

CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION

IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for financing and other assistance from the City of Albany Industrial Development Agency. These answers will also be used in the preparation of papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project. This application is subject to acceptance by the Agency.

TO: CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY
c/o Department of Economic Development
21 Lodge Street
Albany, New York 12207

This application by applicant respectfully states:

APPLICANT: Honest Weight Food Co-operative, Inc

APPLICANT'S ADDRESS: 484 Central Avenue

CITY: Albany STATE: NY ZIP CODE: 12206

PHONE NO.: 518-482-2667 FAX NO.: 518-482-8329 E-MAIL: LT@honestweight.coop

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION: Duke Bouchard, Alexandra Juhre

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

NAME OF ATTORNEY: Harold Gordon: Couch, White LLP

ATTORNEY'S ADDRESS: P.O. Box 22222 , 540 Broadway

CITY: Albany STATE: NY ZIP CODE: 12201-2222

PHONE NO.: 518-426-4600 FAX NO.: 518-320-3493 E-MAIL: hgordon@couchwhite.com

NOTE: PLEASE READ THE INSTRUCTIONS ON PAGE 2 HEREOF BEFORE FILLING OUT THIS FORM.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application and the summary contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using “none” or “not applicable” or “N/A” where the question is not appropriate to the project which is the subject of this application (the “Project”).
3. If an estimate is given as the answer to a question, put “(est)” after the figure or answer which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return eight (8) copies of this application to the Agency at the address indicated on the first page of this application.
6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant’s competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein (to the extent such expenses are not paid out of the proceeds of the Agency’s bonds issued to finance the project). The applicant will also be expected to pay all costs incurred by general counsel and bond counsel to the Agency. The costs incurred by the Agency, including the Agency’s general counsel and bond counsel, may be considered as a part of the project and included as a part of the resultant bond issue.
9. The Agency has established an application fee of One Thousand Five Hundred Dollars (\$1,500) to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. **THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.**

FOR AGENCY USE ONLY

1. Project Number	
2. Date application Received by Agency	. 20
3. Date application referred to attorney for review	. 20
4. Date copy of application mailed to members	. 20
5. Date notice of Agency meeting on application posted	. 20
6. Date notice of Agency meeting on application mailed	. 20
7. Date of Agency meeting on application	. 20
8. Date Agency conditionally approved application	. 20
9. Date scheduled for public hearing	. 20
10. Date Environmental Assessment Form ("EAF") received	. 20
11. Date Agency completed environmental review	. 20
12. Date of final approval of application	. 20

SUMMARY OF PROJECT

Applicant: Honest Weight Food Co-operative, Inc.

Contact Person: Duke Bouchard

Phone Number: 518-482-3312 x107

Occupant: Honest Weight Food Co-operative, Inc

Project Location: 100 Watervliet Avenue

Approximate Size of Project Site: 2.67 acres

Description of Project: The project entails construction of a 30,000 square foot building for the Honest Weight Food Co-op's natural food retail and community related operations and related site development. Honest Weight offers the broadest variety of natural, local and organic foods and personal care products in the Capital Region and is an anchor in the community. Honest Weight draws from a wide trade area, and expanding now into a larger state-of-the-art facility will secure a permanent future home for the co-op. Educated consumers value wellness and nutrition and Honest Weight is poised to provide valuable quality-of-life amenities that are vital to attracting the skilled, creative workforce needed to sustain the next level of revitalization in our Capital city.

Type of Project: Manufacturing Warehouse/Distribution
 Commercial Not-For-Profit
 Other-Specify

Employment Impact: Existing Jobs 71 FTE
New Jobs 30 FTE over 2 years

Project Cost: \$ 8,929,746

Type of Financing: Tax-Exempt Taxable Straight Lease

Amount of Bonds Requested: \$ 0

Estimated Value of Tax-Exemptions:

N.Y.S. Sales and Compensating Use Tax:	\$ <u>150,000</u> <u>est</u>
Mortgage Recording Taxes:	\$ <u>0</u>
Real Property Tax Exemptions:	\$ <u>1,405,616</u> <u>est</u>
Other (please specify):	\$ <u>0</u>

I. INFORMATION CONCERNING THE PROPOSED OCCUPANT OF THE PROJECT (HEREINAFTER, THE "COMPANY").

A. Identity of Company:

1. Company Name: Honest Weight Food Co-op
Present Address: 484 Central Avenue, Albany, NY
Zip Code: 12206
Employer's ID No.: 14-1596434
2. If the Company differs from the Applicant, give details of relationship:
3. Indicate type of business organization of Company:
 - a. Corporation (If so, incorporated in what country? United States
What State? New York Date Incorporated? May 1976 Type of Corporation? Co-operative Authorized to do business in New York? Yes X; No).
 - b. Partnership (if so, indicate type of partnership , Number of general partners , Number of limited partners).
 - c. Limited liability company, Date created? .
 - d. Sole proprietorship
4. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? If so, indicate name of related organization(s) and relationship: No

B. Management of Company:

1. List all owners, officers, members, directors and partners (complete all columns for each person):

Currently there are over 8000 Shareholders who each hold an equal single share in the Co-operative. Members of the Board of Directors are listed individually below.

NAME (First, Middle, Last) HOME ADDRESS	OFFICE HELD	OTHER PRINCIPAL BUSINESS
Lynne Lekakis: 27 Cuyler Avenue, Albany NY 12209 William Frye, III: 2 Thurlow Terrace #C, Albany NY Roman Kuchera: 26 Cuyler Avenue, Albany, NY 12209 Edward Depew: 1693 Farmers Turnpike, Castleton NY 12033 Robert Sweeney: P.O. Box 233, Rensselaerville, NY 12147 Hilary Yeager: 1013 Beryl Way, Watervliet, NY 12189 Rebekah Rice: 67 Nine Mile Lane, Delmar NY 12054 Ronald Royne: 13 Herber Avenue, Delmar, NY 12054 Jason Rathbun: 177 Brevator Street, Albany, NY 12206	Board President Board Vice President Board Treasurer Board Secretary Director Director Director Director Director	Non-profit consulting Retired Banking NYS Comptroller's Office Farming Retired

2. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes ___; No X.

3. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes ___; No X.

4. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes ___; No X. (If yes to any of the foregoing, furnish details in a separate attachment).

5. If the answer to any of questions 2 through 4 is yes, please, furnish details in a separate attachment.

C. Principal Owners of Company:

1. Principal owners of Company: Is Company publicly held? Yes ___; No X. If yes, list exchanges where stock traded:

2. If no, list all stockholders having a 5% or more interest in the Company:

NAME	ADDRESS	PERCENTAGE OF HOLDING
None		

D. Company's Principal Bank(s) of account:
SEFCU*

*as of this date: bank will change once a Building Permit is issued & construction phase begins

II. DATA REGARDING PROPOSED PROJECT

A. Summary: (Please provide a brief narrative description of the Project.)

Honest Weight Food Cooperative, Inc. (HWFC) intends to build a natural foods grocery store at 100 Watervliet Avenue, Albany NY. HWFC has secured a 2.67 +/- acre site to construct a 30,000 square foot (SF) store with supporting parking and landscaped areas adjacent to the building. The new building is intended to offer owners and customers an inviting, functional and aesthetically appealing shopping experience, consistent with new competition entering the regional market. Programming is expected to break down at approximately 18,000 SF retail; 5,000 SF preparation space, coolers and freezers; 3,000 SF warehouse and mechanical; 2,600 SF administrative area; 850 SF community space and 600 SF of support space.

