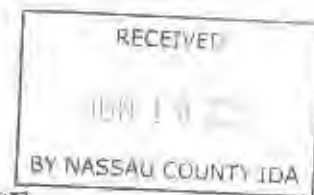


**NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY**

**APPLICATION FOR FINANCIAL ASSISTANCE**  
(Straight Lease)

**APPLICATION OF: Lynbrook Theater Group LLC and Regal Cinemas, Inc., a TN  
Corporation (Co-Applicants)**

NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



APPLICATION FOR FINANCIAL ASSISTANCE  
(Straight Lease)

APPLICATION OF: Lynbrook Theatre Group LLC and Regal Cinemas, Inc., a TN Corporation (Co-Applicants)

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) 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 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 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 Co-Applicants 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.



**Lynbrook Theatre Group, LLC**

**DATE:**

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**Regal Cinemas, Inc.**

**DATE:**

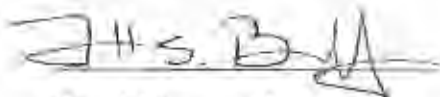
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**Lynbrook Theatre Group, I.L.C.**

**DATE:**



**Regal Cinemas, Inc.**

**DATE: 6-8-15**

**PART I. APPLICANT**

A. APPLICANT FOR FINANCIAL ASSISTANCE (If more than one applicant, copy application and complete for each applicant):

Name: Lynbrook Theatre Group, LLC and Regal Cinemas, Inc., a TN corporation

Address: 300 Robbins Lane, Syosset, NY 11791

Primary Contact: David Blumenfeld

Phone: (516) 624-1919 Fax: (516) 921-0053

E-Mail: [dblumenfeld@bdg.net](mailto:d Blumenfeld@bdg.net)

NY State Dept. of

Labor Reg #: \_\_\_\_\_ (LTG) Federal Employer ID #:

NAICS Code #: \_\_\_\_\_ (Regal) Federal Employer ID #:

B. BUSINESS TYPE (Check applicable status. Complete blanks as necessary): **Lynbrook Theatre Group, LLC**

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: \_\_\_\_\_

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

BUSINESS TYPE (Check applicable status. Complete blanks as necessary): Regal Cinemas, Inc., a wholly owned subsidiary of Regal Cinemas Corporation, a wholly owned subsidiary of Regal Entertainment Holdings, Inc., a wholly owned subsidiary of Regal Entertainment Group, a publicly traded company.

Sole Proprietorship \_\_\_ General Partnership \_\_\_ Limited Partnership \_\_\_

Limited Liability Company \_\_\_\_\_ Privately Held Corporation \_\_\_\_\_  
Publicly Held Corporation X Exchange listed on NYSE - BGC \_\_\_\_\_  
Not-for-Profit Corporation \_\_\_\_\_

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

State and Year of Incorporation/Organization: Tennessee, November 28, 1989

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

C. ANY ENTITY PROPOSED TO BE A USER OF THE PROJECT:

Name: Regal Cinemas, Inc., a TN corporation

Relationship to Applicant: Tenant

D. APPLICANT COUNSEL (subject to Agency approval):

Firm name: Berkman, Henoch, Peterson, Peddy & Fenchel, P.C.

Address: 100 Garden City Plaza  
Garden City, NY 11530

Primary Contact: Miriam Milgrom

Phone: (516) 222-6200 x259, Direct Dial (516) 780-0259

Fax: (516) 222-6209

E-Mail: m.milgrom@bhpp.com

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

**Lynbrook Theatre Group, LLC**

Name	Percentage owned
Edward Blumenfeld	
David Blumenfeld	
Brad Blumenfeld	

**Regal Cinemas, Inc.**

**Regal Cinemas, Inc., a wholly owned subsidiary of Regal Cinemas Corporation, a wholly owned subsidiary of Regal Entertainment Holdings, Inc., a wholly owned subsidiary of Regal Entertainment Group, a publicly traded company.**

- F. 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:

**Edward Blumenfeld, David Blumenfeld and Brad Blumenfeld own interest in various LLCs/single purpose real estate entities for the purposed of development such properties.**

6. 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  NO

**Edward Blumenfeld, David Blumenfeld and Brad Blumenfeld own interest in various LLCs/single purpose real estate entities for the purpose of development such properties**

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

**Blumenfeld Development Group, Ltd. (for Lynbrook Theatre, Group, LLC)**

8. Is the Applicant (including any parent company, subsidiary 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:

**Lynbrook Theatre Group, LLC** YES  NO   
**Regal Cinemas:** YES  NO

9. Has the Applicant (or any parent company, subsidiary 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? YES for Regal Cinemas, and details directly below

**Lynbrook Theatre Group, LLC** YES  NO   
**Regal Cinemas:** YES  NO

During 2000 and 2001, United Artists and a majority of its subsidiaries at that time (the "United Artists Bankrupt Entities") and Regal Cinemas, Inc. and its subsidiaries at that time (the "Regal Cinemas, Inc. Bankrupt Entities") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in certain United States Bankruptcy Courts, as well as joint plans of reorganization. The joint plans of reorganization, as amended, for the United Artists Bankrupt Entities were approved by the United States Bankruptcy Court for the District of Delaware. The joint plan of reorganization became effective on March 2, 2001 ("UA Effective Date") for the United Artists Bankrupt Entities (its bankruptcy proceedings terminated on December 29, 2005). The United States Bankruptcy Court for the Middle District of Tennessee approved the Regal Cinemas, Inc. Bankrupt Entities' joint plan of reorganization on December 7, 2001, and it became effective on January 29, 2002. Its bankruptcy proceeding terminated on 3/30/2009.



