

**NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY**

**APPLICATION FOR FINANCIAL ASSISTANCE**

**APPLICATION OF:**

Southern Glazers Wine and Spirits, LLC and Syosset Property Partners, LLC  
**APPLICANT NAME**

Please respond to all questions in this Application for Financial Assistance (the “Application”) by, as appropriate:

- filling in blanks;
- checking the applicable term(s);
- attaching additional text (with notation in Application such as “see Schedule H, Item # 1”, etc.); or
- writing “N.A.”, signifying “not applicable”.

All attachments responsive to questions found in this Application should be clearly labeled and attached as Schedule I to the Application. If an estimate is given, enter “EST” after the figure. One signed original and one photocopy of the Application (including all attachments) must be submitted.

The following amounts are payable to the Nassau County Industrial Development Agency (the “Agency”) at the time this Application is submitted to the Agency: (i) a \$1,000 non-refundable application fee (the “Application Fee”); (ii) a \$3,500 expense deposit for the Agency’s Transaction/Bond Counsel fees and expenses (the “Counsel Fee Deposit”), (iii) a \$2,500 expense deposit for the cost/benefit analysis with respect to the project contemplated by this Application (the “Cost/Benefit Deposit”), and (iv) a \$500 expense deposit for the real property tax valuation analysis, if applicable, with respect to the project contemplated by this Application (the “Valuation Deposit”). The Application Fee will not be credited against any other fees or expenses which are or become payable to the Agency in connection with this Application or the project contemplated herein (the “Project”). In the event that the subject transaction does not close for any reason, the Agency may use all or any part of the Counsel Fee Deposit, the Cost/Benefit Deposit and/or the Valuation Deposit to defray the cost of Transaction/Bond Counsel fees and expenses, the cost of obtaining a cost/benefit analysis and/or the cost of obtaining a real property tax valuation with respect to the Project. In the event that the subject transaction does close, the Counsel Fee Deposit, the Cost/Benefit Deposit and the Valuation Deposit shall be credited against the applicable expenses incurred by the Agency with respect to the Project.

**Every signature page comprising part of this Application must be signed by the Applicant or this Application will not be considered complete or accepted for consideration by the Agency.**

The Agency's acceptance of this Application for consideration does not constitute a commitment on the part of the Agency to undertake the proposed Project, to grant any financial assistance with respect to the proposed Project or to enter into any negotiations with respect to the proposed Project.

Information provided herein may be subject to disclosure under the New York Freedom of Information Law (New York Public Officers Law § 84 et seq.) ("FOIL"). If the Applicant believes that a portion of the material submitted with this Application is protected from disclosure under FOIL, the Applicant should mark the applicable section(s) or page(s) as "confidential" and state the applicable exception to disclosure under FOIL.

November 16, 2018  
**DATE**

**PART I. APPLICANT**

A. APPLICANT FOR FINANCIAL ASSISTANCE:

Name: Southern Glazers Wine and Spirits, LLC

Address: 1600 NW 163<sup>rd</sup> Street, Miami, FL 33169

Fax: (516) 730-8240

NY State Dept. of

Labor Reg #:                      Federal Employer ID #:                     

NAICS Code #: 424820

Website: SGWS.com

Name of CEO or

Authorized Representative Certifying Application: Steven R. Becker

Title of Officer: Executive Vice President

Phone Number: (305) 625-4171 E-Mail: sbecker@sgws.com

B. BUSINESS TYPE (Check applicable status. Complete blanks as necessary):

Sole Proprietorship  General Partnership  Limited Partnership

Limited Liability Company  Privately Held Corporation

Publicly Held Corporation  Exchange listed on \_\_\_\_\_

Not-for-Profit Corporation

Income taxed as: Subchapter S  Subchapter C   
501(c)(3) Corporation  Partnership

State and Year of Incorporation/Organization: Delaware 2016

Qualified to do Business in New York: Yes  No  N/A

C. APPLICANT COUNSEL:

Firm name: Forchelli Deegan Terrana LLP

Address: 333 Earle Ovington Blvd., Suite 1010

Primary Uniondale, NY 11553  
Contact: Daniel P. Deegan, Esq.  
Phone: (516) 248-1700  
Fax: (516) 248-1729  
E-Mail: DDeegan@forchellilaw.com

D. Principal stockholders, members or partners, if any (i.e., owners of 10% or more of equity/voting rights in Applicant):

Name	Percentage owned
<u>SWS Holdings, Inc.</u>	<u>15.4</u> %
<u>Glazer's Inc.</u>	<u>4.6</u> %
<u>Southern Wine and Spirits Corporation</u>	<u>61.6</u> %
<u>Glazer's Venture Holdings, Inc.</u>	<u>18.4</u> %

E. If any of the persons described in the response to the preceding Question, or a group of said persons, owns more than a 50% interest in the Applicant, list all other entities which are related to the Applicant by virtue of such persons having more than a 50% interest in such entities:

See Schedule I.  
\_\_\_\_\_

F. Is the Applicant related to any other entity by reason of more than 50% common ownership? If YES, indicate name of related entity and relationship:

YES  X  NO  \_\_\_

See Schedule I

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G. List parent corporation, sister corporations and subsidiaries, if any:

See Schedule I

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H. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) been involved in, applied for or benefited by any prior industrial development financing in the municipality in which this Project is located, whether by the Agency or another issuer, or in a contiguous municipality? (“Municipality” herein means city, town or village, or, if the Project is not in an incorporated city or village, Nassau County.) If YES, describe:

YES  X  NO  \_\_\_

The Applicant was granted a 10-year PILOT agreement from the Agency in 2008. The 2008 PILOT agreement pertained to the property located at 345, 325, 323, and 313 Underhill Blvd. (“Current Facility”) and is set to expire at the end of 2019. The Applicant is seeking to expand its footprint in the community adding the adjacent warehouse at 425 Underhill Blvd (collectively with the Current Facility, the “Subject Properties”). As such, the Applicant is requesting a 10-year PILOT agreement on the Subject Properties.

I. Is the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities involved in any litigation or aware of any threatened litigation that would have a material adverse effect on the Applicant’s financial condition or the financial condition of said principal(s)? If YES, attach details at Schedule I.

YES  \_\_\_  NO  X

J. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, ever been

involved, as debtor, in bankruptcy, creditors rights or receivership proceedings or sought protection from creditors? If YES, attach details at Schedule I.

YES \_\_\_ NO X

K. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, ever been convicted of any felony or misdemeanor (other than minor traffic offenses), or have any such related persons or principal(s) held positions or ownership interests in any firm or corporation that has been convicted of a felony or misdemeanor (other than minor traffic offenses), or are any of the foregoing the subject of a pending criminal proceeding or investigation? If YES, attach details at Schedule I.

YES \_\_\_ NO X

L. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, been cited for (or is there a pending proceeding or investigation with respect to) a civil violation of federal, state or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution, taxation, or other operating practices? If YES, attach details at Schedule I.

YES \_\_\_ NO X

M. Is the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, delinquent or have any of the foregoing persons or entities been delinquent on any New York State, federal or local tax obligations within the past five (5) years? If YES, attach details at Schedule I.

YES \_\_\_ NO X

N. Complete the following information for principals (including, in the case of corporations, officers and members of the board of directors and, in the case of limited liability company, members and managers) of the Applicant:

<u>Name</u>	<u>Title</u>	<u>Other Business Affiliations</u>
<u>Harvey Chaplin</u>	<u>Chairman</u>	_____
<u>Bennett Glazer</u>	<u>Executive Vice Chairman</u>	_____
<u>Wayne Chaplin</u>	<u>CEO</u>	_____
<u>Sheldon Stein</u>	<u>President</u>	_____

<u>Brad Vassar</u>	<u>Executive, V.P. &amp; COO</u>	_____
<u>Steven R. Becker</u>	<u>Executive V.P., Treasurer &amp; Compliance</u>	_____
<u>Lee Hager</u>	<u>Executive V.P., Secretary and Administration</u>	_____
<u>Thomas Greenlee</u>	<u>Executive V.P., Finance</u>	_____
<u>Mel Dick</u>	<u>Sr. V.P., &amp; President Wine Division</u>	_____

Do any of the foregoing principals hold elected or appointive positions with New York State, any political division of New York State or any other governmental agency? If YES, attach details at Schedule I.

YES \_\_\_ NO X

Are any of the foregoing principals employed by any federal, state or local municipality or any agency, authority, department, board, or commission thereof or any other governmental or quasi-governmental organization?

YES \_\_\_ NO X

O. Operation at existing location(s) (Complete separate Section O for each existing location):

1. (a) Location: 345, 325, 323, and 313 Underhill Blvd., Syosset, NY
- (b) Number of Employees: Full-Time: 1061 Part-Time:
- (c) Annual Payroll, excluding benefits: \$150,000,000
- (d) Type of operation (e.g. manufacturing, wholesale, distribution, retail, etc.) and products or services: Alcoholic beverage warehouse and distribution.
- (e) Size of existing facility real property (i.e., acreage of land): 20.2 acres
- (f) Buildings (number and square footage of each): 2 buildings – 467,000 sq. ft.

(g) Applicant's interest in the facility

FEE TITLE: \_\_\_ LEASE: \_\_\_ OTHER (describe below): X

The Agency is currently the fee owner of the Property and the facility is benefiting from Agency assistance through a 10-year PILOT agreement set to expire in 2019.

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2. Will the completion of the proposed Project result in the removal of a plant or facility of the Applicant, or of a proposed user, occupant or tenant of the Project, or a relocation of any employee of the Applicant, or any employee of a proposed user, occupant or tenant of the Project, from one area of the State of New York (but outside of Nassau County) to a location in Nassau County or in the abandonment of such a plant or facility located in an area of the State of New York outside of Nassau County? If YES, complete the attached Anti-Raiding Questionnaire (Schedule D).

YES \_\_\_

NO X

3. Will the proposed Project result in the removal or abandonment of a plant or facility of the Applicant, or of a proposed user, occupant or tenant of the proposed Project, or a relocation of any employee of the Applicant, or any employee of a proposed user, occupant or tenant of the proposed Project, located within Nassau County? If YES, identify the location of the plant or facility and provide explanation.

