

## **LEASE OFFER FOR SPACE AT BROOKLYN ARMY TERMINAL**

The New York City Economic Development Corporation (“NYCEDC”) is pleased to invite you to submit a response to this offer (“Offer”) to lease space at the Brooklyn Army Terminal (“BAT”) for uses conforming to zoning and applicable regulations with the exception of food or retail uses.

### **Introduction.**

BAT is a 97-acre campus containing 3.1 million square feet of built-out industrial and back office space and 900,000 square feet of developable space. Spaces available for lease range from approximately 5,000 to 37,500 square feet with the ability to combine units for a total of 200,000 square feet of contiguous space. Because BAT is in an M2-1 zoning district which allows for industrial uses, the premises may be used for manufacturing, distribution, warehouse and back office purposes and other permissible uses. Leases are being offered for five to ten year initial terms with renewal options not to exceed twenty years for the entire term. See Appendix One for a description of currently available space.

BAT is located within the Southwest Brooklyn Empire Zone. Firms that locate to or expand within an Empire Zone may be eligible to receive a number of important benefits, including tax and investment credits, reduced utility costs and low interest loan programs. Accordingly, BAT tenants may be eligible for such benefits. Further, BAT tenants may be eligible for the Relocation Employee Assistance Program (REAP) benefits and certain spaces may be eligible for the Energy Cost Savings Program (ECSP).

NYCEDC’s guidelines for its operative policy regarding the use, awarding, monitoring and reporting of contracts for the disposition of property, including dispositions by lease, are set forth on the NYCEDC website, [www.nycedc.com](http://www.nycedc.com) under “About Us” and “Acquisition & Disposition of Real Property”.

### **Selection Criteria.**

The following selection criteria will be used in reviewing submissions and selecting proposals:

- readiness of a prospective tenant to enter into a lease, including whether a prospective tenant agrees to the lease terms and has been determined, after due diligence by NYCEDC, to be acceptable
- amount of space to be leased, proposed date of the lease, commencement date of the lease, term of the lease and financial return for the life of the lease
- projected impact on economic development (e.g. number and quality of jobs to be provided), public health, safety, welfare and benefit to the City of New York (“City”)
- conforming zoning use
- generally, if there is more than one qualified and ready prospective tenant for a particular space, the first respondent prospective tenant will be selected.

**Award.**

This Offer is to run from January 1, 2010 to December 31, 2010. During this period, leases for available space will be awarded from time to time pursuant to this Offer as prospective tenants respond. Leases will be awarded to parties proposing advantageous terms, financial and/or otherwise, to NYCEDC and the City. NYCEDC expects that the rental prices in the leases will reflect market rates.

Each respondent will be subject to a background check which will require submission of a completed and notarized copy of the NYCEDC Internal Background Investigation Questionnaire attached hereto as Appendix Four and financial information inclusive of the following: (i) certified financial statements for the prior three years and (ii) in the event such certified financials are not available, three years of the principals' personal income tax returns.

NYCEDC shall be the sole judge of each respondent's conformity with the requirements of this Offer and of the merits of the respondent's proposal. NYCEDC reserves the right to amend, modify or withdraw this Offer, to waive any requirements of this Offer, to require supplemental statements and information from any respondents to this Offer, to award a lease to as many or as few or none of the respondents as may be selected and to accept or reject any or all proposals received in response to this Offer.

**Response Requirements and Submission Instructions.**

Each response must contain a completed Response to Lease Offer form attached hereto as Appendix Two. The response must be submitted to NYCEDC addressed as follows:

Lee Winter, Vice President, Asset Management  
NYC Economic Development Corporation  
110 William Street  
New York, New York 10038

or, by e-mail, to: [lwinter@nycedc.com](mailto:lwinter@nycedc.com)

In the interest of expediting the award, respondent may wish to include a completed NYCEDC Internal Background Investigation Questionnaire as well as the financial information described above with its response. Such Internal Background Investigation Questionnaire must be mailed to the above address.

**Brokers.**

NYCEDC invites the participation of real estate brokers acting on behalf of and with the authorization of identified principals [[subject to the terms of NYCEDC's standard Brokerage Agreement which is available upon request]].

