

**City of Utica
Industrial Development Agency
Application**

The information required by this form is necessary to determine the eligibility of your project for IDA benefits. Please answer all questions; insert "NONE", or "NOT APPLICABLE", where necessary. If an estimate is given, put "EST." after the figure. Attach additional sheets if more space is needed for a response than is provided. Return three copies of this application to the City of Utica Industrial Development Agency.

All information contained in this form will be treated confidentially, to the extent permitted by law.

A project financed through this Agency involves the preparation and execution of significant legal documents. Please consult with an attorney before signing any documents in connection with the proposed project.

PART I

Applicant

Applicant's legal Name: Johnson Park Green Living LLC

Principal Address: 80 River Street, Suite 5E
Hoboken, NJ 07030

Project Address: 1300-08 West Street, 14-16 Johnson Park, 200 Square Street, 1417-21 West Street
Utica, NY 13501

Telephone Number(s): (212)682-0497 x12

Federal Identification Number: 84-2983390

Company IRS Filing Office Location: Cincinnati, OH

Company Officer completing this application:

Name: Richard Brown

Title: _____

Phone: (718)812-3591 cell (212)682-0497 x12 office

Email: rbrown@rockabill.com

1. A. **Is the applicant a:**

() Corporation: If YES, Public () Private ()
 If a PUBLIC Corporation, on which exchange is it listed?

- _____
- () Sole Proprietorship
 () Partnership
 () Subchapter S
 () DISC
 (x) Other (specify) Limited Liability Company

B. State of incorporation/organization, if applicable: _____

2. **Stockholders, Directors, Officers, Partners or Members**

A. Provide the following information in regard to principal stockholders or parties:

<u>Name</u>	<u>Home Address</u>	<u>Percentage of Ownership</u>
Rockabill Development	80 River Street, Hoboken N	50%
JCTOD Outreach	26 Johnson Park, Utica NY	50%

B. Provide the following information in regard to officers and directors:

<u>Company Officer</u>	<u>Name and Home Address</u>	<u>Other Principal Business Affiliation</u>
Niall Murray	1040 Bloomfield St., Hoboken N	Rockabill Development President
Rev. Dr. Maria Scates		JCTOD Outreach
Robert Polivka		JCTOD Outreach
Nancy Wolfe		JCTOD Outreach
Jeffrey McArn		JCTOD Outreach

- C. Is the applicant or any of the persons listed in 2(A) above related, directly or indirectly, to any other entity by more than 50% common ownership? If also, indicate name of such entity and the relationship.

Niall Murray is the 100% owner of Rockabill Development

- D. Is the applicant affiliated with any other entity, directly or indirectly, other than as indicated in response to paragraph C above? If YES, please indicate name and relationship of such other entity and the address thereof:

No.

3. **Applicant's accountant**

Name and Title: TBD

Name of Firm: _____

Address: _____

Telephone Number: _____ Email: _____

4. **Applicant's attorney**

Name and Title: Stephen L. Yonaty

Name of Firm: Cannon Heyman & Weiss

Address: 726 exchange Street, Suite 500

Buffalo, NY 14210

Telephone: (716)856-1700 x316 Email: syonaty@chwattys.com

5. **References** (Individuals and institutions in this section may be contacted)

A. Banking/Financial Institution:

<u>Name of Institution</u>	<u>Address and Phone Number</u>	<u>Account Officer/ Contact Person</u>
JP Morgan Chase Bank	125 River Street, Hoboken I	Vanessa Reyes

B. Business suppliers (list three largest accounts)

<u>Name of Supplier</u>	<u>Address and Phone Number</u>	<u>Account Officer/ Contact Person</u>
N/A		

C. Major customers (list three largest)

<u>Name of Customer</u>	<u>Address and Phone Number</u>	<u>Account Officer/ Contact Person</u>
NYS HHAP	40 North Pearl Street, Albany NY	Dana Greenberg
NYS HCR	38-40 State Street, Albany NY	Darren Scott
JP Morgan Chase Bank	237 Park Avenue, New York, NY	Dave Walsh

6. **Business Description**

A. Describe nature of business and principal products and/or services:

To develop and operate affordable housing. The Applicant will be developing 62 units of affordable housing and a 12,000 square foot community building to be funded primarily through an award of tax credits provided by New York State Homes and Community Renewal. The housing will be located in the Cornhill section of Utica and will be affordable to individuals and families earning under 50% of area median income for the Utica-Rome MSA. 31 of the units will be rented to individuals who are at risk of homelessness. Services will be provided to these residents in order to ensure housing stability. The community center will house meeting rooms and a food pantry.

