

MINUTES OF THE  
MEETING OF THE BOARD OF DIRECTORS  
OF  
NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY  
HELD IN-PERSON AT THE ONE LIBERTY PLAZA OFFICES OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 22, 2022

The following directors and alternates were present, constituting a quorum:

Nate Bliss, alternate for Maria Torres-Springer,  
Deputy mayor for Housing and Economic Development  
Francesco Brindisi, alternate for Brad Lander  
Comptroller of The City of New York  
Albert De Leon  
Anthony Del Vecchio  
Jacques-Philippe Piverger  
Douglas Rose, alternate for Dan Garodnick,  
Chair of the City Planning Commission of The City of New York  
Shanel Thomas  
Betty Woo, alternate for Hon. Sylvia Hinds-Radix,  
Corporation Counsel of The City of New York

The following directors and alternates were not present:

Andrew Kimball (chairperson)  
HeeWon Brindle-Khym  
Khary Cuffe  
Janet Mejia-Peguero  
Andrea Feirstein  
James Prendamano  
Robert Santos

Emily Marcus, a Vice President for New York City Economic Development Corporation ("NYCEDC") and Executive Director of the New York City Industrial Development Agency (the "Agency"), convened the meeting of the Agency at 9:10 a.m., at which point a quorum was present. Ms. Marcus introduced Brinda Ganguly, who recently joined NYCEDC as the head of the Strategic Investments Group, and Douglas Rose, the Agency's newest board member who is the assistant director of economic development at New York City Department of City Planning.

1. Adoption of the Minutes of the September 20, 2022 Meeting Minutes

Ms. Marcus asked if there were any comments or questions relating to the minutes of the September 20, 2022 Board of Directors meeting. There were no comments or questions; a motion to approve such minutes was made, seconded and unanimously approved.

2. Financial Statements for September 30, 2022 (Unaudited)

Carol Ann Butler, an Assistant Vice President of NYCEDC, presented the Agency's Financial Statements for the three -month period ending September 30, 2022 (Unaudited). Ms. Butler reported that for the three-month period the Agency recognized revenues from project finance fees from two transactions totaling \$265,000. Ms. Butler also reported that \$1.1 million in operating expenses, largely consisting of the monthly management fee, were recorded for the Agency for the three-month period that ended on September 30, 2022 (Unaudited).

3. Selection of Bond and PILOT Trustees and Approval of Bond Trustee and PILOT Trustee Fees

Charity Ashe, a Project Manager of NYCEDC, on behalf of Agency staff requested that the Board select BNY Mellon Trust Company, N.A. ("BNY") and U.S. Bank Trust Company, N.A. ("US Bank") as Bond Trustees for the Agency's bond transactions and select BNY as the PILOT Trustee for the Agency's future straight-lease PILOT transactions, authorize the Agency to enter into contracts with BNY and US Bank and approve the fees associated with services charged by each firm. Ms. Ashe described the Board action requested by Agency staff as reflected in Exhibit A.

There being no comments or questions, a motion to approve the board action attached hereto as Exhibit A for the Selection of Bond and PILOT Trustees and Approval of Bond Trustee and PILOT Trustee Fees was made, seconded and unanimously approved.

4. M. & V. Provision Co. Inc.

Joseph Taecker-Wyss, an Associate for NYCEDC, presented for review and adoption an inducement and authorizing resolution for the benefit of M. & V. Provision Co. Inc. and recommended the Board adopt a negative SEQRA determination that the project will not have a significant adverse effect on the environment. Mr. Taecker-Wyss described the project and its benefits, as reflected in Exhibit B.

There being no comments or questions, a motion to approve the inducement and authorizing resolution and the SEQRA determination attached hereto as Exhibit C for the benefit of M. & V. Provision Co. Inc. was made, seconded and unanimously approved.

5. TERZO of Jerome Avenue, LLC

Christine Robinson, an Assistant Vice President for NYCEDC, presented for review and adoption an inducement and authorizing resolution for a FRESH Program transaction for the benefit of TERZO of Jerome Avenue, LLC and recommended the Board adopt a negative SEQRA determination that the project will not have a significant adverse effect on the environment. Ms. Robinson described the project and its benefits, as reflected in Exhibit D.

In response to a question from Mr. Piverger, Ms. Robinson stated that the company owns two Price Rite supermarkets in New Jersey. In response to a question from Mr. Bliss, Ms. Robinson stated that the project location was part of the Jerome rezoning that was passed during the last mayoral administration.

There being no further comments or questions, a motion to approve the inducement and authorizing resolution and the SEQRA determination attached hereto as Exhibit E for the benefit of TERZO of Jerome Avenue, LLC was made, seconded and unanimously approved.

6. Services Contract Proposal for LifeSci NYC Internship Program

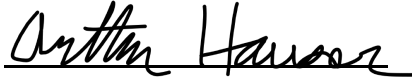
Mikko Baylosis, a Senior Associate for NYCEDC, presented for review and approval a proposal for a services contract with NYCEDC in an amount of up to \$500,000, which will engage Upper West Strategies, LLC to source, attract and prepare a diverse range of students for careers in the life science industry. Mr. Baylosis described the program and its benefits, as reflected in Exhibit F.

In response to a question from Mr. Piverger, Mr. Baylosis stated that Agency staff are requesting the contract amount be increased by \$500,000 to account for the program's expansion in order to increase the number of students and building out the speed of services. Mr. Baylosis stated that the previous administration set aside additional funding for the next three years. Mr. Baylosis stated that those funds are separate from the City tax levy and PID funds that are being requested today. Mr. Baylosis stated that this will allow the program to run at baseline and then this release will allow Agency staff to increase the impact of the program. Ms. Thomas stated that the board has approved a few life science projects in the Long Island City area over the past few years and that she would love to see additional outreach to other neighborhoods in Queens such as the Queensbridge and Ravenswood Houses through the internships or any of the additional programming services in order to get interested students.

There being no further comments or questions, a motion to approve the services contract proposal for the LifeSci NYC Internship Program, attached hereto as Exhibit F, was made, seconded and unanimously approved.

7. Adjournment

There being no further business to come before the Board of Directors at the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Board of Directors was adjourned at 9:33 a.m.

A handwritten signature in black ink, appearing to read "Arthur Hassan", written over a horizontal line.

Assistant Secretary

Dated: 2/14/23

New York, New York

Exhibit A

**Summary of Recommendation:**

Agency staff recommends the Board approve two firms (identified below) as proposed by staff to act as Bond Trustees for the Agency's bond financings; approve entry into contracts with each of the two firms, including approval of the Bond Trustee fees that the approved firms will be permitted to charge for services rendered in connection therewith.

In addition, Agency staff recommends the Board approve (i) one firm as PILOT Trustee for the Agency's applicable straight-lease Payment in Lieu of Taxes ("PILOT") transactions; (ii) the Agency's execution a contract with such firm, including approval of the PILOT Trustee fees that the firm will be permitted to charge for its services rendered in connection with administration of PILOT transactions between project companies and the Agency.

**Bond Trustees Proposed for Approval:**

The Bank of New York Mellon ("BNY") and U.S. Bank Trust Company, N. A., ("US Bank") have each been selected to act as Bond Trustees for the Agency.

**PILOT Trustee Proposed for Approval:**

BNY has been selected to act as PILOT Trustee for the Agency.

**Procurement:**

A selection committee, including Agency staff, selected BNY and US Bank as Bond Trustees, and BNY as PILOT Trustee pursuant to a publicly advertised request-for-proposals ("RFP") process in accordance with the Agency's procurement policy. Both of these two firms responded to the RFP. A summary of key selection criteria set forth in the RFP can be found below.

Responses to the RFP were evaluated based on criteria that included the following:

- (1) respondents experience in providing services to those listed in the "Scope of Services" in the RFP; the quality of the management, reputation, and references and favorable history of the respondent, if any, in contracting or doing business with the City, NYCEDC, and/or the Agency or Build NYC Resource Corporation;
- (2) the quality of the proposal and the degree to which it demonstrates the respondent's full understanding of and the ability to perform the services to be rendered; the content of the proposal demonstrating the respondent's full understanding of the project schedule and budget;
- (3) the terms under which the respondent will commit its personnel, including interest in providing both PILOT Trustee Services and Bond Trustee Services; and
- (4) the proposed fee and cost schedules.

The qualities that allowed BNY and US Bank to be selected as Bond Trustee, and BNY to be selected as PILOT Trustee, include: competitive pricing, prior experience in performing corporate trust services of the type contemplated by the RFP, process for monitoring defaulted projects, proximity to NYCEDC offices, and availability of technology and staff.

