

**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: People First AMP 1, LLC (to be formed)

Principal Address: 509 2nd Street, ST 1
Utica, NY 13501-2450

Project Address: 1600-1790 Armory Drive
Utica, NY 13501

Telephone Number(s): 315-735-5246

Federal Identification Number: _____

Company IRS Filing Office Location: Department of Treasury – IRS, Ogden, UT 84201-0011

Company Officer completing this application:

Name: Robert Calli

Title: President, Central New York Community Solutions, Inc. ("CNYCS")

Phone: 315-601-7690 cell 315-735-5246 office

Email: ~~dhw.williams@gmail.com~~ bcalliepeoplefirstny.org

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, if applicable: New York

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> |
|--------------|-----------------------------|--------------------------------|
| People First | 509 Second Street, Utica, N | 100 |
| | | |
| | | |
| | | |

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> |
|------------------------|------------------------------|---|
| President, CNYCS | Robert Calli | |
| Vice President, CNYCS | Lou Parrotta | |
| Director, CNYCS | Frank Meola | |
| Director, CNYCS | Nelson Santiago | |
| Director, CNYCS | Linda Zulla | |
| Director, CNYCS | Carmen Durante | |

- 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.

N/A

- 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:

Please see attached

3. **Applicant's accountant**

Name and Title: Brent Jensen

Name of Firm: EFPR Group, CPAs

Address: 6390 Main Street, Suite 200

Williamsville, NY 14221

Telephone Number: (716) 634-0700 Email: _____

4. **Applicant's attorney**

Name and Title: Matt Carrigg

Name of Firm: Nixon Peabody, LLC

Address: 1300 Clinton Square

Rochester, NY 14604-1792

Telephone: 585-263-1214 Email: mcarrigg@nixonpeabody.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> |
|----------------------------|---------------------------------|--|
| Bank of Utica | 222 Genesee St., Utica, NY | Brian Loughlin |

References relate to UMHA

B. Business suppliers (list three largest accounts)

| <u>Name of Supplier</u> | <u>Address and Phone Number</u> | <u>Account Officer/ Contact Person</u> |
|-------------------------|----------------------------------|--|
| Home Depot | PO Box 70293, Philadelphia, PA | |
| Lowe's Home Improvement | 710 Horation St, Utica, NY 13501 | |
| W.B. Mason | 9396 River Rd., Marcy, NY 1340 | Andrew Daley |

C. Major customers (list three largest)

| <u>Name of Customer</u> | <u>Address and Phone Number</u> | <u>Account Officer/ Contact Person</u> |
|-------------------------|---------------------------------|--|
|-------------------------|---------------------------------|--|

6. **Business Description**

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

People First - AMP 1, LLC will be a single purpose entity formed for the development of the AMP 1 site, which currently consists of FX Matt, ND Peters and Adrean Terrace Apartments. This entity will be for the sole purpose of these developments, providing affordable and supportive housing.

- B. Describe the geographical market(s) served:

City of Utica, Oneida County

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.

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. N/A

2.

3.

Amount of Space

Annual Rental

Lease Termination Date

1.

2.

3.

D. For each of your present locations which you OWN, provide the following information:

| | <u>Location</u> | <u>Annual Mortgage Payment</u> | <u>Termination Date</u> |
|----|-----------------|--------------------------------|-------------------------|
| 1. | NA | NA | NA |
| 2. | | | |
| 3. | | | |

E. List which of your present locations, if any, will be vacated if IDA approval for your project is given:

If any of these locations will be sublet or sold, provide information concerning your ability to do so:

PART II

Reasons for Project

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

The AMP 1 development will consist of the demolition of the 361-units onsite.

These developments have surpassed their useful life, and maintenance and tenant are daily issues. The new construction of 425 units will not only add units to the People First inventory, it will provide new units to residents of AMP 1.

The new units will comply with updated ADA standards, be 100% electric and energy efficient.

The current units have limited ADA accessibility, and have constant maintenance issues.

These will be new, modern units, which will have a significant impact on not only this section, but the entire city of Utica. The Vega Center will also be demolished and replaced with a new, larger Vega Center that can serve our tenants and the community better.

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

As this is a tax credit development, HCR/HFA will require certain incentives and participation, the requested PILOT, sales tax exemption and mortgage recording tax exemption are included in this list. Without IDA participation, this development does not have a path forward.

The intent would be to structure this as we have structured previous People First developments.