K. Has the Applicant (or any parent company, subsidiary or related entity or person) or any principal(s) of the Applicant or its related entities, ever been charged with or 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 charged or convicted of a felony or misdemeanor (other than minor traffic offenses)? YES for Regal Cinemas, details directly below.

<b>Lynbrook Theatre Group, LLC</b>	YES	NO <u>X</u>
<b>Regal Cinemas:</b>	YES <u>X</u>	NO <u>  </u>

Charges of misdemeanor, resulting in a settlement as described herein: In 2010, in connection with its operation of its theater at Sheepshead Bay in Brooklyn, Regal Entertainment Group d/b/a United Artists Sheepshead Bay Stadium 14 Regal Cinemas, was charged with violations of the New York State Environmental Conservation Law ("E.C.L.") §17-0701(1)(A), §17-0803, §17-0807(4), §17-0501, §17-0503(1) and §13-0345 as well as Navigation Law §33-C(2). These charges were made because of a break in a sewer line situated three blocks from the Sheepshead Bay Theatre. Violations of E.C.L. §17-0701(1)(A), §17-0803 and §17-0807(4) and Navigation Law §33-C(2) are each punishable as a Misdemeanor under E.C.L. §71-1933 and Navigation Law §33-C(1)(b), as applicable. Violations of E.C.L. §17-0501, §17-0503(1) and §13-0345 are punishable as civil penalties under E.C.L. §71-1929 and §71-0925(7), as applicable. None of these charges are felonies. Those charges were all settled in full settlement thereof. Regal pleaded guilty to a violation of E.C.L. 71-4001, being a General Criminal Penalty and a violation and not a crime. In connection with that settlement, Regal was released of any and all outstanding matters with the City and State, which included violations related to emergency repairs undertaken by the NYCDEP at this location in 2006 and 2008.

L. Has the Applicant (or any parent company, subsidiary 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 pending proceeding or investigation with respect to) a violation of federal, state or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution, taxation, or other operating practices? YES, and we refer you to the explanation described in paragraph K directly hereinabove.

<b>Lynbrook Theatre Group, LLC</b>	YES	NO <u>X</u>
<b>Regal Cinemas:</b>	YES <u>X</u>	NO <u>  </u>

M. Is the Applicant (or any parent company, subsidiary 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:

**Lynbrook Theatre Group, LLC** YES  NO   
**Regal Cinemas:** YES  NO

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:

Name	Title	Other Business Affiliations
<b>Edward Blumenfeld</b>	<b>Member</b>	<b>TBD</b>
<b>David Blumenfeld</b>	<b>Member</b>	<b>TBD</b>
<b>Brad Blumenfeld</b>	<b>Member</b>	<b>TBD</b>

Do any of the foregoing principals hold elected or appointive public positions? If YES, attach details:

**Lynbrook Theatre Group, LLC** YES  NO   
**Regal Cinemas** YES  NO

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?

**Lynbrook Theatre Group, LLC** YES  NO   
**Regal Cinemas** YES  NO

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

(i) **Regal Cinemas:** (a) Location: 321 Merrick Road, Lynbrook, NY

(ii) Number of Employees: Full-Time: 2 Part-Time: 32

(iii) Annual Payroll, excluding benefits: \$214,000

- (d) Type of operation (e.g. manufacturing, wholesale, distribution) and products or services: *theater*
- (e) Size of existing facility real property (i.e., acreage of land): 1.2 acre parcel
- (f) Buildings (number) and square footage of each: 52,100 sf
- (g) Applicant's interest in the facility:

FREE TITLE (i.e., own)

LEASE

OTHER (describe below)

Reference is made to terms of the purchase and sale agreement (pre-construction) between United Artists Theatres, Inc., United Artists Properties I Corp., and Lynbrook Theatre Group, LLC dated November 12, 2014, and the Lease between Lynbrook Theatre Group, LLC and Regal Cinemas, Inc.

- (h) If Applicant leases, state annual rent and lease expiration date:

7. If any of the facilities described above are located within the State of New York, is it expected that any of the described facilities will be closed or be subject to reduced activity? If YES, complete the attached Anti-Raiding Questionnaire (Schedule D).

YES

NO X

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

YES     

NO X

9. 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

10. 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.

YES     

NO X

- S. Attach a brief history of the Applicant and its business/operations.

*See Attached*

By signing this Application, the Applicant 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.

