Omni New York LLC

MEMORANDUM

To:

Joseph Gioino

From: Courtney Reed

Re:

Bedell Terrace

Date:

May 8, 2009

Enclosed, please find an application for financial assistance for Bedell Terrace Apartment, LP. I can be reached at 646.502.7193 or by email at creed@onyllc.com with any questions or concerns.

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

HASSAU COUNTY ID A

APPLICATION FOR FINANCIAL ASSISTANCE ZULY MAY 11 A 9: 23

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APPI	AC'A	CTIC	IN	OR:

 Bedell Terrace Apartments, L.P	
 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 H to the Application. If an estimate is given, enter "EST" after the figure. One signed original and 9 copies of the Application (including all attachments) <u>must</u> be submitted.

A \$1,000 non-refundable Application Fee is required at the time the Application is submitted to the Nassau County Industrial Development Agency (the "Agency"). 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").

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.

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.

May 7, 2009 **DATE**

Rev. 8/06

PART I. APPLICANT

	ICANT FOR FINANCIAL ASSISTANCE (If more than one applicant, copy ation and complete for each applicant):					
Name:	: Bedell Terrace Apartments, L.P. c/o Omni New York, LLC					
Address:	s: 885 Second Avenue, 31 st Floor, Suite C, New York, NY 10017					
Primary Contact:	Gary Rodney					
Phone:	(646) 502-7202 Fax: (212) 486-0362					
E-Mail:	grodney@onyllc.com					
NY State Dep Labor	rt. of Reg #: Federal Employer ID #: :					
B. BUSII	NESS TYPE (Check applicable status. Complete blanks as necessary):					
Sole P	Proprietorship General Partnership Limited Partnership _X					
Limite	ed Liability Company Privately Held Corporation					
Public	ely Held Corporation Exchange listed on					
Not-fo	or-Profit Corporation					
Incom	se taxed as: Subchapter S Subchapter C 501(c)(3) Corporation Partnership _X					
State a	and Year of Incorporation/Organization:New York 2009					
Qualit	fied to do Business in New York: Yes _X No N/A					
C. ANY	ENTITY PROPOSED TO BE A USER OF THE PROJECT:					
Name	:					
Relati	onship to Applicant:					

Firm name:	Reznick Group
Address:	2002 Summit Blvd.,
	Atlanta, GA 30319
Phone:	(404) 847-7746
Fax:	(404) 847-7747 Robert.Haley@ReznickGroup.com
E-Mail:	Robert.Haley@ReznickGroup.com
APPLICANT	COUNSEL (subject to Agency approval):
Firm name:	Nixon Peabody, LLP
Address:	437 Madison Avenue
	New York, NY 10022
Phone:	(212) 940-3000
Fax:	(212) 940-3111
E-Mail:	jkelly@nixonpeabody.com
_	kholders, members or partners, if any (i.e., owners of 5% or more of rights in Applicant):
Name	Percentage owned
Bedell	Terrace Developers, LLC
Omni	New York LLC
	%
	%

G. 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:

		cant related to any other ent te name of related entity an	tity by reason of more than 50% common ownership? d relationship:	If				
		YES	NO _X					
H.	List	parent corporation, sister co	orporations and subsidiaries, if any:					
	Omr	ni New York, LLC, Mill Pla	in Properties, LLC					
I.	(To	be completed only if Applic	cant is seeking tax-exempt bond financing)					
	1.	or benefitted by any price which this Project is local contiguous municipality	by related entity or person) been involved in, applied for industrial development financing in the municipality ated, whether by the Agency or another issuer, or in a ? ("Municipality" herein means city, town or village, or incorporated city or village, Nassau County.) If YES	y in or,				
	<u>:</u>	YES	NO					
	2.	from within the past six	ding any related entity or person) received or benefitted months, or is contemplating to receive or benefit from hs, tax-exempt financing anywhere within the United e:					
		YES	NO					
	·							
	3.	3. Will the proposed bond issue, when combined with all other outstanding industrial development bond issues of the Applicant or any related entity, exceed the aggregate principal amount of \$40,000,000?						
		YES	NO					
	4.	Is the Applicant seeking	federal tax-exempt bonds as a manufacturing facility?	?				

Doc # 05-282987.5

	YES	NO
	(Schedule A) and provide	ched Tax-Exempt Bond Manufacturing Questionnaire an estimate of the capital expenditures of the Applicant, idiaries in Nassau County, during the past three years:
	\$	
J.	private placement of its stock with	related entity or person) made a public offering or thin the last year? If YES, attach a copy of the t used in connection with the offering or placement.
	YES	NO _X
K.	List the major bank references of number of bank contact:	the Applicant including name, address and phone
Ĺ.	Applicant or its related entities in	elated entity or person) or any principal(s) of the avolved in any litigation that would have a material financial condition or the financial condition of said ils.
	YES	NO _X
M.	its related entities, or any other b principal(s) have been connected	l entity or person) or any principal(s) of the Applicant or usiness or concern with which such entities, persons or , ever been involved, as debtor, in bankruptcy, creditors s or sought protection from creditors? If YES, attach
	YES	NO _X
N.	its related entities, ever been char (other than minor traffic offenses positions or ownership interests i	entity or person) or any principal(s) of the Applicant or reged with or convicted of any felony or misdemeanor s), or have any such related persons or principal(s) held in any firm or corporation charged or convicted of a minor traffic offenses)? If YES, attach details.
	YES	NO X

