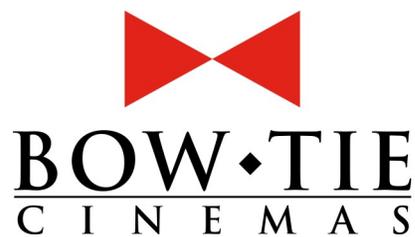


Downtown Waterfront Marina, Arts and Entertainment District RFP

Submitted: January 20th 2017



1. **Vision and Development Strategy**

Proposed Approach & Adherence to Development Goals: *Bonacio Construction and Bow-Tie Cinemas propose to create an 8-10 screen multiplex movie theater with 3-4000 square feet of complimentary retail space fronting River Street, 100 – 150 structured parking spaces below the building and a well-designed connecting stair/elevator complex that will gracefully connect the heart of downtown with the riverfront.*

Although theaters, with their inherent need for blank walls, can be architecturally challenging, we are committed to a building that honors the architectural significance of Monument Square and intend to work closely with the City in the selection of appropriate materials and design.

Additionally, we are examining the potential creation of a strip of retail space at the Front Street elevation facing the riverfront trail. In the experience we've gained at our Dauchy Building project—just to the North—we have learned that the costs of insuring finished space in the Flood Plain combined with the lack of retail desirability at this lower river facing location are – in today's market—very challenging. Although we are confident that as the Riverfront Park continues to be improved, this will change, the challenge today is in how to create space that is viable now, potentially as parking, but is set up to be reconfigured in the future as these improvements take hold.

We believe that a first-rate theater at this location will strongly contribute to the recent momentum and growing vibrancy of the downtown core. The many new downtown housing opportunities that we, and others, have created over the past five years are fully occupied and continue to expand. This new residential base has already proved instrumental in the creation and success of exciting new restaurants and stores. An entertainment venue of this caliber will act as a focal point, providing a rewarding amenity for current residents, while also drawing day workers and others who do not currently think of downtown as an evening destination. As proved the case in Saratoga Springs, we would expect this project to create an easy synergy with the “18 hour downtown” concept providing an important draw connecting the end of the work day with evening shopping, dining and late night entertainment.

Technical & Regulatory Issues: *We are aware of the variety of challenges that confront the development of this site. We understand the soil conditions and have planned appropriately for the pile driven foundation that will be required. We have also designed our project around both the 50-foot setback to accommodate the Riverfront Park Esplanade, as well as the numerous underground utility lines that are identified in Diagram 2. Our project conforms fully to the City Zoning Code and, to our knowledge, will not require any significant variances. We are aware of the need for Front Street to connect through our project and have designed our parking level to allow for this. Furthermore, we are aware that due to potentially low overhead heights underneath our project, that we will need to work with the City to produce satisfactory fire access to the river side of our structure. We believe that this can be accomplished by utilizing appropriate paving materials in the construction of the Riverfront Esplanade so that, in emergency use only, they can be used by fire apparatus to transit entirely around the building.*

Phasing: As shown on attached schedule, this project would be completed in a single phase. Should we be selected as your preferred developer, our Goal would be to have all preconstruction activities completed between January and October of this year. With a construction duration of approximately one year, this would allow the Project to open for business in the Fall of 2018.

Public / Private Partnership: The financial partnership with the City is crucial to the success of this project. Due to the unusually high cost of construction at this location coupled with the still-maturing downtown retail demand, we anticipate requiring the full 3.8 Million dollars that is available in grants as well as an IDA PILOT with associated sales and mortgage tax exemptions to successfully finance the project. As stated previously, we will create a public access thoroughfare connecting River Street with the Riverfront Park. We are open to a discussion on joint ownership of this access and the associated elevator allowing permanent public use of both facilities. Our intent is that we will own and operate the parking facility within the requirements of the grant. The reality of the theater business is that dedicated, convenient parking is a crucial component to success, however, we are open to discussions of public pay use of the parking facility during off-prime time periods.

Purchase Price: We will offer a purchase price for the +/- 1.2 acre developable site of \$600,000.

2. Relevant Project Experience

- a. 19 Railroad Place / Bow Tie Theater / 19 Railroad Place, Saratoga Springs, NY
 - Newly constructed 60,500 sf, 3 story mixed use building with a 35,000 square foot, 11 screen multiplex theater on first level and office space on levels 2 & 3.
 - 14 Month construction schedule, project adhered to original schedule and theater opened on schedule in October of 2013.
 - Project relied on PILOT support from the Saratoga County IDA
 - Project was budgeted and cost 15.3 M
 - 13.8 M in construction financing for the project was provided by First Niagara Bank.

