Application to

Jefferson County Industrial Development Agency (JCIDA)

For

JUN 17 2013

Tax Exempt Bond Financing

and/or

Sale Leaseback Transaction

And

Fee Schedule

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

Jefferson County Industrial Development Agency (JCIDA)
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
www.jcida.net

Taxable and Tax Exempt Industrial Development Revenue Bonds

Application Fee: A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.

Fee: 2% of the principal amount of the bond series.

Point of Contact: Donald Alexander, 315-782-5865

Tax Exempt Civic Facility Bonds

Application Fee: A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.

Fee: First $10 million - 2% of the bond series.
Over $10 million- .5% of the bond series.

Point of Contact: Donald Alexander, 315-782-5865

Sale Leaseback Transactions

Application Fee: A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.

Fee: With a PILOT:
First $10 million – 2%
Second $10-$20 million - .5%
Anything greater than $20 million - .25%

No PILOT – 25% of the abatement value (based on savings from mortgage tax and sales tax).

Point of Contact: Donald Alexander, 315-782-5865

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 give final approval to this application until the Agency receives a completed environmental assessment form concerning the Project.

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 an application fee of $2,500 to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.

10. 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 Jefferson County Industrial Development Agency, 800 Starbuck Avenue, Suite 800, Watertown, New York 13601 (Attn: Chief Executive Officer).

STAFF USE ONLY

	Staff Initials
1. OSC Project Number Assigned _____	
2. Retail Determination (Y/N) Retail Exception used: _____, 20____	
3. Date Application Assigned to Agency Counsel _____, 20____	
4. UTEP Deviation (Y/N) _____, 20____	
5. IRB – Volume Cap Needed (Y/N) _____, 20____	
6. IRB/501c3 – TEFRA Required (Y/N) _____, 20____	
7. Date of Agency adoption of Initial Resolution _____, 20____	
8. Date set for Public Hearing: _____, 20____	
9. Public Hearing Notice - Publication Date/ATJ Mailings _____, 20____	
10. Date of Agency adoption of Inducement Resolution _____, 20____	
11. Date of Agency adoption of Closing Resolution _____, 20____	
12. Date of final approval of application _____, 20____	

Jefferson County Industrial Development Agency (JCIDA) Application for Tax Exempt Bond Financing and/or Sale Leaseback Transactions

I. APPLICANT INFORMATION

Company Name: Woolworth Watertown LLC

Address: c/o Georgica Green Ventures LLC

50 Jericho Quadrangle, LLC

Phone No.: 516-620-4530

Fax No.: [redacted]

[redacted]

[redacted] Person: David J. Gallo & Erich Seber

E-Mail: [redacted]@g[redacted]

Date: 12/1/2012

a. Form of Entity:

_____ Corporation

_____ Partnership (General ___or Limited _Yes; Number of General Partners __ and, if applicable, Number of Limited Partners __, List Partners in section below.

YES Limited Liability Company, Number of Members _2__

_____ Sole Proprietorship

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

Name	Address	Percentage Ownership/Office
David J. Gallo	[redacted]	50%
Erich Seber	[redacted]	50%

(Use attachments if necessary)

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

What is the date of establishment? 10/15/2012 Place of organization Delaware

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

(Attach organizational chart or other description if applicant is a subsidiary or otherwise affiliated with another entity)

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.

Not Applicable

II. APPLICANT'S COUNSEL

Name/Firm: Geoffrey Cannon of Cannon Heyman & Weiss

Address: 54 State Street, 5th Floor Albany, New York 12207

Phone No.: (518) 465-1500 ext 130

Fax No.: (518) 465-6678

E-Mail: g[redacted]

III. PROJECT INFORMATION:

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

Please see narrative attached.

b. Location of Project

Project Address: 11 Public Sq, Watertown, NY 13603

Town/Village of: Watertown, New York

Name of School District: Watertown City School District

Tax Map No.: Section 10, Block 1, Lot 107

c. Are Utilities on Site? Water:Yes Electric:_Yes Gas:__Yes_ Sanitary/Storm Sewer:__Yes_ Telecom:_Yes__

d. Present legal owner of the site if other than Applicant and by what means will the site be acquired for this Project:

_The current owner is Woolworth Apartments LLC and will be acquired through purchase of sale agreement_____.

e. Zoning of Project Site:

Current: Downtown District Proposed: _____

f. Are any zoning approvals needed? Identify: No

g. Local Permitting and Approvals – Does the project require local planning or permitting approvals? If so, please explain. **No** Will a site plan application need to be filed? **No** If so, please include copy if prepared.

h. Has another entity been designated lead agent under the State Environmental Quality Review Act ("SEQRA")? **No**; If yes, please explain:

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:

_____

_____

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:

_____

_____

k. If the answer to either question i. or j. is yes, 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**___Yes____**. If yes, please provide detail:

   _____

   If this building is not rehabilitated in the near term, the building will be lost due to further deterioration.