## PART II. PROPOSED PROJECT

A. Description of proposed Project (check all that apply):

- New Construction
- Addition to Existing Facility
- Renovation of Existing Facility
- Acquisition of Facility
- New machinery and equipment
- Other (specify) \_\_\_\_\_

B. 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.

*The proposed project is the redevelopment of an existing United Artists theater in the Village of Lynbrook. The existing theater is the only theater in the Village of Lynbrook, and it is nearly 100 years old and in poor condition. The existing facility is only approximately 23,000 square feet with 6 screens and 1605 seats. The proposed project would replace the existing facility with a brand new, larger state-of-the-art facility with 13 screens. This brand new theater will serve as the anchor for an Arts and Cultural district in the Village of Lynbrook. The new theater will feature the latest trend in the theater industry – 1660 luxury, recliner seats with enhanced concession service that will provide patrons with an entirely new theater experience.*

*The new theater will bring to the Village a new state-of-the art theater consisting of approximately 80, 000 square feet with 13 screens and approximately 1660 recliner seats. This new facility will include the latest technology and an array of amenities in the industry's newest format. The recliner seats offer patrons luxurious seating and uncompromised views. The new facility will also incorporate Regal's proprietary RPX Theater (Regal's proprietary format, which is a premier large screen format), a large-screen format with superior sound, vibrancy and clarity in high resolution, which will significantly enhance the entertainment experience.*

*Currently, the existing facility does not offer IMAX, RPX or any other technologically-enhanced system. Not only is the RPX Theater not available at the current location, but it is not available within the Village of Lynbrook or the Town of Hempstead. In fact, the only IMAX theater in the entire Town of Hempstead is located at the Cradle of Aviation, which does not offer first-run films. Its viewing offerings are limited to educational films relating to the museum's programming. In addition, the new theater will incorporate new state-of-the art technology that will allow both hearing and visually impaired guests the opportunity to experience films in their seat and without the need for special arrangements to view new release films.*

*The Village of Lynbrook believes that this unique experience will help revitalize downtown Lynbrook and will serve as an attraction that will benefit surrounding businesses. The new theater will anchor and draw visitors to the new Arts and Cultural District that the Village has created to facilitate the revitalization of its downtown area. Given the limited number of theaters along the south shore, this theater is anticipated to attract customers from beyond the Village and become a destination within the downtown area.*

- C. If the Applicant is unable to obtain financial assistance for the Project, what will be the impact on the Applicant and Nassau County? Would the Applicant proceed with the Project without Agency financial assistance? Describe.

*Given the current condition of the existing theater, Regal is prepared to terminate the operation of the theater. The theater no longer meets its current standards and the existing facility cannot be renovated to modernize the theater sufficiently. The construction costs of replacing the existing theater along with the ongoing operating expense of the new facility are a significant financial burden. If the Applicant cannot obtain the requested financial assistance, the proposed project is not economically viable. The Applicant will not proceed with the Project without financial assistance and will cease its current operations.*

- D. Location of Project (attach map showing the location):

Street Address: 321 Merrick Road

City/Village(s): Lynbrook

Town(s): Hempstead

School District(s): Lynbrook Union Free School District

Section: 37 Block: 316 Lot: 6, 7, 8, 18 and 56

Census Tract Number: 4118



If exact street address is not available, please provide a survey and the most precise description available.

I. Describe the present use of the Project site: *The site currently holds an audited movie theater with 6 screens and 1605 seats.*

F. (a) What are the current real estate taxes on the Project site? (If amount of current taxes is not available, provide assessed value for each):

Land: \$ \_\_\_\_\_ Building(s): \$ \_\_\_\_\_

*Total 2013 Taxes: \$143,400 (see tax bill summary)*

(b) Are tax certiorari proceedings currently pending with respect to the Project real property? If YES, attach details including copies of pleadings, decisions, etc.

YES X

NO   

G. Describe Project ownership structure (i.e., Applicant or other entity):

*Lynbrook Theatre Group, LLC*

H. To what purpose will the building or buildings to be acquired, constructed or renovated be used by the Applicant? (Include description of goods to be sold, products to be manufactured, assembled or processed and services to be rendered.)

*On November 12, 2014, Lynbrook Theatre Group, LLC, 30 West Pershing, LLC, an affiliate entity of EPR Properties (EPR), formerly Entertainment Properties Trust, entered in to a Post-Construction Purchase and Sale Agreement. Also, on the same date, Lynbrook Theatre Group, LLC, Regal Cinemas, Inc. and 30 West Pershing LLC entered into a lease agreement. [Copies of these agreements are attached in Schedule H.] Under the terms of those agreements, once the expansion and renovation is complete, Lynbrook Theatre Group, LLC will transfer its fee ownership interest in the Project to EPR. In addition, Lynbrook Theatre Group, LLC will assign its interest in the lease to EPR. It is contemplated that Regal Cinemas, Inc. will remain as tenant and will occupy the property for use as a state-of-the-art 80,000 square foot movie theater with 13 screens and approximately 1660 seats. The new theater will feature the latest trend in the theater industry – luxury, recliner seating with enhanced concession service and amenities that will provide patrons with an entirely new theater experience. In addition, the new state-of-the-art facility will include the RPX Theater experience. The new theater will serve nearby residents in the Village of Lynbrook as*

