



Food Retail Expansion to Support Health

# FRESH CORE APPLICATION

Submit your electronically completed Core Application via email to your assigned Project Manager as a Word Document file or a Word Document saved as a PDF.

## A. APPLICANT OVERVIEW

Applicant Name (the "Applicant"): 50 Penn Retail Owner LLC	Name of operating company (if different from Applicant): 50 Penn Retail LLC
Operating company Address: 230 Wyoming Ave, Kingston PA 18704	Website address: <a href="http://www.pennrose.com">www.pennrose.com</a> (Sponsor)
EIN #: [REDACTED]	NAICS Code: 237210
State and date of incorporation or formation: NY Sept. 2018	Qualified to conduct business in NY? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Applicant is (check one of the following, as applicable):	
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Natural Person
	<input type="checkbox"/> Business Corporation
	<input type="checkbox"/> S Corporation
	<input type="checkbox"/> Other:
Is the Applicant publicly traded? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is the Applicant affiliated with a publicly traded company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	If yes, name the affiliated company:

## B. APPLICANT CONTACT INFORMATION

	Name/Title	Company	Address	Email	Phone	Primary <sup>1</sup>
<b>Applicant Contact Person</b>	Dylan Salmons Regional Vice President	50 Penn Retail Owner LLC c/o Pennrose LLC	[REDACTED]	dsalmons@pennrose.com	[REDACTED]	<input type="checkbox"/>
<b>Attorney</b>	YuhTyng Patka	Duval & Stachenfeld LLP	[REDACTED]	ypatka@dslp.com	[REDACTED]	<input checked="" type="checkbox"/>
<b>Accountant</b>						<input type="checkbox"/>
<b>Consultant/Other</b>						<input type="checkbox"/>

## C. APPLICABLE FINANCIAL ASSISTANCE

Provide the estimated value of each of the following types of Project Financial Assistance being requested. Discuss the estimation of the Requested Financial Assistance with your assigned Project Manager, if needed.

Requested Financial Assistance	Estimated Value of Requested Financial Assistance
Real Estate Tax Benefits	\$
Sales Tax Waiver	\$
Mortgage Recording Tax Benefit	\$

## D. APPLICANT BACKGROUND

Provide a brief description of the Applicant's history and the nature of its business. Feel free to include information from Applicant's website or other official documentation describing the Applicant. Include information such as when the Applicant was founded, who founded the Applicant, a brief history of the Applicant, the Applicant's primary services and market, and the number of the Applicant's employees in NYC and elsewhere. **Limit the description to 250 words.**

50 Penn Retail Owner LLC is a special purpose entity and leasehold owner of the subject commercial condominium unit in the 50 Penn Condominium. 50 Penn is a mixed-use affordable housing development led by its sponsor, Pennrose LLC. Pennrose LLC is a full-service real estate development company with 40 years of experience in affordable, mixed-income, and mixed-use development. Established in 1971, Pennrose has constructed over 17,000 housing units in 265 developments in 16 states plus Washington DC, the vast majority of which we continue to own and manage. All of Pennrose's operations are overseen by its three principal owners, Richard Barnhart, Mark Dambly, and Timothy Henkel. Pennrose is headquartered in Philadelphia, Pennsylvania, but has regional offices in New York City, Boston, Baltimore, Atlanta, and Cincinnati. Pennrose currently has seven employees based in its New York City office, and approximately 80 employees in the development company across the regional offices. Pennrose also has an affiliated management company, Pennrose Management Company, which has an additional 400 employees that specialize in property management, maintenance, and supportive service provision. In 2017, Pennrose secured Hunt Companies Inc. as a long-term minority owner, bringing added expertise to our staff and portfolio.

<sup>1</sup> Please select the individual to whom questions should be directed and who may speak on behalf of the Applicant.

Fine Fair Supermarkets are a group of independently owned and operated supermarkets located throughout the tri-state area. The first Fine Fair store was opened in the 1970's, and since that time, Fine Fair has grown to over 60 stores, all of which are full service groceries that offer fresh quality food, competitive pricing, huge product selections and a broad range of ethnic foods geared towards their local communities.