**Schedule Walk Through.**

Respondents are encouraged to call Lee Winter at (212) 312-4230 to schedule a walk-through of the available space(s).

**Proposals will be made available to the public.**

Please be aware that pursuant to the Public Authorities Accountability Act of 2005, all proposals for space will be disclosed to the public on the first business day of the quarter following the disposition of the space, i.e. April 2, 2010, July 1, 2010, October 1, 2010 and January 1, 2011, as applicable, at NYCEDC's offices located at 110 William Street, 6<sup>th</sup> Floor, New York, NY at 2:00pm.

**Miscellaneous.**

This Offer and any transactions resulting there from are subject to the conditions, terms and limitations set forth in Appendix Three and the subsequent lease, as may be amended from time to time ("Lease"). It is the respondent's responsibility to conduct its own due diligence of the Premises. Space(s) are offered in "as is" condition. Neither NYCEDC nor the City makes any representation as to the condition of any part of the Premises or its suitability for any use. Proposed lessee(s) may need to hire qualified personnel or consultants to support the viability of its particular use.

NYCEDC is dedicated to furthering the participation of minority- and women-owned businesses in its work. All respondents are urged to include in their proposals methods for facilitating the participation in the project of businesses that have been certified by the New York City Department of Small Business Services ("DSBS") as being women-owned or minority-owned. Businesses that have been certified as being women- or minority-owned by the Port Authority of New York and New Jersey may be eligible to receive expedited certification from DSBS after completing the DSBS "Expedited Certification Affidavit," which may be obtained by calling DSBS at (212) 513-6311.

For further information regarding the proposal requirements or the Premises, please contact Lee Winter, Vice President, Asset Management, New York City Economic Development Corporation, 110 William Street, 6<sup>th</sup> Floor, New York, New York 10038, (212) 312-4230.

## APPENDIX ONE

### List of Currently Available Space by Unit and Corresponding Square Footage\*

#### Building A

<b>Dock 4</b>	<b>36,050</b>
<b>Unit 3E</b>	<b>6,180</b>
<b>Unit 4E</b>	<b>6,890</b>
<b>Unit 3L</b>	<b>20,410</b>
<b>Unit 8K</b>	<b>14,830</b>

#### Building B

<b>Unit 1B</b>	<b>32,700</b>
<b>Unit 1D</b>	<b>32,700</b>
<b>Unit 1E</b>	<b>15,000</b>
<b>Unit 1F</b>	<b>16,000</b>
<b>Unit 1G</b>	<b>22,700</b>
<b>Unit 1I</b>	<b>15,078</b>
<b>Unit 2C</b>	<b>23,300</b>
<b>Unit 2E</b>	<b>20,400</b>
<b>Unit 2G</b>	<b>20,900</b>
<b>Unit 3F</b>	<b>18,800</b>
<b>Unit 6A</b>	<b>23,300</b>
<b>Unit 6C</b>	<b>31,200</b>
<b>Unit 8C</b>	<b>31,200</b>

All square footage is approximate.

\*This list is valid as of April 7, 2010 and will be updated as new spaces become available and as spaces are leased.

## APPENDIX TWO

### RESPONSE TO LEASE OFFER

Please add additional pages as necessary.

A. Respondent information:

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone/Fax: \_\_\_\_\_/\_\_\_\_\_

E-Mail: \_\_\_\_\_

Employer ID Number: \_\_\_\_\_

Principals' Names/Title/% Ownership:

\_\_\_\_\_

Primary Business Activity:

\_\_\_\_\_

Description of Business:

\_\_\_\_\_

Years of Existence:

\_\_\_\_\_

Primary Clients:

\_\_\_\_\_

Current Location:

\_\_\_\_\_

Projected Expansion or Relocation to BAT Facility? Describe Needs.