We are requesting a PILOT that is 3.5% of Effective Gross Income.

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

HFA/HCR will not approve funding for this project without a property tax abatement.

If the IDA is not involved, we do not envision HFA/HCR supporting the funding of this development.

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:

N/A

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

- | | | | | | |
|----|----------------------------------|-------------|--------|-------------|----|
| 1. | Exemption from Sales Tax | <u>X</u> | Yes or | <u> </u> | No |
| 2. | Exemption from Mortgage Tax | <u>X</u> | Yes or | <u> </u> | No |
| 3. | Exemption from Real Property Tax | <u>X</u> | Yes or | <u> </u> | No |
| 4. | Tax Exempt Financing * | <u> </u> | Yes or | <u>X</u> | 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 |
| T | Housing | 510,000 | sf |
| | Back Office | | sf |
| | Facility for Aging | | sf |
| | Multi-Tenant | | sf |
| | Retail | | sf |
| | Recreational | | sf |
| | Other (specify) | | sf |
| | Total | 510,000 | sf |

B. **Description of Proposed Project**

Check all appropriate categories which apply to the proposed project:

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

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

Mixed-Use Campus

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

Residential

- E. Location(s) Street Address Number of Floors/ SF/floor
- FX Matts/ND Peters Apts 1790 Armory/1600 Armory 7 and 10 Buildings
- Adrean Terrace Apartments 1736 Armory Dr Utica 1350 24 Buidlings

- 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 three developments that make up the AMP 1 site total 41 buildings and 361
residential units. Following a multiphase development, demolishing
all units, the end result will be 425 new, energy efficient units spread over the
27 acre site.

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

N/A

3. What is the estimated useful life of the:

a. Facility: 50 Years

b. Equipment: 40 Years

- H. List the principal items or categories of equipment to be acquired as part of the project.
Principle categories will include HVAC, flooring, cabinets, appliances,
roofing, rough & finish carpentry and site work, this will be a new construction development.
- 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:
- J. N/A
- K. 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:
HFA and HCR funding approval is required. Site plan will also need to be approved by
City of Utica. SEQR and HUD environmental review are required. A CHAP
application was submitted to HUD 6/28/2024 for the RAD conversion.
- L. 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**
- M. Will a related real estate holding company, partnership or other entity be involved in the ownership structure of the Transaction? YES() NO(X) If YES, please explain:

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

Name: Utica Municipal Housing Authority

Address: 509 2nd Street

Utica NY 13501

Telephone Number: 315-735-5246

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

a. date of purchase: _____

b. purchase price: _____

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

a. balance of mortgage: N/A

b. holder of mortgage: _____

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:

There is common ownership between current owner and applicant.

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> |
|----|-----------------------------|----------------------------|---------------------------------|--|
|----|-----------------------------|----------------------------|---------------------------------|--|

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> |
|---------------------|-------------|------------------------------------|
|---------------------|-------------|------------------------------------|

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> |
|---------------------------|--------------------------|----------------------------|--|
|---------------------------|--------------------------|----------------------------|--|

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.

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:

The building is residential and provides housing to qualifying individuals.

- 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:

N/A

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) | 6 | 6 | 7 | 13 |

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 | 3 | 60,000 | 9,000 |
| Clerical | 2 | 50,000 | 7,500 |
| Plant/Production | 4 | 60,000 | 9,000 |
| Other (specify) | 4 | 50,000 | 7,500 |

Notes: Other is services staff for the supportive units, the Plant/Production include maintenance staff.

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

| Currently | End of Year One | End of Year Two |
|------------|-----------------|-----------------|
| \$ 350,000 | \$ 720,000 | \$ 720,000 |

* **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>14,800,000</u> | <u>5.2%</u> |
| Equity (excluding equity attributed to grants/tax credits) | \$ <u>15,650,000</u> | <u>5.5%</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>254,840,000</u> | <u>89.3%</u> |

Identify each state and federal grant/credit:

| | |
|------------------------|-----------------------|
| <u>Tax Credits</u> | \$ <u>84,060,000</u> |
| <u>HFA/HCR Subsidy</u> | \$ <u>155,780,000</u> |
| <u>HHAP</u> | \$ <u>15,000,000</u> |
| _____ | \$ _____ |

Total Sources of Funds for Project Costs: \$ 285,290,000 100%

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

☒ Yes ☐ No. If Yes, describe particulars: A portion of the A&E costs have been incurred