**Services to be Provided:**

The services to be provided by the Bond Trustees will include acting as the Bond Trustee for the Agency's bond financings. The services to be provided by the PILOT Trustee will be to act as PILOT Trustee for the Agency's applicable bond financings and straight-lease PILOT transactions. Both the Bond Trustees and the PILOT Trustee will provide additional services that will enable the Agency to fulfill its mandated reporting obligations.

**Actions Requested**

- Approve BNY and US Bank as Bond Trustees for the Agency's bond financings; approve entry into the contracts with each of BNY and US Bank; and approve the Bond Trustee fees that BNY and US Bank will be permitted to charge for their services rendered in connection therewith.
- Approve BNY as PILOT Trustee for the Agency's bond financings and straight-lease PILOT transactions; approve entry into the contract with BNY; and approve the PILOT Trustee fees that BNY will be permitted to charge for its services rendered in connection therewith.

**Anticipated Effective Date**

Upon contract execution (expected to be February 1, 2023).

**Proposed Bond Trustee Fees for BNY and US Bank**

Fees for Bonds issued after the date of the Contract		Fee
<b>Bond Acceptance Fee</b> (collected at closing)	Bonds:	\$750 per series
	Pooled Bonds:	\$750 per series
<b>Annual Fee</b> (collected at closing and at every anniversary thereafter)	Fixed Rate Bonds:	\$750 per series
	Variable Rate Bonds:	\$750 per series
	Pooled Fixed Rate Bonds:	$\$500 + (\$500 \times \# \text{ of Borrowers})/2$
	Pooled Variable Rate Bonds:	$\$500 + (\$500 \times \# \text{ of Borrowers})/2$
<b>Trustee Counsel Fees</b> (amount collected at closing will not exceed these amounts)	Fixed Rate Bonds:	\$8,000 per closing
	Variable Rate Bonds:	\$8,000 per closing
	Pooled Fixed Rate Bonds:	\$8,000 per closing
	Pooled Variable Rate Bonds:	\$8,000 per closing
	Subsequent Series Issuance	\$8,000 per closing

Fees in connection with existing bonds, to be identified by Agency (if any)		Fee
<b>Bond Acceptance Fee</b> (collected at closing)	Bonds:	\$0
	Pooled Bonds:	\$0
<b>Annual Fee</b> (First payment collected on the next anniversary of the Bond issue)	Fixed Rate Bonds:	\$500 per series
	Variable Rate Bonds:	\$500 per series
	Pooled Fixed Rate Bonds:	$\$500 + (\$500 \times \# \text{ of Borrowers})/2$
	Pooled Variable Rate Bonds:	$\$750 + (\$750 \times \# \text{ of Borrowers})/2$
<b>Trustee Counsel's Fee for Subsequent Series Issuances</b>		\$5,000

Fees in connection with defaults, exercising remedies or participating in modifications or workouts	Fee
<b>Bank fees</b>	Hourly, not to exceed \$500 per hour
<b>Trustee outside Counsel Fees</b> (whether hourly or capped)	Hourly, at cost, but the Agency is to be informed about the estimated costs before engaging

**Proposed PILOT Trustee Fees for BNY**

Fees in connection with PILOT Trustee Services	Fee
<b>Transaction Fee</b> (Charged each time an amount of PILOT is deposited into the Account)	\$20 per check/wire

Exhibit B



**Project Summary**

M. & V. Provision Co. Inc., (the "Company"), a New York corporation, is a wholesale food distributor and seeks financial assistance in connection with the renovation and implementation of energy efficiency improvements of an approximately 40,000 square foot building on an approximately 43,370 square foot parcel of land located at 1827 Flushing Avenue, Ridgewood, New York. The Company is planning to invest \$1,557,000 in capital investments to the building, including solar panels and a new roof system. The Facility is owned by Queens Ridgewood Realty LLC, an affiliate, and is leased to and operated by the Company as cold storage and a wholesaler of deli products. Renovations are expected to begin in spring 2023 and are expected to be completed in summer 2023.

**Project Location**

1827 Flushing Avenue  
Ridgewood, NY 11385

**Actions Requested**

- Inducement and Authorizing Resolution for an Industrial Development Agency transaction.
- Adopt a negative declaration for the Project. The Project will not have a significant adverse effect on the environment.

**Anticipated Closing**

Winter 2022

**Impact Summary**

Employment	
Jobs at Application:	38
Jobs to be Created at Project Location (Year 3):	13
<b>Total Jobs (full-time equivalents):</b>	<b>51</b>
<b>Projected Average Hourly Wage (excluding principals):</b>	<b>\$34.04</b>
<b>Highest/Lowest Hourly Wage:</b>	<b>\$57.00/\$25.00</b>

Estimated City Tax Revenues	
Impact of Operations (NPV 15 years at 6.25%)	\$9,047,456
One-Time Impact of Renovation	\$75,558
<b>Total impact of operations and renovation</b>	<b>\$9,123,014</b>
<b>Additional benefit from jobs to be created</b>	<b>\$1,542,327</b>

<b>Estimated Cost of Benefits Requested: New York City</b>	
Building Tax Exemption (NPV, 15 years)	\$980,211
Land Tax Abatement (NPV, 15 years)	\$419,856
Sales Tax Exemption	\$29,925
Agency Financing Fee	(\$26,250)
<b>Total Value of Benefits provided by Agency</b>	<b>\$1,403,742</b>
Available As-of-Right Benefits (ICAP)	\$0
Agency Benefits in Excess of As-of-Right Benefits	\$1,403,742

<b>Costs of Benefits Per Job</b>	
Estimated Total Cost of Benefits per Job	\$27,524
Estimated City Tax Revenue per Job	\$209,124

<b>Estimated Cost of Benefits Requested: New York State</b>	
Sales Tax Exemption	\$29,094
<b>Total Cost to NYS</b>	<b>\$29,094</b>

### **Sources and Uses**

Sources	Total Amount	Percent of Total Financing
Company Equity	\$1,557,000	100%
<b>Total</b>	<b>\$1,577,000</b>	<b>100%</b>

Uses	Total Amount	Percent of Total Costs
Hard Costs	\$950,000	61%
Soft Costs	\$550,000	35%
Closing Fees	\$57,000	4%
<b>Total</b>	<b>\$1,557,000</b>	<b>100%</b>

### **Fees**

	Paid At Closing	On-Going Fees (NPV, 15 Years)
Agency Fee	\$26,250	
Project Counsel	\$25,000	
Annual Agency Fee	\$750	\$7,167
<b>Total</b>	<b>\$52,000</b>	<b>\$7,167</b>
<b>Total Fees</b>	<b>\$59,167</b>	

### **Financing and Benefits Summary**

The total cost of the Project is approximately \$1,557,000. It is anticipated that the Project will be financed with \$1,557,000 in Company equity. The financial assistance proposed to be conferred by the Agency will consist of payments in lieu of City real property taxes, and exemption from City and State sales and use taxes for the fit-out of the Facility. In 2001, the NYCIDA Board of Directors authorized and the NYCIDA closed on a 25-year straight-lease transaction with the Company for the Ridgewood site, for which documents were amended in 2003. The Company's

property taxes are set to increase as the previous NYCIDA PILOT benefit phases out. The 2001 NYCIDA straight-lease transaction documents will be amended and extended, for 15 years, with PILOT phasing out during the last four years of the term.

### **Company Performance and Projections**

The Company has a very lengthy and strong track record of cold food storage and distribution with over 70 years in New York City. The project will add solar panels and replace the roof of the preexisting refrigerated storage center.

### **Inducement**

- I. The Company requires solar panels to offset and stabilize its energy costs as the business continues to grow.
- II. The Company has stated they require financial assistance from the Agency to undertake the Project and to continue to afford to operate.

### **UTEP Considerations**

The Agency finds that the Project meets one or more considerations from Section I-B of the Agency's Uniform Tax Exemption Policy ("UTEP"), including the following:

- I. The Project will create permanent private-sector jobs.
- II. Financial assistance is required to induce the Project.
- III. The Project will generate approximately \$1,557,000 in private-sector investment.

### **Applicant Summary**

The Company was established in 1949 as a New York City wholesale food distributor. It is now a fourth-generation family-owned business selling refrigerated goods to primarily other wholesalers and is one of the largest food distributors in the tri-state area. The Company uses its deep knowledge of supply chain, food storage, and delivery systems to continue to grow and meet the needs of its customers. The owners are seeking to use their equity to install solar panels and replace their roof. This would reduce their energy consumption by 61% to offset increasing energy and property tax costs.

