

FORM APPLICATION FOR FINANCIAL ASSISTANCE
TOWN OF HEMPSTEAD
INDUSTRIAL DEVELOPMENT AGENCY

PROJECT APPLICATION

DATE: October 12, 2018

APPLICATION OF: 444 Merrick Road LLC
Name of Owner and/or User of Proposed Project

ADDRESS: 4500 Dorr Street, Toledo, Ohio 43615

CONTACT: Cheryl O'Connor

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): 444 Merrick Road LLC

Address: 4500 Dorr Street, Toledo, Ohio 43615

Federal Employer ID #:

Website: welltower.com

Owner Officer Certifying Application: Mary Ellen Pisanelli

Title of Officer: Senior Vice President - Legal

Phone Number:

E-mail:

B. Business Type:

Sole Proprietorship

Partnership

Privately Held

Public Corporation

Listed on _____

State of Incorporation/Formation: Delaware

C. Nature of Business:

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

Real Estate Investment Trust primarily for Healthcare providers, retail and institutional investors

D. Owner Counsel:

Firm Name: Sidley Austin LLP

Address: One South Dearborn, Chicago, Illinois 60603

Individual Attorney: Elizabeth McCloy

Phone Number:

E-mail:

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

Name

Percent Owned

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.

Welltower Inc.

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:

Welltower Inc. (See Exhibit C attached hereto)

I. List parent corporation, sister corporations and subsidiaries:

Welltower Inc.

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 industrial development benefits have previously been received by the Owner.

K. List major bank references of the Owner:

KeyBank
2 Scammion Street
Saco, ME 04072

2. User Data N/A

*** (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"): There are numerous leases in place between the Owner and medical providers at the property. As demonstrated by annual reporting required under the initial application, the medical providers located at the subject property are employing over 300 people at the subject site, and job creation was a goal when the initial PILOT was granted. Current tenants have entered into leases for the subject property with the understanding that a PILOT agreement was in place, which PILOT provides predictability in the real estate taxes which tenants will be responsible for over the course of their leases. If the predictable, fixed taxes were no longer available, total current tenants will see increases in rents, making them more likely to relocate. Additionally, prospective tenants see the PILOT as a benefit when determining where to locate.

Address: _____

Federal Employer ID #: _____ Website: _____

NAICS Code: _____

User Officer Certifying Application: _____

Title of Officer: _____

Phone Number: _____ E-mail: _____

B. Business Type:

Sole Proprietorship Partnership Privately Held

Public Corporation Listed on _____

State of Incorporation/Formation: _____

C. Nature of Business:

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

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: _____

Address: _____

Individual Attorney: _____

Phone Number: _____

E-mail: _____

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

Name	Percent Owned
_____	_____
_____	_____
_____	_____

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)

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

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.

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:

J. List parent corporation, sister corporations and subsidiaries:

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:

L. List major bank references of the User:

Part II – Operation at Current Location

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

1. Current Location Address: 444 Merrick Road, Lynbrook, New York 11563
2. Owned or Leased: Owned
3. Describe your present location (acreage, square footage, number buildings, number of floors, etc.):

The subject property is located at 444 Merrick Road, Lynbrook, New York on 2.9 acres of land. The existing building is a 5-story 106,304 square foot multi-tenant office building. No new construction or additions to the existing building are proposed.

4. Type of operation (manufacturing, wholesale, distribution, retail, etc.) and products and/or services:

Medical office, several other medical tenants, and non-medical office.

5. Are other facilities or related companies of the Applicant located within the State?

Yes No

- A. If yes, list the Address: See list of properties owned by Welltower in New York, attached hereto as Exhibit E.
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: Current tenants will remain in place under existing leases. Welltower will endeavor to fill remaining vacant space with complimentary medical-use tenants.
- 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:
- _____
- _____
7. Has the Applicant actively considered sites in another state? Yes No
- A. If yes, please list states considered and explain: _____
- _____
8. Is the requested financial assistance reasonably necessary to prevent the Applicant from moving out of New York State? Yes No
- A. Please explain: _____
- _____
9. Number of full-time equivalent employees at current location and average salary:

Please see the documents executed by the Agency and JR 444 L.L.C, LS 444 L.L.C. and 444 Merrick Realty LLC, dated as of April 1, 2012, as assigned to date. For informational purposes only, there are currently 266 employees per Exhibit F attached hereto.

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: 444 Merrick Road, Lynbrook, New York 11563

B. Tax Map: District 020 Section 37 Block 56 Lot(s) 232-235 & 500

C. Municipal Jurisdiction:

- i. Town: Hempstead
- ii. Village: Lynbrook
- iii. School District: Lynbrook Union Free School District

D. Acreage: 2.9

3. Project Components (check all appropriate categories):

- A. Construction of a new building Yes No
i. Square footage: _____
- B. Renovations of an existing building Yes No
i. Square footage: _____
- C. Demolition of an existing building Yes No
i. Square footage: _____
- D. Land to be cleared or disturbed Yes No
i. Square footage/acreage: _____
- E. Construction of addition to an existing building Yes No
i. Square footage of addition: _____
ii. Total square footage upon completion: _____
- F. Acquisition of an existing building Yes No
i. Square footage of existing building: 106,304
- G. Installation of machinery and/or Equipment Yes No
i. List principal items or categories of equipment to be acquired: _____
-

4. Current Use at Proposed Location:

A. Does the Applicant currently hold fee title to the proposed location?

- i. If no, please list the present owner of the site: HP Lynbrook LLC is the current leaseholder of the proposed location under an IDA Lease.