О.	its relate principa or regul	Has the Applicant (or 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, been cited for a violation of federal, state or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution or other operating practices? If YES, attach details.						
		YES		NO _X				
Р.	Complete the following information for principals (including, in the case of corporatio officers and members of the board of directors and, in the case of limited liability company, members and managers) of the Applicant:							
Eugen	ce Vaugh e Schneu Bennett	r Managing Director	Social Security #	Other Business Affiliations Omni New York, LLC Omni New York, LLC Mill Plain Properties, LLC				
Do any details		oregoing principals hold	elected or appointiv	ve public positions? If YES, attach				
		YES		NO _X				
agency	, authori	foregoing principals emp ty, department, board, or ental organization?	loyed by any federa commission thereo	al, state or local municipality or any of or any other governmental or				
		YES		NOX_				
Q.	Operation location		(Complete separate	e Section R for each existing				
]	Hempstead, NY, (Section	1 34, Block 285, Lo	& 105-145 Terrace Avenue, ts 39-40, 42-50, 384-385, 424-429 146)				
	((b) Number of Employee	es: Full-Time:6	Part-Time:0_				
	((c) Annual Payroll, exclu	uding benefits:	\$208,665				
	((d) Type of operation (e. and produ		wholesale, distribution) partment complex				
	((e) Size of existing facili (i.e., acrea		eres				
	4	(f) Buildings (number ar	nd square footage of	f each): 26				

		(g) Terms of use of facility.		
		FEE TITLE (i.e. owr	n) LEASE	OTHER (describe below)
Coun	ty			cessary to secure a Nassau ly, Applicant is under contract to
		(h) If Applicant leases, state and lease exp		
		(i) Standard Industrial Code	(SIC) Number:	
	2.	•	described facilities	ed within the State of New York, will be closed or be subject to Anti-Raiding Questionnaire
		YES	NO	_X
R.		he Applicant considered movin State? If YES, explain circum		r another location within New
		YES	NO	_X
		of the existing locations listed or location.	in Question Q have	considered moving to another
S.	or sal			% of Applicant's annual purchases information for supplier and/or
		YES	NO	_X
Т.	Descr	ibe any labor union affiliation	of the Applicant and	d/or the Applicant's employees:
		, however, Teamsters Union Ler of the facility regarding empl		ement in place with the current endent, etc.).
U.	Appli person	the Applicant (including any recant or its related entities, or a sor principal(s) have been cothe Agency or the County of N	ny other business or nnected, have any c	concern with which such entities ontractual or other relationship
		VFS X	NO	1

V. Attach a brief history of the Applicant and its business/operations. Please see attached.

PART II. PROPOSED PROJECT

-	Type of financial assistance requested (Check One or More):
]	TAX-EXEMPT BONDS TAXABLE BONDS STRAIGHT LEASE _X
P	Briefly describe 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: See attached See attached
t	f the Applicant is unable to arrange financing for the Project, what will be the impact of the Applicant and Nassau County? Would the Applicant proceed with the Project without Agency financing or other Agency assistance? Describe.
	See attached.
_	
	Location of Project (attach map showing the location):
	Street Address:
5	
-	Street Address:10-26 Bedell Street and 91-101 & 105-145 Terrace Avenue
-	Street Address:10-26 Bedell Street and 91-101 & 105-145 Terrace Avenue
· · · · · · · · · · · · · · · · · · ·	Street Address:10-26 Bedell Street and 91-101 & 105-145 Terrace Avenue City/Village(s): Hempstead

	Secti	on:3	4 Block: _288 Lot(s): _51-52, 136-146					
			et address is not available, please provide a survey and the most precise available.					
E.		Describe proposed Project (attach copies of preliminary plans or sketch of proposed renovation and/or construction).						
	1.	Real	Property (acreage): 2.31 acres					
	2.	Builo	ling(s):					
		(a)	Existing Building(s) (number of buildings and number of floors and square footage of each building):					
			Please see attached survey.					
		(b)	Does the Project consist of an addition and/or renovations to existing buildings? If YES, indicate nature of expansion and/or renovation.					
			YES _X NO					
			See attached					
		(c)	Does the Project consist of new construction? If YES, indicate the number of buildings and square footage of each building:					
			YES NO _X					
	· .	(d)	Builder or Contractor Name and Address:					
			Renewal Construction Services, LLC – 885 Second Avenue, 31 st Floor, Suite C, New York, NY 10017					
		(e)	Architect Name and Address:					
			Heritage Architecture, Summer Alhamash, 1-201-262-3800					
	3.	Desc	ribe the present use of the Project site: _Apartment complex					
		(a)	What are the current real estate taxes on the Project? (If amount of current taxes is not available, provide assessed value for each):					
			Town Tax ('09): \$89,556 School Tax ('08-'09): \$480,585					

