



**APPLICATION TO THE COUNTY OF HAMILTON, OHIO
FOR AN AWARD OF THE COUNTY'S
RECOVERY ZONE FACILITY BOND ("RZFB") ALLOCATION**

FEE SCHEDULE

1. Up front non-refundable deposit of \$10,000.00 payable to Hamilton County Development Co., Inc. due and payable with the submission of the Application. If the RZFBs are issued within 150 days of Hamilton County's RZFB award, then this fee shall be treated as an issuer's fee. If the RZFBs are not issued within 150 days of award, the full amount of this deposit shall be treated as a non-refundable Application deposit, and a new Application and fee must be submitted for further consideration. Hamilton County may require an expedited time frame for the issuance of RZFBs awarded after August 1, 2010.
2. Application Fee of \$1,000.00 payable to Hamilton County Development Co., Inc. for administrative expenses associated with the submission and review of the Application. This Application fee must be submitted with the Application.
3. Review fee of \$1,000.00 payable to the Community Improvement Corporation (the "CIC") of Greater Cincinnati. This review fee is due and payable once an Applicant has received an award of Hamilton County's RZFB allocation and a resolution is submitted to the CIC.
4. Out-of-pocket expenses to monitor prevailing wage compliance, including a review of payroll information for compliance with the State of Ohio prevailing wage laws, payable to Hamilton County Development Co., Inc. This expense is not expected to exceed \$2,000.00; however, depending on the quality of the documentation submitted by contractors, this expense could exceed \$2,000.00. This fee is due and payable at the time the RZFBs are issued.
5. Bond Counsel fee of \$1,000.00 to review documents on behalf of Hamilton County, in lieu of the Prosecutor's office. This fee is due and payable at the time the RZFBs are issued.

OTHER APPLICATION/PROGRAM REQUIREMENTS

1. Applications will undergo review by a County Project Review Committee appointed by the County Commissioners.
2. Applicants must request a minimum project award of \$1 million in principal and a maximum project award of \$5 million in principal in order to be eligible to receive an award of the County's RZFB allocation. The minimum and maximum amounts may be recommended for waiver by the County Project Review Committee in accordance with project review guidelines.
3. Applicants must post job opportunities through the use of the "Super Jobs Center" (visit www.superjobs.com for additional information).
4. The Project must be located within a "Recovery Zone" as defined under Section 1400U-1(b) of the Internal Revenue Code of 1986, as amended.
5. Only depreciable property will be considered for an award of the RZFB allocation.
6. RZFBs must be issued within 150 days of the County's award, or the County may elect to rescind such award and award such allocation to another eligible entity. Any recipient of a RZFB award shall provide the County with written notice of the status of its RZFB financing no later than 90 days following the County's award. Hamilton County may require an expedited time frame for the issuance of RZFBs awarded after August 1, 2010.
7. Each Applicant receiving an RZFB award must provide a maturity schedule and a one page report of annual activity, including the balance of debt outstanding at the end of each calendar year, to the Director of Finance, Hamilton County Auditor's Office. This information must be provided annually by February 28, with respect to the preceding calendar year, as long as the RZFBs are outstanding.

SUBMISSION INSTRUCTIONS

Applicants should submit five paper copies to:

Hamilton County Development Company
1776 Mentor Avenue
Mail Box 110
Cincinnati, OH 45212
Attention: David K. Main, President

Questions should be submitted to: David K. Main at the address set forth above (for further contact information, please visit www.hcdc.com).

Awards shall be considered, in the sole discretion of the County, for completed applications submitted and in the physical possession of the County **by no later than 4:00 p.m. ET on the following dates:**

- (a) August 24, 2009;
- (b) October 19, 2009 (of the remaining amount, if available);
- (c) December 14, 2009 (of the remaining amount, if available); and
- (d) Additional dates to be added as necessary.

(Please attach separate sheets as necessary, indicating the section and number of the question to which the response relates.)