*well as residents of the Town of Hempstead and the surrounding areas who will be attracted to the new facility and the RPX Theater, which will be a unique feature.*

- I. If any space in the Project is to be leased to or occupied by third parties, or is currently leased to or occupied by third parties who will remain as tenants, provide the names and contact information for each such tenant, indicate total square footage of the Project to be leased to each tenant, and describe proposed use by each tenant:

*The Project will be leased to the Regal Cinemas, Inc. for use as a state-of-the-art movie theater, which will anchor the Village's downtown Arts and Cultural district and serve residents and attract visitors to the downtown area. The theater will also attract people to the downtown recreation, shopping and dining establishments.*

*The approximate square footage of the new theater is 80,000 square feet.*

- J. Provide, to the extent available, the information requested, in Part I, Questions A, B, F and O, with respect to any party described in the preceding response:

- K. List principal items or categories of equipment to be acquired as part of the Project:

*Theater furniture, fixtures and equipment including seats, screens, digital projection systems, sound systems, concession stand equipment, office equipment, box office equipment*

- L. Will Project meet zoning/land use requirements at proposed location?

YES X

NO \_\_\_\_\_

1. Describe present zoning/land use: *On April 20, 2015, the Board of Trustees of the Incorporated Village of Lynbrook amended its zoning code to create an Arts and Cultural Overlay District ("Overlay District") that will allow for a theater use on this site. On the same date, the Board of Trustees of the Incorporated Village of Lynbrook (i) included the site into the newly formed Overlay District, and (ii) conceptually approved the site plan. The Village's building department is currently reviewing the site plan application submitted.*

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.



M 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

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

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

*Related Entities to Regal Cinemas, Inc.:*

*Tax Lots 6, 8, 18 and 56 – United Artists Theatres, Inc., merged with and into United Artists Property I Corp. on October 14, 1988.*

*Tax Lot 7 – United Artists Properties I Corp.*

If YES, indicate:

- a) Date of purchase: \_\_\_\_\_
- b) Purchase price: \$ \_\_\_\_\_
- c) Balance of existing mortgage, if any: \$ \_\_\_\_\_
- d) \_\_\_\_\_
- e) Special conditions: \_\_\_\_\_

If NO, indicate name of present owner of Project site: \_\_\_\_\_

O 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  NO \_\_\_\_\_

If YES, attach copy of contract or option and indicate: **Pre-Construction Purchase and Sale Agreement**

- a) Date signed: 11/12/14
- b) Purchase price: \$1,212,000
- c) Closing date: To be determined

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

- P Will consumers 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 F):

Retail Sales: YES X NO \_\_\_

Services: YES \_\_\_ NO \_\_\_

- Q 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):

*The existing 23,000 sf movie theater is located in the heart of downtown Lynbrook, at the Village's "Five Corners," and had historically been a regional destination. The activity, vibrancy and diversity of Village's downtown has declined significantly over the past several years as other shopping, dining and entertainment options have pulled residents to other areas and reduced the Village's desirability to potential visitors. Recently, the Village proposed to create an Arts and Cultural District to revitalize its downtown. The theater is considered the anchor for the downtown and a critical asset in the new district. However, the age, size and current condition of the existing theater prevents it from maintaining and attracting patrons and serving as a destination in the downtown district. Without a new facility, Regal will be the next establishment to leave the downtown. The new theater will provide a new, state of the art facility with such features as Regal's proprietary RPX theater experience as well as a Sony Entertainment Access System to allow hearing and visually impaired guests to enjoy movies without restrictions or the need to make special viewing arrangements. It may also include Sony 3K digital projection, state-of-the-art sound system, and many other luxury amenities not currently available in the Village of Lynbrook. Without the modernized theater, residents and visitors will be forced to seek entertainment, and likely dining options, in adjacent towns. This loss of foot traffic in the heart of the Village will significantly undermine the Village's efforts to revitalize its downtown and will reduce sales tax revenue.*

- R Identify the following Project parties (if applicable):

Architect: JKB Partners LLC

Engineer: Robinson, Muller & Schiavone Engineers, P.C.

Contractor: BRC Construction Corp.