#### **Joe Vallario, Co-Executive Vice-President and General Manager, M. & V. Provision Co. Inc.**

Joe started working at M. & V. Provision in 1997. He is now in charge of M. & V.'s shipping and receiving department, carefully checking every item going on or coming off the delivery trucks. He interacts with salesmen and coordinates with the trucking companies to insure an orderly and efficient incoming delivery system, inventory control system, and workforce. Prior to joining M. & V. Provision, Joe owned and operated his own car wash business for 10 years.

#### **Mike Ciuffo, Co-Executive Vice-President and Director of Purchasing, M. & V. Provision Co. Inc.**

Mike began working at M. & V. Provision in 1986 after graduating from high school. He worked while attending St. John's University, graduating in 1989 with a B.A. in Business and Marketing. Since then, he has worked his way through the family business. As Director of Purchasing, Mike's main responsibilities include the purchasing, pricing, procurement, and marketing of all M. & V. Provision's product lines. He is also responsible for all activities involving his buying group, Legacy Foodservice. Through this work, he keeps M. & V. Provision at the forefront of the food service industry through new products and higher-quality business services and technology.

### **Employee Benefits**

Employees receive company profit sharing, healthcare, vision, and dental benefits, paid vacation, retirement plans, and on-the-job training.

## **Recapture**

Pursuant to UTEP, all benefits are subject to recapture for a 10-year period.

## **SEQRA Determination**

Type II action which if implemented will not result in significant adverse environmental impacts. Staff recommends the Board adopt a Negative Declaration for this project. The completed Environmental Assessment Form for this project has been reviewed and signed by Agency staff.

## **Due Diligence**

The Agency conducted a background investigation of the Company and its principals and found no derogatory information.

<b>Compliance Check:</b>	Compliant
<b>Living Wage:</b>	Compliant
<b>Paid Sick Leave:</b>	Compliant
<b>Affordable Care Act:</b>	Compliant
<b>Bank Account:</b>	Signature Bank
<b>Bank Check:</b>	Relationships are reported to be satisfactory.
<b>Supplier Checks:</b>	Relationships are reported to be satisfactory.
<b>Customer Checks:</b>	Not Applicable
<b>Unions:</b>	Not Applicable
<b>Background Check:</b>	No derogatory information was found.
<b>Attorney:</b>	Val Verrelli, Esq. A. Verrelli and Associates 285 Jericho Turnpike Mineola, NY 11501
<b>Accountant:</b>	Kyle Brengel, CPA Gentile Brengel & Lin LLP 1581 Franklin Avenue P.O. Box 149 Garden City, NY 11530
<b>Community Board:</b>	Queens Community Board #5

# M. & V. PROVISIONS CO., INC.

~SINCE 1949~

1827 Flushing Avenue • Ridgewood, New York 11385 • Tel: 718-456-7070 • MNVPROVISIONS.COM

*Specialty Cheeses • Provisions • Frozen Food • Condiments • Soups • Salads • Deli Non Foods*

Emily Marcus, Executive Director  
New York City Industrial Development Agency  
One Liberty Plaza  
New York NY 10006

Dear Ms Marcus

I am writing to you today in regards to our business, M&V Provisions located at 1827 Flushing Ave Ridgewood NY 11385. We are housed in a 40,000 square foot building, 30,000 square feet of which is refrigerated and frozen. As you can imagine, our energy demand is quite high.

M&V Provisions was born in 1949. We still a Family owned business, now proud to be in our fourth generation!

We are a large food Wholesaler of deli products. We sell food products to smaller distributors who, in turn resell these products to the delis and bodegas of all 5 New York Boroughs.

We sell over 1200 products and we employ over 40 hard working individuals on a full time basis. They are all afforded a 401k program, a profit sharing plan as well as full medical benefits and vacation time and plenty of overtime.

As our current PILOT program winds down, we are facing building and land tax increases that have us wondering if we can afford to remain in NYC.

For example, in approx 2005 our tax bill was about \$10,000. In 2015 it was about \$25,000. This year it was over \$110,000 as we look at our "phase out" we are projected to top \$250,000 in just 4 years.

This is a hurt to the bottom line that we are unsure we can overcome in order to remain profitable.

"Going green" is something we are extremely interested in.

The cost of "going green" comes in at about \$1,500,000 which includes a new roof which would be a must if we are to take on this project.

Without your agency's help, we certainly would not be able to take on the initial added costs of this "going green" project.

With your agencies help, we vow to take on all expenses and commit to the "going green" plan for our building.

This project would not only keep the Family business from relocating, it would also take approx 61% of our energy usage off the grid according to Harvest Power. Harvest power feels we would be able to generate 319 KW DC.

This would be the equivalent of 516,318 gallons of gasoline, 10,625 barrels of oil or 578 homes electricity usage.

EXCLUSIVE DISTRIBUTOR OF  
**NORTHSIDE BRAND®**



 **Legacy Foodservice Alliance**  
*Incomparable Experience*

# M. & V. PROVISIONS CO., INC.

~SINCE 1949~

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*Specialty Cheeses • Provisions • Frozen Food • Condiments • Soups • Salads • Deli Non Foods*

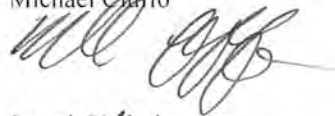
We feel that placing solar panels on our 40,000 square footprint would be a win for the community in many ways.

We respectfully request that you give our application serious consideration.

We are free to answer any questions that you may have.

Sincerely,

Michael Cuffo



Joseph Vallario



EXCLUSIVE DISTRIBUTOR OF  
**NORTHSIDE BRAND®**



 **Legacy Foodservice Alliance**  
*Incomparable Experience*

## Exhibit C

Resolution of the New York City Industrial Development Agency with respect to its 2001 Small Industry Incentive Program (Straight-Lease Transaction) for Queens Ridgewood Realty LLC and M. & V. Provision Co. Inc. and authorizing execution and delivery of new and amending documents with respect to a new capital project addition, and authorizing other matters in connection therewith

WHEREAS, New York City Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 1082 of the 1974 Laws of New York, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, on April 4, 2001, the Agency entered into a Small Industry Incentive Program (Straight-Lease Transaction) for M. & V. Provision Co. Inc. (the “Applicant”) and Queens Ridgewood Realty LLC (the “Company”) with respect to the acquisition, renovation and equipping by the Agency of a warehousing facility (the “Facility”) consisting of the acquisition and renovation of an approximately 40,000 square foot building and related parcel of real property (the “Premises”), and the acquisition and installation of machinery and equipment in connection therewith, all for the warehousing and distribution of specialty food products, located at 1827 Flushing Avenue, Queens, New York (the “2001 Project”); and

WHEREAS, in connection with the 2001 Project, (i) the Agency and the Company entered into a Lease Agreement, dated as of April 1, 2001 (the “2001 Lease Agreement”), whereunder the Agency leased the Facility to the Company, (ii) the Company and the Applicant entered into a Sublease Agreement, dated as of April 1, 2001 (the “2001 Sublease Agreement”), whereunder the Company subleased the Facility to the Applicant, and (iii) each of the Company, the Applicant and Paul Vallario, Anthony Ciuffo and Rose Vallario, as individual guarantors (the “Individual Guarantors”, and together with the Company and the Applicant, the “Guarantors”), entered into a Guaranty Agreement, dated as of April 1, 2001, in favor of the Agency (the “2001 Guaranty Agreement”); and

WHEREAS, the costs of the 2001 Project were financed through a first mortgage loan to the Company in the original principal amount of \$1,865,000 (the “2001 Chase First Mortgage Loan”) made by JP Morgan Chase Bank, N.A., formally The Chase Manhattan Bank (“Chase”), and a subordinate mortgage loan in the original principal amount of \$727,000 made by Chase to the Company (the “2001 Chase Second Mortgage Loan”); and

WHEREAS, on May 1, 2002, the 2001 Lease Agreement was amended by a First Amendment to Lease Agreement, dated as of May 1, 2002, pursuant to which the Project Completion Date and termination of the Original Sales Tax Letter were extended; and



WHEREAS, on or about December 23, 2003, the Facility was refinanced in part through a mortgage loan to the Company in the original principal amount of \$750,000 (the “2003 ESCDC Mortgage Loan”) made by the Empire State Certified Development Corporation, the proceeds of which were used to refinance the 2001 Chase Second Mortgage Loan; and

