

**NEW YORK JOB DEVELOPMENT AUTHORITY**

at the offices of the  
New York State Urban Development Corporation  
d/b/a Empire State Development  
633 Third Avenue  
New York, New York 10017

Meeting of the Directors

Friday

December 18, 2015 – 3:30 p.m.

**AGENDA**

**I. CORPORATE ACTION**

- A. Approval of the Minutes of the September 28, 2015 and November 16, 2015 Members' Meetings

**II. FOR CONSIDERATION**

**DISCRETIONARY PROJECT**

- A. Hudson (Capital District – Columbia County) – JDA Loan for the Benefit of Ginsberg's Institutional Foods, Inc. – Authorization to Make a Loan with New York Job Development Authority Proceeds and Take Related Actions

**III. FOR INFORMATION**

- A. New York Job Development Authority Portfolio Profile
- B. Latham (Capital Region – Albany County) – JDA Loan for the Benefit of Upstate Veterinary Specialties, PLLC

**DRAFT – SUBJECT TO REVIEW AND REVISION**

**NEW YORK JOB DEVELOPMENT AUTHORITY**

Meeting of the Members  
Empire State Development  
633 Third Avenue  
New York, New York 10017

and

New York State Department of Labor  
State Campus  
Building 12, Room 500  
Albany, New York 12240

September 28, 2015

MINUTES

**Members Present:**

Howard A. Zemsky, Commissioner of DED – Chairman  
Adam Barsky  
Emily Youssouf  
Daniel Burstein, Designee - NYS Department of Financial  
Services  
Scott H. Wyner, Designee - Commissioner - NYS  
Department of Agriculture and Markets  
Mario Musolino, Designee - NYS Department of Labor

**Present for JDA:**

Robert Godley, Treasurer  
Kathleen Mize, Controller  
Debbie Royce, Acting Secretary

**Present for ESD:**

Maria Cassidy, Deputy General Counsel  
Benson Martin, Director of Compliance  
Mehul Patel, Chief of Staff  
Antovk Pidedjian, Senior Counsel (via telephone)

**Also Present:**

The Press  
The Public

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The meeting was called to order at 1:00 p.m. by Chairman Zemsky. It was noted for the record that notice to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

Chairman Zemsky then set forth the guidelines regarding comments by the public on matters on the Agenda, as well as with regard to any conflicts of interest the Members may have regarding any of the items on the Agenda. It was noted that no such conflicts exist.

Next, the Chairman asked Mr. Pidedjian to present the first item.

Mr. Pidedjian asked that the Members approve the appointment of Howard Zemsky as the President and Chief Executive Officer of JDA in accordance with the Authority's by-laws.

Mr. Pidedjian further asked that the Members appoint the title of ESD President and CEO as Ex-Officio President and CEO of JDA.

Following the full presentation, the Chairman called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

**NEW YORK JOB DEVELOPMENT AUTHORITY -- Officer of the Authority – Appointment of Officer – President and Chief Executive Officer; and Appointment of the Title of ESD President and Chief Executive Officer as the Authority's Ex-officio President and Chief**

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Executive Officer

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RESOLVED, that the following individual be, and hereby is appointed to the offices which appear opposite his name, effective September 28, 2015, until his resignation or removal:

<u>NAME</u>	<u>OFFICE</u>
Howard A. Zemsky	President and Chief Executive Officer

and be it further

RESOLVED, that in accordance with and for all the purposes of the New York Job Development Authority Act and the By-Laws, including but not limited to the indemnification provisions thereof, the above-referenced individual is an “officer” of the Authority;

and be it further

RESOLVED, that the title of ESD President and Chief Executive Officer is hereafter appointed as the Authority’s ex-officio President and Chief Executive Officer.

\* \* \*

The Chairman then asked Mr. Beyer to present the remaining items on the Agenda.

First, Mr. Beyer explained that New York has been asked to facilitate the financing and refinancing of two major airport facilities.

Mr. Beyer continued and explained that at the August 18, 2015 JDA meeting, the Members authorized the formation of up to two Local Development Corporations with the primary purpose of issuing tax exempt bonds to finance eligible projects in connection with, among other potential projects, JFK Airport’s Terminal 1 and LaGuardia Airport’s Central Terminal.

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Mr. Beyer added that once formed, it is expected that the initial LDC will be named the New York Transportation Development Corporation.

Mr. Beyer went on to provide information with regard to the membership structure of the LDC.

Mr. Beyer then asked the Members to approve the election of Kathleen Mize and Mehul Patel as Directors by JDA in its capacity as the Class B Member.

Following the full presentation, the Chairman called for questions or comments. Member Burstein asked if Mr. Patel's election as a Director will extend beyond his time at ESD and Mr. Patel stated that he will stay on as a Director of LDC past his tenure at ESD.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

**NEW YORK JOB DEVELOPMENT AUTHORITY – Directors of New York Transportation Development Corporation - Election of Two Directors by the Authority**

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WHEREAS, the New York Job Development Authority (the "Authority") is the Class B member of the to be formed local development corporation (the "Corporation") created with the primary purpose of issuing tax-exempt bonds to finance or refinance eligible projects in connection with, among other potential eligible projects, JFK Airport's Terminal 1 and LaGuardia Airport's Central Terminal; and

WHEREAS the Class B member may elect up to three members of the Corporation's Board of

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Directors (each a “Director”); now therefore be it

RESOLVED, that Mehul Patel and Kathleen Mize be and are elected by the Class B Member to serve as Directors of the Corporation Kathleen Mize for a term expiring at the annual meeting of the members to be held in 2016 and Mehul Patel for a term expiring at the annual meeting of the members to be held in 2017, or until he or she resigns or is removed.

\* \* \*

Next, Mr. Beyer noted that he would be consolidating the next two items as they are basically parallel.

Mr. Beyer explained that at the August 18, 2015 JDA Members’ meeting, the Members authorized staff to enter into retainer agreements with two law firms for the JFK Terminal bond refunding. He added that the two firms are Winston & Strawn LLP and the Hardwick firm and that they will provide legal services in connection with the bonds proposed to be issued by the yet to be formed Local Development Corporation.

Mr. Beyer continued and explained that at the time of the prior authorization by the Authority, the Members were asked to approve the retainers that would be funded in their entirety by the Terminal 1 Group Association of the borrower of the bonds in the JFK transaction through the mechanism of an imprest account.

Mr. Beyer explained that the imprest account would fund the amounts necessary to take on other cost additions with cash from the development.

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Mr. Beyer further explained that because there is such a short time frame between entering the retainer agreement and the issuance of the bonds, the borrower is requesting and staff recommends that in lieu of the imprest account, the agreements among the parties be structured to provide for the costs to be paid by the borrower at closing. The borrower, he noted, can elect to use proceeds from the bond issuance.

Mr. Beyer further noted that this obligation to pay will be reflected in the terms of a pre-financing agreement with the Authority and after its formation, the Local Development Corporation.

Mr. Beyer further noted that in addition, both firms would agree in their retainer agreements to look to the Authority only for payment to the extent it actually receives the proceeds or funds from the borrower or the beneficiary of the funds.

Mr. Beyer closed his presentation by stating that staff believes this structure protects the Corporation and permits the proceeding of the bonds appropriately and that the prior authorization, therefore, be amended to eliminate the requirement of the imprest account.

Following the full presentation, the Chairman called for questions or comments. Member Youssouf noted that she believe this to be a great change and much more appropriate for this transaction.

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There being no further questions or comments, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

**NEW YORK JOB DEVELOPMENT AUTHORITY – Retainer Agreement with Winston & Strawn in Connection with Refunding Bonds Related to John F. Kennedy Airport – Terminal One – Amendment of Authorization Granted at August 18, 2015 Meeting and Authorization to Take Related Actions**

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Authority (the “Materials”), the Authority hereby amends, as set forth in the Materials, the authorization, granted at the meeting of the Members held August 18, 2015, to enter into a contract with the law firm of Winston & Strawn LLP and hereby affirms that authorization as so amended; and be it further

RESOLVED, that the President and his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Authority to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing; and be it further

RESOLVED, that any actions previously taken by the Authority or Counsel consistent with this authorization, as amended, are hereby ratified and affirmed.

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**NEW YORK JOB DEVELOPMENT AUTHORITY – Retainer Agreement with the Hardwick Law Firm, LLC in Connection with Refunding Bonds Related to John F. Kennedy Airport – Terminal One – Amendment of Authorization Granted at August 18, 2015 Meeting and Authorization to Take Related Actions**

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Authority (the “Materials”), the Authority hereby amends, as set forth in the Materials, the authorization, granted at the meeting of the Members held August 18, 2015, to enter into a contract with the Hardwick Law Firm and hereby affirms that authorization as so amended; and be it further

RESOLVED, that the President and his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Authority to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing; and be it further

**DRAFT – SUBJECT TO REVIEW AND REVISION**

RESOLVED, that any actions previously taken by the Authority or Counsel consistent with this authorization, as amended, are hereby ratified and affirmed.

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There being no further business, the meeting was adjourned at 1:30 p.m.

Respectfully submitted,

Debbie Royce  
Acting Secretary



**DRAFT – SUBJECT TO REVIEW AND REVISION**

**NEW YORK JOB DEVELOPMENT AUTHORITY**

Meeting of the Members  
Empire State Development  
633 Third Avenue  
New York, New York 10017

and

New York State Department of Labor  
State Campus  
Building 12, Room 500  
Albany, New York 12240

November 16, 2015

MINUTES

**Members Present:**

Howard A. Zemsky, Commissioner of DED – Chairman  
Adam Barsky  
Emily Youssouf  
Daniel Burstein, Designee - NYS Department of Financial  
Services  
Steve McGrattan, Designee – NYS Department of  
Agriculture and Markets  
Mario Musolino, Designee - NYS Department of Labor

**Present for JDA:**

Elizabeth Fine – General Counsel  
Robert Godley, Treasurer  
Kathleen Mize, Controller  
Debbie Royce, Acting Secretary

**Present for ESD:**

John Bozek, Senior Financial Analyst – Real Estate and  
Project Finance  
Benson Martin, Director of Compliance  
Antovk Pidedjian, Senior Counsel (via telephone)  
Ray Salaberrios, Senior Director – Economic Revitalization



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Member Youssouf noted that she believed that at an earlier discussion on Toski, that Toski was not the lowest bidder. Ms. Mize explained that they were not the lowest bidder overall if ESD and all its subsidiaries were included. Ms. Mize stated that she extracted JDA's cost out of the overall proposal and Toski was the lowest bidder for JDA by itself.

