

**FORM APPLICATION FOR FINANCIAL ASSISTANCE
TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
1 Independence Hill, 2nd Floor, Farmingville, New York 11738**

DATE: 3/18/19

APPLICATION OF: The D & F Development Group, LLC /Bellport Residences LLC, (and or other affiliates)
Name of Owner and/or User of Proposed Project

ADDRESS: 100 Schoolhouse Road
Levittown NY 11756

Type of Application: Tax-Exempt Bond Taxable Bond
 Straight 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 two 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.

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Part I: Owner & User Data

1. Owner Data:

A. Owner (Applicant for assistance): The D & F Development Group, LLC/Bellport Residences, LLC (and or other affiliates)

Address: 100 Schoolhouse Road

Levittown NY 11756

Federal Employer ID: [REDACTED]

Website: thedfdgroup.com

NAICS Code: [REDACTED]

Owner Officer Certifying Application: Peter Florey

Title of Officer: Member

Phone Number: [REDACTED]

E-mail: [REDACTED]

B. Business Type:

Sole Proprietorship Partnership Limited Liability Company

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")

Development, Construction and Management of residential units.

D. Owner Counsel:

Firm Name: Forchelli Deegan Terrana LLP

Address: 333 Earle Ovington Blvd. Suite 1010

Uniondale NY 11553

Individual Attorney: Daniel Deegan

Phone Number: 516-248-1700

E-mail: ddeegan@forchellilaw.com

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

Name	Percent Owned
<u>Peter Florey</u>	<u>50%</u>
<u>Leonard D'Amico</u>	<u>50%</u>
<u> </u>	<u> </u>

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:

See attached spreadsheet

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:

Michael McCarthy M&T bank 631-501-4113

Erin Galligan Bank of America Merrill Lynch 646-743-0442

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"): _____

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. 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: N/A

2. Owned or Leased: _____

3. Describe your present location (acreage, square footage, number buildings, number of floors, etc.):

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

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

Yes No

A. If yes, list the Address: see attached.

6. Will the completion of the project result in the removal of any facility or facilities of the Applicant from one area of the state to another OR in the abandonment of any facility or facilities of the Applicant located within the State? Yes No

A. If no, explain how current facilities will be utilized: N/A

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 employees at current location and average salary (indicate hourly or yearly salary):

N/A

F. Acquisition of an existing building Yes No
i. Square footage of existing building: _____

G. Installation of machinery and/or equipment Yes No
i. List principal items or categories of equipment to be acquired: HVAC equipment, boilers/
water heaters, electrical panels, washer/dryers, stoves and refrigerators, and other construction materials
furnishings and equipment that would be used in constructing a residential apartment building.

4. Current Use at Proposed Location:

A. Does the Applicant currently hold fee title to the proposed location? At present we have site control
The D & F Development Group, LLC
i. If no, please list the present owner of the site: The Town of Brookhaven, A & S Developing Corp.
(Sarwar Ghulam) and Yogi Enterprises of NY (Ghulam Sarwar)

B. Present use of the proposed location: Vacant Land

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

i. If yes, explain: _____

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

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: 70 Units of affordable workforce housing and community space.

B. Proposed product lines and market demands: High demand for affordable housing on Long Island.

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:

Individual residential tenants will be identified as construction nears completion.

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

there is a high demand and unmet need for affordable housing in The Town of Brookhaven.

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? ^{NO} If yes, complete the following: ^{Not Begun}

- i. Site Clearance: Yes No % COMPLETE _____
- ii. Foundation: Yes No % COMPLETE _____
- iii. Footings: Yes No % COMPLETE _____
- iv. Steel: Yes No % COMPLETE _____
- v. Masonry: Yes No % COMPLETE _____
- vi. Other: _____

B. What is the current zoning?: MF Residential

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: _____

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: September 2019

ii. Construction/Renovation/Equipping: September 2019

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: 24 Months

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>2,832,500</u>
Building(s) demolition/construction	\$ <u>17,235,888</u>
Building renovation	\$ _____
Site Work	\$ <u>3,850,000</u>
Machinery and Equipment	\$ _____
Legal Fees	\$ <u>425,000</u>
Architectural/Engineering Fees	\$ <u>610,000</u>
Financial Charges	\$ <u>2,288,217</u>
Other (Specify)	\$ <u>4,157,840</u>
Total	\$ <u>31,399,455</u>

Please note, IDA fees are based on the total project costs listed above. At the completion of your project, you are required to provide both a certificate of completion along with a cost affidavit certifying the final project costs. The IDA fees may be adjusted as a result of the certified cost affidavit. Money will not be refunded if the final project cost is less than the amount listed above.