WHEREAS, on or about November 28, 2007, the Company and the Applicant (i) refinanced each of the 2001 Chase First Mortgage Loan and the 2003 ESCDC Mortgage Loan with a new mortgage loan in the principal amount of \$4,200,000 made by Washington Mutual Bank (“WAMU”) to the Company (the “2007 WAMU Mortgage Loan”), and, in connection therewith, the Company granted a new mortgage on the Facility to secure the 2007 WAMU Mortgage Loan; and

WHEREAS, in connection with the execution and delivery of the 2007 WAMU Mortgage, each of the Agency, the Company, the Applicant, the Individual Guarantors and WAMU entered into a Multi-Party Agreement, dated as of November 28, 2007 (the “2007 Multi-Party Agreement”), pursuant to which (i) the Agency created a sandwich lease with respect to the Facility and entered into an Agency Lease Agreement dated as of November 1, 2007 between the Agency, as landlord, and the Agency, as tenant (the “2007 Sandwich Lease”), (ii) the Agency conveyed its fee interest in the Facility realty to the Company, pursuant to a Deed, whereby the Company succeeded the Agency as landlord of the Facility realty under the 2007 Sandwich Lease, and the Company thereby leased the Facility realty to the Agency, as tenant, (iii) each of the Agency, the Company and the Applicant agreed to subordinate the 2001 Lease Agreement and the 2001 Sublease Agreement to the 2007 Sandwich Lease, and (iii) each of the 2001 Lease Agreement, the 2001 Sublease Agreement and the 2001 Guaranty Agreement were amended to reflect, among other things, that the title to the Facility realty was now vested within the Company, that the Company leased the Facility realty and personalty to the Agency pursuant to the 2007 Sandwich Lease, that the Agency now subleased the Facility realty and personalty to the Company pursuant to the 2001 Lease Agreement, that the Facility realty and personalty was now sub-subleased by the Company to the Applicant pursuant to the 2001 Sublease Agreement, and that the Guarantors reconfirmed their obligations under the 2001 Guaranty Agreement; and

WHEREAS, the 2001 Lease Agreement is scheduled to terminate on July 1, 2027; and

WHEREAS, the Applicant has entered into negotiations with officials of the Agency for the renovation and the making of energy efficient improvements to the Facility, consisting of (i) the installation of a new roof, (ii) the installation of solar panels on the building, and (iii) the making of related energy efficient improvements (collectively, the “2022 Project”), having an approximate total project cost of approximately \$1,557,000, so that the Applicant may continue to sell food products to smaller distributors, reduce its energy usage and utilize renewable energy; and

WHEREAS, in order to effectuate the 2022 Project, the Company, the Applicant, the Individual Guarantors and the Agency Parties must amend and/or restate the 2007 Sandwich Lease, the 2001 Lease Agreement, the 2001 Sublease Agreement, and the 2001 Guaranty Agreement, the Agency must execute a Sales Tax Letter from the Agency to the Company and the Applicant, and the Agency, the Company and the Applicant must execute a Uniform Project

Agreement (collectively, together with such other amendments and/or other agreements necessary to effect the 2022 Project, being the “2022 Documents”); and

WHEREAS, the Applicant has submitted a Project Application and accompanying inducement letter (collectively, the “Application”) to the Agency to initiate the accomplishment of the 2022 Project; and

WHEREAS, the Application sets forth certain information with respect to the Company and the Applicant and the 2022 Project, including the following: that the Applicant is currently located in The City of New York (the “City”); that the Applicant currently employs 38 full-time equivalent employees and estimates that it will employ an additional 13 full-time equivalent employees by three years after the completion of the 2022 Project; that the Applicant intends to make a substantial capital investment in the Facility in order to renovate the roof, maximize energy efficiency and remain profitable; that Agency financial assistance is necessary to make the 2022 Project economically feasible; that the Applicant must obtain Agency financial assistance in the form of a straight-lease transaction to enable the Applicant to proceed with the 2022 Project and thereby maintain its operations in the City; and that, based upon the financial assistance provided through the Agency, the Applicant desires to proceed with the 2022 Project and maintain and expand its operations in the City; and

WHEREAS, based upon the Application, the Agency hereby determines that Agency financial assistance and related benefits in the form of a straight-lease transaction between the Agency and each of the Company and the Applicant are necessary to induce the Applicant to maintain its operations in the City and proceed with the 2022 Project; and

WHEREAS, in order to provide financial assistance to the Company and the Applicant for the 2022 Project, the Agency intends to grant the Applicant financial assistance through a straight-lease transaction in the form of real property tax abatements, and sales and use tax exemptions, all pursuant to the Act; and

WHEREAS, the Company and the Applicant intend to provide their own funds for the costs of the 2022 Project;

NOW, THEREFORE, NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:

Section 1. The Agency hereby determines that the 2022 Project and the provision by the Agency of financial assistance to the Company and the Applicant pursuant to the Act in the form of a straight-lease transaction will promote and is authorized by and will be in furtherance of the policy of the State of New York as set forth in the Act and hereby authorizes the Company and the Applicant to proceed with the 2022 Project. The Agency further determines that

(a) the 2022 Project shall not result in the removal of any facility or plant of the Company or the Applicant or any other occupant or user of the Facility from outside of the City (but within the State of New York) to within the City or in the abandonment of one or more facilities or plants of the Company or the Applicant or any other occupant or user of the Facility located within the State of New York (but outside of the City);

(b) no funds of the Agency shall be used in connection with the 2022 Project for the purpose of preventing the establishment of an industrial or manufacturing plant or for the purpose of advertising or promotional materials which depict elected or appointed government officials in either print or electronic media, nor shall any funds of the Agency be given in connection with the 2022 Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State of New York; and

(c) not more than one-third of the total cost of the 2022 Project is in respect of facilities or property primarily used in making retail sales of goods or services to customers who personally visit such facilities within the meaning of Section 862 of the New York General Municipal Law.

Section 2. To accomplish the purposes of the Act and to provide financial assistance to the Company and the Applicant for the 2022 Project, a straight-lease transaction is hereby authorized subject to the provisions of this Resolution.

Section 3. The Agency hereby authorizes the Company and the Applicant to proceed with the 2022 Project as herein authorized. The Applicant and the Company are authorized to proceed with the 2022 Project on behalf of the Agency as set forth in this Resolution; provided, however, that it is acknowledged and agreed by the Company and the Applicant that (i) nominal leasehold title to or other interest of the Agency in the Facility shall be in the Agency for purposes of granting financial assistance, and (ii) the Company and the Applicant are hereby constituted the agents for the Agency solely for the purpose of effecting the 2022 Project, and the Agency shall have no personal liability for any such action taken by the Company or the Applicant for such purpose.

Section 4. The execution and delivery of the 2022 Documents, each being substantively the same as approved by the Agency for prior transactions, is hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director and General Counsel of the Agency are each hereby authorized to execute, acknowledge and deliver each such 2022 Document. The execution and delivery of each such 2022 Document by one of said officers shall be conclusive evidence of due authorization and approval.

Section 5. The officers of the Agency are hereby designated the authorized representatives of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution and the 2022 Documents. The Agency recognizes that due to the unusual complexities of the transaction it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or General Counsel to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by a certificate of determination of an Agency officer.

Section 6. The officers of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to take whatever steps may be necessary to cooperate with the Company and the Applicant to assist in the 2022 Project.

Section 7. Any costs and expenses incurred by the Agency with respect to the 2022 Project shall be paid by the Company and the Applicant, whether or not the Company and the Applicant proceeds with the 2022 Project as contemplated herein or financial assistance by the Agency to the Company and the Applicant, through the straight-lease transaction between the Agency and each of the Company and the Applicant, is provided as herein authorized. By acceptance hereof, each of the Company and the Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the 2022 Project.

Section 8. This Resolution is subject to approval based on an investigative report with respect to the Company and the Applicant. The provisions of this Resolution shall continue to be effective for one year from the date hereof, whereupon the Agency may, at its option, terminate the effectiveness of this Resolution (except with respect to the matters contained in Section 7 hereof).

Section 9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and contained in the 2022 Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Resolution or the 2022 Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the 2022 Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, director, officer, agent or employee of the Agency in his or her individual capacity and neither the members nor the directors of the Agency nor any officer executing any 2022 Document shall be liable personally for any amounts payable thereunder or arising from claims thereon or be subject to any personal liability or accountability by reason of the execution and delivery or acceptance thereof.