## E. PROPOSED PROJECT ACTIVITIES

Describe the proposed Project, including its purpose and Project Location, in the text box below. Refer to the example below.

50 Penn Retail Owner LLC ("Applicant") is the leasehold owner of the commercial condominium units of the 50 Penn Condominium. Applicant is seeking financial assistance in connection with the construction of a 18,512 square foot retail condominium (the "Project") located within a 206,004 square foot mixed-use facility on a 35,000 square foot parcel of land located at 50 Pennsylvania Avenue, Brooklyn NY (the "Facility"). The Facility is leased to 50 Penn Retail LLC who will sublease to a supermarket operator. The total development cost of the grocery condominium is approximately \$8.5 million. The closing date for the building construction financing was April 2019. The anticipated FRESH closing date is May 2022. The supermarket is anticipated to open by December 2022.

**Example:** [Applicant Name] ("Applicant") is a [supermarket operator and/or supermarket developer]. Applicant is seeking financial assistance in connection with the [list Project activities, such as acquisition, construction, furnishing, equipping, etc.] of a [ ] square foot [building or retail condominium] (the "Project") [to be located within a [ ] square foot mixed-use facility] on a [ ] square foot parcel of land at [address] (the "Facility"). The Facility will be owned by [Applicant or Holding Company] and operated by [Company Name] as a [Banner] supermarket. The total development cost is approximately [Project cost]. The anticipated closing date is [ ]. The project is anticipated to be completed in \_\_\_\_ [months or years].

## F. PROJECT LOCATION DETAIL

Complete this table for *each* Project Location with a distinct Block/Lot. For Projects with more than one Block/Lot, copy the Project Location table below and paste it directly underneath to complete it.

Project Location Information		
Project Address: 40 Pennsylvania Avenue, Brooklyn NY 11207		Location # 1 of 1
Borough/Block/Lot: 3/3669/1005 (part of 50 Penn Condominium Lots 1001-1005)	Community Board #: BK5	Neighborhood: Cypress Hills
Square footage of land: 35,000 (total project)	Square footage of existing building: 206,004 (total building)	Number of Floors: 9 stories (total building)
How is the anticipated Project Location currently used and what percentage is currently occupied? The building was recently completed and lease up for the residential component of the building is actively underway. The commercial space is unoccupied.		
In the case of relocation, what will happen with the Applicant's current facility? N/A. No relocation is involved.		
Is there any space at the Project Location that is currently being/will be occupied and/or used by any entity other than the Applicant or operating company, whether Affiliates or otherwise? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, attach a separate page and provide details about tenants such as (1) name of tenant business(es) (whether Affiliates or otherwise), (2) square footage of tenant operations, (3) tenant occupancy commencement and termination dates, and (4) copies of leases, licenses, or other documents evidencing a right to possession or occupancy.		
For the purposes of this question, any license or other right of possession or occupancy granted by the Applicant or operating company with respect to the Project Location shall be deemed a tenancy.		
Construction Information		
Construction Start Date (as defined in the Policies and Instructions): April 2019		
Facility Operations Start Date (as defined in the Policies and Instructions): On or before December 2022		
Does the Project involve the construction of a new building or an expansion/renovation of an existing building? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If yes, please complete the following questions and attach a separate page and provide drawings, plans, or a description of the proposed work.		
Does the Project involve subsurface disturbance or excavation? <input checked="" type="checkbox"/> Yes (completed) <input type="checkbox"/> No		
Anticipated square footage of Facility after construction and/or renovation: 206,004 (excluding parking)		
Anticipated square footage of <i>non-building improvements</i> after construction and/or renovation (e.g. parking lot construction): 5,404		
Please describe any <i>non-building improvements</i> on a separate page.		
Square feet of grocery space created: 18,512 gsf at ground level; 4,150 gsf at cellar level for storage		
Percentage of retail space for perishable goods: approximately 6,163 sf / 18,512 sf = 33.3%		

Square feet of retail space for fresh produce: 1,978 sf  
 Are energy efficiency improvements or the installation of a renewable energy system anticipated as part of the Project?<sup>2</sup> An approximately 92kWh rooftop solar array will be installed as part of the residential portion of the construction project.

