

Redacted

FORM APPLICATION FOR FINANCIAL ASSISTANCE
TOWN OF HEMPSTEAD
INDUSTRIAL DEVELOPMENT AGENCY

PROJECT APPLICATION

6/16

DATE: 8/1/2016

APPLICATION OF: CPK Transportation LLC and Dell Transportation Corporation
Name of Owner and/or User of Proposed Project

ADDRESS: _____

CONTACT: Robert C. Pape

PHONE NUMBER: _____

EMAIL ADDRESS: _____

FAX NUMBER: _____

Type of Application: Tax-Exempt Bond Taxable Bond
 Straight Lease Refunding Bond
 Special Straight Lease

*Town of Hempstead Industrial Development Agency
350 Front Street, Rom 234A
Hempstead, New York 11550
516-489-5000 extension 4200*

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Part I: Owner & User Data

1. Owner Data:

A. Owner (Applicant for assistance): CPK Transportation LLC

Address: _____

Federal Employer ID # _____ Website: None

Owner Officer Certifying Application: Robert C. Pape

Title of Officer: Partner

Phone Number: _____ E-mail: _____

B. Business Type:

Sole Proprietorship Partnership Privately Held

Public Corporation Listed on _____

State of Incorporation/Formation: New York

C. Nature of Business:

(e.g., "manufacturer of _____ for _____ industry"; "distributor of _____"; or "real estate holding company")

Real Estate Holding Company

D. Owner Counsel:

Firm Name: Forchelli, Curto, Deegan, Schwartz, Mineo and Terrana LLP

Address: 333 Earl Ovington Blvd. #1010
Uniondale, NY 11553

Individual Attorney: Daniel P. Deegan

Phone Number _____ E-mail: _____

E. Principal Stockholders, Members or Partners, if any, of the Owner (5% or more equity):

Name	Percent Owned
------	---------------

Robert C. Pape	33.3%
Kevin J. Clifford	33.3%
Kevin F. Kalberer	33.3%

F. Has the Owner, or any subsidiary or affiliate of the Owner, or any stockholder, partner, member, officer, director or other entity with which any of these individuals is or has been associated with:

i. ever filed for bankruptcy, been adjudicated bankrupt or placed in receivership or otherwise been or presently is the subject of any bankruptcy or similar proceeding? (if yes, please explain)

NO

ii. been convicted of a felony, or misdemeanor, or criminal offense (other than a motor vehicle violation)? (if yes, please explain)

NO

G. If any of the above persons (see "E", above) or a group of them, owns more than 50% interest in the Owner, list all other organizations which are related to the Owner by virtue of such persons having more than a 50% interest in such organizations.

NO

H. Is the Owner related to any other organization by reason of more than a 50% ownership? If so, indicate name of related organization and relationship:

NO

I. List parent corporation, sister corporations and subsidiaries:

NONE

J. Has the Owner (or any related corporation or person) been involved in or benefited by any prior industrial development financing in the municipality in which this project is located, whether by this agency or another issuer? (Municipality herein means city, town or village,

or if the project is not in an incorporated city, town or village, the unincorporated areas of the county in which it is located.) If so, explain in full:

NO

K. List major bank references of the Owner:

JP Morgan Chase Bank N.A.

2. User Data

*** (for co-applicants for assistance or where a landlord/tenant relationship will exist between the owner and the user) ***

A. User (together with the Owner, the "Applicant"): Dell Transportation Corp

Address: 20 Haven Ave

Port Washington, NY 11050

Federal Employer ID #: _____

Website: www.delltransportation.com

NAICS Code: _____

User Officer Certifying Application: Robert C. Pape

Title of Officer: Treasurer/Secretary

Phone Number: _____

E-mail: _____

B. Business Type:

Sole Proprietorship

Partnership

Privately Held

Public Corporation

Listed on _____

State of Incorporation/Formation: New York

C. Nature of Business:

(e.g., "manufacturer of _____ for _____ industry"; "distributor of _____"; or "real estate holding company")

School Transportation

D. Are the User and the Owner Related Entities? Yes No

i. If yes, the remainder of the questions in this Part I, Section 2 (with the exception of "F" below) need not be answered if answered for the Owner.

ii. If no, please complete all questions below.

