

**TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
APPLICATION FOR FINANCIAL ASSISTANCE**

DATE: 6/3/14

APPLICATION OF: Clare Rose, Inc.
Company Name / Ownership of Proposed Project

ADDRESS: 100 Rose Executive Blvd.
East Yaphank, NY 11967

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

Please respond to all items either by filling in blanks, by attachment (by marking space "see attachment number 1", etc.) or by N.A., where not applicable. Application must be filed in ten copies. A non-refundable application fee is required at the time of submission of this application to the Agency. The non-refundable application fee is \$2,000 for applications under \$5 million and \$4,000 for applications of \$5 million or more.

Transaction Counsel to the Agency may require a retainer which will be applied to fees incurred and actual out-of-pocket disbursements made during the inducement and negotiation processes, and will be reflected on their final statement at closing.

Information provided herein will not be made public by the Agency prior to the passage of an official Inducement Resolution, but may be subject to disclosure under the New York State Freedom of Information Law.

Prior to submitting a completed final application, please arrange to meet with the Agency's staff to review your draft application. Incomplete applications will not be considered. The Board reserves the right to require that the applicant pay for the preparation of a Cost Benefit Analysis, and the right to approve the company completing the analysis.

PLEASE NOTE: It is the policy of the Brookhaven IDA to encourage the use of local labor and the payment of the area standard wage during construction on the project.

Please write or call:
Town of Brookhaven Industrial Development Agency
c/o Town of Brookhaven Division of Economic Development

One Independence Hill
Farmingville, New York 11738

(631) 451-6563

I. Company Data

A. COMPANY (APPLICANT FOR ASSISTANCE)

Company Name: Clare Rose
Address: 100 Rose Executive Blvd
East Yaphank, NY 11967
Contact: Steve Henz Title: Operations Manager
Phone Number: [REDACTED] E-mail: [REDACTED]
Federal Employer ID #: [REDACTED] N. American Industry Classification System (NAICS): [REDACTED]

B. BUSINESS TYPE:

Sole Proprietorship Partnership Privately Held
Public Corporation Listed on _____ Exchange
State of Incorporation _____

C. ANY RELATED COMPANY PROPOSED TO BE A USER OF THE FACILITY:

NAME	RELATIONSHIP
<u>Environmental Resource Recycling, Inc.</u>	<u>Sister company sub tenant</u>
<u>Ryder Truck Rental, Inc.</u>	<u>Subtenant under vehicle maintenance agreement</u>

D. COMPANY COUNSEL:

BOND COUNSEL

Firm Name: William R. Garbarino NA
Address: 40 Main Street
Sayville, NY 11782
Individual Attorney: _____ Phone: 631-563-4477

E. PRINCIPAL STOCKHOLDERS OR PARTNERS, IF ANY (5% OR MORE EQUITY)

NAME	PERCENT OWNED	NAME	PERCENT OWNED
Owner	% Owned	Owner	% Owned
Sean Rose	16.67%	MSR Irrev Trust for Mark S. Rose II	16.67%
Lisa Rose	16.67%	MSR Irrev Trust for Britton M. Rose	16.66%
FGR Irrev Trust for Christopher Rose	16.66%	Nicole R. Dougherty	16.67%

F. Has the company ever filed for bankruptcy?

No

G. Have any of the owners / top executives ever been convicted of a felony?

No

If yes, please explain:

H. Has the company ever been convicted of a felony?

NO

If yes, please explain:

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

NA

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

NA

K. List parent corporation, sister corporations and subsidiaries:

Great River Road Corp, Rose Trucking, Inc., Blue Point Management Consultants, Inc.

Clare Rose Associates LLC, Environmental Resource Recycling, Inc., RAM Associates LLC

Six Roses LLC

- L. Has the company (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:

Yes, existing facility construction was an IDA project.

- M. Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? If so, please provide offering statement used.

No

- N. List major bank references of the company:

Wells Fargo Bank, John Hutchinson, 770-551-3337

JP Morgan Chase, John Budzynski, 631-755-5179

- O. OPERATION AT CURRENT LOCATION:

1. Employment: 174 FT, 8 PT 2. Payroll \$21,600,000
3. Type of operation (manufacturing, wholesale, distribution, retail, etc.) and products and/or services:

Distribution

4. Size of existing facility acreage: Parcel ~ 34 acres; Facility ~ 5 acres

5. Number of buildings and square feet: 1 Building; ~ 240,300 sft
-

II. PROPOSED PROJECT DATA

- A. Location of project: (include as an attachment a map showing the location)

Address: 100 Rose Executive Blvd

East Yaphank, NY 11967

Suffolk County Tax Map: District 0200 Section 58400 Block 01.00 Lot 001.017

- B. Project Site: (Include as an attachment copies of survey, preliminary site plan, architectural rendering of the facility)

If acquiring land, please note that Federal law prohibits the use of 25% or more of tax-exempt IDB proceeds for the purchase of land. If acquiring existing buildings, please note that Federal law prohibits the acquisition of existing buildings with tax-exempt IDB proceeds unless the rehabilitation expenses of the building are equal to or greater than 15% of the portion of the cost of acquiring the building that is financed with tax-exempt IDB proceeds. Rehabilitation does not include any amount expended on new construction (additions or expansions).