YES \_\_\_

NO X

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- P. Has the Applicant considered moving to another state or another location within New York State? If YES, explain circumstances.

YES X

NO \_\_\_

The Applicant has a warehouse facility in New Jersey with depots in Long Island City, Queens, and Brooklyn. Accordingly, the Applicant has the option of moving its expansion efforts into the New Jersey warehouse while being able to still serve Manhattan and Long Island through the depots.



Q. Does any one supplier or customer account for over 50% of Applicant's annual purchases or sales, respectively? If YES, attach name and contact information for supplier and/or customer, as applicable:

YES \_\_\_

NO X

R. Does the Applicant (including any related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, have any contractual or other relationship with the Agency or the County of Nassau? If YES, attach details at Schedule I.

YES \_\_\_

NO X

S. Nature of Applicant's business (e.g., description of goods to be sold, products manufactured, assembled or processed, services rendered):

Alcoholic beverage warehouse and distribution.  
\_\_\_\_\_

T. ANY RELATED PARTY PROPOSED TO BE A USER OF THE PROJECT:

Name: Syosset Property Partners LLC will hold title to property

Relationship to Applicant: Affiliate

Provide the information requested in Questions A through S above with respect to each such party by attachment at Schedule I.

**PART II. PROPOSED PROJECT**

O. Types of Financial Assistance Requested:

- Tax-Exempt Bonds
- Taxable Bonds
- Refunding Bonds
- Sales/Use Tax Exemption
- Mortgage Recording Tax Exemption
- Real Property Tax Exemption
- Other (specify): \_\_\_\_\_

B. Type of Proposed Project (check all that apply and provide requested information):

- New Construction of a Facility  
Square footage: N/A
- Addition to Existing Facility N/A  
Square footage of existing facility: \_\_\_\_\_  
Square footage of addition: \_\_\_\_\_
- Renovation of Existing Facility  
Square footage of area renovated: 80,000  
Square footage of existing facility: \_\_\_\_\_
- Acquisition of Land/Building  
Acreage/square footage of land: 3.76 acres  
Square footage of building: 80,000 sq. ft.
- Acquisition of Furniture/Machinery/Equipment  
List principal items or categories:  
Material handling equipment, office furniture and equipment.  
\_\_\_\_\_
- Other (specify): \_\_\_\_\_

C. Briefly describe the purpose of the proposed Project, the reasons why the Project is necessary to the Applicant and why the Agency's financial assistance is necessary, and the effect the Project will have on the Applicant's business or operations:

The business needs of the Applicant have outgrown its current facility. Maintaining the current level of employment and productivity will be difficult without the additional storage space that the building acquisition will provide.





N/A

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M. Does the proposed Project meet zoning/land use requirements at proposed location?

YES  NO

O. Describe present zoning/land use: Light Industry

2. Describe required zoning/land use, if different: N/A

3. If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements:

N/A

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N. Does the Applicant, or any related entity or person, currently hold a lease or license on the Project site? If YES, please provide details and a copy of the lease/license.

YES  NO

O. Does the Applicant, or any related entity or person, currently hold fee title to (i.e. own) the project site?

**\*\*313, 323, 325 AND 345 UNDERHILL BLVD. CURRENTLY SUBJECT TO A 10-YEAR PILOT AGREEMENT WHEREBY THE AGENCY, AS FEE OWNER, HAS LEASED THE PROPERTY TO THE APPLICANT**

YES  NO

If YES, indicate:

P. Date of purchase: \_\_\_\_\_

(b) Purchase price: \$\_\_\_\_\_

I Balance of existing mortgage, if any: \$37,726,415

(d) Name of mortgage holder: TD Bank N.A.

I Special conditions: \_\_\_\_\_

If NO, indicate name of present owner of Project site: 425 Underhill owned by Star Industries Inc.

P. Does the Applicant or any related person or entity have an option or a contract to purchase the Project site and/or any buildings on the Project site?

YES X NO    

If YES, attach copy of contract or option at Schedule I and indicate:

**See Schedule I**

(a) Date signed: \_\_\_\_\_

(b) Purchase price: \_\_\_\_\_

(c) Closing date: \_\_\_\_\_

Is there a relationship legally or by virtue of common control or ownership between the Applicant (and/or its principals) and the seller of the Project (and/or its principals)?

If YES, describe:

YES     NO X

Q. Will customers personally visit the Project site for either of the following economic activities? If YES with respect to either economic activity indicated below, complete the attached Retail Questionnaire (Schedule E).

Sales of Goods: YES     NO X Sales of Services: YES     NO X

R. Describe the social and economic conditions in the community where the Project site is or will be located and the impact of the proposed Project on the community (including impact on infrastructure, transportation, fire and police and other government-provided services):

See attached Schedule I.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

S. Identify the following Project parties (if applicable):

Architect: \_\_\_\_\_

Engineer: \_\_\_\_\_

Contractors: \_\_\_\_\_

\_\_\_\_\_

T. Will the Project be designed and constructed to comply with Green Building Standards? (if YES, describe the LEED green building rating that will be achieved):

YES \_\_\_\_ NO X

U. Is the proposed Project site located on a Brownfield? (if YES, provide description of contamination and proposed remediation)

YES \_\_\_\_ NO X

V. Will the proposed Project produce a unique service or product or provide a service that is not otherwise available in the community in which the proposed Project site is located?

YES \_\_\_\_ NO X

W. Is the proposed Project site currently subject to an IDA transaction (whether through the Agency or otherwise)? If yes, explain.

YES X NO \_\_\_\_

See Schedule I

**PART III. CAPITAL COSTS OF THE PROJECT**

A. Provide an estimate of cost of all items listed below:

	<u>Item</u>	<u>Cost</u>
1.	Land and/or Building Acquisition	\$ <u>8,600,000</u>
2.	Building Demolition	\$ _____
3.	Construction/Reconstruction/Renovation	\$ <u>1,500,000</u>
4.	Site Work	\$ _____
5.	Infrastructure Work	\$ _____

6.	Architectural/Engineering Fees	\$ <u>TBD</u>
7.	Applicant's Legal Fees	\$ <u>TBD</u>
8.	Financial Fees	\$ _____
9.	Other Professional Fees	\$ _____
10.	Furniture, Equipment & Machinery Acquisition (not included in 3. above)	\$ _____
11.	Other Soft Costs (describe)	\$ <u>TBD</u>
12.	Other (describe)	\$ _____
	Total	\$ <u>10,100,000</u>

B. Estimated Sources of Funds for Project Costs:

a.	Tax-Exempt IDA Bonds:	\$ _____
b.	Taxable IDA Bonds:	\$ _____
c.	Conventional Mortgage Loans:	\$ <u>6,000,000</u>
d.	SBA or other Governmental Financing: Identify: _____	\$ _____
e.	Other Public Sources (e.g., grants, tax credits): Identify: _____	\$ _____
f.	Other Loans:	\$ _____
g.	Equity Investment: (excluding equity attributable to grants/tax credits)	\$ <u>4,100,000</u>
	TOTAL	\$ <u>10,100,000</u>

What percentage of the total project costs are funded/financed from public sector sources: 0 %

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? If YES, describe particulars on a separate sheet.

YES \_\_\_\_\_ NO X

D. Are items of working capital, moving expenses, work in progress, or stock in trade included in the proposed uses of the bond proceeds (if applicable)? If YES, provide details:

YES \_\_\_\_\_ NO \_\_\_\_\_ NOT APPLICABLE X

\_\_\_\_\_  
\_\_\_\_\_



E. Will any of the funds to be borrowed through the Agency's issuance of bonds, if applicable, be used to repay or refinance an existing mortgage, outstanding loan or an outstanding bond issue? If YES, provide details:

YES  NO  NOT APPLICABLE

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F. Has the Applicant made any arrangement for the marketing or the purchase of the bonds or the provision of other third party financing (if applicable)? If YES, indicate with whom (subject to Agency approval) and provide a copy of any term sheet or commitment letter issued with respect to such financing.

YES  NO  NOT APPLICABLE

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G. Construction Cost Breakdown:

Total Cost of Construction: \$ up to 1,500,000 (sum of 2-5 and 10 in Question A above)

Cost for materials: \$ TBD

% Sourced in County: \_\_\_\_\_%

% Sourced in State: \_\_\_\_\_% (incl. County)

Cost for labor: \$ TBD

% Sourced in County: \_\_\_\_\_%

% Sourced in State: \_\_\_\_\_% (incl. County)

Cost for "other": \$ TBD

% Sourced in County: \_\_\_\_\_%

% Sourced in County: \_\_\_\_\_% (incl. County)

The Applicant acknowledges that the transaction/bond documents may include a covenant by the Applicant to undertake and document the total amount of capital investment as set forth in this Application.

**PART IV. COST/BENEFIT ANALYSIS**

A. If the Applicant presently operates in Nassau County, provide the current annual payroll. Estimate projected payroll at the Project site in First Year, Second Year and Third Year after completion of the Project:

	<u>Present</u>	<u>First Year</u>	<u>Second Year</u>	<u>Third Year</u>
Full-time:	\$ <u>150,000,000</u>	\$ <u>150,000,000</u>	\$ <u>151,000,000</u>	\$ <u>152,000,000</u>
Part-time: <sup>1</sup>	_____	_____	_____	_____

List the average salaries or provide ranges of salaries for the following categories of jobs (on a full-time equivalency basis) projected to be retained/created in Nassau County as a result of the proposed Project:

<u>Category of Jobs to be Retained:</u>	<u>Average Salary or Range of Salary:</u>	<u>Average Fringe Benefits or Range of Fringe Benefits</u>
Management	\$152,925	\$20,000
Professional		
Administrative	\$56,067	\$20,000
Production	\$66,539	\$30,000
Supervisor	\$98,953	\$20,000
Laborer		

<sup>1</sup> NOTE: The Agency converts part-time jobs into FTE's for evaluation and reporting purposes by dividing the number of part-time jobs by two (2).