Which of the below statements best reflects your current stage in the contractor procurement process?  
 A contractor has been selected and the procurement process is complete.  
 The procurement process has begun but a contractor has not been selected. Selection is anticipated by:  
 The procurement process has not begun. Procurement is anticipated to begin by:  
 Other:  
 Not applicable

**Zoning Information**

Current zoning of Project Location: C4-4L (R7A residential equivalent)  
 Is a zoning variance or special permit required for the Project to proceed at this Location?  Yes  No (Aside from FRESH certification from DCP, received in April 2019)  
 If yes, attach a separate page and describe the zoning variance or special permit required, which agencies are involved, and the anticipated schedule for zoning approval.  
 Is the Project subject to any other city, state or federal approvals?  Yes  No  
 If yes, attach a separate page and describe the approval required, and if applicable, list any other environmental review that may be required.  
 Is the Project subject to a tax lot or condominium apportionment?  Yes  No  
 If yes, attach a separate page and describe the approvals required, and the anticipated schedule for approval.  
 Is the Project Location a designated historic landmark or located in a designated historic district?  Yes  No  
 Is the Project Location within the NYC Coastal Zone Boundary?  Yes  No

Intended use(s) of site (check all that apply):  Non-Supermarket Retail 2%  Office %  Restaurant %  Other %  
 Residential 80% For residential use, please describe number of units, % affordable and affordable housing financing

218 Units, 100% affordable with 1 super unit. Housing is financed through 4% LIHTC, tax exempt bonds, and HPD/HDC ELLA.

## G. ANTICIPATED OWNERSHIP

1. Check the accurate description of the Project Location's anticipated ownership.

<input type="checkbox"/> Applicant or an Affiliate is/expects to be the Project Location's fee simple owner.	(Projected) Acquisition date:
<input checked="" type="checkbox"/> Applicant or an Affiliate leases/expects to lease the Project Location.  <input checked="" type="checkbox"/> Lease is for an entire building and property.  <input type="checkbox"/> Lease is for a portion of the building and/or property.	(Projected) Lease signing date: 4/26/2019 (Projected) Possession date: 4/26/2019
<input type="checkbox"/> Neither of the above categories fully describes Applicant's interest or intended interest in the Project Location. Describe the anticipated ownership of the Project Location premises:	

2. Does/will an Affiliate own/control the Project Location?  Yes  No

If yes, complete the table below:

Name of Affiliate:	Address of Affiliate:
Affiliate is (check one of the following, as applicable):	
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Natural Person
	<input type="checkbox"/> Business Corporation
	<input type="checkbox"/> S Corporation
	<input type="checkbox"/> Other:

## H. PROJECT FINANCING

1. **Sources of Financing.** Provide amounts as aggregates for all Project Locations. Add table rows, if needed.

Sources	Total Amount	Percent of Total Financing
Equity		
Commercial Loan (Bank Name: )		
New York City Public Funds		
Source: NYC HDC Tax Exempt Bonds		

<sup>2</sup> More information on free energy efficiency advisory services can be found [here](#).

New York State Public Funds	\$	%
Other:	\$	%
<b>Total</b>	<b>\$8,525,277</b>	<b>100%</b>

2. Mortgage amount on which tax is levied (exclude SBA 504 financing<sup>3</sup>): \$
3. Anticipated closing date between the Issuer and the Project Company: 4/26/2019 (actual)
4. **Uses of Financing.** Provide amounts as aggregates for all Project Locations

Uses	Total Amount	Percent of Total Financing
<b>Land and Building Acquisition</b>		
<b>Construction Hard Costs</b> (i.e. site excavation, building materials, labor, landscaping, construction materials, etc.)		
<b>Construction Soft Costs</b> (i.e. pre-planning, legal, financing, design, etc.)		
<b>Furnishings, Fixtures, &amp; Equipment (FF&amp;E) and Machinery &amp; Equipment (M&amp;E)</b> (i.e. generators, desks, chairs, electronic equipment, specialized manufacturing equipment, assembly equipment, etc.)		
FF&E purchased in NYC		
M&E purchased in NYC		
<b>Closing Fees</b> (costs associated the execution of deal, i.e. debt service reserve fund, financing fees, loan origination fees, attorney fees, pre-payment penalties, etc.)		
<b>Other (please describe):</b> Reserves		
<b>Other (please describe):</b> Developer Fee		
<b>Total</b>		