PNA has occurred and surveys are underway

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): \$ 26,000,000

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage \$ 195,000

Amount as indicated above multiplied by 0.75%):

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 | \$ <u>0</u> |
| Acquisition of Building(s) | \$ <u>2,350,000</u> |
| Renovation Costs | \$ <u>0</u> |
| New Construction of Buildings | \$ <u>192,480,000</u> |
| Machinery and Equipment (other than furniture costs) | \$ <u>500,000</u> |
| Furniture and Fixtures | \$ <u>430,000</u> |
| Installation Costs | \$ <u>60,000</u> |
| Architectural/Engineering Fees | \$ <u>9,880,000</u> |
| Fees (other than your own counsel and brokerage fees) | \$ <u>18,000,000</u> |
| Interest on Interim Financings | \$ <u>41,370,000</u> |
| Other (specify) <u>Relocation, Legal, Permits</u> | \$ <u>20,220,000</u> |
| <u>Reserves, Financing, Title</u> | |
| Total Project Cost | \$ <u>285,290,000</u> |

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:

\$ 90,000,000

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

\$ 7,875,000

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) | \$ 10,297 | \$ 965,000 |
| Building(s) | \$ 53,139 | \$ 4,980,000 |
| Total | \$ 63,436 | \$ 5,945,000 |

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

\$ 18,322,812

5. Project Schedule

Indicate the estimated dates for the following:

- a. Construction commencement: 4/2025
- b. Construction completion: 10/2029
- c. Project financing: List the dates and in what amounts the estimated funds will be required:

The funding for the initial 64 units will occur in December 2024 (\$34,000,000), with funding on
the remaining units will occur in October 2025 (\$251,290,000)

- 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:

City of 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):

\$120,000,000 estimate

- 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):

No

- 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:

Yes, CITI has supplied an LOI to provide the perm and construction financing
for the initial 65 units, and will provide the necessary Letter of Credit
for the other 360 units. Boston Financial has provided a LOI to purchase
the tax credits on the initial 65 units, and is interested in the remaining 360 units.

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

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

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

Numerous discussions have occurred with HFA/HCR on this development.

Every conversation has been very positive, an overall financial package will be submitted by the end of the month, at their request.

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

City of Utica HOME Program

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

Please see attached

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

Please see attached

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.

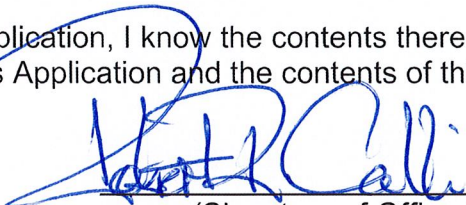
11. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New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

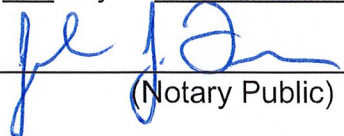
STATE OF NEW YORK)
COUNTY OF ONEIDA) ss.:

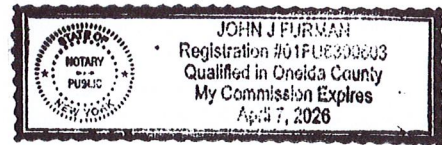
Robert Calli, being first duly sworn, deposes and says:

1. That I am the President (Corporate Office) of CNYCS, which will be the sole member of People First AMP 1, 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 7th day of AUGUST, 2024


(Notary Public)



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: _____

Title: _____

Date: _____

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.

AMP 1

Additional Information

PART I

2D. 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:

The applicant will be the owner of a low-income housing tax credit ("LIHTC") project developed by the Vecino Group New York, LLC and the Municipal Housing Authority of the City of Utica New York ("UMHA"). People First – AMP 1, LLC ("People First") will initially be the sole member in the Applicant. CNYCS, an instrumentality controlled by UMHA, will be the sole member of People First. At the financial closing for construction, a LIHTC investor will be admitted to the Applicant as an investor member and will own a 99.99% interest, and People First's interest will be reduced to 0.01%.

6D.1. Will the applicant's obligations be guaranteed, and if so, by whom?

Vecino Group New York, LLC, or an affiliate, will provide construction guarantees for the project. After conversion to permanent financing, UMHA or its affiliate will assume guarantees.

6D. 2. Is the guarantor related to or affiliated with the applicant?