Member Barsky asked if the same partner will be on the entire engagement or if they instead have a rotating partner policy and Ms. Mize stated that a rotating partner policy is utilized.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

**NEW YORK JOB DEVELOPMENT AUTHORITY – Authorization to Enter into a Contract with Toski & Cp., P.C. (now known as EFPR Group, LLP) as Independent Accountants for Audit and Related Services and Take Related Actions**

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BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Authority, the Authority hereby finds Toski & Co., P.C. (now known as EFPR Group, LLP) to be responsible; and be it further

RESOLVED, that the Authority is hereby authorized to enter into a contract with Toski & Co., P.C. (now known as EFPR Group, LLP) in an amount not to exceed One Hundred Seventy Thousand and Five Hundred Dollars (\$170,500), including a ten percent contingency for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and the Authority or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

\* \* \*

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Next, the Members were asked by Mr. Salaberrios to increase the previously approved amounts of real estate and machinery and equipment loans from JDA to Empire Farmstead Brewery.

Mr. Salaberrios explained that the Members approved a \$2.1 million real estate loan and a \$1.3 million machinery and equipment loan to the Company in October of 2014.

Mr. Salaberrios went on to note that the project broke ground in the first half of 2015. He added that the owner came back to JDA recently to request authorization for an additional \$450,000 in JDA funds which would be 60 percent of an additional \$750,000 needed to complete the project.

Mr. Salaberrios explained that these funds are needed to cover additional construction work which includes a full sprinkler system to comply with the local Fire Code.

Following the full presentation, the Acting Chair called for questions or comments. Member Youssouf asked if any ongoing costs relating to tank maintenance issues were anticipated and Mr. Salaberrios stated that additional expenses were not anticipated.

There being no further questions or comments, upon motion duly made and seconded, the following resolution was unanimously adopted:

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Central New York (Cazenovia - Madison County) – Empire Farmstead Brewery, Inc. –  
New York Job Development Authority Special Purpose Fund Direct Loan Project – Real  
Estate Loan and Machinery and Equipment Loan -- Authorization to Make Loans and to  
Take Related Action

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RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, and each of them hereby is, authorized to make a Special Purpose Fund Machinery & Equipment Loan and a Special Purpose Fund Construction Loan to Statewide Local Development Corporation for the benefit of Empire Farmstead Brewery, Inc. for an amount not to exceed \$2,439,000 or 60% of the total construction project cost, whichever is less, and \$1,605,300 for machinery and equipment or 60% of the total machinery and equipment project cost, whichever is less, to be funded from the proceeds of New York State Guaranteed Special Purpose Fund bonds or notes, for the purposes and substantially on the terms and conditions set forth in the materials presented at this meeting, with such changes as the Chief Executive Officer of the Authority or his designee(s) may deem appropriate; and be it further

RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, subsequent to the making of the Loans, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the Loans as he or she may deem appropriate in the administration of the Loans; and be it further

RESOLVED, that the Chief Executive Officer of the Authority, or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions; and be it further

RESOLVED, that the provision of financial assistance by the Authority is expressly contingent upon: (1) the approval of the Public Authorities Control Board, as applicable, and (2) the receipt of all other necessary approvals.

RESOLVED, that based on the materials submitted to the JDA with respect to the Empire Farmstead Brewery, Inc., the JDA hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

Mr. Salaberrios then presented the Beets Factory, Inc. item for the Members' consideration.

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Mr. Salaberrios explained that in March of 2015, the Members approved a \$5.3 million machinery and equipment loan to the Company. He added that the loan's approval relied heavily on the guarantees provided on a pro rata basis relative to the percentage of each company's respective ownership of Beets Factory.

At the time of the Directors' approval, Mr. Salaberrios continued, the ownership level was 40 percent – LiDestri Foods; 50 percent – G Fresh and 10 percent – Andrew Schwartz.

Mr. Salaberrios then noted that since that time, it has been learned that Andrew Schwartz could not come up with the needed 10 percent equity to remain a part of the management team so LiDestri took up the additional ten percent, making the ownership structure 50 percent G's Group Holding and 50 percent LiDestri Foods.

Mr. Salaberrios went on to note that in addition to the corporate guarantees, JDA required a Letter of Credit from the Royal Bank of Scotland to be provided on behalf of G's Group Holding.

Mr. Salaberrios continued and explained that the Letter of Credit proved to be very costly to G's Fresh and they came back with a request that JDA replace its security requirement with their full corporate guarantee and a full corporate guarantee from LiDestri Foods.

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Mr. Salaberrios explained that based on the financial strength of both parent companies, their full guarantees provide equal or greater security for JDA than what was originally approved in March of 2015.

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Rochester (Finger Lakes Region – Monroe County) – JDA Loans for the benefit of Beets Factory, Inc. – New York Job Development Authority Special Purpose Fund Direct Loan Project – Machinery and Equipment Loan -- Authorization to Make Loans and to Take Related Action

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RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, and each of them hereby is, authorized to make a Special Purpose Fund Machinery and Equipment Loan to Statewide Local Development Corporation for the benefit of Beets Factory, Inc. for an amount not to exceed \$5,340,000 or 60% of the total machinery and equipment project cost, whichever is less, to be funded from the proceeds of New York State Guaranteed Special Purpose Fund bonds or notes, for the purposes and substantially on the terms and conditions set forth in the materials presented at this meeting, with such changes as the Chief Executive Officer of the Authority or his designee(s) may deem appropriate; and be it further

RESOLVED, that the full joint and several corporate guarantees of G's Group Holding, Ltd. and LiDestri Foods, Inc. will replace the formerly approved requirement of the letter of credit and the pro-rata guarantees of both companies as security for the Machinery and Equipment Loan

RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, subsequent to the making of the Loans, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the Loans as he or she may deem appropriate in the administration of the Loans; and be it further

RESOLVED, that the Chief Executive Officer of the Authority, or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions; and be it further

**DRAFT – SUBJECT TO REVIEW AND REVISION**

RESOLVED, that the provision of financial assistance by the Authority is expressly contingent upon: (1) the approval of the Public Authorities Control Board, as applicable, and (2) the receipt of all other necessary approvals.

\* \* \*

Lastly, Mr. Salaberrios presented the Borderworx Logistics LLC loan item for the Members' consideration.

Mr. Salaberrios explained that the Members were being asked to make a \$1,000,000 loan to the Company to be used to take out a portion of a real estate loan to be provided by First Niagara Bank for the acquisition and construction of a facility in Sanborn, New York.

Mr. Salaberrios further explained, among other things, that the total cost of the real estate project is \$3,333,500 and that the JDA loan will be secured by a second lien on the property.

Following the full presentation, the Acting Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Sanborn (Western NY Region – Niagara County) – JDA Loan for the benefit of Borderworx Logistics LLC - Authorization to Make Loans with New York Job Development Authority Proceeds and Take Related Actions

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RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, and each of them hereby is, authorized to make a Special Purpose Fund Real Estate Loan to Statewide Local Development Corporation for the benefit of Borderworx Logistics LLC for an amount not to

**DRAFT – SUBJECT TO REVIEW AND REVISION**

exceed \$1,000,000 or 33% of the total real estate project cost, whichever is less, to be funded from the proceeds of New York State Guaranteed Special Purpose Fund bonds or notes, for the purposes and substantially on the terms and conditions set forth in the materials presented at this meeting, with such changes as the Chief Executive Officer of the Authority or his designee(s) may deem appropriate; and be it further

RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, subsequent to the making of the Loans, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the Loans as he or she may deem appropriate in the administration of the Loans; and be it further

RESOLVED, that the Chief Executive Officer of the Authority, or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions; and be it further

RESOLVED, that the provision of financial assistance by the Authority is expressly contingent upon: (1) the approval of the Public Authorities Control Board, as applicable, and (2) the receipt of all other necessary approvals.

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There being no further business, the meeting was adjourned at 2:59 p.m.

Respectfully submitted,

Debbie Royce  
Acting Secretary



**Date:** December 18, 2015

**TO:** The Members

**FROM:** Howard Zemsky

**Subject:** Hudson (Capital District – Columbia County) – JDA Loan for the Benefit of Ginsberg’s Institutional Foods, Inc. - Authorization to Make a Loan with New York Job Development Authority Proceeds and Take Related Actions

<b>JDA Loan Terms</b>	
<b>Borrower:</b>	DNJ Properties, LLC (for the benefit of Ginsberg’s Institutional Foods, Inc.)
<b>Economic Region:</b>	Capital District
<b>Loan Amount Requested:</b>	\$5,500,000 (or no more than 90% LTV, whichever is less)
<b>Rate:</b>	4.46% (fixed)
<b>Term:</b>	20 years
<b>Classification:</b>	IB+
<b>Distressed Area:</b>	No
<b>Initial Payment:</b>	\$34,677.07

<b>JDA Budget</b>					
<u>Uses</u>			<u>Sources</u>		
Building Construction	\$ 12,680,000	79%	Kinderhook Bank Loan <sup>(1)</sup>	\$ 8,000,000	50%
Soft Costs	1,610,000	10%	JDA Loan <sup>(2)</sup>	5,500,000	34%
Machinery & Equipment Purchase	920,000	6%	Equity	1,700,000	11%
Real Estate Acquisition	735,000	5%	CDBG Block Grant	500,000	3%
Furniture, Fixtures, and Equipment	55,000	0%	Columbia EDC Grant	300,000	2%
<b>Total Project Costs</b>	<b>\$ 16,000,000</b>	<b>100%</b>	<b>Total Project Financing</b>	<b>\$ 16,000,000</b>	<b>100%</b>
<small>(1) To be determined; assumes 20-year term at 5.00% with a first lien on real estate.</small>					
<small>(2) 20-year term at 4.46% with a second lien on real estate.</small>					

**Security:** The JDA Loan shall be secured by a second lien on the real estate located at 1023 Route 66, Ghent, NY and the improvements to be made to the property (a 65,440 SF warehouse). The real property consists of two adjoining parcels containing 33 acres: one parcel is 26.1 acres located in the Town of Ghent, NY, and the other parcel is 6.9 acres located in the Town of Claverack, NY. The subject site is located on the south side of NYS Route 66.