Independent Contractor <sup>2</sup>		
Other		

<u>Category of Jobs to be Created:</u>	<u>Average Salary or Range of Salary:</u>	<u>Average Fringe Benefits or Range of Fringe Benefits</u>
Management		
Professional		
Administrative		
Production		
Supervisor		
Laborer		
Independent Contractor <sup>3</sup>		
Other		

The Agency may utilize the foregoing employment projections and the projections set forth in Schedule C, among other things, to determine the financial assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction/bond documents may include a covenant by the Applicant to retain the number of jobs, types of occupations and amount of payroll with respect to the Project set forth in this Application.

- B. (i) Will the Applicant transfer current employees from existing location(s)? If YES, describe, please describe the number of current employees to be transferred and the location from which such employees would be transferred:

YES \_\_\_\_\_

NO X \_\_\_\_\_

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- (ii) Describe the number of estimated full time equivalent construction jobs to be created as a result of undertaking the project, to the extent any:

TBD

<sup>2</sup> As used in this chart, this category includes employees of independent contractors.

<sup>3</sup> As used in this chart, this category includes employees of independent contractors.

C. What, if any, is the anticipated increase in the dollar amount of production, sales or services following completion of the Project?

\$ N/A

What percentage of the foregoing amount is subject to New York sales and use tax?

N/A %

What percentage of the Applicant's total dollar amount of production, sales or services (including production, sales or services rendered following completion of the Project) are made to customers outside the economic development region (i.e., Nassau and Suffolk Counties)?

TBD %

Describe any other municipal revenues that will result from the Project (excluding the above and any PILOT payments):

Permit fees.

D. What is the estimated aggregate annual amount of goods and services to be purchased by the Applicant for each year after completion of the Project and what portion will be sourced from businesses located in the County and the State (including the County):

	<u>Amount</u>	<u>% Sourced in County</u>	<u>% Sourced in State</u>
Year 1	\$ <u>                    </u>	<u>                    </u>	<u>                    </u>
Year 2	\$ <u>                    </u>	<u>                    </u>	<u>                    </u>
Year 3	\$ <u>                    </u>	<u>                    </u>	<u>                    </u>

E. Describe, if applicable, other benefits to the County anticipated as a result of the Project, including a projected annual estimate of additional sales tax revenue generated, directly and indirectly, as a result of undertaking the project:

See Schedule I attached hereto.

F. Estimated Value of Requested Financial Assistance:

Estimated Value of Sales Tax Benefit: \$129,375  
(i.e., gross amount of cost of goods and services that are subject to state and local sales and use taxes multiplied by 8.625%)

Estimated Value of Mortgage Tax Benefit: \$45,000  
(i.e., principal amount of mortgage loans  
loans multiplied by [0.75%])

Estimated Property Tax Benefit:

Will the proposed Project utilize a property tax  
exemption benefit other than from the Agency: N/A  
(if so, please describe)

Term of PILOT Requested: 10-years

Existing Property Taxes on Land and Building: \$ 362,836

Estimated Property Taxes on completed Project: \$ \_\_\_\_\_  
(without Agency financial assistance)

NOTE: Upon receipt of this Application by the Agency,  
the Agency's staff will create a PILOT schedule and estimate  
the amount of PILOT Benefit/Cost utilizing anticipated  
tax rates and assessed valuation, and attach such information  
as Exhibit A hereto.

- G. Describe and estimate any other one-time municipal revenues (not including fees payable to the Agency) that the Project will create:

Building Permit fees.

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**PART V. PROJECT SCHEDULE**

- A. If applicable, has construction/reconstruction/renovation work on the Project begun? If YES, indicate the percentage of completion: **\*\*PROJECT WORK HAS NOT COMMENCED\*\***

1.	(a) Site clearance	YES ___	NO ___	_____ % complete
	(b) Environmental Remediation	YES ___	NO ___	_____ % complete
	(c) Foundation	YES ___	NO ___	_____ % complete

- (d) Footings                      YES \_\_\_      NO \_\_\_      \_\_\_\_\_% complete
- (e) Steel                            YES \_\_\_      NO \_\_\_      \_\_\_\_\_% complete
- (f) Masonry                        YES \_\_\_      NO \_\_\_      \_\_\_\_\_% complete
- (g) Interior                        YES \_\_\_      NO \_\_\_      \_\_\_\_\_% complete
- (h) Other (describe below):    YES \_\_\_      NO \_\_\_      \_\_\_\_\_% complete

2. If NO to all of the above categories, what is the proposed date of commencement of construction, reconstruction, renovation, installation or equipping of the Project?

First quarter of 2019.

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B. Provide an estimate of time schedule to complete the Project and when the first use of the Project is expected to occur:

First half of 2019.

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**PART VI. ENVIRONMENTAL IMPACT**

A. What is the expected environmental impact of the Project? (Complete the attached Environmental Assessment Form (Schedule G)).

The Project is expected to have no environmental impact as the Project proposes interior renovations to an existing building.

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B. Is an environmental impact statement required by Article 8 of the N.Y. Environmental Conservation Law (i.e., the New York State Environmental Quality Review Act)?

YES \_\_\_\_\_                                      NO   X  

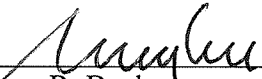
C. Please be advised that the Agency may require at the sole cost and expense of the Applicant the preparation and delivery to the Agency of an environmental report in form and scope satisfactory to the Agency, depending on the responses set forth in the

Environmental Assessment Form. If an environmental report has been or is being prepared in connection with the Project, please provide a copy.

- D. The Applicant authorizes the Agency to make inquiry of the United States Environmental Protection Agency, the New York State Department of Environmental Conservation or any other appropriate federal, state or local governmental agency or authority as to whether the Project site or any property adjacent to or within the immediate vicinity of the Project site is or has been identified as a site at which hazardous substances are being or have been used, stored, treated, generated, transported, processed, handled, produced, released or disposed of. The Applicant will be required to secure the written consent of the owner of the Project site to such inquiries (if the Applicant is not the owner), upon request of the Agency.

THE UNDERSIGNED HEREBY CERTIFIES, under penalties of perjury, that the answers and information provided above and in any schedule, exhibit or statement attached hereto are true, accurate and complete, to the best of the knowledge of the undersigned.

Name of Applicant: Southern Glazers Wine and Spirits, LLC  
and Syosset Property Partners, LLC

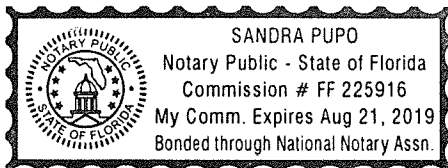
Signature:   
Name: Steven R. Becker  
Title: Executive Vice President - Southern Glazers  
Wine and Spirits, LLC; Manager - Syosset  
Property Partners, LLC

Date: \_\_\_\_\_

Sworn to before me this 14  
day of November, 2018



Notary Public



**CERTIFICATIONS AND ACKNOWLEDGMENTS  
OF THE APPLICANT**

**FIRST:**

The Applicant hereby certifies that, if financial assistance is provided by the Agency for the proposed project, no funds of the Agency (i) shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant or for the purpose of advertising or promotional materials which depict elected or appointed government officials in either print or electronic media, (ii) be given to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State.

**SECOND:**

The Applicant hereby certifies that no member, manager, principal, officer or director of the Applicant or any affiliate thereof has any blood, marital or business relationship with any member of the Agency (or any member of the family of any member of the Agency).

**THIRD:**

The Applicant hereby certifies that neither the Applicant nor any of its affiliates, nor any of their respective partners, members, shareholders or other equity owners (other than equity owners of publicly-traded companies), nor any of their respective employees, officers, directors, or representatives (i) is a person or entity with whom 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 or other governmental action, or (ii) has engaged in any dealings or transactions or is otherwise associated with such persons or entities.

**FOURTH:**

The Applicant hereby acknowledges that the Agency shall obtain and hereby authorizes the Agency to obtain credit reports and other financial background information and perform other due diligence on the Applicant and/or any other entity or individual related thereto, as the Agency may deem necessary to provide the requested financial assistance.

**FIFTH:**

The Applicant hereby certifies that each owner, occupant or operator that would receive financial assistance with respect to the proposed Project is in substantial compliance with applicable federal, state and local tax, worker protection and environmental laws, rules and regulations.

**SIXTH:**

The Applicant hereby acknowledges that the submission to the Agency of any knowingly false or knowingly misleading information may lead to the immediate termination of any financial assistance and the recapture from the Applicant of an amount equal to all or any part of any tax exemption claimed by reason of the Agency's involvement in the Project.



**SEVENTH:**

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

**EIGHTH:**

(i) Does the Project propose the creation of housing?

YES \_\_\_\_\_ NO X

If YES, how many units? \_\_\_\_\_

If YES, the Applicant hereby certifies that:

- (a) the Applicant has adopted a Fair Housing/Equal Housing Opportunity Policy substantially in the form of Exhibit B to this Application;
- (b) the proposed Project complies with applicable fair housing laws and that eligibility criteria for housing in any part of the Project will not include any residency requirements or preferences, including durational ones, age restrictions (unless for senior housing permitted by law), or other discriminatory criteria;
- (c) the Applicant (1) has posted its Fair Housing/Equal Housing Opportunity Policy publicly; and (2) will display fair housing law posters for consumers in its rental or sales office(s), in a form substantially similar to the model fair housing posters attached to this Application as Exhibit C (the Agency will provide applicants with fair housing law posters for display upon request by an applicant); and
- (d) key employees of the Applicant in charge of marketing and rental of the Project have completed (or will complete within one year of closing) four (4) hours of fair housing training provided by Long Island Housing Services (“LIHS”) at a reasonably acceptable time and locations and at no additional cost to the Applicant. In the event LIHS declines to provide or make available reasonably acceptable no-cost fair housing training, the provisions of this Certification VIII(i)(d) shall cease to be of any force and effect.

(ii) If YES to (i) above, does the Project propose the creation of “affordable” or “workforce” housing (“Affordable Housing”)?

