

Core Application - Applicant General Information

The Core Application captures specific and general information about the Applicant and the Project. This section begins with a survey of "General Information," followed by a section that describes the Applicant's interest or relationship to the project site. This helps establish eligibility and which benefits will be applied to the project.

Name:	BTM Development Partners, LLC
Address:	60 Columbus Circle, New York, NY 10023
Phone Number(s):	(212) 421-5333
Fax Number(s):	(212) 801-3728
E-mail Address:	See Officer Below
Website Address:	www.related.com
Applicant EIN Number:	██████████
S.I.C. Code:	NA
NAICS Code:	NA

Date of Application: June 20, 2006

1. Applicable Program (please check one):
- Manufacturing Facilities Bond Program
 - Industrial Incentive Program ("IIP")
 - Small Industrial Incentive Program ("SIIP")
- Empowerment Zone Facilities Bond Program
- Exempt Facilities Bond Program
- SIIP is only available for Applicants with annual revenues of less than \$5 million and fewer than 100 employees; IIP is only available for Applicants with either annual revenues that are \$5 million or greater or 100 or more employees.

2. Officer of Applicant serving as contact person:

Name:	Glenn Goldstein	Firm:	Related Retail Corporation
Phone #:	(212) 801-1082	Fax #:	(212) 801-3728
E-mail Address:	ggoldstein@related.com	Address:	60 Columbus Circle, New York, NY 10023

3. Attorney of Applicant:

Name:	Joel Maxman, Esq.	Firm:	Michael, Levitt, Goldberger, Rubenstein
Phone #:	(212) 801-3766	Fax #:	(212) 801-3762
E-mail Address:	jmaxman@mlgr.com	Address:	60 Columbus Circle, New York, NY 10023

4. Accountant of Applicant:

Name:	Joe Crivelli	Firm:	Friedman, LLP
Phone #:	(212) 842-7550	Fax #:	(212) 265-4761
E-mail Address:	jcrivelli@nycopas.com	Address:	1700 Broadway, 23rd Floor, New York, NY 10019

5. Other Advisor/Consultant to Applicant (if applicable):

Name: NA

Phone #: _____

E-mail Address: _____

Firm: _____

Fax #: _____

Address: _____

6. Applicant is (check one of the following, as applicable):

- General Partnership
- S Corporation
- 501(c)(3) Organization
- Limited Partnership
- Limited Liability Company
- C Corporation
- Natural Person
- Other (specify): _____

7. Are any securities of Applicant publicly traded?

- Yes
- No

8. Applicant's state of incorporation or formation: New York

9. Applicant's date of incorporation or formation: November 20, 2003

10. States in which Applicant is qualified to do business: New York

11. Please provide a brief description of Applicant and nature of its business: Limited liability company controlled by

The Related Companies, L.P., formed to redevelop Bronx Terminal Market.

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Core Application - Applicant Interest in Project Realty

Please note: An "Affiliate" means any individual, corporation, partnership, joint venture, sole proprietorship, limited liability company, trust or other entity that controls, is controlled by or is under common control with the Applicant or the "SPE" (defined herein below).

1. Please check all that apply:

- Applicant or an Affiliate is the fee simple owner of the Project realty.
- Applicant or an Affiliate is not currently, but expects to be the fee simple owner of the Project realty.
- Applicant or an Affiliate is not the owner of the Project realty, but is the occupant of a material portion thereof for the conduct of its business pursuant to a lease or other occupancy agreement.
- Applicant or an Affiliate is not the owner of the Project realty, but expects, immediately following the closing, to be the occupant of a material portion thereof for the conduct of its business pursuant to a lease or other occupancy agreement.
- None of the above categories fully describe Applicant and its relation to the Project realty, which may be more accurately described as follows (please provide copies of supporting documentation, as applicable):

Please note: Please pay particular attention to items 5, 6 and 16 in the Required Documents List (attached), which request additional information specific to the Project realty.

2. If a special-purpose entity ("SPE") that is owned and controlled by the Applicant will own or otherwise control the Project realty, the SPE will be a (check one of the following as applicable):

- General Partnership
- S Corporation
- Natural Person
- Limited Partnership
- Limited Liability Company
- Other (specify): _____
- C Corporation
- Not-for-profit 501(c)(3) Entity

Name of SPE:	_____
Address:	_____
Phone Number(s):	_____
Contact Person:	_____
Title of Contact Person:	_____
Affiliation of SPE to Applicant:	_____
Owners of SPE and each respective ownership share:	_____
SPE EIN Number:	_____

Please note: If information required above for the SPE is unknown at time of Application submission, then please submit any missing information to the NYCIDA as soon as it becomes available.