8. 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

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

YES

NO

10. 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

*The existing theater is the only movie theater in the Village of Lynbrook. The existing facility is 23,000 square feet and 1,605 seats with no modern features, equipment or services. Given the age and physical constraints of the existing facility, a renovation will not be adequate to meet Regal's current standards. The new theater will provide a new, state of the art facility with such features as Regal's proprietary RPX theater experience as well as a Sony Entertainment Access System to allow hearing and visually impaired guests to enjoy movies without restrictions or the need to make special viewing arrangements. Regal's proprietary RPX format is a large screen format that allows viewers to experience film the way filmmakers intended with a full-spectrum of sound. The RPX theater, with its custom-built interior and premium environment, features a giant immersive screen illuminated by high-quality digital projectors and state-of-the art sound system that combine to provide an unbelievable movie experience not found in the Village of Lynbrook nor the Town of Hempstead.*

**PART III. PROJECT COSTS**

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

	Item	Cost
1.	Land Acquisition	\$ 1,212,000 _____
2.	Building Acquisition	\$ _____
3.	Construction or Renovation	\$ 21,151,710 _____
4.	Site Work	\$ _____
5.	Infrastructure Work	\$ _____
6.	Engineering Fees	\$ _____
7.	Architectural Fees	\$ 69,468 _____
8.	Applicant's Legal Fees	\$ 208,404 _____
9.	Financial Fees (incl. lender legal fees)	\$ 411,370 _____
10.	Other Professional Fees	\$ _____
11.	Furniture, Equipment & Machinery	\$ 4,862,000 _____
12.	Other Soft Costs (describe)	\$ 3,757,658 _____
13.	Other (describe) – Off-Site Improvements;	\$ 568,924 _____
	Total	\$ 32,241,534 _____

B. Source of Funds for Project Costs:

- a. EPR Financing:\*\*
- b. Equity
- c. TOTAL \$32,241,534

\*\* As described in Part II(G), 30 Pershing LLC, an affiliated entity of EPR, will ultimately hold fee title in the Property upon completion of construction, per the Post-Construction Purchase and Sale Agreement dated November 12, 2014.

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. Has the Applicant made any arrangement for the provision of third party financing? 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 **X** \_\_\_\_\_

D. Construction Cost Breakdown:

Total Cost of Construction:	\$36,013,710		
Care and Shell:	\$21,151,710		
Cost for materials:	\$7,651,876		
% Sourced in County:	40%		
% Sourced in State:	64%	% (incl. County)	
Cost for labor:	\$11,515,604		
% Sourced in County:	37%		
% Sourced in State:	91%	% (incl. County)	
Cost for "other":	\$1,984,230		
% Sourced in County:	33%		
% Sourced in State:	86%	% (incl. County)	

NOTE: The cost of the tenant improvements is included in the total cost of construction. However, the above percentages do not include the costs listed in Item II of Part III, A - \$4,862,000. These costs associated with the FFE for the project may result in additional opportunities for local participation.

**PART IV. COST/BENEFIT ANALYSIS**

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

	Present	First Year	Second Year	Third Year
Full-time:	\$101,000	\$252,000	\$259,560	\$267,347
Part-time:	\$92,000	\$250,000	\$257,500	\$265,225
Season:				
Total Annual:	\$193,000	\$502,000	\$517,060	\$532,572

Payroll:

What are the average wages of employees (excluding benefits) presently employed by the Applicant in Nassau County? \$ \_\_\_\_\_

**Full-time: \$50,815.45**

**Part-time: \$2,864.37**

What is the average annual value of employee benefits paid per job, if any, for the employees presently employed by the Applicant in Nassau County? \$400

What are the estimated average wages of the jobs (excluding benefits) to be created by the Applicant upon completion of the Project?

**Full-time: \$48,333**

**Part-time: \$5,217**

What is the estimated average annual value of employee benefits per job, if any, for jobs to be created upon completion of the Project? \$390 *(NOTE: With the increase in the number of employees, the average cost has decreased. However, the total spend on benefits per job will increase to approximately \$6,200 for full-time employees.)*

Estimate the percentage of jobs to be created by the Applicant upon completion of the Project that will be filled by County residents: 98%

Please note that 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 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

*Number of transfers: It is anticipated that only the general manager position will be posted internally to allow for an internal transfer. All other positions are new-hire opportunities.*

- (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: 70

- C. What, if any, is the anticipated increase in the dollar amount of production, sales or services rendered as a result of the Project?

\$6,594,000 (from approx. \$2,045,000 to \$8,639,000)

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

**23.5% of the increase listed above is subject to NYS sales and use tax.**

Describe any other municipal revenues that will result from the Project (excluding the above and any PILOT payments): **Building Department Fees; Parking Revenue**

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>\$266,000</u>	73%	84%
Year 2	<u>\$266,000</u>	73%	84%
Year 3	<u>\$266,000</u>	73%	84%

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:

F. Costs to the County and affected municipalities:

Estimated Value of Sales Tax Exemption: \$ 567,000 \_\_\_\_\_

Estimated Value of Mortgage Tax Exemption: \$284,104 \_\_\_\_\_

Estimated Property Tax Exemption: \$ TBD \_\_\_\_\_

Existing Property Tax paid on the Land and/or Building: (please provide current tax bills) \$143,000

Estimated new Real Property Tax Revenue if the Project did not receive Real Property Tax exemption: \$ TBD \_\_\_\_\_

Estimated new Real Property Tax Revenue if the Project does receive Real Property Tax exemption: \$ TBD \_\_\_\_\_