4a. Indicate anticipated budgeting of Hard Costs:      Electrical: 3%    Carpentry:    %    Painting:    %    Plumbing: 10%  
Excavation or Demolition (site work): 18%  
Other: Concrete 19% Other: Masonry 7% Other: Metals 2%  
Other: Thermal and Moisture Protection 4%  
Other: Doors and Windows 8% Other: Drywall/Finishes 19%  
Other: Specialties 2% Other: Equipment 2% Other: Conveying equipment 2%  
Other: Mechanical 4%

4b. Indicate anticipated budgeting of Soft Costs:      Architecture: 10%    Engineering: 4%    Design:    %    Other: Legal 4%  
Other: Sustainability 1%    Other: Environmental 3%    Other: Geotechnical 2%  
Other: Fees and Permits 22%      Other: Title Insurance 5%  
Other: Financing Fees 22%      Other: Construction Interest 28%  
Other: Carrying Costs 13%      Other: Contingency: 6%

## I. EMPLOYMENT INFORMATION

The following information will be used as part of the Agency’s calculation of the Project’s benefit to the City, and as a basis for comparison with the employment information that the Applicant will be required to report on an annual basis for the term of the Project Agreement (as defined in the Policies and Instructions).

### 1. Job Creation Schedule for the Applicant

For all responses in the table below, part-time (“PT”) employees are defined as those working between 17.5 and 35 hours per week on average, and full-time (“FT”) employees are defined as those working 35 hours or more per week. Hourly wages in Columns E & F should represent the pay rate and are exclusive of overtime. For salaried employees, divide the annual salary by 1,820 working hours per year to calculate an hourly wage.

Information included in Column C below will be used to determine eligibility for participation in the HireNYC Program. For program information, see Additional Obligations document. If eligible for the HireNYC Program participation, NYCEDC will provide additional details.

A	B	C	D	E	F	G	H
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<sup>3</sup> The SBA 504 Loan Program, administered by the Small Business Administration, is designed to provide small businesses with long-term financing to acquire and improve major fixed assets, such as owner-occupied commercial real estate and heavy machinery.

Job Category	# of NYC jobs retained by Project	# of jobs to be added in each year at Project Location in first 3 years of operation to be employed by Applicant			Total # of Jobs at Project Location in first 3 years of operation (Sum of all Columns B and C)	Average hourly wage for Year 1	Lowest hourly wage for Year 1	Average Fringe Benefit for retained jobs	Average Fringe Benefit for created jobs
		Year 1: 2022	Year 2: 2023	Year 3: 2024					
FT Executive level	0	1	0	0	1	\$30		\$	\$12,740
FT Manager level	0	2	0	0	2	\$30		\$	\$12,740
FT Staff level	0	41	0	1	42	\$15.50		\$	\$4,776
<b>Total FT Employees</b>	0				45	\$16.50	\$15	\$	\$5,616
<b>Total PT Employees</b>	0	31	0	1	32	\$15	\$15	\$	\$2,000

- Of the Total Jobs at Project Location in Column D, how many employees are/will be NYC residents? 72
- Does the Project currently have, or anticipate having, contract or vendor employees<sup>4</sup> at the Project Location?  Yes  No
- Generally describe all other forms of compensation and benefits that permanent employees will receive (i.e. healthcare, employer contributions for retirement plans, on-the-job training, reimbursement for educational expenses, etc.), including amounts for different employee titles. Permanent full time employees are anticipated to receive healthcare and paid time off.
- Will the Applicant or any of its Affiliates be required to provide health coverage to its employees pursuant to the federal Patient Protection and Affordable Care Act (the "Act")?  Yes  No  
If yes, provide an overview of the applicable requirements under the Act and an explanation of how Applicant plans to comply with such requirements. If no, explain why and provide a FT employee count using the Act "[FTE Employee Calculator](#)".  
The Applicant is anticipated to be subject to the employer shared responsibility provisions and the employer information reporting provisions of the Act.
- Is the Applicant currently providing paid sick time to employees in accordance with the Earned Sick Time Act (Chapter 8 of Title 20 of the NYC Administrative Code) and otherwise in compliance with such law?  Yes  No  
If yes, provide an explanation of your company's paid and unpaid sick time policy. If No, explain why and provide a table which outlines the number of anticipated employees and hours worked per calendar year.<sup>5</sup>  
Per Chapter 8 of Title 20 of the NYC Administrative Code, the Applicant would provide eligible employees with up to 40 hours of paid sick leave per year.
- Will the Project use an apprenticeship program approved by the New York State Department of Labor?  Yes  No The Applicant will explore the possibility of using an apprenticeship program approved by the New York State Department of Labor.