YES \_\_\_\_\_ NO \_\_\_\_\_

If YES, the Applicant hereby certifies that the Applicant (1) has adopted a non-discriminatory affirmative marketing plan that meets the criteria set forth in Exhibit D to this Application; and (2) will submit such marketing plan to the Agency in writing prior to closing.

If YES, answer the following questions:

(a) What portion of the Project would consist of Affordable Housing (e.g., number of units)?

\_\_\_\_\_  
\_\_\_\_\_

(b) What are the eligibility requirements for the Affordable Housing?

\_\_\_\_\_  
\_\_\_\_\_

(c) Cite the specific source of such eligibility requirements (e.g., federal, state or local law).

\_\_\_\_\_  
\_\_\_\_\_

Name of Applicant: Southern Glazers Wine and Spirits, LLC  
and Syosset Property Partners, LLC

By: 

Name: Steven R. Becker  
Title: Executive Vice President -  
Southern Glazers Wine and Spirits, LLC;  
Manager - Syosset Property Partners, LLC

**CERTIFICATION AND AGREEMENT  
WITH RESPECT TO FEES AND COSTS**

Capitalized terms used but not otherwise defined in this Certification and Agreement shall have the meanings assigned to such terms in the Application.

The undersigned, being duly sworn, deposes and says, under penalties of perjury, as follows: that I am the chief executive officer or other representative authorized to bind the Applicant named in the attached application for financial assistance (“Application”) and that I hold the office specified below my signature at the end of this Certification and Agreement, that I am authorized and empowered to deliver this Certification and Agreement and the Application for and on behalf of the Applicant, that I am familiar with the contents of said Application (including all schedules, exhibits and attachments thereto), and that said contents are true, accurate and complete to the best of my knowledge and belief.

The grounds of my belief relative to all matters in the Application that are not based upon my own personal knowledge are based upon investigations I have made or have caused to be made concerning the subject matter of this Application, as well as upon information acquired in the course of my duties and from the books and records of the Applicant.

As an authorized representative of the Applicant, I acknowledge and agree on behalf of the Applicant that the Applicant hereby releases the Nassau County Industrial Development Agency, its members, officers, servants, attorneys, agents and employees (collectively, the “Agency”) from, agrees that the Agency shall not be liable for and agrees to indemnify, defend (with counsel selected by the Agency) and hold the Agency harmless from and against any and all liability, damages, causes of actions, losses, costs or expenses incurred by the Agency in connection with: (A) examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the financial assistance requested therein are favorably acted upon by the Agency, (B) the acquisition, construction, reconstruction, renovation, installation and/or equipping of the Project by the Agency, and (C) any further action taken by the Agency with respect to the Project; including, without limiting the generality of the foregoing, (i) all fees and expenses of the Agency’s general counsel, bond counsel, economic development consultant, real property tax valuation consultant and other experts and consultants (if deemed necessary or advisable by the Agency), and (ii) all other expenses incurred by the Agency in defending any suits, actions or proceedings that may arise as a result of any of the foregoing. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails 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 or is unable to secure other third party financing or otherwise fails to conclude the Project, then upon presentation of an invoice by the Agency, its agents, attorneys or assigns, the Applicant shall pay to the Agency, its agents, attorneys or assigns, as the case may be, all fees and expenses reflected in any such invoice.

As an authorized representative of the Applicant, I acknowledge and agree on behalf of the Applicant that each of the Agency’s general counsel, bond counsel, economic development consultant, real property tax valuation consultant and other experts and consultants is an intended third-party beneficiary of this Certification and Agreement, and that each of them may (but shall not be obligated to) enforce the provisions of the immediately preceding paragraph, whether by lawsuit or otherwise, to collect the fees and expenses of such party or person incurred by the Agency (whether or not first paid by the Agency) with respect to the Application.

Upon successful closing of the required bond issue or other form of financing or Agency assistance, the Applicant shall pay to the Agency an administrative fee set by the Agency (which amount is payable at closing) in accordance with the following schedule:

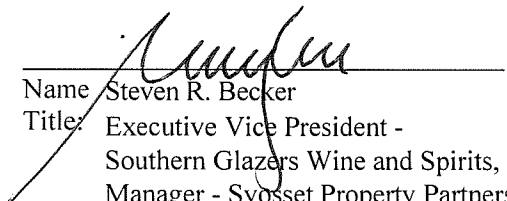
- (A) Taxable Bond Issues Six-tenths (6/10) of one percent (1%) for the first twenty million dollars (\$20,000,000) of total project costs and, if applicable, two-tenths (2/10) of one percent (1%) for any additional amounts in excess of twenty million dollars (\$20,000,000) of total project costs.
- (B) Tax-Exempt Bond Issues – Six-tenths (6/10) of one percent (1%) of total project costs.
- (C) Straight-Lease Transactions Six-tenths (6/10) of one percent (1%) for the first twenty million dollars (\$20,000,000) of total project costs and, if applicable, two-tenths (2/10) of one percent (1%) for any additional amounts in excess of twenty million dollars (\$20,000,000) of total project costs
- (D) General Counsel Fee – One-tenth (1/10) of one percent (1%) of total project costs, with a minimum fee of \$2,000.
- (E) All Initial Transactions - Two Thousand Five Hundred Dollars (\$2,500) closing compliance fee payable at closing and One Thousand Dollars (\$1,000) per year (or part thereof) administrative fee, payable in advance, at the closing for the first year (or part thereof) and on January 1st of each year for the term of the financing. The annual service fee is subject to periodic review and may be adjusted from time to time in the discretion of the Agency.
- (F) Refundings – The Agency fee shall be determined on a case-by-case basis.
- (F) Assumptions – The Agency fee shall be determined on a case-by-case basis.
- (G) Modifications – The Agency fee shall be determined on a case-by-case basis.

The Agency's bond counsel fees and expenses are payable at closing and are based on the work performed in connection with the Project.


The Agency's bond counsel's fees, general counsel fee and the administrative fees may be considered as a cost of the Project and included as part of any resultant financing, subject to compliance with applicable law.

Upon the termination of the financing of the Project, Applicant agrees to pay all costs in connection with any conveyance by the Agency to the Applicant of the Agency's interest in the Project and the termination of all related Project documents, including the fees and expenses of the Agency's general counsel, bond counsel, and all applicable recording, filing or other related fees, taxes and charges.

I further acknowledge and agree on behalf of the Applicant that, in the event the Agency shall have used all of its available tax-exempt bond financing allocation from the State of New York, if applicable, and shall accordingly be unable to obtain an additional allocation for the benefit of the Applicant, the Agency shall have no liability or responsibility as a result of the inability of the Agency to issue and deliver tax-exempt bonds for the benefit of the Applicant.

  
Name: Steven R. Becker  
Title: Executive Vice President -  
Southern Glazers Wine and Spirits, LLC;  
Manager - Syosset Property Partners, LLC

Subscribed and affirmed to me this 10  
day of November, 2018

  
\_\_\_\_\_  
Notary Public

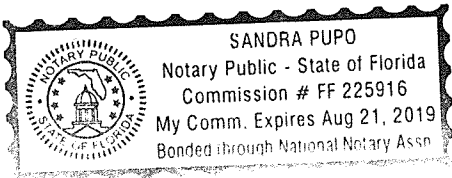


TABLE OF SCHEDULES:

<u>Schedule</u>	<u>Title</u>	<u>Complete as Indicated Below</u>
A.	Tax-Exempt Bond Manufacturing Questionnaire	If Applicant checked “YES” in Part I, Question H of Application, if applicable[[
B.	New York State Financial and Employment Requirements for Industrial Development Agencies	All applicants
C.	Guidelines for Access to Employment Opportunities	All applicants
D.	Anti-Raiding Questionnaire	If Applicant checked “YES” in Part I, Question O.2. of Application
E.	Retail Questionnaire	If Applicant checked “YES” in Part II, Question Q of Application
F.	Applicant’s Financial Attachments, consisting of:	All applicants
	1. Applicant’s financial statements for the last two fiscal years (unless included in Applicant’s annual reports).	
	2. Applicant’s annual reports (or Form 10-K’s) for the two most recent fiscal years.	
	3. Applicant’s quarterly reports (Form 10-Q’s) and current reports (Form 8-K’s) since the most recent Annual Report, if any.	
	4. In addition, attach the financial information described above in items F1, F2, and F3 of any anticipated Guarantor of the proposed transaction, if different than the Applicant, including the personal financial statement of any anticipated Guarantor that is a natural person.	
G.	Environmental Assessment Form	All applicants
H.	Form NYS-45-MN	All applicants
I.	Other Attachments	As required

**TAX-EXEMPT BOND MANUFACTURING QUESTIONNAIRE**

**NOT APPLICABLE**

(To be completed by the Applicant if the Applicant checked “YES” in Part I, Question H of the Application for Financial Assistance, if applicable).

Please complete the following questions for each facility to be financed. Use additional pages as necessary.

1. Describe the production process which occurs at the facility to be financed.

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2. Allocate the facility to be financed by function (expressed in square footage) (e.g., production line, employee lunchroom, offices, restrooms, storage, warehouse, loading dock, repair shop, parking, research, sales, etc.) and location in relation to production (e.g., same building, adjacent land or building, off-site, etc.). Please attach blueprints of the facility to be financed.

<b><u>FUNCTION</u></b>	<b><u>LOCATION</u></b>	<b><u>SQ. FOOTAGE</u></b>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

TOTAL

3. Of the space allocated to offices above, identify by function (e.g., executive offices, payroll, production, etc.) and location in relation to production (e.g., same building, adjacent land or building, off-site, etc.).

<b><u>FUNCTION</u></b>	<b><u>LOCATION</u></b>	<b><u>SQ. FOOTAGE</u></b>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

TOTAL

4. Of the space allocated to storage or warehousing above, identify the square footage and location of the areas devoted to storage of the following:

<u>SQ. FOOTAGE</u>	<u>LOCATION</u>
Raw Materials used for production of manufactured goods	_____
Finished product storage	_____
Component parts of goods manufactured at the facility	_____
Purchased component parts	_____
Other (specify)	_____
TOTAL	_____

5. List raw materials used at the facility to be financed in the processing of the finished product(s).

\_\_\_\_\_  
\_\_\_\_\_

6. List finished product(s) which are produced at the facility to be financed.

\_\_\_\_\_  
\_\_\_\_\_

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true and correct.