A. THE APPLICANT

1. Applicant's name, as shown on Articles of Incorporation or Partnership Agreement:
 - (a) Type of Business Organization (Corporation, Partnership, etc.):
 - (b) State of Incorporation/Organization:
 - (c) Principal place of Business:
 - (d) List all places of business in Hamilton County, Ohio, if other than listed in (1c):
 - (e) Is the Applicant qualified to do business in Ohio?
2. Brief resume of company, history, product line and general status of the business:
3. Latest annual report or audit (give dates):
4. Name of Company accountant and period of retention:
5. Name of Company corporate counsel and period of retention:
6. List name and titles of the Applicant's principal operating officers or partners:

7. List the name and phone number of the Applicant's contact person for the Project:

8. List name of all persons or firms having an ownership interest of 5% or more in the Applicant:

9. Has any of the persons listed in (4), (5), (6) or (8) been: (a) convicted of any felony or (b) convicted of or enjoined from any violation of State or Federal securities law, or an alleged State or Federal securities law, or an alleged State or Federal securities law violation, in each case within ten years preceding the date of this application?
 - (a)

 - (b)

10. Is the Applicant or any of the persons listed in (6) or (8) presently a defendant in any civil or criminal action brought by the State of Ohio or any of its agencies, officials, or political subdivisions? If yes, explain the circumstances.

11. Is the Applicant presently a party to any litigation whose outcome could materially affect the ability of the Applicant to perform under the documents which would secure the proposed bond issue?

12. Has the Applicant or any predecessor of the Applicant defaulted in any material respect in performing financial obligations legally assumed by the Applicant? If yes, explain circumstances.

13. Please list names of any person who to the Applicant's knowledge after due investigation is both (a) a Trustee of the Hamilton County Development Co., Inc. or an officer or member of the Board of Trustees of Community Improvement Corporation of Greater Cincinnati, or a member of the legislative authority or an officer of the County of Hamilton, Ohio; and (b) a shareholder, partner, director, officer, employee or holder of any debt obligation of the Applicant:

(a)

(b)

14. Please list the name of each creditor of the Applicant who or which is owed an amount in excess of 5% of the Applicant's total debt:

15. What is the Applicant's net worth as of the end of the calendar or fiscal year quarter next preceding the date of the application?

16. How long has the Applicant been in business (a) under its present name and (b) under any prior names (Please supply if applicable)?

(a)

(b)

B. THE PROJECT

1. What is the proposed amount of the RZFB award (minimum award requirement of \$1 million and maximum award limitation of \$5 million)?

2. Project summary (briefly describe the Project):

3. Location of the Project (area, street, address, municipality or township):
4. What is the approximate size of the tract or parcel on which the Project is, or is to be, situated?
5. What is the nature of the business conducted, or to be conducted at this location?
6. How are the proceeds of the issue to be used? (Itemize by category of expenditure such as building, equipment, expenses of issuance, etc.)
7. What is the anticipated completion date of the Project? Describe any phasing-in of the Project.
8. To the extent known at this time, please list each architect, engineer, contractor, subcontractor or supplier of materials for the proposed Project.
9. If the proposed Project or portion thereof is to be leased or subleased to another entity or entities and describe the portion to be leased or subleased. State the relationship, if any, between the Applicant and the proposed lessee/sub lessee. If no lease or sublease is contemplated, please indicate.
10. Does existing zoning clearly permit construction and operation of the proposed Project? If not, is rezoning contemplated?