Vecino is the developer of the project and will not have an ownership interest in the applicant. UMHA is affiliated with the applicant as People First - AMP 1, LLC is an affiliate of UMHA.

PART II

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

We are requesting a PILOT based on 3.5% EGI for the AMP 1 redevelopment. As a public housing development, the PILOT payment on the current 361 units was \$63,436 in 2023, well below the 3.5% EGI figure. The housing authority is requesting the state make a major investment in Utica, they will look to others to contribute to this. We respectfully ask for this compromise on property tax rates. If we do underwrite this transaction at the 7% EGI, it will result in a much larger ask of the state which likely would not happen or be financially infeasible.

The ownership will be maintained by People First, this reduction in property taxes will not result in more profit flowing to People First or the development team, it is solely to make this development more appealing to state funders. This generational development will enhance this area of Utica. The current AMP 1 buildings have reached functional obsolescence, as evidenced by available Capital Needs Assessments performed by a third-party provider. The current units do not meet the needs of our residents, ranging from lack of ADA accessibility to failing infrastructure, AMP 1 is becoming more and more of a burden for People First. This new development is planned to contain 425 new residential units, providing 60 new supportive units with onsite services. The People First team has been mindful of the current residents, has performed surveys and interviewed residents to see what they would like to see in a new development. While construction is never fun, we will work with professionals to minimize the impact and provide them more functional, appealing and

efficient units upon their completion. High efficiency utilities will be provided, making this a fossil free development.

Our plans show this as a 3-phased development, but the intent is for this to be a 2-phased development. It will consist of the 65-unit 9% transaction which has a September 2024 application, followed up with a 4% development to cover the remaining units. Discussions with HCR/HFA have pointed to this second phase having only 1 tax credit closing, but the possibility of them having 2 tranches of bonds to reduce the interest burn. The overall AMP 1 redevelopment would consist of 2 tax credit closings. The initial 9% transaction would close in late 2025, with the 4% transaction following that by approximately 6 months. The 9% development would consist of site work and construction covering approximately 3 acres, the 4% development would entail site work on the remaining acreage and incorporate the Vega Center. The Vega Center is essentially the community building for the development, which will hold supportive and leasing offices, computer lab, community room, educational rooms for job training, after school options, etc. There will also be a gym within this building that can be converted to a multi-use space.

Page 15 Is it true they are also requesting mortgage recording tax exemption? Since the mortgage is to HFA, they should use the State's mortgage tax exemption because NYS is exempt from the CENTRO tax but UIDA is not. (This is consistent with all prior HFA transactions.)

The first 65 units will be a 9%/HCR transaction which we would request the mortgage tax exemption, we agree this will not be required on the 4%/HFA portion.

Page 19 Utica MHA is the current owner. I assume the property will be transferred to the applicant prior to closing? Is there a purchase contract?

A contract will be used to transfer this property to the development at no cost, at this point there is not a contract.

Page 20 This page is blank, and I assume can't be answered the same way a manufacturing applicant would complete it. However, this does beg the question as to what will happen to the current occupants of the residences during the construction period, whether they will all be offered a new unit, what the selection process will look like for new tenants, etc.

UMHA/People First has retained Housing to Home for relocation services. Meetings have occurred with tenants, and there have been handouts distributed detailing tenant rights and the proposed development timeline. The Uniform Relocation Act will be followed. All tenants will be given the right to return, and Housing to Home will work with current residents to relocate them during the construction of this development. This will not be an added cost to the residents, the development will budget funds to pay moving expenses, utility transfers, security deposits and tenants will maintain their same rental payment obligations.

**UTICA INDUSTRIAL DEVELOPMENT AGENCY
COST/BENEFIT ANALYSIS
Required by §859-a(3) of the
New York General Municipal Law**

TO BE ATTACHED TO AND MADE PART OF APPLICATION TO THE AGENCY

Name of Applicant: _____

Address of Project: _____

Description of Project:

Name of all Sublessees or Other Occupants of Facility:

Principals or Parent Company of Applicant:

Principals of any Sublessee or Occupant:

Product/Services of Applicant:

Estimated Completion Date of Project: _____

Type of Financing/Structure:

- _____ Tax-Exempt Financing
_____ Taxable Financing
_____ Lease/Leaseback, Sale/Leaseback
_____ Other

Explain: _____

Types of Benefits**Expected to Receive:**

- _____ Tax-Exempt Bonds
_____ Sales Tax Until Completion Date
_____ Mortgage Tax Abatement
_____ Real Property Tax Abatement