B. Describe the geographical market(s) served:

The primary market will be Cornhill and the surrounding neighborhoods. The secondary market

is the City of Utica.

7. **Present location(s) of business operations**

A. List present location(s):

1. N/A

2.

3.

B. For what purpose is each of these used?

1. N/A

2.

3.

C. For each of your present locations which are RENTED, provide the following information:

D. Name of Landlord

Landlord's Address

Landlord's

Telephone Number

1. Not Applicable

2.

3.

Amount of Space

Annual Rental

Lease Termination Date

1. Not Applicable

2.

3.

PART II

Reasons for Project

Please explain in detail why you want to undertake this project and define scope of project:

The Project is being built to provide needed quality affordable housing with services to low income persons and families in the Johnson Park-Cornhill section of Utica. JCTOD will provide services to vulnerable populations living at the Project. In addition to the 62 units, the Project will consist of a community building which will house a food pantry and offer meeting space for Project residents as well as for neighborhood based organizations. The proposed project locations sits on several tracts of vacant land previously occupied by substandard housing. The City of Utica paid for the intial demolition of the prior properties. This Project will consist of 4 separate buildings, all financed with money provided by New York State and the City of Utica. There will be one 51-unit building, one 9 unit building, one 2 unit building and a 12,000 square foot community service building as well as parking as determined by the City of Utica zoning board.

Why are you requesting the involvement of the IDA in your project?

We are requesting a PILOT from the IDA in order to allow the Project to operate as an affordable housing development for seniors, families and persons who are at risk of homelessness. In order to preserve the Project's affordability, which will be governed by a New York State Homes and Community Renewal regulatory agreement and keep the rents at a level that persons who make less than 50% of the median income can afford, it will be necessary to reduce the project's expenses. The PILOT will enable us to do so.

How will the applicant's plans be affected if IDA approval is not granted?

The Applicant would not be able to provide below market rate housing as rents would need to be increased in order to

cover the increased operating costs caused by higher taxes. This would also jeopardize the Project's other financing sources which require that

the Project serve a lower income population.

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

Yes or No

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

The Project would not be undertaken without a PILOT.

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

1. Exemption from Sales Tax ___ Yes or X No
2. Exemption from Mortgage Tax ___ Yes or X No
3. Exemption from Real Property Tax X Yes or ___ No
4. Tax Exempt Financing * ___ Yes or X No

* (typically for not-for-profits & small qualified manufacturers)

A. **Type of Project**

Check category or categories best describing your project (O - Owner) and all end-users (T – Tenant(s)) and the square footage of each:

	Manufacturing		sf
	Industrial (Assembly or Service)		sf
	Research and Development		sf
	Warehousing		sf
	Commercial		sf
	Pollution Control		sf
<input type="radio"/>	Housing	57,000	sf
	Back Office		sf
	Facility for Aging		sf
	Multi-Tenant		sf
	Retail		sf
	Recreational		sf
<input type="radio"/>	Other (specify)	12,000 (community building)	sf
	Total	69,000	sf

B. **Description of Proposed Project**

Check all appropriate categories which apply to the proposed project:

- | | | |
|--|--|---|
| 1. Acquisition of land | YES(<input checked="" type="checkbox"/>) | NO(<input type="checkbox"/>) |
| 2. Acquisition of existing building | YES(<input type="checkbox"/>) | NO(<input checked="" type="checkbox"/>) |
| 3. Renovations to existing building | YES(<input type="checkbox"/>) | NO(<input checked="" type="checkbox"/>) |
| 4. Construction of addition to existing building | YES(<input type="checkbox"/>) | NO(<input checked="" type="checkbox"/>) |
| 5. Demolition | YES(<input checked="" type="checkbox"/>) | NO(<input type="checkbox"/>) |
| 6. Construction of a new building | YES(<input checked="" type="checkbox"/>) | NO(<input type="checkbox"/>) |
| 7. Acquisition of machinery and/or equipment | YES(<input type="checkbox"/>) | NO(<input type="checkbox"/>) |
| 8. Installation of machinery and/or equipment | YES(<input type="checkbox"/>) | NO(<input type="checkbox"/>) |
| 9. Other (specify) _____ | YES(<input type="checkbox"/>) | NO(<input type="checkbox"/>) |

