



Amberleigh AL

■ Section I: Applicant Background Information

Applicant Information - Company Receiving Benefit

Applicant Name	Capital Senior Management 2, Inc.
Applicant Address	14160 Dallas PKWY Suite #300 Dallas, TX 75254
Phone	9727705600
Fax	9727705666
E-mail	gvasquez@capitalsenior.com
Website	www.capitalsenior.com
Federal ID#	75-2660661
NAICS Code	62331
Will a Real Estate Holding Company be utilized to own the Project property/facility	Yes
What is the name of the Real Estate Holding Company	Ventas Amberleigh, LLC
Federal ID#	
State and Year of Incorporation/Organization	6/22/2005
List of stockholders, members, or partners of Real Estate Holding Company	Ventas Realty, Limited Partnership owns 100% of Ventas Amberleigh, LLC

Individual Completing Application

Name	Gary Vasquez
Title	Regional Manager
Address	8 Shady Lane, Ridgefield, CT 06877
Phone	2038949406
Fax	2038949407
E-Mail	gvasquez@capitalsenior.com

Company Contact (if different from individual completing application)

Name David Brickman
Title SVP and General Counsel
Address 14160 Dallas PKWY Suite #300 Dallas, TX 75254
Phone 9727705600
Fax 9727705666
E-Mail dbrickman@capitalsenior.com

Company Counsel

Name of Attorney Terrence Gilbride
Firm Name Hodgson Russ LLP
Address 140 Pearl Street, Suite 100 Buffalo, NY 14202
Phone 7168481236
Fax 7168194625
E-Mail tgilbrid@hodgsonruss.com

Identify the assistance being requested of the Agency

Exemption from Sales Tax Yes
Exemption from Mortgage Tax No
Exemption from Real Property Tax Yes
Tax Exempt Financing* No

* (typically for not-for-profits & small qualified manufacturers)

Business Organization

Type of Business Corporation
Type of Ownership
Year Established 1996
State of Organization Texas

List all stockholders, members, or partners with % of ownership greater than 20%

Please include name and % of ownership.

Capital Senior Living Corporation owns 100% of Capital Senior Management 2, Inc.

Applicant Business Description

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility

Capital Senior Management 2, Inc (CSM2) is owned 100% by Capital Senior Living Corporation, one of the nation's largest operators of residential communities for senior adults. The Company's operating strategy is to provide value to residents by providing quality senior living services at reasonable prices. The Company's communities emphasize a continuum of care, which integrates independent living, assisted living, and home care services, to provide residents the opportunity to age in place. Capital Senior Living is publicly traded on the NYSE. CSM2 is the Company's entity that operates The Amberleigh, a 272 unit independent living senior housing community in Erie County.

Estimated % of sales within Erie County	100%
Estimated % of sales outside Erie County but within New York State	0
Estimated % of sales outside New York State but within the U.S.	0
Estimated % of sales outside the U.S.	0

(*Percentage to equal 100%)

What percentage of your total annual supplies, raw materials and vendor services are purchased from firms in Erie County? Include list of vendors, raw material suppliers and percentages for each. Provide supporting documentation of the estimated percentage of local purchases

54.5% purchased from firms or companies in Erie County; This is based on \$2,678,032 in total spend the 1st twelve months and \$1,460,518 of that amount is paid to companies in Erie County.

Section II: Eligibility Questionnaire - Project Description & Details

Project Location

Municipality or Municipalities of current operations

Town of Amherst

Will the Proposed Project be located within the Municipality, or within a Municipality, identified above?

Yes

In which Municipality will the proposed project be located

Town of Amherst

Address

2330 Maple Road, Williamsville, NY 14221

If the Proposed Project is located in a different Municipality than that Municipality in which current operations are being undertaken, is it expected that any of the facilities in any other Municipality will be closed or be subject to reduced activity?

No

(If Yes, you will need to complete Section V of this Application

SBL Number for Property upon which proposed Project will be located

57.03-1-14

What are the current real estate taxes on the proposed Project Site

395,208

Assessed value of land

470,700

Assessed value of building(s)

11,879,300

Are Real Property Taxes current?

Yes

If no please explain

Town/City/Village of Project Site

Town of Amherst

School District of Project Site

Williamsville Central School District

Does the Applicant or any related entity currently hold fee title to the Project site?

No

If No, indicate name of present owner of the Project Site

Ventas Amberleigh, LLC

Does Applicant or related entity have an option/contract to purchase the Project site?