B. Location of Proposed Project:

1.	Street Address	100 Watervliet Avenue
2.	City of	Albany, NY 12206
3.	Town of	n/a
4.	Village of	n/a
5.	County of	Albany

C. Project Site:

1. Approximate size (in acres or square feet) of Project site: 2.67 acres
Is a map, survey or sketch of the project site attached? Yes ; No .
2. Are there existing buildings on project site? Yes ; No
 - a. If yes, indicate number and approximate size (in square feet) of each existing building: 41,100 square feet
 - b. Are existing buildings in operation? Yes ; No .
If yes, describe present use of present buildings: minimal dry storage
 - c. Are existing buildings abandoned? Yes ; No . About to be abandoned? Yes ; No *. If yes, describe:
*Demolition to commence upon issuance of building permit
 - d. Attach photograph of present buildings.

3. Utilities serving project site:
 - Water-Municipal: City of Albany
 - Other (describe)
 - Sewer-Municipal: City of Albany
 - Other (describe)
 - Electric-Utility: National Grid
 - Other (describe)
 - Heat-Utility: National Grid
 - (Gas connection exists/functional, but shut off)
 - Other (describe)
4. Present legal owner of project site: Honest Weight Food Co-operative, Inc.
 - a. If the Company owns project site, indicate date of purchase: Dec. 13, 2007; Purchase price: \$ 1,350,000.
 - b. If Company does not own the Project site, does Company have option signed with owner to purchase the Project site? Yes ; No . If yes, indicate date option signed with owner: , 20 ; and the date the option expires: , 20 .
 - c. If the Company does not own the project site, is there a relationship legally or by common control between the Company and the present owners of the project site? Yes ; No . If yes, describe:
5.
 - a. Zoning District in which the project site is located: M-1
 - b. Are there any variances or special permits affecting the site? Yes X; No . If yes, list below and attach copies of all such variances or special permits:
The project was granted a Special Use Variance (for a grocery store consistent with C-2) on 5/9/12 by the Board of Zoning and Appeals, and on May 17th we secured Site Plan Approval and a Demolition Approval, conditional upon securing an Area Variance (reduction in setback) and a Parking Permit pending with the BZA, likely to occur on May 23rd.

D. Buildings:

1. Does part of the project consist of a new building or buildings? Yes X; No . If yes, indicate number and size of new buildings: One (1): 30,706 +/- SF
2. Does part of the project consist of additions and/or renovations to the existing buildings? Yes ; No X. If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation:
3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed or expanded: The principal use will be to operate a natural foods grocery store, including prepared foods and indoor and outdoor seating, with supplemental community events and programming.

E. Description of the Equipment:

1. Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")? Yes ___; No X. If yes, describe the Equipment:
2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes ___; No . If yes, please provided detail:
3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed:

F. Project Use:

1. What are the principal products to be produced at the Project?
Fresh, natural, high-quality, sustainably sourced and tasty prepared foods
2. What are the principal activities to be conducted at the Project?
Retail sales of natural grocery and personal and home care products
3. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes X; No . If yes, please provide detail: Food service
4. If the answer to question 3 is yes, what percentage of the cost of the Project 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 %
5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:
 - a. Will the Project be operated by a not-for-profit corporation? Yes ___; No X. If yes, please explain:
 - b. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes X; No . If yes, please explain:
Market studies indicate that the co-op draws a significant number of customers from outside the City of Albany, principally from Bethlehem, Glenmont, Westmere, Schenectady, Niskayuna, Troy, Rensselaer, and East Greenbush, and lesser penetration into Saratoga and Columbia Counties.

c. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York? Yes ___; No X_. If yes, please explain:

d. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonable 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 X_; No___. If yes, please provide detail:

Honest Weight offers a broader assortment of natural, local and organic foodstuffs and home and body care products than can be found elsewhere in the city of Albany.

e. Will the Project be located in one of the following: (i) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (ii) 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 (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? Yes X_; No___. If yes, please explain: contiguous to census tract 36001-7 & 36001-6

6. If the answers to any of subdivisions c. through e. of question 5 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? Yes X_; No___. If yes, please explain: The project represents an expansion with an anticipated increase in employees of roughly 30 FTE within the first two years of operation.

7. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes X_; No___. If yes, please explain: We have a current location at 484 Central Avenue, Albany, NY 12206 which is anticipated to close when the new location opens

8. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes___; No X_. If yes, please provide detail:

9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project:

a. Is the Project reasonably necessary to preserve the competitive position of the Company on such Project Occupant in its industry? Yes X_; No___. If yes, please provide detail:

The grocery/supermarket competitive landscape of the Capital Region is evolving rapidly. With the planned addition of both a Trader Joe's and a Whole Foods in Colonie, the co-op's ability to retain its existing clientele and expand to reach new audiences will be dramatically improved by the expansion of retail space and a new, clean and efficient facility that is easily accessed both from within the city and from I-90.

- b. Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes ___; No X __. If yes, please provide detail:

G. Other Involved Agencies:

1. Please indicate all other local agencies, boards, authorities, districts, commissions or governing bodies (including any city, county and other political subdivision of the State of New York and all state departments, agencies, boards, public benefit corporations, public authorities or commissions) involved in approving or funding or directly undertaking action with respect to the Project. For example, do you need a municipal building permit to undertake the Project? Do you need a zoning approval to undertake the Project? If so, you would list the appropriate municipal building department or planning or zoning commission which would give said approvals.

Albany Board of Zoning Appeals

SEQRA Determination (unlisted action)
Use Variance (Granted 5/9/12)
Area Variance (setback)
Parking lot permit

Albany Planning Board

SEQRA Determination (Unlisted Action)
Site Plan Approval

Albany Department of Public Safety

Division of Buildings and Regulatory Compliance, Building permit

Albany Department of General Services

Street Opening Permit
Application for Right of Way Access Review
Re-subdivision Map

Albany Department of Water & Water Supply (Albany Water Board)

Water Connection permit
Sewer Connection Permit
Storm Water Management Review

2. Describe the nature of the involvement of the federal, state or local agencies described above:

Municipal approvals

H. Construction Status:

1. Has construction work on this project begun? Yes ____; No X. If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.:

2. Please indicate amount of funds expended on this project by the Company in the past three (3) years and the purposes of such expenditures:
Soft Costs (fees) approximating \$600,000

I. Method of Construction After Agency Approval:

1. If the Agency approves the project which is the subject of this application, there are two methods that may be used to construct the project. The applicant can construct the project privately and sell the project to the Agency upon completion. Alternatively, the applicant can request to be appointed as "agent" of the Agency, in which case certain laws applicable to public construction may apply to the project. Does the applicant wish to be designated as "agent" of the Agency for purposes of constructing the project? Yes X; No ____.

2. If the answer to question 1 is yes, does the applicant desire such "agent" status prior to the closing date of the financing? Yes X; No ____.

III. INFORMATION CONCERNING LEASES OR SUBLEASES OF THE PROJECT. (PLEASE COMPLETE THE FOLLOWING SECTION IF THE COMPANY INTENDS TO LEASE OR SUBLEASE ANY PORTION OF THE PROJECT).

A. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes ____; No X. If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee name:
Present Address:
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee is: ____ Corporation: ____ Partnership: ____ Sole Proprietorship
Relationship to Company:
Percentage of Project to be leased or subleased:
Use of Project intended by Sublessee:
Date of lease or sublease to Sublessee:
Term of lease or sublease to Sublessee:
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes ____; No _____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

2. Sublessee name:
Present Address:
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee is:
_____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company:
Percentage of Project to be leased or subleased:
Use of Project intended by Sublessee:
Date of lease or sublease to Sublessee:
Term of lease or sublease to Sublessee: _____
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes____; No____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

3. Sublessee name:
Present Address:
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee is: _____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company:
Percentage of Project to be leased or subleased:
Use of Project intended by Sublessee:
Date of lease or sublease to Sublessee:
Term of lease or sublease to Sublessee:
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes____; No____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

B. What percentage of the space intended to be leased or subleased is now subject to a binding written lease or sublease?

IV. Employment Impact

A. Indicate below the number of people presently employed at the project site and the number that will be employed at the project site at end of the first and second years after the project has been completed (Do not include construction workers). Also indicate below the number of workers employed at the project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding relocated positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

TYPE OF EMPLOYMENT					
	PROFESSIONAL MANAGERIAL	SKILLED	SEMI- SKILLED	UNSKILLED	TOTALS
Present Full Time	5	19	32		56
Present Part Time		7	14		21
Present Seasonal			9		9
First Year Full Time	7	22	38		67
First Year Part Time		11	21		32
First Year Seasonal			21		21
Second Year Full Time	7	26	42		75
Second Year Part Time		14	22		36
Second Year Seasonal			16		16

B. Please prepare a separate attachment describing in detail the types of employment at the project site. Such attachment should describe the activities or work performed for each type of employment. Current structure includes three top level managers, eleven department managers who are responsible for achieving sales and margin targets, managing product mix, ensuring excellence in customer service and coaching and supervising staff (from 3-12 employees per department. Additional skilled roles include a Human Resources coordinator, an Outreach Coordinator, a Facilities Manager, a Membership Coordinator, as well as product buyers, experienced bakers and prep cooks. Semi-skilled jobs are generally related to receiving, stocking and selling grocery and wellness products, processing transactions and providing superb customer service.

V. Project Cost

A. Anticipated Project Costs. State the costs reasonably necessary for the acquisition of the project site and the construction of the proposed project including the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

Description of Cost

Amount

Land	\$ <u>989,223</u>
Buildings	\$ <u>5,442,652</u>
Machinery and equipment costs	\$ _____
Utilities, roads and appurtenant costs	\$ _____
Architects and engineering fees	\$ <u>645,000</u>
Costs of Bond issue (legal, financial and printing)	\$ _____
Construction loan fees and interest (if applicable)	\$ <u>311,000</u>
Other: Additional Inventory	\$ <u>230,631</u>
Start-up Staffing	\$ <u>50,000</u>
Business Disruption	\$ <u>100,000</u>
Contingency	\$ <u>723,153</u>
<u>Additional Fees: Legal, Mortgage Recording Tax etc. (plug)</u>	\$ <u>438,087</u>
 TOTAL PROJECT COST	 \$ <u>8,929,746</u>

B. Have any of the above expenditures already been made by applicant?

Yes X; No _____. (If yes, indicate particular.)

Approximately \$600K in soft costs

V. BENEFITS EXPECTED FROM THE AGENCY

A. Financing

1. Is the applicant requesting that the Agency issue bonds to assist in financing the project? Yes ____; No X. If yes, indicate:
 - a. Amount of loan requested: _____ Dollars;
 - b. Maturity requested: _____ Years.
2. Is the interest on such bonds intended to be exempt from federal income taxation? Yes n/a; No _____.
3. If the answer to question 2 is yes, will any portion of the Project be used for any of the following purposes:
 - a. retail food and beverage services: Yes ____; No ____
 - b. automobile sales or service: Yes ____; No ____
 - c. recreation or entertainment: Yes ____; No ____
 - d. golf course: Yes ____; No ____
 - e. country club: Yes ____; No ____
 - f. massage parlor: Yes ____; No ____
 - g. tennis club: Yes ____; No ____
 - h. skating facility (including roller skating, skateboard and ice skating): Yes ____; No ____
 - i. racquet sports facility (including
 - j.

- handball and racquetball court): Yes ___; No ___
- k. hot tub facility: Yes ___; No ___
- l. suntan facility: Yes ___; No ___
- m. racetrack: Yes ___; No ___

4. If the answer to any of the above questions contained in question 3 is yes, please furnish details on a separate attachment.
5. Is the Project located in the City's federally designated Enterprise Zone? Yes n/a; No ___.
6. Is the applicant requesting the Agency to issue federally tax-exempt Enterprise Zone bonds? Yes ___; No X.

B. Tax Benefits

1. Is the applicant requesting any real property tax exemption that would not be available to a project that did not involve the Agency? Yes X; No ___.
2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes X; No ___. If yes, what is the approximate amount of financing to be secured by mortgages? \$ 6,431,875.
3. Is the applicant expecting to be appointed agent of the Agency for purposes of avoiding payment of N.Y.S. Sales Tax or Compensating Use Tax? Yes X; No ___. If yes, what is the approximate amount of purchases which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? \$ 150,000.
4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of the exemption.

a.	N.Y.S. Sales and Compensating Use Taxes:	\$ <u>150,000 est</u>
b.	Mortgage Recording Taxes:	\$ <u>0</u>
c.	Real Property Tax Exemptions:	\$ <u>1,405,616 est</u>
d.	Other (please specify):	\$ _____
	_____	\$ _____
	_____	\$ _____

5. Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency's tax-exemption policy contained in its Rules and Regulations? Yes X; No ___. If yes, please explain.
6. Is the Project located in the City's state designated Empire Zone? Yes X; No ___. Area 2

C. Project Cost/Benefit Information. Complete the attached Cost/Benefit Analysis so that the Agency can perform a cost/benefit analysis of undertaking the Project. Such information should

consist of a list and detailed description of the benefits of the Agency undertaking the Project (e.g., number of jobs created, types of jobs created, economic development in the area, etc.). Such information should also consist of a list and detailed description of the costs of the Agency undertaking the Project (e.g., tax revenues lost, buildings abandoned, etc.).

VI. REPRESENTATIONS BY THE APPLICANT. The applicant understands and agrees with the Agency as follows:

A. Job Listings. Except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOC") and with the administrative entity (collectively with the DOC, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.

B. First Consideration for Employment: In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.

C. City Human Rights Law. The Applicant agrees to endeavor to comply with the provisions of Article XI, Division 2 of the City Code, entitled "The Omnibus Human Rights Law". The Applicant understands that it is not subject to the provisions of The Omnibus Human Rights Law.

D. Annual Sales Tax Filings. In accordance with Section 874(8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.

F. Annual Employment Reports: The applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.

G. Absence of Conflicts of Interest: The applicant has received from the Agency a list of the members, officers and employees of the Agency. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

(Applicant)

BY: _____



NOTE: APPLICANT MUST ALSO COMPLETE THE APPROPRIATE VERIFICATION APPEARING ON PAGES 18 THROUGH 21 HEREOF BEFORE A NOTARY PUBLIC AND MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 22

VERIFICATION

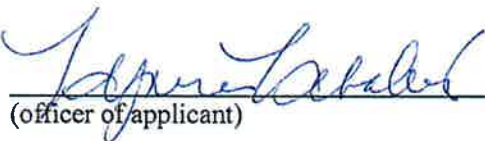
(If Applicant is a Corporation)

STATE OF New York)
) SS.:
COUNTY OF Albany)

Lynne Lekakis deposes and says that she is the
(Name of chief executive of applicant)

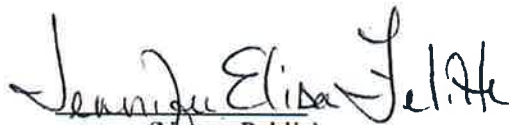
Board President of Honest Weight Food Co-op

the corporation named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. Deponent further says that the reason this verification is made by the deponent and not by said company is because the said company is a corporation. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as an officer of and from the books and papers of said corporation.