C. What is the zoning classification of the proposed site?

RM Residential Mixed

D. For what purpose was the site most recently used (e.g. light manufacturing, heavy manufacturing, assembly, etc.)?

residential (site is vacant now)

<u>Location(s)</u>	<u>Street Address</u>	<u>Number of Floors/ SF/floor</u>
1300-08, 1417-21	West Street	3
14 Johnson Park & 200 Sqr		2

F. Is the site in an Empire Zone? () Yes (x) No

Is the business Empire Zone certified at this location: () Yes (x) No

Attach a copy of the last Business Annual Report filed.

Is the proposed project located within the boundary of a Central New York Regional Transportation (Centro) District? (x) Yes () No

G. 1. Please describe in detail the facility to be acquired, constructed or renovated (including number of buildings and other existing structures or facilities) and attach plot plans, photos or renderings, if available.

The Project will consist of the construction of three residential buildings (one 51-unit building, one 2-unit building and one 9-unit building along with the construction of one community service building in the Cornhill section of Utica. There are two vacant two-story frame houses on the Project site that will be demolished as part of the Project.

2. If construction or renovation work on this project has already begun, please describe the work in detail.

N/A. Work has not yet begin.

3. What is the estimated useful life of the:

a. Facility: 50 years

b. Equipment: 30 years

H. List the principal items or categories of equipment to be acquired as part of the project.
kitchen appliances, beds & furniture for the 31 units for formerly homeless residents,

kitchen equipment for the food pantry, office furniture for building management and security equipment.

I. If any of this equipment has already been purchased or ordered, please attach all invoices and purchase orders and list amounts paid and dates of expected delivery as well as a brief description:

N/A

J. If the construction or operation of the proposed project will require any local ordinance or variance to be obtained or requires a permit or prior approval of any state or federal agency or body (other than normal occupancy/construction permits), please specify:
The Project has obtained zoning and planning approval from the City of Utica.

K. Will the project have a significant effect on the environment, YES () NO (x). If YES, please describe the effect. **Important: please attach Environmental Assessment Form to this Application**

L. Will a related real estate holding company, partnership or other entity be involved in the ownership structure of the Transaction? YES (x) NO () If YES, please explain:

The Project is being financed through the Low Income Housing Tax Credit Program. The applicant is the SPE established for this purpose.

The ownership will consist of a limited investor partner (the entity has yet to be formed but the investor member is JP Morgan Chase Bank) while the managing member is

comprised of a partnership between the current land owner, JCTOD Outreach, d/b/a Johnson Park and Rockabill Development.

M. 1. With regard to the present owner of the project site, please give:

Name: JCTOD Outreach d/b/a Johnson Park

Address: PO Box 160

Utica, NY 13503

Telephone Number: (315)734-9608

2. If the applicant already owns the project site, indicate:

a. date of purchase: Site will be sold to the applicant at the construction loan closing for a nominal amount _____

b. purchase price: will be a nominal amount

3. If the project site is mortgaged, please indicate:

a. balance of mortgage: N/A

b. holder of mortgage: N/A

N. Is there a relationship, legally, by virtue of common control, or through related persons, directly or indirectly, between the applicant and the present owner of the project site?
YES (x) NO () If YES, please explain:

The current owner is 50% of the managing member of the applicant
and 100% owner of the fee title owner for the proposed Project.

O. Is the company currently a tenant in the building to be occupied?

YES () NO (x)

P. Are you planning to use/develop the entire proposed facility?

YES (x) NO ()

If NO, give the following information with respect to present tenants:

1. Present Tenant Information

a.	<u>Name of Business</u>	<u>Floors Occupied</u>	<u>Square Feet Occupied</u>	<u>Nature of Tenant's Business</u>
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N/A

b. Which of the above tenants will be vacating upon your initial use of the facility? How many jobs will be affected?