		Village Tax ('	(08-'09): \$352,83	1		
		Land: \$	E	Building(s): \$_		
	(b)		If YES, attach d		ing with respect to g copies of pleading	_
		YES_		NO _X	<u></u>	
Descr	ibe Pro	ject ownership s	structure (i.e., App	olicant or othe	r entity):	
	roject v ership.	vill be owned by	Applicant which	is a single pu	rpose New York li	mited
be use	ed by th	e Applicant? (I		n of goods to b	d, constructed or re be sold, products to adered.)	
famili	ies to livam, the	ve. In addition t	the Project will be	enrolled in th	mes a quality choi e low income tax of for lower income	credit
leased	d to or c	occupied by third mation for each	d parties who will	remain as ten ate total squar	hird parties, or is cants, provide the nate footage of the Prant:	ames and
The u	nits in 1	the project will b	be leased to indivi	dual residenti	al tenants.	
			ole, the information		n Part I, Questions esponse.	A, B, F
	N/A	·				<u> </u>
List p	rincipal	l items or catego	ories of equipmen	t to be acquire	d as part of the Pro	ject:
_	_				n appliances, floori	
Will I	Project:	meet zoning/lan/	d use requiremen	s at proposed	location?	
		YES _X		NO		
1.	Descr	ribe present zoni	ng/land use: Resi	dential "B"		

	2.	Descri	ibe required zoning/land use, if dif	ferent:N/A
	3.		nange in zoning/land use is required st for change of zoning/land use re-	d, please provide details/status of any quirements:
•			N/A	
L.				son, currently hold a lease or license on
			YES	NO _X
M.		the App		son, currently hold fee title to (i.e. own)
			YES	NO _X
	If YE	S, indica	ate:	
		(a)	Date of purchase:	· ·
		(b)	Purchase price: \$	
		(c)	Balance of existing mortgage, if	any: \$
		(d)	Name of mortgage holder:	
		(e)	Special conditions:	
	hower	ver, Inte	te name of present owner of Project rvest National Bank has started for inted a receiver who is currently ru	et site: New Hempstead Terrace, LLC; reclosure proceedings, taken a deed-in- unning the property.
N.			licant or any related person or enti Project site and/or any buildings or	
			YES _X	NO
	If YE	S, attacl	n copy of contract or option and in	dicate:
		(a)	Date signed: As of March 1, 200)9
		(b)	Purchase price: \$12,025,000	
		(c)	Closing date: August 2009	

If YES, describe: YES NO X O. 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). YES ___ NO _X__ YES NO X Services: Retail Sales: P. Is the Project site served by: Water yes Electric_yes___ Gas yes Sanitary/Storm Sewer yes Q. If the proposed project is a "straight-lease transaction", will any portion of the costs of the Project be financed from sources other than the Applicant's equity? If YES, provide details including the name, address and contact information for the provider of such financing and generally describe the anticipated terms of and the collateral for such financing. NO ___ YES X

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)?

PART III. PROJECT COSTS

See Attached

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

	<u>Item</u>	<u>Cost</u>
1.	Land Acquisition	\$1,202,500
2.	Building Acquisition	\$10,822,500
3.	Construction or Renovation	\$19,550,974
4.	Site Work	\$250,000
5.	Engineering Fees	\$26,000
6.	Architectural Fees	\$75,000
7.	Applicant's Legal Fees	\$275,000
8.	Financial Fees (incl. lender legal fees)	\$2,534,740
9.	Other Professional Fees	\$30,000
10.	Furniture, Equipment & Machinery	\$0
11.	Other Soft Costs (interest, reserves,	\$2,941,250

fees, contingency)
12. Other (describe) Developer Fee

\$5,518,157

	Total	\$43,226,121
Funds required: \$_N/A	Financing term desired:	N/A
•	been paid or incurred (including of this application? If YES, des	
YES_X	NO	
U 1	, moving expenses, work in progress of the bond proceeds (if application)	•
YES	NO _X	
	orrowed through the Agency's iss or refinance an existing mortgage, TES, provide details:	
XID C	NO V	
YES	NO _X	
YES	NU_X	
YES	NU_X	· · · · · · · · · · · · · · · · · · ·
What portion, if any, of the c	cost of the Project is to be financed the proposed Project financing?	
What portion, if any, of the c	cost of the Project is to be financed	
What portion, if any, of the c	cost of the Project is to be financed the proposed Project financing?	

