

Application for Financial Assistance



Applicant Information

Company Name: CLP Darien Lake, LLC

Address: PO Box 91 City / Town: Darien Ctr State: NY Zip: 14040

Phone No.: 585-599-4641 Fax No.: 585-599-4053

Email Address: rneeland@godarienlake.com Fed. Id. No. : 20-8387268

Contact Person: Roy Neeland

Principal Owners / Officers / Directors: (list owners with 15% or more in equity holdings with percentage ownership)

CNL Lifestyles Properties, Inc. 100%

Name & Title

Corporate Structure (attach schematic if Applicant is a subsidiary or otherwise affiliated with another entity)

Form of Entity: C Corp S Corp Partnership LLC
 LLP Sole Proprietorship Not for Profit

If a corporation, partnership, limited liability company/partnership or Not for Profit:

What is the date of the establishment Jan 17, 2007, Place of organization Delaware and, if a foreign organization, is the Applicant authorized to do business in the State of New York? Yes

Applicant's Counsel:

Name: Jaeckle Fleischmann & Mugel Address: 200 Delaware Ave City / Town: Buffalo State: NY
Zip: 14202

Phone No.: 716-856-0600 Fax No.: 716-856-0432

Project Information

A) Detailed Description of Project: Installation of Launch Ride and surrounding facilities & Laser Show Attraction & expansion of the accommodations with multi family units.

B) Location of Project / Project Address: 9993 Alleghany Rd_Darien Ctr_NY 14040
Address Town Zip

C) Current Assessed Value of Property \$ 37,529,850 Tax Map #2-1-52.2
(not required if project is for equipment purchases only)

D) Square footage of existing building 530000 S/F

Square footage of new build 6000 S/F

Total Square Footage 536000 S/F

E) Project Employment Information:

****Note:** Please use full time equivalents, approximately Two part time is equivalent to one full time.

E1) Current number of full time equivalent employees (prior to project): 422

E2) Estimate how many full time/ part-time jobs will be retained as a result of this Project over the next three years:

Full Time (FT) 86 Part-Time (PT) 336 ** Total Full Time Equivalents (FTE) 422

E3) What is the average estimated (annual) salary range of jobs to be retained _____ to 23300
(at current market rates)

E4) Estimate how many full time/ part-time jobs will be created as a result of this Project over the

next three years: Full Time (FT) 0 Part-Time (PT) 6

** Total Full Time Equivalents (FTE) 6

- E5) What is the planned average hourly wage for the FTE jobs to be created \$8
- E6) What is the average estimated annual salary range of FTE jobs to be created \$18000 to \$20000
- E7) What is the planned average annual benefits paid in \$\$ per FTE job to be created \$1000
- E8) Estimate how many construction jobs will be created by this project: 14
- E9) Estimate average length of employment for each construction job for this Project: 3 months
- E10) Is the Project Commercial in nature (Sales Tax Generating for Community)? Yes
- E11) What is the estimated annual total Sales Tax to be generated from this project at full build-out? \$69500
- E12) Expected Break ground date for project (if any) ____ (mo / year)
- E13) Expected timeframe for project to achieve full build-out? 5 months (in months)

Detailed Company Info: (Confidential – will not be shared publicly) – information required in order to perform direct economic impact analysis as justification for GCEDC participation in this project

- E14) Current Annual Wages / Payroll (w/n Genesee County): \$9,904,0000
- E15) Current Annual Benefits Paid (w/n Genesee County) or % of wages: \$2,341,000
- E16) Average annual growth rate of annual wages: %2
- E17) Average annual growth rate of benefits costs: % 3
- E18) Company Average Yearly Production Related Purchases (COGS / Inventory) from vendors within NYS (Gen County Ops): \$1,833,000
- E19) Company Average Yearly Non-Production Purchases (Supplies, Materials, Equipment) non-capitalized from vendors within NYS (Gen County Ops): \$2,315,000
- E20) Company Average Annual Sales / Use Taxes paid (Gen County Ops): \$1,892,000
- E21) Company Planned Property Taxes Paid for current calendar year (Genesee County Ops): \$998,000
- E22) Company Current Year Expected EBT (Earnings B4 Taxes or Profit B4 Taxes) for Genesee County Ops: \$8,900,000
- E23) Company expected average annual growth rate for EBT: %8
- E24) Company Current Year Expected NYS Income Taxes paid for Genesee County Ops: \$_____