\_\_\_\_\_

\_\_\_\_\_

Number of Employees (full and part time): \_\_\_\_\_

B: Proposed Space(s): Unit(s)\_\_\_\_\_

C: Detail proposed use including, but not limited to, number of occupants, jobs to be created (if any), description of goods to be manufactured or distributed, days and hours of operation, security requirements, proposed work to the premises, etc. (additional pages may be included):

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D: Proposed rent expressed in dollars per square foot plus escalations (additional pages may be included):

Starting Rent \_\_\_\_\_

Annual Escalations \_\_\_\_\_

E: Proposed Term of Lease (including Options):

Initial Term: \_\_\_\_\_

Renewal: \_\_\_\_\_

If renewal, please state proposed *additional* rent increase for renewal term:\_\_\_\_\_

F: Broker Information (if applicable):

Company: \_\_\_\_\_

Name of Broker: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone/Fax/e-mail: \_\_\_\_\_

[RESPONDENT]

By: \_\_\_\_\_

**\*\*\*\*This Response to Lease Offer is written in response to the “Lease Offer for Space at Brooklyn Army Terminal (“BAT”), Brooklyn, New York” which can be found at [www.nycedc.com](http://www.nycedc.com) and is subject to the terms therein.**

## APPENDIX THREE

### Conditions, Terms and Limitations

In addition to all other conditions, terms and limitations stated elsewhere in this document, this Offer and any transaction resulting from this Offer are subject to the conditions, terms and limitations stated below and the Lease:

- A.** This Premises is to be disposed of "as is". The City and NYCEDC, and their respective officers, employees, and agents, make no representation or warranty and assume no responsibility for the accuracy of the information set forth in this Offer regarding the physical condition of the Premises, the status of title thereto, its suitability for any specific use, the presence of hazardous waste, or any other matter. All due diligence is the responsibility of the respondent, and respondents are urged to satisfy themselves with respect to the physical condition of the Premises, the information contained herein, and all limitations or other conditions affecting the Premises.
- B.** The proposed use shall conform to, and be subject to, the provisions of the New York City Zoning Resolution, all other applicable laws, regulations, and ordinances of all Federal, State and City authorities having jurisdiction, and any applicable design guidelines or historic landmark limitations, as all of the foregoing may be amended from time to time.
- C.** A respondent submitting a proposal in response to this Offer may be rejected if it or any of its principal shareholders, principals, officers, partners, members or managers, or any of the members of the respondent's development team is determined, in NYCEDC's sole discretion, to have been convicted of a felony or crime involving moral turpitude, to be an "organized crime figure," to be under indictment or criminal investigation, to be in arrears or in default on any tax, debt, contract or obligation to or with the City or State of New York or otherwise to be a "prohibited person" as defined by the City. The respondent and, if the respondent is a business entity, all of its principal shareholders, principals, officers, partners, members or managers, as the case may be, and all the members of the development team and, in the case of business entities, their respective principals, must complete a background questionnaire and submit to investigation by NYCEDC and the City's Department of Investigation. The designation may be revoked in NYCEDC's sole discretion in the event any derogatory information is revealed by such investigation.
- D.** Neither NYCEDC nor the City is obligated to pay and shall not pay any costs incurred by any respondent at any time unless NYCEDC or the City has expressly agreed to do so in writing.
- E.** This is an Offer, not a Request for Bids. NYCEDC shall be the sole judge of each response's conformance with the requirements of the Offer and of the merits of the individual proposals. Notwithstanding anything to the contrary contained herein, NYCEDC reserves the right to take any of the following actions in connection with this Offer: amend, modify or withdraw this Offer; waive any requirements of this Offer; require supplemental statements and information from any respondents to this Offer; award a contract to as many or as few or none of the

respondents as NYCEDC may select; to award a contract to entities which have not responded to this Offer; accept or reject any or all proposals received in response to this Offer; negotiate or hold discussions with one or more of the respondents; permit the correction of deficient responses that do not completely conform with this Offer; waive any conditions or modify any provisions of this Offer with respect to one or more respondents; and reject any or all responses/proposals and cancel this Offer, in whole or in part, for any reason or no reason, in NYCEDC's sole discretion. NYCEDC may exercise any such rights at any time, without notice to any respondent or other parties and without liability to any respondent or other parties for their costs, expenses or other obligations incurred in the preparation of a proposal or otherwise, if in its sole and absolute judgment, it is in the best interest of NYCEDC and the City to do so. All responses/proposals shall become the property of NYCEDC. If all responses/proposals are rejected, this Offer may be withdrawn and the Premises may be retained, and re-offered under the same or different terms and conditions, or disposed of by another method.