- b. Market Center, Saratoga Springs, NY
 - Newly constructed 190,000 sf, 6 story mixed use building with a 20,000 square foot anchor tenant Price Chopper grocery store, 4 additional street level storefront tenants, and 124 market rate apartments on levels 2 – 6.
 - 18 Month construction schedule, project adhered to original schedule and apartments were ready for occupancy on schedule in June, 2012.
 - Project was budgeted and cost 37 M.
 - 30 M in construction financing for the project was provided by First Niagara Bank.

- c. *The Dauchy Building, Troy, NY*
 - *Renovation of 42,000 sf historic building on River St, Troy, NY*
 - *12 Month construction schedule, project adhered to original schedule and apartments were ready for occupancy on schedule in June of 2014.*
 - *Project relied on PILOT support from the City of Troy IDA*
 - *Project was budgeted and cost 5.4 M*
 - *4.3 M in construction financing for the project was provided by NBT Bank.*

- d. *The River Triangle Building, Troy, NY*
 - *Renovation of a 20,000 sf historic building on River St, Troy, NY*
 - *12 Month construction schedule, project adhered to original schedule and apartments were ready for occupancy on schedule in September of 2014.*
 - *Project relied on PILOT support from the City of Troy IDA*
 - *Project was budgeted and cost 2.3 M*
 - *1.8 M in construction financing for the project was provided by NBT Bank.*

3. Financial Capacity

- a. *Real Estate Portfolio & Recent Movie Theater Projects*
 - *Market Center, 55 Railroad Place, Saratoga Springs – 37 M –2012*
 - *30 M financing obtained, First Niagara Bank*

 - *19 Railroad Place, Saratoga Springs 15.3 M - 2013*
 - *13.8 M financing obtained, First Niagara Bank*

 - *The Springs, 60 & 72-74 Weibel Ave, Saratoga Springs – 60 M—2013-15*
 - *48 M financing obtained, M&T Bank*

 - *Spring Run, 130 Excelsior Ave, Saratoga Springs – 17M—2015*
 - *13.7 M financing obtained, NBT Bank*

 - *The Grove, 233 Lake Avenue, Saratoga Springs— 18.6M—2014-15*
 - *15.6M financing obtained, M&T Bank*

 - *The Washington, 422 Broadway, Saratoga Springs— 12.1M—2013-14*
 - *9.6M Financing obtained, M&T Bank*

 - *2 West, 2 West Avenue, Saratoga Springs— 17.4M—2014-15*
 - *13.9 M Financing obtained M&T Bank*

- *Fresenius Kidney Care, 373 Church Street, Saratoga Springs – 2.5M—2014*
 - *2 M Financing obtained NBT Bank*
- *14 Hudson Avenue, Glens Falls – 28M—2015*
 - *23.2 M Financing obtained M&T Bank*
- *The Dauchy Building, Troy NY – 5.4M—2013-14*
 - *4.3 Financing obtained NBT Bank*
- *The River Triangle Building, Troy NY – 2.3M—2013-14*
 - *1.8 M Financing obtained NBT Bank*
- *The Keenan Building, Troy NY— 2.6M—2012*
 - *2.1 Financing obtained M&T Bank*
- *The Hendrick Hudson Building, Troy NY – 5.5M—2016*
 - *4.4 M Financing obtained M&T Bank*
- *Criterion Cinemas, New Haven, CT - 2004*
 - *Bow Tie Cinemas opens the first new theater to open in Downtown New Haven since the early 1970's. Located in a historic 1936 building, the Criterion quickly becomes the area's 'go-to' movie house for quality and service.*
- *Crown Theater Acquisition, CT & MD -2006*
 - *Bow Tie Cinemas Acquires 12 locations from Crown Theaters in Connecticut and Maryland*
- *MovieLand 6, Schenectady, NY -2007*
 - *Movies return to Downtown Schenectady for the first time in decades. The theater further sparks Schenectady's downtown revival and many new restaurants and shops follow.*
- *Criterion Cinemas at Blue Back Square, West Hartford, CT -2007*
 - *Bow Tie Cinemas constructs a deluxe cinema in the exciting Blue Back Square development, marking the first time that first-run movies have played in Downtown West Hartford since the early 1980's.*
- *Movieland at Boulevard Square, Richmond, VA -2008*
 - *Bow Tie Cinemas acquires a former locomotive assembly plant, and turns the historic structure into a 17-screen first-run movie theater, with a*

unique railroad theme. Many of the building's historical elements remain and have been enhanced with newly commissioned large-scale paintings of actual locomotives that were built in the structure. Theater quickly overtakes all of its competitors and is the number one theater in the market, and closes the 30-plus year gap that had no first-run theater operating within city limits.