3. Give the following information with respect to all present and proposed tenants and sub-tenants at the proposed project site. Provide information on an additional sheet if space is needed. *

Company Name	Phone	Affiliation with Applicant	SF & Floors (Percent of Occupancy)	Lease Expiration	Tenant Business

Project tenants for the project include both large scale format & Category Dominant retailers which will include, but are not limited to, Home Depot, BJs Wholesale Club, Target, Best Buy, Bed Bath & Beyond, and Marshalls.

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Core Application - Project Description and Financial Information

Please complete this section of the Application for each of the Project sites, defined as a facility (perhaps encompassing more than one address and/or block and lot) with either a distinct employment base (as evidenced through D.O.L. reporting) or with a separate and distinguishable source of funding for the acquisition, renovation or construction of the facility. If more than one site exists for this Project, please make the requisite number of copies of this section and fill it out for each site.

Site #	1
Borough:	Bronx
Neighborhood:	West Haven
Block(s):	2356, 2357, 2359 (contiguous)
Lot(s):	2356 Lot 20, 2357 Lots 1 and 86, 2359 Lot 32 and p/o 60 (contiguous)
Street address and zip code:	Bronx Terminal Market, 10451
Zoning:	C4-4
Square footage of land:	792,800 (approx.)
Square footage of existing building(s):	NA - existing buildings are obsolete and scheduled to be demolished starting June, 2006
Number of floors:	6
Intended use(s) (e.g., office, retail, etc.):	Approximately 957,000 square foot retail center with 6 level garage

1. Please provide the following Project information:

- a. Please provide a brief description of the proposed Project: Development of an approximately 957,000 gross square foot retail development and 2,600 car parking garage. Some of the anticipated tenants include Home Depot, BJs Wholesale Club, Target, Best Buy, Bed Bath and Beyond, and Marshalls.
- b. When does Applicant want Closing to occur (i.e., when does Applicant want the proceeds from the Bonds or other benefits sought to be available for the Project costs)? August 2006

- c. Indicate the estimated date for commencement of the Project: August, 2006
- d. Indicate the estimated date for the completion of the Project: Fall, 2009
- e. Is the Project site located in a New York State Empire Zone? Yes No

- f. Is the Project site located in the Federal Empowerment Zone? Yes No
- g. Will the Project require Uniform Land Use Review Procedure ("ULURP") approval? Yes No *(See below)*
- h. Will the Project require any other special permit or approval? Yes No

If Yes, please explain: ULURP was approved by the NYC City Council in February, 2006, which approval included various special permits for bulk modifications, signage, public access and parking. See expanded description of approvals in the Final Environmental Impact Statement

Notice of Completion in Section 3.



i. Is any governmental entity intended or proposed to be an occupant at the Project site?

Yes No

If Yes, please provide details: _____

j. Will the Project require a tax lot apportionment or subdivision? (Tax lot apportionment will be required for real estate tax benefits to commence.)

Yes No

If Yes, please provide details and timing: Tax lots have been reapportioned to enable the development to proceed.

2. Please complete the following summary of Project sources and uses:

See Sources & Uses in Section 14

Uses of Funds		Sources of Funds	
Land acquisition ³	51,100,000	Bonds	50,250,000
Building acquisition ³	0	Loan (1)	379,456,000 ⁺
New construction ⁴	341,100,000 ⁺	Loan (2)	0 ⁺
Renovations	0 ⁺	Capital campaign ³	0 ⁺
Fixed tenant improvements	0 ⁺	Affiliate/employee loans	0 ⁺
Machinery and/or equipment	0 ⁺	Company funds	16,200,000 ⁺
Soft costs (define):	56,100,000 ⁺	Fund balance ³	0 ⁺
Furnishings	0 ⁺	Other equity (explain)	
Debt Service Reserve Fund ⁵	0 ⁺	Other (explain)	49,394,000 ⁺
Capitalized interest ³	44,100,000 ⁺	Other (explain)	0 ⁺
Other (explain)		Other (explain)	0 ⁺
Total Project Uses	492,300,000	Total Project Sources	492,300,000

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

- New York City Percentage of Total? _____
- New York State (excluding NYC) Percentage of Total? _____
- United States (excluding NY State) Percentage of Total? _____
- Outside United States Percentage of Total? _____

At this time it is shown where machinery & equipment will come from but Applicant is participating in the Bronx through Pender's "Buy Bronx First" Program & all things being equal as to cost and quality, Applicant will give preference to suppliers and manufacturers in the Bronx

³ Please estimate Land and Building acquisition costs separately, if possible.

⁴ Please define New Construction on a separate piece of paper

⁵ Annulise for not for profit bond financing only.