**F.** All responses and other materials submitted to NYCEDC in connection with this Offer may be disclosed in accordance with the standards specified in the Freedom of Information Law, Article 6 of the Public Officers Law ("FOIL"). The entity submitting a response may provide in writing at the time of submission a detailed description of the specific information contained in its submission, if any, which constitutes a trade secret or would, if disclosed, harm such entity's competitive position. This characterization shall not be determinative, but NYCEDC will use it for purposes of evaluating the applicability of any exemptions under FOIL should any request be made under FOIL to see the submission.

**G.** This Offer does not, nor shall any response to this Offer, create any rights in favor of any respondent in and to the Premises and is not a contract for the lease of any or every portion of the Premises.

**H.** NYCEDC and the City, and their respective officers, directors, agents, members and employees make no representation or warranty and assume no responsibility for the accuracy of the information set forth in this Offer. Further, NYCEDC and the City do not warrant or make any representations as to the quality, content, accuracy or completeness of the information, text, graphics, links or any other facet of this Offer once it has been downloaded or printed from this or any server, and hereby disclaim any liability for any technical errors or difficulties of any nature that may arise in connection with the Website on which this Offer is posted, or in connection with any other electronic medium utilized by respondents or potential respondents in connection with or otherwise related to the Offer.

**I.** Recipients of this Offer, whether or not they are respondents, shall make no news or press release pertaining to this Offer or anything contained or referenced herein without prior or written approval from NYCEDC.

**J.** A respondent submitting a proposal in response to this Offer may be rejected if it is determined, in NYCEDC's sole discretion, that the respondent is not an economically viable candidate.

## APPENDIX FOUR



New York City Economic Development Corporation

# Internal Background Investigation Questionnaire

THIS FORM IS FOR:

Contracts under \$100,000,  
Land Sales, Leases, Licenses, Permits,  
NYCIDA Projects and any Discretionary Reviews

New York City Economic Development Corporation • New York City Industrial Development Agency • Apple Industrial Development Corp.

110 William Street, New York, NY 10038

### INSTRUCTIONS FOR COMPLETING NYCEDC INTERNAL BACKGROUND INVESTIGATION QUESTIONNAIRE

1. Please submit, with this Questionnaire, the organizational documents for the submitting business entity.
2. For purposes of completing this Questionnaire, the following defined terms shall have the meanings given to them below (unless provided otherwise with respect to specific questions in the Questionnaire):

**“Affiliate” – A Person is “affiliated with” or an “affiliate” of another Person if the Person controls, is controlled by or is under common control with that other Person.**

**“Applicant” – The submitting business entity.**

**“Control” – A Person controls another Person if the Person (i) owns ten percent (10%) or more of the voting interest or has a ten percent (10%) or greater ownership interest in that other Person or (ii) directs or has the right to direct the management or operations of that other Person or (iii) is a member of that other Person’s Board of Directors\*.**

**“Executive Officer” – Any individual who serves as chief executive officer, chief financial officer, or chief operating officer of the Applicant, by whatever titles known, and all other executive officers of Applicant.**

**“Family Member” – With respect to a particular Person, includes spouse, children, grandchildren, parents, parents-in-law, brothers, sisters, brothers-in-law, sisters-in-law, and all family members living in the same household as such Person (except if such individuals are minors).**

**“Person” – Any individual, corporation, partnership, joint venture, sole proprietorship,**

limited liability company, trust or other entity.

“Principal” – each of the following Persons is a Principal of the Applicant and must be identified in Section B, Part I on page 2 of the Questionnaire.

- Executive Officers
- Persons that “Control” the Applicant
- For Limited Liability Companies, ALL members
- For Partnerships, ALL general partners and ALL partners performing on the contract or able to bind the Partnership

\* For a not-for-profit corporation, ONLY the Chairperson of the Board of Directors and any director who is also an employee of Applicant needs to be considered for purposes of determining “Control” under this clause (iii).