No

Describe the present use of the Proposed Project site

The Amberleigh Community is currently an independent senior housing community with 272 independent living units and approximately 200 residents. The residents receive quality senior living services including meals, activities, transportation and home health services as needed.

Please provide narrative of project (new build, renovations, and/or equipment purchases). Identify specific uses

occurring within the project. Describe any and all tenants and any/all end users: (This information is critical in determining project eligibility)

Amberleigh plans to convert one of its three-story residential wings consisting of approximately 70 units into licensed assisted living and memory care services. The wing will undergo extensive alterations and renovations to bring it into compliance with the New York State Building Code and the requirements associated with the rules and regulations governing licensed assisted living in New York. Upon completion of licensure and construction, the Amberleigh will be able to accommodate 76 additional residents who need assisted living or memory care services. The existing kitchen will be renovated and updated in order to accommodate the additional meals being served. Additionally, the remaining building will also undergo extensive renovations to update the commons area aesthetic appeal including flooring, paint, wall coverings, drapes and furniture. Total project costs are anticipated to be \$6.2 million.

Describe the reasons why the Agency's Financial Assistance is necessary and how the Financial Assistance enables the company to undertake the Project to facilitate investment, job creation and/or job retention. Focus on competitiveness issues, project shortfalls, etc... Your eligibility determination will be based in part on your answer (attach additional pages if necessary)

Amberleigh needs to add these services to offer a continuum of care to our residents so they can age in place and not relocate when they need specialized services including enhanced assisted living and memory care/dementia services. Attrition at Amberleigh is primarily due to residents leaving to seek these necessary services at our competitor's facilities. Offering these services at Amberleigh will add 30 full-time and 15 part-time new employees adding approximately \$875,000 of annual wages. The project construction costs of \$6.2 million, when coupled with additional wage expenses, provides a low rate of return on this necessary investment. In order to start the construction work, Amberleigh has had to discontinue admissions to empty out the wing of 70 units, which created lost revenue over the last nine months of approximately \$50,000/month which will continue until construction is complete. The project will incur start up losses and is not anticipated to break even until after the second year of operations.

Will project include leasing any equipment?

No

If yes, please describe equipment and lease terms.

Site Characteristics

Will the Project meet zoning/land use requirements at the proposed location?

Yes

Describe the present zoning/land use

Medium density residential

Describe required zoning/land use, if different

N/A

If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements

Is the proposed Project located on a site where the known or potential presence of contaminants is complicating the development/use of the property?

No

If yes, please explain

Has a Phase I Environmental Assessment been prepared, or will one be prepared with respect to the proposed Project Site?

No

If yes, please provide a copy.

Have any other studies, or assessments been undertaken with respect to the proposed Project Site that indicate the known or suspected presence of contamination that would complicate the site's development?

No

If yes, please provide copies of the study.

If you are purchasing new machinery and equipment, does it provide demonstrable energy efficiency benefits?

You may also attach additional information about the machinery and equipment at the end of the application.

Does or will the company or project occupant perform research and development activities on new products/services at the project location?

No

If yes, please explain.

What percentage of annual operating expenses are attributed to the above referenced research and development activities?

Select Project Type for all end users at project site (you may check more than one)

Will customers personally visit the Project site for either of the following economic activities? If yes with respect to either economic activity indicated below, complete the Retail Determination contained in Section IV of the Application.

Please check any and all end uses as identified below.

Retail Sales No **Services** Yes

For purposes of this question, the term "retail sales" means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

No Manufacturing

No Multi-Tenant

No Mixed Use

No Acquisition of Existing Facility

No Commercial

Yes Facility for the Aging

Yes Housing

No Back Office

No Civic Facility (not for profit)

No Equipment Purchase

No Retail

No Other

Project Information

Estimated costs in connection with project

Land and/or Building Acquisition

\$ 0 square feet acres

New Building Construction

\$ 0 square feet

New Building addition(s)

\$ 0 square feet

Infrastructure Work

\$ 0

Renovation

\$ 4,125,000 59,600 square feet

Manufacturing Equipment

\$ 0

Non-Manufacturing Equipment: (furniture, fixtures, etc.)

\$ 974,000

Soft Costs: (professional services, etc.)

\$ 798,000

Other Cost

\$ 350,000

Explain Other Costs

Contingency cost for construction to be used for unforeseen expenses and/or cost overruns.