<u>Name of Firm</u>	<u>Jobs</u>	<u>Square Footage Now Occupied</u>
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N/A

c. For those tenants who will remain after your initial occupancy of the site, provide the following transaction:

<u>Name of Tenant</u>	<u>Term of Lease</u>	<u>Renewal Options</u>	<u>Square Footage Now Occupied</u>
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N/A

Are any of the above tenants related to the owner of the facility? YES () NO ()

d. If the applicant will be occupying the premises of any of the tenants listed in (c) when their lease expires, please list.

N/A

e. Please provide copies of all present lease(s) at the proposed project site.

f. Do you propose to lease part of the project facility to firms not presently tenants?

YES () NO (x) If YES, provide details of your proposals:

g. Will financing by the Agency for the Project result in the removal or abandonment of a plant or other facility of the applicant or any related entity presently located in another area in the State of New York? YES () NO (x)

If the answer is YES, please explain briefly the reasons for the move.

Is the proposed project reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the State of New York? YES () NO (x)

Is the proposed project reasonably necessary to preserve the competitive position of the project occupant in its respective industry? YES () NO (x)

h. If any of the parties who will be tenants in this project are related to or affiliated with the applicant, please identify them:

JCTOD Outreach will occupy and operate the food pantry in the community building.

1. Please attach any written agreements (e.g., options, purchase contracts, invoices, etc.) concerning the acquisition of the real property or equipment for this proposed facility.

2. Employment *

- a. List your present employment in the City of Utica, if any, and an estimate of the employment at the proposed facility at the end of two years. NOTE: New York State considers Full Time employment as 35 hours or more. Full-time jobs, plus the combination of two or more part-time jobs that, when combined together, constitute the equivalent hours of a full-time position (35 or more hours).

Employment	Current # of applicant's jobs at/or to be located at proposed project location	Number of FTE jobs to be RETAINED	Number of FTE jobs to be CREATED two years after project completion	Estimate number of residents in Labor Market Area that will fill projected jobs two years after project completion
Full-Time (FTE)	0	0	7	7

The Labor Market Area consists of the following counties: Oneida, Lewis, Herkimer, Otsego, Madison and Oswego

- b. Characterize the labor force to be associated with this project location according to the following categories:

Category	Current/ Anticipated	Avg Salary or Salary Range	Avg Fringe Benefits or Range
Officers			
Sales/Supervisory	2	52,000	22,000
Clerical	2	32,200	13,850
Plant/Production			
Other (specify)	3	37,440	16,100

Notes:

- c. Estimate the Annual Payroll for the employees associated with the project location.

Currently	End of Year One	End of Year Two
\$	\$ 280,720	\$ 289,000

* Company/Applicant will be required to submit Annual Project Monitoring Reports (attached) along with a copy of the NYS 45 (four quarters) for a minimum of five (5) years for any commercial project and ten (10) years for any industrial/manufacturing project, or for the length of UIDA involvement in the project. Annual Project Monitoring Reports will be compared to employment counts as stated above and companies whose reported counts fall below those levels above will be subject to the Agency's Recapture Provisions Policy.

Sources of Funds for Project Costs:

**% of Total
project costs**

Bank Financing:	\$ <u>14,000,000</u>	<u>63%</u>
Equity (excluding equity attributed to grants/tax credits)	\$ <u>1,900,000</u>	<u>8%</u>
Tax Exempt Bond Issuance (if applicable)	\$ _____	_____
Taxable Bond Issuance (if applicable)	\$ _____	_____
Public Sources (Include sum total of all state and federal grants and tax credits)	\$ <u>6,410,000</u>	<u>29%</u>

Identify each state and federal grant/credit:

<u>NYS HHAP</u>	\$ <u>4,500,000</u>
<u>City of Utica</u>	\$ <u>180,455</u>
<u>LIHTC Equity</u>	\$ <u>1,729,545</u>
_____	\$ _____

Total Sources of Funds for Project Costs: \$ 22,310,000 100%

Have any of the above costs been paid or incurred as of the date of this Application?