Section 10. The Agency, as lead agency, is issuing this determination pursuant to the State Environmental Quality Review Act ("SEQRA") (Article 8 of the Environmental Conservation Law) and implementing regulations contained in 6 N.Y.C.R.R. Part 617. This determination is based upon the Agency's review of information provided by the Company and the Applicant and such other information as the Agency has deemed necessary and appropriate to make this determination.

The Agency hereby determines that the 2022 Project is a Type II action, pursuant to 6 N.Y.C.R.R. Part 617.5(c)(2), “replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building, energy or fire codes unless such action meets or exceeds any of the thresholds in section 617.4 of this Part” which would not result in adverse environmental impacts requiring the preparation of an Environmental Impact Statement.

Section 11. In connection with the 2022 Project, each of the Company and the Applicant covenants and agrees to comply, and to cause each of their respective contractors, subcontractors, agents, persons or entities to comply, with the requirements of General Municipal Law Sections 875(1) and (3), as such provisions may be amended from time to time.

(1) The Company and the Applicant each acknowledges and agrees that pursuant to General Municipal Law Section 875(3) the Agency shall have the right to recover, recapture, receive, or otherwise obtain from the Company and/or the Applicant New York State sales or use tax savings taken or purported to be taken by the Company and/or the Applicant, and any agent or any other person or entity acting on behalf of the Company and/or the Applicant, to which the Company and/or the Applicant is not entitled or which are in excess of the maximum sales or use tax exemption amount authorized in Section 12 of this Resolution or which are for property or services not authorized or taken in cases the Company and/or the Applicant, or any agent or any other person or entity acting on behalf of the Company and/or the Applicant, failed to comply with a material term or condition to use property or services in the manner required by this Resolution or any agreements entered into among the Agency, the Company, the Applicant, and/or any agent or any other person or entity acting on behalf of the Company and/or the Applicant. The Company and the Applicant shall, and shall require each agent and any other person or entity acting on behalf of the Company and/or the Applicant, to cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such New York State sales or use tax savings and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the Commissioner of the New York State Department of Taxation and Finance (the “Commissioner”) to assess and determine New York State sales or use taxes due from the Applicant under Article Twenty-Eight of the New York State Tax Law, together with any relevant penalties and interest due on such amounts.

(2) The Company and the Applicant are hereby notified (provided that such notification is not a covenant or obligation and does not create a duty on the part of the Agency to the Company or the Applicant or any other party) that the Agency is subject to certain requirements under the General Municipal Law, including the following:

(i) In accordance with General Municipal Law Section 875(3)(c), if the Agency recovers, recaptures, receives, or otherwise obtains, any amount of New York State sales or use tax savings from the Applicant, any agent or other person or entity, the Agency shall, within thirty days of coming into possession of such amount, remit it to the Commissioner, together with such information and report that the Commissioner deems necessary to administer payment over of such amount. The Agency shall join the Commissioner as a party in any action or proceeding that the Agency commences to recover, recapture, obtain, or otherwise

seek the return of, New York State sales or use tax savings from the Company, the Applicant or any other agent, person or entity.

(ii) In accordance with General Municipal Law Section 875(3)(d), the Agency shall prepare an annual compliance report detailing its terms and conditions described in General Municipal Law Section 875(3)(a) and its activities and efforts to recover, recapture, receive, or otherwise obtain State sales or user tax savings described in General Municipal Law Section 875(3)(b), together with such other information as the Commissioner and the New York State Commissioner of Economic Development may require. Such report shall be filed with the Commissioner, the Director of the Division of the Budget of The State of New York, the New York State Commissioner of Economic Development, the New York State Comptroller, the Council of the City of New York, and may be included with the annual financial statement required by General Municipal Law Section 859(1)(b). Such report shall be filed regardless of whether the Agency is required to file such financial statement described by General Municipal Law Section 859(1)(b). The failure to file or substantially complete such report shall be deemed to be the failure to file or substantially complete the statement required by such General Municipal Law Section 859(1)(b), and the consequences shall be the same as provided in General Municipal Law Section 859(1)(e).

(3) The foregoing requirements of this Section 11 shall apply to any amounts of New York State sales or use tax savings that the Agency recovers, recaptures, receives, or otherwise obtains, regardless of whether the Agency, the Company, the Applicant, or any agent or other person or entity acting on behalf of the Company and/or the Applicant characterizes such benefits recovered, recaptured, received, or otherwise obtained, as a penalty or liquidated or contract damages or otherwise. The foregoing requirements shall also apply to any interest or penalty that the Agency imposes on any such amounts or that are imposed on such amounts by operation of law or by judicial order or otherwise. Any such amounts or payments that the Agency recovers, recaptures, receives, or otherwise obtains, together with any interest or penalties thereon, shall be deemed to be New York State sales or use taxes and the Agency shall receive any such amounts or payments, whether as a result of court action or otherwise, as trustee for and on account of New York State.

Section 12. In connection with the 2022 Project, the Agency intends to grant the Company and the Applicant real property tax abatements, and City and State sales and use tax exemptions in an amount not to exceed \$93,233.

Section 13. This Resolution shall take effect immediately.

ADOPTED: November 22, 2022

ACCEPTED: \_\_\_\_\_, 2022

QUEENS RIDGEWOOD REALTY LLC

By: \_\_\_\_\_

Name:

Title:

M & V PROVISION CO. INC.

By: \_\_\_\_\_

Name:

Title:

## Exhibit D



### **Project Summary**

TERZO of Jerome Avenue, LLC (the "Company"), a New York limited liability company, is a supermarket operator affiliated with Terzo of Garfield, LLC and owned by Inserra Supermarkets Inc. The Company seeks financial assistance in connection with the furnishing and equipping of a to-be formed 30,000 square foot retail condominium unit (the "Facility") within a 280,000 square foot 15-story mixed-use development to be located on a 33,913 square foot parcel of land located at 1941-1959 Jerome Avenue, Bronx, New York (the "Project"). The Facility will be owned by 1941-1959 Jerome Avenue LLC and leased to the Company. The Facility will be operated as a full-service supermarket under the PriceRite Marketplace banner.

### **Project Location**

1941-1959 Jerome Avenue  
 Bronx, New York 10453

### **Actions Requested**

- Inducement and Authorizing Resolution for a FRESH Program transaction.
- Adopt a negative SEQRA declaration for the Project. The Project will not have a significant adverse effect on the environment.

### **Anticipated Closing**

Winter 2023

### **Impact Summary**

<b>Employment</b>	
Jobs at Application:	0
Jobs to be Created at Project Location (Year 3):	26.5
<b>Total Jobs (full-time equivalents):</b>	<b>26.5</b>
<b>Projected Average Hourly Wage (excluding principals):</b>	<b>\$16.29</b>
<b>Highest/Lowest Hourly Wage:</b>	<b>\$20.63/\$15.00</b>

<b>Estimated City Tax Revenues</b>	
Impact of Operations (NPV 20 years at 6.25%)	\$3,947,489
One-Time Impact of Renovation	\$471,520
<b>Total impact of operations and renovation</b>	<b>\$4,419,009</b>
<b>Additional benefit from jobs to be created</b>	<b>\$1,881,027</b>

<b>Estimated Cost of Benefits Requested: New York City</b>	
Building Tax Exemption (NPV, 20 years)	\$3,495,681
Land Tax Abatement (NPV, 20 years)	\$51,123
Sales Tax Exemption	\$292,500
Agency Financing Fee	(\$72,500)
<b>Total Value of Benefits provided by Agency</b>	<b>\$3,766,804</b>
Available As-of-Right Benefits (ICAP)	\$2,197,768
Agency Benefits In Excess of As-of-Right Benefits	\$1,569,036

## **TERZO of Jerome Avenue, LLC**

<b>Costs of Benefits Per Job</b>	
Estimated Total Cost of Benefits per Job	\$59,209
Estimated City Tax Revenue per Job	\$237,737

<b>Estimated Cost of Benefits Requested: New York State</b>	
Sales Tax Exemption	\$284,375
<b>Total Cost to NYS</b>	<b>\$284,375</b>

## **Sources and Uses**

Sources	Total Amount	Percent of Total Financing
Equity	\$6,735,000	100%
<b>Total</b>	<b>\$6,735,000</b>	<b>100%</b>

Uses	Total Amount	Percent of Total Costs
Furnishings, Fixtures & Equipment and Machinery	\$6,500,000	96%
Closing Fees	\$235,000	4%
<b>Total</b>	<b>\$6,735,000</b>	<b>100%</b>

## **Fees**

	Paid At Closing	On-Going Fees (NPV, 20 Years)
Agency Fee	\$72,500	
Project Counsel	\$25,000	
Annual Agency Fee	\$1,000	\$11,241
Total	\$98,500	\$11,241
<b>Total Fees</b>	<b>\$109,741</b>	

## **Financing and Benefits Summary**

The total cost of the Project is approximately \$6,735,000. It is anticipated that the Project will be financed with \$6,735,000 in Company equity. The financial assistance proposed to be conferred by the Agency will consist of payments in lieu of City real property taxes and exemption from City and State sales and use taxes for the fit-out of the Facility.