1. Acreage: 34 acres

2. Buildings:

A) Existing number and square feet of each building:

1 Building; 240,300 sft

B) Does the project consist of additions and/or renovations to existing buildings? If yes, indicate the nature of expansion or renovation:

Installation of rooftop solar PV system

C) New Construction – number and square feet of each building:

NA

D) Builder or contractor and address: EnterSolar, LLC

600 Third Ave, 2nd Floor

New York, NY 10016

E) Architect name and address: _____

3. Indicate present use of site: No current use of roof

4. Indicate relationship of applicant to present user of site:

Self

C. Proposed project ownership (company or realty partnership):

Clare Rose, Inc.

D. What will the building or buildings to be acquired, constructed or expanded be used for by the company? (Include a description of products to be manufactured, assembled, or processed, and services to be rendered):

N/A

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

N/A

F. List principal items or categories of equipment to be acquired as part of this project:

_____ solar photovoltaic panels _____
_____ solar roof mounting system _____
_____ string inverters _____
_____ disconnect switches _____
_____ data monitoring system _____

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

(a.) SITE CLEARANCE: YES NO % COMPLETE _____
(b.) FOUNDATION: YES NO % COMPLETE _____
(c.) FOOTINGS: YES NO % COMPLETE _____
(d.) STEEL: YES NO % COMPLETE _____
(e.) MASONRY: YES NO % COMPLETE _____
(f.) OTHER: _____

NO

H. Existing facilities within New York State:

1) Are there other facilities owned, leased, or used by the company (or a related company or person) within the state? If so, describe whether owned, leased, or other terms of use:

255 Pinelawn Road, Melville, NY--Leased

2) If there are other facilities within the state, is it expected that any of these facilities will close or be subject to reduced activity?

YES NO

3) If you answered yes to question 2, above, please indicate whether the project is reasonably necessary for the company to maintain its competitive position in the industry. Please explain in detail:

N/A

4) Has the company thought about moving to another state? If so, please explain:

No

5) Will the project meet zoning requirements at the proposed location?

YES NO

6) If a change of zoning is required, please provide the details/status of the change of zone request.

N/A

I. Does the company, or any related corporation or person, have a lease on the project site?

YES NO

J. Does the company now own the project site?

YES NO

1. If yes, indicate:

A) Date of purchase: _____

B) Purchase price: _____

C) Balance of existing mortgage: _____

D) Holder of mortgage: _____

E) Special conditions: _____

2. If no, indicate:

A) Present owner of site: Six Roses LLC

B) Does the company or any related person or corporation have an option or a contract to purchase the site and/or any buildings on the site?

YES NO

If yes, indicate:

1) Date signed: _____

2) Purchase price: _____

3) Settlement date: _____

4) Please attach a copy of option or contract.

K. Is there a relationship legally or by virtue of common control or ownership between the company (and/or its stockholders) and the seller of the project (and/or its shareholders)?
If yes, please describe this relationship:

No

L. How much equity do you have in this project?

None at present, expect \$3.6m when project complete

III. PROJECT COSTS

A. Give an accurate estimate of cost of all items:

	AMOUNT
LAND	\$ _____
BUILDING	\$ _____
SITE WORK	\$ _____
LEGAL FEES	\$ _____
ENGINEERING FEES	\$ _____

FINANCIAL CHARGES	\$ _____
EQUIPMENT	\$ <u>3,625,000</u>
RECORDING FEES	\$ _____
OTHER (SPECIFY)	\$ _____
TOTAL	\$ <u>3,625,000</u>

B. METHOD OF FINANCING COSTS	Amount	Term
1. Tax-exempt IDB financing:	\$ _____	_____ years
2. Taxable IDB financing:	\$ _____	_____ years
3. SBA (504) or other governmental financing:	\$ _____	_____ years
4. Other loans:	\$ <u>3,625,000</u>	<u>5</u> years
5. Company's equity contribution:	\$ _____	_____
Total Project Costs	\$ <u>3,625,000</u>	

C. 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 If yes, give particulars on a separate sheet.

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

NA

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

NA

F. What portion, if any, of the cost of the project is to be financed from funds of the company (other than from the proposed bond issue)? Give details:

100%

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

NO

IV. MEASURE OF GROWTH AND BENEFITS

A. If the company presently operates in the Town of Brookhaven, give current employment and payroll. Also give reasonable estimates of employment and payroll directly attributable to the facility to be built in the Town of Brookhaven.