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

**Building permit fees, Nassau County fees**



**PART V. PROJECT CONSTRUCTION SCHEDULE**

A. Has construction work on the Project begun? If YES, indicate the percentage of completion:

- |    |                               |                              |                                        |                  |
|----|-------------------------------|------------------------------|----------------------------------------|------------------|
| 1. | (a) Site clearing             | YES                          | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (b) Environmental Remediation | YES                          | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (c) Foundation                | YES <input type="checkbox"/> | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (d) Footings                  | YES <input type="checkbox"/> | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (e) Steel                     | YES <input type="checkbox"/> | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (f) Masonry                   | YES <input type="checkbox"/> | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (g) Interior                  | YES <input type="checkbox"/> | NO <input checked="" type="checkbox"/> | _____ % complete |
|    | (h) Other (describe below):   | YES <input type="checkbox"/> | NO <input checked="" type="checkbox"/> | _____ % complete |

2. If NO to all of the above categories, what is the proposed date of commencement of construction, renovation or acquisition of the Project? **July 2015**

B. Provide an estimate of time schedule to complete the Project and when the first use of the Project is expected to occur (attach additional sheet if necessary):

***Construction is anticipated to be complete within 18 months of commencement.***

**PART VI ENVIRONMENTAL IMPACT**

A. What is the expected environmental impact of the Project? (Complete the attached Environmental Assessment Form (Schedule G)). *The Village of Lynbrook is the lead agency in the environmental review. No significant environmental impacts are anticipated.*

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  

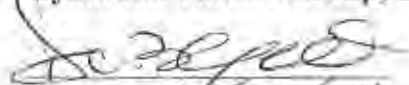
C. Please be advised that the Agency may require at the sole cost and expense of the Applicant the preparation and delivery to the Agency of an environmental report in form and scope satisfactory to the Agency, depending on the responses set forth in the Environmental Assessment Form. If an environmental report has been or is being prepared in connection with the Project, please provide a copy.

*See Schedule G for Part I, Long-form EAF*


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.

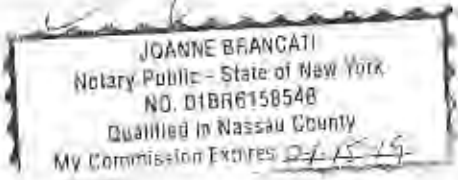
THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of  
Co-Applicant: **Lynbrook Theatre Group, LLC**

Signature:   
Name: Paul Blumenthal  
Title: Vice President of General Manager

Sworn to before me this  
21 day of Aug, 2018

  
Notary Public



Name of  
Co-Applicant: **Regal Cinemas Inc.**

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Sworn to before me this  
\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

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

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 the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of  
Co-Applicant: **Lynbrook Theatre Group, LLC.**

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Sworn to before me this  
\_\_\_\_ day of \_\_\_\_\_, 20\_\_

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

Name of  
Co-Applicant: **Regal Cinemas Inc.**

Signature: *Todd S. Baruff*  
Name: TODD S. BARUFF  
Title: SVP

Sworn to before me this  
8<sup>th</sup> day of June, 2015

*And Boone*  
Notary Public



**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 of 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 retain 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 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 lenders, title companies and their respective attorneys must be satisfactory to and approved in writing by the Agency.

Understood and Agreed to: **Lynbrook Theatre Group, LLC and Regal Cinemas, Inc.**

## CERTIFICATION AND AGREEMENT WITH RESPECT TO FEES AND COSTS

The undersigned declares 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 required 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, transaction 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 is unable to secure 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, transaction 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 "straight lease" transaction, 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) 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) 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) Refinancings - The Agency fee shall be determined on a case-by-case basis.
- (G) Assumptions - The Agency fee shall be determined on a case-by-case basis.
- (H) Modifications - The Agency fee shall be determined on a case-by-case basis.

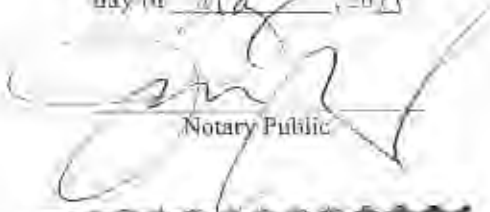
Transaction counsel fees and expenses are payable at closing and are based on the work performed in connection with the Project.

Upon the termination 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, transaction counsel, and all applicable recording, filing or other related fees, taxes and charges.

**Lyubovok Theatre Group, LLC (Co-Applicant)**

  
Name David Blumenthal  
Title: Vice President of Board Manager

Sworn to before me this 21  
day of May, 2015

  
Notary Public

JOANNE BRANCATI  
Notary Public - State of New York  
NO. 018R6158548  
Qualified in Nassau County  
\*\* Commission Expires 04/15/15

**Regal Cinemas, Inc. (Co-Applicant)**

Name \_\_\_\_\_  
Title \_\_\_\_\_

Sworn to before me this  
day of \_\_\_\_\_, 20

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



Upon the termination 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, transaction counsel, and all applicable recording, filing or other related fees, taxes and charges.

