

WESTERN REGION CORPORATION

95 Perry Street, Suite 403
Buffalo, New York 14203
(716) 945-5301

Application Form

Western Region Corporation Downtown Revitalization Program

Provide the following information:

Applicant Name

Applicant Address

Applicant Telephone

Applicant Fax

Applicant Federal Tax ID Number

Applicant Status – Indicate whether applicant is a City, Town, Village, Non-profit corporation, IDA, For-profit entity, or Other entity (specify)

Chief Official of Applicant

Name

Title

Mailing Address

City, State, Zip

Phone

Fax

Email

Designated Contact Person for This Application

Name

Title

Mailing Address

City, State, Zip

Phone

Fax

Email

Attachment 1: Provide the above information for all partnering organizations.

Applicant Information

1. Identify any partnering organizations that will participate in the project, and indicate each partner organization's role in the project, and with respect to the applicant.
2. Describe the applicant's and any partnering organization's or organizations' history of successful completion of projects similar in size and scope to the proposed project. Identify key development term personnel and if desired provide summary resumes for team members or other supporting documents to demonstrate capacity.

Attachment 2: Attach a letter from each partnering organization indicating its commitment to participate in the project and describing the partner's role and any other relevant information, e.g., commitment to make financial contribution, real estate, etc.

3. If applicant is a private sector non-profit or for private entity, provide historical financial information for the applicant.

Attachment 3: Attach financial statements of the applicant for the last three completed fiscal years and Federal and State income tax returns of the applicant for the last three years.

4. If applicant is an individual or for-profit private sector private entity, provide the following attachment so that WRC can do a credit check on relevant individuals and also so that WRC can consider whether to require key person life insurance and/or personal guarantees of relevant individuals:

Attachment 4 (Applicants who are individuals or for-profit businesses ONLY): Provide the following information for all individuals who own 20% or more of the applicant business:

- Name of Individual
- Address of Individual
- Birth Date of Individual
- Social Security Number of Individual

Project Description - Provide a detailed description of the project that is proposed. Please include the following information:

1. Description of building or project site
 - Location (street address)
 - Description of the building – square footage, number of floors, amenities, parking, etc.
 - Age of the building, years vacant or current occupancy level
 - Current condition of the building
 - Current uses of the building, if any
 - Any local and national historic preservation designation, current or pending
 - Site/building ownership or control – Indicate who owns the subject property. If applicant does not own the subject property, indicate whether the applicant has an agreement to purchase, such as a Purchase Option Agreement or comparable legal instrument, and whether the applicant can close on all properties included in the project within a reasonable period of time following execution of WRC loan documents.
2. Description of project
 - Does the project involve new construction or rehabilitation of an existing building or other improvements?
 - Describe the work that is proposed to be done using project funds
 - Square footage and projected use of building (commercial, mixed use, etc.) once project has been completed, by floor and number of rooms

3. Identify any particular redevelopment challenges that are present with the project: e.g., environmental contamination, building deterioration, building code issues, etc.

Project Budget Information

1. Indicate amount of WRC Downtown Revitalization Program Loan Funds Requested:
2. Provide a sources and uses of funds matrix indicating the name of the each funding source (including WRC), the status of each funding source (e.g., committed or other - specify), the type of funds contributed to the project (i.e., grant or loan), the terms of each loan, the collateral for each loan, and the use of each funding source's funds in the project. Specifically identify the 10% applicant cash or approved substitute match as such.

Attachment 5: For each funding source, if available, attach a commitment letter indicating terms and collateral and relevant conditions. If a commitment letters are not available, attach letters of intent and/or attach an applicant's letter discussing the status of the funding source and including funding source information (name, address, contact person, and contact information).

Attachment 6: If applicant is proposing a substitute for the minimum 10% cash equity match, provide a written communication from WRC indicating that WRC has approved the substitution.

3. Provide concise narrative proposing collateral that WRC should take to secure the proposed WRC loan. Also provide the following attachment:

Attachment 7: Provide a collateral analysis for the project, indicating value of assets to be used as collateral to secure current and project loans by other lenders, and by WRC. Note any assumptions about discount value for distress sale of collateral upon foreclosure by lenders.

Feasibility of Project

1. Describe the general strategy for the development or redevelopment, marketing, and reuse of the building or property and the strategy's consistency with the WRC Downtown Revitalization Program. Describe the plan for property management and measures that will be taken to ensure long-term stability of the project building.