2. Method of Financing:

	Amount	Term
A. Tax-exempt bond financing:	\$ _____	_____ years
B. Taxable bond financing:	\$ _____	_____ years
C. Conventional Mortgage:	\$ 5,375,000	30 years
D. SBA (504) or other governmental financing:	\$ _____	_____ years
E. Public Sources (include sum of all State and federal grants and tax credits):	\$ 25,110,977	
F. Other loans:	\$ 913,468	_____ years
G. Owner/User equity contribution:	\$ _____	_____ years
Total Project Costs	\$ 31,399,445	

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

80%

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:

No

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

No

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

No

Part V – Project Benefits

1. Mortgage Recording Tax Benefit:

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

\$ 5,375,000

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

\$ 40,000

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):

\$ 17,235,888

B. Estimated State and local Sales and Use Tax exemption (product of 8.625% and figure above):

\$ 1,486,595

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

i. Owner: \$ 100%

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: 30 years

ii. Upon acceptance of this application, the Agency staff will create a PILOT schedule and attach such information to Exhibit A hereto. Applicant hereby requests such PILOT benefit as described on Exhibit A.

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

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 year second year following completion:

Present number of employees: ___o_

First Year:

	Jan	Feb	Mar	Aor	Mav	June	July	Aug	Sept	Oct	Nov	Dec	Total
Full-time	0	0	0	0	0	0	0	0	0	0	0	3	3
Part-time													

Second Year: No additional employees for year two

	Jan	Feb	Mar	Aor	Mav	June	July	Aug	Sept	Oct	Nov	Dec	Total
Full-time													
Part-time													

Residents of LMA:

Full-Time: ___

Part-Time: ___

* The Labor Market Area includes the County/City/TownNillage in which the project is located as well as 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	\$20,000-\$35,000	\$7200
Commission Wage Earners		
Hourly Wage Earners		
1099 and Contract Workers		

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 proceed with this project without the Agency's assistance? (If no, please explain why; if yes, please explain why the Agency should grant the benefits requested)

Yes No

the project is not financially viable without the agency's assistance.

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?

The project would not move forward.

5. 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, where practicable, 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 PGF

6. 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 in the Project as well as may lead to other possible enforcement actions.

Initial PGF

7. 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 PGF

8. 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 PGF

9. 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. The IDA fees are based on the total project costs listed in this application. At the completion of the project, you are required to provide both a certificate of completion along with a cost affidavit certifying the final project costs. The IDA fees may be increased as a result of the certified cost affidavit. Monies will not be refunded if the final costs are below the amount listed in the application.

Initial PGF

10. 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 PGF

11. 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 PGF

12. The Applicant confirms and hereby acknowledges it has received the Agency's PILOT Policy attached hereto as Schedule D and agrees to comply with the same.

Initial PGF

13. The Company hereby authorizes the Agency, without further notice or consent, to use the Company's name, logo and photographs related to the Facility in its advertising, marketing and communications materials. Such materials may include web pages, print ads, direct mail and various types of brochures or marketing sheets, and various media formats other than those listed (including without limitation video or audio presentations through any media form). In these materials, the Agency also has the right to publicize its involvement in the Project.

Initial PGF

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 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 – Special Representations

1. 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. The Applicant hereby indicates its compliance with Section 862(1) by signing the applicable statement below. (Please sign only one of the following statements a. or b. below).

a. The completion of the entire project will not result in the removal of an industrial or manufacturing plant of the project occupant from one are of the stat 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.

Representative of the Applicant:  _____

b. The completion of this entire project will 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 because 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.

Representative of the Applicant:  _____

2. 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.

Representative of the Applicant:  _____

3. 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.

Representative of the Applicant: _____

4. 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.