Yes No. If Yes, describe particulars: Building design and site environmental

fess have been incurred

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

Mortgage Amount (include sum total of construction/permanent/bridge financing): \$ 0

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage Amount as indicated above multiplied by 0.75%): \$ 0

Please Note: The New York State General Municipal Law was recently amended to reflect that industrial development agencies are not exempt from the additional mortgage recording tax of .25% that is assessed to properties that are located within a regional transportation district. Oneida County is located within the Central New York Regional Transportation District; as such, all UIDA projects will be exempt from .75% of mortgage recording tax, but must pay .25% of mortgage recording tax, which will be directed to the Transportation District.

3. Estimated Project Cost

Listed the costs necessary for the construction, acquisition or renovation of the project (this should NOT include working capital needs, moving expenses, work in progress, stock in trade, applicant's debt repayment, real estate broker fees or your legal fees):

Acquisition of Land	\$ _____
Acquisition of Building(s)	\$ _____
Renovation Costs	\$ _____
New Construction of Buildings	\$ 17,100,000
Machinery and Equipment (other than furniture costs)	\$ _____
Furniture and Fixtures	\$ 162,000
Installation Costs	\$ _____
Architectural/Engineering Fees	\$ 900,000
Fees (other than your own counsel and brokerage fees)	\$ 338,000
Interest on Interim Financings	\$ 650,000
Other (specify) insurance	\$ 300,000
_____	_____
Total Project Cost	\$ 19,450,000

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

\$ _____

Estimated State and local Sales and Use Tax Benefit (product of 8.75% multiplied by the figure, above):

\$ _____

3. Estimated Project Cost

Listed the costs necessary for the construction, acquisition or renovation of the project (this should NOT include working capital needs, moving expenses, work in progress, stock in trade, applicant's debt repayment, real estate broker fees or your legal fees):

		<i>Prior Amt.</i>
Acquisition of Land	\$ <u>300,000</u>	0
Acquisition of Building(s)	\$ _____	
Renovation Costs	\$ _____	
New Construction of Buildings	\$ <u>20,917,577</u>	\$ 17,100,000
Machinery and Equipment (other than furniture costs)	\$ _____	
Furniture and Fixtures	\$ <u>162,000</u>	\$ 162,000
Installation Costs	\$ _____	
Architectural/Engineering Fees	\$ <u>1,003,900</u>	\$ 900,000
Fees (other than your own counsel and brokerage fees)	\$ <u>1,096,629</u>	\$ 338,028
Interest on Interim Financings	\$ <u>1,466,000</u>	\$ 650,000
Other (specify) <u>insurance</u>	\$ <u>2,860,352</u>	\$ 300,000
<u>Reserves & Dev. Fee</u>		
 Total Project Cost	 \$ <u>27,806,458</u>	 \$ 19,450,000

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

\$ N/A

Estimated State and local Sales and Use Tax Benefit (product of 8.75% multiplied by the figure, above):

\$ N/A

4. Real Estate Taxes

List separately the proposed project's Real Estate Taxes and/or Assessed Value as it applies to land and building:

Project's	Real Estate Taxes	Assessed Value
Land(s)	\$ Taxes are currently 0	\$
Building(s)	\$	\$
Total	\$	\$

Calculate the value of the PILOT exemption anticipated for the project described:

\$ _____

5. Project Schedule

Indicate the estimated dates for the following:

- a. Construction commencement: March 1, 2022
- b. Construction completion: June 1, 2023
- c. Project financing: List the dates and in what amounts the estimated funds will be required:

Chase Construction Loan - \$14,000,000 available prior to/at construction loan closing of March 1, 2022

NYS HHAP loan of \$4,500,000 available prior/at to construction loan closing of March 1, 2022

City of Utica loan of \$180,455 available prior to/at the construction loan closing of March 1, 2022

- d. Indicate the name of the incorporated municipality in which the facility will be located and the applicant's (or any related entity's) estimated capital expenditures in such municipality during the past three years:

Utica

- e. What do you expect the applicant's (or any related entities) capital expenditures to be in the above municipality during the next three years (including this project):

\$18,000,000

- f. If the applicant or any related entity has previously secured the benefit of tax exempt financing in the City of Utica, whether through IDA, the New York Job Development Authority or any other entity, please explain (indicate date, location of financed facility, and outstanding balance):

N/A

- g. Has the applicant or any related entity received the benefit of tax exempt financing anywhere within the United States within the past 90 days or is the applicant or any related entity contemplating the receipt of such financing assistance within the next 90 days? YES () NO () if YES, please explain.