The following questionnaire is to be completed by Persons desiring to do business with the New York City Economic Development Corporation or the New York City Industrial Development Agency or Apple Industrial Development Corp.

This form may be duplicated for additional space. PLEASE COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY.

Refer to attached instruction sheet for specific instructions and definitions of terms required to complete this Questionnaire.

BUSINESS NAME: \_EIN/SSN:

BUSINESS ADDRESS:  
City State Zip Code

BUSINESS TELEPHONE: TYPE OF ENTITY:

BUSINESS FAX: BUSINESS E-MAIL:

## SECTION A

## SECTION B

### I. PRINCIPALS OF APPLICANT

PRINCIPAL NAME	TITLE	HOME ADDRESSES	PERCENTAGE OF VOTING INTEREST	PERCENTAGE OF OWNERSHIP	DATE OF BIRTH	SOCIAL SECURITY NUMBER/EMPLOYER IDENTIFICATION NUMBER
(1)						
(2)						
(3)						
(4)						
(5)						

**II. FAMILY MEMBERS OF EACH INDIVIDUAL PRINCIPAL**

**Note: Only the following Family Members need to be identified in this Section B. Part II:**

- Spouse
- Family Members who are employed by, are officers of or have a less than 10% voting or ownership interest in the Applicant
- Family Members who are directly or indirectly providing services and/or supplies with respect to the subject project (e.g. consultants, subcontractors, suppliers or an employee thereof)

PRINCIPAL NAME	IMMEDIATE FAMILY MEMBER	RELATIONSHIP TO PRINCIPAL	HOME ADDRESS
(1)			
(2)			
(3)			
(4)			
(5)			

**SECTION B (Continued)**

**PROVIDE A DETAILED RESPONSE TO ALL QUESTIONS CHECKED "YES" ON THE FOLLOWING PAGE**

**NO YES**

1. Does the Applicant or any Principal have any Affiliates? If yes, please identify the Affiliates, with SSN/EIN and respective addresses, and describe the nature of the affiliation, on the following page.
2. In the past 7 years, has the Applicant, any Principal, or any entity affiliated with the Applicant (each of the foregoing individually, a "Subject Person" and collectively, the "Subject Persons") been adjudicated bankrupt or placed in receivership, filed bankruptcy, or is any Subject Person currently the subject of any bankruptcy or similar proceedings? If yes, please explain on the following page.
3. In the past 5 years, has any Subject Person been a plaintiff or defendant in any civil

proceeding (including any court and federal, state and local regulatory agency proceedings) other than a domestic relations proceeding (e.g., divorce, separation, support, alimony, maintenance, adoption, custody)? If yes, please identify all adjudicated, settled and pending lawsuits on the following page.

4. In the past 5 years, has any Subject Person or any Family Member identified in Section B. Part II (a "Subject Family Member"):

- been disqualified as a bidder, or defaulted or terminated, on a permit, license, concession, franchise, lease, or other agreement with the City of New York or any governmental agency? If yes, please explain on the following page.
- failed to file any required tax returns or to pay any applicable federal, state, or New York City taxes or other assessed New York City charges or fines, including but not limited to water and sewer charges and administrative fees? If yes, please explain on the following page.

5. In the past 10 years, has any Subject Person or any Subject Family Member used an EIN, SSN, name, trade name, or abbreviation other than the name or number provided in response to Section A or Section B, Part I or II of this Questionnaire or provided in response to question 1 above, as the case may be? If yes, please specify on the following page.

6. In the past 5 years, has any Subject Person, any Subject Family Member, any Affiliate of any Subject Family Member or any managerial employee of Applicant:

- been the subject of any criminal investigation and/or civil anti-trust investigation (by any federal, state or local prosecuting or investigative agency) and/or investigation by any governmental agency (including, but not limited to federal, state and local regulatory agencies)? If yes, please explain on the following page.
- had any judgment, injunction or sanction obtained against it in any judicial or administrative action or proceeding other than a domestic relations proceeding or motor vehicle proceeding? If yes, please explain on the following page.

7. In the past 10 years, has any Subject Person, any Subject Family Member, any Affiliate of any Subject Family Member or any managerial employee of Applicant been convicted, after trial or by plea, of any criminal offense and/or are there any felony or misdemeanor charges pending against any of them? If yes, please explain on the following page.