Name of Applicant: \_\_\_\_\_

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



**NEW YORK STATE FINANCIAL AND EMPLOYMENT REPORTING  
REQUIREMENTS FOR INDUSTRIAL DEVELOPMENT AGENCIES**

- A. Pursuant to applicable law, the Agency requires the completion of an Initial Employment Plan (see Schedule C) and a year-end employment plan status report, both of which shall be filed by the Nassau County Industrial Development Agency (the “Agency”) with the New York State Department of Economic Development. The Project documents will require the Applicant to provide such report to the Agency on or before February 11 of the succeeding year, together with such employment verification information as the Agency may require.

Except as otherwise provided by collective bargaining agreements, the Applicant agrees to list any new employment opportunities with the New York Department of Labor Community Services Division and the administrative entity of the service delivery area created by the Federal Job Training Partnership Act (P.L. 97-300), or any successor statute thereto (the “JTPA Entities”). In addition, except as otherwise provided by collective bargaining agreements, the Applicant, where practicable, will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for such new employment opportunities.

- B. The Applicant will be required to file annually a statement with the New York State Department of Taxation and Finance and the Agency of the value of all sales or use tax exemptions claimed in connection with the Project by reason of the involvement of the Agency.
- C. The following information must be provided for all bonds issued, outstanding or retired during the year:

Name, address and owner of the project; total amount of tax exemptions granted (broken out by state and local sales tax, property taxes, and mortgage recording tax); payments in lieu of taxes made; total real estate taxes on the Project prior to exemption; number of jobs created and retained, and other economic benefits realized.

Date of issue; interest rate at end of year; bonds outstanding at beginning of year; bonds issued during year; principal payments made during year; bonds outstanding at end of year; federal tax status; and maturity date(s).

**Failure to provide any of the aforesaid information will constitute a DEFAULT under the Project documents to be entered into by the Agency and the Applicant in connection with the proposed Project.**

Please sign below to indicate that the Applicant has read and understood the above and agrees to provide the described information on a timely basis.

Name of Applicant: Southern Glazers Wine and Spirits, LLC and Syosset Property Partners, LLC

Signature: 

Name: Steven R. Becker

Title: Executive Vice President -

Southern Glazers Wine and Spirits, LLC;  
Manager - Syosset Property Partners, LLC

Date: \_\_\_\_\_

**GUIDELINES FOR ACCESS TO EMPLOYMENT OPPORTUNITIES**

**INITIAL EMPLOYMENT PLAN**

Prior to the expenditure of bond proceeds or the granting of other financial assistance, the Applicant shall complete the following initial employment plan:

Applicant Name: Southern Glazers Wine & Spirits, LLC  
 Address: 345 Underhill Blvd., Syosset, New York 11791  
 Type of Business: Alcoholic beverage warehouse and distribution facility  
 Contact Person: Steven R. Becker Tel. No.: (305) 625-4171

Please complete the following table describing the projected full-time equivalent employment plan for the proposed Project following receipt of financial assistance:<sup>4</sup>

<u>Current and Planned Occupations</u>	<u>Present Jobs Per Occupation</u>	<u>Estimated Number of Full Time Equivalent Jobs After Completion of the Project:</u> <sup>2</sup>			<u>Estimate of Number of Residents of the LMA<sup>6</sup> that would fill such jobs by the third year</u>
		<u>1 year</u>	<u>2 years</u>	<u>3 years</u>	
<u>Management</u>	<u>106</u>	<u>101</u>	<u>96</u>	<u>90</u>	<u>54</u>
<u>Professional</u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<u>Administrative</u>	<u>508</u>	<u>482</u>	<u>456</u>	<u>430</u>	<u>258</u>
<u>Production</u>	<u>378</u>	<u>358</u>	<u>338</u>	<u>320</u>	<u>192</u>
<u>Supervisor</u>	<u>69</u>	<u>66</u>	<u>63</u>	<u>59</u>	<u>35</u>
<u>Laborer</u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<u>Independent Contractor</u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

<sup>4</sup> Under the existing PILOT Agreement, the Applicant committed to 750 jobs. Although the Applicant anticipates that it will exceed 900 jobs, the uncertainty surrounding future market conditions only allows the Applicant to commit to 900 jobs.

<sup>2</sup> NOTE: Convert part-time jobs into FTE's for evaluation and reporting purposes by dividing the number of part-time jobs by two (2).

<sup>6</sup> The "LMA" means the Local Market Area, which is defined by the Agency as Nassau and Suffolk Counties. The Labor Market Area is the same as the Long Island Economic Development Region, as established pursuant to Section 230 of the New York State Economic Development Law.

Other (describe) \_\_\_\_\_

Please indicate the number of temporary construction jobs anticipated to be created in connection with the acquisition, construction and/or renovation of the Project: TBD

Please indicate the estimated hiring dates for the new jobs shown above and any special recruitment or training that will be required:

First quarter 2019  
\_\_\_\_\_

Are the Applicant's employees currently covered by a collective bargaining agreement?

YES X NO \_\_\_\_\_

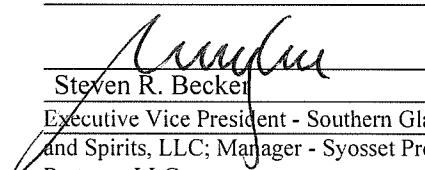
IF YES, Union Name and Local: Truck Drivers-IBT Local 917; Warehousemen-Wine, Liquor & Distillery Workers Union Local 1D; Sales Force- Wholesale Wine Salesman Local 18D.

Please note that the Agency may utilize the foregoing employment projections, among other things, to determine the financial assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction/bond documents may include a covenant by the Applicant to retain the above number of jobs, types of occupations and amount of payroll with respect to the proposed project.

Attached hereto as Schedule H is a true, correct and complete copy of the Applicant's most recent Quarterly Combined Withholding, Wage Reporting, and Unemployment Insurance Return (Form NYS-45-MN). Upon request of the Agency, the Applicant shall provide such other or additional information or documentation as the Agency may require with respect to the Applicant's current employment levels in the State of New York.

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of Applicant: Southern Glazers Wine and Spirits, LLC and Syosset Property Partners, LLC

Signature: 

Name: Steven R. Becker

Title: Executive Vice President - Southern Glazers Wine and Spirits, LLC; Manager - Syosset Property Partners, LLC

Date: \_\_\_\_\_

**ANTI-RAIDING QUESTIONNAIRE**

**NOT APPLICABLE**

(To be completed by Applicant if Applicant checked "YES" in Part I, Question O of the Application for Financial Assistance)

A. Will the completion of the Project result in the removal of a plant or facility of the Applicant, or of a proposed user, occupant or tenant of the Project, or a relocation of any employee of the Applicant or of a proposed user, occupant or tenant of the Project, from an area in New York State (but outside of Nassau County) to an area within Nassau County?

YES \_\_\_\_

NO \_\_\_\_

If the answer to Question A is YES, please provide the following information:

Address of the to-be-removed plant or facility or the plants or facilities from which employees are relocated:\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Names of all current users, occupants or tenants of the to-be-removed plant or facility:\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

B. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Applicant, or of a proposed user, occupant or tenant of the Project, located in an area of the State of New York other than in Nassau County?

YES \_\_\_\_

NO \_\_\_\_

If the answer to Question B is YES, please provide the following information:

Addresses of the to-be-abandoned plants or facilities:\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Names of all current occupants of the to-be-abandoned plants or facilities:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

C. Has the Applicant contacted the local industrial development agency at which its current plants or facilities in New York State are located with respect to the Applicant's intention to move or abandon such plants or facilities?

YES \_\_\_\_

NO \_\_\_\_

If the answer to Question C is YES, please provide details in a separate attachment.

IF THE ANSWER TO EITHER QUESTION A OR B IS "YES", ANSWER QUESTIONS D AND E.

D. Is the Project reasonably necessary to preserve the competitive position of the Applicant, or of a proposed user, occupant or tenant of the Project, in its industry?

YES \_\_\_\_

NO \_\_\_\_

E. Is the Project reasonably necessary to discourage the Applicant, or a proposed user, occupant or tenant of the Project, from removing such plant or facility to a location outside of the State of New York?

YES \_\_\_\_

NO \_\_\_\_

IF THE ANSWER TO EITHER QUESTION D OR E IS "YES", PLEASE PROVIDE DETAILS IN A SEPARATE ATTACHMENT.

Accordingly, the Applicant certifies that the provisions of Section 862(1) of the General Municipal Law will not be violated if financial assistance is provided by the Agency for the proposed Project.

NOTE: If the proposed Project involves the removal or abandonment of a plant or facility of the Applicant, or a proposed user, occupant or tenant of the Project, within the State of New York, notification will be made by the Agency to the chief executive officer(s) of the municipality or municipalities in which such plant or facility was located.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of Applicant: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**RETAIL QUESTIONNAIRE**

**NOT APPLICABLE**

(To be completed by Applicant if Applicant checked either “YES” in Part II, Question Q of the Application for Financial Assistance)

- A. Will any portion of the Project (including that portion of the cost to be financed from equity or sources other than Agency financing) consist of facilities or property that are or will be primarily used in making retail sales to customers who personally visit the Project?

YES \_\_\_\_\_

NO \_\_\_\_\_

For purposes of Question A, the term “retail sales” means (i) sales by a registered vendor under Article 28 of Tax Law of the State of New York (the “Tax Law”) primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

- B. If the answer to Question A is YES, what percentage of the cost of the Project (including that portion of the cost to be financed from equity or sources other than Agency financing) will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project?

\_\_\_\_\_ %

- C. If the answer to Question A is YES, and the amount entered for Question B is greater than 33.33%, indicate whether any of the following apply to the Project:

1. Is the Project likely to attract a significant number of visitors from outside the economic development region (i.e., Nassau and Suffolk Counties) in which the Project is or will be located?

YES \_\_\_\_\_

NO \_\_\_\_\_

2. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services?