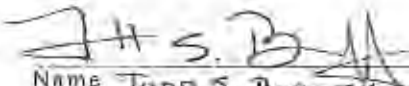
**Lynbrook Theatre Group, LLC. (Co-Applicant)**

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

Sworn to before me this \_\_\_\_\_  
day of \_\_\_\_\_, 20\_\_

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

**Regal Cinemas, Inc. (Co-Applicant)**

  
Name: TODD S. BORUFF  
Title: SVP

Sworn to before me this 8<sup>th</sup>  
day of June, 2015

  
Notary Public



TABLE DE SCHEDULES

Schedule Title Complete as Indicated Below

A Intentionally omitted

B New York State Financial  
Employment Requirements for  
    (i) Industrial Development  
    (ii) Agencies All applicants

C Guidelines for Access to  
Employment Opportunities All applicants

D Anti-Raiding Questionnaire  
Question Q.2 of Application If Applicant checked "YES" in Part I.

E Retail Questionnaire  
Question P of Application (See Page 14) If Applicant checked "YES" in Part II.

F Applicant's Financial  
Attachments, consisting of: All applicants

1. Applicant's audited 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.
5. Dun & Bradstreet report.

G Environmental Assessment Form All applicants

H Other Attachments As required

Intentionally omitted

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

It should be noted that Regal Cinemas, Inc., as Co-Applicant and operator of the Project (new theater), will be responsible for any and all ongoing financial and employment reporting.

- 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:

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 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 Co-Applicant: Regal Cinemas, Inc.

Signature:

Name:

  
Todd S. Boruff

GUIDELINES FOR ACCESS TO EMPLOYMENT OPPORTUNITIES

INITIAL EMPLOYMENT PLAN

It should be noted that Regal Cinemas, Inc., as Co-Applicant and operator of the Project (new theater), will be responsible for implementing the initial employment plan.

Prior to the granting of financial assistance, the Applicant shall complete the following employment plan:

Applicant Name: Regal Cinemas, Inc.

Address: 7132 Regal Lane, Knoxville, TN 37918

Type of Business: Real Estate

Contact Person: Joseph Marlowe, Human Resources

Tel. No.: (865) 925-9474

Please complete the following table describing the Applicant's projected employment plan following receipt of financial assistance:

Current and Planned Occupations (provide NAICS Code for each)	Current Number Full Time Equivalent Jobs Per Occupation		Estimated Number of Full Time Equivalent Jobs in the County After Completion of the Project:		
	County	State	1 year	2 years	3 years
512131	7	7	42	43*	44 <sup>(1)</sup>

<sup>(1)</sup> It should be noted that the FTE estimates include potential seasonal hiring opportunities. After the initial hiring, staffing of the theater is anticipated to be fairly consistent.

Please indicate the number of temporary construction jobs anticipated to be created in connection with the acquisition, construction and/or renovation of the Project: *approximately 70 construction related jobs*

Please indicate the estimated hiring dates for the new jobs shown above and any special recruitment or training that will be required: *The construction jobs referenced above will be created over the course of the construction schedule, which is anticipated to be an 18 month construction schedule. During the first year of operation, the new theater is anticipated to create 42 new full-time equivalent jobs. It is anticipated that the new theater will open December 2016. [NOTE: Since the existing theater will be closed and demolished, the new theater would represent new hire opportunities.]*

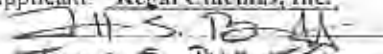
Are the Applicant's employees currently covered by a collective bargaining agreement? **NO**

IF YES, Union Name and Local: \_\_\_\_\_

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 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 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) (first page only). 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 Co-Applicant: Regal Cinemas, Inc.  
Signature:   
Name: Todd S. Buruff  
Title: SVP  
Date: 6-8-15

**ANTI-RAIDING QUESTIONNAIRE**

(To be completed by Applicant if Applicant checked "YES" in Part I, Question Q.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 the answer to Question A is YES, please provide the following information:

Address of the to-be-removed plant or facility: \_\_\_\_\_  
\_\_\_\_\_

Names of all current occupants 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 occupant 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?

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 occupant of the Project, in its industry?  
YES \_\_\_\_\_ NO \_\_\_\_\_

E. Is the Project reasonably necessary to discourage the Applicant, or a proposed occupant of the Project, from removing such plant or facility to a location outside of the State of New York?  
YES \_\_\_\_\_ NO \_\_\_\_\_

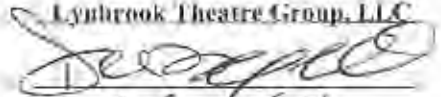
IF THE ANSWER TO EITHER QUESTION D OR E IS "YES", PLEASE PROVIDE DETAILS IN A SEPARATE ATTACHMENT.

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

Name of Co-Applicant:

Lynbrook Theatre Group, LLC

Signature:



Name:

David Stanforida

Title:

Vice President of General Manager

Date:

May 21 2015

Name of Co-Applicant:

Regal Cinemas, Inc.

Signature:

\_\_\_\_\_

Name:

\_\_\_\_\_

Title:

\_\_\_\_\_

Date:

\_\_\_\_\_



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 occupant of the Project, in its industry?