No.

6. Project Financing Efforts

IT IS THE APPLICANT'S RESPONSIBILITY TO SECURE A PURCHASER FOR IDA BONDS ISSUED IN CONJUNCTION WITH THIS PROJECT. Below are a series of questions relating to your efforts to secure financing for your project if IDA approval is granted.

- A. Has the applicant contacted any bank, financial/lending institution or private investor in regard to the financing for this project? YES (X) NO () If YES, please give details:

The Project will be financed through the LIHTC program. The applicant has contacted

a lender regarding the construction loan and purchase of the tax credits.

B. Have you obtained a financial commitment for this project? YES () NO ()

1. If YES, please briefly describe this commitment and attach related correspondence:

The Project has received an award of tax credits and subsidy from New York State Homes and Community Renewal.

The Project has also received a commitment for the construction loan from JP Morgan Chase and for the tax credit equity from Hudson Housing Capital (whose investor will be Chase)

2. If NO, please explain how you will be able to finance this project:

N/A

C. Are there any other governmental agencies that you have contacted concerning financial assistance in regard to your proposed project? YES () NO () If YES, please explain:

The Project has received awards from the City of Utica, NYS HCR, NYS HHAP and NYSERDA for capital subsidy for the Project.

D. 1. Will the applicant's obligations be guaranteed, and if so, by whom?

Yes, the guarantees will be provided by Rockabill Development

2. Is the guarantor related to or affiliated with the applicant?

Yes. The guarantor is the managing member of the general partner entity in the applicant.

E. Financial Information (Attach the Following).

1. Financial Statements for the last three fiscal years.
2. Pro forma Balance Sheet as at start of operations at project site.
3. Projected Profit and Loss Statements for first two years of operation at project site.
4. Projected "Cash Flow" Statement, by quarters, for first year of operation at project site.

REPRESENTATIONS AND CERTIFICATION BY APPLICANT

The undersigned requests that this Application be submitted for review to the City of Utica Industrial Development Agency (the "Agency") and its Board of Directors.

Approval of the Application can be granted solely by this Agency's Board of Directors. The undersigned acknowledges that Applicant shall be responsible for all costs incurred by the Agency and its counsel in connection with the attendant negotiations whether or not the transaction is carried to a successful conclusion.

The Applicant further understands and agrees with the Agency as follows:

1. **Annual Sales Tax Filings.** 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 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.
2. **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 as well as tax benefits received with the action of the Agency. Failure to provide such reports as provided in the transaction documents will be an Event of Default under the Lease (or Leaseback) Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.
3. **Absence of Conflict of Interest.** The Applicant has consulted the Agency website of the list of the Agency members, officers and employees of the Agency. No member, officer, or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as herein after described (if none, state "none"):
4. **Hold Harmless.** Applicant hereby releases the Agency and its members, officers, servants, agents and employees 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 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.

5. The Applicant acknowledges that the Agency has disclosed that the actions and activities of the Agency are subject to the Public Authorities Accountability Act signed into law January 13, 2006 as Chapter 766 of the 2005 Laws of the State of New York.
6. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). **Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.**
7. The Applicant acknowledges that it has been provided with a copy of the Agency's recapture policy (the "Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.
8. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

9. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
10. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.

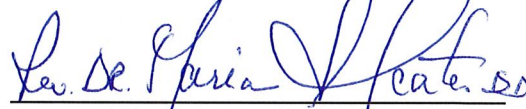
11. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

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

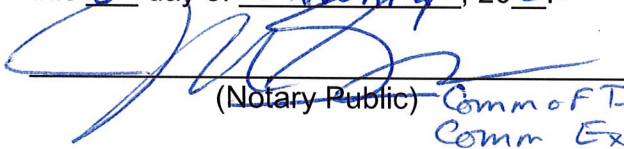
STATE OF NEW YORK)
COUNTY OF ONEIDA) ss.:

Rev. Dr. Maria A. Scates, D.D., being first duly sworn, deposes and says:

1. That I am the Managing Member (50%) (Corporate Office) of Johnson Park Green Living LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.