Next 5 years planned / conservative estimates for capital investment beyond this project (if available)

Year 1	Year 2	Year 3	Year 4	Year 5
\$5000000	\$3000000	\$0	\$0	\$0

- Is the company delinquent in the payment of any state or municipal property taxes? No
- Is the company delinquent in the payment of any income tax obligation? No
- Is the company delinquent in the payment of any loans? No
- Is the company currently in default on any of its loans? No
- Are there currently any unsatisfied judgments against the company? No
- Are there currently any unsatisfied judgments against any of the company's principals? No
- Has the company ever filed for bankruptcy? No
- Have any of the company's principals ever personally filed for bankruptcy or in any way sought protection from creditors? No

If the answer to any of the questions above is "Yes," please provide additional comments in the space below and on additional pages if necessary.

Estimated Project Costs / Project Capital Investment:

Building Cost \$500000 (New Building Construction cost or Existing building expansion construction)
Land and Building \$____ (Purchase Value of land and/or building incl. engineering, architect and blue print fees)
Production Equipment \$____ (\$ Value of Production Equipment – not sales taxable)
Other Equipment \$____ (\$ Value of sales taxable equip = Furniture/Fixtures, Computers, Lockers..)
Other \$1000000 describe: Blast Off / Laser Equipment / Accom Units
Tot. Cap Invest: \$1500000 (Sum all lines above)

Note:

Total Amount Financed \$0 describe: _____

Mortgage Amount on this Project? \$_____

The Applicant understands and agrees with the GCEDC as follows:

Please initial each item where indicated

Job Listings - In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the GCEDC, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JPTA Entities") of the service delivery area created by the federal job training partnership act(Public Law 97-300) ("JPTA") in which the Project is located.

RM Applicant's Initials

First Consideration for Employment - In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the GCEDC, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JPTA programs who shall be referred by the JPTA Entities for new employment opportunities created as a result of the Project.

RM Applicant's Initials

Annual Sales Tax Filings - In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the GCEDC, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file , or cause to be filed, with the New York State Department of Taxation and Finance, an Annual Report of Sales and Use Tax Exemptions (Form ST-340) by the last day of February following applicable calendar year (with a copy to the Genesee County Economic Development Center), describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.

RM Applicant's Initials

Employment Reports - The Applicant understands and agrees that, if the Project receives any Financial Assistance from the GCEDC, the Applicant agrees to file, or cause to be filed, with the GCEDC, on quarterly basis, copies of form NYS-45-MN Quarterly Combined Withholding, Wage Reporting, and Unemployment Insurance Returns filed with the Department of Labor applicable to the project site.

RM Applicant's Initials

GCEDC Reports - The Applicant understands and agrees that, if the Project receives any Financial Assistance from the GCEDC, the Applicant agrees to file, or cause to be filed with the GCEDC, a certified Annual Project Report (to be mailed to the Applicant) due by the last day of January following applicable calendar year.

RM Applicant's Initials

Absence of Conflicts of Interest - The Applicant has received from the GCEDC a list of the members, officers, and employees of the GCEDC. No member, officers or employee of the GCEDC has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

RM Applicant's Initials

Comments: _____

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that:

- A) The GCEDC will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.
- B) Failure of the Applicant to file appropriate Sales Tax and Employment reports will result in the revocation of tax benefits and require repayment of benefits previously claimed.

RMontgomery
(Applicant Signature)

R. Montgomery
(Print Name)

Vice President, General Manager
Title

CLD Darin Lake LLC
Company Name

This Application should be submitted along with the items listed in Exhibit A to:

Genesee County Economic Development Center
99 MedTech Drive, Suite 106
Batavia, New York 14020
(Attn: President & Chief Executive Officer)

The GCEDC encourages the use of Genesee County contractors/suppliers and asks that they be allowed to bid your project!

Hold Harmless Agreement

Applicant hereby releases Genesee County Economic Development Center and the members, officers, servants, agents and employees thereof (the "GCEDC") from, agrees that the GCEDC shall not be liable for and agrees to indemnify, defend and hold the GCEDC harmless from and against any and all liability arising from or expense incurred by (A) the GCEDC's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the GCEDC, (B) the GCEDC's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the GCEDC with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the GCEDC or the Applicant are unable to reach final agreement with the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the GCEDC, its agents or assigns, all costs incurred by the GCEDC in the processing of the Application, including attorneys' fees, if any.