Representative of the Applicant:  _____

Part X – Certification

Peter Fiorey (name of representative of entities submitting application) deposes and says that he or she is the Member (title) of The D & F Development Group, LLC/Bellport Residences, LLC Gleneagle Green at Bellport (any other affiliates), the entities 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 entities 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 [Brookhaven] 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 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.

The Applicant hereby subscribes and affirms under the penalties of perjury that the information provided in this Application is true, accurate and complete to the best of his or her knowledge

[Signature]
Representative of Applicant

Sworn to me before this 15th
Day of March, 2019
Cynthia Colon
(seal)

CYNTHIA COLON
Notary Public, State of New York
No.# 01C06020115
Qualified in Queens County
Commission Expires Feb. 22, 2022

**** Note: If the entities named in this Application are unrelated and one individual cannot bind both entities, Parts VII, IX and X of this Application must be completed by an individual representative for each entity ****

EXHIBIT A

Proposed PILOT Schedule

Upon acceptance of the Application and completion of the Cost Benefit Analysis, the Agency will attach the proposed PILOT Schedule to this Exhibit.

EXHIBIT C

Proposed PILOT Schedule

Schedule of payments-in-lieu-of-taxes: 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), South Country School District, Suffolk County and Appropriate Special Districts

Bellport Residences, LLC (7.09 acre parcel of land located at Atlantic Avenue, Bellport New York (approximately 234 feet west of Post Avenue)

Formula:

“**Shelter Rent**” shall mean the total rents received from the occupants of the Facility less the cost of providing to the occupants of the Facility electricity, gas, heat, and other utilities. Total rents shall include rent supplements and subsidies received from the federal government, the state or a municipality on behalf of such occupants, but shall not include (1) any rent subsidies from the government pursuant to section eight of the United States Housing Act of nineteen hundred thirty-seven, as amended, or (ii) interest reduction payments pursuant to subdivision (a) of section two hundred one of the Federal Housing and Urban Development Act of nineteen hundred sixty-eight.

The Company will make payments in lieu of taxes (“**PILOT Payments**”) for the Facility for a period of fifteen (15) years (the “**PILOT Period**”), commencing with the tax year immediately succeeding the delivery of the certificate of occupancy for the Facility in amounts equivalent to ten per centum (10%) of the annual Shelter Rent of the Facility in the calendar year preceding the year in which any such payment is due, provided that the first year of the PILOT Period, PILOT Payments shall be calculated based on a good faith estimate of the Shelter Rent provided by the Company.

District 200 Section 973.8 Block 9 Lot 15

District 200 Section 973.8 Block 9 Lot 19 Block 10 Lot 15 Block 9 Lot 19

District 200 Section 973.8 Block 9 Lot 22

District 200 Section 973.8 Block 9 Lots 014.001, 14.002, 14.003, 016.00, 017.001, 017.002, 017.003, 018.001, 018.002, 020.001, 020.002, 021.00, 23.001, 23.002, 23.003, District 200 Section 973.8 Block 10 Lots 014.00, 016.001, 016.002, 017.001, 017.002

The D & F Development Group, LLC

A & S Developing Corp.

The Town of Brookhaven

Yogi Enterprises of N.Y., Inc.

