

IDA PROJECT COST/BENEFIT ANALYSIS
December 11, 2000

APPLICANT

Just Bagels Manufacturing, Inc.,
d/b/a Just Bagels
2366 Waterbury Avenue
Bronx, NY 10462

PROJECT LOCATION

527 Casanova Street
Bronx, NY 10474

A. Project Description

Just Bagels Manufacturing, Inc., d/b/a Just Bagels (“Just Bagels”) is seeking IDA benefits in connection with the purchase, renovation, and equipping of an approximately 17,500 square foot facility located at 527 Casanova Street in the Bronx. Just Bagels specializes in the wholesale manufacturing and distributing of bagels.

Just Bagel’s current facility is already operating in excess of 75 percent capacity and the company maintains that if it is to continue to grow, it is essential that they expand capacity now. The proposed project will give the company double the amount of operating facilities and triple the company’s production capacity. The company currently employs 45 full-time workers and expects to create 15 new positions within three years.

The total project costs are expected to be approximately \$2,240,000, an estimate which includes acquisition costs of approximately \$675,000, renovation costs of approximately \$300,000, machinery and equipment costs of approximately \$875,000, a debt service reserve fund of \$207,000, and associated soft costs for the transaction of \$183,000. Building improvements will include repairing floors, installing new electrical work, renovating the plumbing system, renovating offices, and general remodeling.

The project will be financed from the sale of \$2,070,000 in triple-tax exempt bond and an equity contribution of \$170,000.

B. New York City taxes to be exempted (NPV, 25 years @ 7.75%): \$561,108

C. New York City direct and indirect taxes to be generated by applicant (NPV, 25 years @ 7.75%): \$1,648,810

PROJECT APPLICATION

Confidentiality

All information contained in this Application will be treated confidentially to the extent permitted by law (see "Certification" section IV of this Application). Under the New York State Freedom of Information Law, information must be disclosed unless such information contains trade secrets (which, if disclosed, would cause irreparable harm). Please indicate which information provided in this Application constitutes trade secrets with an explanation as to why in a letter accompanying this Application. The letter should be addressed to the New York City Industrial Development Agency.

Are you applying for the:
 Bond Program
 Small Industry Incentive Program
 Industrial Incentive Program

(SIIP, if annual revenues are less than \$5 million and IIP, if annual revenues are greater than \$5 million)

By what date do you wish to close the proposed project financing? Dec 1, 2000

I. Applicant Information	
Applicant's Name:	Nordquist Enterprises, Inc. d/b/a Just Bagels
Address:	2366 Waterbury Avenue Bronx, NY 10462
Phone/Fax Numbers:	718-892-8898 / 718-904-9215
IRS Employer ID Number:	█-█92█-█9
Code:	2051
NY State Dept. of Labor Number (if applicable)	█-3█-█

Applicant completing this application (contact person):
 Name: Charles E. Contreras Title: Chairman, CEO
 Phone #: 718-892-8898 Fax #: 718-904-9215

Applicant's operation: Manufacturing Service Wholesale Other

Brief description of business: Wholesale manufacturing of Fresh and Frozen bagels and bagel related products

To describe what kind of entity Applicant is, please check one of the following:

Public Corp. Private Corp. General Partnership Limited Partnership C Corp. S Corp.
 Limited Liability Company Other (specify) _____

Applicant's State of Incorporation or Registration: New York
 States in which Applicant is qualified to do business: New York

Applicant's Attorney: Name: Jeffrey I. Citron Phone #: 212-557-7200 Fax #: 212-286-1884

Firm and Address: Davidoff + Malito, LLP 605 Third Avenue New York, NY 10158

Applicant's Accountant: Name: Philip Weinisch Phone #: 212-629-8260 Fax #: 212-564-2526

Firm and Address: Gilman + Ciocia 363 Seventh Avenue New York NY 10001

II. PROJECT INFORMATION

1. Please briefly describe the proposed project; if machinery and equipment is to be acquired, please list the type:

The acquisition of a 17,500 square foot Building located on Casanova Street in the Hart's Point area, the renovation and equipping of same for the manufacture of beads