(officer of applicant)

Sworn to before me this
21st day of May, 2012.


(Notary Public)

JENNIFER ELISA FELITTE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01FE6187989
Qualified in Albany County
My Commission Expires June 02, 2012

NOTE: THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS THE HOLD
HARMLESS AGREEMENT APPEARING ON PAGE 22 IS SIGNED BY THE APPLICANT.

HOLD HARMLESS AGREEMENT

Applicant hereby releases City of Albany Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (i) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the application or the project described therein or the issue of bonds requested therein are favorably acted upon by the Agency, and (ii) the Agency's financing of the Project described therein; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to find buyers willing to purchase the total bond issue requested, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

(Applicant)

BY: 

Sworn to before me this
21st day of May, 2012.


(Notary Public)

JENNIFER ELISA FELITTE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01FE6187989
Qualified in Albany County
My Commission Expires June 02, 2012

TO: Project Applicants
 FROM: City of Albany Industrial Development Agency
 RE: Cost/Benefit Analysis

In order for the City of Albany Industrial Development Agency (the "Agency") to prepare a Cost/Benefit Analysis for a proposed project (the "Project"), the Applicant must answer the questions contained in this Project Questionnaire (the "Questionnaire") and complete the attached Schedules. This Questionnaire and the attached Schedule will provide information regarding various aspects of the Project, and the costs and benefits associated therewith.

Since we need this Questionnaire to be completed before we can finalize the Cost/Benefit Analysis, please complete this Questionnaire and forward it to us at your earliest convenience.

PROJECT QUESTIONNAIRE

1. Name of Project Beneficiary ("Company"):	<u>Honest Weight Food Co-operative, Inc</u>
2. Brief Identification of the Project:	<u>30,000 +/- Natural Foods Grocery</u>
3. Estimated Amount of Project Benefits Sought:	\$ <u>1,555,616</u>
A. Amount of Bonds Sought:	\$ <u>0</u>
B. Value of Sales Tax Exemption Sought	\$ <u>150,000</u>
C. Value of Real Property Tax Exemption Sought	\$ <u>1,405,616</u>
D. Value of Mortgage Recording Tax Exemption Sought	\$ <u>0</u>

PROJECTED PROJECT INVESTMENT

A. Land-Related Costs	
1. Land acquisition	\$ <u>989,223</u>
*2. Site preparation	\$ <u>882,718</u>
*3. Landscaping	\$ <u>20,000</u>
4. Utilities and infrastructure development	\$
5. Access roads and parking development	\$ <u>included in site prep</u>
6. Other land-related costs (describe)	\$
B. Building-Related Costs	
1. Acquisition of existing structures	\$
2. Renovation of existing structures	\$
3. New construction costs (other than itemized above & below)	\$ <u>3,119,834</u>
*4. Electrical systems	\$ <u>672,900</u>
*5. Heating, ventilation and air conditioning	\$ <u>365,200</u>
*6. Plumbing	\$ <u>382,000</u>
7. Other building-related costs (describe)	\$
*A2, A3, B4, B5, B6 cited from GMP estimate by Division	

C. Machinery and Equipment Costs			
1.	Production and process equipment	\$	
2.	Packaging equipment	\$	
3.	Warehousing equipment	\$	
4.	Installation costs for various equipment	\$	
5.	Other equipment-related costs (describe)	\$	
D. Furniture and Fixture Costs			
1.	Office furniture	\$	
2.	Office equipment	\$	
3.	Computers	\$	
4.	Other furniture-related costs (describe)	\$	
E. Working Capital Costs			
1.	Operation costs	\$	
2.	Production costs	\$	
3.	Raw materials (Additional Inventory)	\$ 230,631	
4.	Debt service	\$ 311,000	
5.	Relocation costs (Business disruption)	\$ 100,000	
6.	Skills training (Staffing Development)	\$ 50,000	
7.	Other working capital-related costs (describe)	\$	
F. Professional Service Costs			
1.	Architecture and engineering also Owner's Rep, Consultants	\$ 645,000	
2.	Accounting/legal (plug#, includes mortgage recording tax)	\$ 438,087	
3.	Other service-related costs (describe)	\$	
G. Other Costs			
1.	Contingency	\$ 723,153	
2.		\$	
H. Summary of Expenditures			
1.	Total Land-Related Costs	All A above	\$ 1,891,941
2.	Total Building-Related Costs	All B above	\$ 4,539,934
3.	Total Machinery and Equipment Costs		\$
4.	Total Furniture and Fixture Costs		\$
5.	Total Working Capital Costs	All E above	\$ 691,631
6.	Total Professional Service Costs	All F above	\$ 1,083,087
7.	Total Other Costs	All G above	\$ 723,153

PROJECTED PROFIT

I. Please provide projected profit as defined by earnings after income tax but before depreciation and amortization:

PILOT proposal requests a deviation: 100% abatement of the tax increase over the first 3 years, then to 75% abatement in year 4, to 50% abatement in years 5 & 6, then stepping down by 10% in Years 7-9, and finally to full payment in Year 10. Honest Weight will have to refinance with the primary lender at the end of Year 6 and then may need to refinance subordinate lenders in the subsequent 2-3 years, so this structure would give the co-op flexibility to weather market fluctuations and pay down debt.

YEAR	Without IDA benefits	With IDA benefits
1	(\$20,247)	\$208,206
2	\$205,658	\$307,176
3	\$247,798	\$350,891
4	\$278,509	\$398,288
5	\$312,934	\$397,018
6	\$351,113	\$437,536
7	\$598,175	\$670,412
8	\$629,850	\$687,170
9	\$667,201	\$708,620
10	\$703,272	\$709,338

PROJECTED CONSTRUCTION EMPLOYMENT IMPACT

I. Please provide estimates of total construction jobs and the total annual wages and benefits of construction jobs at the Project:

Year	Number of Construction Jobs	Total Annual Wages and Benefits	Estimated Additional NYS Income Tax <i>Uses estimate of 4% of wages</i>
Current Year	120	\$ 1,080,000	\$ 43,200
Year 1	80	\$ 720,000	\$ 28,800
Year 2		\$	\$
Year 3		\$	\$
Year 4		\$	\$
Year 5		\$	\$

PROJECTED PERMANENT EMPLOYMENT IMPACT

- I. Please provide estimates of total number of existing permanent jobs to be preserved or retained as a result of the Project:

For this chart's purposes, we counted all part-time employees as 1/2 FTE. For more specific breakdown, see page 16.

All of the jobs retained in the current year will be preserved through the course of the benefit period. The first year of operations would see a greater percentage of seasonal workers (not reflected below), while we transition to the new format and in anticipation of increasing competition entering the market in 2014, but with the second year and beyond, many of these would likely transition to regular part-time and full-time positions, so these are showing up in subsequent years. These job creation numbers are deliberately conservative. It is difficult to predict job creation further than year 4, as if we are hitting performance targets, we would likely evaluate the need for satellite stores, which would require additional labor for start-up.