**Guarantors:** Repayment of the JDA Loan shall be guaranteed by Ginsberg’s Institutional Foods, Inc. and G’s Best Realty, Inc.; and personal guarantees will be provided by David and Nancy Ginsberg, and John and Ann Brusie.

**Job Information (at project site):**

**Existing:** 300 full-time

**New Jobs Projected:** 51 full-time by five years after loan disbursement

**JDA Loan Amount per job:** \$19,366

**Project Summary:**

**Borrower:** DNJ Properties, LLC (for the benefit of Ginsberg's Institutional Foods, Inc.)  
29 Ginsberg Lane  
Hudson, NY 12534

**Contact:** Edward M. Maziejka, Jr., Chief Financial Officer  
Phone: 518-751-3260  
Email: emaziejka@ginsbergsfoods.com

**Ownership:** Ginsberg's Institutional Foods, inc. is owned 54% by David Ginsberg and 46% by Nancy Ginsberg. DNJ Properties, LLC (the real estate holding company) is owned 45% by David Ginsberg, 45% by Nancy Ginsberg, and 10% by John Brusie.

**Nature of Business:** Ginsberg's Institutional Foods, Inc. is a wholesale distributor of food-related products.

This report concerns a proposed New York Job Development Authority ("JDA") loan for the amount of \$5,500,000 (or no more than 90% LTV, whichever is less) (the "JDA Loan"). The JDA Loan is to be used towards the construction of a new 65,440 SF warehouse (the "Facility") with freezer and refrigeration space for storage of Ginsberg's Institutional Foods' inventory located in Hudson, New York. The total cost of the project is \$16,000,000 (the "JDA Project Cost").

**Project location:** 1023 Route 66  
Ghent, NY 12075

**Project Completion:** 2nd Quarter 2017

**1) PROJECT OVERVIEW AND RECOMMENDATION**

**Background**

Ginsberg's Institutional Foods, Inc. ("Ginsberg's or the "Company") started out in 1909 when Samuel and Mary Ginsberg opened a small neighborhood grocery store on Market Place in downtown Hudson, NY. About 10 years later, they relocated to a larger facility nearby. In 1946, their son, Morton, emerged from military service to join the family business and found that his parents' store had grown into one of the leading independent markets in the area. By the early 1960s, schools had begun to offer noontime meals, more hospitals and nursing homes were opening, and people were dining out more than they had previously. In order to meet these changing needs, Morton decided to close the store and began calling on schools, restaurants, and

healthcare facilities. He offered his customers free delivery of the products they needed from a single source at discounted prices. This was the beginning of Ginsberg's.

Morton's sons, David and Ira, joined the family business after college. Each found his niche within the business and the Company flourished. Eventually, the growth created the need to move again, and in 1977, Ginsberg's relocated to its current site on Route 66. In the years that followed, 11 additions to the building have been made, including a major expansion in 1998 that doubled the size of the warehouse.

Morton remained active in the business until his passing in 2007. David and his wife, Nancy, now run the Company and remain committed to the standards of superior service and responsiveness to customer needs. John Brusie, Nancy Fuller Ginsberg's son, who is a 10% owner of DNJ Properties, LLC, is also Executive Vice President of Operations for Ginsberg's Foods. In this position, he oversees the multiple-temperature 100,000 SF warehouse, all aspects of product warehousing and delivery of over 8,000 active SKU's and truck fleet of 50 power units. In 2006, Nancy bought Ira Ginsberg's ownership of Ginsberg's. She purchased 3,050 shares of the Company from treasury stock for \$2,420,000 and 45 shares of G's Best Realty, Inc. from treasury stock for \$880,000 on August 28, 2006. The purchases were accomplished through providing a subscription receivable to the Company in the total amount of \$3,300,000 which is secured by Nancy Fuller Ginsberg's family 500-acre farm in Copake, NY. The farm, as listed on Nancy Fuller Ginsberg and David Ginsberg's personal financial statement, is valued at \$6,000,000.

Currently, Ginsberg's employs 300 full-time employees, serving customers throughout 49 counties in six states within a 275-mile radius of the Hudson facility. This area is serviced by the Ginsberg fleet of 50 trucks (with 60+ trailers) that travel over 35,000 miles in an average week. The Company's territory is serviced by Ginsberg's freight affiliate, Hudson Valley Logistics and Distribution, Inc. ("HVLD"), which specializes in refrigerated shipping. HVLD also supports local and regional producers by moving products to new markets, as a fee-based service, throughout the region, the greater Hudson Valley, the Black Dirt Region (located in southern Orange County, NY and northern Sussex County, NJ) and the Roundout Valley. Through three generations and over 100 years of experience, Ginsberg's has grown into the largest foodservice distributor in the Hudson Valley, with a reputation built on customer satisfaction and industry excellence.

Ginsberg's currently has over 3,500 customers, with the Culinary Institute of America being its largest. Customers include Restaurants, Schools, Colleges, Delis and Convenience Stores, Healthcare, Government, Seasonal Accounts (camps, resorts, etc.), and Regional Chains. Ginsberg's also has a wholesale market, Morton's, which is located in Hudson, NY.

Ginsberg's market strength is built on an inventory of over 7,000 different products including: fresh produce and seafood, boxed beef, paper, dairy, equipment & janitorial supplies, and locally grown and manufactured products. Ginsberg's purchases from suppliers all over the country, many of which have long-standing relationships with the Company. Some of these suppliers include Cabot, Land O' Lakes, Hormel Foods, Butterball, Unilever, ConAgra Foods, Durkee, General Mills, Campbell's, McCain, Rich's, and Sara Lee. None of the suppliers provide more than

10% of Ginsberg's products. In addition to tangible products, Ginsberg's offers a variety of value-added services: Culinary Chef-Expertise, promotions, food shows, training programs, menu development, and marketing support (including social media).

G's Best Realty, Inc., incorporated in July 1987, owns the real estate (warehouse and offices) used by Ginsberg's. It also owns a small building that is adjacent to the warehouse and offices.

### **Project Description**

Ginsberg's has been growing at a fast rate over the past few years. Revenues have grown in excess of 7% in each of the last two years. With the increased sales, an increase in space is needed to store inventory, particularly refrigeration and freezer space. Logistically, the space currently occupied does not provide great benefits for efficiency of costs, especially when referring to the cost of keeping inventory cool. A major reason for this is that while the existing facility does provide a great deal of space, a large portion of the storage space is vertical, therefore increasing the cost of keeping the space at colder temperatures. This, coupled with the fact that technology and efficiencies have improved over the years since the last facility was built, is an important factor in analyzing the benefits of the new facility.

At present, the existing facility has 30,000 SF of freezer space. With the new facility, this space will be converted to refrigerated space, resulting in major savings as it will be kept at 32 degrees as opposed to the current minus five degree level. The new facility will create 60,000 SF of freezer space which will be cooled with an ammonia-based system, in contrast to the current Freon-based system. Further, the freezer space will be logistically efficient as it will be a single level, and therefore easier to maintain lower temperatures through the ammonia cooling system. This is an example of the major technological changes that have created cost savings opportunities for the Company. The extra vertical space that could be available in the 165,000 SF cooler that currently exists could be rented for storage for other companies. The existing cooler space will be converted to dry storage.

Feasibility studies were completed by the Company, indicating that the savings associated with the new space will outweigh the additional cost. All of this takes into account that the Company is being proactive to avoid an impending space issue that will inevitably arrive with continued growth. At present, with built-in assumptions about growth and inventory capacity, company management figures to be completely out of storage space by 2017. The proposed project will eliminate this potential business disruption.

### **Conclusions**

- Based on the IB+ rating, Ginsberg's currently generates sufficient cash flow from operations to service all the projected project debt, and staff believes that the Company is fiscally strong.
- Ginsberg's meets JDA's loan-to-value requirement of 90%. It should be noted, however, that the property's location may not warrant an appraisal that supports the value implied by the substantial investment in and improvements to the building. If the property does

not appraise for at least \$15.0MM, then the amount of the JDA Loan will be modified in order to adhere to the 90% loan-to-value requirement.

- With the project, Ginsberg's expects capacity to increase significantly from existing levels. At the completion of the project 300 full-time jobs will be retained, and it is expected that 51 new jobs will be created over five years.

## 2) COVENANTS AND CONDITIONS

This Loan is predicated upon the following financial conditions:

- The Company must obtain firm commitments satisfactory to JDA from responsible financial sources for the total project cost exclusive of any loan requested from JDA.
- The Company must provide evidence of the subject property that indicates a loan to value not to exceed 90% at the time of closing.
- The Company must maintain a minimum debt service coverage ratio of 1.20 throughout the term of the loan.
- The Company cannot take on additional debt without JDA approval.
- The Company must meet all other standard JDA requirements as follows:
  - a. Completion of the Project to the satisfaction of JDA.
  - c. Procurement by the Company of funds which shall be used at or prior to the closing to pay the Project Cost, exclusive of the proceeds of the Loan.
  - d. Receipt by JDA of policies of insurance, including flood insurance if required, in amount, form and substance and issued by companies satisfactory to JDA.
  - e. Receipt by JDA of an itemized statement of Project Cost, satisfactory to JDA.
  - f. Receipt by JDA of financing documents of other lender(s) satisfactory to JDA.
  - g. Satisfaction of such other conditions as JDA, with advice of counsel, deems necessary or advisable to effectuate the Loan, secure the interest of JDA and insure compliance with the JDA Statute and applicable provisions of the Internal Revenue Code.
  - h. Execution of documents to permit monthly electronic debit of the Company's checking account to repay the Loan.
  - i. Compliance with ADDITIONAL REQUIREMENTS stipulated in all Schedules, Exhibits and Riders, attached hereto and made a part hereof.
  - j. Compliance with any other terms and conditions deemed to be necessary and appropriate in the opinion of the General Counsel of JDA.
  - k. The Company or the Company's owners will contribute at least 10% in equity to the Real Estate Project. Equity is defined as any non-debt source of capital and should be auditable through the

Company's financial statements or bank accounts, if so requested by JDA.