## **Company Performance and Projections**

Inserra Supermarkets Inc., along with its affiliate Terzo of Garfield, LLC, have a strong track record of owning and operating ShopRite supermarkets and PriceRite Marketplaces located in New Jersey and New York State. The Project will be located on the ground floor of a 15-story mixed-used development and will provide access to quality healthy food options for the surrounding Bronx community. The new supermarket projects year-over-year growth, with an annual growth rate of 4%, and maintenance of an approximate 87% gross profit margin within the first three years.

## **TERZO of Jerome Avenue, LLC**

### **Inducement**

- I. City policy, as set forth by the Food Retail Expansion to Support Health (FRESH) program, aims to promote the establishment and retention of neighborhood grocery stores in underserved communities.
- II. High barriers to entry in opening new supermarkets have been exacerbated by rising costs and economic constraints.

### **UTEP Considerations**

The Agency finds that the Project meets one or more considerations from Section I-B of the Agency's Uniform Tax Exemption Policy ("UTEP"), including the following:

- I. The Project will create permanent private-sector jobs.
- II. Financial assistance is required to induce the Project.
- III. The Project will generate approximately \$6,735,000 in private-sector investment
- IV. The Project involves the grocery industry, which the Agency seeks to retain and foster.

### **Applicant Summary**

The Company is a newly formed family-owned supermarket operator owned founded for the purpose of supporting the Morris Heights and Mount Hope communities in the Bronx with the development of a PriceRite Marketplace Supermarket. The principals in total own and operate 25 supermarkets located in New Jersey and New York State and are seeking to use their equity and over 65 years of experience to successful develop and retain an important resource. The Company has been modeled after its affiliates whilst catering to the needs of the local community.

#### **Lawrence R. Inserra III Chairman & CEO Inserra Supermarkets Inc.**

Mr. Inserra started working part-time in the family business of Inserra Supermarkets at a young age. He then earned a Bachelor of Science Degree in Business Administration from Felician College in 2010. Mr. Inserra continued his interest in the supermarket business and spent two years as a meat cutter apprentice ensuing participated in the Wakefern Food Corporation Leaders in Training Program. Mr. Inserra sits on the board of the Hackensack Performing Arts Center and the Northeast Regional Advisory Board of Hackensack-Meridian Health. He is also the Chairman of the Greater Alliance Federal Credit Union Hopes and Dreams Foundation.

#### **Ron Onorato President & COO Inserra Supermarkets Inc.**

Mr. Onorato is the president and COO of Inserra Supermarkets since 2015. Prior to 2015, he was president of Stop and Shop metro division consisting of 200 supermarkets in Connecticut, New York and New Jersey. Mr. Onorato was also the SVP of expense reduction and new initiative rollouts for Ahold USA, which consisted of 800 supermarkets from Boston to Maryland. His supermarket experience in sales, operations and human resources spans over 40 years.

### **Employee Benefits**

Employees receive healthcare, vision, dental benefits and on the job-training

### **Recapture**

Pursuant to UTEP, all benefits subject to recapture for a 10-year period.

### **SEQRA Determination**

Type II action which if implemented will not result in significant adverse environmental impacts. Staff recommends the Board adopt a Negative Declaration for this project. The completed Environmental Assessment Form for this project has been reviewed and signed by Agency staff.

### **Due Diligence**

The Agency conducted a background investigation of the Company its affiliates and their respective principals and found no derogatory information.

**Compliance Check:** Not Applicable

**TERZO of Jerome Avenue, LLC**

<b>Living Wage:</b>	Exempt
<b>Paid Sick Leave:</b>	Compliant
<b>Affordable Care Act:</b>	Not Applicable
<b>Bank Account:</b>	JP Morgan Chase
<b>Bank Check:</b>	Satisfactory
<b>Supplier Checks:</b>	Satisfactory
<b>Customer Checks:</b>	Not Applicable
<b>Unions:</b>	Compliant
<b>Background Check:</b>	No derogatory information was found.
<b>Attorney:</b>	Bruce Ritter, Esq. Larsson & Scheuritzel 575 Jericho Tpke, Suite 304 Jericho, NY 11753
<b>Accountant:</b>	Richard Colloca Eisner Amper 111 Wood Avenue South South Iselin, NJ 08830
<b>Community Board:</b>	Bronx Community Board #5

# Price Rite Terzo of Garfield, LLC

## MARKETPLACE

Via Email and FedEx

September 16, 2022

Emily Marcus, Executive Director

New York City Economic Development Corporation

1 Liberty Plaza

New York, NY 10006

Re: 1941-1959 Jerome Avenue

Bronx, Block 2862, Lot p/o 92

**FRESH Application: Terzo of Jerome Avenue, LLC (Operator)**

Dear Ms. Marcus

We are requesting assistance from the New York City Industrial Development Agency (the "Agency"), through the FRESH program, in the form of real property tax relief on the land and improvements, sales tax exemption on capital purchases of equipment and furnishings and energy benefits, in connection with our proposed lease of approximately 29,850 gsf on the ground floor, to be occupied by a PriceRite Marketplace supermarket within a mixed-used development located at 1941-1959 Jerome Avenue, Bronx, New York.

Inserra Supermarkets, as the ultimate parent company of Terzo of Jerome Avenue, LLC, intends to enter the New York City market with this project. While Inserra Supermarkets operates 23 Shoprite stores in New Jersey and Rockland County, NY, Terzo of Garfield, LLC, as the immediate parent of Terzo of Jerome Avenue, LLC is the PriceRite Marketplace operator for the company. The Jerome Avenue store is planned as a comparably sized operation in both square footage and revenue to the Garfield store, which has operated successfully in its market since 2014.

Patsy Inserra founded the company in 1954 with the opening of Patsy's in Lyndhurst, NJ. By 1981, and with the entrepreneurial guidance of the late Lawrence Inserra, the company expanded to 14 ShopRite stores. Today, under the direction of Lawrence Inserra Jr., Chairman and CEO, the family's third and fourth generations and Ron Onorato, president and COO, the family and community focus continues at all 23 Inserra ShopRite and two PriceRite Marketplace stores. Until now, the high costs of operation have deterred Inserra Supermarkets from entering the New York City market.

The FRESH program offers Inserra Supermarkets the opportunity to expand into the highly competitive New York City supermarket sector, by providing the needed tax benefits that will help keep operating costs lower, making it more feasible for establishing their stores in the areas of the City that need them most: the food deserts served by the FRESH program.

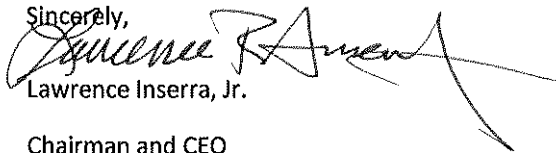
This neighborhood urgently needs a local grocer; one that can provide healthy fruits, vegetables, dairy products and meats to the residents of the area at prices that are consistently the lowest cost option in their markets. With the benefits afforded by the Agency under the FRESH program, Terzo of Jerome Avenue, LLC can fulfill that need

and launch a new era for their parent company, serving the City of New York as it has served customers in New Jersey under the PriceRite Marketplace brand.

Thank you for considering our application for FRESH benefits. We are exploring other viable FRESH locations in New York City and hope to present other applications as other projects are ready to proceed.

Thank you for considering our application for FRESH benefits.

Sincerely,

A handwritten signature in black ink, appearing to read "Lawrence Inserra, Jr.", with a long, sweeping horizontal stroke extending to the right.

Lawrence Inserra, Jr.

Chairman and CEO

cc: Richard Chamberlain, Jr.

Bruce Ritter, Esq.