2. Please give best estimates for all anticipated costs and proposed sources of financing involved in the project:

<u>Uses of Funds</u>		<u>Sources of Funds</u>	
Land & Building (Acquisition)	<u>675,000</u>	Bonds	<u> </u>
New Construction	<u> </u>	Loans (Please Identify Sources)	<u>1,810,000</u>
Renovations/Building Improvements	<u>150,000</u>	Company funds	<u>55,000</u>
Machinery/Equipment	<u>1,010,000</u>	Officer Equity/Loans	<u>150,000</u>
Fees/Other Soft Costs	<u> </u>	Other Sources (Please Identify)	<u> </u>
Other (explain) <i>Moving + repair to Old Premises</i>	<u>40,000</u>		
Total Project Costs	<u> </u>	Total Project Sources	<u>2,015,000</u>

Please explain costs, loans and other sources of funding on a separate sheet.

3. Please provide the following information relating to the proposed project site.

Street Address & Borough	Block Lot & Section Number	Square Footage of Land	Square Footage of Building	Currently Owned or Leased	Number of Floors including Basement	Zoning
527 Casanova ST. Bronx, NY 10474	Sec 10, Blk 2718, Lot 159	17,500	17,500	NO	1	M-1

III. DUE DILIGENCE

1. List name(s), address(es), and phone and fax numbers of any other entity in which, directly or indirectly, Applicant or any of its shareholders, partners, directors, or officers individually or collectively hold 5% or more of the stock or ownership interest (an "Affiliate"). Please include real estate holding companies if applicable.

Entity Name	Address	Phone/Fax Number	Percent Interest
	<i>None</i>		

2. Has Applicant or any of its Affiliates ever received, or is currently receiving, financial assistance or any other kind of discretionary benefit from any governmental entity or agency, including the New York City Industrial Development Agency?
- YES NO If yes, please provide all details on attached sheet.
3. Has the Applicant, or any existing or proposed tenant of the proposed project facility, or any person related to any of the foregoing, received or benefitted from within the past six months, or is contemplating to receive or benefit from within the next six months, tax-exempt financing anywhere within the United States?
- YES NO If yes, please provide all details on attached sheet.
4. Has Applicant, or any stockholder, partner, officer or director, or any entity with which any of the foregoing individuals have been associated, ever been adjudicated bankrupt or placed in receivership, or otherwise been the subject of a bankruptcy or similar proceedings (prior or current)?
- YES NO If yes, please provide all details on attached sheet.
5. Have any of Applicant's stockholders, partners, officers or directors ever been convicted of any criminal proceedings?
- YES NO If yes, please provide all details on attached sheet.
6. Is Applicant, or any stockholder, partner, officer or director of Applicant, a plaintiff or defendant in any civil or criminal proceedings?
- YES NO If yes, please provide all details on attached sheet.

7. If you responded yes to the previous two questions, in what litigation is Applicant, or any of the individuals and entities currently involved, either as plaintiffs or as named defendants? Provide all details on attached sheet.
8. Does Applicant have any contingent liabilities? (e.g., pending claims; federal, state or local tax liabilities; judgment liens; other liens, etc.)
- YES NO If yes, please provide all details on attached sheet.
9. Has Applicant filed all required tax returns with appropriate governmental jurisdictions entities?
- YES NO If no, please provide all details on attached sheet.