- *American Theater, Bronx, NY -2008*
 - *Bow Tie Cinemas acquires the famed Loew's American movie palace in the Parkchester section of The Bronx, and carefully remodels and restores many historic deco elements in the theater. The theater has served the community since 1941, and quickly became the preferred movie theater in the area.*

- *Reston Town Center 11 & BTX, Reston, VA -2011*
 - *Bow Tie Cinemas acquired a rundown movie house in the prestigious and trendy Reston Town Center, and remodeled it into a deluxe 11-screen complex featuring a BTX (Bow Tie Xtreme) large format auditorium. The theater boasts luxurious high back leather rocking chair seating, enhanced food and beverage options, and outdoor 'top of the marquee' seating at its bar area. The top-to-bottom renovation also renewed the lobby, restrooms, and all other public areas.*

- *Acquisition of Clearview Cinemas, NY & NJ -2013*
 - *Bow Tie Cinemas acquires Clearview Cinemas giving the company many new locations in Manhattan, Long Island, and Westchester County, NY, and Northern NJ.*

- *Criterion Cinemas 11 & BTX, Saratoga Springs, NY - 2013*
 - *For the first time in two generations, first-run movies return to Downtown Saratoga Springs in the brand-new, elegantly appointed Criterion Cinemas 11 & BTX. Featuring a beer and wine café, and enhanced food options, the Criterion was an instant success and film fans from a large radius come to town to see movies, shop and dine in Saratoga Springs.*

- *Wilton Mall 8 & BTX, Wilton, NY – 2013*
 - *Just one week after opening the theater in Downtown Saratoga Springs, Bow Tie reopened the completely remodeled and reimagined Wilton Mall Cinemas. The theater features similar décor and appointments as the Criterion.*

b. *Financial References – Additionally please see project support letters from The Adirondack Trust and M&T Bank Attached.*

- *Mr. Michael Keegan
Senior Vice President
M&T Bank
(518) 464-6145*

- *Mr. Charles Wait
Chairman & CEO
The Adirondack Trust Company
(518) 584-5844*

- *Mr. Thomas Amell
President & CEO
Pioneer Bank
(518)730-3000*

4. Development Team

- *Master Developer – an entity to be formed between Bonacio Construction Inc. & Bow Tie Partners.*

Bonacio Construction & Bow Tie Cinemas worked together to bring the Criterion Cinemas 11 & BTX theater to Saratoga Springs as well as the Wilton Mall 8 & BTX, Theater to Wilton, NY in 2013.

- b. Development Team - The develop team consists of Bonacio Construction as co-developer and constructor, Bowtie Cinema as co-developer responsible for all Cinema aspects of the project, and CPA Architecture, responsible for all design & engineering.*

See Firm Summary Profiles & Principal Resumes Attached: Additional information available upon request.

Bonacio Construction Inc.

Bonacio Construction is a privately owned and operated general contractor and real estate development firm located in Saratoga Springs, NY.

In business since 1988, we have evolved from a small framing company to a diverse team of local artisans and professionals that is now over one hundred strong. With a broad range of expertise, our staff includes carpenters, laborers, painters, landscapers and a fully integrated plumbing and heating company, structural and ornamental steel shop, and an audio visual team that provides the finest in home theater and audio.

As a general contractor we have an extremely broad base of experience, from luxury residential, to all forms of commercial construction, from warehouse and storage to some of the finest office and retail space in the Capital District. Our specialty experience is equally extensive, covering medical, restaurant, historic restoration, movie theaters, and equestrian facilities and more.

Although we maintain a thriving retail construction business, we are perhaps best known, over the past decade, for our development activities. Since 1999 we have developed many prominent projects throughout the Capital District concentrating on mixed-use urban-infill development. We have a deep understanding of the positive effects that good development can have on our communities, restoring blighted areas, moving people back into our downtowns and creating a vibrant mix of homeowners, renters and the businesses that serve their needs. Our most recent projects in Saratoga exemplify the success of our approach. Within the span of three years we were able to attract and develop a major downtown grocery store, an eleven screen movie theater and a 9,000 square foot bookstore while placing over 140 residential rental units in the spaces above that are now all 100% occupied. We continued that trend in Troy NY starting in 2012 with the acquisition and rehabilitation of six key downtown buildings. Every one of our projects is today, near 100% occupied bringing vibrant activity to the downtown core.

Through both our retail contracting and self-developed work, our clients and tenants recognize a simple theme: We bring value and integrity to the process. Inside every one of our structures you'll discover the hallmarks of the Bonacio approach: Value, integrity, a knowledge of materials, attention to detail, an understanding of the process, the ability to interpret an architectural idea and a team approach that brings out the best in any building.

Bow Tie Cinemas

The history of Bow Tie Cinemas begins back in the year 1900, in the era of the Nickelodeon, when B.S. Moss began his long and illustrious career providing popular entertainment to the public.