   _____

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__**. If yes, please provide detail: _____

   _____

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

_There will be retail space on the ground floor.

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 services to customers who personally visit the Project? **___15____%**

n. If more than 33.33%, indicate whether any of the following apply to the Project:

1. Will the Project be operated by a not-for-profit corporation? Yes ___; **No____**. If yes, please explain:

   _____

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:

   _____

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:

   _____

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:

   _____

5. Will the Project be located in one of the following: (i) an area designated 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:

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

Sub lessee name: **Not Applicable**

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 l. 1-5 with respect to such sub lessee.

p. Project Costs (Estimates): **Please see attached development budget.**

Category	Amount
Land-acquisition	450,000
Buildings-Construction/Renovation INC SOFT	11,494,868
Utilities, roads and appurtenant costs	
Machinery and Equipment	
Soft Costs (Architect and Engineering Fees)	~~7,541,450~~ 1,089,665
Costs of Bond issue	
Construction Loan Fees and interest	2,365,316
Other (specify) CONTINGENCY	1,089,665
Total Project Costs	15,851,034

q. Job Creation:

Construction jobs created by the Project:____35_____ Anticipated Dates of Construction: August 2013-August 2014

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 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	(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
Property Manager	$34,200	0	0	1	0	1
Maintenance Manager	21,280	0	0	1	0	1
TOTALS:	55,480	0	0	2	0	2

Potential JCIDA Financial Assistance

A. Estimated Project Costs eligible for Industrial Development Agency Financial Assistance

1. Sales and Use Tax
   - A. Amount of Project Cost Subject to Sales and Use Tax: 50 %
     Sales and Use Tax Rate: 7.75 %
   - B. Estimated Sales Tax (A X .0775): $ 403, 201.50
2. Mortgage Recording Tax Exemption
   - A. Projected Amount of Mortgage: $750,000
     Mortgage Recording Tax Rate: .075 %
   - B. Estimated Mortgage Recording Tax (A X .0075): $ 562
3. Real Property Tax Exemption
   - A. Projected Increase in Assessed Value on Project: $ TBD
   - B. Total Applicable Tax Rates Per $1000: $ TBD
   - C. Estimated Annual Taxes without PILOT (A X B)/1,000: $ TBD
4. Interest Exemption (Bond transactions only)
   - a. Total Estimated Interest Expense Assuming Taxable Interest: $ Not Applicable
   - b. Total Estimated Interest Expense Assuming Tax-exempt Interest Rate: $ Not Applicable

B. Estimated Benefits of Industrial Development Agency Financial Assistance

1. Current Company employment in Jefferson County 0
2. Current Company payroll in Jefferson County $0
3. Project Jobs to be Created over 3 years 75

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	Not Applicable	Not Applicable
Building	Not Applicable	Not Applicable
Equipment	Not Applicable	Not Applicable
Soft Costs	Not Applicable	Not Applicable
Other	Not Applicable	Not Applicable
Total		

s. List any other positive impacts that the Project may have on Jefferson County:

The project will provide affordable housing, restoring a landmark building, and providing additional permanent jobs.

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: NotApplicable

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

Applicant hereby releases the Jefferson County 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 exemption 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 suites 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.

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 as a non-refundable processing fee, plus the sum of $500 if Agency assistance in retaining professionals is requested, to be paid upon submission of the Application;

(b) An amount equal to __% of the total project costs for projects with bond financing, and an amount equal to __% of the total project costs for all other projects for which the Agency provides financial assistance, to be paid at transaction closing;

(c) An amount equal to $_____ 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 cost 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:

By: [redacted]

Name: David J. Gallo

Title: Authorized Rep.

Sworn to before me this 14 day of JUNE, 2013.

Notary Public [redacted]

MICHELE GLATTFELDER
NOTARY PUBLIC, STATE OF NEW YORK
[redacted]
QUALIFIED IN SUFFOLK COUNTY
COMMISSION EXPIRES SEPTEMBER 8, 2013