Please provide the following information:

10. Company Principals (please attach a brief resume)

Name	Title	Address	Social Security Number	Date of Birth
Charles E. Contreras	CEO	340 West 57 th Street NY, NY	[REDACTED]	2-7-52
Clifford R. Nordquist	President	2226 Middle Ave Bronx, NY	[REDACTED]	2-9-68
James O'Connell	Vice President	140 Bowne St. Bronx, NY	[REDACTED]	11-18-66

11. Major Customers

Company Name	Address	Phone/Fax	Contact Person	Percent of Sales
MRS Pastry Co. Inc	129-09 26 th AVE Flushing, NY	718 460-6700	Martin Borg	6%
New York's Best	523 Lloyd St. Pittsburg, PA	5209 869-2378	John Costello	5%
Featherstone	453 Greenwich St. N.Y NY	212 226-4400	Joel Schonfeld	4%
J+S Baked Goods	37 Algonquin Dr. Stoney Pt, NY	914 429-9068	John Turtarello	2%

II. PROJECT INFORMATION

1. Please briefly describe the proposed project; if machinery and equipment is to be acquired, please list the type:

The acquisition of a 17,500 square foot Building located on Casanova Street in the Harts Point area, the renovation and equipping of same for the manufacture of bagels.

2. Please give best estimates for all anticipated costs and proposed sources of financing involved in the project:

<u>Uses of Funds</u>		<u>Sources of Funds</u>	
Land & Building (Acquisition)	<u>675,000</u>	Bonds	<u> </u>
New Construction	<u> </u>	Loans (Please Identify Sources)	<u>1,810,000</u>
Renovations/Building Improvements	<u>150,000</u>	Company funds	<u>55,000</u>
Machinery/Equipment	<u>1,010,000</u>	Officer Equity/Loans	<u>150,000</u>
Fees/Other Soft Costs	<u> </u>	Other Sources (Please Identify)	<u> </u>
Other (explain) <i>Moving + repair to Old Premises</i>	<u>40,000</u>		
Total Project Costs	<u>1,875,000</u>	Total Project Sources	<u>2,015,000</u>

Please explain costs, loans and other sources of funding on a separate sheet.

3. Please provide the following information relating to the proposed project site.

Street Address & Borough	Block Lot & Section Number	Square Footage of Land	Square Footage of Building	Currently Owned or Leased	Number of Floors including Basement	Zoning
527 Casanova ST. Bronx, NY 10474	Sec 10, Blk 2718, Lot 159	17,500	17,500	NO	1	M-1

4. Please provide the following information regarding all present and proposed tenants and subtenants at the proposed project site, their percentage of occupancy, and affiliation with the Applicant.

Name Contact & Phone	Affiliation with Applicant	Square Feet & Floors (Percent of Occupancy)	Lease Expiration	Tenant Business
		None		

5. Provide street address, borough or town, for premises which you currently own or lease, even if you don't occupy same. Do you plan to terminate/sell/vacate/remain at such premises? With respect to currently leased premises, provide the name and address of the landlord and the expiration date of the lease term. Please provide additional details on an attached sheet.

Property Location	Borough/Town	Own/Lease	Landlord	Lease Expiration	Planned Disposition
2366 Waterbury Ave	Bronx, NY 10462	Lease	Samuel Schwalberg	2007	Sublet

6. Is there a relationship, by virtue of common control or through related persons, directly or indirectly, between the Applicant and the present owner of the project site?

YES NO If yes, please provide all details on attached sheet.

7. Will a real estate holding company, limited liability company, or partnership be formed to own the project or premises?

YES NO

If yes, please provide the name and address of same, the kind of entity (corporation, partnership, etc.), and its officers, partners, shareholders, members, and their respective percentage ownership, etc.

A limited liability company will be formed consisting of two of Applicant's shareholders, Charles Cantoras and Cliff Nordquist, as members.

III. DUE DILIGENCE

1. List name(s), address(es), and phone and fax numbers of any other entity in which, directly or indirectly, Applicant or any of its shareholders, partners, directors, or officers individually or collectively hold 5% or more of the stock or ownership interest (an "Affiliate"). Please include real estate holding companies if applicable.

