



RFNFFITS APPLICATIION

Applicant Name: CACTUS HOLDINGS, INC. d/b/a WESTERN BEEF	
Name of operating company (if different from Applicant):	
Operating Company Address: [REDACTED] Ridgewood, New York 11385	
Website Address:	
EIN #: [REDACTED]	NAICS Code: [REDACTED]
State and date of incorporation or formation: Delaware; 07-01-1991	Qualified to conduct business in NY? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Applicant is (check one of the following, as applicable):	
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Natural Person
<input type="checkbox"/> C Corporation	<input checked="" type="checkbox"/> S Corporation
<input type="checkbox"/> 501(c)(3) Organization	<input type="checkbox"/> Other: _____
Are any securities of Applicant publicly traded? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Applicable Program (check all that apply)

Please note the following: When Build NYC is the entity providing Financial Assistance, the Project Financial Assistance may be limited to deferral from mortgage recording taxes and tax-exempt conduit bond financing.

Bond Programs	Incentive Programs
<input type="checkbox"/> Manufacturing Facilities Bonds (Please complete Manufacturing Questionnaire under Supplementary Forms)	<input checked="" type="checkbox"/> Industrial Incentive (IIP)
<input type="checkbox"/> Not-For-Profit Bonds	<input type="checkbox"/> Industrial Developer
<input type="checkbox"/> Exempt Facilities Bonds	<input type="checkbox"/> Commercial Growth

Applicant Contact Information

	Name/Title	Company	Address	Email	Phone
Applicant Contact Person	Santino Montalbano	Cactus Holdings, Inc.	47-05 Metropolitan Ave	santino@westernbeef.com	[REDACTED]
Attorney	Vincent A. Delorio	The Delorio Law Group	800 Westchester Ave. Ste 608 Rye Brook, NY 10573	vad@deioriolawgroup.com	[REDACTED]
Accountant	Michael Winicki	Horowitz & Ullmann, PC	275 Madison Ave. Rm 902 NY, NY 10016	MWinicki@horowitz-ullmann.com	[REDACTED]
Consultant/Other					

Background

Please provide a brief description of the company history and nature of the business, including a description of the industry, competitors, services offered on a separate sheet. **Please see attachment A**

Proposed Project Activities

Please provide answers to the following four questions on a separate page. **Please see attachment B**

1. Please provide a brief overview of the entire proposed Project. If necessary, break down by tax lot to describe activities at each Project Location.
2. Please provide a brief description of how the proposed Project will affect current operations.
3. Please provide a brief description of renovations/construction of the proposed Project.
4. Please provide a brief timeline for the entire proposed Project.

Project Financing

Amounts provided should be aggregates for all Project Locations. ****This is a triple net lease and as Tenant Cactus/Western Beef is responsible for all structural and nonstructural components of the building.****

Uses of Funds	Sources of Funds (If needed use an additional sheet to indicate all sources and uses)							Total Uses
	Bond Proceeds	Commercial Financing (Loan 1)	Commercial Financing (Loan 2)	Affiliate/Employee Loans	Capital Campaign	Company Funds	Other (Identify):	
Land & Building Acquisition								
Construction Hard Costs								
Construction Soft Costs						125,000		
Fixed Tenant Improvements						4,000,000**		
Machinery Furnishings and/or Equipment						1,400,000		
Debt Service Reserve Fund								
Capitalized Interest								
Costs of Issuance								
Fees (explain):								
Other (explain)								
Total Sources								

Please list where machinery, equipment and furnishings will be purchased and what percentage of total machinery, equipment, and furnishings relating to the Project this will represent:

<input checked="" type="checkbox"/> New York City	% of Total? <input type="text" value="15"/>
<input checked="" type="checkbox"/> New York State (excluding NYC)	% of Total? <input type="text" value="40"/>
<input checked="" type="checkbox"/> United States (excluding NYS & NYC)	% of Total? <input type="text" value="45"/>
<input type="checkbox"/> Outside United States	% of Total? <input type="text"/>
<input type="checkbox"/> N/A – No equipment is planned to be purchased for this Project	