R. Montgomery
(Applicant Signature)

R. Montgomery
(Print Name)

Vice President and General Manager
Title

CLP Darien Lake LLC
Company Name

Sworn to before me this

6th day of February, 2013

Jody A. Bregge
Notary Public

JODY A. BREGE
Notary Public, State of New York
No. 01BR6050263
Qualified in Erie County
Commission Expires Oct. 30, 2014

EXHIBIT A

(A copy of this list should be provided to applicant's legal Counsel)

Please ensure that the following items are delivered with the application:

1. A \$250 Application Fee Yes No
2. An EAF (Environmental Assessment Form) Yes No
3. Have Financing arrangements been made? Yes No
4. A copy of the bank commitment letter or personal / company financial statement Yes No

Prior to the closing of this transaction applicant shall deliver the following documentation (where applicable to the project) to GCEDC's legal counsel

1. Insurance Certificates (please see exhibit B for additional information)
 - Certificate of Worker's Compensation Insurance (GCEDC named as additional insured). Yes No
 - Certificate of General Liability Insurance (GCEDC named as additional insured)
Limits not less than \$1,000,000 per occurrence /accident and a blanket excess liability not less than \$3,000,000 Yes No
 - Certificate of insurance against loss/damage by fire, lightning or other casualties with a uniform standard extended coverage endorsement in an amount not less than the full replacement value of the Facility. (GCEDC named as additional insured). Yes No
2. Certificate of Incorporation/Articles of Organization together with all amendments or restatements thereto. Yes No
3. By-Laws/Operating Agreement together with any amendments thereto Yes No
4. Good Standing Certificate(s) issued by the State of Incorporation/Organization of the Company AND NYS. Yes No
5. Resolutions of the Board of Directors/Members of the Company approving the Project. Yes No
6. List of all Material Pending Litigation of the Company. Yes No
7. List of all Underground Storage Tanks containing Hazardous Materials at the Project. Yes No
8. List of all Required Environmental Permits for the Project. Yes No
9. Legal Description of the Project Premises. Yes No
10. Name and title of Person signing on behalf of the Company.
Name:_____ Yes No
11. Copy of the proposed Mortgage (if any). Yes No
12. Company's Federal Tax ID Number (EIN). Yes No
13. Tax Map Number of Parcel(s) comprising the Project. Yes No
14. Copy of the Certificate of Occupancy (as soon as available). Yes No

EXHIBIT B

INSURANCE COVERAGE

1. Requirements. The Company shall maintain or cause to be maintained insurance against such risks and for such amounts as are customarily insured against by businesses of like size and type paying, as the same become due and payable, all premiums in respect thereto, including, but not necessarily limited to:

(a) (i) Insurance against loss or damage by fire, lightning and other casualties, with a uniform standard extended coverage endorsement, such insurance to be in an amount not less than the full replacement value of the Project, exclusive of excavations and foundations, as determined by a recognized appraiser or insurer selected by the Company or (ii) as an alternative to the above requirements (including the requirement of periodic appraisal), the Company may insure the Project under a blanket insurance policy or policies covering not only the Project but other properties as well.

(b) Workers' compensation insurance, disability benefits insurance, and each other form of insurance which the Agency or the Company is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of the Company who are located at or assigned to the Project.

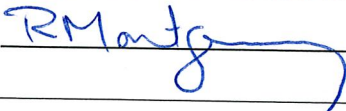
(c) Insurance against loss or losses from liabilities imposed by law or assumed in any written contract and arising from personal injury and death or damage to the property of others caused by any accident or occurrence, with limits of not less than **\$1,000,000** per accident or occurrence on account of personal injury, including death resulting there from, and **\$1,000,000** per accident or occurrence on account of damage to the property of others, excluding liability imposed upon the Company by any applicable workers' compensation law; and a blanket excess liability policy in the amount not less than **\$3,000,000**, protecting the Company against any loss or liability or damage for personal injury or property damage.