CURRENT EMPLOYMENT FIGURES	UNDER \$30,000	\$30,000 - \$50,000	\$50,000 - \$75,000	OVER \$75,000
Number of Full-Time Employees (FTE) earning:	75	56	91	117
Number of Part-Time Employees (FTE) earning:	62		1	

TOTAL PAYROLL FOR FULL-TIME EMPLOYEES		\$21,671,900.98		
TOTAL PAYROLL FOR PART-TIME EMPLOYEES		\$ 370,829.83		
TOTAL PAYROLL FOR ALL EMPLOYEES		\$22,042,730.81		

PROJECTED EMPLOYMENT FIGURES - YEAR ONE	UNDER \$30,000	\$30,000 - \$50,000	\$50,000 - \$75,000	OVER \$75,000
Number of Full-Time Employees (FTE) earning:				
Number of Part-Time Employees (FTE) earning:				

NO CHANGE AFTER PROJECT IS COMPLETE

TOTAL PAYROLL FOR FULL-TIME EMPLOYEES		\$		
TOTAL PAYROLL FOR PART-TIME EMPLOYEES		\$		
TOTAL PAYROLL FOR ALL EMPLOYEES		\$		

PROJECTED EMPLOYMENT FIGURES - YEAR TWO	UNDER \$30,000	\$30,000 - \$50,000	\$50,000 - \$75,000	OVER \$75,000
Number of Full-Time Employees (FTE) earning:				
Number of Part-Time Employees (FTE) earning:				

NO CHANGE AFTER PROJECT IS COMPLETE

TOTAL PAYROLL FOR FULL-TIME EMPLOYEES		\$		
TOTAL PAYROLL FOR PART-TIME EMPLOYEES		\$		
TOTAL PAYROLL FOR ALL EMPLOYEES		\$		

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

V. PROJECT CONSTRUCTION SCHEDULE

A. What is the proposed date for commencement of construction or acquisition of the project?

July 1, 2014

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

Completion in September 2014, first use to occur immediately upon
project completion

- C. At what time or times and in what amount or amounts is it estimated that funds will be required?

Project costs to be paid out according to milestone schedules based on
installation progress

VI. SUBMIT THE FOLLOWING INFORMATION OF THE COMPANY

- A. Financial statements for the last two fiscal years (unless included in the company's annual report).
- B. What, if any, will be the expected increase in the dollar amount of sales? \$ NONE
- C. Company's annual reports (or 10-K's if publicly held) for the two most recent fiscal years.
- D. Quarterly reports (form 10-Q's) and current reports (form 8-K's) since the most recent annual report, if any.
- E. In addition, please attach the financial information described in items A, B, and C of any expected guarantor of the proposed bond issue.
- F. Completed Long Environmental Assessment Form.
- G. 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.

EXHIBIT A

Formula for In-Lieu-of-Taxes Payment: Town of Brookhaven (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Suffolk County, Longwood Central School District and Appropriate Special Districts

<u>Payment</u>	
<u>Year</u>	<u>PILOT Payment</u>
2015/2016	\$ 49,440.00
2016/2017	50,430.00
2017/2018	51,440.00
2018/2019	52,470.00
2019/2020	53,520.00
2020/2021	54,590.00
2021/2022	614,100.00
2022/2023	626,380.00
2023/2024	638,910.00
2024/2025	651,690.00
2025/2026	664,720.00
2026/2027	678,020.00
2027/2028	691,580.00
2028/2029	705,410.00
2029/2030	719,520.00
and thereafter	

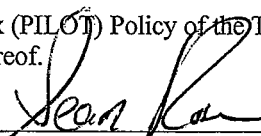
CERTIFICATION

Sean Rose (name of Chief Executive Officer of company submitting application) deposes and says that he or she is the President (title) of Clare Rose, Inc., the corporation (company name) named in the attached application; that he or she has read the foregoing application and knows the contents thereof; that the same is true to his or her knowledge.

Deponent further says that the reason this verification is being made by the Deponent and not by Clare Rose Inc (company name) is because the said company is a corporation. The grounds of Deponent's belief relative to all matters in the said application which are not stated upon his or her own personal knowledge, are investigations which Deponent has caused to be made concerning the subject matter of this application as well as information acquired by Deponent in the course of his or her duties as an officer of and from books and papers of said corporation.

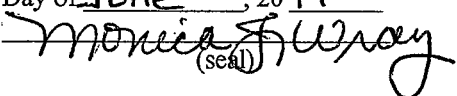
As an officer of said corporation (hereinafter referred to as the "Applicant"), Deponent acknowledges and agrees that Applicant shall be and is responsible for all costs incurred by the Town of Brookhaven Industrial Development Agency (hereinafter referred to as the "Agency") acting on behalf of the Applicant in connection with this application and all matters relating to the issuance of bonds. 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 counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the required bond issue, the Applicant shall pay to the Agency an administrative fee set by the Agency not to exceed an amount equal to 1% of the total project cost financed by the bond issue, which amount is payable at closing. The Agency's bond counsel's fees and the administrative fee may be considered as a cost of the project and included as part of any resultant bond issue.

Deponent further certifies that he or she has read the Payment in Lieu of Tax (PILOT) Policy of the Town of Brookhaven Industrial Development Agency and will agree to the terms thereof.



Chief Executive Officer of Company

Sworn to me before this 2nd
Day of June, 20 14


(seal)

MONICA J. WRAY
Notary Public, State of New York
No. 474-889
Qualified in Suffolk County
Commission Expires 5-31-2015