Attachment 8: If available, provide a market study documenting the feasibility of the improved buildings

2. Discuss the applicant's ability to repay all project loans (including the WRC project loan), and the project and building's self-sustainability once the project has been completed.

Attachment 9: If available, provide a business plan with detailed pro forma financial statements, etc., showing how the building will become a commercially viable facility and how project debt will be retired.

Attachment 10: Attach a written letter from the applicant indicating a need for WRC funding (i.e., funding cannot be obtained through equity or conventional financing).

Project Readiness

1. Discuss project building's conformance with local planning and zoning requirements.
2. Discuss status of acquisition of any required Federal and State permits.

3. Discuss status of completion of the SEQRA process.

Attachment 11: If available, provide SEQRA long or short form and negative declaration on project, and any other relevant information.

4. Discuss status of completion SHPO consultation and approval process.

Attachment 12: If available, provide SHPO signoff and any other relevant information.

5. Describe the stage of the development process that the project is in at the time of the submission of the WRC loan application. Describe the applicant's timetable for proceeding with project upon closing of WRC loan. Include a projection of future significant dates, any and all anticipated barriers to overcome and expected completion date.

Attachment 13: Attach letter from applicant indicating readiness to start within 3 months of the WRC loan closing.

Economic Impact of Project

1. Describe the economic impact of project, including direct and indirect economic impact (job creation, private sector investment, etc.) projected to be catalyzed by the project.
2. Identify any tenants of the subject buildings and jobs projected to be created by identified building tenants.

Attachment 14: Attach commitment letters or letters of intent of building tenants committing to occupy building, create jobs, and invest funds. Letter should indicate what type of business will occupy the building. Commitment letters carry more weight than letters of intent.

Consistency with WRC and WNY Regional Economic Development Council Goals – See Section 6 of the Program Guide for additional information. Indicate how the project is consistent with the WNY Regional Economic Development Council's economic development goals and strategies, by answering as many of the following questions as is possible to be answered positively (provide narrative documentation for each):

1. Does the project create/retain/fill jobs?
2. Does the project maximize return on investment (i.e., have a leverage ratio of a minimum 4:1, leverage significant non-state public and private funds, encourage exports from the region, and stimulate purchases from within the region)?
3. Is the project inclusive (i.e., promote diversity and reduce disparities within the region)?
4. Does the project promote smart growth (i.e., integrate economic development and job creation with community quality-of-life by preserving and enhancing the built and natural environments, through, e.g., "infill" development, preservation of natural and cultural resources, reuse of buildings and brownfields, and energy sustainability)?
5. Is the project oriented to young adults (i.e., help attract and retain young 18 to 35 year old adults)?
6. Does the project build upon strengths (i.e., involve one or more of the seven target industries identified by the WNY Regional Economic Development Council or build upon natural resource assets, such as fresh water and renewable energy, architecture, etc.)?
7. Is the project regional in scope (i.e., have an impact (jobs, investment or visitors) in more than one county)?
8. Does the project improve the WNY region's image so as to attract businesses and workers?

9. Does the project promote the growth of high-growth manufacturing sectors?
10. Does the project accelerate health and life sciences commercialization?
11. Does the project promote the growth of the tourism sector?
12. Does the project promote entrepreneurship?
13. Does the project promote workforce skill development in skills required for growth in core industries, such as manufacturing, healthcare, tourism, etc.?
14. Does the project make targeted capital investments in priority “turn around” areas with a specific focus on disadvantaged neighborhoods, areas where the presence of anchor tenants reduces development risks and community-owned assets that enhance attractiveness and livability of communities, through investing in housing, buildings, or enhancing infrastructure in an environmentally sustainable fashion, supporting and improving high potential quality of life impact assets (e.g. waterfront; public parks), and encouraging public private partnerships with respect to financing, operating and maintaining assets?
15. Does the project result in the stabilization or enhancement of local tax base?
16. Does the project support the recruitment and retention of a talent-based workforce?
17. Does the project promote the growth of value-added businesses?
18. Does the project promote the growth of technology-based businesses?
19. Does the project promote the growth of businesses involved in regional exports?
20. Is the project consistent with or does the project support green building and renewable energy strategies?
21. Does the project result in increased densification of residential development in a downtown commercial center?
22. Does the project result in the creative and architecturally appropriate adaptive reuse of a historic or significant building or a problem building?
23. Is the subject building in close proximity to public transportation?
24. Does the project involve redevelopment of Brownfield Opportunity Areas?
25. Is the project architecturally consistent with nearby and adjacent properties or is the project architecturally consistent with an economic development, local revitalization or an urban development plan?