Project Location Detail

Project Location	Project Location # of
Borough/Block/Lot: BRONX; BI 3730, Lot 100	Street address and zip code: 1851 Bruckner Blvd.; Bronx, NY 10472
Zoning: R5 with C1-2 overlay	Number of Floors: 1
Square footage of existing building: 37,700	Square footage of land: 131,250, less appx. 3,000 sq ft (Unaffiliated existing Burger King restaurant)
Anticipated square footage of building following construction and/or renovation: 37,700	Anticipated square footage of non-building improvements following construction and/or renovation (i.e., parking lot construction): Restriping of the parking lot
Intended use(s) of site (check <u>all</u> that apply): XX Retail <input type="checkbox"/> Manufacturing/Industrial <input type="checkbox"/> Office <input type="checkbox"/> Non-profit <i>For ALL USES other than Non-profit or Retail, please also complete Energy Questionnaire</i>	
Is there any improved space which is currently occupied by existing subtenant(s) (whether Affiliates or otherwise)? <input type="checkbox"/> Yes XX No Will any improved space be occupied by subtenant(s) (whether Affiliates or otherwise)? <input type="checkbox"/> Yes XX No	
If yes to either, please attach a separate page and provide details such as (1) name of subtenant business(es) (whether Affiliates or otherwise), (2) square footage of subtenant operations, (3) subtenant lease commencement and termination dates, and (4) copies of leases.	

Anticipated Ownership of Premises

1. Please check all that apply:

<input type="checkbox"/> Applicant or an Affiliate is or expects to be the fee simple owner of the Project Location	(Projected) Acquisition date:
XX Applicant or an Affiliate leases or expects to lease the Project Location	(Projected) Lease signing date: 10-08-2013
If you checked the box above, please select one of the following: XX Lease is for an entire building and property <input type="checkbox"/> Lease is for a portion of the building and/or property.	
<input type="checkbox"/> None of the above categories fully describe Applicant's interest or intended interest in the Project Location, which may be more accurately described in a supplementary document (attached).	

2. If an Affiliate owns or controls (or will own or control) a Project Location, then describe such Affiliate by choosing one of the following selections and completing the chart provided below:

- | | | |
|--|--|---|
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | XX C Corporation |
| <input type="checkbox"/> S Corporation | <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> 501(c)(3) Organization |
| <input type="checkbox"/> Natural Person | <input type="checkbox"/> Other (specify): _____ | |

Name of Affiliate: Western Beef Retail, Inc.	EIN # of Affiliate: [REDACTED]
Address of Affiliate: [REDACTED] Ridgewood, NY 11385	
Affiliation of Affiliate to Applicant: Western Beef Retail, Inc. is a wholly owned subsidiary of Cactus Holdings, Inc.	
Contact Person: Patrick V. DeIorio	Title of Contact Person: Vice President and General Counsel
Phone Number(s): [REDACTED]	

Employment Information

The following information will be used as part of the NYCIDA's calculation of the benefit of the project, and as a basis for the comparison with the employment information that the Applicant will be required to report on an annual basis for the term of the Agreement.

- Anticipated Facility Operations Start-Date: 01-01-2016
- Number of Employees Applicant employed throughout New York City as of the last pay period:
Part-time (working between 17.5 and 35 hours per week): 1,000 Full-time (working 35 or more hours per week): 1,300
- If Applicant currently occupies and operates at the Project Location, how many Full- and Part-time Employees are employed at Project Location?
Part-time (working between 17.5 and 35 hours per week): N/A Full-time (working 35 or more hours per week): N/A
- Number of Employees Applicant expect to employ throughout New York City on the Facility Operations Start-Date:
Part-time (working between 17.5 and 35 hours per week): 1040 Full-time (working 35 or more hours per week): 1370

How many of these employees are expected to be relocated to the Project Location on or about the Facility Operations Start Date?

Part-time (working between 17.5 and 35 hours per week): NONE Full-time (working 35 or more hours per week): NONE

- Estimated New-growth Employment
Complete the following chart to indicate the number of new employees that are expected to be hired at the Project Location in each year.
Note: Year 1 is the year following the Facility Operations Start-Date; Year 2 is the second year following that date; Year 3 is the third, etc.

Please see Attachment C

Years following Facility Operations Start Date	1	2	3	4	5	6	7	Total New Growth
Permanent Full-time	1	1	2	2	2	2	0	10
Permanent Part-time	1	2	2	2	1	1	0	9

Wage Information

The questions in this section apply only to **Permanent Employees** employed or to be employed at the Project Location, and this information should **not include** compensation paid to Principals. Please note this information is required to be provided to the Agency on an annual basis.