## J. LABOR

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

- Have any of the Companies during the current calendar year or any of the five preceding calendar years experienced labor unrest situations, including actual or threatened labor strikes, hand billing, consumer boycotts, mass demonstrations or other similar incidents?  
 Yes  No If Yes, explain on an attached sheet.
- Have any of the Companies received any federal and/or state unfair labor practices complaints asserted during the current calendar year or any the five calendar years preceding the current calendar year?  
 Yes  No If Yes, describe and explain current status of complaints on an attached sheet.
- Do any of the Companies have pending or threatened requests for arbitration, grievance proceedings or other labor disputes during the current calendar year or any of the five calendar years preceding the current calendar year?  
 Yes  No If Yes, explain on an attached sheet.
- Are any of the Companies' employees *not* permitted to work in the United States?  
 Yes  No If Yes, provide details on an attached sheet.

<sup>4</sup> Contract or vendor employees are independent contractors (i.e. persons who are not "employees") or are employed by an independent contractor, who provide services at a Project Location.

<sup>5</sup>Information on the Paid Sick Leave Law can be found: [here](#)

5. Is there any period for which the Companies did not complete and retain or do not anticipate completing and retaining all required documentation related to this inquiry, such as Employment Eligibility Verification (I-9) forms?  
 Yes  No If "Yes," explain on an attached sheet.
6. Has the United States Department of Labor, the New York State Department of Labor, the New York City Office of the Comptroller or any other local, state or federal department, agency or commission having regulatory or oversight responsibility with respect to workers and/or their working conditions and/or their wages, inspected the premises of any Company or audited the payroll records of any Company during the current or preceding three year calendar years?  
 Yes  No If "Yes," use an attached sheet to briefly describe the nature and date of the inspection and the inspecting governmental entity. Briefly describe the outcome of the inspection, including any reports that may have been issued and any fines or remedial or other requirements imposed upon any of the Companies as a consequence.
7. Have any of the Companies incurred, or potentially incurred, any liability (including withdrawal liability) with respect to an employee benefit plan, including a pension plan?  
 Yes  No If "Yes," use an attached sheet to quantify the liability and briefly describe its nature. Refer to any governmental entities that have had regulatory contact with the Company in connection with the liability.
8. Are the practices of any of the Companies now, or have they been at any time during the current or preceding five calendar years, the subject of any complaints, claims, proceedings or litigation arising from alleged discrimination in the hiring, firing, promoting, compensating or general treatment of employees?  
 Yes  No If "Yes," provide details on an attached sheet. Note "discrimination" includes sexual harassment.

## K. FINANCIALS

1. Has the Applicant, Affiliate(s), Principal(s), or any close relative of the Principal(s), ever received, or is any such person or entity currently receiving, financial assistance or any other kind of non-discretionary benefit from any Public Entities?  
 Yes  No If Yes, provide details on an attached sheet.
2. Has Applicant, or any Affiliate or Principal, or any existing or proposed occupant at the Project Location(s), obtained, or is any such person or entity in the process of obtaining, or contemplating obtaining, other assistance from the NYCIDA/Build NYC and/or other Public Entities?  
 Yes  No If Yes, provide details on an attached sheet.
3. Has Applicant, or any Affiliate or Principal, ever defaulted on a loan or other obligation to a Public Entity?  
 Yes  No If Yes, provide details on an attached sheet.
4. Has real property in which Applicant, or Affiliate or Principal, holds or has ever held an ownership interest and/or controlling interest of 25 percent or more, now or ever been (i) the subject of foreclosure (including a deed in lieu of foreclosure), or (ii) in arrears with respect to any type of tax, assessment or other imposition?  
 Yes  No If Yes, provide details on an attached sheet.
5. Does Applicant, or any Affiliate or Principal, have any contingent liabilities not already covered above (e.g., judgment liens, lis pendens, other liens, etc.)? Include mortgage loans and other loans taken in the ordinary course of business only if in default.  
 Yes  No If Yes, provide details on an attached sheet.
6. Has Applicant, or any Affiliate or Principal, failed to file any required tax returns as and when required with appropriate governmental authorities?  
 Yes  No If Yes, provide details on an attached sheet.
7. In the table below, provide contact information for the Applicant's references. If the space provided below is insufficient, provide complete information on an attached sheet. List any "Major Customers" (those that compose more than 10% of annual revenues) and any "Major Suppliers" (those that compose more than 10% of goods, services, and materials).