Attachment 15: Attach letter from applicant indicating that the applicant will comply with WRC Downtown Revitalization Program requirements and all applicable federal, state and local laws and regulations.

Smart Growth – See Section 7 of the Program Guide for additional information.

1. If applicable, discuss how the project supports existing communities and growth centers.
2. If applicable, discuss how the project supports transportation choice and accessibility.
3. If applicable, discuss how the project supports community character and collaboration.
4. If applicable, discuss how the project supports environmental protection and public health.
5. If applicable, discuss how the project supports housing choice and affordability.
6. If applicable, discuss how the project supports economic development.

MWBE Participation

Attachment 16: Attach applicant letter that indicates the agreement of the applicant to comply with all MWBE requirements, sets forth the applicant's internal processes under which MWBE's will be encouraged to participate in the project.

Attachment 17: if available, attach letters of commitments of MWBE businesses identifying themselves as (certified or uncertified) MWBE businesses, indicating their commitment to become tenants in the subject building, and committing to create a certain number of jobs and invest a certain amount of investment in their operating business.

Attachment 18: Attach completed Attachment 18 Form (see following page) for applicant that indicates the agreement of the applicant to comply with all MWBE and EEO requirements. Note: The WRC loan agreement also will require WRC Downtown Revitalization loan recipients to require all contractors and consultants engaged on the project to complete Attachment 18 Form. The WRC loan agreement also will require WRC Downtown Revitalization loan recipients to submit completed Attachment 18 Forms for all contractors and consultants engaged on the project to WRC.

Attachment 18 Form
Minority and Women-Owned Business Enterprises (MWBE's) and Equal Employment Opportunity (EEO) Policy Statement

I, _____, (name and title) of the _____, (loan applicant/contractor) agree to adopt the following policies with respect to the project being developed or services rendered in connection with a loan received from Western Region Corporation for the proposed project.

MWBE

This organization will and will cause its contractors and subcontractors to take good faith actions to achieve the MWBE contract participations goals set by New York State for that geographic area in which the project funded by the WRC Downtown Revitalization program is located, by taking the following steps:

- (1) Actively and affirmatively solicit bids for contracts and subcontracts from qualified State certified MBEs or WBEs, including solicitations to MWBE contractor associations.
- (2) Request a list of State-certified MWBEs from New York State Empire State Development and solicit bids directly from State-certified MWBEs.
- (3) Ensure that plans, specifications, request for proposals and other documents used to secure bids will be made available in sufficient time for review by prospective MWBEs.
- (4) Where feasible, divide the work into smaller portions to enhance participation by MWBEs and encourage the formation of joint venture and other partnerships among MWBE contractors to enhance their participation.
- (5) Document and maintain records of bid solicitation, including those to MWBEs and the results thereof. Contractors will also maintain records of actions that its subcontractors have taken toward meeting MWBE contract participation goals.
- (6) Ensure that progress payments to MWBEs are made on a timely basis so that undue financial hardship is avoided, and that bonding and other credit requirements are waived or appropriate alternatives developed to encourage MWBE participation.

Equal Employment Opportunity (EEO)

- (1) This organization will not discriminate against any employee or applicant for employment because of race, creed, color, national origin, sex, age, disability or marital status, will undertake or continue existing programs of affirmative action to ensure that minority group members are afforded equal employment opportunities without discrimination, and shall make and document its conscientious and active efforts to employ and utilize minority group members and women in its work force on state contracts.
- (2) This organization shall state in all solicitation or advertisements for employees that in the performance of the State contract all qualified applicants will be afforded equal employment opportunities without discrimination because of race, age, creed, color, national origin, sex disability or marital status.
- (3) At the request of the contracting agency, this organization shall request each employment agency, labor union, or authorized representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability or marital status and that such union or representative will affirmatively cooperate in the implementation of this organization's obligations herein.
- (4) Contractor shall comply with the provisions of the Human Rights Law, all other State and Federal statutory and constitutional non-discrimination provisions. Contractor and subcontractors shall not discriminate against any employee or applicant for employment because of race, creed (religion), color, sex, national origin, sexual orientation, military status, age, disability, predisposing genetic characteristic, marital status or domestic

violence victim status, and shall also follow the requirements of the Human Rights Law with regard to non-discrimination on the basis of prior criminal conviction and prior arrest.