E. User's Counsel:

Firm Name: N/A

Address: N/A

Individual Attorney: N/A

Phone Number: N/A

E-mail: N/A

F. Principal Stockholders or Partners, if any (5% or more equity):

Name	Percent Owned
<u>Robert C. Pape</u>	<u>24%</u>
<u>Kevin J. Clifford</u>	<u>52%</u>
<u>Kevin F. Kalberer</u>	<u>24%</u>

G. Has the User, or any subsidiary or affiliate of the User, or any stockholder, partner, officer, director or other entity with which any of these individuals is or has been associated with:

- i. ever filed for bankruptcy, been adjudicated bankrupt or placed in receivership or otherwise been or presently is the subject of any bankruptcy or similar proceeding? (if yes, please explain)

N/A

- ii. ever been convicted of a felony or criminal offense (other than a motor vehicle violation)? (if yes, please explain)

N/A

H. If any of the above persons (see "E", above) or a group of them, owns more than 50% interest in the User, list all other organizations which are related to the User by virtue of such persons having more than a 50% interest in such organizations.

N/A

I. Is the User related to any other organization by reason of more than a 50% ownership? If so, indicate name of related organization and relationship:

N/A

J. List parent corporation, sister corporations and subsidiaries:

N/A

K. Has the User (or any related corporation or person) been involved in or benefited by any prior industrial development financing in the municipality in which this project is located, whether by this agency or another issuer? (Municipality herein means city, town or village, or if the project is not in an incorporated city, town or village, the unincorporated areas of the county in which it is located.) If so, explain in full:

N/A

L. List major bank references of the User:

N/A

Part II - Operation at Current Location

*** (if the Owner and the User are unrelated entities, answer separately for each) ***

1. Current Location Address: 176-178 Main St. Hempstead, NY 11550
2. Owned or Leased: Owned by CPK and Leased to Dell
3. Describe your present location (acreage, square footage, number buildings, number of floors, etc.):
Lot size: approx. 26,319 SF, One 1-story building approx. 450 SF
4. Type of operation (manufacturing, wholesale, distribution, retail, etc.) and products and/or services:
School Bus Transportation

5. Are other facilities or related companies of the Applicant located within the State?
Yes No

A. If yes, list the Address: 20 Haven Ave. Port Washington, NY 11050

6. If yes to above ("5"), will the completion of the project result in the removal of such facility or facilities from one area of the state to another OR in the abandonment of such facility or facilities located within the State? Yes No

A. If no, explain how current facilities will be utilized: Port Washington facility
will continue to operate.

B. If yes, please indicate whether the project is reasonably necessary for the Applicant to maintain its competitive position in its industry or remain in the State and explain in full:

N/A

7. Has the Applicant actively considered sites in another state? Yes No

A. If yes, please list states considered and explain: N/A

8. Is the requested financial assistance reasonably necessary to prevent the Applicant from moving out of New York State? Yes No

A. Please explain: Applicant intends to remain in Nassau County, provided Applicant
receives IDA Assistance in order to maintain its competitive position in its industry

9. Number of full-time equivalent employees at current location and average salary: _____

36 Full Time Equivalent Employees and average salary of \$30,000+.

Part III – Project Data

1. Project Type:

A. What type of transaction are you seeking?: (Check one)

Straight Lease Taxable Bonds Tax-Exempt Bonds
Equipment Lease Only

B. Type of benefit(s) the Applicant is seeking: (Check all that apply)

Sales Tax Exemption Mortgage Recording Tax Exemption

PILOT Agreement:

2. Location of project:

A. Street Address: Kellum Place Hempstead NY 11550

B. Tax Map: District Nas Section 34 Block 192 Lot(s) 11, 16, 17, 18, 109, 8, 110

C. Municipal Jurisdiction:

- i. Town: Hempstead
- ii. Village: Hempstead
- iii. School District: Hempstead UFSD