- l. Subordination of any loans to the Company from those certain officers and members of the Company stipulated herein in a manner satisfactory to JDA.
- m. The Company shall not enter into any agreement by which the terms of payment of any principal or interest under any other bank loan are waived, modified, deferred, delayed, increased or reduced in rate or amount, without the prior written consent of JDA.
- n. Collateralization of the Loan with insurance of the life of David and Nancy Ginsberg, and John and Ann Brusie in an amount sufficient to pay the outstanding principal balance of the JDA Loan at any time.
- o. All certifications and permits for the operating purposes of the Facility to be in full force and effect prior to closing the Loan.

### **3) ADDITIONAL MORTGAGE AND LIEN DETAILS**

A promissory note in the principal amount of the Loan, with interest thereon (the "Note"), shall be secured by a mortgage to JDA (the "Mortgage") on the fee interest of the premises located at: 1023 Route 66, Ghent, NY 12075.

The Mortgage may be junior to the lien securing the real estate loan of Columbia County IDA (the "IDA") and Kinderhook Bank (the "Bank") but not to any modifications, extensions or renewals thereof. The IDA Mortgage and the Bank Mortgage shall not be collateral security for any other loans.

### **4) ENVIRONMENTAL REVIEW**

The Town of Ghent Planning Board, as lead agency, has completed an environmental review of the proposed project, pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. This review found the project to be a Type I Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on June 25, 2014. ESD staff on behalf of the JDA reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the JDA make a Determination of No Significant Effect on the Environment.

Due to the JDA's mortgage position on the loan, a Phase I Environmental Site Assessment must be submitted to the JDA for review and approval prior to closing on the loan.

**5) NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY**

JDA's Non-discrimination and Contractor & Supplier Diversity policy will apply to the Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project. The Recipient shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE participation goal of 40%, related to the total value of ESD's funding. The overall goal shall be divided to ensure the participation of Minority Business Enterprise ("MBE") totaling 10% and of Women Business Enterprise ("WBE") totaling 30%, related to the total value of ESD's funding.

**6) ADDITIONAL SUBMISSIONS TO MEMBERS**

Resolution  
New York State Map  
JDA Loan Underwriting Classification System  
Photos/Diagrams  
Financial Analysis (Confidential)

December 18, 2015

Hudson (Capital District – Columbia County) – DNJ Properties, LLC (Ginsberg’s Institutional Foods, Inc.) – New York Job Development Authority Special Purpose Fund Direct Loan Project – Real Estate Loan – Authorization to Make Loans and to Take Related Action

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RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, and each of them hereby is, authorized to make a Special Purpose Fund Loan to Statewide Local Development Corporation for the benefit of DNJ Properties, LLC (Ginsberg’s Institutional Foods, Inc.) for an amount not to exceed \$5,500,000 or 40% of the total project cost, whichever is less, to be funded from the proceeds of New York State Guaranteed Special Purpose Fund bonds or notes, for the purposes and substantially on the terms and conditions set forth in the materials presented at this meeting, with such changes as the Chief Executive Officer of the Authority or his designee(s) may deem appropriate; and be it further

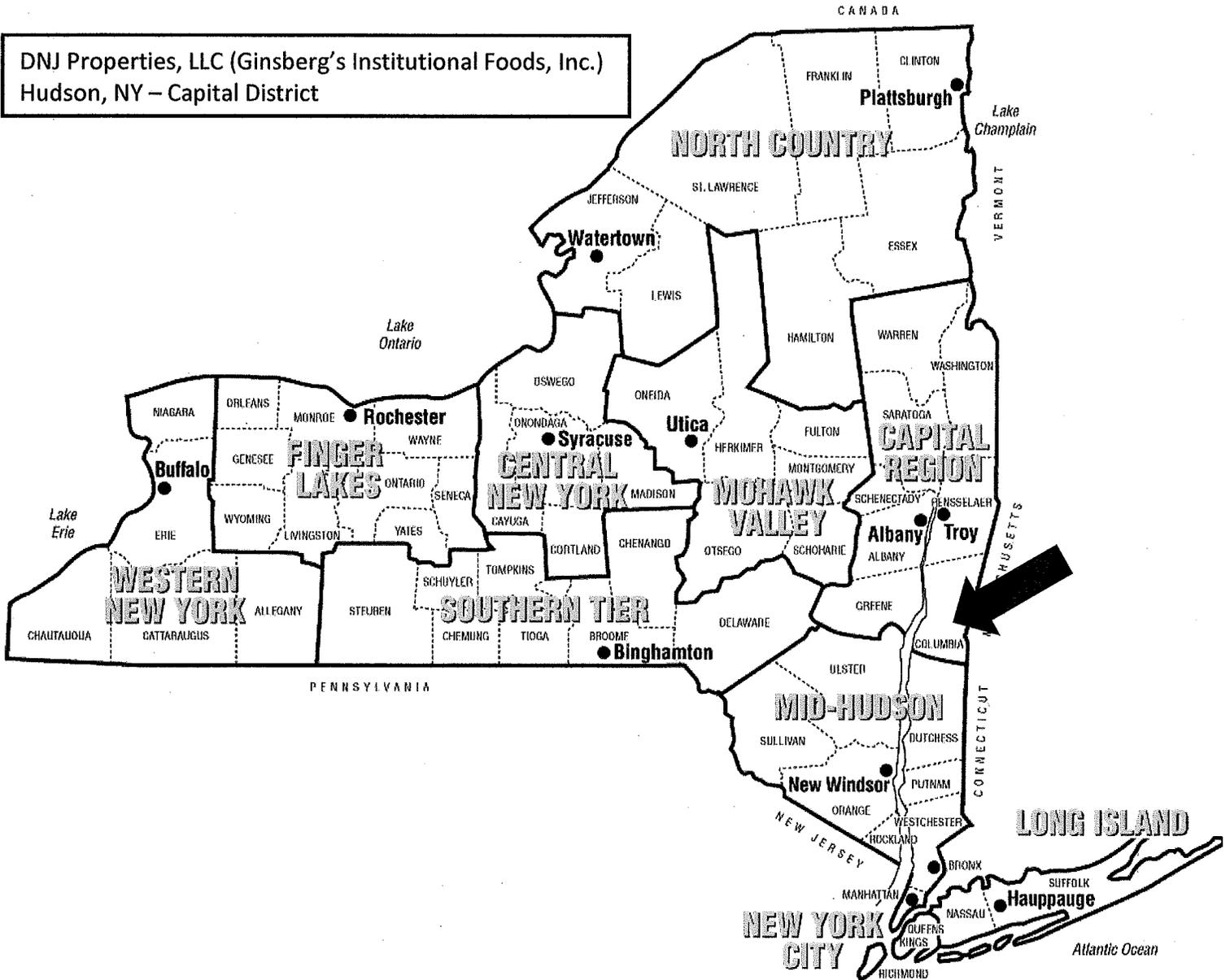
RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, subsequent to the making of the Loans, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the Loans as he or she may deem appropriate in the administration of the Loans; and be it further

RESOLVED, that the Chief Executive Officer of the Authority, or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions; and be it further

RESOLVED, that the provision of financial assistance by the Authority is expressly contingent upon: (1) the approval of the Public Authorities Control Board, as applicable, and (2) the receipt of all other necessary approvals.

\* \* \*

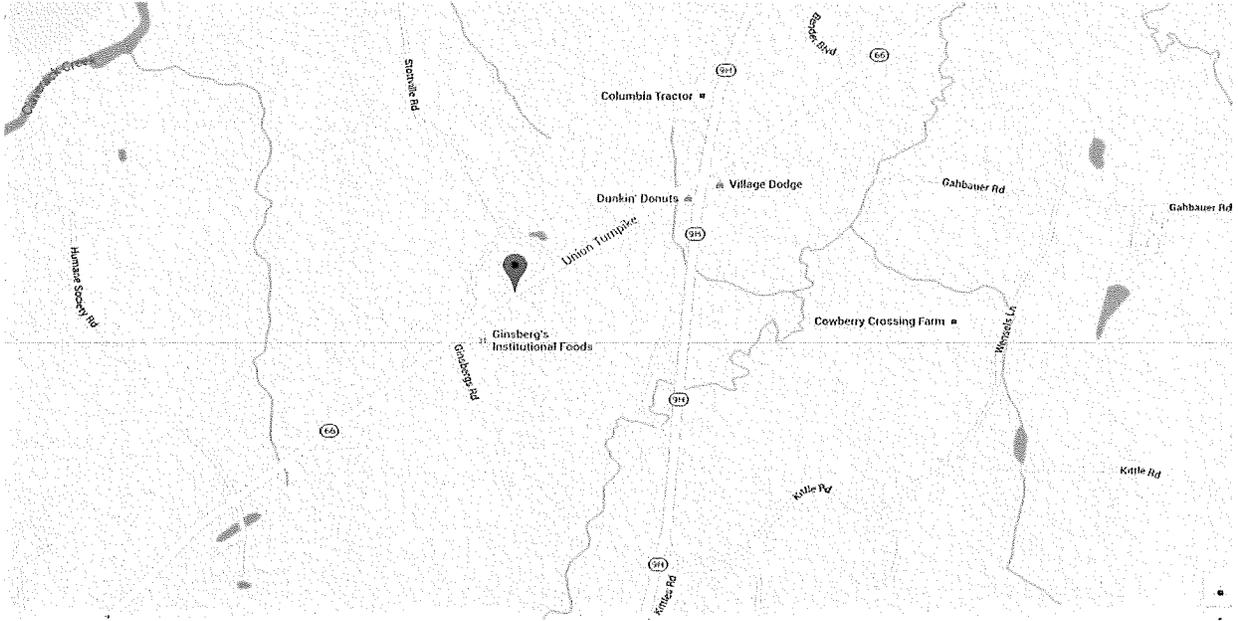
DNJ Properties, LLC (Ginsberg's Institutional Foods, Inc.)  
Hudson, NY – Capital District