- (5) This organization will include the provisions of sections (1) through (5) of the EEO section of Attachment 18 Form in every subcontract in such a manner that the requirements of the subdivisions will be binding upon each subcontractor as to work in connection with the State contract

For the Applicant:

_____ (Name of Designated Liaison) is designated by the Applicant as the Minority Business Enterprise Liaison responsible for administering the Minority and Women-Owned Business Enterprises-Equal Employment Opportunity (M/WBE-EEO) program for the Applicant.

M/WBE Contract Goals

20% Minority and Women’s Business Enterprise Participation

EEO Contract Goals

Not Applicable: Minority Labor Force Participation Percentage Goal

Not Applicable: Female Labor Force Participation Percentage Goal

Agreed to this _____ day of _____, 20__

(Name of Applicant)

By _____
(Signature of Authorized Representative)

(Print Name of Authorized Representative)

Title of Signatory: _____

Engineering

Attachment 19: Attach cost estimates or engineering report prepared by a responsible source, acceptable to WRC, describing all elements of the project scope of work and showing project budget. All costs of development including hard and soft costs should be included (see discussion herein about eligible and ineligible project costs). Also include, if available, site plan, floor plan, photos, etc.

Representations, Warranties, Covenants, and Certification

Applicant represents, warrants and covenants that:

- a) It has full power and authority to execute and submit this loan application and to execute any loan documents extended to the applicant by WRC as a consequence, and it will perform any and all obligations thereunder.
- b) This loan application was duly authorized, executed and delivered by the loan applicant and is binding and enforceable against the loan applicant in accordance with its terms, and all applicable laws and regulations.
- c) Loan applicant is duly organized, validly existing and in good standing under the laws of the State of its organization, has full power and authority to own its assets and to conduct the activities in which it is now engaged or proposed to be engaged and is duly qualified and in good standing under the laws of each other jurisdiction in which such qualification is required and shall maintain its existence in good standing in each such jurisdiction.
- d) There are no actions, suits or proceedings or, to the knowledge of loan applicant, threatened against, or affecting loan recipient before any court, governmental entity or arbitrator, which may, in any one case or in the aggregate, materially adversely affect the financial condition, operations, properties or business of the loan recipient, except as may have been disclosed in writing to WRC and NYS ESD.
- e) Loan applicant is in compliance and shall continue to comply in all material respects with all material applicable laws, rules, regulations and orders, and shall use the proceeds of any WRC loan solely for eligible expenses in accordance with the terms and conditions of WRC's loan agreement.
- f) It understands and agrees that in approving and extending any loan to the applicant, WRC and NYS ESD will rely on the statements and representations made by the loan applicant in the application. The loan applicant hereby represents and warrants that it has made no material misstatement or omission of fact in the application or otherwise in connection with the loan and that the information contained in the application continues on the date hereof to be materially correct and complete.
- g) The relationship of the loan applicant (including, for purposes of this paragraph, its officers, employees, agents and representatives) to WRC and NYS ESD that shall arise out of any subsequent loan agreement shall be that of an independent contractor. The loan applicant covenants and agrees that it will conduct itself in a manner consistent with such status, that it will neither hold itself out as, nor claim to be, an officer, employee, agent or representative of WRC or NYS ESD or New York State by reason hereof, and that it will not by reason thereof, make any claim, demand or application for any right or privilege applicable to an officer, employee, agent or representative of WRC or NYS ESD or New York State, including without limitation, worker's compensation coverage, unemployment insurance benefits, social security coverage or retirement membership or credit.
- h) Neither the loan applicant nor any of the members of its Board of Directors or other governing body or its employees have given or will give anything of value to anyone to procure the loan or to influence any official act or the judgment of any person in the performance of any of the terms of this loan agreement.
- i) Any loan made by WRC to the applicant shall be used solely for eligible expenses in accordance with the terms and conditions of WRC's loan agreement.
- j) Loan applicant is solely responsible and has sufficient funding for all project costs in excess of the loan.