11. Will the proposed Project have ready access to: (a) water and (b) sewer, or (c) will construction (by extension or otherwise) of these facilities by municipal or county authorities be required?
 - (a)
 - (b)
 - (c)

12. Are septic tanks or other temporary sewage treatment and disposal facilities to be used in lieu of sewers?

13. Describe briefly the environmental impact of the proposed Project, with particular reference to (a) air pollution, including dust and other particulate matter which may be generated by operations; (b) noise pollution, including proposed hours of operation; and (c) the traffic situation, including existing street and highway access, truck traffic to be generated by the Project, availability of public transportation for employees, customers and visitors, and ratio of spaces to be provided to number of employees per shift; and (d) appearance of the proposed building, including its relationship to the site, outdoor storage and fencing.
 - (a)
 - (b)
 - (c)
 - (d)

14. If the Project is acquired and/or constructed, will there be any displacement of existing tenants, residents or businesses?

C. RECOVERY ZONE CONSIDERATIONS

1. What circumstances qualify the Project location to be designated as a Recovery Zone? A "Recovery Zone" is generally defined as an area designated by the issuer as (a) having significant poverty, unemployment, rate of home foreclosures or general distress; (b) being economically distressed by reason of the closure or realignment of a military installation pursuant to the Defense Base Closure and Realignment Act of 1990; or (c) an area that is located within an empowerment zone or rural community as of February 17, 2009.

2. Does the Project to be financed qualify as "Recovery Zone Property," meaning that the property is depreciable property (as set forth in §168 of the Internal Revenue Code of 1986, as amended (the "Code")) and such property (a) was constructed, reconstructed, renovated or acquired by purchase by the Applicant/taxpayer after the date on which the designation of the Recovery Zone took effect; (b) the original use of the property commences with the Applicant/taxpayer; and (c) substantially all of the use of the property to be financed is within the Recovery Zone and in the active conduct of a "Qualified Business"?

3. Is the business to be conducted at this location a "Qualified Business"? (a "Qualified Business" is generally defined as a business not engaged in the following activities: residential rental property, a private or commercial golf course, country club, massage parlor, hot tub facility, suntan facility, racetrack or other facility used for gambling, or any store the principal business of which is the sale of alcoholic beverages for consumption off premises)

4. Are any proceeds expected to be used for land acquisition or other non-depreciable property?

D. ECONOMIC CONSIDERATIONS

1. Approximately how many non-permanent construction jobs will be created or existing jobs preserved in Hamilton County during the acquisition or construction period? Please also address the following:
 - (a) Describe briefly by category, the nature of the non-permanent jobs to be created or preserved.
 - (b) Provide an approximate duration of the non-permanent jobs (i.e. approximate construction period in months, years).
 - (c) Provide approximate salary and/or wage levels (include estimates as to the percentage above minimum or median wage levels).
 - (d) Describe any impact on related jobs, suppliers, vendors etc.
 - (e) Describe any impact on job creation/preservation outside of Hamilton County.

2. Approximately how many sustaining new jobs will be created or existing jobs preserved in Hamilton County by construction of the proposed Project after it is in full operation? Please also address the following:
 - (a) Describe briefly by category, the nature of the permanent jobs to be created or preserved;
 - (b) Describe the number of anticipated jobs to be created or preserved over a particular period of time (i.e. months, years). Please provide approximate date(s) as to when any new jobs are expected to be created.
 - (c) For jobs to be preserved, indicate why issuance of the proposed bonds is required for such preservation, and the approximate date on which it is expected that such jobs otherwise would be lost. If an approximate date cannot be given, state why.

- (d) Provide approximate salary and/or wage levels (include estimates as to the percentage above minimum or median wage levels).
 - (e) Provide information with respect to the anticipated health care and retirement benefits.
 - (f) Provide information with respect to the anticipated skill level of newly created or preserved jobs (i.e. entry level, post-secondary, special certifications, degrees, advanced degrees, etc.).
 - (g) Describe any impact on related jobs, suppliers, vendors etc.
 - (h) Describe any impact on job creation/preservation outside of Hamilton County.
3. If the proposed Project is approved for tax-exempt financing, will any existing jobs be lost by reason of reduction or cessation of operations (a) in the city, village or unincorporated area of the County of Hamilton in which the Applicant's operations (if any) are presently conducted; (b) in the city, village or unincorporated area of the County of Hamilton to which the Applicant's operations (if any) would be relocated to whole or in part; or (c) elsewhere in Ohio?