ENTITY LISTING

ENTITY	GENERAL PARTNER	BUSINESS LOCATION	MAILING ADDRESS	DATE OF INC.	EIN
Allen by the Bay Housing Development Fund Company Inc.	Allen AME Neighborhood Preservation & Development Corp.	110-42 Merrick Boulevard, Jamaica, NY 11434	110-42 Merrick Boulevard, Jamaica, NY 11434	12/21/2009	27-1566526
Allen by the Bay, LP	Allen by the Bay HDFC	110-42 Merrick Boulevard, Jamaica, NY 11434	110-42 Merrick Boulevard, Jamaica, NY 11434	8/19/2010	27-3314227
ASR Development, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	4/10/2002	04-3726154
Astoria Senior Residence Payroll Agent LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/9/2005	20-2319076
Astoria Senior Residence, LP	D&F Consultants, LLC	21-05 30 TH DRIVE, Astoria, NY 11102	21-05 30 TH DRIVE, Astoria, NY 11102	3/21/2002	14-1858203
Brooke Pointe Housing Development Fund Company, Inc. (formerly Hewlett Harbor Point Brooke Pointe, LLC (formerly Hewlett Harbor Point, LLC)	DFD XVII & HHP HDFC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/22/2013	46-4252895
Calvary Grandparent Managing Member LLC	D&F Development XVIII, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	7/17/2013	46-3206760
Calvary Grandparent Residence LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	1/20/2010	27-1731513
Carlisle Patchogue Operator, Inc. (S Corporation)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	7/19/2013	46-3245617
Carlisle Senior Living Communities, Inc. (S. Corporation)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	8/5/2013	46-3425782
D&F 91, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	12/17/2009	27-1506964
D&F Construction Group, Inc. (S Corporation)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	1/24/2005	20-2266609
D&F Consultants, LLC	Members: LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/2/2001	80-0007067
D&F Dekalb, LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	9/23/2004	20-1667440
D&F Development I, LLC - (Macedonia)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	5/25/2004	20-2112246
D&F Development II, LLC - (Dekalb)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	5/25/2004	20-1715872
D&F Development III, LLC - (Hallets Cove)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	5/10/2005	20-3430588
D&F Development IV, LLC - (Lenape)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/21/2005	20-3843529
D&F Development VI, LLC (Parkside)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/21/2006	20-4407711
D&F Development VII, LLC (Linden)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	8/24/2006	20-5449741
D&F Development VIII, LLC (Locust Manor Estates)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	9/11/2006	20-5597971
D&F Development Partnership II, L.P.	D&F Development II, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	5/25/2004	20-1715975
D&F Development X, LLC	(partner in Brook & Brown Limited Partnership [Brookhaven])	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/19/2004	20-1906829
D&F Development XI, LLC	(partner in St. Ann's 350 Limited Partnership [Theselonica])	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/19/2004	20-1902323
D&F Development XII, LLC (Terrace)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/20/2006	20-5765203
D&F Development XIII, LLC (Locust Manor Apts)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/25/2006	20-5782328
D&F Development XIV, LLC (LMSR)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	4/17/2007	20-8882772
D&F Development XV, LLC (Gateway)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/10/2011	45-2524741
D&F Development XVI, LLC (Linden Knolls)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/15/2012	45-5517522
D&F Development XVII, LLC (LMF)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/7/2013	46-2947820
D&F Development XVIII, LLC (Calvary)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	7/17/2013	46-3210874
D&F Development XIX, LLC (Brooke Pointe) - Formerly D&F Development XXIX, LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/11/2013	46-3929087
D&F Development XX, LLC (Highland Green)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	9/26/2014	47-1971320
D&F Development XXI, LLC (LMF II)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	7/11/2014	47-1333495
D&F Development XXII, LLC (Pavilion at LM)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/11/2015	47-3117958
D&F Parkside, LLC (Levittown)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	12/11/2012	36-4749143