- k) No materials, if any, purchased with any loan made by WRC to the applicant will be used for any purpose other than the project.
- l) The loan applicant shall report in writing to WRC and NYS ESD any grants, commitments or funds received by the loan applicant from any source, governmental or non-governmental, in connection with the carrying out of the project, other than the funds received under WRC's loan agreement. No part of WRC's loan will be applied to any expenses paid or payable from any other funding source.
- m) The loan shall not be used in any manner for any of the following purposes:
1. political activities of any kind or nature, including, but not limited to, furthering the election or defeat of any candidate for public, political or party office, or for providing a forum for such candidate activity to promote the passage, defeat, or repeal of any proposed or enacted legislation;
 2. religious worship, instruction or proselytizing as part of, or in connection with, the performance of this Agreement;
 3. payments to any firm, company, association, corporation or organization in which a member of the loan recipient's Board of Directors or other governing body, or any officer or employee of the loan recipient, or a member of the immediate family of any member of the loan recipient's Board of Directors or other governing body, officer, or employee of the loan applicant has any ownership, control or financial interest except as disclosed by the loan recipient and accepted by both WRC and NYS ESD. For purposes of this paragraph, "ownership" means ownership, directly or indirectly, of more than five (5) percent of the assets, stock, bonds or other dividend or interest bearing securities; and "control" means serving as a member of the board of directors or other governing body, or as an officer in any of the above; and
 4. payment to any member of loan applicant's Board of Directors or other governing body of any fee, salary or stipend for employment or services, except as may be expressly provided for in WRC's loan agreement.
- n) Any report or other product of the WRC loan shall contain the following acknowledgment: "Funding provided by a grant from Empire State Development."
- o) WRC and NYS ESD may make reasonable use of any report or other product of WRC's loan upon notice to the applicant (loan recipient).
- p) Loan applicant will use WRC loan funds, and submit payment requisitions, exclusively for eligible expenses related to capital works or purposes in accordance with IRS rules and regulations relating to ESD's bonds and in accordance with the New York Debt Reform Act. Loan applicant acknowledges that grant funds must be used solely for authorized capital purposes and not for operating expenses or other working capital items or non-capital purposes, irrespective of whether the funds are still used for the benefit of the project. Loan applicant acknowledges that the consequences of breaching this covenant could result in violations of New York State law and/or large bond issuances being treated as taxable instead of tax exempt for federal and state tax purposes, loss of certain federal subsidies to the state, adverse ratings changes for such bonds, and disproportionate negative financial consequences to New York State and bondholders. Loan applicant recognizes its financial obligations, risks and liabilities for breach of this covenant. WRC and NYS ESD may, from time to time, request information from the loan recipient to confirm its compliance with this covenant and loan applicant acknowledges its obligation under Section 9 (a) (ii) of the GDA (i.e., the Grant Disbursement Agreement between NYS ESD and WRC) to provide information upon request to WRC and NYS ESD.
- q) Loan applicant is in compliance and shall continue to comply with the Responsibility provisions of this loan agreement.

r) I HEREBY SUBMIT THIS PROPOSAL FOR THE CONSIDERATION OF FINANCIAL ASSISTANCE IN SUPPORT OF THE PROJECT HEREWITHIN DESCRIBED. I CERTIFY THAT ALL INFORMATION IS TRUE AND COMPLETE TO THE BEST OF MY KNOWLEDGE. IF SELECTED FOR FUNDING, I WILL COOPERATE FULLY WITH THE WESTERN REGION CORPORATION TO COMPLY WITH ALL FEDEAL, STATE, LOCAL AND PROGRAM GUIDELINES, LAWS AND REGULATIONS, AS APPLICABLE.

s) The undersigned certifies that he/she is authorized to submit this loan application on behalf of the applicant.

Authorized Signature: _____

Printed Name: _____

Title: _____

Applicant Name: _____

Date: _____

Applications are submitted directly to Western Region Corporation, using the following address or email:

Richard T. Zink, President
Western Region Corporation
4039 Route 219, Suite 200
Salamanca, New York 14779
Email: rzink@southerntierwest.org

Please note: WRC only accepts digital submissions of applications, submitted via email or by conventional digital media (e.g., CD, DVD, thumb drive). WRC will not accept applications submitted in alternate formats (e.g., paper, fax).

No person in the western New York region shall, on the ground of age, race, color, creed, religion, national origin, marital status, handicap, sexual preference, or sex be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any project assisted with WRC funds.