(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 6th day of January, 2022


(Notary Public) Comm of FD EEDS - UTICA, NY
Comm Exp: 12/31/22

If the application has been completed by or in part by other than the person signing this application for the applicant please indicate who and in what capacity:

By: _____
Name: Mr. Richard Brown
Title: Managing Member 50%
Date: January 7, 2021

Return the original application and six copies with a check in the amount of \$250.00 made payable to: Utica Industrial Development Agency, 1 Kennedy Plaza, Utica, New York, Attn.: Jack N. Spaeth, Executive Director.



11. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

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


STATE OF NEW YORK)
COUNTY OF ONEIDA) ss.:

Niall J. Murray, being first duly sworn, deposes and says:

1. That I am the Authorized Signatory (Corporate Office) of Johnson Park Green Living LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.


(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 12 day of January, 20 23


(Notary Public)

JENNIFER M. O'CALLAGHAN
NOTARY PUBLIC OF NEW JERSEY
Commission # 50137856
My Commission Expires 9/18/2025

if the application has been completed by or in part by other than the person signing this application for the applicant please indicate who and in what capacity:

By: Richard Brown [developer and member of the GP]

Name: Richard Brown

Title: Principal

Date: January 12, 2023

Return the original application and six copies with a check in the amount of \$250.00 made payable to: Utica Industrial Development Agency, 1 Kennedy Plaza, Utica, New York, Attn.: Jack N. Spaeth, Executive Director.

1. A. **Is the applicant a:**

() Corporation: If YES, Public () Private ()
 If a PUBLIC Corporation, on which exchange is it listed?

- () Sole Proprietorship
 () Partnership
 () Subchapter S
 () DISC
 (x) Other (specify)

Limited Liability Company

B. State of incorporation/organization, if applicable: _____

2. **Stockholders, Directors, Officers, Partners or Members**

A. Provide the following information in regard to principal stockholders or parties:

<u>Name</u>	<u>Home Address</u>	<u>Percentage of Ownership</u>
Rockabill Development	80 River Street, Hoboken NJ	49%
JCTOD Outreach	26 Johnson Park, Utica NY	51%

B. Provide the following information in regard to officers and directors:

<u>Company Officer</u>	<u>Name and Home Address</u>	<u>Other Principal Business Affiliation</u>
Niall Murray	1040 Bloomfield St., Hoboken NJ	Rockabill Development President
Rev. Dr. Maria Scates		JCTOD Outreach
Robert Polivka		JCTOD Outreach
Nancy Wolfe		JCTOD Outreach
Jeffrey McArn		JCTOD Outreach

D. For what purpose was the site most recently used (e.g. light manufacturing, heavy manufacturing, assembly, etc.)?

residential (site is vacant now)

<u>Location(s)</u>	<u>Street Address</u>	<u>Number of Floors/ SF/floor</u>
2-4 Johnson Square	1421 West Street	3
14 Johnson Park & 200 Sq		2

F. Is the site in an Empire Zone? () Yes (x) No

Is the business Empire Zone certified at this location: () Yes (x) No

Attach a copy of the last Business Annual Report filed.

Is the proposed project located within the boundary of a Central New York Regional Transportation (Centro) District? (x) Yes () No

G. 1. Please describe in detail the facility to be acquired, constructed or renovated (including number of buildings and other existing structures or facilities) and attach plot plans, photos or renderings, if available.

The Project will consist of the construction of three residential buildings (one 51-unit building, one 2-unit building and one 9-unit building along with the construction of one community service building in the Cornhill section of Utica. There are two vacant two-story frame houses on the Project site that will be demolished as part of the Project.

2. If construction or renovation work on this project has already begun, please describe the work in detail.

N/A. Work has not yet begin.

3. What is the estimated useful life of the:

a. Facility: 50 years

b. Equipment: 30 years

2. Employment *

- a. List your present employment in the City of Utica, if any, and an estimate of the employment at the proposed facility at the end of two years. NOTE: New York State considers Full Time employment as 35 hours or more. Full-time jobs, plus the combination of two or more part-time jobs that, when combined together, constitute the equivalent hours of a full-time position (35 or more hours).