D. Acreage: 1.37

3. Project Components (check all appropriate categories):

A. Construction of a new building Yes No
i. Square footage: 12,550 building and 123,304 sq. foot parking structure

B. Renovations of an existing building Yes No
i. Square footage: _____

C. Demolition of an existing building
i. Square footage: N/A

D. Land to be cleared or disturbed Yes No
i. Square footage/acreage: 59,784/1.37 (existing parking lot)

E. Construction of addition to an existing building Yes No
i. Square footage of addition: N/A
ii. Total square footage upon completion: N/A

F. Acquisition of an existing building Yes No
i. Square footage of existing building: N/A

G. Installation of machinery and/or Equipment Yes No
i. List principal items or categories of equipment to be acquired: _____

Student Transportation related operational equipment and systems and parking structure.

4. Current Use at Proposed Location:

A. Does the Applicant currently hold fee title to the proposed location? No

i. If no, please list the present owner of the site: RDU Parcel 2 LLC

B. Present use of the proposed location: Parking Lot

C. Is the proposed location currently subject to an IDA transaction (whether through this Agency or another?) Yes No

i. If yes, explain: N/A

D. Is there a purchase contract for the site? (if yes, explain): Yes No

1031 Real Estate Exchange Agreement

E. Is there an existing or proposed lease for the site? (if yes, explain): Yes No

5. Proposed Use:

A. Describe the specific operations of the Applicant or other users to be conducted at the project site: School transportation operation, office administration, accounting, dispatching, driver classroom training, routine maintenance and vehicle storage in an accessory parking structure.

B. Proposed product lines and market demands: N/A

C. If any space is to be leased to third parties, indicate the tenant(s), total square footage of the project to be leased to each tenant, and the proposed use by each tenant:

N/A

D. Need/purpose for project (e.g., why is it necessary, effect on Applicant's business):

To expand existing business, construct new facility, hire additional local residents, in order to remain competitive within our industry.

E. Will any portion of the project be used for the making of retail sales to customers who personally visit the project location? Yes No

- i. If yes, what percentage of the project location will be utilized in connection with the sale of retail goods and/or services to customers who personally visit the project location? N/A

6. Project Work:

A. Has construction work on this project begun? If yes, complete the following: No

- | | | | | |
|--------------------|------------------------------|-----------------------------|------------|-------|
| i. Site Clearance: | Yes <input type="checkbox"/> | No <input type="checkbox"/> | % COMPLETE | _____ |
| ii. Foundation: | Yes <input type="checkbox"/> | No <input type="checkbox"/> | % COMPLETE | _____ |
| iii. Footings: | Yes <input type="checkbox"/> | No <input type="checkbox"/> | % COMPLETE | _____ |
| iv. Steel: | Yes <input type="checkbox"/> | No <input type="checkbox"/> | % COMPLETE | _____ |
| v. Masonry: | Yes <input type="checkbox"/> | No <input type="checkbox"/> | % COMPLETE | _____ |
| vi. Other: | _____ | | | |

B. What is the current zoning?: DOZ-2

C. Will the project meet zoning requirements at the proposed location?

Yes No

D. If a change of zoning is required, please provide the details/status of the change of zone request: N/A

E. Have site plans been submitted to the appropriate planning department? Yes No

7. Project Completion Schedule:

A. What is the proposed commencement date for the acquisition and the construction/renovation/equipping of the project?

- i. Acquisition: Fall 2016
- ii. Construction/Renovation/Equipping: Fall 2016

B. Provide an accurate estimate of the time schedule to complete the project and when the first use of the project is expected to occur: Spring 2017

Part IV – Project Costs and Financing

1. Project Costs:

A. Give an accurate estimate of cost necessary for the acquisition, construction, renovation, improvement and/or equipping of the project location:

<u>Description</u>	<u>Amount</u>
Land and/or building acquisition	\$ <u>N/A - 1031 Exchange</u>
Building(s) demolition/construction	\$ <u>3,080,000 plus 5,000,000 parking structure</u>
Building renovation	\$ <u>N/A</u>
Site Work	\$ <u>200,000</u>
Machinery and Equipment	\$ <u>350,000</u>
Legal Fees	\$ <u>50,000</u>
Architectural/Engineering Fees	\$ <u>150,000</u>
Financial Charges	\$ <u>TBD</u>
Other (Specify)	\$ <u>N/A</u>
Total	\$ <u>8,830,000</u>

2. Method of Financing:

	Amount	Term
A. Tax-exempt bond financing:	\$ _____	_____ years
B. Taxable bond financing:	\$ _____	_____ years
C. Conventional Mortgage:	\$ <u>7,064,000</u>	<u>30</u> years
D. SBA (504) or other governmental financing:	\$ _____	_____ years
E. Public Sources (include sum of all State and federal grants and tax credits):	\$ _____	
F. Other loans:	\$ _____	_____ years
G. Owner/User equity contribution:	\$ <u>1,766,000</u>	_____ years
Total Project Costs	\$ <u>\$8,830,000</u>	

i. What percentage of the project costs will be financed from public sector sources?

0%

3. Project Financing:

A. Have any of the above costs been paid or incurred (including contracts of sale or purchase orders) as of the date of this application? Yes No

i. If yes, provide detail on a separate sheet.

B. Are costs of working capital, moving expenses, work in progress, or stock in trade included in the proposed uses of bond proceeds? Give details:

N/A

C. Will any of the funds borrowed through the Agency be used to repay or refinance an existing mortgage or outstanding loan? Give details:

N/A

D. Has the Applicant made any arrangements for the marketing or the purchase of the bond or bonds? If so, indicate with whom:

N/A

Part V -- Project Benefits

1. Mortgage Recording Tax Benefit:

A. Mortgage Amount for exemption (include sum total of construction/permanent/bridge financing):

\$ 7,064,000

B. Estimated Mortgage Recording Tax Exemption (product of Mortgage Amount and .75 %):

\$ 52,980

2. Sales and Use Tax Benefit:

A. Gross amount of costs for goods and services that are subject to State and local Sales and Use Tax (such amount to benefit from the Agency's exemption):

\$ 4,415,000

8.625

B. Estimated State and local Sales and Use Tax exemption (product of ____% and figure above):

\$ 380,793

C. If your project has a landlord/tenant (owner/user) arrangement, please provide a breakdown of the number in "B" above:

i. Owner: \$ 380,793

ii. User: \$ _____

3. Real Property Tax Benefit:

A. Identify and describe if the project will utilize a real property tax exemption benefit other than the Agency's PILOT benefit: N/A

B. Agency PILOT Benefit:

i. Term of PILOT requested: 20

ii. Upon acceptance of this application, the Agency staff will create a PILOT schedule and indicate the estimated amount of PILOT Benefit based on anticipated tax rates and assessed valuation and attached such information to Exhibit A hereto. At such time, the Applicant will certify that it accepts the proposed PILOT schedule and requests such benefit to be granted by the Agency.

*** This application will not be deemed complete and final until Exhibit A hereto has been completed and executed.***

Part VI – Employment Data

1. List the Applicant's and each users present employment, and estimates of (i) employment at the proposed project location at the end of year one and year two following project completion and (ii) the number of residents of the Labor Market Area* ("LMA") that would fill the full-time and part-time jobs at the end of the second year following completion:

	<u>Present</u>	<u>First Year</u>	<u>Second Year</u>	<u>Residents of LMA</u>
Full-Time	<u>20</u>	<u>30</u>	<u>40</u>	<u>100%</u>
Part-Time**	<u>33</u>	<u>36</u>	<u>40</u>	<u>100%</u>

* The Labor Market Area includes the County/City/Town/Village in which the project is located as well Nassau and Suffolk Counties.

** Agency staff converts Part-Time jobs into FTEs for state reporting purposes by dividing the number of Part-Time jobs by two (2).

