

FOR CONSIDERATION

June 28, 2011

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Bronx (Bronx County) – Jetro Cash & Carry Capital – Downstate Revitalization Fund – Business Investment (Capital Grant) and Metropolitan Economic Revitalization Fund (Capital Loan)

REQUEST FOR: Findings and Determinations Pursuant to Sections 16-r and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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General Project Plan

I. Project Summary

Borrower/Grantee: Jetro Cash & Carry Enterprises, LLC (“Jetro” or the “Company”)

ESD\* Investment: A grant of up to \$500,000 for a portion of equipment acquisition costs; and  
A loan of up to \$1,000,000 for a portion of real estate construction costs.

\* The New York State Urban Development Corporation doing business as the Empire State Development Corporation (“ESD” or the “Corporation”)

Security: Second lien on land and improvements (loan)

Project Location: One Oak Point Avenue, Bronx, Bronx County

Proposed Project: Construction of a new 193,000-square-foot, state-of-the-art, energy efficient food warehouse facility in Hunts Point associated with the relocation and expansion of a 24-year old wholesale food distributor.

ESD Incentive Offer Accepted: June 18, 2010 (original offer); February 27, 2011 (revised offer)

Project Completion: January 2012

Number of Employees at Project Location:

Initial employment at time of ESD Incentive:	185*
Current employment level:	185*
Minimum employment on/through January 1, 2016:	202

\* Initial and current employment at 967 East 149<sup>th</sup> Street, Bronx, NY

Borrower/Grantee Contact: Stanley Fleishman, CEO

15-24 132nd Street  
College Point, NY 11356  
Phone: (718) 559-4205  
Fax: (718) 463-8058

Anticipated  
Appropriation

Sources: Downstate Revitalization Fund ("DRF")  
Metropolitan Economic Revitalization Fund ("MERF")

ESD Project Nos.: X124 – DRF  
X123 – MERF

Project Team:	Origination	Ray Salaberrios
	Project Management	Simone Bethune
	Legal	Richard Dorado
	Affirmative Action	Denise Ross
	Finance	Ross Freeman
	Design & Construction	Paul Palazzo
	Environmental	Soo Kang

## II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Real Estate Acquisition	\$22,700,000
Construction/Renovation	24,100,000
Machinery and Equipment	3,900,000
Soft Costs	<u>4,300,000</u>
Total Project Costs	<u>\$55,000,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Loan (MERF-X123)*	\$1,000,000	3%	3%/7 yrs./2 <sup>nd</sup> lien
ESD-Grant (DRF-X124)	\$500,000	1%	
Chase New Markets Corporation Acquisition-Loan	14,900,000	26%	1.84%/7 yrs/1st lien on RE
Chase New Markets Corporation Construction-Loan	10,100,000	18%	1.84%/7 yrs/ 2nd lien on RE
Company Equity	<u>28,500,000</u>	<u>52%</u>	
Total Project Financing	<u>\$55,000,000</u>	<u>100%</u>	

\*Following payment of company equity, funds will be disbursed *pari passu* via participation or otherwise with the lead lender.

### III. Project Description

#### A. Background

Jetro Cash & Carry Enterprises, LLC, headquartered in College Point, New York, operates as a “cash and carry” wholesaler of food and food-related products that allows its customers, which range from independent grocery stores, restaurants, delis and caterers to not-for-profit food co-ops, to buy in smaller quantities, access delivery services, and purchase items without the credit often required by traditional wholesalers. Other benefits of the Jetro model include lower prices, proximity to highways, a wider variety of inventory, a seven day a week operating schedule, and anonymity between competing food merchants.

Jetro Cash & Carry Enterprises, LLC, is privately owned by Jetro Holdings, LLC. Jetro Holdings, LLC also wholly owns Jetex Inc., a foreign sales entity. JRD Real Estate, an affiliate of Jetro, owns the wholesale food distribution center. Restaurant Depot, a division of Jetro, operates under a business model similar to Jetro, but with a different customer focus.