#### Section B (Continued)

INDICATE BELOW PROVIDE A DETAILED EXPLANATION TO ALL QUESTIONS CHECKED "YES". IF YOU NEED MORE SPACE,  
QUESTION # PHOTOCOPY THIS PAGE AND ATTACH IT TO THIS QUESTIONNAIRE.

#### Section C – IDENTIFICATION OF PROPERTY INTERESTS

**1. Identify Project Property:**

Block & Lot(s): \_\_\_\_\_

Street Address: \_\_\_\_\_

Borough of : \_\_\_\_\_

**2. The following, together with attachment(s) hereto, if any, is a complete list of properties in which any of the Subject Persons or any of the Subject Family Members have an ownership interest and which are located in the City of New York, together with a statement as to each such property of any current arrears in real estate taxes, sewer rents, sewer surcharges, water charges or assessments due and owing to the City of New York.**

**PROPERTY OWNED IN THE CITY OF NEW YORK**

<b>PROPERTY OWNER</b>	<b>BOROUGH</b>	<b>BLOCK/LOT</b>	<b>STREET ADDRESS</b>	<b>DATE OF PURCHASE</b>	<b>AMOUNT OF ARREARS</b>	<b>TYPE OF ARREARS</b>
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**PROVIDE A DETAILED RESPONSE TO ALL QUESTIONS CHECKED "YES" ON THE FOLLOWING PAGE**

**NO YES**

**3. In the past 5 years, has any Subject Person or any Subject Family Member, been a former owner of the Project Property?**

**4. Is any Subject Person or any Subject Family Member a tenant of the City of New York? If yes, please list below; Agency, Borough, Block, Lot, Account Number, Monthly Rent, and Current Balance.**

**5. Has any Subject Person or any Subject Family Member previously purchased property from the City of New York? If yes, please list below; Agency, Borough, Block, Lot, Sale Date, Parcel Number, and Closing Date.**

**6. Does any Subject Person or any Subject Family Member have a mortgage with the City of New York? If yes, please list below; Agency, Borough, Block, Lot, Account Number, Principal Amount, Monthly Installment, and Current Balance.**

**INDICATE BELOW PROVIDE A DETAILED EXPLANATION TO ALL QUESTIONS CHECKED "YES". IF YOU NEED MORE SPACE, QUESTION # PHOTOCOPY THIS PAGE AND ATTACH IT TO THIS QUESTIONNAIRE.**

#### **CERTIFICATION**

**A FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE OR ANY FALSE INFORMATION WILLFULLY OR FRAUDULENTLY SUBMITTED IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE APPLICANT NOT RESPONSIBLE WITH RESPECT TO THE PRESENT PROJECT OR FUTURE PROJECTS INVOLVING THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION, THE NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY, APPLE INDUSTRIAL DEVELOPMENT CORP. AND THE CITY OF NEW YORK AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.**

**I, \_\_\_, being duly sworn, state that I have read and understand the items contained in the foregoing 8 pages of this questionnaire and \_ pages of attachments, if any, and that, having made due inquiry, I supplied full, complete, and truthful answers to each item therein to the best of my knowledge, information and belief; that I will notify the New York City Economic Development Corporation, the New York City Industrial Development Agency, or Apple Industrial Development Corp., as the case may be, in writing of any change in circumstance occurring after the submission of this Questionnaire and before (i) the execution of any contract or agreement with any of them and/or the City of New York and (ii) in the case of an agreement to purchase or enter into a ground lease for real property and/or a financing through or straight lease or retention transaction with the New York City Industrial Development Agency, the closing of the transaction; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the New York City Economic Development Corporation, the New York City Industrial Development Agency, or Apple Industrial Development Corp., as the case may be, will rely on the information**

supplied by me in this Questionnaire as an inducement to enter into a contract or agreement and to close a transaction with the Applicant.

Sworn to me

This \_ Day of \_ 200  
Name of Applicant

     Ic  
Notary PubBy:  
Signature of Authorized Person

Print Name and Title of Authorized Person

Date