Entity Name	Address	Phone/Fax Number	Percent Interest
	<i>None</i>		

2. Has Applicant or any of its Affiliates ever received, or is currently receiving, financial assistance or any other kind of discretionary benefit from any governmental entity or agency, including the New York City Industrial Development Agency?
- YES NO If yes, please provide all details on attached sheet.
3. Has the Applicant, or any existing or proposed tenant of the proposed project facility, or any person related to any of the foregoing, received or benefitted from within the past six months, or is contemplating to receive or benefit from within the next six months, tax-exempt financing anywhere within the United States?
- YES NO If yes, please provide all details on attached sheet.
4. Has Applicant, or any stockholder, partner, officer or director, or any entity with which any of the foregoing individuals have been associated, ever been adjudicated bankrupt or placed in receivership, or otherwise been the subject of a bankruptcy or similar proceedings (prior or current)?
- YES NO If yes, please provide all details on attached sheet.
5. Have any of Applicant's stockholders, partners, officers or directors ever been convicted of any criminal proceedings?
- YES NO If yes, please provide all details on attached sheet.
6. Is Applicant, or any stockholder, partner, officer or director of Applicant, a plaintiff or defendant in any civil or criminal proceedings?
- YES NO If yes, please provide all details on attached sheet.

7. If you responded yes to the previous two questions, in what litigation is Applicant, or any of the individuals and entities currently involved, either as plaintiffs or as named defendants? Provide all details on attached sheet.

8. Does Applicant have any contingent liabilities? (e.g., pending claims; federal, state or local tax liabilities; judgment liens; other liens, etc.)

YES NO If yes, please provide all details on attached sheet.

9. Has Applicant filed all required tax returns with appropriate governmental jurisdictions entities?

YES NO If no, please provide all details on attached sheet.

Please provide the following information:

10. Company Principals (please attach a brief resume)

Name	Title	Address	Social Security Number	Date of Birth
Charles E. Contreras	CEO	340 West 57 th Street NY, NY	[REDACTED]	2-7-52
Clifford R. Nordquist	President	2226 Mickle Ave Bronx, NY	[REDACTED]	2-9-68
James O'Connell	Vice President	140 Bowne St. Bronx, NY	129-[REDACTED]	11-18-66

11. Major Customers

Company Name	Address	Phone/Fax	Contact Person	Percent of Sales
MRS Pastry Co. Inc	129-09 26 th AVE Flushing, NY	718 460-6700	Martin Borg	6%
New York's Best	523 Lloyd St. Pittsburg, PA ¹⁵²⁰⁷	888 869-2378	John Costello	5%
Featherstone	453 Greenwich St. N.Y NY	212 226-4400	Joel Schonfeld	4%
J+S Baked Goods	37 Algonquin Dr. Stony Pt, NY	914 429-9068	John Tartarello	2%

12. Major Suppliers

Company Name	Address	Phone/Fax	Contact Person
U.S. Flour Corp	5 Dakota Dr. Lake Success ¹¹⁰⁴² NY	516 358-5353	Tom Lipuma
A. Oliveri + Sons	619 Luis Muñoz Marin Blvd. ⁰⁷³¹⁰ Jersey City, NJ	201-656-9112	Ignazio DiPalma
Dawn Food Products	30 Corporation Row Edison, NJ 08817	800-445-3296	Irving Ginsberg
JJ Cassone Bakery	202 South Regent St Port Chester, NY ¹⁰⁵⁷³	914-939-1568	Rocky Cassone

13. Unions

Union	Address	Phone/Fax	Contact Person	Contract Expiration
N/A				

14. Banks

Bank Name	Contact Person	Phone/Fax	Type of Account
Chase Manhattan Bank	Barbara Sulkis	212-661-8520	Checking/Line of Credit

IV. CERTIFICATION

Nordquist Enterprises, Inc

I, the undersigned, request on behalf of _____ ("Applicant") that this Application, including financial data and any tax returns submitted herewith, be submitted for review by the Board of Directors of the New York City Industrial Development Agency ("IDA"). I hereby certify that the information contained herein and in the attachments hereto, are, to the best of my knowledge and belief, accurate, true and correct. I understand that any intentional misstatements or misleading information contained herein, or the omission of relevant information, could be cause for rescission of IDA approval and IDA benefits. Further, I fully understand and accept the fees associated with the IDA program, including but not limited to the IDA Closing Fee; I fully understand and accept the benefit package I am to receive under the IDA program; and I acknowledge receipt from the IDA of a memorandum explaining legal, insurance and various real estate related requirements, all of which will be necessary for the contemplated project.