The first Jetro branch was built in 1976 in Red Hook, Brooklyn, and was based on a wholesale food warehouse concept developed in South Africa to improve service to the independent grocery owner. In the ensuing years, Jetro opened warehouses in New York, New Jersey, Pennsylvania, Florida, California, Maryland and Illinois. Jetro is the dominant cash and carry wholesaler in the United States. It employs over 1,200 New York State residents, 876 of whom are from New York City, including 121 Bronx residents who work at the current Hunts Point facility. Under the Jetro banner, companies sell 10,000 perishable and non-perishable food products, health and beauty aids, paper products, household goods and other related products.

The Company sought ESD’s assistance in mid-2010 because it wanted to expand its operation and relocate to a new facility that could house both Jetro and Restaurant Depot under the same roof. Currently, Jetro resides at a 160,000-square-foot, 24-year old leased facility, also located in the Bronx, which is not large enough for both operations; the move would promote efficiency by

taking advantage of the two operations' shared customer bases. ESD offered the Company a Downstate Revitalization Fund grant and a Metropolitan Economic Revitalization Fund loan to encourage the Company to build a new facility in the Hunts Point section of the Bronx, part of a strategic industry cluster that has been identified in the ESD Hunts Point Empire Zone Development Plan. The Metropolitan Economic Revitalization Fund seeks to revive economically distressed neighborhoods by offering loans to for-profit and not-for-profit businesses, villages, towns and county governments that retain or create a significant number of private-sector jobs. The fund serves areas which are located in the New York sector of the Port Authority of New York and New Jersey, including New York City, parts of Nassau, Westchester and Rockland counties. Jetro accepted the ESD incentive offer in February 2011. Jetro had originally considered building its new facility in New Jersey or Connecticut but, as a result of ESD's financial assistance, decided to build in Hunts Point.

The new Jetro facility in Hunts Point will create jobs, and revitalize an unused site on the East River into an efficient, green building which will serve as a model for future industrial development in New York City. The facility will generate sales tax and property tax revenue for the borough, in addition to supporting local grocers by offering competitive prices.

The ESD board approved a prior grant to the Company in 2003 for an upgrade to its employee training program in the amount of \$250,000. However, the grant was not disbursed because the Company did not achieve the requisite employment numbers.

#### B. The Project

Jetro acquired the land for its new facility in January 2011 and began construction in late February. The project will encompass the removal of hazardous materials, construction of a 193,000-square-foot, energy efficient, wholesale food distribution facility containing a 23,000-square-foot freezer in the Hunts Point Section of the Bronx. The facility will expand product offerings for customers, offer a more efficient way of purchasing goods, and reduce energy usage. The project is scheduled to be completed in January 2012 and is expected to retain 185 jobs and create 17 new jobs.

Prior to its development, the land was an unused Brownfield site belonging to New York City serving as a construction, demolition and debris dumpsite between 1978 and 1982. It was then used for on-site, and off-site fill until operations were halted by the DEC in 1989. The site is subject to a New York State Department of Environmental Conservation ("DEC") settlement order, which requires the removal of hazardous materials or encapsulation.

Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at \$8,090,244;
- Fiscal cost to NYS government is estimated at \$1,026,200;
- Project cost to NYS government per direct job is \$9,789;
- Project cost to NYS government per job (direct plus indirect ) is estimated at \$5,118;

- Ratio of project fiscal benefits to costs to NYS government is 7.88:1;
- Fiscal benefits to all governments (state and local) are estimated at \$12,141,869;
- Fiscal cost to all governments is \$9,618,567;
- All government cost per direct job is \$91,755;
- All government cost per total job is \$47,971;
- The fiscal benefit to cost ratio for all governments is 4.61:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$44,367,494, or \$221,274 per job (direct and indirect);
- The economic benefit to cost ratio is 4.61:1;
- Project construction cost is \$28,400,000, which is expected to generate 164 direct job years and 95 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.92 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is one year.

(See Project Summary Benefit-Cost Evaluation attached for detail and definitions.)

#### C. Financial Terms and Conditions – Grant

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the \$500,000 capital grant (\$5,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Company will demonstrate no material or adverse changes in its financial condition prior to disbursement.
3. Jetro Holdings, LLC, Jetex Inc. and JRD Real Estate will guarantee the grant repayment obligation of their subsidiary, and sister company Jetro Cash & Carry Enterprises, LLC., in the event of an Employment Shortfall or other default, as defined in these materials or the Grant Disbursement Agreement.
4. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after February 27, 2011. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
5. Prior to disbursement, the Company must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on

Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties.