Has the Applicant made any arrangements for a bond trustee? If YES, indic whom (subject to Agency approval). N/A	dicate w
	dicate w
	licate w
our (englished a Branch approximation).	meate W
YES NO	
PART IV. COST/BENEFIT ANALYSIS	
TAKTIV. COST/BENEFIT ANALISIS	
	d Second
If the Applicant presently operates in Nassau County, provide the current an	
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and S	
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If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A	Second \
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Second	Second \
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec Full-time: \$ \$ \$	Second Y
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If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec Full-time: \$ \$ \$ Part-time: Seasonal: \$ \$	Second '
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If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec Full-time: Part-time: Seasonal: Total Annual Payroll: \$ \$ \$	
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec Full-time: \$ \$ \$ Part-time: Seasonal: \$ \$	
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec Full-time: Part-time: Seasonal: Total Annual Payroll: What is the average salary of employees presently employed by the Application.	
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sector Sector Seasonal: Part-time: Seasonal: Total Annual Payroll: What is the average salary of employees presently employed by the Application.	
If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec	cant in
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If the Applicant presently operates in Nassau County, provide the current an excluding benefits. Estimate payroll, excluding benefits, in First Year and Safter completion of the Project. N/A Present First Year Sec	cant in licant up

B.	Does the Applicant intend to site, or will Applicant transfe describe:					
	YESX_		NO			
	We will hire a full-time site n	nanager				
C.	What, if any, is the anticipate services rendered as a result of		ollar amount of	production, sales or		
		N/A	_%			
D.	Describe, if applicable, other	benefits to the Cou	inty anticipated	as a result of the Project:		
	County will benefit by having a quality housing alternative available for families income. Also with the upgrade in security at the Project, the County should benefa lower crime rate in and around the facility.					
E.	Costs to the County and affected municipalities:					
	Estimated Value of Sales Tax	\$1,517,167	0.			
	Estimated Value of Mortgag	\$				
	Estimated Property Tax Exen					
	Estimated Interest Savings:	\$	\$			
A.	PART V. PROJ Has construction work on the	Project begun? If				
л.	completion:	Troject begun: 11	TES, marcate t	no percentage or		
	1. (a) Site clearance	YES	NO _X	% complete		
	(b) Environmental Remediation	YES	NO _X	% complete		
	(c) Foundation	YES	NO _X	% complete		
	(d) Footings	YES	NO _X	% complete		
	(e) Steel	YES	NO _X	% complete		

		(f) Masonry	YES	NO _X	% complete				
		(g) Interior	YES	NO _X	% complete				
		(h) Other (describe below):	YES	NO _X	% complete				
	2.	If NO to all of the above cate of construction, renovation of	_	~ ~	late of commencement				
		Within 60 days of acquisition	n of the Proje	ct by Applicant.					
B.		de an estimate of time schedule ct is expected to occur (attach	•	•	when the first use of the				
	tenan	ct will not be taken out of servits in place. The estimated time onths from closing.							
C.	At w	hat date(s) and in what amount	(s) is it estima	ted that funds w	ill be required?				
	_N/A	_N/A							
		PART VI. ENV	IRONMENT	AL IMPACT					
A.		is the expected environmental conmental Form (Schedule G)).		Project? (Comp	plete the attached				
	_N/A	-we will seek a type II							
B.		environmental impact statement ervation Law (i.e., the New Yo							
		YES		NO _X					
C.	Appli and s Envir	e be advised that the Agency micant the preparation and delive cope satisfactory to the Agency conmental Form. If an environmental with the Project, please page 1	ery to the Age y, depending omental report	ncy of an enviro on the responses has been or is be	nmental report in form set forth in the				

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 that and in any statement attached hereto are true, correspond to the corresponding to the correspondi		
	Name of Applicant: Signature:	
	Name: Title:	Eugne Schneur, Munaying Ment
	Date:	5/2/29

RULES AND REGULATIONS OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

The Nassau County Industrial Development Agency (the "Agency"), in order to better secure the integrity of the projects it sponsors, declares that it is in the public interest (i) to ensure the continuity of such projects and the jobs created by such projects, (ii) to prevent the conversion of the use of the premises upon which a sponsored project is to be constructed or renovated and (iii) to limit and prevent unreasonable profiteering or exploitation of a project, and does hereby find, declare and determine as follows:

FIRST:

Upon the approval of a sponsored project, the Agency shall take title to, or acquire a leasehold or other interest in, all premises upon which an Agency sponsored project is to be constructed or renovated, and shall lease, sublease, license, sell or otherwise transfer the premises to the Applicant for a term to be determined by the Agency.

At such time as, among other things, the Applicant fails to maintain or create the jobs as represented in the Application or changes the use of the project or ownership of the project or the Applicant during the life of the project in a manner inconsistent with the Application, and such employment default or change of use or ownership does not meet with the prior written approval of the Agency, a recapture of benefits may be required to be paid by the Applicant to the Agency. The amount and sufficiency (with respect to a particular applicant) of the applicable recapture of benefits payment shall be determined by the Agency and shall be set forth in the bond or straight lease documents.