YES \_\_\_\_\_

NO \_\_\_\_\_

3. Will the Project be located in one of the following: (a) an area designated as an empire zone pursuant to Article 18-B of the General Municipal Law; or (b) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (i) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of the households receiving public assistance, and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?

YES \_\_\_\_\_

NO \_\_\_\_\_

If the answer to any of the subdivisions 1 through 3 of Question C is YES, attach details.

- D. If the answer to any of the subdivisions 2 through 3 of Question C is YES, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? If YES, attach details.

YES \_\_\_\_\_

NO \_\_\_\_\_

- E. State percentage of the Applicant's annual gross revenues comprised of each of the following:

Retail Sales: \_\_\_\_\_%

Services: \_\_\_\_\_%

- F. State percentage of Project premises utilized for same:

Retail Sales: \_\_\_\_\_%

Services: \_\_\_\_\_%

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of Applicant: \_\_\_\_\_

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



**APPLICANT'S FINANCIAL ATTACHMENTS**

Applicant's financial statements are confidential and the disclosure of this information would cause substantial injury to the Applicant's competitive position.



Grant Thornton LLP  
1301 International Parkway, Suite 300  
Fort Lauderdale, FL 33323-2874  
T 954.768 9900  
F 954.768 9908

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Miami, FL 33131-4944

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twitter.com/GrantThorntonUS

## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

**Board of Managers  
Southern Glazer's Wine and Spirits, LLC**

We have audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated financial statements of Southern Glazer's Wine and Spirits, LLC and subsidiaries (the "Company") as of and for the year ended December 31, 2017, and our report dated April 27, 2018 expressed an unmodified opinion on those financial statements.

In connection with our audit, nothing came to our attention that caused us to believe that the Company's net worth was not less than \$200 million. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the Company's noncompliance with the above-referenced information, insofar as they related to accounting matters.

This report is intended solely for the information and use of the boards of managers and management of Southern Glazer's Wine and Spirits, LLC and Nassau County Industrial Development Agency and is not intended to be and should not be used by anyone other than these specified parties.

*Grant Thornton LLP*

**Miami, Florida  
November 15, 2018**

**ENVIRONMENTAL ASSESSMENT FORM**

## Short Environmental Assessment Form

### Part 1 - Project Information

#### Instructions for Completing

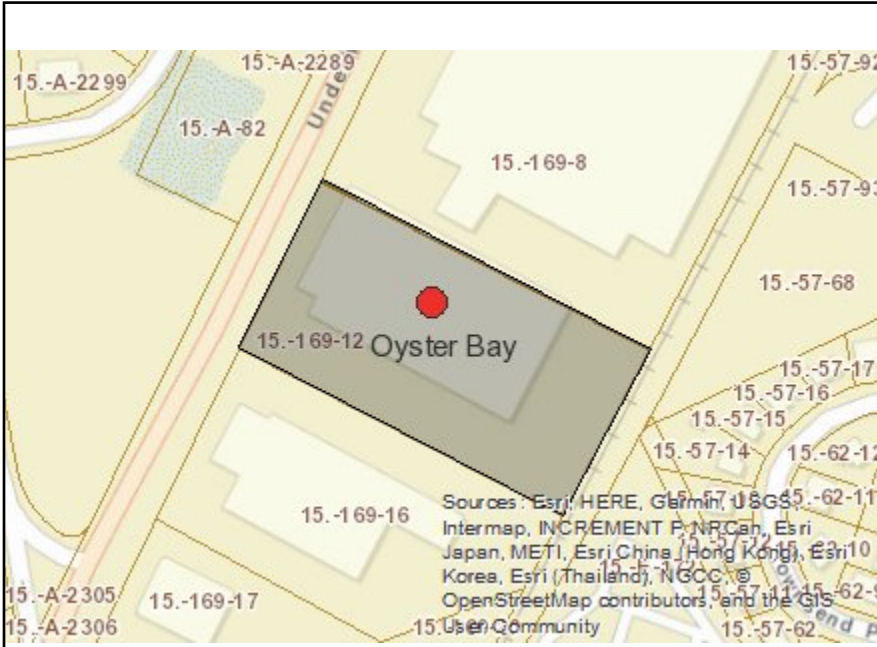
**Part 1 - Project Information.** The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 - Project and Sponsor Information			
Name of Action or Project:			
Project Location (describe, and attach a location map): <i>425 Underhill Boulevard, Syosset, NY</i>			
Brief Description of Proposed Action:  <i>Purchase of existing warehouse used for alcohol beverage &amp; wine storage and distribution. (Not a retail facility)</i>			
Name of Applicant or Sponsor: <i>Joshua Levine</i>		Telephone: <i>631-232-2600</i>	
		E-Mail: <i>jlevine@roukinc.com</i>	
Address: <i>209 Shafter St.</i>			
City/PO: <i>Islandia</i>		State: <i>NY</i>	Zip Code: <i>11749</i>
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.			NO <input type="checkbox"/>
			YES <input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other governmental Agency? If Yes, list agency(s) name and permit or approval:			NO <input type="checkbox"/>
			YES <input type="checkbox"/>
3.a. Total acreage of the site of the proposed action?		<u><i>3.8</i></u> acres	
b. Total acreage to be physically disturbed?		<u><i>-</i></u> acres	
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?		<u><i>3.8</i></u> acres	
4. Check all land uses that occur on, adjoining and near the proposed action.			
<input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input checked="" type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other (specify): _____			
<input type="checkbox"/> Parkland			

5. Is the proposed action, a. A permitted use under the zoning regulations?	NO	YES	N/A
		✓	
b. Consistent with the adopted comprehensive plan?		✓	
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO		YES ✓
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO		YES ✓
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	NO		YES ✓
b. Are public transportation service(s) available at or near the site of the proposed action?	✓		
c. Are any pedestrian accommodations or bicycle routes available on or near site of the proposed action?			✓
9. Does the proposed action meet or exceed the state energy code requirements? If the proposed action will exceed requirements, describe design features and technologies: _____	NO		YES ✓
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____	NO		YES ✓
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____	NO		YES ✓
12. a. Does the site contain a structure that is listed on either the State or National Register of Historic Places?	NO		YES ✓
b. Is the proposed action located in an archeological sensitive area?	✓		
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	NO		YES ✓
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody? If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____	✓		
14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply: <input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input type="checkbox"/> Urban <input checked="" type="checkbox"/> Suburban			
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO		YES ✓
16. Is the project site located in the 100 year flood plain?	NO		YES ✓
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes, a. Will storm water discharges flow to adjacent properties? <input checked="" type="checkbox"/> NO <input type="checkbox"/> YES	NO		YES ✓
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)? If Yes, briefly describe: _____			

18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)? If Yes, explain purpose and size: _____ _____ _____	NO  <input checked="" type="checkbox"/>	YES  <input type="checkbox"/>
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: _____ _____ _____	NO  <input checked="" type="checkbox"/>	YES  <input type="checkbox"/>
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____ _____ _____	NO  <input checked="" type="checkbox"/>	YES  <input type="checkbox"/>
I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor name: <u>Joshua Levine, P.E.</u> Date: <u>11/19/18</u> Signature: <u><i>Josh Levine</i></u>		



**Disclaimer:** The EAF Mapper is a screening tool intended to assist project sponsors and reviewing agencies in preparing an environmental assessment form (EAF). Not all questions asked in the EAF are answered by the EAF Mapper. Additional information on any EAF question can be obtained by consulting the EAF Workbooks. Although the EAF Mapper provides the most up-to-date digital data available to DEC, you may also need to contact local or other data sources in order to obtain data not provided by the Mapper. Digital data is not a substitute for agency determinations.



Part 1 / Question 7 [Critical Environmental Area]	Yes
Part 1 / Question 7 [Critical Environmental Area - Identify]	Name:SGPA, Reason:Protect groundwater, Agency:Long Island Regional Planning, Date:3-19-93
Part 1 / Question 12a [National Register of Historic Places]	No
Part 1 / Question 12b [Archeological Sites]	No
Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
Part 1 / Question 15 [Threatened or Endangered Animal]	Yes
Part 1 / Question 15 [Threatened or Endangered Animal - Name]	Northern Long-eared Bat
Part 1 / Question 16 [100 Year Flood Plain]	No
Part 1 / Question 20 [Remediation Site]	No

**FORM NYS-45-MN**

Attach most recent quarterly filing of Form NYS-45-MN, as well as the most recent fourth quarter filing. Please remove the employee social security numbers and note which employees are part-time.





New York State Department of Taxation and Finance

# Quarterly Combined Withholding, Wage Reporting, And Unemployment Insurance Return

# NYS-45 WEB

### Reference these numbers in all correspondence:

UI Employer registration number  5

Withholding identification number

### Employer legal name:

SOUTHERN GLAZER'S WINE AND SPIRITS OF NEW

Mark an X in only **one** box to indicate the quarter (a separate return must be completed for each quarter) and enter the year.

Jan 1 - Mar 31  1    Apr 1 - Jun 30  2    July 1 - Sep 30  3    Oct 1 - Dec 31  4    Year  YY

Do you offer dependent health insurance benefits to any employee? ..... Yes  No

If **seasonal employer**, mark an X in the box .....

### Number of employees

Enter the number of full-time and part-time covered employees who worked during or received pay for the week that includes the 12th day of each month.

a. First month	b. Second month	c. Third month	Disaster relief <input type="checkbox"/>
948	946	945	

### Part A - Unemployment insurance (UI) information

- 1. Total remuneration paid this quarter .....
- 2. Remuneration paid this quarter to in excess of the UI wage base since January 1 .....
- 3. Wages subject to contribution (subtract line 2 from line 1) .....
- 4. UI contributions due  
UI rate .....  %
- 5. Re-employment service fund (multiply line 3 x .00075) .....
- 6a. Interest on contributions .....
- 6b. UI previously underpaid with interest .....
- 7. Total of lines 4, 5, 6a and 6b .....
- 8. Enter UI previously overpaid .....
- 9. Total UI amounts due (if line 7 is greater than line 8, enter difference) ...
- 10. Total UI overpaid (if line 8 is greater than line 7, enter the difference) \* .....