Steve Polivy

Wendy Rossi

Exhibit E

Resolution inducing the financing of a Food Retail Expansion to Support Health Program facility for TERZO of Jerome Avenue, LLC, as a (Straight-Lease) Transaction and authorizing and approving the execution and delivery of agreements in connection therewith

WHEREAS, New York City Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 1082 of the 1974 Laws of New York, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, TERZO of Jerome Avenue, LLC, a New York limited liability company (the “Applicant”) affiliated with Terzo of Garfield, LLC and owned by Inserra Supermarkets Inc. (“Inserra”) has entered into negotiations with officials of the Agency for the furnishing and equipping of an approximately 30,000 square foot retail condominium unit (the “Facility”) to be located within an approximately 280,000 square foot 15-story mixed-use building located on an approximately 33,913 square foot parcel of land located at 1941-1959 Jerome Avenue, Bronx, New York, for lease by 1941-1959 Jerome Avenue LLC (the “Owner”) to the Applicant, for sublease by the Applicant to the Agency, and for sub-sublease by the Agency to the Applicant, all for use as by the Applicant and/or an affiliate as a full-service supermarket under the PriceRite Marketplace banner, and having an total project cost of approximately \$6,735,000 (the “Project”); and

WHEREAS, the Applicant has submitted a Project Application (the “Application”) to the Agency to initiate the accomplishment of the above; and

WHEREAS, the Application sets forth certain information with respect to the Applicant and the Project, including the following: that Inserra, the ultimate parent company of the Applicant, operates 25 supermarkets in New Jersey and Rockland County, New York; that the high costs of operation have previously deterred Inserra from entering the New York City market; that the FRESH program will offer Inserra the opportunity to expand into the New York City supermarket sector by providing benefits that will help keep operating costs lower; that the Project location urgently needs a local grocer that can provide healthy fruits, vegetables, dairy products and meats to the residents of the area at prices that are consistently the lowest cost option in their markets, and that with the Agency’s financial assistance the Applicant can fulfill that need; that the Applicant expects to employ approximately 26.5 full-time equivalent employees at the Facility within the first 3 years of operations of the Facility; that the Applicant and the Project will meet all requirements of the FRESH Program; that the Applicant must obtain Agency financial assistance in the form of a straight-lease transaction to enable the Applicant to proceed with the Project and thereby locate its operations in the City of New York (the “City”); and that, based upon the financial assistance provided through the Agency, the Applicant desires to proceed with the Project and locate its operations in the City; and



WHEREAS, the Act allows the Agency to provide financial assistance for a project at which facilities or property primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain such goods or services constitute more than one-third of the total project cost if, among other alternative requirements: (1) the project is located in a “highly distressed area,” defined in Section 854(18) of the Act, to include an area in which a census tract, or tracts or block numbering area or areas or such census tract or block numbering areas contiguous thereto, which, according to the most recent census data available has (i) a poverty rate of at least 20% for the year to which the data relates or at least 20% of households receiving public assistance and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates; and (2) the Agency determines after a public hearing that undertaking the project will serve the public purposes of Article 18-A of the Act by increasing the overall number of permanent, private sector jobs in New York State; and

WHEREAS, the Agency has determined that the Project is located in Census Tract 217 in the Bronx; that the poverty rate calculated from the most recent census data (American Community Survey 2016-2020 5-Year Estimate) for Census Tract 217 indicates that for the year to which the census data relates approximately 26.8% of the population was living below the poverty level; that the unemployment rate in Census Tract 217 for the year to which the census data relates was approximately 11.9%, while the statewide unemployment rate for such year was 5.7%; that 11.9% is greater than 1.25 times the statewide rate of 5.7%; and that, therefore, the proposed Project meets the statutory requirements of being located in a “highly distressed area”; and

WHEREAS, based upon the Application, the Agency hereby determines that Agency financial assistance and related benefits in the form of a straight-lease transaction between the Agency and the Applicant are necessary to induce the Applicant to proceed with the Project; and

WHEREAS, in order to provide financial assistance to the Applicant for the Project, the Agency intends to grant the Applicant financial assistance through a straight-lease transaction in the form of real property tax abatements and sales and use tax exemptions, all pursuant to the Act;

NOW, THEREFORE, NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:

Section 1. The Agency hereby determines that the Project and the provision by the Agency of financial assistance to the Applicant pursuant to the Act in the form of a straight-lease transaction will promote and is authorized by and will be in furtherance of the policy of the State of New York as set forth in the Act and hereby authorizes the Applicant to proceed with the Project. The Agency further determines that:

(a) the Project shall not result in the removal of any facility or plant of the Applicant or any other occupant or user of the Facility from outside of the City (but within the State of New York) to within the City or in the abandonment of one or more facilities or plants of the Applicant or any other occupant or user of the Facility located within the State of New York (but outside of the City); and

(b) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant or for the purpose of advertising or promotional materials which depict elected or appointed government officials in either print or electronic media, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State of New York.

Section 2. In connection with the Project, the Agency hereby makes the following determinations and findings which shall constitute a findings statement pursuant to Section 862(2)(c) of the Act based upon information provided by the Applicant:

(a) The Project will be used in making “retail sales” to customers who personally visit the Project, within the meaning of Section 862(2)(a) of the Act, and the Project is therefore subject to the restrictions set forth in Section 862(2) of the Act.

(b) However, the Project is located in a highly distressed area, as defined in Section 854(18) of the Act, because the Project is located in a census tract which satisfies the criteria of Section 854(18)(a)(i) and (ii) of the Act.

(c) Therefore, the prohibition in Section 862(2)(a) of the Act against providing financial assistance to retail facilities does not apply to the Project.

(d) The Project will serve the Agency’s public purposes as set forth in the Act by preserving or increasing the number of permanent, private sector jobs in the City and State of New York.

(e) The proposed action of the Agency described herein must be confirmed by the Mayor of the City.

Section 3. To accomplish the purposes of the Act and to provide financial assistance to the Applicant for the Project, a straight-lease transaction is hereby authorized subject to the provisions of this Resolution.

Section 4. The Agency hereby authorizes the Applicant to proceed with the Project as herein authorized. The Applicant is authorized to proceed with the Project on behalf of the Agency as set forth in this Resolution; provided, however, that it is acknowledged and agreed by the Applicant that (i) nominal leasehold title to or other interest of the Agency in the Facility shall be in the Agency for purposes of granting financial assistance, and (ii) the Applicant is hereby constituted the agent for the Agency solely for the purpose of effecting the Project, and the Agency shall have no personal liability for any such action taken by the Applicant for such purpose.

Section 5. The execution and delivery of a Company Lease Agreement from the Applicant subleasing the Facility to the Agency, an Agency Lease Agreement from the Agency sub-subleasing the Facility to the Applicant, a Uniform Project Agreement between the Agency and the Applicant, an Agency Agreement between the Agency and the Owner and/or its affiliates, a Sales Tax Agent Authorization Letter from the Agency to the Applicant, the acceptance of a Guaranty Agreement from the Applicant and/or its owners and/or principals in favor of the Agency

(the "Guaranty Agreement") (each document referenced in this Section 5 being, collectively, the "Agency Documents"), each being substantively the same as approved by the Agency for prior transactions, is hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director and General Counsel of the Agency are each hereby authorized to execute, acknowledge and deliver each such Agency Document. The execution and delivery of each such agreement by one of said officers shall be conclusive evidence of due authorization and approval.

Section 6. The officers of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to take whatever steps may be necessary to cooperate with the Applicant to assist in the Project.

Section 7. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and contained in the Agency Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Resolution or the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, director, officer, agent or employee of the Agency in his or her individual capacity and neither the members nor the directors of the Agency nor any officer executing any Agency Document shall be liable personally for any amounts payable thereunder or arising from claims thereon or be subject to any personal liability or accountability by reason of the execution and delivery or acceptance thereof.

Section 8. The officers of the Agency are hereby designated the authorized representatives of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution. The Agency recognizes that due to the unusual complexities of the transaction it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or General Counsel to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by a certificate of determination of an Agency officer.

Section 9. Any expenses incurred by the Agency with respect to the Project shall be paid by the Applicant. By acceptance hereof, the Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any

expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project.

Section 10. This Resolution is subject to approval based on an investigative report with respect to the Applicant. The provisions of this Resolution shall continue to be effective for one year from the date hereof, whereupon the Agency may, at its option, terminate the effectiveness of this Resolution (except with respect to the matters contained in Section 9 hereof).

Section 11. The Agency, as lead agency, is issuing this determination pursuant to the State Environmental Quality Review Act ("SEQRA") (Article 8 of the Environmental Conservation Law) and implementing regulations contained in 6 N.Y.C.R.R. Part 617. This determination is based upon the Agency's review of information provided by the Applicant and such other information as the Agency has deemed necessary and appropriate to make this determination.