Year	Professional	Skilled	Semi-Skilled	Unskilled
Current Year	5	23	39	0
Year 1	"	"	"	"
Year 2	"	"	"	"
Year 3	"	"	"	"
Year 4	"	"	"	"
Year 5	"	"	"	"

- II. Please provide estimates of total new permanent jobs to be created at the Project:

Year	Professional	Skilled	Semi-Skilled	Unskilled
Current Year				
Year 1	2	5	9	0
Year 2		5	9	"
Year 3		4	5	"
Year 4		2	4	"
Year 5				

- III. Please provide estimates for the following:

A. Creation of New Job Skills relating to permanent jobs. Please complete Schedule A.

- IV. Provide the projected percentage of employment that would be filled by City of Albany residents: Currently slightly more than 50% of employees are residents of the City of Albany

A. Provide a brief description of how the project expects to meet this percentage:

We expect to recruit some new employees from the immediate area of Albany, and expect that the percentage will likely stay in the range of 50%. Recruiting options would include hosting a local job fair, posting in Times Union or Metroland, online job seek sites as well as in posting in the current store and on the co-op's website.

PROJECTED OPERATING IMPACT

I. Please provide estimates for the impact of Project operating purchases and sales:

Additional Purchases (1 st year following project completion)	\$ <u>516,850.87 est</u>
Additional Sales Tax Paid on Additional Purchases (8% Sales & Use)	\$ <u>41,348.07 est</u>
Estimated Additional Sales (1 st full year following project completion)	\$ <u>6,000,000 est</u>
Estimated Additional Sales Tax to be collected on additional sales (1 st full year following project completion) (historically Sales Tax collected has run at .012% of sales)	\$ <u>72,000 est</u>

II. Please provide estimates for the impact of Project on existing real property taxes and new payments in lieu of taxes ("Pilot Payments"):

Year	Existing Real Property Taxes (Without IDA involvement)	New Pilot Payments (With IDA)	Total (Difference)
Current Year	\$58,377	\$58,377	\$0
Year 1	\$240,514	\$12,061	\$228,452
Year 2	\$247,729	\$12,423	\$235,306
Year 3	\$255,161	\$12,796	\$242,365
Year 4	\$262,816	\$75,589	\$187,227
Year 5	\$270,700	\$142,138	\$128,563
Year 6	\$278,821	\$146,402	\$132,419
Year 7	\$287,186	\$178,072	\$109,114
Year 8	\$295,801	\$211,796	\$84,290
Year 9	\$304,676	\$246,796	\$57,879
Year 10	\$313,816	\$313,816	\$0

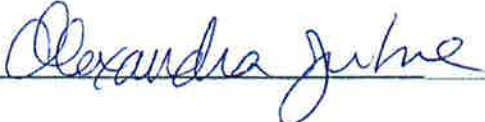
III. Please provide a brief description for the impact of other economic benefits expected to be produced as a result of the Project:

Honest Weight is committed to featuring and promoting locally grown and prepared products, and we endeavor to foster an environment that is welcoming to emerging entrepreneurs just beginning to bring their products to market. We are also committed to sustainable living strategies, and would work with the City to encourage the emergence of new small business and services along the Watervliet Avenue corridor. Although these are not direct impacts, we project that Honest Weight's investment at 100 Watervliet Avenue will have a positive and catalyzing effect on the surrounding neighborhood.

CERTIFICATION

I certify that I have prepared the responses provided in this Questionnaire and that, to the best of my knowledge, such responses are true, correct and complete.

I understand that the foregoing information and attached documentation will be relied upon, and constitute inducement for, the Agency in providing financial assistance to the Project. I certify that I am familiar with the Project and am authorized by the Company to provide the foregoing information, and such information is true and complete to the best of my knowledge. I further agree that I will advise the Agency of any changes in such information, and will answer any further questions regarding the Project prior to the closing.

Date Signed: <u>May 21</u> , 20 <u>12</u>	Name of Person Completing Project Questionnaire on behalf of the Company.
	Name: <u>Alexandra Juhre</u> Title: <u>Organizational Leader/Project Manager</u> Phone Number: <u>518-482-0061 x101</u> Address: <u>484 Central Avenue, Albany NY 12206</u>
	Signature: 

SCHEDULE A

CREATION OF NEW JOB SKILLS

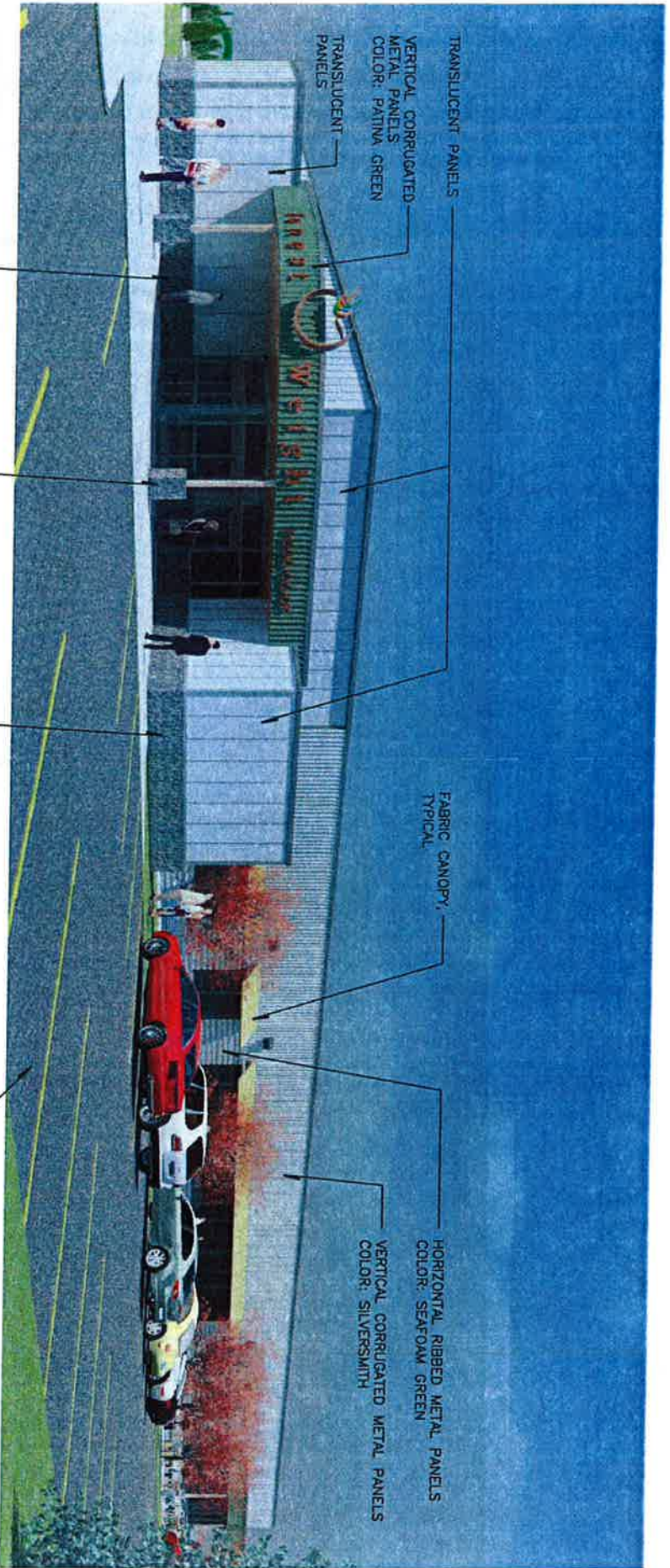
Please list the projected new job skills for the new permanent jobs to be created at the Project as a result of the undertaking of the Project by the Company.