Employment	Current # of applicant's jobs at/or to be located at proposed project location	Number of FTE jobs to be RETAINED	Number of FTE jobs to be CREATED two years after project completion	Estimate number of residents in Labor Market Area that will fill projected jobs two years after project completion
Full-Time (FTE)	0	0	2	2

The Labor Market Area consists of the following counties: Oneida, Lewis, Herkimer, Otsego, Madison and Oswego

- b. Characterize the labor force to be associated with this project location according to the following categories:

Category	Current/ Anticipated	Avg Salary or Salary Range	Avg Fringe Benefits or Range
Officers			
Sales/Supervisory			
Clerical			
Plant/Production			
Other (specify)	2	37,440	16,100

Notes: these are the jobs supported by rents only. The Project will also generate additional jobs through

- c. Estimate the Annual Payroll for the employees associated with the project location.

Currently	End of Year One	End of Year Two
\$	\$ 107,080	\$ 109,221

* Company/Applicant will be required to submit Annual Project Monitoring Reports (attached) along with a copy of the NYS 45 (four quarters) for a minimum of five (5) years for any commercial project and ten (10) years for any industrial/manufacturing project, or for the length of UIDA involvement in the project. Annual Project Monitoring Reports will be compared to employment counts as stated above and companies whose reported counts fall below those levels above will be subject to the Agency's Recapture Provisions Policy.

Sources of Funds for Project Costs:

		% of Total project costs
Bank Financing:	\$ <u>16,076,000</u>	<u>58%</u>
Equity (excluding equity attributed to grants/tax credits)	\$ <u>2,300,000</u>	<u>8%</u>
Tax Exempt Bond Issuance (if applicable)	\$ _____	_____
Taxable Bond Issuance (if applicable)	\$ _____	_____
Public Sources (Include sum total of all state and federal grants and tax credits)	\$ <u>9,220,106</u>	<u>34%</u>
Identify each state and federal grant/credit:		
<u>NYS HHAP</u>	\$ <u>5,625,000</u>	
<u>City of Utica</u>	\$ <u>1,369,224</u>	
<u>LIHTC Equity</u>	\$ <u>2,225,882</u>	
_____	\$ _____	
Total Sources of Funds for Project Costs:	\$ <u>27,596,106</u>	<u>100%</u>

Have any of the above costs been paid or incurred as of the date of this Application?

Yes No. If Yes, describe particulars: Building design and site environmental
fess have been incurred

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

Mortgage Amount (include sum total of construction/permanent/bridge financing): \$ N/A

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage Amount as indicated above multiplied by 0.75%): \$ N/A

Please Note: The New York State General Municipal Law was recently amended to reflect that industrial development agencies are not exempt from the additional mortgage recording tax of .25% that is assessed to properties that are located within a regional transportation district. Oneida County is located within the Central New York Regional Transportation District; as such, all UIDA projects will be exempt from .75% of mortgage recording tax, but must pay .25% of mortgage recording tax, which will be directed to the Transportation District.

4. Real Estate Taxes

List separately the proposed project's Real Estate Taxes and/or Assessed Value as it applies to land and building:

Project's	Real Estate Taxes	Assessed Value
Land(s)	\$ 603	\$ 9,000
Building(s)	\$ 2,144	\$ 32,000
Total	\$ 2,747	\$ 41,000

Calculate the value of the PILOT exemption anticipated for the project described:

\$ 1,461,332

5. Project Schedule

Indicate the estimated dates for the following:

- a. Construction commencement: January 31, 2023
- b. Construction completion: April 30, 2024
- c. Project financing: List the dates and in what amounts the estimated funds will be required:

Chase Construction Loan - \$16,076,000 available prior to/at construction loan closing of January 31, 2023

NYS HHAP loan of \$5,625,000 available prior/at to construction loan closing of January 31, 2023

City of Utica loan of \$1,369,224 available prior to/at the construction loan closing of January 31, 2023

- d. Indicate the name of the incorporated municipality in which the facility will be located and the applicant's (or any related entity's) estimated capital expenditures in such municipality during the past three years:

Utica

- e. What do you expect the applicant's (or any related entities) capital expenditures to be in the above municipality during the next three years (including this project):

\$21,500,000