**JDA Underwriting Classification Chart**

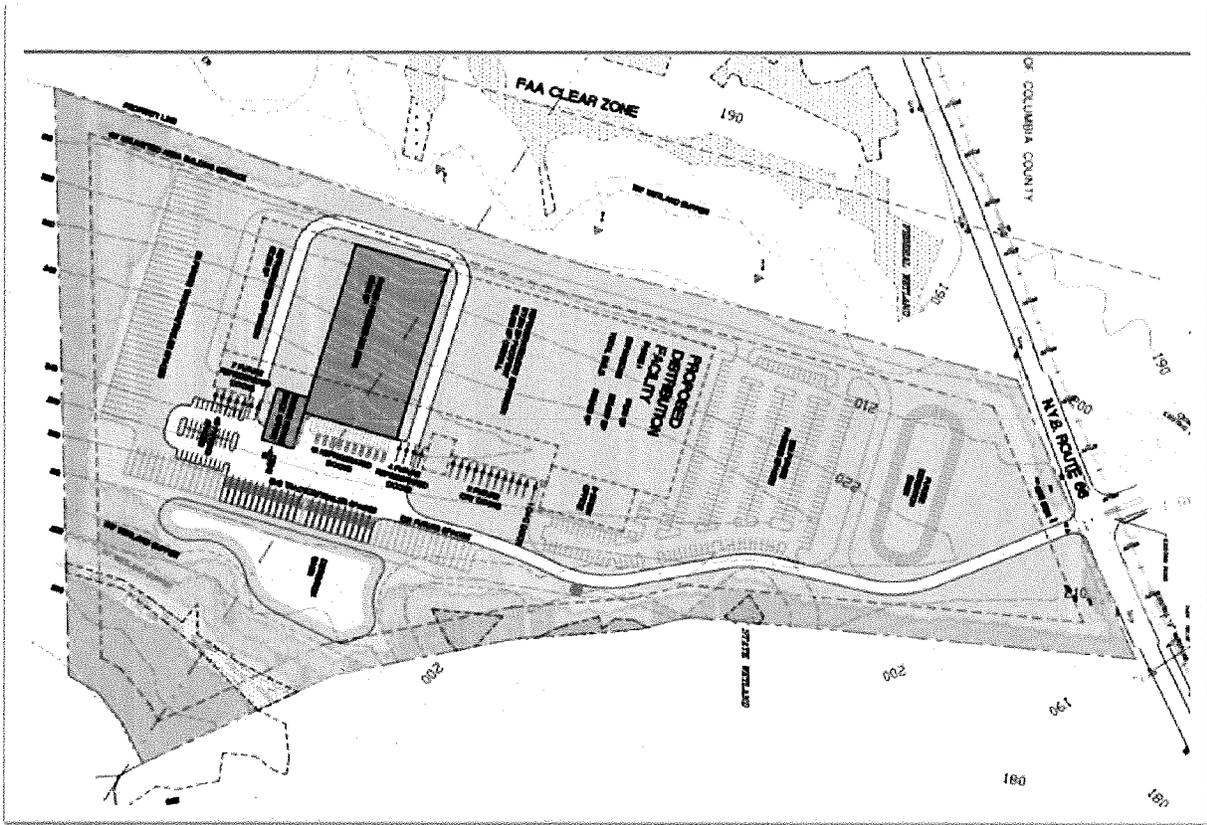
<b>Level I: Cash Flow</b>	<b>Level II: Default Risk</b>	<b>Level III: Collateral Value</b>
<b>I</b> Actual or Adjusted Debt Service Coverage $\geq$ 1.2:1	<b>A</b> Score of $\geq$ 4 on the Default Risk Model Low Risk	Liquid value of collateral + + adjusted value of personal guarantee $\geq$ total loan value
<b>II</b> Actual or Adjusted Debt Service Coverage $<$ 1.2:1, but with Projected Debt Service Coverage $\geq$ 1.2:1	<b>B</b> Score of 3 on the Default Risk Model Moderate Risk	Liquid value of collateral+ - adjusted value of personal guarantee $<$ total loan value
	<b>C</b> Score of $\leq$ 2 on the Default Risk Model Higher Risk	

## Photos/Diagrams



Point B represents the existing facility while the new facility will be 1.6 miles away on Route 66. The open land across from Point A is the location of the new facility.

The property is located less than two miles from the existing facility that will continue to be used, however, converted to all dry or refrigerator space.





## MEMORANDUM

**TO:** Members

**FROM:** Howard Zemsky

**DATE:** December 18, 2015

**RE:** New York Job Development Authority Portfolio Profile

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### OVERVIEW

At present, the New York Job Development Authority's ("JDA") portfolio has an outstanding principal balance of approximately \$22.7MM across 35 active projects, as outlined in the attached JDA Portfolio Summary. The 36 active projects are divided amongst two classes, standard commercial loans and "Capital Leases" which are addressed separately below. All projects are funded through the sale of state guaranteed bonds and notes.

The primary purpose of the JDA program is to increase employment within New York by encouraging businesses to expand, relocate, or modernize their facilities in the State. To that end, companies engaged in manufacturing, distribution, warehousing and certain service industries are eligible to receive funding for the purchase of land, construction/renovation of facilities, and/or the purchase of machinery and equipment. Real estate loans have a maximum term of 20 years, while machinery and equipment loan have a maximum term of 10 years or the useful life of the collateral – whichever is less. A second mortgage on the property to be financed/renovated is required for all real estate loans, while machinery and equipment loans are secured by a proportionally co-equal first position lien with other participating lenders. Corporate and/or personal guarantees are required across all loans, and interest rates are set relative to market rates.



### CAPITAL LEASES

A significant portion of JDA's current portfolio is comprised of a collection of Capital Leases. Throughout the course of the program's lifespan, JDA has acquired a portfolio of commercial properties, often through foreclosures that follow the uncured default of a given real estate loan. Whenever possible, JDA would seek to sell such properties in order to recoup funds from failing loans. However, during the downturn of the real estate market, JDA was forced to seek an alternative option as these properties were not selling and would remain unutilized for years at a time. In order to incentivize development and create positive cash-flow, the Capital Lease was introduced. In essence, JDA provides a purchase money mortgage and maintains ownership of the subject property throughout the repayment term to allow the purchaser to take advantage of JDA's tax exempt status. At the end of the repayment term (often 20 years) the property is transferred to the purchaser for a nominal fee and property-tax payments resume. At present, JDA's portfolio has 15 such projects, all of which remain in good standing. Due to the overall success of the current leases, JDA is seeking to extend the terms of a number of its Capital Lease projects. Such extensions represent a mutually-beneficial endeavor that aids NYS companies by limiting their tax liability, while allowing JDA to maintain a steady cash-flow for years to come.

### OVERALL STRENGTH OF PORTFOLIO

While the popularity of JDA's commercial loan program had waned over the last decade (until a recent resurgence discussed below) and the overall size of its portfolio has diminished, it is worth noting that those projects remaining have performed at a high level. JDA has not written-off a portion of a loan in over three calendar years. To date, all loan repayments are current, giving JDA a 0% delinquency rate.

### PROGRAM REVIVAL

Also of note, are the efforts of JDA staff members that have given the commercial loan program a long overdue revival. The program was relatively dormant for a number of years, closing only a single loan over the course of roughly 7 years from 2006-2013. JDA staff members have successfully introduced new marketing initiatives that has helped in increasing the popularity of JDA across the state. Since July 2014 the JDA Board approved 14 loan projects, totaling nearly \$31MM. Due to the fact that JDA loans are traditionally take-out financing, there is often an 18-24 month lag between board approval and closing. While JDA has experienced some issues with projects reaching completion in the past, JDA staff remains optimistic that these recently approved projects will close.

# Here's how New York State's JDA can lower your costs and help your business grow.



**New York Job  
Development  
Authority**

New York State's Job Development Authority ("JDA") is a tool for economic development in New York State which can reduce private financing exposure. JDA can finance up to forty percent of your firm's project costs to help you grow your business, build new plants, and acquire machinery and equipment. Within economically distressed communities, JDA's participation can be increased to up to sixty percent of project costs. Private financing and your business equity will provide the balance of project funding.

The primary purpose of JDA is to assist New York State businesses in expanding, relocating, or modernizing their facilities in the State. Companies engaged in manufacturing, distribution, warehousing, and certain service industries are eligible to receive funding for the purchase of land, construction and/ or renovation of facilities, and the purchase of machinery and equipment.

New York's JDA is just one more way we are here to help you and your business succeed and grow.



## **Listen to just a few of the many small business owners throughout New York State who have taken advantage of the low cost financing JDA offers:**

"When it came time to expand our facility this year, JDA was there again to support our efforts. Working with JDA has been a very positive experience for our company and I would encourage other business owners to pursue a NYS JDA loan."

**RUSSELL J. BROOKS, CO-OWNER  
THE CASE GROUP, LLC**

"JDA has been instrumental in helping our company achieve our growth objectives. Working with the JDA team has been a pleasure, and the entire process has far exceeded our expectations."

**BETH BUNSTER, CHIEF FINANCIAL OFFICER  
WHITSONS CULINARY GROUP**

"The low fees and fixed below market interest rates made it economically desirable for my company to move forward. I was very pleased with the courteous, knowledgeable, and expedient service I received from the JDA team; they made me feel as if my business was important to the growth of NYS."