SECOND:

At such time as a proposed Project is reviewed, the members of the Agency must disclose any blood, marital or business relationships they or members of their families have or have had with the Applicant (or its affiliates). The Applicant represents that no member, manager, principal, officer or director of the Applicant has any such relationship with any member of the Agency (or any member of the family of any member of the Agency).

THIRD:

All applicants must disclose whether they have been appointed, elected or employed by New York State, any political division of New York State or any other governmental agency.

FOURTH:

All proposed underwriters, credit enhancers (including banks and bond insurance companies), trustees, title companies and their respective attorneys must be satisfactory to and approved in writing by the Agency.

Understoo	•			hourts, Ludnav	LP SLLC;	its gu	eral pertur
Name of	B()	ONY Be	طماً, تدر	-, its m	unber		eri fatur
Applicant:	By!	0mmi	NewYork	-, LLC;	its me	wher	
By:		D					
Doc # 05-2829	987.5 ••••	Jones	r, Merre	א פיינ	دسابعه		

CERTIFICATION AND AGREEMENT WITH RESPECT TO FEES AND COSTS

The undersigned deposes and says: that I am an authorized representative of 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 and attachments thereto), and that said contents are true, correct and complete to my knowledge. Capitalized terms used but not otherwise defined in this Certification and Agreement shall have the meanings assigned to such terms in the Application.

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 and/or installation 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/transactional counsel and independent tax assessor (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/transactional counsel and independent tax assessor 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 conclusion 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) All 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.

The Agency's bond/transactional counsel's fees 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/transactional 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 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 Bedell Terrace Apertunts, LP

bonds for the benefit of the Applicant.

By'. Betdell Terroce, Revelopers, LLC; it's general partner By: ONV Bedell, LLC, its member.

By! Omni Newsork, LLC; its

Name: Eugne Schneur Title:

Sworn to before me this ________

JACQUELINE A. BETANCOURT Notary Public, State of New York No. 01BE6169075 Qualified in New York County Commission Expires June 18, 2011

TABLE OF SCHEDULES:

Schedule	Title	Complete as Indicated Below
Α.	Tax-Exempt Bond Manufacturing Questionnaire	If Applicant checked "YES" in Part I, Question J.4 of Application (See Page 3)
В.	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 R.2. of Application (See Page 6)
E.	Retail Questionnaire	If Applicant checked "YES" in Part II, Question O. of Application (See Page 11)
F.	Applicant's Financial Attachments, consisting of:	All applicants
in	1. Applicant's audited financial star Applicant's annual reports).	tements for the last two fiscal years (unless included
	2. Applicant's annual reports (or Fo	orm 10-K's) for the two most recent fiscal years.
the	3. Applicant's quarterly reports (Formost recent Annual Report, i	orm 10-Q's) and current reports (Form 8-K's) since f any.
		nformation described above in items F1, F2, and F3 he proposed financing, if different than the Applicant, ticipated Guarantor that is a natural
person.		
	5. Dun & Bradstreet report, if appl	
G.	Environmental Assessment Form	All applicants
H.	Other Attachments	As required

TAX-EXEMPT BOND MANUFACTURING QUESTIONNAIRE

(To be completed by the Applicant if the Applicant checked "YES" in Part I, Question J.4 of the Application for Financial Assistance).

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

production l dock, repair	ine, employee lunchroom, offices, shop, parking, research, sales, etc	restrooms, storage, warehouse, loading and location in relation to production
	oulding, adjacent land or building to be financed.	, off-site, etc.). Please attach blueprints
<u>UNCTION</u>	LOCATION	SQ. FOOTAGE
	TOTAL	
payroll, pro	e allocated to offices above, identifuction, etc.) and location in relation of building, off-site, etc.).	by by function (e.g., executive offices, on to production (e.g., same building,
	LOCATION	SQ. FOOTAGE

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. 1</u>	FOOTAGE	LOCATION		
for p	Materials used roduction of ufactured goods		·	
Finis	hed product storage			
good	ponent parts of s manufactured at acility			
Purcl parts	nased component			
Othe	r (specify)			
		TOTAL		
5.	List raw materials used at the product(s).	facility to be financed	in the process	sing of the finished
6.	List finished product(s) which	are produced at the fa	icility to be fir	nanced.
	IGNED HEREBY CERTIFIES attached hereto are true and corn		nformation pro	ovided above and in
		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 on January 15. The Project documents will require the Applicant to provide such report to the Agency on or before January 1 of each 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. Please be advised that the New York State Industrial Development Agency Act imposes additional annual reporting requirements on the Agency, and the Applicant will be required to furnish information in connection with such reporting, as follows:
 - 1. 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).

2. The following information must be provided for straight-lease transactions entered into or terminated 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.