Reference Type	Company Name	Address	Contact Person	Phone	Fax	Email	% of Inventory
Major Suppliers							%
							%
Unions							
Banks	Hudson Housing Capital	1750 Tysons Boulevard, 4 <sup>th</sup> Floor, McLean, VA 22102	Kimmel Cameron, Vice President	703-744-1443		Kimmel.cameron@hudsonhousing.com	
	Bank of America	100 S. Charles Street, 4 <sup>th</sup> Floor Baltimore, MD 21201	Miles Cary, Senior Vice President	410-547-4063		Miles.cary@baml.com	

## L. ANTI-RAIDING

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

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

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

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

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

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

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

**If the answer to question 3 or 4 is "Yes," provide a detailed explanation in a separate document.**

## M. COMPLIANCE WITH LAW

1. The Applicant and any owner or occupant of the proposed project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.  Yes  No
2. The proposed project, as of the date of this application, is in compliance with all provisions of Article 18-A of the General Municipal Law, including, but not limited to the provisions of Section 859-a and Section 862(1) thereof.  Yes  No

## N. SUPERMARKET DEVELOPMENT & OPERATIONS

1. Will the Project Location participate in the Supplemental Nutrition Assistance Program ("SNAP")?  Yes  No  
If "No," please describe why:

2. Will the Project Location participate in the Special Supplemental Nutrition Program for Women, Infants and Children ("WIC")?  Yes  No  
If "No," please describe why:

3. Please describe the Applicant pricing strategy for Project Location and Affiliate track record of success operating supermarkets in other New York City neighborhoods

The Applicant is committed to offering competitive prices at the Project Location and will further reach consumers by offering full advantage of Fine Fare Supermarket's discount coupons, in-ad coupons, and other special offers. There will also be a redemption program, which will include Fine Fare gift certificates, food vouchers (such as Health Bucks, etc.), and mail-in rebates. Other service includes the Fine Fare Healthy Food program, in ad coupon redemption, and scan-down service to manufacturers and brokers.

4. Will the Project Location participate in any other community-focused programs or partnerships (e.g. senior discounts, cooking demonstrations, volunteer days, etc.)?  Yes  No  
If "Yes," please describe each activity and its frequency (e.g. daily senior discounts, weekly healthy cooking demonstrations, etc.):  
The Applicant is seeking to partner with local community groups to offer weekly healthy cooking demonstrations for community residents. The Applicant will also evaluate the financial feasibility of offering discounts to senior citizens.

5. Do Applicant and/or its Affiliates own and/or operate other supermarkets or supermarket-related businesses in New York City?  
 Yes  No – Neither Applicant nor its Sponsor, Pennrose LLC, has any other retail spaces in its New York City developments which are currently operated as supermarkets.

If "Yes," please complete the following table and add rows as needed:

Store & Company Name	Address	Size (sf)	Years in Operation	Owned or Leased


6. Do the Applicant and/or its Affiliates own and/or operate any other businesses in New York City?  Yes  No

If "Yes", please describe the nature of business and years in operation:

7. Has the Project Location been approved for/is currently seeking FRESH Zoning benefits?  Yes  No

If "Yes", please describe the applicable FRESH Zoning benefits (i.e. additional development rights, reduction in required parking, larger as-of-right in M1), primary applicant company, and anticipated schedule for approval: The Applicant has received FRESH Zoning benefits.