2. Additional Provisions Respecting Insurance. (a) **All insurance required by Section 4(a) hereof shall name the Agency as a named insured and all other insurance required by Section 4 hereof shall name the Agency as an additional insured.** All insurance shall be procured and maintained in financially sound and generally recognized responsible insurance companies selected by the Company and authorized to write such insurance in the State. Such insurance may be written with deductible amounts comparable to those on similar policies carried by other companies engaged in businesses similar in size, character and other respects to those in which the Company is engaged. All policies evidencing such insurance shall provide for (i) payment of the losses of the Company and the Agency as their respective interest may appear, and (ii) at least thirty (30) days' prior written notice of the cancellation thereof to the Company and the Agency.

(b) All such policies of insurance, or a certificate or certificates of the insurers that such insurance is in force and effect, shall be deposited with the Agency on the date hereof. Prior to expiration of any such policy, the Company shall furnish the Agency evidence that the policy has been renewed or replaced or is no longer required by this Agent Agreement.

SHORT ENVIRONMENTAL ASSESSMENT FORM for UNLISTED ACTIONS Only

PART 1 - PROJECT INFORMATION (To be completed by Applicant or Project Sponsor)

1. APPLICANT/SPONSOR CLP Darien Lake, LLC	2. PROJECT NAME Tower / Laser Show Attraction
3. PROJECT LOCATION: Municipality Darien Center	County Genesee
4. PRECISE LOCATION: Street Address and Road Intersections, Prominent landmarks etc - or provide map 9993 Alleghany Road, Darein Center, NY 14040	
5. IS PROPOSED ACTION: <input checked="" type="checkbox"/> New <input type="checkbox"/> Expansion <input type="checkbox"/> Modification/alteration	
6. DESCRIBE PROJECT BRIEFLY: Installation of Tower Shot Ride and surrounding improvements. Purchase Laser Show attraction elements and water screen. Purchase and place family rental units in accommodations area.	
7. AMOUNT OF LAND AFFECTED: Initially _____ acres 2 Ultimately _____ acres 2	
8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER RESTRICTIONS? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If no, describe briefly:	
9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT? (Choose as many as apply.) <input type="checkbox"/> Residential <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Agriculture <input type="checkbox"/> Park/ Forest/ Open Space <input checked="" type="checkbox"/> Other (describe)	
10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (Federal, State or Local) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, list agency name and permit / approval: Darien and Genesee Co Planning Boards	
11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, list agency name and permit / approval:	
12. AS A RESULT OF PROPOSED ACTION WILL EXISTING PERMIT / APPROVAL REQUIRE MODIFICATION? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE Applicant / Sponsor Name CLP Darien Lake, LLC Date 02/01/2013 Signature: <u></u>	

To be completed / calculated by GCEDC

Type of Project: Attraction Expansion Retention
 Infrastructure Workforce

Offerings: SLB Bond Grant EZ Certification ZCC
 RLF / Loan Consulting EZ B A EZ Consulting

Estimated Financial Assistance to be provided via GCEDC participation – subject to GCEDC Board Approval

- 1) Estimated Sales Tax Exemption (8%) \$ 181,600
- 2) Estimated Mortgage Tax Exemption (1 25%) \$ _____
- 3) Estimated Property Tax Abatement \$ 147,339
- 4) Estimated Total Tax Savings (1+3): \$ 328,939
- 5) Estimated Tax-Exempt Interest Cost Savings \$ _____ (via Tax-Exempt Bond)
- 6) Empire Zone Benefits \$ _____
- 7) Grant \$ _____
Type or name of grant (____)
- 8) Land Sale Subsidy \$ _____
Property (____)
- 9) Estimated total Company Savings (4+5+6+7+8): \$ _____
- 10) Benefited Project Amount \$ _____ (the capital investment directly related to the benefits received)
- 11) Bond Amount \$ _____
- 12) Mortgage Amount \$ _____
- 13) GCEDC Revolving Loan Fund \$ _____
- 14) Loan Secured \$ _____
Source of loan (____)
- 15) Total Amount Financed / Loan Funds Secured \$ _____
(12+13+14)

Proposed PILOT structure: Standard PILOT - 60% abatement on the incremental increase in assessed value

Fees to be Paid by the Applicant:

Genesee County Economic Development Center \$ 25,200 (The GCEDC will collect a 1% fee if this transaction was consummated through direct interaction between the Applicant and GCEDC. A 1.25% fee applies if this project was referred to GCEDC from a designated GCEDC partner entity. The GCEDC will collect its participation fee at the time of closing, based upon the company provided realistic capital investment costs of this project stated in this application. If bond financing is being enabled through GCEDC, in addition to tax incentives – an additional 0.5% fee on the value of bond financing applies. (Should the actual costs exceed those estimates by more than 25%, an additional fee will apply.)