**DAVID KATLESKI, FOUNDER AND PRESIDENT  
EMPIRE BREWING COMPANY**

**With its lower fee structure  
and very competitive lending rates,  
JDA can become a true asset  
to your business.**

### **PLEASE CONTACT:**

Rafael Salaberrios, Vice President, Economic Revitalization  
Empire State Development  
633 Third Avenue, New York, NY 10017  
212-803-3219 | [Rafael.Salaberrios@esd.ny.gov](mailto:Rafael.Salaberrios@esd.ny.gov)

**JDA Portfolio Summary**  
**As of November 30, 2015**

BORROWER	Loan Number	Current Balance (\$)	Original Balance (\$)	Closing Date	Maturity Date	Interest Rate
Northern Soy, Inc.	500001070	124,141.05	1,080,000.00	05/02/2002	06/01/2022	1.900%
Aarco Products, Inc.	500001090	282,740.21	563,600.00	06/19/2002	09/01/2022	7.100%
Riverview Associates, Inc.	500202040	92,802.14	212,360.00	04/29/2003	05/01/2023	1.900%
The Case Group, LLC	500202050	719,609.27	1,400,000.00	09/30/2004	10/31/2024	1.900%
JB Partnership	500202060	152,715.47	302,136.00	05/27/2004	06/01/2024	1.980%
KGI Realty, LLC	500203020	730,573.91	1,500,000.00	03/26/2004	04/01/2024	1.900%
Omega Moulding Company, LTD	500203030	1,924,328.31	3,520,000.00	05/05/2005	06/01/2025	1.900%
Hank's Photographic Services, Inc.	500301010	563,850.92	974,400.00	10/12/2005	11/01/2025	1.980%
XLI Corporation	500303020	603,798.46	991,200.00	12/20/2005	01/01/2026	1.980%
T.A. Morris Sons Inc.	500502010	1,014,502.43	1,546,000.00	09/06/2007	10/01/2027	1.980%
Whitsons Islandia Properties, LLC	500502020	1,576,853.84	2,400,000.00	11/08/2007	12/01/2017	1.900%
David's Drive Development, LLC	500503010	524,759.77	1,200,000.00	09/29/2006	10/01/2021	1.910%
Insula Dome Skylights, Inc.	500503020	241,012.74	440,000.00	11/14/2006	12/01/2021	7.660%
SubZero Insulation and Refrig. Tech.	501305660	592,022.08	624,000.00	10/30/2013	11/01/2033	6.890%
Miluc LLC (Rising Sun Woodworking, Inc.)	501500330	476,317.85	480,000.00	07/30/2015	08/01/2035	4.600%
Merola Sales Company, Inc.	501501870	3,000,000.00	3,000,000.00	09/09/2015	10/01/2035	1.980%
Industrial Solutions Group, LLC	509217151	37,257.68	412,000.00	08/10/2006	09/01/2016	4.000%
Sitco Development, Ltd.*	509303013	855,775.28	2,362,500.00	03/01/2000	09/01/2022	7.000%
Seaboard Aerospace Manufacturing, Inc.*	528402112	223,833.67	975,000.00	01/29/1999	05/31/2019	7.000%
United Salvage Associates, LLC*	558604102	151,355.23	1,500,000.00	03/01/1997	03/01/2020	6.500%
United Salvage Associates, LLC*	558604103	49,611.13	750,000.00	03/01/1997	03/01/2020	0.000%
55 Kennedy Boulevard, LLC*	558804112	1,358,341.62	4,050,000.00	11/01/1999	02/01/2020	7.000%
Precision Properties, LLC	558817821	470,176.95	1,135,988.00	01/01/2003	12/01/2022	6.250%
G & C Food Distributors & Brokers, Inc.*	558817871	1,679,198.00	5,110,500.00	11/01/1996	01/01/2020	6.000%
Teomax Properties, LLC*	558902232	112,177.48	525,000.00	04/01/1998	03/30/2018	8.000%
Y&K Real Estate, LLC*	578702174	598,732.00	608,880.00	10/01/2015	10/31/2025	0.000%
Kaymac, LLC*	578703143	406,484.79	872,085.00	12/02/2002	11/30/2022	6.250%
Aarco Products, Inc.*	578703200	245,637.06	568,000.00	12/01/1988	02/01/2018	7.500%
Package Fulfillment Center Inc.*	578704472	88,421.49	550,000.00	10/01/2012	11/01/2024	0.000%
Package Fulfillment Center Inc.*	578704473	825,917.02	935,000.40	10/31/2014	10/31/2024	0.000%
Gamma Buffalo Corp.*	588802352	393,772.87	1,140,000.00	06/26/2002	07/01/2022	6.500%
Elich Zelinger	588802511	15,500.00	90,000.00	07/15/2003	06/15/2018	0.000%
Wayne-Paul Corporation*	609102092	287,270.86	1,050,000.00	08/01/1999	07/30/2019	7.600%
Landauer Hospital Supplies, Inc.	620001050	721,360.41	1,400,000.00	01/31/2002	02/01/2012	7.500%
High Falls Brewing Company, LLC	620001100	1,596,990.02	2,983,500.00	07/30/2002	08/01/2022	8.750%
<b>35 Projects</b>		<b>22,737,842.01</b>	<b>47,252,149.40</b>			

\* Denotes Capital Lease

Project Number	Name of Borrower	Economic Region	Purpose	JDA	Bank	Equity	Term	Board Approval	Loan Authorization Issued	Jobs Retained	Jobs created	Construction Jobs Created
X994	Case Group	Capital Region	RE	\$1,380,000	\$690,000	\$327,000	10 Years	July 2014	July 2014	29	26	
X996	Case Group	Capital Region	M&E	\$900,000	\$450,000	\$186,000	10 Years	July 2014	July 2014	35	10	
Z187	Merola	Long Island		\$3,000,000		\$5,800,000	20 Years	June 2014	June 2014	130	0	20
Z357	Sandy Hook	New York City		\$3,435,000	1,717,500	\$572,500	20 Years	August 2014	July 2014			
Z791	TMP	Western New York		\$3,000,000	\$13,250,000	\$3,000,000	5 Years	February 2015	Company found alternative financing			
Z603	Beets Factory*	Finger Lakes		\$5,340,000	\$10,226,000	\$1,090,000	10 Years		Pending	0	140	
AA033	Ronnybrook Farm Dairy*	Capital Region		\$960,000	\$640,000	\$640,000	10 Years	March 2015	Pending	53	27	
Z460	Rising Sun	Long Island		\$480,000	\$600,000	\$540,000	20 Years	April 2015	June 2015	19	3	
Z461	Empire Brewery	Central New York	RE	\$2,196,000	\$1,797,150	\$599,050	20 Years	October 2014	December 2014	70	50	20
Z793	Empire Brewery	Central New York	M&E	\$1,398,300	\$1,797,150	\$599,050	20 Years	October 2014	December 2014	70	50	
AA130	Upstate Specialty Properties	Capital Region		\$2,160,180	\$2,700,225	\$540,045	20 Years	February 2015	March 2015	44	28	
	Modern Marketing Concepts	Southern Tier		\$5,000,000	\$800,000	\$1,700,000	20 Years	June 2015		310	592	
	Borderworx Logistics LLC	Niagara county	RE	\$1,000,000	\$1,275,000	\$758,500	20	Nov-15	Pending	10	75	
	Empire Farmstead	Central New York	M&E	\$450,000	\$225,000	\$75,000	10	Nov-15	pending	N/A	N/A	
<b>Total</b>				<b>\$30,699,480</b>	<b>\$35,528,025</b>	<b>\$14,427,145</b>				<b>380</b>	<b>284</b>	<b>40</b>
	<b>Total Private Capital Investment</b>				<b>\$49,955,170</b>							



FOR INFORMATION

DATE: December 18, 2015

TO: The Members

FROM: Howard Zemsky

RE: Latham (Capital Region – Albany County) – JDA Loan for the benefit of Upstate Veterinary Specialties, PLLC

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Summary

In February 2015, the JDA Board approved a \$2.16MM real estate loan to Upstate Specialty Properties, LLC, for the benefit of Upstate Veterinary Specialties, PLLC (“Upstate Veterinary Specialties” or the “Company”) (see original loan report attached).

The project has been progressing on schedule; however, there have been unforeseen expenses, such as additional architectural fees and added town requested items, which have increased the total cost of the project by approximately \$320,000. As a result, Upstate Veterinary Specialties is asking the senior debt provider, Saratoga National Bank, for an additional \$221,775 of this amount; the Company is comfortable covering the difference plus any additional change orders it decides to make until the project is complete. Upstate Veterinary Specialties feels this should finalize the funding it needs to complete the project.

In the end, the total project costs are expected to be \$5,721,000, of which Saratoga National Bank will finance \$2,922,000 (51% of TPC and 54% LTV) and JDA will finance \$2,160,180 (38% of TPC and 40% LTV), and the Company’s equity contribution will be \$638,820 (12% of TPC).

Previous project budget:

JDA Budget					
Uses			Sources		
Construction	\$ 4,310,450	80%	Saratoga National Bank*	\$ 2,700,225	50%
Real Estate Purchase	970,000	18%	JDA**	2,160,180	40%
Closing & Soft Costs	120,000	2%	Equity	540,045	10%
<b>Total Project Costs</b>	<b>\$ 5,400,450</b>	<b>100%</b>	<b>Total Project Financing</b>	<b>\$ 5,400,450</b>	<b>100%</b>
* 25-year-term at 4.25% (fixed)					
** 20-year term at 4.29% (fixed)					

Proposed new project budget:

JDA Budget					
Uses			Sources		
Construction	\$ 4,310,450	75%	Saratoga National Bank*	\$ 2,922,000	51%
Real Estate Purchase	970,000	17%	JDA**	2,160,180	38%
Closing & Soft Costs	440,550	8%	Equity	638,820	11%
<b>Total Project Costs</b>	<b>\$ 5,721,000</b>	<b>100%</b>	<b>Total Project Financing</b>	<b>\$ 5,721,000</b>	<b>100%</b>
* 25-year-term at 4.25% (fixed)					
** 20-year term at 4.29% (fixed)					

Below is the current loan structure (as approved by the JDA board).