B. Present use of the proposed location: Medical office, several other medical tenants, and non-medical office

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

i. If yes, explain: The subject property is currently subject to an IDA Lease, PILOT Agreement and other IDA benefits. The Applicant has entered into a Purchase and Sale Agreement for the subject property, which contemplates receiving IDA approval to assign the IDA Lease and all other IDA documents to the Applicant. The Village PILOT payments have previously been approved by the Village.

D. Is there a purchase contract for the site? (if yes, explain): Yes No
The Applicant has entered into a Purchase and Sale Agreement for the subject property, which contemplates receiving IDA approval to assign the IDA Lease and all other IDA documents to the Applicant.

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

The subject property is currently subject to an IDA Lease, PILOT Agreement and other IDA benefits.

5. Proposed Use:

A. Describe the specific operations of the Applicant or other users to be conducted at the project site: _____

Office Building

B. Proposed product lines and market demands: Medical office, several other medical tenants, and non-medical office, which are currently in place.

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:

Please refer to the Rent Roll included as Schedule D, which includes detail on the types of services provided by current tenants occupying 444 Merrick Avenue.

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

The subject property is currently subject to an IDA Lease, PILOT Agreement, and other IDA benefits. The Applicant has entered into a Purchase and Sale Agreement for the subject property, which contemplates receiving IDA approval to assign the Lease and all other IDA documents to the Applicant. IDA participation is necessary to sustain growth and viability of the project. Benefits to the IDA include increasing the number of high paying jobs in the area.

Current tenants have entered into leases for the subject property with the understanding that a PILOT Agreement was in place, which Agreement provides predictability in the real estate taxes which tenants will be responsible for over the course of their leases. If the assignment is not

approved, current tenants will see increases in rents, making them more likely to relocate. Additionally, prospective tenants see the PILOT Agreement as a benefit when determining where to locate. Without the PILOT in place, there would be a negative impact on the ability to attract new, quality tenants who provide stable, high paying jobs to the area.

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? _____

6. Project Work:

A. Has construction work on this project begun? If yes, complete the following: N/A

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?: Office Building

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: Approximately October 1, 2018

ii. Construction/Renovation/Equipping: N/A

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: N/A

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	\$48,090,000 EST
Building(s) demolition/construction	\$ _____
Building renovation	\$ _____
Site Work	\$ _____
Machinery and Equipment	\$ _____
Legal Fees	\$ _____
Architectural/Engineering Fees	\$ _____
Financial Charges	\$ _____
Other (Specify)	\$ _____
Total	\$48,090,000 EST

2. Method of Financing:

	Amount	Term
A. Tax-exempt bond financing:	\$ _____	_____ years
B. Taxable bond financing:	\$ _____	_____ years
C. Conventional Mortgage:	\$ 29,365,000	10 years ¹
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:	\$ 20,058,195 EST	_____ years

Total Project Costs \$ _____

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

0%

3. Project Financing:

¹ The Applicant is assuming a mortgage that was originated on February 1, 2015 and matures on February 1, 2025. The current outstanding balance of the mortgage as of July 1, 2018 is \$28,031,805.

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:

Not requesting financing from Agency.

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

Not requesting bonds.

Part V – Project Benefits

1. Mortgage Recording Tax Benefit: N/A

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

\$ _____

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

\$ _____

2. Sales and Use Tax Benefit: N/A

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):

\$ _____

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

\$ _____

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

i. Owner: \$ _____

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: No

B. Agency PILOT Benefit:

i. Term of PILOT requested: The subject property is currently subject to an IDA Lease, PILOT Agreement and other IDA benefits, which expires December 31, 2023.

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: Please see the documents executed by the Agency and JR 444 L.L.C, LS 444 L.L.C. and 444 Merrick Realty LLC, dated as of April 1, 2012, as assigned to date, which documents require 127 employees at the property. For informational purposes only, there are currently 266 employees at the property. See Exhibit F attached hereto for a further breakdown of the tenant reporting employment data.