**O. ADDITIONAL QUESTIONS**

1. How does the Applicant intend to utilize the tax savings provided through the NYCIDA?  
The tax savings provided through the NYCIDA will allow the Applicant to offer our grocery tenant competitive rents in an untested but desperately underserved neighborhood.
2. What are the primary sources of revenue supporting Applicant's operations?  
The supermarket condo will be supported entirely through rent paid by the supermarket tenant.
3. If the Applicant's income statement categorizes any revenues as "Other operating revenues," describe what revenues are captured in that category:  
 N/A
4. If the Applicant's income statement categorizes any revenues as "Other general and administrative," describe what revenues are captured in that category:  
 N/A



# CERTIFICATION

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

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

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

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

I acknowledge that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of Agency involvement in the project.

I further understand and agree as follows:

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

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

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

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

That capitalized terms used but not defined in this Application have the respective meanings specified in the Policies and Instructions.

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

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

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

This 28th day of February, 2022.

This day of , 20 .

Name of Applicant: 50 Penn Retail Owner LLC

Name of Preparer: \_\_\_\_\_

Signatory: Timothy I Henkel

Signatory: \_\_\_\_\_

Title of Signatory: Authorized Signatory

Title of Signatory: \_\_\_\_\_

Signature:  \_\_\_\_\_

Signature: \_\_\_\_\_

# FRESH APPLICATION: ATTACHMENTS CHECKLIST

Submit the following attachments to your NYCIDA application by the Complete Application Package Submission Deadline associated with your targeted Board Meeting date.

- A.  **Full Environmental Assessment Form or Short Environmental Assessment Form** (SEAF, provided by NYCIDA)
- B.  Completed **Environmental Audit Report (Phase I)** certified to the Agency. Based upon the Agency's review, a Phase II may be requested.
- C.  **Internal Background Investigation Questionnaire** (provided by NYCIDA). Complete the form for the Applicant and any Affiliate. Mail the final page (notarized) with the original signature to:  
Strategic Investments Group  
NYCEDC  
110 William Street  
New York, NY 10038
- D.  **Doing Business Data Form** (Provided by NYCIDA)
- E.  Past three years of **financial statements** for the Applicant, Affiliates, and/or guarantors (as applicable). If your financials have line items noted as "Other," provide a short description explaining what the line item entails.
- F.  **Operating Pro Forma** for three years following Facility Operations Start Date, or until solvency.
- G.  Current **payroll** (or Affiliate payroll if operations comparable).
- H.  Year 1 employee **count by title and average hourly wage**.
- I.  **Hiring, professional development, and promotion policies** plan
- J.  Past four calendar quarters of **NYS-45 MN or ATT filings** for the Applicant and its Affiliates. Redact employee names and Social Security numbers or provide NYS-45 MN summary page.
- K.  Signed **Inducement Letter** on company letterhead. Letter should include a brief description of the Applicant, the Project, a determination that the Project would not be completed without receiving NYCIDA benefits, and the immediate impact of the Project (500 word limit).
- L.  **Short Bios and/or Resumes** for principals and key management staff that include employment history and education.
- M.  **Contract of Sale/Lease Agreement** for acquiring title or leasehold title to the proposed site.
- N.  Executed **Commitment Letter or Term Sheet** from financial institution(s) providing financing that clearly indicates portion(s) in connection with which assistance is being sought.
- O.  **Organizational Chart** of Applicant and related affiliates.
- P.  **Floor Area Diagram** (including square footage for selling area by department, storage/processing area, mezzanine or office area)
- Q.  **Any marketing materials**, renderings or banner/cooperative logos
- R.  **Any documents reflecting support** from community based organizations, local elected officials, etc.
- S.  **Market studies or other assessments** that demonstrate the need for new, expanded or improved supermarket space at the Project Location.
- T.  **Non-refundable \$3,500 application fee** payable to NYCIDA, mailed to  
Strategic Investments Group  
NYCEDC  
110 William Street  
New York, NY 10038
- U.  Policies and Instructions document **signature page** (provided by NYCIDA)
- V.  Additional Obligations document **signature page** (provided by NYCIDA)
- W.  **Acord Certificate of Liability Insurance**