The Agency has determined that the proposed action is a Type II action, pursuant to 6 NYCRR Part 617.5(c)(2), 'replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes...' which would not result in adverse environmental impacts requiring the preparation of an Environmental Impact Statement.

Section 12. In connection with the Project, the Applicant covenants and agrees to comply, and to cause each of its contractors, subcontractors, agents, persons or entities to comply, with the requirements of General Municipal Law Sections 875(1) and (3), as such provisions may be amended from time to time.

(1) The Applicant acknowledges and agrees that pursuant to General Municipal Law Section 875(3) the Agency shall have the right to recover, recapture, receive, or otherwise obtain from the Applicant New York State sales or use tax savings taken or purported to be taken by the Applicant, and any agent or any other person or entity acting on behalf of the Applicant, to which the Applicant is not entitled or which are in excess of the maximum sales or use tax exemption amount authorized in Section 13 of this Resolution or which are for property or services not authorized or taken in cases where the Applicant, or any agent or any other person or entity acting on behalf of the Applicant, failed to comply with a material term or condition to use property or services in the manner required by this Resolution or any agreements entered into among the Agency, the Applicant and/or any agent or any other person or entity acting on behalf of the Applicant. The Applicant shall, and shall require each agent and any other person or entity acting on behalf of the Applicant, to cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such New York State sales or use tax savings and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the Commissioner of the New York State Department of Taxation and Finance (the "Commissioner") to assess and determine New York State sales or use taxes due from the Applicant under Article Twenty-Eight of the New York State Tax Law, together with any relevant penalties and interest due on such amounts.

(2) The Applicant is hereby notified (provided that such notification is not a covenant or obligation and does not create a duty on the part of the Agency to the Applicant or any

other party) that the Agency is subject to certain requirements under the General Municipal Law, including the following:

(i) In accordance with General Municipal Law Section 875(3)(c), if the Agency recovers, recaptures, receives, or otherwise obtains, any amount of New York State sales or use tax savings from the Applicant, any agent or other person or entity, the Agency shall, within thirty days of coming into possession of such amount, remit it to the Commissioner, together with such information and report that the Commissioner deems necessary to administer payment over of such amount. The Agency shall join the Commissioner as a party in any action or proceeding that the Agency commences to recover, recapture, obtain, or otherwise seek the return of, New York State sales or use tax savings from the Applicant or any other agent, person or entity.

(ii) In accordance with General Municipal Law Section 875(3)(d), the Agency shall prepare an annual compliance report detailing its terms and conditions described in General Municipal Law Section 875(3)(a) and its activities and efforts to recover, recapture, receive, or otherwise obtain State sales or user tax savings described in General Municipal Law Section 875(3)(b), together with such other information as the Commissioner and the New York State Commissioner of Economic Development may require. Such report shall be filed with the Commissioner, the Director of the Division of the Budget of The State of New York, the New York State Commissioner of Economic Development, the New York State Comptroller, the Council of the City of New York, and may be included with the annual financial statement required by General Municipal Law Section 859(1)(b). Such report shall be filed regardless of whether the Agency is required to file such financial statement described by General Municipal Law Section 859(1)(b). The failure to file or substantially complete such report shall be deemed to be the failure to file or substantially complete the statement required by such General Municipal Law Section 859(1)(b), and the consequences shall be the same as provided in General Municipal Law Section 859(1)(e).

(3) The foregoing requirements of this Section 12 shall apply to any amounts of New York State sales or use tax savings that the Agency recovers, recaptures, receives, or otherwise obtains, regardless of whether the Agency, the Applicant or any agent or other person or entity acting on behalf of the Applicant characterizes such benefits recovered, recaptured, received, or otherwise obtained, as a penalty or liquidated or contract damages or otherwise. The foregoing requirements shall also apply to any interest or penalty that the Agency imposes on any such amounts or that are imposed on such amounts by operation of law or by judicial order or otherwise. Any such amounts or payments that the Agency recovers, recaptures, receives, or otherwise obtains, together with any interest or penalties thereon, shall be deemed to be New York State sales or use taxes and the Agency shall receive any such amounts or payments, whether as a result of court action or otherwise, as trustee for and on account of New York State.

Section 13. In connection with the Project, the Agency intends to grant the Applicant sales and use tax exemptions in an amount not to exceed \$576,875 and real property tax abatements.

Section 14. This Resolution shall take effect immediately

ADOPTED: November 22, 2022

Accepted: \_\_\_\_\_, 2022

**TERZO OF JEROME AVENUE, LLC**

By: \_\_\_\_\_

Name:

Title:

Exhibit F

**Project Summary**

This is a proposal to support the further development and implementation of the LifeSci NYC Internship Program (the “Program”). The Program, launched in 2018, connects selected students with unique opportunities at life sciences companies and institutions in New York City as well as provides a suite of programmatic events and activities. The Program’s mission is to offer hands-on industry experience at life sciences companies to students currently enrolled in a life sciences-related academic field. In some cases, the Program may subsidize the compensation of a “host” company’s intern to expand the number of opportunities for students. In addition to the existing internship placement services, the Program plans to offer ancillary programming and services to support the professional development of students beyond internship placements.

The Program connects students to the life sciences industry and helps accelerate their career, while growing a robust pipeline and source of talent for the industry. It is proposed that the New York City Industrial Development Agency (the “Agency”) enter into a services contract with New York City Economic Development Corporation (“NYCEDC”) to obtain services from NYCEDC that are necessary to implement the Program, as described below.

**Project Location**

City-wide Initiative

**Background**

The life sciences industry represents an important area of growth and opportunity for New York City, with unprecedented potential to create value, catalyze job creation and advance human health in the future. Through NYCEDC’s LifeSci NYC, a \$1 billion initiative to create 40,000 jobs over the next 10–15 years, New York City will invest in unlocking a generation of growth and job creation to establish New York City as a global leader in life sciences research and innovation. A key pillar in this initiative, and essential to the success of the life science industry, is the development of diverse talent and the elimination of significant barriers to career opportunities.

While some large companies may have existing talent development programs, they typically have relationships with only a limited number of academic institutions. Smaller firms have limited resources to ensure access to a pipeline that meets their specific talent needs. To bridge this gap, NYCEDC launched the Program with the mission of creating a thriving and diverse workforce for the industry. In addition to the Program providing students with a hands-on industry employment experience, it also helps address the gaps experienced by smaller companies/start-ups and non-profits, by offsetting the cost of hiring and recruiting for interns. The Program also expands the relationships within the ecosystems by presenting a broader pool of talent for companies to hire from.

**Services to be Provided**

It is proposed that NYCEDC, through Upper West Strategies, LLC (the “Operator”), will source, attract, and prepare a diverse range of students for careers in the life science industry. Founded in 2012, the Operator is a New York City-based consultancy focused on driving economic opportunity at the intersection of government, education, private industry, the tech sector and mission-driven organizations. The Operator will provide the following services as part of the Program:

- Recruit from a diverse pool of qualified students across the City—including students from populations that have been underrepresented in science, technology, engineering, mathematic (“STEM”) fields. Undergraduate and graduate students who attend university in New York City, or who are New York City residents attending academic institutions elsewhere, will be encouraged to apply.
- Source for potential “host” companies from a wide range of life sciences-related fields that could include, but is not limited to, biotech, pharma, medical devices, health tech, business management, marketing, and many others.



- Screen and match candidates for participating “host” companies, and if candidates are hired, provide candidates with more professional development programming to support their growth.
- Develop and deliver on a curriculum of enrichment programming designed to contribute to students’ professional/career development, outside of internship placements. These services would be offered at no-cost to students who apply to be part of the Program.

#### **Key Metrics/Targets of the Program**

- At least 200 placed interns per year for the next three years
- Source and recruit over 120 life sciences, or life sciences-related companies, as “host” companies
- Additional career development programming to support over 2,000 students not placed into internships
- Increased rates of participation among students from underrepresented groups within STEM disciplines
- Increased rates of full-time employment opportunities offered post-internships

#### **Timeline**

The proposed services contract will require NYCEDC to provide services through NYCEDC’s contract with the Operator, during calendar years 2023 – 2025

#### **Actions Requested**

Authorization of the execution and delivery by the Agency of a services contract with NYCEDC, on a sole source basis, on the terms and for the purposes described herein.

#### **Contract Value**

Up to \$500,000. NYCEDC’s contract with the Operator will be for an amount of up to \$4,250,000, of which \$500,000 will be provided through the Agency’s contract with NYCEDC.

#### **Anticipated Contract Date**

November 2022