6. Up to \$500,000 will be disbursed to the Grantee in three installments as follows:
  - a) an Initial Disbursement of an amount equal to 50% of the grant (\$250,000) upon completion of the project as evidenced by attainment of a certificate of occupancy or other documentation verifying project completion as ESD may require, employment of at least 185 Full-time Permanent Employees at the project location, and submission of documentation verifying project expenditures of approximately \$49 million, assuming that all project approvals have been completed and funds are available;
  - b) a Second Disbursement of an amount equal to 25% of the grant (\$125,000) will be disbursed upon documentation of the employment of at least 194 Full-time Permanent Employees at the Project Location (Employment Increment of 9), provided Grantee is otherwise in compliance with program requirements;
  - c) a Third Disbursement of an amount equal to 25% of the grant (\$125,000) will be disbursed upon documentation of the employment of at least 202 Full-time Permanent Employees at the Project Location (Employment Increment of 8), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESDC of an invoice and such other documentation as ESDC may reasonably require. Expenses must be incurred on or after February 27, 2011, to be considered eligible project costs.

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$500,000, for this project, if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
8. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an "Employment Shortfall"), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year

that the disbursement was made, or in the first full calendar year after the disbursement was made;

(ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;

(iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;

(iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;

(v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Grantee's number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	185
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A	B
Reporting Date	Employment Goals
February 1, 2012	185+X+Y
February 1, 2013	185+X+Y
February 1, 2014	185+X+Y
February 1, 2015	185+X+Y
February 1, 2016	185+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=9, and Employment Goals shall equal  $[185 + X = 194]$  if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.

Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=8, and Employment Goals shall equal  $[185 + X + Y = 202]$  if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

9. Updated financial disclosure on Grantee and all corporate and personal guarantors acceptable to ESD must be provided prior to closing.

D. Financial Terms and Conditions – Loan

1. The Borrower shall pay a commitment fee of 2% of the \$1,000,000 loan (\$20,000) upon commitment, of which half (\$10,000) will be refunded at closing. In addition, at the time of closing, the Borrower will reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Borrower will demonstrate no material or adverse changes in its financial condition prior to closing.
3. Corporate Guarantees are required from any entity or commonly controlled entities together owning 50% or more of the Borrower including Jetro Holdings, LLC; Jetex, Inc.; and JRD Real Estate.
4. The Borrower will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after February 27, 2011 the Company's written acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
5. Up to \$1,000,000 will be disbursed to the Borrower during the construction phase on a *pari passu* basis in compliance with ESD's Design and Construction requirements, and documentation of the employment of at least 185 Full-Time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available. Expenses reimbursed by ESD's loan must be incurred on or after February 27, 2011, to be considered eligible project costs. Disbursement of the loan must be requested by April 1, 2014.
6. Prior to disbursement, the Borrower must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Borrower's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Borrower to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Borrower's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Borrower to other employees with comparable rank and duties.

Job Commitments:

Baseline Employment	185
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A	B
Reporting Date	Employment Goals
February 1, 2012	185
February 1, 2013	185
February 1, 2014	202
February 1, 2015	202
February 1, 2016	202

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
8. Rate/Term: 3% interest rate increasing to prime + 2% if Company Employment Commitment is not met and maintained. Term of 20 years amortization (not to exceed the term of senior bank debt on project). Loan becomes immediately due and payable if Borrower sells or closes the Project Location.
9. Amortization: Interest-only during Construction Period, followed by 20-year amortization (Construction Period to terminate within three months of receipt of Certificate of Occupancy, but in any event no later than 12 months after construction loan closing.)
10. The Borrower will submit to ESD annual reviewed financial statements and quarterly internal financial statements certified by an officer of the Borrower.
11. Financial Disclosure: Updated financial disclosure on Borrower and all corporate and personal guarantors acceptable to ESD must be provided prior to closing.
12. Lien/Collateral: Second lien on land and improvements.
13. Due Diligence: Appraisals, and engineering and environmental reviews acceptable to ESD must be provided prior to closing, if applicable.
14. Loan to Value: Total debt on the project not to exceed 90% Loan to Value.
15. Debt Service Coverage: Underwritten minimum debt service coverage of 1:20:1.