Failure to provide any of the aforesaid information will be 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 Applic the described information on a timely basis.	ant has read and u	nderstood the above and agrees to provide Bedell Terrace Apartments, LP By: Bedell Terrace Developes, LLC; its grant By! ONY Bedell, LLC; its member By! Omni New York, LLC, its member
	Name of Applicant:	By. Omni New York, LLC, it's member
	Signature:	
	Name:	Eugene Schnew
	Title:	Hunging Member
	Date:	May 7, 2009

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 employment plan:

Applicant Name:	Bedell Terrace Apartments, L.P. c/o Omni New York, LLC						
Address:	885 Second Avenue, 31st Floor, Suite C, New York, NY 10017						
Type of Business:	Limited Partnership						
Contact Person:				Tel. No.: 646-502-7202			
Please complete the fol receipt of financing.	lowing table describing	g the Applicant's p	rojected employ	ment plan foll	owing		
	Current Nu	ımber		Number of Ful ty After Comp			
Current and Planned Full Time Occupations	Full Time I Jobs Per O	Equivalent	1 year	2 years	3 years		
	County	<u>Statewide</u>					
Site Manager	0		1	1	1		
Handy Person	4		4	4	. 4		
Porter	2		2	2	2		
Please indicate the num acquisition, construction Please indicate the esting training that will be required.	n and/or renovation of nated hiring dates for the uired:	the Project: 70 tem	iporary jobs				
Second 07-June 10							

Are the Applicant's employees currently	covered by a collect	tive bargaining agreement?
YES		NO _X
F YES, Union Name and Local:		
determine the financial assistance that wacknowledges that the transaction docunation bove number of jobs, types of occupation of the correct and confidence of the correct and correct and confidence of the correct and corr	fill be offered by the nents may include a cons and amount of particles on the copy of the A	yment projections, among other things, to Agency to the Applicant. The Applicant covenant by the Applicant to maintain the ayroll with respect to the proposed project. pplicant's most recent Quarterly Combined to Return (Form NYS-45-MN) (first page)
only). Upon request of the Agency, the	Applicant shall provi	ide such other or additional information or Applicant's current employment levels in
The UNDERSIGNED HEREBY CERTI any statement attached hereto are true, co		rs and information provided above and in Bedell Terrace Apartments, LP By: Bedell Terrace Developers, LLC; it generally DNY Bedell, LLC; its member By: Onn: New York, LLC; its member
	Name of Applicant:	By: Omi New York, LLC, its member
	Signature:	·
	Name:	Eugue Schneur

Title:

Date:

Managing Director

ANTI-RAIDING QUESTIONNAIRE

(To be completed by Applicant if Applicant checked "YES" in Part I, Question R.2 of the Application for Financial Assistance)

A.	Will the completion of the Project result in the removal of a plant or facility of Applicant or of a proposed occupant of the Project, from an area in New York State (but outside of Nassau County) to an area within Nassau County?				
	YES	NO			
If th	e answer to Question A is YES, pleas	se provide the following information:			
Add	ress of the to-be-removed plant or fac-	cility:			
Nam	nes of all current occupants of the to-				
В.	facilities of the Applicant, or o	ject result in the abandonment of one or more plants or f a proposed occupant of the Project, located in an area of			
	YES	NO			
If the	e answer to Question B is YES, pleas	r of a proposed occupant of the Project, from an area in New York State (but outside of assau County) to an area within Nassau County? YES			
Addı	resses of the to-be-abandoned plants	or facilities:			
Nam	•	pe-abandoned plants or facilities:			
<u></u> С.	plants or facilities in New York	State are located with respect to the Applicant's intention			
	YES	NO			
TC /1					

If the answer to Question C is YES, please provide details in a separate attachment. Doc # 05-282987.5

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 occupant of the Project, in its industry? YES ___ Is the Project reasonably necessary to discourage the Applicant, or a proposed occupant E. 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. 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

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

A.	sourc	es other	than Agency financia	ng) consist of facilities or property that are or will be primarily omers who personally visit the Project?		
			YES	NO		
of Tax perso:	x Law o: nal prop	f the Sta erty (as	ate of New York (the	il sales" means (i) sales by a registered vendor under Article 28 "Tax Law") primarily engaged in the retail sale of tangible 01(b)(4)(i) of the Tax Law, or (ii) sales of a service to		
В.	portio expen	on of the	cost to be financed fi	S, what percentage of the cost of the Project (including that rom equity or sources other than Agency financing) will be verty primarily used in making retail sales of goods or services 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.	Will	the Project be operate	d by a not-for-profit corporation?		
			YES	NO		
		2. econo locate	omic development reg	y to attract a significant number of visitors from outside the ion (i.e., Long Island) in which the Project is or will be		
			YES	NO		
		3. Would the Project occupant, but for the contemplated financial assistance the Agency, locate the related jobs outside the State of New York?				
			YES	NO		
		town	n would not, but for the or village within which	purpose of the Project to make available goods or services are Project, be reasonably accessible to the residents of the city, the the Project will be located, because of a lack of reasonably ities offering such goods or services?		
			YES	NO		