	<u>Present</u>	<u>First Year</u>	<u>Second Year</u>	<u>Residents of LMA</u>
Full-Time	See letter dated 11/8/18			approximately 90%
Part-Time**	_____	_____	_____	approximately 90%

* 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	\$80,805.02	\$1,495
Commission Wage Earners	\$30,000	0
Hourly Wage Earners	\$26.33/hr	\$1,574.38
1099 and Contract Workers	\$138,000	0

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

Current tenants have entered into leases for the subject property with the understanding that a PILOT Agreement was in place, which Agreement provides predictability in the real estate taxes which tenants will be responsible for over the course of their leases. If the assignment is not approved, current tenants will see increases in rents, making them more likely to relocate. Additionally, prospective tenants see the PILOT Agreement as a benefit when determining where to locate. Without the PILOT in place, there would be a negative impact on the ability to attract new, quality tenants who provide stable, high paying jobs to the area.

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?

Current tenants have entered into leases for the subject property with the understanding that a PILOT Agreement was in place, which Agreement provides predictability in the real estate taxes which tenants will be responsible for over the course of their leases. If the assignment is not approved, current tenants will see increases in rents, making them more likely to relocate. Additionally, prospective tenants see the PILOT Agreement as a benefit when determining where to locate. Without the PILOT in place, there would be a negative impact on the ability to attract new, quality tenants who provide stable, high paying jobs to the area.

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 MEP

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 MEP

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 MEP

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 MEP

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 MEP

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 MEP

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 MEP

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 MEP

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 MSD

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 [Signature]

Part VIII – Submission of Materials

1. Financial statements for the last two fiscal years (unless included in the Applicant's annual report).
2. Applicant's annual reports (or 10-K's if publicly held) for the two most recent fiscal years.
3. Quarterly reports (form 10-Q's) and current reports (form 8-K's) since the most recent annual report, if any.
4. In addition, please attach the financial information described in items A, B, and C of any expected guarantor of the proposed bond issue.
5. Completed Long Environmental Assessment Form.
6. Most recent quarterly filing of NYS Department of Labor Form 45, as well as the most recent fourth quarter filing. Please remove the employee Social Security numbers and note the full-time equivalency for part-time employees.

(Remainder of Page Intentionally Left Blank)

Part IX – Certification

Mary Ellen Pisanelli (name of representative of company submitting application) deposes and says that he or she is the Authorized Signatory (title) of 444 Monroe Road LLC, the corporation (company name) named in the attached application; that he or she has read the foregoing application and knows the contents thereof; and that the same is true to his or her knowledge.

Deponent further says that s/he is duly authorized to make this certification on behalf of the entity named in the attached Application (the "Applicant") and to bind the Applicant. The grounds of deponent's belief relative to all matters in said Application which are not stated upon his/her personal knowledge are investigations which deponent has caused to be made concerning the subject matter this Application, as well as information acquired by deponent in the course of his/her duties in connection with said Applicant and from the books and papers of the Applicant.

As representative of the Applicant, deponent acknowledges and agrees that Applicant shall be and is responsible for all costs incurred by the Town of Hempstead Industrial Development Agency (hereinafter referred to as the "Agency") in connection with this Application, the attendant negotiations and all matters relating to the provision of financial assistance to which this Application relates, whether or not ever carried to successful conclusion. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, abandons, cancels or neglects the application or if the Applicant is unable to find buyers willing to purchase the total bond issue required, then upon presentation of invoice, Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred with respect to the application, up to that date and time, including fees to bond or transaction counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the transaction contemplated herein, the Applicant shall pay to the Agency an administrative fee set by the Agency in accordance with its fee schedule in effect on the date of the foregoing application, and all other appropriate fees, which amounts are payable at closing.

Mary Ellen Pisanelli

Representative of Applicant

Sworn to me before this 16TH
Day of OCTOBER, 2018
[Signature]
(seal)





Welltower Inc. 419.247.2800 main
4500 Dorr Street 877.670.0070 toll free
Toledo, Ohio 43615 419.247.2826 fax

November 8, 2018

Town of Hempstead Industrial Development Agency (the "Agency")
350 Front Street, 2nd Floor
Hempstead, New York 11550
Attention: Chief Executive Officer

Re: Project Application dated October 12, 2018 (the "Application") submitted by 444 Merrick Road LLC (the "Applicant") to the Agency on October 16, 2018

Dear Sir or Madam:

This letter is to serve as an amendment and supplement to the above reference Application and the information contained in Part VI, Section 1 thereof. Pursuant to the existing Lease Agreement, dated as of April 1, 2012, as assigned to date, the Company (as defined therein) is obligated to maintain 127 full time employees at the Facility. Further, the Applicant acknowledges that the Agency currently reports to New York State that the Company shall maintain 307 FTEs. To the best of the Applicant's knowledge, based upon information provided by Applicant's predecessor-in-interest, HP Lynbrook, LLC, there are currently 439.5 FTEs located at the Facility. In connection with the assignment and assumption contemplated by the application, the Applicant will covenant to endeavor to cause its tenants to maintain in the aggregate 307 FTEs at the Facility; provided that a breach of such covenant will not constitute a default by Applicant under the Lease Agreement or any other agreement entered into or assumed by the Applicant with the Agency.

Sincerely,

DocuSigned by:

A handwritten signature in cursive script that reads "Mary Ellen Pisanelli".

40D556E3A0314EA...

Representative of Applicant