New Job Skills	Number of Positions Created	Starting Wage Rate
See below	See below	Minimum Starting wage is 10.00/hr Skilled positions average \$13/hr Honest Weight offers a generous benefits package to regular full-time employees and pays a portion of benefits for part-time staff scheduled for & working >20 hours/week
Operations Manager (tentative title)	1	\$16
Educational Program Director	1	\$16
Marketing/Graphics Assistant	1	\$13
Warehouse Receiver	1	\$13
Meat cutter (<prime cuts)	1	\$13
Baker	1	\$12
Bookkeeper	1	\$11
Prep cook	3	\$11
Grocery Clerk/Stockler	3	\$10
Espresso Barista	2	\$10
Sandwich maker	2	\$10
Specialty Foods Clerk	1	\$11
Service Deli clerk	2	\$10
Dishwasher	2	\$10
Produce Clerk	4	\$10
Meat/Seafood Clerk	2	\$10
Cleaning Staff	2	\$10
	30	

Should you need additional space, please attach a separate sheet.



100 W/H
Existing Bldgs



TRANSLUCENT PANELS
 VERTICAL CORRUGATED METAL PANELS
 COLOR: PATINA GREEN
 TRANSLUCENT PANELS

FABRIC CANOPY
 TYPICAL

HORIZONTAL RIBBED METAL PANELS
 COLOR: SEAFOAM GREEN
 VERTICAL CORRUGATED METAL PANELS
 COLOR: SILVERSMITH

SPLIT FACE CMU VENEER
 COLOR: 3B7-CHARCOAL

POROUS PAVEMENT



RENDERING at ENTRANCE

ENV: 234.10.01

HONEST WEIGHT FOOD CO-OP
 A New Natural Foods Grocery Store

9 MAY 2012





HORIZONTAL RIBBED METAL PANELS
COLOR: SIAOWM GREEN

VERTICAL CORRUGATED METAL PANELS
COLOR: SILVERSMITH

VERTICAL CORRUGATED METAL PANELS
COLOR: PATINA GREEN

FABRIC CANOPY, TYPICAL TRANSLUCENT PANELS

HORIZONTAL RIBBED METAL PANELS
COLOR: SIAOWM GREEN

VERTICAL CORRUGATED METAL PANELS
COLOR: SILVERSMITH

SPLIT FACE CMU VENEER
COLOR: 387—CHARCOAL

POROUS PAVEMENT

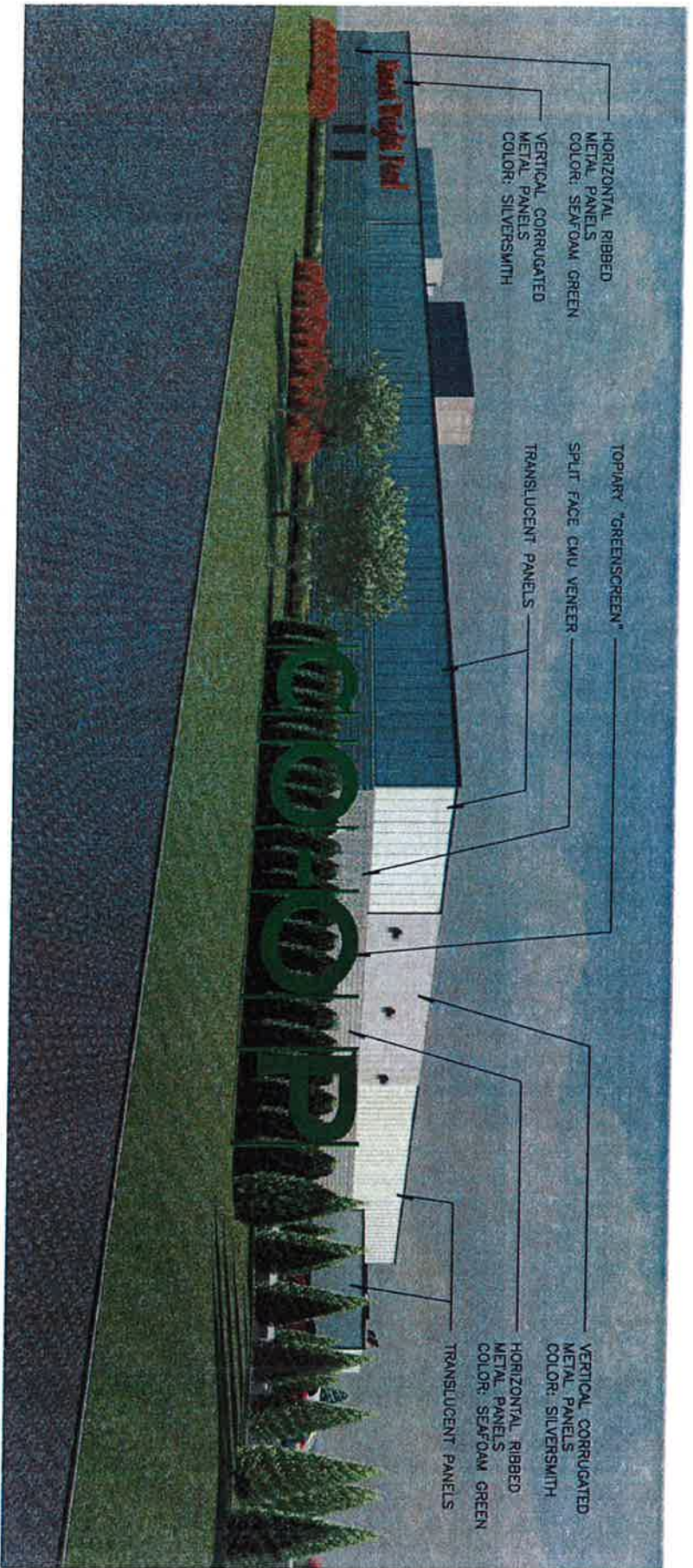
RENDERING at ENTRANCE at TWILIGHT

ENV: 234.1.001

HONEST WEIGHT FOOD CO-OP
A New Natural Foods Grocery Store

9 MAY 2012





HORIZONTAL RIBBED
METAL PANELS
COLOR: SEAFOAM GREEN

VERTICAL CORRUGATED
METAL PANELS
COLOR: SILVERSMITH

TOPIARY "GREENSCREEN"
SPLIT FACE CMU VENEER
TRANSLUCENT PANELS

VERTICAL CORRUGATED
METAL PANELS
COLOR: SILVERSMITH

HORIZONTAL RIBBED
METAL PANELS
COLOR: SEAFOAM GREEN

TRANSLUCENT PANELS



RENDERING from Y/N

ENV: 234.1.0.01

HONEST WEIGHT FOOD CO-OP
A New Natural Foods Grocery Store

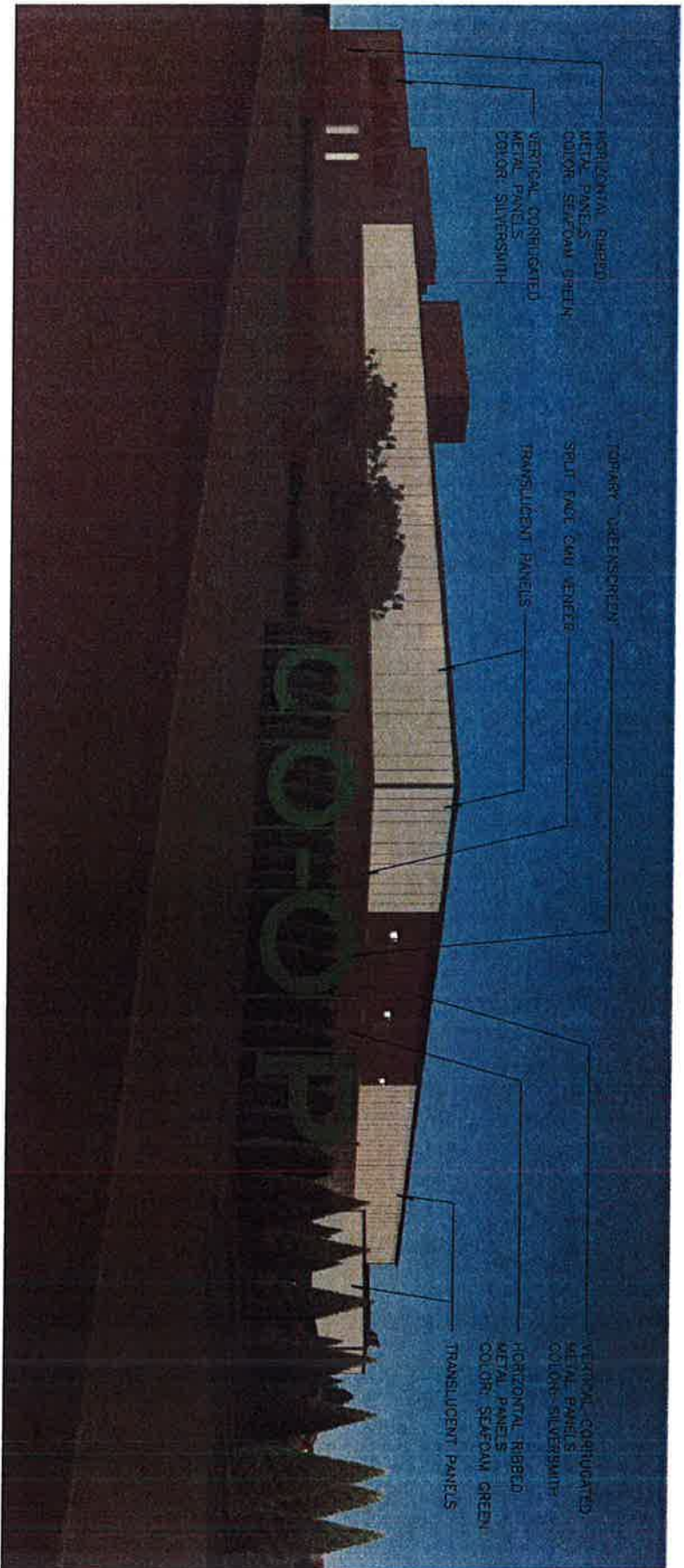
9 MAY 2012





RENDERING from YNN at TWILIGHT

ENV: 234.10.01



HONEST WEIGHT FOOD COOP
A New Natural Foods Grocery Store

9 MAY 2012





NORTH and EAST ELEVATIONS

ENV: 234.1001

HONEST WEIGHT FOOD CO-OP
A New Natural Foods Grocery Store

9 MAY 2012



NORTH ELEVATION

VERTICAL CORRUGATED METAL PANELS
COLOR: SILVERSMITH

TRANSLUCENT PANELS

HORIZONTAL RIBBED METAL PANELS
COLOR: SEAFoAM GREEN

TOPIARY "GREENSCREEN"