Core Application - Background Information on Applicant & Applicant's Affiliates

Please note: "Principal" means the following with respect to the Applicant and/or the SPE: all persons (entities or individuals) that control the Applicant and/or the SPE, and/or own more than 10 percent of either; all executive officers; all directors; and all members and general partners for, respectively, limited liability companies and partnerships.

Please answer the following questions and, if necessary, include additional information as an attachment:

- Has Applicant, or any Affiliate or Principal, ever received, or is any such person or entity currently receiving, financial assistance or any other kind of discretionary benefit from any local, state or federal governmental entity or agency, or any public authority or public benefit corporation, or any local development corporation?
 - Yes
 - No

If Yes, please provide details on an attached sheet.

Please note: local, state and federal governmental entities or agencies, public authorities or public benefit corporations, and local development corporations, shall be referred to as "Public Entity(ies)."

- Has Applicant, or any Affiliate or Principal, or any existing or proposed occupant at the Project site, obtained, or is any such person or entity in the process of obtaining, or contemplating obtaining, other assistance from the NYCIDA?
 - Yes
 - 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
 - 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
 - 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
 - No

If Yes, please provide details on an attached sheet.

- Has the Applicant, or any Affiliate or Principal, failed to file any required tax returns as and when required with appropriate governmental authorities?
 - Yes
 - No

If Yes, please provide details on an attached sheet.

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	Percent of Revenues
NA - Undeveloped Project				

8. List major suppliers:

Company Name	Address	Contact	Phone
NA - Undeveloped Project			

9. List unions (if applicable):

Union Name	Address	Contact	Phone	Contact Expiration
NA - Undeveloped Project				

10. List banks:

Bank Name	Address	Contact	Phone	Type of Account
Bank of America	New York, New York	Rosemary Vrablic, Sr. VP	(212) 407-5467	Various
HSBC Bank, NA	New York, New York	Steve Matloff, Director	(212) 525-5598	Various

11. List licensing authorities, if applicable:

Company Name	Address	Contact	Phone	Percent of Revenues
NA - Undeveloped Project				

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Core Application - Request, Certification, etc.

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 NYCIDA Board, in order to obtain from the NYCIDA Board an expression of intent to provide the benefits requested herein for the Project. I understand that this expression of intent will take the form of an inducement resolution to be adopted by the Board.

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 that all of the information provided in these Application Materials is accurate, true and correct. 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 Board to reject the request made in the Application Materials.

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; that the NYCIDA may be required under SEQOR to make a determination as to the Project's environmental impact and that in the event the NYCIDA does determine 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 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, including (in the case of Bonds) but not limited to payment of the New York State bond issuance fees (if applicable to the Bonds in question) based upon the aggregate principal amount of the Bonds.

I further understand and agree as follows:

That in the event the Application Materials are not submitted to the Board for any reason including negative results obtained through the background check, and/or, with respect to Application Materials that are submitted to the Board, in the event the Board rejects same, then, under either of said circumstances, Applicant shall have no recourse against the NYCIDA or any other public or governmental entity or public benefit corporation (including NYCEDC), or any directors, officers, employees or agents of the foregoing (collectively, the "Public Participants"), for the Application Fee, or for other expenses incurred by Applicant or other parties on behalf thereof, or for damages or specific performance; and that the Application Fee is under all circumstances (including but not limited to the ones just described and the ones described in the next succeeding paragraph) non-refundable; **and**

That if the Board adopts an inducement resolution with respect to the request made in the Application Materials, such adoption shall not be deemed a guaranty that the Board will adopt an authorizing resolution; or that the NYCIDA will then provide the induced benefits; **and**

That Applicant shall indemnify the NYCIDA for fees and disbursements incurred by bond counsel (in the case of a Bond transaction) or by project counsel (in the case of a straight-lease transaction); and that bond counsel or project counsel (as applicable) shall be a third-party beneficiary of this indemnity to the NYCIDA regardless of whether a Closing occurs and if no Closing occurs, regardless of the reason thereafter and regardless of whether a Closing was within or without the control of any of the Public Participants; **and**

That in the event NYCIDA discloses the Application Materials in response to a request made pursuant to FOIL, Applicant hereby authorizes the NYCIDA to make such disclosure and hereby releases the NYCIDA from any claim or action that Applicant may have or might bring against the NYCIDA, its directors, officers, agents, employees and attorneys, by reason of such disclosure; and that Applicant agrees to defend, indemnify and hold the NYCIDA and, if applicable, 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 NYCIDA reserves the right in its 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,

this 20th day of June, 2006.

Name of Applicant: BTM Development Partners, LLC

By: Glenn Goldstein

Title of Signer: Senior Vice President

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