### Part B - Withholding tax (WT) information

- 12. New York State tax withheld .....
- 13. New York City tax withheld .....
- 14. Yonkers tax withheld .....
- 15. Total tax withheld (add lines 12, 13, and 14) .....
- 16. WT credit from previous quarter's return (see instr.) .....
- 17. Form NYS-1 payments made for quarter .....
- 18. Total payments (add lines 16 and 17) .....
- 19. Total Wt amounts due (if line 15 is greater than line 18, enter difference) ...
- 20. Total WT overpaid (if line 18 is greater than line 15, enter difference here and mark an X in 20a or 20b) \* .....
- 20a. Apply to outstanding liabilities and/or refund .....
- 20b. Credit to next quarter withholding tax .....
- 21. Total payment due (add lines 9 and 19) .....

\* An overpayment of either tax cannot be used to offset the amount due on the other tax.

### Part C - Wage Reporting Summary

- C Total UI total remuneration/gross wages paid this quarter .....
- D Total gross wages or distribution .....
- Total number of employees .....
- E Total tax withheld .....

**Sign your return:** I certify that the information on this return and any attachments is to the best of my knowledge and belief true, correct, and complete.

Taxpayer's signature	Signer's name	Title
<input type="text" value=""/>	<input type="text" value=""/>	<input type="text" value=""/>

Date	Telephone number
07/26/2018 17:04:41	<input type="text" value=""/>



New York State Department of Taxation and Finance

# Quarterly Combined Withholding, Wage Reporting, And Unemployment Insurance Return

# NYS-45 WEB

### Reference these numbers in all correspondence:

UI Employer registration number  5

Withholding identification number  65-0879542

### Employer legal name:

SOUTHERN GLAZER'S WINE AND SPIRITS OF NEW

Mark an X in only **one** box to indicate the quarter (a separate return must be completed for each quarter) and enter the year.

Jan 1 -  Mar 31  1 Apr 1 -  Jun 30  2 July 1 -  Sep 30  3 Oct 1 -  Dec 31  4 Year  17 YY

Do you offer dependent health insurance benefits to any employee? ..... Yes  No

If **seasonal employer**, mark an X in the box .....

### Number of employees

Enter the number of full-time and part-time covered employees who worked during or received pay for the week that includes the 12th day of each month.

a. First month	b. Second month	c. Third month	Disaster relief <input type="checkbox"/>
985	987	968	

### Part A - Unemployment insurance (UI) information

1. Total remuneration paid this quarter .....	<input type="text"/> 35,055,349.00
2. Remuneration paid this quarter to in excess of the UI wage base since January 1 .....	<input type="text"/> 34,843,460.00
3. Wages subject to contribution (subtract line 2 from line 1) .....	<input type="text"/> 211,889.00
4. UI contributions due UI rate ..... <input type="text"/> 2.325 %	<input type="text"/> 4,926.42
5. Re-employment service fund (multiply line 3 x .00075) .....	<input type="text"/> 158.92
6a. Interest on contributions .....	<input type="text"/>
6b. UI previously underpaid with interest .....	<input type="text"/> 0.00
7. Total of lines 4, 5, 6a and 6b .....	<input type="text"/> 5,085.34
8. Enter UI previously overpaid .....	<input type="text"/> 0.00
9. Total UI amounts due (if line 7 is greater than line 8, enter difference) ...	<input type="text"/> 5,085.34
10. Total UI overpaid (if line 8 is greater than line 7, enter the difference) * .....	<input type="text"/>

### Part B - Withholding tax (WT) information

12. New York State tax withheld .....	<input type="text"/> 2,062,960.15
13. New York City tax withheld .....	<input type="text"/> 350,274.05
14. Yonkers tax withheld .....	<input type="text"/> 0.00
15. Total tax withheld (add lines 12, 13, and 14) .....	<input type="text"/> 2,413,234.20
16. WT credit from previous quarter's return (see instr.) .....	<input type="text"/> 0.00
17. Form NYS-1 payments made for quarter .....	<input type="text"/> 2,413,234.20
18. Total payments (add lines 16 and 17) .....	<input type="text"/> 2,413,234.20
19. Total Wt amounts due (if line 15 is greater than line 18, enter difference) ...	<input type="text"/> 0.00
20. Total WT overpaid (if line 18 is greater than line 15, enter difference here and mark an X in 20a or 20b) * .....	<input type="text"/> 0.00
20a. Apply to outstanding liabilities and/or refund ..... <input type="checkbox"/>	20b. Credit to next quarter withholding tax ..... <input type="checkbox"/>
21. Total payment due (add lines 9 and 19) .....	<input type="text"/> 5,085.34

\* An overpayment of either tax cannot be used to offset the amount due on the other tax.

### Part C - Wage Reporting Summary

C Total UI total remuneration/gross wages paid this quarter .....	<input type="text"/>	Total number of employees .....	<input type="text"/>
D Total gross wages or distribution .....	<input type="text"/>	E Total tax withheld .....	<input type="text"/>

Sign your return: I certify that the information on this return and any attachments is to the best of my knowledge and belief true, correct, and complete.

Taxpayer's signature	Signer's name	Title
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Date  01/26/2018 18:50:09 Telephone number



New York State Department of Taxation and Finance

# Quarterly Combined Withholding, Wage Reporting, And Unemployment Insurance Return

# NYS-45 WEB

**Reference these numbers in all correspondence:**

UI Employer registration number XXXXXXXXXX **4**

Withholding identification number **20-1766111**

**Employer legal name:**  
SGWS WAREHOUSING, LLC

Mark an **X** in only **one** box to indicate the quarter (a separate return must be completed for each quarter) and enter the year.

Jan 1 -  Mar 31 **1**    Apr 1 -  Jun 30 **2**    July 1 -  Sep 30 **3**    Oct 1 -  Dec 31 **4**    Year **18** YY

Do you offer dependent health insurance benefits to any employee? ..... Yes  No

If **seasonal employer**, mark an **X** in the box .....

**Number of employees**

Enter the number of full-time and part-time covered employees who worked during or received pay for the week that includes the 12th day of each month.

a. First month	b. Second month	c. Third month	Disaster relief <input type="checkbox"/>
<b>158</b>	<b>161</b>	<b>159</b>	

**Part A – Unemployment insurance (UI) information**

- 1. Total remuneration paid this quarter ..... **3,191,457.00**
- 2. Remuneration paid this quarter to in excess of the UI wage base since January 1 ..... **3,164,024.00**
- 3. Wages subject to contribution (subtract line 2 from line 1) ..... **27,433.00**
- 4. UI contributions due  
UI rate ..... **1.025** % ..... **281.19**
- 5. Re-employment service fund (multiply line 3 x .00075) ..... **20.57**
- 6a. Interest on contributions ..... **0.00**
- 6b. UI previously underpaid with interest ..... **0.00**
- 7. Total of lines 4, 5, 6a and 6b ..... **301.76**
- 8. Enter UI previously overpaid ..... **0.00**
- 9. **Total UI amounts due** (if line 7 is greater than line 8, enter difference) ... **301.76**
- 10. Total UI overpaid (if line 8 is greater than line 7, enter the difference) \* ..... **0.00**

**Part B – Withholding tax (WT) information**

- 12. New York State tax withheld ..... **158,791.13**
- 13. New York City tax withheld ..... **24,735.83**
- 14. Yonkers tax withheld ..... **319.70**
- 15. Total tax withheld (add lines 12, 13, and 14) ..... **183,846.66**
- 16. WT credit from **previous quarter's return** (see instr.) ..... **0.00**
- 17. Form NYS-1 payments made for quarter ..... **183,846.66**
- 18. Total payments (add lines 16 and 17) ..... **183,846.66**
- 19. **Total Wt amounts due** (if line 15 is greater than line 18, enter difference) ... **0.00**
- 20. Total WT overpaid (if line 18 is greater than line 15, enter difference here and mark an **X** in 20a or 20b) \* ..... **0.00**
- 20a. Apply to outstanding liabilities and/or refund .....
- 20b. Credit to next quarter withholding tax .....
- 21. **Total payment due** (add lines 9 and 19) ..... **301.76**

**\* An overpayment of either tax cannot be used to offset the amount due on the other tax.**

**Part C – Wage Reporting Summary**

C Total UI total remuneration/gross wages paid this quarter .....  Total number of employees .....

D Total gross wages or distribution .....  E Total tax withheld .....

**Sign your return:** I certify that the information on this return and any attachments is to the best of my knowledge and belief true, correct, and complete.

Taxpayer's signature  Signer's name  Title

Date **07/26/2018 15:31:02** Telephone number



New York State Department of Taxation and Finance

# Quarterly Combined Withholding, Wage Reporting, And Unemployment Insurance Return

# NYS-45 WEB

**Reference these numbers in all correspondence:**

UI Employer registration number

Withholding identification number

**Employer legal name:**  
SGWS WAREHOUSING, LLC

Mark an **X** in only **one** box to indicate the quarter (a separate return must be completed for each quarter) and enter the year.

Jan 1 -  Apr 1 -  July 1 -  Oct 1 -  Year   
Mar 31  Jun 30  Sep 30  Dec 31  YY

Do you offer dependent health insurance benefits to any employee? ..... Yes  No

if **seasonal employer**, mark an **X** in the box .....

**Number of employees**

Enter the number of full-time and part-time covered employees who worked during or received pay for the week that includes the 12th day of each month.

a. First month	b. Second month	c. Third month	Disaster relief <input type="checkbox"/>
173	174	165	

**Part A – Unemployment insurance (UI) information**

1. Total remuneration paid this quarter .....	4,075,166.00
2. Remuneration paid this quarter to in excess of the UI wage base since January 1 .....	4,067,504.00
3. Wages subject to contribution (subtract line 2 from line 1) .....	7,662.00
4. UI contributions due UI rate ..... <input type="text" value="1.525"/> %	116.85
5. Re-employment service fund (multiply line 3 x .00075) .....	5.75
6a. Interest on contributions .....	
6b. UI previously underpaid with interest .....	0.00
7. Total of lines 4, 5, 6a and 6b .....	122.60
8. Enter UI previously overpaid .....	0.00
9. <b>Total UI amounts due</b> (if line 7 is greater than line 8, enter difference) ...	122.60
10. Total UI overpaid (if line 8 is greater than line 7, enter the difference) * .....	