16. No prepayment penalty.

IV. Statutory Basis – Downstate Revitalization Fund

This project is authorized under Section 16-r of the New York State Urban Development Corporation Act (the “Act”) and satisfies the eligibility criteria in the Act and the rules and regulations for the Downstate Revitalization Fund Program. No residential relocation is required as there are no families or individuals residing on the site.

V. Statutory Basis – MERF Loan

1. The proposed use of funds is consistent with the purposes of Metropolitan Economic Revitalization Fund Program.  
The Project is a public/private economic development initiative that will create or retain substantial jobs.
2. The loan will assist in the expansion or retention of a business located in the State or the attraction of a business to the State.  
The proposed Project will assist in revitalizing an underserved section of the Bronx. The project will retain 185 jobs in New York State and create an additional 17 jobs by 2016.
3. The Project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.  
See Section IIIB above.
4. The area in which the loan is to be given is an Economically Distressed Area, that is adjacent to or within a municipality, of which all or a portion, is located within the New York portion of the service area of the Port Authority of New York and New Jersey.  
The Project site is located in an economically distressed area in the Hunts Point Empire Zone.

VI. Design and Construction

Jetro Cash & Carry Enterprises, LLC, is building a new wholesale food distribution facility in Hunts Point in the Bronx. The new building will be 193,000 square feet with the construction cost projected to be \$7,100,000. The new facility will replace an existing facility that is located nearby. The design was completed in February 2011 and the projected construction completion is the first quarter of 2012.

For the MERF loan, ESD will reimburse construction expenditures up to \$1,000,000 upon completion of the project and when all D&C Requirements are met.

VII. Environmental Review

The New York City Industrial Development Agency, 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 an Unlisted Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on June 8, 2010. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

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

VIII. Affirmative Action

ESD's Non-discrimination and Affirmative Action policy will apply. The Grantee is encouraged to use its best efforts to include minorities and women in any job opportunities created by the project, and to solicit and utilize Minority and Women-owned Business Enterprises for any contractual opportunities generated in connection with the project.

IX. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

X. Additional Submissions to Directors

Resolutions  
New York State Map  
Project Finance Memorandum  
Cost-Benefit Analysis

June 28, 2011

Bronx (Bronx County) – Jetro Cash & Carry Capital – Downstate Revitalization Fund – Business Investment (Capital Grant) – Findings and Determinations Pursuant to Sections 16-r and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Jetro Cash & Carry Capital – Downstate Revitalization Fund - Business investment (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Jetro Cash & Carry Enterprises, LLC a grant for a total amount not to exceed Five Hundred Thousand Dollars (\$500,000) from the Downstate Revitalization Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation 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.

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June 28, 2011

Bronx (Bronx County) – Jetro Cash & Carry Capital – Metropolitan Economic Revitalization Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Jetro Cash & Carry Capital – Metropolitan Economic Revitalization Fund (Capital Loan) Project (the “Project”), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that on the basis of the materials presented to this meeting relating to the project, the Corporation hereby finds:

1. The proposed use of funds is consistent with the purposes of Metropolitan Economic Revitalization Fund Program;
2. The loan will assist in the expansion or retention of a business located in the State or the attraction of a business to the State;
3. The Project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs;
4. The area in which the loan is to be given is an Economically Distressed Area, that is adjacent to or within a municipality, of which all or a portion, is located within the New York portion of the service area of the Port Authority of New York and New Jersey; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief

Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Jetro Cash & Carry Enterprises, LLC a loan for a total amount not to exceed One Million Dollars (\$1,000,000) from the Metropolitan Economic Revitalization Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation 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.

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June 28, 2011

Bronx (Bronx County) – Jetro Cash & Carry Capital – Downstate Revitalization Fund -  
Business Investment (Capital Grant) and Metropolitan Economic Revitalization Fund  
(Capital Loan) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Jetro Cash & Carry Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*



**Jetro Cash & Carry DRF**  
**Capital**  
**Bronx**