- If employees are to be relocated on the Facility Operations-Start Date, what will be the average annual compensation per relocated employee?
Part-time: N/A Full-time: N/A
- With regard to the employees currently employed at the Project Location, what is the current average annual compensation per employee?
Part-time: N/A Full-time: N/A
- For new employees expected to be hired in the first year following the Facility Operations Start-Date, what is the projected average annual compensation per employee?
Part-time: **\$10,523.71** Full-time: **\$31,348.15**
- For all new employees (again, excluding Principals) expected to be hired during the three-year period following the Facility Operations Start-Date, please project the following:

Part-Time

Average annual compensation per employee: **\$12,961.36**
Annual salary of highest compensated part-time employee: **\$15,080.00**
Annual salary of lowest compensated part-time employee: **\$3,016.00**

Full-Time

Average annual compensation per employee: **\$29,726.42**
Annual salary of highest compensated full-time employee: **\$78,000.00**
Annual salary of lowest compensated full-time employee: **\$14,137.50**

- Generally describe all other forms of compensation and benefits that Permanent Employees will receive. Examples: healthcare, employer-contributions for retirement plans, on-the-job training, reimbursement for educational expenses, etc.

Full Time Employees: Health Plan, Dental Plan, Disability Coverage, Life Insurance, 401k Plan, Profit Sharing

Part Time Employees: Disability Coverage

Labor

The Applicant and its Affiliates hereinafter will be referred to collectively as the "Companies" or individually as a "Company." If none of the following questions apply to any of these Companies, answer "NO"; but, for any question that does apply, be sure to specify to which of the Companies the answer is relevant.

1. Have any of the Companies during the current calendar year or any of the five preceding calendar years experienced labor unrest situations, including actual or threatened labor strikes, hand billing, consumer boycotts, mass demonstrations or other similar incidents?
 Yes No If Yes, please explain on an attached sheet

2. Have any of the Companies received any federal and/or state unfair labor practices complaints asserted during the current calendar year or any of the five calendar years preceding the current calendar year?
 Yes No If Yes, please describe and explain current status of complaints on an attached sheet

3. Do any of the Companies have pending or threatened requests for arbitration, grievance proceedings or other labor disputes during the current calendar year or any of the five calendar years preceding the current calendar year?
 Yes No If Yes, please explain on an attached sheet

4. Are all employees of the Companies permitted to work in the United States?
 Yes No If No, please provide details on an attached sheet.
 Do the Companies complete and retain all required documentation related to this inquiry, such as Employment Eligibility Verification (I-9) forms?
 Yes No If No, please explain on an attached sheet

5. Has the United States Department of Labor, the New York State Department of Labor, the New York City Office of the Comptroller or any other local, state or federal department, agency or commission having regulatory or oversight responsibility with respect to workers and/or their working conditions and/or their wages, inspected the premises of any Company or audited the payroll records of any Company during the current or preceding three year calendar years?
 Yes No If "Yes," please use an attached sheet to briefly describe the nature and date of the inspection and the inspecting governmental entity. Briefly describe the outcome of the inspection, including any reports that may have been issued and any fines or remedial or other requirements imposed upon any of the Companies as a consequence.

6. Have any of the Companies incurred, or potentially incurred, any liability (including withdrawal liability) with respect to an employee benefit plan, including a pension plan?
 Yes No If "Yes," please use an attached sheet to quantify the liability and briefly describe its nature. Refer to any governmental entities that have had regulatory contact with the Company in connection with the liability.

7. Are the practices of any of the Companies now, or have they been at any time during the current or preceding five calendar years, the subject of any complaints, claims, proceedings or litigation arising from alleged discrimination in the hiring, firing, promoting, compensating or general treatment of employees?
 Yes No If "Yes," provide details on an attached sheet. Note "discrimination" includes sexual harassment.

Please see attachment D

Financials

Has **Applicant**, any **Affiliate**, or **Principal**, or any **close relative of any Principal**, ever received, or is any such person or entity currently receiving, financial assistance or any other kind of non-discretionary benefit from any **Public Entities**?

Yes **XX** No If Yes, please provide details on an attached sheet.

Has **Applicant**, or any **Affiliate** or **Principal**, or any existing or proposed occupant at the **Project Location(s)**, obtained, or is any such person or entity in the process of obtaining, or contemplating obtaining, other assistance from the NYCIDA/Build NYC and/or other **Public Entities**?

Yes **XX** No If Yes, please provide details on an attached sheet.

Has **Applicant**, or any **Affiliate** or **Principal**, ever defaulted on a loan or other obligation to a **Public Entity**?

Yes **XX** No If Yes, please provide details on an attached sheet.