	(b) a census tract or block nu contiguous thereto) which, a of at least 20% for the year i	umbering area (or c according to the mo in which the data re and (ii) an unemplo	census tract or block numbering area st recent census data, has (i) a poverty rate clates, or at least 20% of the households by ment rate of at least 1.25 times the nich the data relates?		
	YES		NO		
	If the answer to any of the subdivision	ons 1 through 5 of (Question C is YES, attach details.		
D.	If the answer to any of the subdivisions 3 through 5 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 ar	nnual gross revenue	es comprised of each of the following:		
	Retail Sales:%		Services:%		
F.	State percentage of Project premises	utilized for same:			
	Retail Sales:%		Services:%		
	NDERSIGNED HEREBY CERTIFIES atement attached hereto are true, correct		and information provided above and in		
		Name of Applicant:			
		Signature:	<u> </u>		
		Name:			
		Title:			
		Date:			

Will the Project be located in one of the following: (a) an area designed as an

economic development zone pursuant to Article 18-B of the General Municipal Law; or

5.

APPLICANT'S FINANCIAL ATTACHMENTS

The applicant, Bedell Terrace Apartments, LP, is a newly formed entity, which has not transacted any business to date. Therefore the LP does not have audited financials, annual reports, quarterly reports, financial information, or Dun & Bradstreet reports.

ENVIRONMENTAL ASSESSMENT FORM

N/A-we will seek a type II.

OTHER ATTACHMENTS

Schedule H: ATTACHMENT TO NCIDA APPLICATION

Part I, Question U

Principals of Applicant through another single purpose New York limited partnership entered into agreements with the Agency for tax-exempt bond financing in the amount of \$14,725,000 for the acquisition and rehabilitation of Mill River Residences (located at 40 Maine Avenue and 1-20 Meehan Lane, Rockville Centre, NY) as well as a PILOT Agreement for the same property. All documents are dated as of December 1, 2005.

Part I, Question V

Applicant is newly formed and has no operations at this time. Omni New York LLC ("ONY") was founded by Maurice "Mo" Vaughn and Eugene Schneur for the purpose of bringing revitalization and development to various neighborhoods in New York and other states. ONY focuses not only on the real estate aspect of revitalization and development, but also on the social aspect of the revitalization of the neighborhood by partnering with community and neighborhood groups to provide social services to the community, such as after school programs for children as well as skill building seminars and classes for adults. On the real estate development side, ONY is providing quality, well managed affordable housing in neighborhoods that have historically had a shortage of such affordable housing. In the first four years of ONY's existence, ONY has acquired and has either rehabbed or is in the process of rehabbing 2,220 units of affordable housing in New York City and Nassau County, 472 units in upstate New York, 414 units in Massachusetts and 94 units in Gillette Wyoming. ONY has also constructed 41 new units of affordable housing in Seneca County, New York.

Part II, Question B, C, Q

Bedell Terrace is a family property originally constructed in the late 1920s consisting of 26 buildings containing 245 family apartment units (16 studios, 205 one bedroom, and 24 two bedroom units). One of the two bedroom units is for the manager.

Bedell Terrace is currently owned by New Hempstead Terrace LLC, and is financed through an Intervest National Bank ("Intervest") first mortgage loan in the original principal amount of \$11,500,000. In anticipation of a foreclosure sale, Intervest has appointed a receiver to collect rents and manage the property. Furthermore, Bedell Terrace has fallen into disrepair and has become one of the most troubled and blighted properties in Nassau County. The property is severely crime ridden and is in dire need of a security system and substantial rehabilitation.

Financing the acquisition and rehabilitation of Bedell Terrace is anticipated through the receipt of a mortgage financed by the New York State Housing Finance Agency ("HFA") issuing approximately \$21 million in tax-exempt bonds. The bonds will be collateralized by a short term construction period letter of credit with a term of 24 months. Upon conversion, it is anticipated

that the bonds will be enhanced by mortgage insurance provided by the State of New York Mortgage Agency ("SONYMA"). Additionally, the transaction will be financed with tax credit equity in the anticipated amount of \$11 million from Alliant Capital, Ltd and subordinate financing of approximately \$11 million from various sources. A Payment in Lieu of Taxes ("PILOT") real property tax abatement from the Agency Development Agency based at 5% of the gross rents minus utilities is essential to Applicant's overall plan for the property. In order for the project to remain viable for years, a PILOT from the Agency is necessary in large part due to the rental restrictions that will be placed on the property as well as the debt incurred in order to provide for a rehabilitation budget of approximately \$19.8 million (\$80,000 per unit).

Contact information for the providers of financing and the anticipated terms.