Total Cost

\$ 6,247,000

Project Refinancing; estimated amount (for refinancing of existing debt only)

\$ 0

Sources of Funds for Project Costs:

Estimated Mortgage Amount (Sum total of all financing – construction and bridge)

\$

Lender Name, if Known

Equity

Have any of the above costs been paid or incurred as of the date of this Application?

Yes

If Yes, describe particulars:

Most of the design, architectural work and legal work have been incurred and paid as of the date of this application.

Construction Cost Breakdown:

Total Cost of Construction

\$ 4,125,000 (sum of 2,3,4,5, and/or 7 in Question K, above)

Cost for materials

\$ 1,856,250

% sourced in Erie County

80%

% sourced in State

80% (including Erie County)

Gross amount of costs for goods and services that are subject to State and local sales and use tax- said amount to benefit from the Agency's sales and use tax exemption benefit

\$ 3,036,500

Estimated State and local Sales and Use Tax Benefit (product of 8.75% multiplied by the figure, above):

\$ 265,694

For proposed facility please include # of sq ft for each of the uses outlined below

		Cost	% of Total Cost
Manufacturing/Processing	square feet	\$ 0	0
Warehouse	square feet	\$ 0	0
Research & Development	square feet	\$ 0	0
Commercial	square feet	\$ 0	0
Retail	square feet	\$ 0	0
Office	square feet	\$ 0	0
Specify Other	59,600 square feet	\$ 4,125,000	0

If you are undertaking new construction or renovations, are you seeking LEED certification from the US Green Building Council?

No

If you answered yes to question above, what level of LEED certification do you anticipate receiving? (Check applicable box)

<BLANK>

Provide estimate of additional construction cost as a result of LEED certification you are seeking

Will project result in significant utility infrastructure cost or uses

Yes

What is your project timetable (Provide dates)

Start date : acquisition of equipment or construction of facilities

10/1/2015

End date : Estimated completion date of project

3/1/2016

Project occupancy : estimated starting date of operations

5/1/2016

Have construction contracts been signed?

Yes

Have site plans been submitted to the appropriate planning department for approval?

Yes

Has the Project received site plan approval from the appropriate planning department?

Yes

Is project necessary to expand project employment?

Yes

Is project necessary to retain existing employment?

No

Employment Plan (Specific to the proposed project location):

	Current # of jobs at proposed project location or to be relocated at project location	If project is to retain jobs, number of jobs to be retained	Total # of jobs 2 years after project completion	Net total new jobs
Full time	27	0	57	30
Part time	96	0	111	15
Total	123	0	168	

Employment at other locations in Erie County: (provide address and number of employees at each location):

Address			
Full time	0	0	0
Part time	0	0	0
Total	0	0	0

Will any of the facilities described above be closed or subject to reduced activity?

Yes

Payroll Information

Annual Payroll at Proposed Project Site

\$ 875,000

Estimated average annual salary of jobs to be retained

\$ 0

Estimated average annual salary of jobs to be created

\$ 25,931

Estimated salary range of jobs to be created

From \$ 18,720 **To** \$ 58,240

Is the project reasonably necessary to prevent the project occupant from moving out of New York State?

No

If yes, please explain and identify out-of-state locations investigated

No, but the project is necessary to provide a needed service to the community and keep the overall Amberleigh facility competitive.

What competitive factors led you to inquire about sites outside of New York State?

N/A

Have you contacted or been contacted by other Local, State and/or Federal Economic Development Agencies?

No

If yes, please indicate the Agency and nature of inquiry below

N/A

Do you anticipate applying for any other assistance for this project?

No

If yes, what type of assistance (Historic Tax Credits, 485(a), Grants, Utility Loans, Energy Assistance, Workforce Training)

N/A

Section III: Adaptive Reuse Projects

Are you applying for tax incentives under the Adaptive Reuse Program? No

What is the age of the structure (in years)? 26

Has the structure been vacant or underutilized for a minimum of 3 years? (Underutilized is defined as a minimum of 50% of the rentable square footage of the structure being utilized for a use for which the structure was not designed or intended) No

If yes, number of years vacant? 0

Is the structure currently generating insignificant income? (Insignificant income is defined as income that is 50% or less than the market rate income average for that property class) No

