBs.

If, despite good faith efforts, a contractor is not able to retain an MWBE or SDVOB for a project, the company must submit a Request for Waiver along with documentation of good faith efforts and the reason they were unable to obtain an MWBE or SDVOB.

**GOOD FAITH EFFORTS CAN BE EVIDENCED BY:**

- Copies of solicitations (advertisements in MWBE or SDVOB-centered publications, those made to vendors in MWBE or SDVOB directories, those made to MWBE or SDVOB-oriented trade and labor organizations, etc.)
- If these solicitations are answered, the contractor must also record specific reasons why the MWBE or SDVOB enterprise was not selected.
  - Dates of any pre-bid, pre-award or other meetings attended by the contractor, if any, scheduled by the Department of Labor with certified MWBE or SDVOB enterprises.
  - Information describing the steps taken to ensure MWBE and SDVOB participation in a project.

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**COMPLIANCE:**

Project beneficiaries of Covered Projects may want to engage a diversity compliance consultant or monitor to ensure good faith efforts, proper waiver application, if necessary or warranted and proper documentation of compliance efforts to avoid penalties and sanctions. Under Article 15-A, §316 and §316-A provide penalties such as fines and ineligibility to bid on projects for one year, as well as liquidated damages for willful or intentional non-compliance.

**RESOURCES:**

Helpful resources and administration forms for the MWBE and SDVOB programs can be found on the NYS Department of Labor website in the middle of the page at the following address: <https://dol.ny.gov/contract-bid-grant-opportunities>.

Exhibit A

Port Chester OZ Fund III QOZB, LLC Org Chart