ENTITY LISTING

D&F Patchogue A.L., LLC (Patchogue)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/25/2013	46-2173905
D&F-SP DEVELOPMENT, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	1/25/2006	20-4182806
D&F-SP Holding, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/10/2010	27-1883058
D&F-SP Pavilion, LLC	D&F Development XXII, LLC & J. David Page	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	3/24/2015	47-3524967
DeKalb Senior Housing Development Fund Company, Inc.	Not For Profit	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	1/13/2005	20-2189976
East Islip LandingS, LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	9/16/2011	45-3547469
Forest Lake Equities, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/9/2005	20-3055299
Gateway Gardens Housing, LLC	D&F Development XV, LLC & Gateway Gardens HDFC	1-A Lowndes Avenue, Huntington Station, NY 11746	1-A Lowndes Avenue, Huntington Station, NY 11746	8/16/2011	45-3279079
Hallets Court, LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	4/13/2004	20-1183774
Hallets Cove Apartments L.P.	D&F Development III, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	3/20/2003	20-0859329
HG Housing Development Fund Company, Inc.	Sponsor: Long Island Housing Partnership	180 Oser Avenue, Suite 800 Hauppauge, New York 11788	180 Oser Avenue, Suite 800 Hauppauge, New York 11788	10/7/2014	47-2286341
Highland Green Residence LLC	D&F Development XX LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/3/2014	47-2017789
Jericho Services Inc.		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	12/24/1998	11-3470614
Lenape Associates, L.P.	D&F Development IV, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/23/2005	20-3842526
Linden 166 Housing Development Fund Company Inc.	Not For Profit	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/24/2006	20-5883011
Linden Blvd. 166 Limited Partnership	Linden Blvd Affordable Housing	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/6/2006	20-5729630
Linden Blvd. Affordable Housing LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	7/12/2006	20-5235280
Linden Knolls Residence, LLC	LKR Managing Member, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/15/2012	45-5526833
LMSR LP	LMSR-GP Associates, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/22/2006	20-4362107
LMSR-GP Associates LLC (Locust Manor Senior)	D&F-SP Development, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/9/2006	20-4337839
LMSR Housing Development Fund Company, Inc.		45-02 Ditmars Boulevard - Suite 106, Astoria, NY 11105	45-02 Ditmars Boulevard - Suite 106, Astoria, NY 11105	5/10/2007	26-0150509
Locust Manor Apartments, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/17/2006	20-5751806
Locust Manor Estates Homeowner's Association		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	12/11/2008	26-3863027
Locust Manor Family Residence Associates, LLC	D&F Development XVII, LLC & J. David Page	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/7/2013	46-2947884
Locust Manor Family Residence Housing Development Fund Company, Inc.		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/18/2013	46-2998749
Locust Manor Family Residence Limited Partnership	Locust Manor Family Residence Associates, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	6/14/2013	46-3011076
Locust Manor Family Residence II Limited Partnership	D&F Development XXI, LLC (LTD & PGF)	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	7/21/2014	47-1402346
Locust Manor Family Residence II HDFC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	9/1/2014	47-1882213
Locust Manor Seniors, Inc.	GP	45-02 Ditmars Boulevard - Suite 106, Astoria, NY 11105	45-02 Ditmars Boulevard - Suite 106, Astoria, NY 11105	5/7/2007	20-8991496
Macedona Senior Residence, L.P.	D&F Development I, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	5/26/2004	20-2444733
Macedonia Senior Housing Development Fund Company, Inc.	Not For Profit	339 Beach 67th Street, Arverne, NY 11692	c/o Macedonia Baptist Church; 339 Beach 67th Street, Arverne, NY 11692	4/29/2005	20-2792515
Patchogue Legal 1031 Holdings, LLC	LTD & PGF	445 Broad Hollow Road, Suite 25, Melville, NY	445 Broad Hollow Road, Suite 25, Melville, NY	7/25/2014	30-0871838
Palm Triton, LLC	D&F Development XXII, LLC (LTD & PGF)	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/11/2015	47-3118028
PELEON Risk Management, LLC	LTD & PGF	1925 Lovering Avenue, Wilmington, Elaware 19806	100 Schoolhouse Road, Levittown, NY 11756	12/24/2014	47-2851805
PGV, LLC	D&F Development VI, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/6/2007	26-1373399
PGV Developers, LLC		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	9/6/2007	26-0902726
Strathmore Communities, LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	3/26/2014	46-5223627
Strathmore Living, LLC	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	3/26/2014	46-5223683
Terrace 100, LP	D&F Development XII, LLC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	10/28/2006	20-5764748

ENTITY LISTING

The D & F Development Group, LLC (S Corporation)		100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	11/22/2004	20-1926884
The Pavilion Managing Member, LLC	D&F-SP Pavilion, LLC & The Pavilion HDFC	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/27/2015	47-3303817
The Pavilion Residence Housing Development Fund Company, Inc.	Fee Owner for Pavilion at LM (Member is NYCHP)	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	TO BE FORMED	
Triton Residential, LLC (S Coporation)	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	2/4/2015	47-3040508
Vision Affordable Housing, LLC	Allen AME Cathedral	c/o Cannon, Heyman & Wiess, 54 State Street - 5th Floor, Albany, NY 12207	c/o Cannon, Heyman & Wiess, 54 State Street - 5th Floor, Albany, NY 12207	9/22/2006	20-5748452
Wizard Group, Inc.	LTD & PGF	100 Schoolhouse Road, Levittown, NY 11756	100 Schoolhouse Road, Levittown, NY 11756	5/16/1995	11-3266773