SNB 1st mortgage	\$2,700,225	50.0% LTV
JDA 2nd mortgage	\$2,160,180	40.0% LTV
Total	\$4,860,405	90.0% LTV

Loan-to-Value	
<b>Loans</b>	
Saratoga National Bank Loan	\$2,700,225
JDA Loan	2,160,180
Total Loans	\$4,860,405
<b>Collateral Value</b>	
Real Estate	\$5,400,450
Total Value	\$5,400,450
<b>Loan-to-Value:</b>	<b>90%</b>

If the JDA board approves the Company's request for the 1st mortgage increase, the new loan structure would be as follows:

SNB 1st mortgage	\$2,922,000	54.1% LTV
JDA 2nd mortgage	\$2,160,180	40.0% LTV
Total	\$5,082,180	94.1% LTV

Loan-to-Value	
<b>Loans</b>	
Saratoga National Bank Loan	\$2,922,000
JDA Loan	2,160,180
Total Loans	\$5,082,180
<b>Collateral Value</b>	
Real Estate	\$5,400,450
Total Value	\$5,400,450
<b>Loan-to-Value:</b>	<b>94%</b>

The additional loan funds will increase debt service by approximately \$10,000 per year; however, the Company will still be able to service the loans with a DSCR that meets JDA's minimum standard of 1.20.

Debt Service Coverage Analysis as funding is currently structured:

Projected Debt Service Coverage Ratio			
	2014	2015	2016
Upstate Veterinary Specialties EBITDA <sup>(1)</sup>	\$678,879	\$634,219	\$753,962
Upstate Specialty Properties EBITDA <sup>(2)</sup>	-	-	375,622
Rent (222 Troy Schenectady Road)	179,555	188,100	-
Adjusted EBITDA <sup>(3)</sup>	\$858,433	\$822,319	\$1,129,584
<b>Annual Debt Service</b>			
JDA Loan	\$161,073	\$161,073	\$161,073
Bank Loan	180,399	180,399	180,399
Existing Debt (Upstate Veterinary Specialties)	143,510	143,510	47,159
Total Debt Service	\$484,981	\$484,981	\$388,630
<b>DSCR</b>	<b>1.77</b>	<b>1.70</b>	<b>2.91</b>
Minimum DSCR	1.20	1.20	1.20
EBITDA at Minimum DSCR	\$581,977	\$581,977	\$466,356
<b>Decrease Allowed</b>	<b>\$276,456</b>	<b>\$240,342</b>	<b>\$663,228</b>
<b>Percentage (%)</b>	<b>40.7%</b>	<b>37.9%</b>	<b>88.0%</b>
(1) 2014, annualized based on actual YTD EBITDA as of October 1; 2015 through 2016, projected. 2016 includes rent paid to Upstate Specialty Properties.			
(2) Includes rent from Upstate Veterinary Specialties.			
(3) Rent paid by Upstate Veterinary Specialties for space at 222 Troy Schenectady Road has been added back to reflect available cash toward new mortgages.			

Debt Service Coverage Analysis as funding is currently structured:

Projected Debt Service Coverage Ratio			
	2014	2015	2016
Upstate Veterinary Specialties EBITDA <sup>(1)</sup>	\$678,879	\$634,219	\$753,962
Upstate Specialty Properties EBITDA <sup>(2)</sup>	-	-	375,622
Rent (222 Troy Schenectady Road)	179,555	188,100	-
Adjusted EBITDA <sup>(3)</sup>	\$858,433	\$822,319	\$1,129,584
<b>Annual Debt Service</b>			
JDA Loan	\$161,073	\$161,073	\$161,073
Bank Loan	189,955	189,955	189,955
Existing Debt (Upstate Veterinary Specialties)	143,510	143,510	47,159
Total Debt Service	\$494,537	\$494,537	\$398,186
<b>DSCR</b>	<b>1.74</b>	<b>1.66</b>	<b>2.84</b>
Minimum DSCR	1.20	1.20	1.20
EBITDA at Minimum DSCR	\$593,445	\$593,445	\$477,823
<b>Decrease Allowed</b>	<b>\$264,989</b>	<b>\$228,874</b>	<b>\$651,761</b>
<b>Percentage (%)</b>	<b>39.0%</b>	<b>36.1%</b>	<b>86.4%</b>
(1) 2014, annualized based on actual YTD EBITDA as of October 1; 2015 through 2016, projected. 2016 includes rent paid to Upstate Specialty Properties.			
(2) Includes rent from Upstate Veterinary Specialties.			
(3) Rent paid by Upstate Veterinary Specialties for space at 222 Troy Schenectady Road has been added back to reflect available cash toward new mortgages.			

**Attachment**

JDA Members' Meeting Materials dated, February 2, 2015.



**FOR CONSIDERATION**

**DATE:** February 2, 2015

**TO:** The Members

**FROM:** Kenneth Adams

**Subject:** Latham (Capital Region – Albany County) – JDA Loan for the benefit of Upstate Veterinary Specialties, PLLC –

**RE:** Authorization to Make a Real Estate Loan with New York Job Development Authority Proceeds and Take Related Actions

JDA Loan Terms	
<b>Borrower:</b>	Upstate Specialty Properties, LLC (for the benefit of Upstate Veterinary Specialties, PLLC)
<b>Economic Region:</b>	Capital Region (Albany County)
<b>Loan Amount Requested:</b>	\$2,160,180
<b>Rate:</b>	4.29% (fixed)
<b>Term:</b>	20 years
<b>Classification:</b>	IA-
<b>Distressed Area:</b>	No
<b>Initial Payment:</b>	\$13,422.71

JDA Budget					
Uses			Sources		
Construction	\$ 4,310,450	80%	Saratoga National Bank*	\$ 2,700,225	50%
Real Estate Purchase	970,000	18%	JDA**	2,160,180	40%
Closing & Soft Costs	120,000	2%	Equity	540,045	10%
<b>Total Project Costs</b>	<b>\$ 5,400,450</b>	<b>100%</b>	<b>Total Project Financing</b>	<b>\$ 5,400,450</b>	<b>100%</b>
* 25-year-term at 4.25% (fixed)					
** 20-year term at 4.29% (fixed)					

**Security:** A second lien on the real estate located at 152 Sparrowbush Road in Latham, NY. The expected appraised value of the collateral is \$5,400,450.

**Guarantors:** Repayment of the loan shall be guaranteed by Upstate Veterinary Specialties, PLLC, and personal guarantees will be provided by Aaron and Jodi Wey.

**Job Information (at project site):**

**Existing:** 44 full-time

**New Jobs Projected:** 28 full-time by three years after loan disbursement

**JDA Loan Amount per job:** \$30,000

**Project Summary:**

**Borrower:** Upstate Specialty Properties, LLC (for the benefit of Upstate Veterinary Specialties, PLLC)  
222 Troy Schenectady Road, Suite B  
Latham, NY 12110

**Contact:** Aaron Wey, Managing Member  
Phone: 518-783-3198  
Email: awey@uvsonline.com

**Ownership:** Upstate Veterinary Specialties, PLLC is owned 100% by Aaron Wey. Upstate Specialty Properties, LLC (the real estate holding company) is owned 50% by Aaron and Jodi Wey, 14% by Joe W. Novak, 9% by Christa and Max Corbett, 9% by Cassiday Sedacca, 8% by M. Faulkner Besancon, 5% by Kristin Kesnowski, and 5% by Todd Bishop and Laura Perez.

**Nature of Business:** The company provides specialty veterinary services.

This report concerns a proposed New York Job Development Authority ("JDA") loan for the amount of \$2,160,180 (the "JDA Loan"). The \$2,160,180 loan is to be used towards the purchase of real estate and the construction of a new facility (the "Facility") located in Latham, New York. The total cost of the Project is \$5,400,450 (the "JDA Project Cost").

**Project location:** 152 Sparrowbush Road  
Latham, NY 12110

**Project Completion:** 4th Quarter 2015

**1) PROJECT OVERVIEW AND RECOMMENDATION**

**Background**

Upstate Specialty Properties, LLC ("Upstate Specialty Properties") is a real estate holding company established by Aaron Wey to purchase real estate and construct a new facility in Latham, NY for the benefit of Upstate Veterinary Specialties, PLLC. Upstate Veterinary Specialties, PLLC will be the sole tenant of the new facility and pay rent to Upstate Specialty Properties.

Upstate Veterinary Specialties, PLLC ("Upstate Veterinary Specialties" or the "Company") currently provides specialty veterinary services on a referral only basis for small animal (primarily dog and cat) patients that require advanced medical care in one of several American Veterinary

Medical Association (AVMA) recognized veterinary specialties. The business is currently a tenant in a night/weekend veterinary emergency facility that provides overnight care for hospitalized patients of the specialty services. Physical constraints within the current leased space, which is approximately 14,000 SF, have limited the ability of the practice to add services to meet the demands of the local veterinary referral community, prompting investigation of a new business location. Dr. Aaron Wey, managing member of Upstate Specialty Properties, has a contract to purchase 3.33 acres at 152 Sparrowbush Road, Latham, NY 12110 as the site for expansion. The site is a vacant parcel bounded by a vacant lot to the north, Old Sparrowbush Road to the east, Sparrowbush Road to the south, and I-87 Northway to the west.

The site will be developed for Upstate Veterinary Specialties with a new two-story building that consists of a 18,986 SF first floor, a 3,000± SF second floor, and future provisions to expand the first floor by 8,322 SF for an ultimate total of 30,308 SF. The proposed new facility will be open 24 hours a day, seven days a week, with veterinary staff overnight for emergency receiving and inpatient care. The expansion will allow Upstate Veterinary Specialties to add new services (Oncology and Emergency/Critical Care) and expand existing services (Cardiology, Surgery, Neurology/Neurosurgery, and Internal Medicine). A mobile Magnetic Resonance Imaging (MRI) trailer will be onsite, and the proposed expansion will also accommodate other advanced imaging services that currently require travel to facilities outside of the Capital Region (>30 miles away). The practice currently employs 44 individuals, and the expansion will create 14 new jobs for skilled workers in the existing specialty services and at least 14 new jobs for the new Oncology and Emergency services. Competitive financing for this project is required for the land purchase and construction to be feasible, and previous offers have had interest rates or fees that are prohibitive and have made the project too expensive to move forward.