**Part B – Withholding tax (WT) information**

12. New York State tax withheld .....	217,952.48
13. New York City tax withheld .....	37,272.57
14. Yonkers tax withheld .....	493.37
15. Total tax withheld (add lines 12, 13, and 14) .....	255,718.42
16. WT credit from <b>previous quarter's return</b> (see instr.) .....	0.00
17. Form NYS-1 payments made for quarter .....	255,423.52
18. Total payments (add lines 16 and 17) .....	255,423.52
19. <b>Total Wt amounts due</b> (if line 15 is greater than line 18, enter difference) ...	294.90
20. Total WT overpaid (if line 18 is greater than line 15, enter difference here and mark an <b>X</b> in 20a or 20b) * .....	0.00
20a. Apply to outstanding liabilities and/or refund ..... <input type="checkbox"/>	
20b. Credit to next quarter withholding tax ..... <input type="checkbox"/>	
21. <b>Total payment due</b> (add lines 9 and 19) .....	417.50

**\* An overpayment of either tax cannot be used to offset the amount due on the other tax.**

**Part C – Wage Reporting Summary**

C Total UI total remuneration/gross wages paid this quarter .....	<input type="text"/>	Total number of employees .....	<input type="text"/>
D Total gross wages or distribution .....	<input type="text"/>	E Total tax withheld .....	<input type="text"/>

**Sign your return:** I certify that the information on this return and any attachments is to the best of my knowledge and belief true, correct, and complete.

Taxpayer's signature	Signer's name	Title
----------------------	---------------	-------

Date  Telephone number

**OTHER ATTACHMENTS**

Through various subsidiaries, Southern Glazer's Wine & Spirits, LLC (hereinafter "Applicant") has alcoholic beverage warehouse and distribution facilities in 44 states. The Applicant's New York subsidiaries include Southern Glazer's Wine & Spirits of New York, LLC, SGWS Warehousing, LLC and Syosset Properties Partners, LLC.

On November 30, 2004, the Applicant purchased the assets of Premier Wine and Spirits, thus signifying Applicant's initial entry into the metropolitan New York market. Since 2004, the Applicant has substantially expanded its metropolitan New York warehouse and distribution operations. The Applicant or its affiliate's expansion efforts have included the purchase of a 261,000 square foot warehouse located at 345 Underhill Boulevard (the "Warehouse"), the purchase of approximately 20.2 acres of land and an approximately 58,000 square foot office building adjacent to the Warehouse, the construction of an approximately 148,000 square foot addition to the Warehouse and the renovation of the 58,000 square foot office building.

In 2009 the Applicant entered into a 10-year PILOT agreement to help assist the Applicant with accomplishing its expansion efforts. The 10-year PILOT included the properties located at 313, 323, 325, 345 Underhill Boulevard, Syosset ("Current Facility"). Since the 2009 PILOT agreement, the Applicant has exceeded expectations and has hired more employees than required under the existing PILOT.

The Applicant is now proposing to purchase the adjacent parcel of land known as 425 Underhill Boulevard, Syosset from its current fee owner, Star Industries Inc., by the end of the first quarter of 2019. The property is currently situated on 4 acres of land and is improved with an approximately 80,000 square foot warehouse with existing office space.

In the event that financial assistance is granted, the Applicant is proposing to close on the purchase of 425 Underhill Boulevard as soon as possible. Due to a confidentiality provision, the Applicant is unable to unilaterally disclose the contract.

The property will be owned by Syosset Properties Partners, LLC and leased to the Applicant and SGWS Warehousing, LLC. The warehouse at 425 Underhill Boulevard will be used to accommodate the Applicant's expansion efforts by providing for additional storage space. The Applicant has proposed to undertake up to \$1.5 million in renovation costs.

With the existing PILOT agreement scheduled to expire at the end of 2019, the Applicant is proposing to enter into a new 10-year PILOT agreement that would include the Current Facility and 425 Underhill Boulevard. The new PILOT agreement will create stability and allow the Applicant to continue its efforts towards expanding its footprint.

**EXHIBIT A**

Upon acceptance of the Application by the Agency for processing and completion of the Cost/Benefit Analysis, the Agency will attach a proposed PILOT Schedule hereto, together with an estimate of the net tax benefit/cost of the proposed PILOT Schedule.

## EXHIBIT B

### **Fair Housing/Equal Housing Opportunity Policy to be adopted by Agency Applicants for Housing Projects**

As part of our continuing effort to ensure compliance with federal, state, and local anti-discrimination laws, we would like to take this opportunity to remind you of our policies regarding equal housing opportunity. It is important for all employees to review his or her own actions in light of these requirements and for everyone to keep in mind the importance of treating all persons equally.

It is the policy and practice of this company not to engage in or assist the efforts of others to engage in housing discrimination. Consistent with that policy, we remind you that the antidiscrimination laws of the United States, New York State, and local laws are quite specific in the area of housing, and in conformance with those laws, you must not engage in any of the following conduct during the course of your work for this company:

1. Refuse to show, rent, sell, negotiate for the rental or sale of, or otherwise make unavailable or deny, housing to any person because of race, color, religion, creed, sex/gender, familial status (having or expecting a child under 18), national origin, ethnicity, disability, marital status, age, sexual orientation, military status, source of income or status as survivor of domestic violence (each a "prohibited basis");
2. Discriminate against any person in the terms, conditions or privileges of a rental or sale or in the provision of services or facilities in connection therewith because of a prohibited basis;
3. Make any verbal or written statement with respect to the rental or sale of housing that indicates any preference, limitation or discrimination concerning a prohibited basis, or any statement indicating an intention to make any such preference, limitation or discrimination;
4. Represent to any person because of a prohibited basis that any housing or unit is not available for inspection, rental or sale when such apartment is in fact so available;
5. Steer persons into or away from certain areas of a building, development or neighborhood because of a prohibited basis;
6. Refuse to provide a reasonable accommodation in rules, policies, practices or services for tenants, buyers, or applicants with disabilities; and
7. Refuse to allow a reasonable modification to individual units or common areas for tenants, buyers, or applicants with disabilities.

We are firmly committed to the goal of fair housing. You should understand that any violation of this Fair Housing/Equal Housing Opportunity Policy will lead to discipline, up to and including discharge.

## EXHIBIT C

### Sample Fair Housing Posters

U. S. Department of Housing and Urban Development



EQUAL HOUSING  
OPPORTUNITY

**We Do Business in Accordance With the Federal Fair  
Housing Law**

(The Fair Housing Amendments Act of 1988)

**It is illegal to Discriminate Against Any Person  
Because of Race, Color, Religion, Sex,  
Handicap, Familial Status, or National Origin**

- In the sale or rental of housing or residential lots
- In the provision of real estate brokerage services
- In advertising the sale or rental of housing
- In the appraisal of housing
- In the financing of housing
- Blockbusting is also illegal

Anyone who feels he or she has been discriminated against may file a complaint of housing discrimination:

1-800-669-9777 (Toll Free)  
1-800-927-9275 (TTY)  
[www.hud.gov/fairhousing](http://www.hud.gov/fairhousing)

U.S. Department of Housing and  
Urban Development  
Assistant Secretary for Fair Housing and  
Equal Opportunity  
Washington, D.C. 20410

Previous editions are obsolete

Form HUD-928.1 (6/2011)



HOUSING  
DISCRIMINATION IS  
SOMETIMES **BLATANT**,  
SOMETIMES **SUBTLE**,  
BUT ALWAYS **UNLAWFUL**.



DO YOU SUSPECT YOU HAVE BEEN DISCRIMINATED AGAINST BECAUSE OF YOUR AGE, RACE, DISABILITY, FAMILIAL STATUS, OR BECAUSE YOU ARE A MEMBER OF OTHER PROTECTED CLASSES? IF YOU WITNESS OR EXPERIENCE DISCRIMINATION, CONTACT THE NEW YORK STATE DIVISION OF HUMAN RIGHTS AT 1-888-392-3644 OR [WWW.DHR.NY.GOV](http://WWW.DHR.NY.GOV).

This advertisement was made in collaboration with the NYSD Division of Human Rights and U.S. Department of Housing and Urban Development.



**EXHIBIT D**  
**Requirements for Affirmative Marketing Plans for Housing Projects**

Affirmative marketing plans submitted by the Applicant shall be required only for affordable or “workforce” units and shall contain the following information:

1. Street address, village, town, zip code, and census tract number for the Project;
2. Number of affordable units to be marketed and whether they will be available for rent or purchase;
3. The number, if any, and location of market rate units included in the Project;
4. Whether the housing will be “housing for older persons”, defined as at least 80% occupancy of units with at least one person 55 or older or 100% occupancy of persons age 62 or older;
5. A description of how units will be advertised for sale or rental prior to first occupancy, including whether Applicant will utilize its own website, commercial websites, print media outlets, social media outlets such as Facebook, a sign at the project site, mailings, leaflets/flyers, brochures, and other forms of advertising;
6. A statement that the Applicant will use fair housing logo or phrase “Equal Housing Opportunity” on all advertising described above;
7. A statement that the Applicant will distribute written information regarding the availability of affordable units at the project to a list of organizations provided to the Applicant by the Agency, which list may be updated annually;
8. Whether the Applicant will conduct the marketing and initial rent-up or sales itself or contract with a third-party;
9. A statement that an initial application period with a specific start and end date will be utilized for accepting applications for consideration for the initial rental of the units and that the period will last for at least thirty (30) days after the marketing described in this plan is commenced. In addition, a statement that following the initial application period, all the applications submitted during the initial application period will be considered through the use of a lottery and not on a first-come first-served basis, unless the number of applications received during the initial application period is less than the total number of units available for rental.
10. A statement that the Applicant will maintain records of the activities it undertakes to implement its marketing plan.