On behalf of Applicant, I hereby acknowledge and agree that Applicant shall be, and is responsible for, and shall promptly pay all costs incurred by the IDA, in connection with document negotiations, closing and, where applicable, bond issuance and sale, whether or not closing occurs and whether or not bond issuance and sale occur in applicable instances. The aforesaid costs, and Applicant's obligation hereunder to pay for same, shall include, but not be limited to, attorney's fees. Applicant's obligations hereunder are absolute and shall in no event be contingent upon closing.

On behalf of myself, all other principals of Applicant, and Applicant, I hereby authorize the IDA and the New York City Department of Investigation (DOI) to initiate their background clearance procedure with respect to myself, all other principals of Applicant, and Applicant. I, all other principals of Applicant, and Applicant agree to give the DOI permission to secure all necessary personal data from all relevant sources, public and private, and I, all other principals of Applicant, and Applicant further agree to cooperate in all phases of the DOI background and clearance procedure. I, all other principals of Applicant, and the Applicant agree to hold the IDA and the City of New York harmless with respect to any claims for injury, damage, loss or expense which may arise should the above mentioned background clearance procedure not be completed satisfactorily.

On behalf of Applicant and its existing and future affiliates, I authorize any private or governmental entity, including but not limited to The New York State Department of Labor ("DOL"), to release to the IDA and/or to the New York City Economic Development Corporation ("EDC"), and/or to the successors and assigns of either (collectively, the "Information Recipients"), any and all employment information under its control and pertinent to Applicant and its existing and future affiliates and the employees of same. In addition, upon the IDA's request, Applicant shall provide to the IDA any employment information in Applicant's possession or in the possession of any of Applicant's existing and future affiliates, which is pertinent to Applicant and Applicant's existing and future affiliates and the employees of same. Information released or provided to Information Recipients by the DOL, or by any other governmental entity, or by any private entity, or by Applicant itself (collectively, "Employment Information"), may be disclosed by the Information Recipients in connection with the administration of the programs of the IDA, and/or EDC, and/or the successors and assigns of either, and/or the City of New York, and/or as may be necessary to comply with law; and, without limiting the foregoing, the Employment Information may be included in (x) reports prepared by the Information Recipients pursuant to New York City Local Law 69 of 1993, (y) other reports required of the IDA, and (z) any other reports required by law. If the IDA approves this Application and the IDA Board of Directors approves the financing project which is the subject of this Application, this authorization shall remain in effect through the term of the financial assistance documents which the Applicant and the IDA will enter into at closing. If the IDA does not approve this Application, and/or the IDA Board of Directors does not approve the project which is the subject of this Application, this authorization shall remain in effect through the earlier to occur of the aforesaid decisions not to approve.

I, all other principals of Applicant, and Applicant, understand that the IDA may be requested to disclose the information contained in this Application and the attachments hereto, under applicable disclosure laws, or at the request of investigative law enforcement or other governmental bodies. On behalf of myself, all other principals of Applicant, and Applicant, I authorize the IDA to disclose any such information, under such law or where so requested, and I, all other principals of Applicant and the Applicant release the IDA from any liability to the Applicant, all other principals, and/or myself for such disclosure. I also authorize the IDA at its discretion to transmit this Application, including any financial data or tax returns submitted herewith, to the IDA's financial advisors.

On behalf of Applicant, I acknowledge and agree that the IDA reserves the right to require Applicant to submit at Applicant's sole expense, such other documentation as the IDA may require in addition to the documentation required hereunder, and that all such documentation, whether requested hereunder or hereafter, shall be provided at Applicant's sole cost and expenses, and shall be in form and substance satisfactory to the IDA.