If yes, please provide dollar amount of income being generated, if any \$

Does the site have historical significance? No

Are you applying for either State/Federal Historical Tax Credit Programs? No

If yes, provide estimated value of tax credits \$

Briefly summarize the financial obstacles to development that this project faces without ECIDA or other public assistance. Please provide the ECIDA with documentation to support the financial obstacles to development (you will be asked to provide cash flow projections documenting costs, expenses and revenues with and without IDA and other tax credits included indicating below average return on investment rates compared to regional industry averages)

Briefly summarize the demonstrated support that you intend to receive from local government entities. Please provide ECIDA with documentation of this support in the form of signed letters from these entities

Please indicate other factors that you would like ECIDA to consider such as: structure or site presents significant public safety hazard and or environmental remediation costs, site or structure is located in a distressed census tract, structure presents significant costs associated with building code compliance, site has historical significance, site or structure is presently delinquent in property tax payments

In order to become licensed to offer necessary assisted living and memory care services to our residents and other potential residents in Erie County, the company must make significant investment, estimated at \$6.2 million, in the existing building to comply with New York State Building Code for enriched housing/assisted living. residence.

Section IV: Retail Determination

Will any portion of the project (including that portion of the costs to be financed from equity or other sources) consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site? Yes

If yes, complete the Retail Questionnaire Supplement below.

What percentage of the cost of the project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? 100 %

If the answer to this is **less than 33%** do not complete the remainder of the page and proceed to the next section (Section V: Inter-Municipal Move Determination).

If the answer to A is Yes AND the answer to Question B is greater than 33.33%, indicate which of the following questions below apply to the project:

Will the project be operated by a not-for-profit corporation? No

Is the project location or facility likely to attract a significant number of visitors from outside the economic development region (Erie, Niagara, Allegheny, Chautauqua and Cattaraugus counties) in which the project will be located? No

If yes, please provide a third party market analysis or other documentation supporting your response.

Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the municipality? Are services provided at the proposed project site needed because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes

If yes, please provide a market analysis supporting your response.

Will the project preserve permanent, private sector jobs or increase the overall number of permanent private sector jobs in the State of New York? Yes

If yes, explain

We estimate this project will add 45 new jobs to Erie County and the State of New York after approximately 2 years of opening. This will result in annual wages of approximately \$875,000 at the proposed project.

Is the project located in a Highly Distressed Area? No

Section V: Inter-Municipal Move Determination

The Agency is required by state law to make a determination that, if completion of a Project benefiting from Agency Financial Assistance results in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, Agency financial Assistance is required to prevent the project occupant from relocating out of the state, or is reasonably necessary to preserve the project occupant's competitive position in its respective industry.

Will the project result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state? No

Will the project result in the abandonment of one or more plants or facilities of the Project occupant located within the state? No

If Yes to either question, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

Does this project involve relocation or consolidation of a project occupant from another municipality or abandonment of an existing facility?

Within New York State No

Within Erie County No

If Yes to either question, please, explain

Will the project result in a relocation of an existing business operation from the City of Buffalo?

No

If yes, please explain the factors which require the project occupant to relocate out of the City of Buffalo (For example, present site is not large enough, or owner will not renew leases etc.)

What are some of the key requirements the project occupant is looking for in a new site? (For example, minimum sq. ft., 12 foot ceilings, truck loading docs etc.)

Meet building and life safety requirements for enhanced assisted living and special needs assisted living residence in the state of New York

If the project occupant is currently located in Erie County and will be moving to a different municipality within Erie County, has the project occupant attempted to find a suitable location within the municipality in which it is currently located?

No

What factors have lead the project occupant to consider remaining or locating in Erie County?

N/A

If the current facility is to be abandoned, what is going to happen to the current facility that project occupant is located in?

Please provide a list of properties considered, and the reason they were not adequate. (Some examples include: site not large enough, layout was not appropriate, did not have adequate utility service, etc.) Please include full address for locations.

Section VI: Facility Type - Single or Multi Tenant

Is this a Single Use Facility or a Multi-Tenant Facility?

Multi-Tenant Facility

For Single Use Facility

Occupant Name

Address

Contact Person

Phone

Fax

E-Mail

Federal ID #

SIC/NAICS Code

Multi-Tenant Facility

Please explain what market conditions support the construction of this multi-tenant facility

see attached market study

Have any tenant leases been entered into for this project?

No

If yes, please fill out a tenant form in section VII, for each tenant.