Project Costs - Capital Investment

| | | |
|--|----------|-------------------------|
| Land | \$ _____ | Cost per Acre \$ _____ |
| Existing Building | \$ _____ | |
| Rehab of Existing Building | \$ _____ | |
| Construction of New Building | \$ _____ | Cost per Sq Ft \$ _____ |
| Addition or Expansion | \$ _____ | Cost per Sq Ft \$ _____ |
| Engineering and Architectural Fees | \$ _____ | |
| Equipment (detail below) | \$ _____ | |
| Legal Fees | | |
| Bank, Bond, Transaction, Company, Credit Provider, Trustee | \$ _____ | |
| Finance Charges | | |
| Title Insurance, Environmental Review, Bank Commitment Fee, Appraisals, etc. | \$ _____ | |

TOTAL COST OF PROJECT \$ _____

Type of Equipment to be Purchased _____

Grants or Loans expected to be received (by who and amount)

| | |
|-------|----------|
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |

Company Information

Existing Jobs _____
Created Jobs (by year 3) _____
Retained Jobs _____

BENEFITS

Taxable Goods and Services

| | | Spending Rate | Wages | Expenditures | Sales Tax Rate | State/ Local Sales Tax Revenues |
|---------------|--------------|------------------|---------|--------------|-------------------|---------------------------------------|
| Direct Jobs | | | | | | |
| _____ | Created | 36.0% | x _____ | = _____ | x 8.75% | = _____ |
| _____ | Existing | 36.0% | x _____ | = _____ | x 8.75% | = _____ |
| Indirect Jobs | | | | | | |
| _____ | Created | 36.0% | x _____ | = _____ | x 8.75% | = _____ |
| _____ | Existing | 36.0% | x _____ | = _____ | x 8.75% | = _____ |
| _____ | Construction | 36.0% | x _____ | = _____ | x 8.75% | = _____ |
| | Totals | | _____ | _____ | | _____ |
| | | | | | x 3 years = | _____ |

Real Property Taxes

Local (3 year) real property tax benefit (assuming _____% of jobs existing and created own a residence with an average assessment of \$_____ and the remainder of jobs existing and created pay real property taxes through rent based on an average assessment per apartment of \$_____ Current tax rate: 66.25/\$1000 of AV

Real Property Taxes Paid \$ _____

3 Yr Comparative Benefits \$ _____

COSTS

Real Property Taxes Abated on Improvements only (3-year period) \$ _____

Mortgage Tax Abated \$ _____

Estimated Sales Tax Abated During Construction Period \$ _____

3 Yr Comparative Costs \$ _____

(If there is tax-exempt financing of all or a portion of the project cost, there is a neutral cost/benefit because of lower interest rates by reason of exclusion of interest from gross income of bondholders for purposes of Federal and State income taxes. Taxable financing carries the same cost/benefit for State Income Tax purposes. Such cost/benefits cannot be qualified.)

**City of Utica Industrial Development Agency
One Kennedy Plaza, Utica, New York 13502**

RETAIL DETERMINATION

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or to purchase services.

Please answer the following:

- A.** Will any portion of the project consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site?

☐ Yes or ☐ No. If the answer is yes, please continue.

For purposes of Question A, the term “retail sales” means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the “Tax Law”) primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

- B.** What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? _____ %
If the answer is less than 33% do not complete the remainder of the retail determination.

If the answer to A is Yes AND the answer to Question B is greater than 33.33%, indicate which of the following questions below apply to the project:

- 1.** Will the project be operated by a not-for-profit corporation ☐ Yes or ☐ No.

- 2.** Is the Project location or facility likely to attract a significant number of visitors from outside the City of Utica?

☐ Yes or ☐ No

If yes, please provide a third party market analysis or other documentation supporting your response.

- 3.** 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 municipality within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services?

☐ Yes or ☐ No

If yes, please provide a third party market analysis or other documentation supporting your response.

4. Will the project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

☐ Yes or ☐ No.

If yes, explain _____

5. Is the project located in an area that has been designated an Empire Zone? ☐ Yes or ☐ No

The undersigned hereby certifies that the information contained in this Retail Determination is true, accurate and complete.

Print Name of Applicant: _____

Print Name of Authorized Representative: _____

Title: _____

Signature: _____

Date: _____