(a)

(b)

(c)

If the answer to any of (a), (b) or (c) is affirmative, set forth approximate numbers of existing jobs expected to be lost and the location where jobs will be lost.

4. If the proposed Project should not be approved for tax-exempt financing, is there any substantial possibility that loss of existing jobs would occur (a) in the city, village or unincorporated area of the County of Hamilton in which the Applicant's operations (if any) are presently conducted; (b) in the city, village, or unincorporated area of the County of Hamilton to which the Applicant's (if any) operations would be relocated in whole or in part; or (c) elsewhere in Ohio?

(a)

(b)

(c)

If the answer to any of (a), (b) or (c) is affirmative, set forth approximate number of existing jobs expected to be lost, and the location where jobs will be lost.

5. What is the estimated impact on Hamilton County sales tax receipts as a result of the Project?

(a) Provide an estimate of the annual amount of anticipated sales tax receipts for Hamilton County as a direct result of a tax-exempt financing.

(b) Provide an estimate of the annual amount of retail sales anticipated as a direct result of a tax-exempt financing and any expected phase-in of such retail sales.

(c) Provide an explanation as to sustainability of sales tax receipts due to the (i) historical demand for the goods/services resulting from the Project; (ii) the uniqueness of Hamilton County or this region as it relates to the Project (or goods/services resulting from the Project); (iii) the potential to provide sales to customers outside Hamilton County or this region; or (iv) other.

6. What is the approximate new annual dollar amount of payroll increase to be expected in (a) Hamilton County and (b) the State of Ohio, after the proposed Project is in full operation?
 - (a)
 - (b)
7. If no payroll increase is contemplated, what is the approximate dollar amount of payroll decrease, if any, which will be avoided by approval of the Project for tax exempt financing?
8. What impact will the Project have on real property taxes?
9. If the Project is constructed, will any existing jobs be lost by reason of reduction or cessation of operations (a) in Hamilton County or (b) elsewhere in Ohio?
 - (a)
 - (b)

E. FINANCING CONSIDERATIONS

1. Provide information with respect to the overall plan of finance with respect to the Project and whether the Applicant will provide equity or other forms of loans, grants or financing for the acquisition and construction of the Project.
2. If the proceeds of the issue are not estimated to be sufficient to acquire, construct and/or remodel, and equip the proposed Project, itemize the additional expenditures which will be necessary and indicate the source of such funds, or indicate "none."

3. Describe the anticipated structure of the anticipated financing (i.e. variable rate indebtedness, fixed rate indebtedness, letter of credit, public offering, private placement, etc.).
4. Have tentative or final arrangements been made for sale of the bonds? Describe briefly any such arrangements and indicate whether such proposed sale is to be public or private (i.e. whether a lender has been identified, letter of commitment from lender, letter of interest, no lender, RFP phase etc.).
5. Provide terms and interest rate(s) for the proposed issue (estimate if not known).
6. Has the proposed Project been informally reviewed by bond counsel to determine whether it is in accordance with applicable State and Federal law? If so, by what firm of bond counsel, and does such firm also represent the Applicant?
7. If a Trustee is to be utilized, what institution would act as Trustee for the bondholders?
8. Explain whether the Applicant owns, leases, subleases or has an option to purchase the real estate or real property on which the Project will be located.
9. Outline collateral arrangements (first mortgage, loan agreement, leases, installment sale, guarantee, etc.).
10. Is it anticipated that any portion of the proceeds from the proposed financing will be used to reimburse the Applicant for prior capital expenditures?

By signing this Application, the undersigned agrees to and consents to the Fee Schedule and the RZFB Application/Program Requirements set forth at the beginning of this Application.

APPLICANT

By:

Name:

Title:

Date: _____