Tenant Name	Current Address (city, state, zip)	# of sq ft and % of total to be occupied at new projet site	SIC or NAICS-also briefly describe type of business, products services, % of sales in Erie Co.
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Section VII: Environmental Questionnaire

General Background Information

Address of Premises 2330 Maple Road Williamsville, NY

Name and Address of Owner of Premises Ventas Amberleigh, LLC 353 N Clark Street, Suite 3300 Chicago, IL 60654

Describe the general features of the Premises (include terrain, location of wetlands, coastlines, rivers, streams, lakes, etc.)

Flat terrain, already developed with existing building that will be renovated; detention pond at north end of site

Describe the Premises (including the age and date of construction of any improvements) and each of the operations or processes carried out on or intended to be carried on at the Premises

originally built in 1989 as an independent living community; remains that use today and one wing will be renovated to add assisted living and memory care services to the existing residents and new residents in the Erie County area

Describe all known former uses of the Premises

Independent living community since 1989

Does any person, firm or corporation other than the owner occupy the Premises or any part of it?

Yes

If yes, please identify them and describe their use of the property

This is a senior living community occupied by residents as their home.

Have there been any spills, releases or unpermitted discharges of petroleum, hazardous substances, chemicals or hazardous wastes at or near the Premises?

No

If yes, describe and attach any incident reports and the results of any investigations

Has the Premises or any part of it ever been the subject of any enforcement action by any federal, state or local government entity, or does the preparer of this questionnaire have knowledge of: a) any current federal, state or local enforcement actions; b) any areas of non-compliance with any federal, state or local laws, ordinances, rules or regulations associated with operations over the past 12 months?

No

If yes, please state the results of the enforcement action (consent order, penalties, no action, etc.) and describe the circumstances

Has there been any filing of a notice of citizen suit, or a civil complaint or other administrative or criminal procedure involving the Premises?

No

If yes, describe in full detail

Solid And Hazardous Wastes And Hazardous Substances

Does any activity conducted or contemplated to be conducted at the premises generate, treat or dispose of any petroleum, petroleum-related products, solid and hazardous wastes or hazardous substances?

No

If yes, provide the Premises' applicable EPA (or State) identification number

Have any federal, state or local permits been issued to the Premises for the use, generation and/or storage of solid and hazardous wastes?

No

If yes, please provide copies of the permits.

Identify the transporter of any hazardous and/or solid wastes to or from the Premises

None other than usual and customary waste for a residence or multi-family occupied building

Identify the solid and hazardous waste disposal or treatment facilities which have received wastes from the Premises for the past two (2) years

Waste disposal contracted out to Modern Disposal Services, Inc. located in Model, NY

Does or is it contemplated that there will occur at the Premises any accumulation or storage of any hazardous wastes on-site for disposal for longer than 90 days?

No

If yes, please identify the substance, the quantity and describe how it is stored

Discharge Into Waterbodies

Briefly describe any current or contemplated industrial process discharges (including the approximate volume, source, type and number of discharge points). Please provide copies of all permits for such discharges

Identify all sources of discharges of water, including discharges of waste water, process water, contact or noncontact cooling water, and stormwater. Attach all permits relating to the same. Also identify any septic tanks on site

Is any waste discharged into or near surface water or groundwaters?

No

If yes, please describe in detail the discharge including not only the receiving water's classification, but a description of the type and quantity of the waste

Air Pollution

Are there or is it contemplated that there will be any air emission sources that emit contaminants from the Premises?

No

If yes, describe each such source, including whether it is a stationary combustion installation, process source, exhaust or ventilation system, incinerator or other source

Are any of the air emission sources permitted?

No

If yes, attach a copy of each permit.

Storage Tanks

List and describe all above and under ground storage tanks at the Premises used to store petroleum or gasoline products, or other chemicals or wastes, including the contents and capacity of each tank. Please also provide copies of any registrations/permits for the tanks

Have there been any leaks, spills, releases or other discharges (including loss of inventory) associated with any of these tanks?

No

If yes, please provide all details regarding the event, including the response taken, all analytical results or reports developed through investigation (whether internal or external), and the agencies which were involved

Polychlorinated Biphenyls ("PCB" or "PCBs") And Asbestos

Provide any records in your possession or known to you to exist concerning any on-site PCBs or PCB equipment, whether used or stored, and whether produced as a byproduct of the manufacturing process or otherwise.

Have there been any PCB spills, discharges or other accidents at the Premises?

No

If yes, relate all the circumstances

Do the Premises have any asbestos containing materials?

No

If yes, please identify the materials