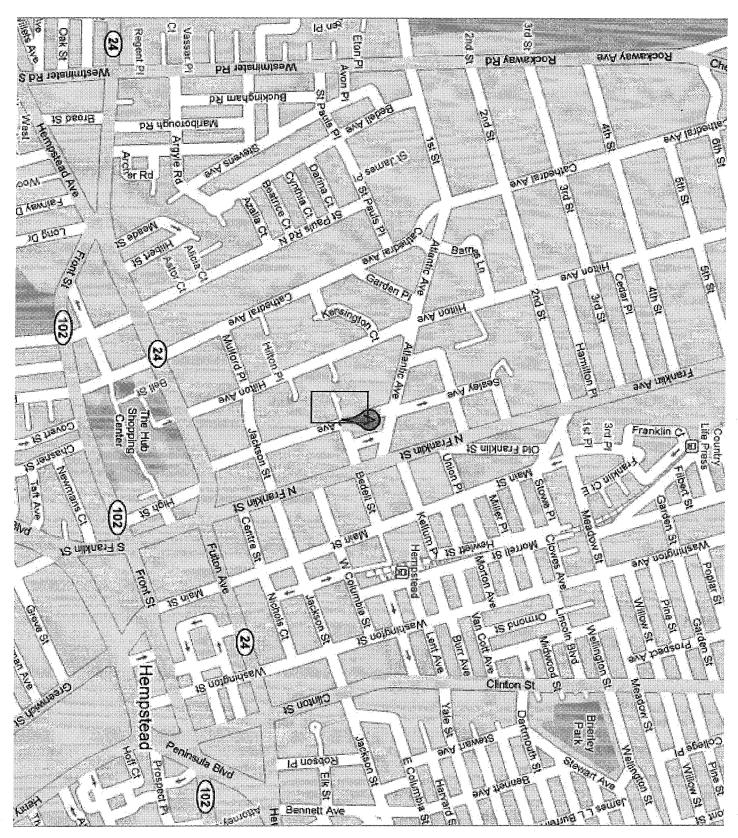
Name of Lender or Source of Funds, Contact Persons and Telephone Number	Amount Funded	Annual Debt Service	Annual Interest Rate (pct)	Amortization Period (yrs)	Loan Term (yrs)	Actual or Projected Commit-ment Date
New York State Housing Finance Agency, Permanent Loan, David Walsh, Senior VP of Multifamily, 212-688-4000	17,500,000	1,397,135	0.070	30	30	8/1/2009
New York State Housing Finance Agency, Secondary Loan, David Walsh, Senior VP of Multifamily, 212-688-4001	5,000,000	0	0.000	0	0	8/1/2009
Federal Home Loan Bank, Affordable Housing Program, Joseph Gallo, Vice President, 212-441- 6850	1,565,765	N/A	N/A	N/A	N/A	7/31/2009
Alliant Capital, Ltd., Low- Income Housing Tax Credit Equity, Shawn Horwitz, 1- 818-668-6800	10,917,518	N/A	N/A	N/A	N/A	8/1/2009
Community Development Corp of Long Island, Weatherization Funds, Maureen Pedrotti, 1-631- 471-1215	1,592,500	0	0.000	30	30	8/1/2009
Nassau County, CDBG, Rosemary Olsen, 516-572- 1905	250,000	0	0.000	30	30	8/2/2009
Nassau County, HOME , Rosemary Olsen, 516-572- 1905	1,500,000	.0	0.000	30	30	8/3/2009
Nassau County, NSP, Rosemary Olsen, 516-572- 1905	1,000,000	0.00	0.000	30	30	8/4/2009
Owner's Equity: Deferred Fee	3,900,338	N/A	N/A	N/A	N/A	
TOTAL	43,226,121				<u> </u>	

Part II, Question E2(b)

Applicant plans to acquire and provide an approximately \$19.8 million (including hard cost contingency) rehabilitation of Bedell Terrace. The scope of work will include renovation of the lobby areas, new intercoms, the replacement and upgrading of structural systems and building mechanics (plumbing and electrical), new roofs, brick pointing, improved common areas, new doors, landscaping, new boilers, in-unit capital improvements, such as the installation of new floors, new windows; and the replacement of kitchen cabinets, appliances, countertops and fixtures; the replacement of bathroom vanities, sinks, faucets, bath tubs and tiles. In addition, a security system will be implemented. This will include the installation of approximately 200 DVR surveillance cameras. Additionally, \$300 per unit per year is budgeted to be set aside (\$73,800 per year) in a replacement reserve account to be used as needed and exclusively for additional capital improvements.

Part III, Question C

A deposit, in the amount of \$375,000, towards the purchase price has been paid to the seller.



10-26 Bedell St & 91-145 Terrace

THIS CHECK IS VOID WITHOUT A BLUE & GREEN BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW Citibank NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGEN CY one Thousand and 00/100****** 'DOLLARS NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGEN

11829

5/7/2009

\$1,000.00

Bedel Terrace-Application Fee

4P OFFICE, LLC

5/7/2009

Type Reference

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGEN 5/5/09

Original Amt. 1.000.00

5/7/2009 Balance Due Discount 1.000.00 Check Amount

Payment 1,000.00 1,000.00

11829

Cash

Bedel Terrace- Application Fee

1.000.00

11829

MP OFFICE, LLC

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGEN Reference Date Type 5/7/2009 Bill

5/5/09

Original Amt. 1,000.00

5/7/2009 Balance Due Discount 1,000.00 Check Amount

Payment 1,000.00 1,000.00

Courtney