Has real property in which **Applicant**, or **Affiliate** or **Principal**, holds or has ever held an ownership interest and/or controlling interest of 25 percent or more, now or ever been (i) the subject of foreclosure (including a deed in lieu of foreclosure), or (ii) in arrears with respect to any type of tax, assessment or other imposition?

Yes **XX** No If Yes, please provide details on an attached sheet.

Does **Applicant**, or any **Affiliate** or **Principal**, have any contingent liabilities not already covered above (e.g., judgment liens, lis pendens, other liens, etc.)? Please include mortgage loans and other loans taken in the ordinary course of business only if in default.

Yes **XX** No If Yes, please provide details on an attached sheet.

Has **Applicant**, or any **Affiliate** or **Principal**, failed to file any required tax returns as and when required with appropriate governmental authorities?

Yes **XX** No If Yes, please provide details on an attached sheet.

Questions 7 through 12, below, please answer the following questions relating to the Applicant (if the space provided below is insufficient, please provide complete information on an attached sheet):

List major customers:

Company Name	Address	Contact	Phone	Fax	Email	% of Revenues
General Public						

List major suppliers:

Company Name	Address	Contact	Phone	Fax	Email
SuperValu	500 S.Muddy Creek Rd. Denver, PA 17517-9774	Joseph Della Noce	717-826-4152		Joseph.D.DellaNoce@SuperValu.com
Elmhurst Dairy, Inc.	155-25 Styler Rd., Jamaica ,NY 11433	Tom O'Brien Jay Valentine	718-526-3442		
Perdue Farms, Inc.	31149 Old Ocean City Rd. Salisbury, Md., 21804	Gerry Farrelly	800-992-7044		Gerry.Farrelly@Perdue.com
BP, Inc.	1644 IBP Ave. Dakota City, NE 68731	Anthony Rampone	800-927-7544		Anthony.Rampone@Tyson.com

List major Funding sources (if applicable): **NOT APPLICABLE**

Company Name	Address	Contact	Phone	Fax	Email

10. List unions (if applicable): **NONE**

Union Name	Address	Contact	Phone	Fax	Email

11. List banks:

Bank Name	Address	Contact	Phone	Fax	Email	Account Type and Number
Capital One	1001 Ave.of the Americas New York, NY 10018	Scott Fishbein Sr. VP Middle Market Lending	212-764-8322	212-398-7155	Scott.fishbein@capitalone.com	Multiple operating accounts
Key Equipment Finance	660 White Plains Rd. Ste 280 Tarrytown, NY 10591	Shinji Muto Vice President	914-333-5751	216-370-6463	Shinji.muto@key.com	Equipment financing

12. List licensing authorities (if applicable):

Company Name	Address	Contact	Phone	Fax	Email
NYS Department of Agriculture & Markets	10B Airline Drive, Albany, NY 12235	Smitty Gayheart	(518) 457-1215		
NYS Liquor Authority	80 South Swan Street, Ste900, Albany, NY 12210	Michael Smith	(518) 474-3114		
NYS Department of Agriculture & Nutrition Services	201 Varick Street, Room609, New York, NY 10014	Gilda Torres	(212) 620-6686		
W.I.C. Vendor Management Project	220 Church Street, 5 th Floor, New York, NY 10013-2988	Charlie Gonzalez	(646) 619-6546		

Anti-Raiding

1. Will the completion of the Project result in the relocation of any plant or facility located within New York State, but outside of New York City, to New York City? Yes No

If "Yes," please provide the names of the owners and addresses of the to-be-removed plant(s) or facility(ies):

2. Will the completion of the Project result in the abandonment of any plants or facilities located in an area of New York State other than New York City? Yes No

If "Yes," please provide the names of the owners/operators and the addresses of the to-be-abandoned plant(s) or facility(ies):

If the answer to question 1 or 2 is "Yes," please continue and answer questions 3 and 4.

3. Is the Project reasonably necessary to preserve the competitive position of this Applicant, or of any proposed occupants of the Project, in its industry? Yes No

4. Is the Project reasonably necessary to discourage the Applicant, or any proposed occupant of the Project, from removing such plant or facility to a location outside New York State? Yes No

If the answer to question 3 or 4 is "Yes," please provide on a detailed explanation on a separate sheet of paper.

Certification

I, the undersigned officer/member/partner of Applicant, on behalf of Applicant, hereby request, represent, certify, understand, acknowledge and agree as follows:

I request that this Application, together with all materials and data submitted in support of this Application (collectively, these "Application Materials"), be submitted for review to the Agency's Board, in order to obtain from the Board an expression of intent to provide the benefits requested herein for the Project.