YES

NO

E. Is the Project reasonably necessary to discourage the Applicant, or a proposed occupant 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 Co-Applicant:

Lynbrook Theatre Group, LLC

Signature:

Name:

Title:

Date:

Name of Co-Applicant:

Regal Cinemas, Inc.

Signature:

Name:

Title:

Date:

J.H.S. BURKE  
J.H.S. BURKE  
SVP  
6-8-15

**RETAIL QUESTIONNAIRE**

(To be completed by Applicant if Applicant checked either "YES" in Part II, Question E of the Application for Financial Assistance). **It should be noted that Regal Cinemas, Inc., as Co-Applicant and operator of the Project (new theater) is the appropriate applicant to address the following questions.**

- A. Will any portion of the Project (including that portion of the cost to be financed from equity or other sources) 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(a) 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 other sources) 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?

100%

- 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 operated by a not-for-profit corporation?

YES

NO 

2. Is the Project likely to attract a significant number of visitors from outside the economic development region (i.e., Long Island) in which the Project is or will be located? (\*)

YES NO 

(\*) The Theatre with recliners will draw from 15-20 miles away.

3. Would the Project occupants, but for the contemplated financial assistance from the Agency locate the related jobs outside the State of New York?

YES NO

Is the predominant purpose of the Project to make available goods or services which would not be 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 (Please see the following page)*

*The new theater will bring to the village a new state-of-the art theater consisting of approximately 80,000 square feet with 13 screens and approximately 1660 recliner seats. This new facility will include the latest technology and an array of amenities in the industry's newest format. The recliner seats offer patrons luxurious seating and uncompromised views that hamper the viewing experience in traditional theater formats. The new facility will also incorporate Regal's proprietary RPX Theater (Regal's proprietary format, which is a premier large screen format), a large-screen format with superior sound, vibrancy and clarity in high resolution, and will significantly enhance the entertainment experience.*

*This new theater will offer an entertainment option that is not currently available within the Village of Lynbrook or the Town of Hempstead. Currently, the existing facility does not offer the a IMAX, RPX or any other technologically-enhanced system. In fact, the only IMAX theater in the entire Town of Hempstead is located at the Cradle of Aviation, which does not offer first-run films. Its viewing offerings are limited to educational films relating to the museum's programming. In addition, the new theater will incorporate new state-of-the art technology that will allow both hearing and visually impaired guests the opportunity to experience films in their seat and without the need for special arrangements to view new release films.*

*The activity, vitality and diversity of Village's downtown has declined significantly over the past several years as other shopping, dining and entertainment options have pulled residents away from the downtown. The existing 23,000 square foot movie theater is located in the heart of downtown Lynbrook, at the Village's "Five Corners," and had historically been a regional destination. Recently, the Village proposed to create an Arts and Cultural District to revitalize its downtown. The theater is considered the anchor for the downtown and a critical asset in the new district. However, the age and current condition prevents it from maintaining and attracting patrons and serving as a destination in the downtown district. Without a new facility, Regal will be the next establishment to leave the downtown. Given the current condition of the existing theater, Regal is prepared to terminate the operation of the theater. The theater no longer meets its current standards and the existing facility cannot be renovated to modernize the theater sufficiently. The construction costs of replacing the existing theater along with the ongoing operating expense of the new facility are a significant financial burden. Without the modernized theater, residents and visitors will be forced to seek entertainment, and likely dining options, in adjacent towns. This loss of foot traffic in the heart of the Village will significantly undermine the Village's efforts to revitalize its downtown and will reduce sales tax revenue.*

*The new theater will provide a new, state of the art facility with modern features, such as Regal's proprietary RPX theater experience as well as a Sony Entertainment Access System, which will make the new facility an attraction within the downtown and restore the vital entertainment anchor and a catalyst for a revitalized downtown. The new theater complements, enhances and reinforces the linkages among the isolated cultural uses within a formal Arts and Cultural district. Building a new facility will allow the theater to remain the heart of downtown.*

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 (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 X

If the answer to any of the subdivisions 1 through 5 of Question C is YES, attach details.

D) If the answer to any of the subdivisions 1 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 X (proposed project will create 50 new FTE jobs) NO \_\_\_

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

Retail Sales: 100 %

Services: \_\_\_ %

F) State percentage of Project premises utilized for same:

Retail Sales: 100 %

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 Co-Applicant: Regal Cinemas, Inc.

Signature: Todd S. Boruff

Name: TODD S. BORUFF

Title: SVP

Date: 6-8-15

**APPLICANT'S FINANCIAL ATTACHMENTS**  
**Lynbrook Theater Group, LLC Financial**  
**Statements**

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**BDG Lynbrook**  
Statement of Assets and Liabilities  
Income Tax Basis  
February, 2015

1000	<b>Assets</b>
18060	Pre-Development - General
19999	Total Assets
2000	<b>Liabilities and Capital</b>
23120	Loan Payable - BDG
29999	Total Liabilities and Capital