2. Salary and Fringe Benefits:

Category of Jobs to be Retained and Created	Average Salary or Range of Salary	Average Fringe Benefits or Range of Fringe Benefits
Salary Wage Earners	\$75,000	\$17,500
Commission Wage Earners	N/A	N/A
Hourly Wage Earners	\$15-\$23	TBD
1099 and Contract Workers	N/A	N/A

Note: The Agency reserves the right to visit the facility to confirm that job creation numbers are being met.

Part VII – Representations, Certifications and Indemnification

1. Is the Applicant in any litigation which would have a material adverse effect on the Applicant's financial condition? (if yes, furnish details on a separate sheet)

Yes No

2. Has the Applicant or any of the management of the Applicant, the anticipated users or any of their affiliates, or any other concern with which such management has been connected, been cited for a violation of federal, state or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution or other operating practices? (If yes, furnish details on a separate sheet)

Yes No

3. Is there a likelihood that the Applicant would not proceed with this project without the Agency's assistance? (If yes, please explain why; if no, please explain why the Agency should grant the benefits requested)

Yes No

Applicant's expansion plans would not be feasible and it would be forced to look at lower cost, less desirable locations in order to maintain its competitive position.

4. If the Applicant is unable to obtain financial assistance from the Agency for the project, what would be the impact on the Applicant and on the municipality?

Municipality would loose 100% of the current jobs as well as projected job growth.
Applicant's expansion plans would not be feasible and it would be forced to look

at lower cost, less desirable locations in order to maintain its competitive position in its industry.

5. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if financial assistance is provided for the proposed project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

Initial BP

6. The Applicant understands and agrees that in accordance with Section 858-b(2) of the General Municipal Law, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the project will be listed with the New York State Department of Labor, Community Services Division and with the administrative entity of the service delivery area created pursuant to the Job Training Partnership Act (PL 97-300) in which the project is located (collectively, the "Referral Agencies"). The Applicant also agrees, that it will, except as otherwise provided by collective bargaining contracts or agreements to which they are parties, first consider for such new employment opportunities persons eligible to participate in federal job training partnership programs who shall be referred by the Referral Agencies

Initial BP

7. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving financial assistance for the proposed project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

Initial BP

8. The Applicant confirms and acknowledges 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 exemption claimed by reason of the Agency's involvement the Project.

Initial BP

9. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

Initial BP

10. In accordance with Section 862(1) of the New York General Municipal Law the Applicant understands and agrees that projects which result in the removal of an industrial or manufacturing plant of the project occupant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the project occupant within the State is ineligible for financial assistance from the Agency, unless otherwise approved by the Agency as reasonably necessary to preserve the competitive position of the project in its respective industry or to discourage the project occupant from removing such other plant or facility to a location outside the State.

Initial BP

11. The Applicant represents and warrants that to the Applicant's knowledge neither it nor any of its affiliates, nor any of their respective partners, members, shareholders or other equity owners, and none of their respective employees, officers, directors, representatives or agents is, nor will they become a person or entity with who United States persons or entities are restricted from doing business under regulations of the Office of Foreign Asset Control (OFAC) of the Department of the Treasury (including those named on OFAC's Specially Designated and Blocked Persons List or under any statute, executive order including the September 24, 2001, Executive Order Block Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism, or other governmental action and is not and will not assign or otherwise transfer this Agreement to, contract with or otherwise engage in any dealings or transactions or be otherwise associated with such persons or entities.

Initial BP

12. The Applicant confirms and hereby acknowledges it has received the Agency's fee schedule attached hereto as Schedule A and agrees to pay such fees, together with any expenses incurred by the Agency, including those of Transaction Counsel, with respect to the Facility. 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.

Initial BP

13. The Applicant confirms and hereby acknowledges it has received the Agency's [Construction Wage] Policy attached hereto as Schedule B and agrees to comply with the same.

Initial BP

14. The Applicant hereby agrees to comply with Section 875 of the General Municipal Law. The Company further agrees that the financial assistance granted to the project by the Agency is subject to recapture pursuant to Section 875 of the Act and the Agency's [Recapture and Termination] Policy, attached hereto as Schedule C.

Initial BP