VERTICAL CORRUGATED METAL PANEL
COLOR: PATINA GREEN

VERTICAL CORRUGATED METAL PANELS
COLOR: SILVERSMITH

FABRIC CANOPIES

EAST ELEVATION

BUS SHELTER

HORIZONTAL RIBBED METAL PANELS
COLOR: SEAFoAM GREEN

9 MAY 2012

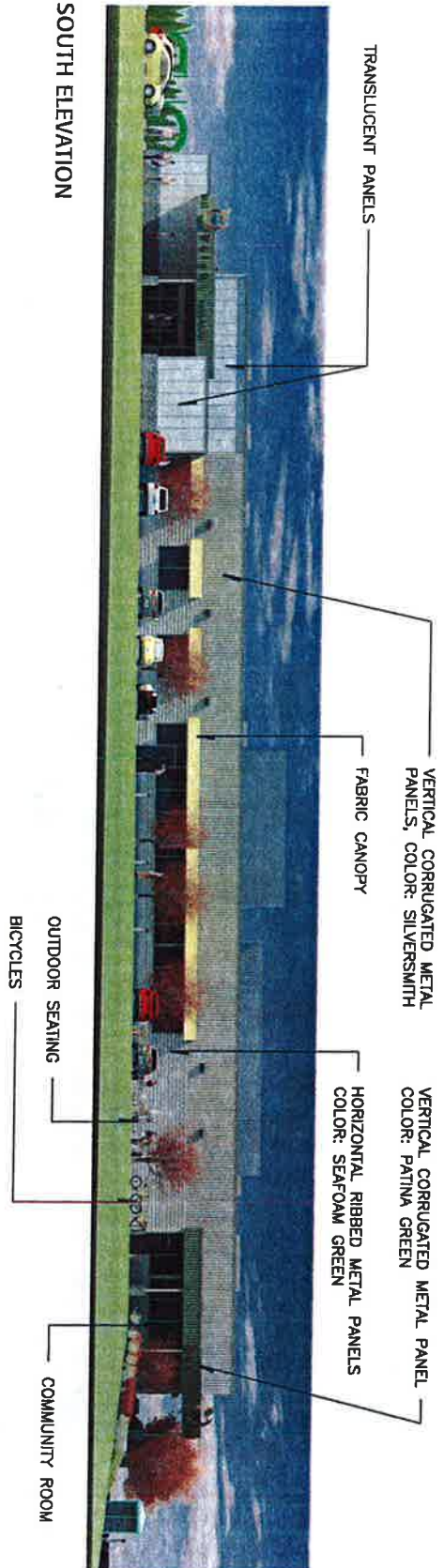


ENV-234.10.01

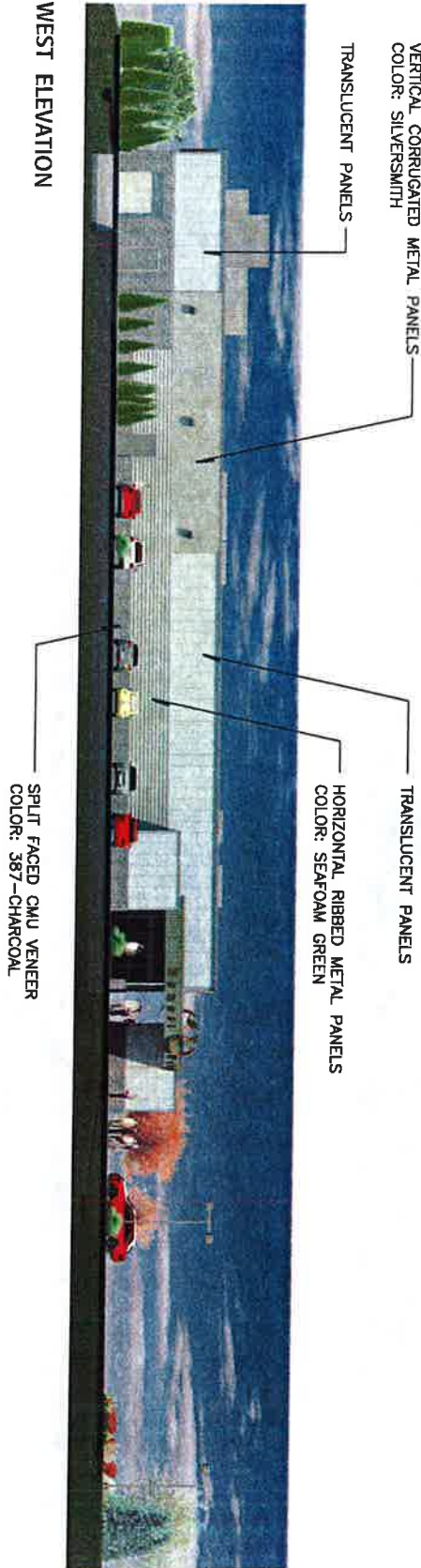
SOUTH and WEST ELEVATIONS

HONEST WEIGHT FOOD CO-OP
A New Natural Foods Grocery Store

9 MAY 2012



SOUTH ELEVATION



WEST ELEVATION



**Albany County Clerk
32 North Russell Rd.
Albany, NY 12206-1324**

Return to:

**LARRY WALTON ESQ
756 MADISON AVE
ALBANY NY 12208**

Instrument: Deed

Document Number: 10103085 Book: 2907 Page: 338

Grantor

ROALL HOLDING COMPANY LLC

Grantee

HONEST WEIGHT FOOD COOPERATIVE INC

Number of Pages: 4

Amount: \$1350000.00

Transfer Tax Receipt
Albany County Clerk Received:
Trans Tax # 3493
.....\$5400.00

Filing Date/Time: 01/02/2008 at 10:54 AM

Receipt Number: 430269

Note:

THIS PAGE CONSTITUTES THE CLERK'S ENDORSEMENT, REQUIRED BY SECTION 316A(5)&
319 OF THE REAL PROPERTY LAW OF THE STATE OF NEW YORK. DO NOT DETACH.

Thomas G. Clingan

Thomas G. Clingan, County Clerk



WARRANTY DEED

THIS INDENTURE, made the 18th day of DECEMBER, 2007

Between Roal Holding Company LLC, with office at 8 East 41st Street, New York, New York 10017, *party of the first part*, and *Honest Weight Food Coop, Inc.*, with office at 984 Central Avenue, Albany, New York, 12206 *party of the second part*, *Cooperative* RHC

WITNESSETH, that the party of the first part, in consideration of ONE AND 00/100 Dollar (\$ 1.00) lawful money of the United States, paid by the party of the second part, does hereby grant and release unto the party of the second part, its successors and assigns forever,

ALL that lot, piece or parcel of land in the City of Albany, County of Albany, State of New York described on the attached Schedule A.

This conveyance is made subject to all enforceable covenants, conditions, easements and restrictions of record, if any.

BEING the same premises conveyed from Lawrence M. Rosenstock et al. to Roal Holding Company LLC by Deed dated November 27, 1998 and recorded on December 22, 1998 in the Albany County Clerk's Office at Liber 2619 of Deeds at cp. 317.

Together with the appurtenances and all the estate and rights of the party of the first part in and to said premises,

To have and to hold the premises herein granted unto the party of the second part, its successors and assigns forever.

And said party of the first part, covenants as follows:

First. That said party of the first part is seized of said premises in fee simple, and has good right to convey the same;

Second. That the party of the second part shall quietly enjoy the said premises;

Third. That said party of the first part will forever warrant the title to said premises.

Fourth. That, in Compliance with Section 13 of the Lien Law, the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

R+R
Larry Walter, Esq.
756 Madison Ave
Albany NY 12208

Albany County Clerk
Document Number 10103085
Rcvd 01/02/2008 10:54:48 AM



In Witness Whereof, the party of the first part has hereunto set their hand and seal the day and year first above written.

Roal Holding Company LLC

IN PRESENCE OF

by:

James M. Rosenstock L.S.
Manager

STATE OF NEW YORK)
COUNTY OF NY

)SS.:

On this 13th day of December 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Lawrence M. Rosenstock personally known to me to be the individual or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacities, and that by his signatures on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Eve Rachel Markewich