Emergency services and overnight care currently provided by Capital District Animal Emergency Clinic, P.C. ("CDAEC"), lessor of the space currently leased by Upstate Veterinary Specialties, will now be provided through a new Emergency/Critical Care service within Upstate Veterinary Specialties. This will capture fees for overnight care that are currently paid to CDAEC, and will also accommodate medical referrals that are currently funneled through CDAEC after hours or on weekends. The proposed new facility will offer better visibility and accessibility for new emergent cases as well. When combined with the other specialty services at Upstate Veterinary Specialties, the 24 hour emergency facility will offer the most comprehensive veterinary referral practice in upstate New York and western New England.

ESD staff performed a site visit on December 22, 2014 to tour existing operations and the location of the proposed new facility, and to talk with the Dr. Aaron Wey about the JDA loan request and expansion project. Photos from that visit are attached to the end of this loan report.

### **Market Analysis**

The practice of veterinary medicine includes the diagnosis and treatment (including prescriptions and surgery) of all animal disease. "Animal" includes every living creature except humans.

The practice of veterinary technology includes the performance of services within the field of veterinary medicine by a person (called a veterinary technician) who carries out medical orders prescribed by a supervising veterinarian.

A New York licensed veterinarian has a doctoral degree in veterinary medicine. Most practitioners also have an undergraduate degree with an emphasis in the basic and life sciences. In addition, all New York veterinarians have passed comprehensive written and clinical national examinations.

A New York licensed veterinary technician has completed a program approved by the New York State Education Department and has passed a national written examination.

A specialty veterinarian is a doctor of veterinary medicine who has advanced specialty training and is board certified in their respective specialties (Cardiology, Internal Medicine, Ophthalmology, Dermatology, Radiology, Surgery, Neurology, etc.).

Most veterinarians offer a full range of diagnostic, surgical, and radiological procedures. Many practices also provide animal boarding services for the convenience of their clients.

In private practice, demand for veterinarians will increase as more people are expected to take their pets for visits. Also, veterinary medicine has advanced considerably, and many of the veterinary services offered today are comparable to health care for humans, including cancer treatments and kidney transplants.

There also will be employment growth in fields related to food and animal safety, disease control, and public health. As the population grows, more veterinarians will be needed to inspect the food supply and to ensure animal and human health. However, due to overall slowing growth of the veterinary services industry, employment gains of veterinarians will be slower than in the past.<sup>1</sup>

### **Actual Sales within the U.S. Market in 2013**

In 2013, \$55.72 billion was spent on pets in the U.S.

#### *Breakdown:*

Food	\$21.57 billion
Supplies/OTC Medicine	\$13.14 billion
Veterinary Care	\$14.37 billion
Live Animal Purchases	\$2.23 billion
Pet Services: grooming & boarding	\$4.41 billion

*\*Source: American Pet Products Association, Inc.*

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<sup>1</sup> Bureau of Labor Statistics, U.S. Department of Labor, *Occupational Outlook Handbook, 2014-15 Edition, Veterinarians*, on the Internet at <http://www.bls.gov/ooh/healthcare/veterinarians.htm>.

### **Estimated 2014 Sales within the U.S. Market**

For 2014, it is estimated that \$58.51 billion will be spent on pets in the U.S., with the amount spent on veterinary care estimated to increase by almost \$1 billion.

#### *Estimated Breakdown:*

Food	\$22.62 billion
Supplies/OTC Medicine	\$13.72 billion
Veterinary Care	\$15.25 billion
Live Animal Purchases	\$2.19 billion
Pet Services: grooming & boarding	\$4.73 billion

*\*Source: American Pet Products Association, Inc.*

### **Conclusions**

- Based on the IA- rating, Upstate Veterinary Specialties currently generates sufficient cash flow from operations to service all the projected project debt, and staff believes that the Company is in stable financial condition. However, Saratoga National Bank will have a first lien position on the collateral, and there will be insufficient security for JDA to be completely collateralized.
- Based on 2014 cash flow, the Company has the ability to repay the JDA loan with a projected Debt Service Coverage Ratio (“DSCR”) that meets JDA’s minimum standard of 1.20.
- Upstate Veterinary Specialties meets JDA’s loan-to-value requirement of 90%; however, for classification purposes the collateral has been discounted which causes the rating to be IA-.
- With the project, Upstate Veterinary Specialties expects capacity to increase significantly from existing levels. The Company will also offer Emergency services with a fully staffed dedicated Emergency facility; this is projected to result in significantly increased revenue and profitability. At the completion of the project, 44 full-time jobs will be retained and 28 new jobs will be created over three years.

## 2) COVENANTS AND CONDITIONS

### This Loan is predicated upon the following financial conditions:

- The Company must obtain firm commitments satisfactory to JDA from responsible financial sources for the total project cost exclusive of any loan requested from JDA.
- The Company must provide evidence of the subject property that indicates a loan to value not to exceed 90% at the time of closing.
- The Company must maintain a minimum debt service coverage ratio of 1.20 throughout the term of the loan.
- The Company must meet all other standard JDA requirements as follows:
  - a. Completion of the Project to the satisfaction of JDA.
  - c. Procurement by the Company of funds which shall be used at or prior to the closing to pay the Project Cost, exclusive of the proceeds of the Loan.
  - d. Receipt by JDA of policies of insurance, including flood insurance if required, in amount, form and substance and issued by companies satisfactory to JDA.
  - e. Receipt by JDA of an itemized statement of Project Cost, satisfactory to JDA.
  - f. Receipt by JDA of financing documents of other lender(s) satisfactory to JDA.
  - g. Satisfaction of such other conditions as JDA, with advice of counsel, deems necessary or advisable to effectuate the Loan, secure the interest of JDA and insure compliance with the JDA Statute and applicable provisions of the Internal Revenue Code.
  - h. Execution of documents to permit monthly electronic debit of the Company's checking account to repay the Loan.
  - i. Compliance with ADDITIONAL REQUIREMENTS stipulated in all Schedules, Exhibits and Riders, attached hereto and made a part hereof.
  - j. Compliance with any other terms and conditions deemed to be necessary and appropriate in the opinion of the General Counsel of JDA.
  - k. The Company or the Company's owners will contribute at least 10% in equity to the Real Estate Project. Equity is defined as any non-debt source of capital and should be auditable through the Company's financial statements or bank accounts, if so requested by JDA.
  - l. Subordination of any loans to the Company from those certain officers and members of the Company stipulated herein in a manner satisfactory to JDA.
  - m. The Company shall not enter into any agreement by which the terms of payment of any principal or interest under any other bank

loan are waived, modified, deferred, delayed, increased or reduced in rate or amount, without the prior written consent of JDA.

- n. Collateralization of the Loan with insurance of the life of Richard Osofsky in an amount sufficient to pay the outstanding principal balance of the JDA Loan at any time.
- o. All certifications and permits for the operating purposes of the Facility to be in full force and effect prior to closing the Loan.

### **3) ENVIRONMENTAL REVIEW**

ESD staff on behalf of the JDA has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

### **4) NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY**

Pursuant to New York State Executive Law Article 15-A, ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBES") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an Minority Business Enterprise goal of 25% and the Women Business Enterprise participation goal of 15%, related to the eligible categories totaling approximately \$500,000. As such, the total overall New York State Certified Minority and Women Business Enterprise participation requirement shall be no less than \$200,000.

### **5) ADDITIONAL SUBMISSIONS TO MEMBERS**

New York State Map  
JDA Loan Underwriting Classification System  
Financial Projections  
Diagrams and Photos

Latham (Capital Region – Albany County) – Upstate Specialty Properties, LLC (Upstate Veterinary Specialties, PLLC) – New York Job Development Authority Special Purpose Fund Direct Loan Project – Real Estate Loan – Authorization to Make Loans and to Take Related Action

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RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, and each of them hereby is, authorized to make a Special Purpose Fund Loan to Statewide Local Development Corporation for the benefit of Upstate Specialty Properties, LLC (Upstate Veterinary Specialties, PLLC) for an amount not to exceed \$2,160,180 or 40% of the total project cost, whichever is less, to be funded from the proceeds of New York State Guaranteed Special Purpose Fund bonds or notes, for the purposes and substantially on the terms and conditions set forth in the materials presented at this meeting, with such changes as the Chief Executive Officer of the Authority or his designee(s) may deem appropriate; and be it further

RESOLVED, that the Chief Executive Officer of the Authority or his designee(s) be, subsequent to the making of the Loans, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the Loans as he or she may deem appropriate in the administration of the Loans; and be it further

RESOLVED, that the Chief Executive Officer of the Authority, or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions; and be it further

RESOLVED, that the provision of financial assistance by the Authority is expressly contingent upon: (1) the approval of the Public Authorities Control Board, as applicable, and (2) the receipt of all other necessary approvals.

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**JDA Underwriting Classification Chart**

Level I: Cash Flow	Level II: Default Risk	Level III: Collateral Value
<b>I</b> Actual or Adjusted Debt Service Coverage $\geq$ 1.2:1	<b>A</b> Score of $\geq$ 4 on the Default Risk Model Low Risk	Liquid value of collateral + adjusted value of personal guarantee $\geq$ total loan value
<b>II</b> Actual or Adjusted Debt Service Coverage $<$ 1.2:1, but with Projected Debt Service Coverage $\geq$ 1.2:1	<b>B</b> Score of 3 on the Default Risk Model Moderate Risk	Liquid value of collateral+ adjusted value of personal guarantee $<$ total loan value
	<b>C</b> Score of $\leq$ 2 on the Default Risk Model Higher Risk	

Photos of Existing Rented Facility





Photos of Site of New Facility



01 View from SE corner looking west.jpg



02 View from SE corner looking north.jpg



03 View from SW corner looking east.jpg



04 View from SW corner looking north.jpg



05 View from NW corner looking south.jpg



06 View along stone wall looking NW.jpg



07 View from NW corner looking south.jpg



08 View from NE corner looking west.jpg

# Rendering of New Facility