I represent that I have the authority to sign these Application Materials on behalf of, and to bind, Applicant.

I certify to the best of my knowledge and belief, after due investigation, the information contained in these Application Materials is accurate, true and correct and does not contain a misstatement of a material fact or omit to state a material fact necessary to make the statements contained herein not misleading. I understand that an intentional misstatement of fact, or, whether intentional or not, a material misstatement of fact, or the providing of materially misleading information, or the omission of a material fact, may cause the Agency's Board to reject the request made in the Application Materials. I understand that the Agency will rely on the information contained within these Application Materials in producing and publishing a public notice and convening a public hearing. If any information in these Application Materials is found to be incorrect, the Applicant may have to provide new information and a new public notice and public hearing may be required. If a new public notice and public hearing is required, they will be at the Applicant's expense.

I understand the following: that Applicant and Principals will be subject to a background check and actual or proposed subtenants may be subject to a background check, and if such background check performed by the Agency with respect to Applicant or any Affiliates reveals negative information, Applicant consents to any actions that the Agency or NYCEDC may take to investigate and verify such information; that the Agency may be required under SEQRA to make a determination as to the Project's environmental impact and that in the event the Agency determines that the Project will have an environmental impact, Applicant will be required to prepare, at its own expense, an environmental impact statement; that the decision of the Board to approve or to reject the request made in the Application Materials is a discretionary decision; that no Bonds may be issued (if Bonds are being requested) unless such Bonds are approved by the Mayor; that under the New York State Freedom of Information Law ("FOIL"), the NYCIDA/Build NYC may be required to disclose the Application Materials and the information contained therein (see Disclosure Policy and Procedure); and that Applicant shall be entirely responsible and liable for the fees referred to in these Application Materials.

I further understand and agree as follows:

That notwithstanding submission of this Application, the Agency shall be under no obligation to present Applicant's proposed Project to its Board of Directors for approval. If the Agency presents Applicant's proposed Project to its Board of Directors for approval, the Agency does not guaranty that such approval will be obtained. If upon presenting Applicant's proposed Project to its Board of Directors for approval the Agency obtains such approval, such approval shall not constitute a guaranty from the Agency to Applicant that the Project transaction will close.

That preparation of this Application and any other actions taken in connection with the proposed Project shall be entirely at Applicant's sole cost and expense. Under all circumstances, the Application Fee is non-refundable, including but not limited to the circumstance where the Agency decides, in its sole discretion, to not present Applicant's proposed project to the the Agency Board of Directors for Approval.

That the Applicant hereby releases the Agency, NYCEDC, and the directors, officers, employees and agents of each (collectively, the "Indemnitees") from all claims that Applicant has or could assert and which arise out of this Application or out of any actions taken in connection with this Application or our of any other actions taken in connection with the proposed Project (collectively, the "Actions"). Applicant hereby indemnifies and holds harmless each of the Indemnitees against any claims and damages brought or asserted by third parties, including reasonable attorneys' fees, arising from or in connection with the Actions. As referred to herein, "third parties" shall include but not be limited to Affiliates.

That in the event the Agency discloses the Application Materials in response to a request made pursuant to FOIL, Applicant hereby authorizes the Agency to make such disclosure and hereby releases the Agency from any claim or action that Applicant may have or might bring against the Agency, their directors, officers, agents, employees and attorneys, by reason of such disclosure; and that Applicant agrees to defend, indemnify and hold the Agency and the NYCEDC and their respective directors, officers, agents, employees and attorneys harmless (including without limitation for the cost of reasonable attorneys fees) against claims arising out of such disclosure as such claims may be made by any party including the Applicant, Affiliate, Owner or Principal, or by the officers, directors, employees and agents thereof.

I acknowledge and agree that the Agency reserves its right in their sole and absolute discretion to request additional information, waive any requirements set forth herein, and/or amend the form of this Application, to the full extent permitted by applicable law.

Requested, Represented, Certified, Acknowledged, Understood and Agreed by Applicant,

I certify that, using due care, I know of no misstatement of material fact in these Application Materials and know of no material fact required to be stated in these Application Materials to make the statements made therein not misleading. Certified by Preparer,

This 23rd day of October, 2013.

This day of , 20 .

Name of Applicant: CACTUS HOLDINGS, INC.

Name of Preparer: _____

Signatory: PATRICK V. DEIORIO

Signatory: _____

Title of Signatory: Vice President and General Counsel

Title of Signatory: _____

Signature: _____

Signature: _____