Harris Beach, LLP \$ 13,000 (Estimated fee for legal services required in connection with the financial assistance provided by the Genesee County Economic Development Center) *Applicant may be required to pay additional out-of-pocket expenses and applicable filing or recording fees.*

****Financial incentives are public information and will be released to the media upon board approval****

R. Montgomery
(Applicant Signature)
R. Montgomery
(Print Name)
Vice President and General Manager.
Title
OLP Darien Lake LLC.
Company Name

**If the action is a Coastal Area, and you are a state agency,
Complete the Coastal Assessment Form before proceeding with this assessment.**

PART II - IMPACT ASSESSMENT (To be completed by Lead Agency)

A. DOES ACTION EXCEED ANY TYPE I THRESHOLD IN 6 NYCRR, PART 617.4? If yes, coordinate the review process and use the FULL EAF <input type="checkbox"/> Yes <input type="checkbox"/> No	
B. WILL ACTION RECEIVE COORDINATED REVIEW AS PROVIDED FOR UNLISTED ACTIONS IN 6 NYCRR, PART 617.6? If No, a negative declaration may be superseded by another involved agency. <input type="checkbox"/> Yes <input type="checkbox"/> No	
C. COULD ACTION RESULT IN ANY ADVERSE EFFECTS ASSOCIATED WITH THE FOLLOWING: (Answers may be handwritten, if legible)	
C1. Existing air quality, surface or groundwater quality or quantity, noise levels, existing traffic pattern, solid waste production or disposal, potential for erosion, drainage or flooding problems? Explain briefly:	
YES	
C2. Aesthetic, agricultural, archaeological, historic, or other natural or cultural resources; or community or neighborhood character? Explain briefly:	
YES	
C3. Vegetation or fauna, fish, shellfish or wildlife species, significant habitats, or threatened or endangered species? Explain briefly:	
YES	
C4. A community's existing plans or goals as officially adopted, or a change in use or intensity of use of land or other natural resources? Explain briefly:	
YES	
C5. Growth, subsequent development, or related activities likely to be induced by the proposed action? Explain briefly:	
YES	
C6. Long term, short term, cumulative, or other effects not identified in C1 - C5? Explain briefly:	
YES	
C7. Other impacts (including changes in use of either quantity or type of energy? Explain briefly:	
YES	
D. WILL THE PROJECT HAVE AN IMPACT ON THE ENVIRONMENTAL CHARACTERISTICS THAT CAUSED THE ESTABLISHMENT OF A CRITICAL ENVIRONMENTAL AREA (CEA)? If yes, explain briefly: <input type="checkbox"/> Yes <input type="checkbox"/> No	
E. IS THERE, OR IS THERE LIKELY TO BE, CONTROVERSY RELATED TO POTENTIAL ADVERSE ENVIRONMENTAL IMPACTS? If yes explain: <input type="checkbox"/> Yes <input type="checkbox"/> No	

PART III - DETERMINATION OF SIGNIFICANCE (To be completed by Agency)

INSTRUCTIONS: For each adverse effect identified above, determine whether it is substantial, large, important or otherwise significant. Each effect should be assessed in connection with its (a) setting (i.e. urban or rural); (b) probability of occurring; (c) duration; (d) irreversibility; (e) geographic scope; and (f) magnitude. If necessary, add attachments or reference supporting materials. Ensure that explanations contain sufficient detail to show that all relevant adverse impacts have been identified and adequately addressed. If question d of part ii was checked yes, the determination of significance must evaluate the potential impact of the proposed action on the environmental characteristics of the CEA.

Check this box if you have identified one or more potentially large or significant adverse impacts which **MAY** occur. Then proceed directly to the FULL EAF and/or prepare a positive declaration.

Check the box if you have determined, based on the information and analysis above and any supporting documentation, that the proposed action **WILL NOT** result in any significant adverse environmental impacts **AND** provide, on attachments as necessary, the reasons supporting this determination.

Name of Lead Agency _____

Date _____

Print or Type Name and Title of Responsible Officer in Lead Agency _____

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from responsible officer)