Notary Public

EVE RACHEL MARKEWICH
Notary Public, State of New York
No. 02004 5976338
Qualified in New York County
Commission Expires June 16, 2011
2011

SCHEDULE A

ALL THAT LOT, PIECE OR PARCEL OF LAND situate, lying and being in the City of Albany, County of Albany, State of New York, bounded and described as follows:

BEGINNING at a point in the west line of Watervliet Avenue, 139.28 feet north of the southeasterly corner of the parcel of land conveyed to Hoy's Plumbing Supply Corp. by Frank E. Hannaberry and Harold C. Wrigley by deed dated July 31, 1951, and recorded in the Albany County Clerk's Office August 3, 1951, in Book 1277 of Deeds at Page 376, which point of beginning is the northeasterly corner of a parcel of land conveyed to Rose Herkowitz by Hoy's Plumbing Supply Corp. by deed dated the 4th day of April, 1958, and recorded in the Albany County Clerk's Office on the 4th day of April, 1958 in Book 1487 of Deeds at page 353; and running thence northerly along the westerly line of Watervliet Avenue, a distance of 260.72 feet to a point which is the northeasterly corner of a parcel of land conveyed to Hoy's Plumbing Supply Corp. by The New York Central Railroad Company by deed dated April 2, 1952, and recorded in the Albany County Clerk's Office in Book 1308 of Deeds at Page 391; and running thence westerly along the northerly line of said parcel of land so conveyed, a distance of 712.91 feet more or less to the northwesterly corner of said parcel of land so conveyed; and running thence southerly along the westerly line of said parcel and the prolongation thereof, a distance of 398.53 feet more or less to a point; and running thence easterly along the southwesterly line of premises conveyed by Stephen Van Rensselaer and wife to The New York Central Railroad Company by deed dated October 18, 1853, and recorded in the Albany County Clerk's Office in Book 126 of Deeds at Page 361, a distance of 325.79 feet to the southwest corner of premises to Rose Herkowitz as aforesaid; and running thence northerly along the westerly line of premises conveyed to said Herkowitz, a distance of 110.49 feet to the northwesterly corner thereof; and running thence easterly along the northerly line of said premises so conveyed to said Rose Herkowitz, a distance of 423.50 feet to the point or place of beginning.

EXCEPTING and reserving all that parcel of land situate in the City of Albany, County of Albany, State of New York, bounded and described as follows:

BEGINNING at a point in the south line of Watervliet Avenue Extension, said point being 437.53 feet westerly as measured along the south line of Watervliet Avenue Extension from its intersection with the west line of Watervliet Avenue; thence westerly and running along the south line of Watervliet Avenue Extension 275.83 feet; thence southerly making an interior angle of $91^{\circ} 26'$ with the last described course 384.33 feet; thence easterly making an interior angle of $89^{\circ} 30'$ with the last described course 316.39 feet; thence northerly making an interior angle of $85^{\circ} 04'$ with the last described course 384.79 feet; thence northerly making an interior angle of $147^{\circ} 36'$ with the last described course 6.85 feet to the point and place of beginning; the last described course making an interior angle of $126^{\circ} 24'$ with the first course of the parcel herein described.