Approval of this Application may only be granted by the IDA's Board of Directors through the Board's adoption of an inducement or authorizing resolution for the project described in this Application. Additionally, it is understood and agreed that the \$2,500 Application fee accompanying this Application is non-refundable, regardless of whether or not this Application is so approved. Applicant acknowledges and accepts that: the \$2,500 Application fee will accrue toward payment of the IDA Closing Fee should closing occur; and if and when the IDA's Board of Directors approves this Application, the Agency may additionally require Applicant to pay at such time an amount equal to 1/10 of a percent of the bond/project amount (as applicable), which payment shall also accrue toward payment of the IDA Closing Fee should closing occur.

Date:

9/17/00

Certification By:

Charles E. Contreras
Signature of Chief Executive Officer

Charles E. Contreras
Printed Name

Attested By:

Clifford R. Nordquist
Chief Financial Officer/Secretary

Clifford R. Nordquist
Printed Name

II. PROJECT INFORMATION

1. Please briefly describe the proposed project; if machinery and equipment is to be acquired, please list the type:

The acquisition of a 17,500 square foot
Building located on Casanova Street in the
Harts Point area, the renovation and equipping of same
for the manufacture of bags

2. Please give best estimates for all anticipated costs and proposed sources of financing involved in the project:

<u>Uses of Funds</u>		<u>Sources of Funds</u>	
Land & Building (Acquisition)	<u>675,000</u>	Bonds	<u> </u>
New Construction	<u> </u>	Loans (Please Identify Sources)	<u>1,810,000</u>
Renovations/Building Improvements	<u>150,000</u>	Company funds	<u>55,000</u>
Machinery/Equipment	<u>1,010,000</u>	Officer Equity/Loans	<u>150,000</u>
Fees/Other Soft Costs	<u> </u>	Other Sources (Please Identify)	<u> </u>
Other (explain) <i>Moving + repair</i> <i>to Old Premises</i>	<u>40,000</u>		
Total Project Costs	<u> </u>	Total Project Sources	<u>3,015,000</u>

Please explain costs, loans and other sources of funding on a separate sheet.

3. Please provide the following information relating to the proposed project site.

Street Address & Borough	Block Lot & Section Number	Square Footage of Land	Square Footage of Building	Currently Owned or Leased	Number of Floors including Basement	Zoning
527 Casanova ST. Bronx NY 10474	Sec 10, Bl. 278, Lot 159	17,500	17,500	NO	1	M-1

ROOSEVELT & CROSS

INCORPORATED

Just Bagels Manufacturing, Inc., d.b.a. Just Bagels*Industrial Development Revenue Bonds, Series 2000**New York City Industrial Development Agency*

PROJECT SOURCES AND USES	<u>Sources</u>	<u>Uses</u>
	Series A Bond Financing \$985,000	Land & Building \$675,000
	Series B Bond Financing \$1,085,000	Renovations 300,000
	Company Equity <u>170,000</u>	Machinery & Equipment 875,000
	Total <u>\$2,240,000</u>	Debt Service Reserve 207,000
		Bond Closing Costs 133,000
		Other Closing Costs <u>50,000</u>
		Total <u>\$2,240,000</u>
BONDHOLDER SECURITY	<ol style="list-style-type: none"> 1. First Mortgage on the Project Facility. 2. First Lien on Project Machinery. 3. Corporate Guarantee of Just Bagels Manufacturing, Inc. and the real estate holding company. 4. Personal Guarantees of Charles Contreras, Clifford Nordquist and James O'Connell. 5. Debt Service Reserve Fund equal to Maximum Annual Debt Service (\$207,000). 	
OPTIONAL REDEMPTION - SERIES A & B BOND	<p>Upon written notice to the Trustee by the Agency at the direction of the Borrower the bonds will be subject to redemption according to the following schedule:</p> <p>May 1, 2010 through April 30, 2011 @ 103%</p> <p>May 1, 2011 through April 30, 2012 @ 102%</p> <p>May 1, 2012 through April 30, 2013 @ 101%</p> <p>May 1, 2013 and thereafter @ 100%</p>	