The business of operating street front Nickelodeons quickly gave way to Vaudeville, which was the heart of B.S. Moss Theaters until the 1930s when B.S. Moss sold his last Vaudeville theater and dedicated himself fully to building and operating motion picture theaters.

B.S. Moss' Theaters were the springboard of many famous vaudevillians. The former Colony Theater on Broadway was home to premieres and exclusive engagements of early Walt Disney films. The cartoon that launched Mickey Mouse to the world, Steamboat Willie, had its first showing here. The Colony also premiered Disney's Fantasia, followed by an exclusive run of that film for more than a year in "Fantasound" a revolutionary sound process for the time.

In 1936, B.S. Moss opened the Criterion Theater, known then as The Theater of Tomorrow, on Broadway in the 'bow tie' of Times Square. The Criterion was the first motion picture theater built exclusively for the exhibition of talking motion pictures. It operated continuously for 63 years and was the home of several major New York film premiers including Sleeping Beauty, My Fair Lady, Funny Girl, Lawrence of Arabia and Alien.

Throughout the 20th Century, B.S. Moss Theaters provided entertainment to many, becoming what was then the largest independently-owned theater circuit in the New York Metropolitan Area.

Today, Bow Tie Cinemas, now a four generation family-owned company, is dedicated to the best in service. In each of its 43 locations and close to 300 screens, Bow Tie Cinemas provides the best possible presentation and service to its patrons, continuing in the tradition of its founder.

In November, 2004 stylish movie going returned to Downtown New Haven, CT, with the grand opening of the Criterion Cinemas(R). Twice expanded, the Criterion now boasts nine screens of first class entertainment in a classic 1936 building.

In 2006, Bow Tie Cinemas expanded again with the purchase of twelve theater locations in Connecticut and Maryland, and in the spring of 2007, first-run movies returned to Downtown Schenectady, NY with the opening of Movieland. Shortly after, movies returned to downtown West Hartford, NY in the newly-constructed Bow Tie Criterion Cinemas at Blue Back Square.

In 2008, Bow Tie Cinemas rescued the famed Loew's American Theater in the Parkchester section of The Bronx, and remodeled and operated it as a first run, first-class entertainment venue.

Richmond had its first new movie theater in more than forty years when Movieland at Boulevard Square opened in early 2009. Featuring seventeen stadium-seated auditoriums, Movieland is a themed adaptive reuse of a 19th Century former locomotive assembly plant. In 2012 the company debuted the newly rebuilt Marquis 16 in Trumbull, CT and newly rebuilt

Reston Town Center Cinemas in Reston, VA. Each theater features 100% stadium seating and contains one of the company's BTX: Bow Tie Xtreme – The Ultimate Digital Cinema large-format auditoriums. Next, in December, 2012, Bow Tie Cinemas opened Criterion Cinemas(R) at Movieland, a deluxe art cinema with special focus on design and comfort in Richmond, VA.

In June, 2013, Bow Tie Cinemas acquired Clearview Cinemas. The acquisition added locations in Long Island, Westchester and Rockland Counties in New York, and numerous sites throughout New Jersey.

In October, 2013, Bow Tie Cinemas opened the deluxe new Criterion Cinemas 11 & BTX in Downtown Saratoga Springs, NY, marking the first time a first-run movie theater has operated in the downtown area in almost 40 years! Just one week later, the company opened the new Wilton Mall 8 & BTX in Wilton, NY.

The company is currently converting several of its long term positions to its Bow Tie Deluxe Cinemas concept, complete with luxury electric reclining chairs, exciting dining options, and a full bar serving local and national beer, wine, and spirits, as well as a creative selection of craft cocktails. Bow Tie Cinemas is also in the process of developing the world's first 'reserved car' Drive-In Theater, adjacent to its Movieland at Boulevard Square location in Richmond, VA. The drive-in will also boast outdoor seating for about 300 patrons who choose to walk ride their bicycle!

Bow Tie Cinemas provides the best in movie going entertainment, and will do so for generations to come.

CPA Architecture

CPA Architecture is a LEED Accredited Minority and Small Businesses Enterprise with Architectural Licenses in New Jersey, New York and Connecticut. Known for their creativity, innovative designs, collaborative work ethic and budget consciousness, CPA Architecture provides the perfect avenue for clients small or large to confidently develop their projects with a firm that values a partnership approach to design and development.

As a firm we are committed to create innovative design solutions to each client's aesthetic and budgetary needs. We will provide our clients with our growing knowledge base and technical skills that reflect the latest developments in the construction and building industry. It is our commitment to perform each project with a professional ethic that supports honesty, integrity, accountability and respect among and for our clients, colleagues, community and environment. All while assuring our clients, a prompt and timely delivery of consistently high quality services.