

BENEFITS APPLICATION

Applicant Name: United Cerebral Palsy of New York City, Inc.	
Name of operating company (if different from Applicant):	
Operating Company Address: 80 Maiden Lane – 8 th Floor, New York, NY 10038	
Website Address: www.ucpnyc.org	
EIN #: XXXXXXXXXX	NAICS Code:
State and date of incorporation or formation: 1947 - NY	Qualified to conduct business in NY? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Applicant is (check one of the following, as applicable):	
<input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Natural Person <input checked="" type="checkbox"/> 501(c)(3) Organization <input type="checkbox"/> Other: _____	
Are any securities of Applicant publicly traded? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Applicable Financial Assistance (check all that apply)

Please note the following: When Build NYC is the entity providing Financial Assistance, the Project Financial Assistance may be limited to deferral from mortgage recording taxes and tax-exempt conduit bond financing.

<input checked="" type="checkbox"/> Bond Financing
<input type="checkbox"/> Real Estate Tax Benefits
<input type="checkbox"/> Sales Tax Waiver
<input checked="" type="checkbox"/> Mortgage Recording Tax Deferral

Applicant Contact Information

	Name/Title	Company	Address	Email	Phone
Applicant Contact Person	Edward R. Matthews	United Cerebral Palsy of NYC	80 Maiden Lane – 8 th Fl New York, NY 10038	ematthews@ucpnyc.org	
Attorney	Anne P. Ogilby	Ropes & Gray, LLP	800 Boylston Street Boston, MA 02199	Anne.ogilby@ropesgray.com	
Accountant	Patrick Yu	Baker Tilly Virchow Krause, LLP	One Penn Plaza, Suite 3000 New York, NY 10119	Patrick.yu@bakertilly.com	
Consultant/Other	Rochelle Powell	Prager & Co. LLC	60 East 42 nd St Suite 1620 New York, NY 10165	rpowell@prager.com	

Background

Please provide a brief description of the Applicant's history and nature of its business, including a description of the industry, competitors and services offered, on a separate sheet.

Proposed Project Activities

Please provide answers to the following four questions on a separate page.

1. Please provide a brief overview of the entire proposed Project. If necessary, break down by tax lot to describe activities at each Project Location.
2. Please provide a brief description of how the proposed Project will affect current operations.
3. Please provide a brief description of renovations/construction of the proposed Project.
4. Please provide a brief timeline for the entire proposed Project.

Project Financing

Amounts provided should be aggregates for all Project Locations.

Uses of Funds	Sources of Funds (If needed use an additional sheet to indicate all sources and uses)							Total Uses
	Bond Proceeds	Commercial Financing (Loan 1)	Commercial Financing (Loan 2)	Affiliate/Employee Loans	Capital Campaign	Company Funds	Other (Identify):	
Land & Building Acquisition								
Construction Hard Costs								
Construction Soft Costs								
Fixed Tenant Improvements								
Furnishings & Equipment								
Debt Service Reserve Fund								
Capitalized Interest								
Costs of Issuance								
Fees (explain): Real Estate Taxes								
Other (explain): Misc./Contingency								
Total Sources								

Operating Pro Forma (for NYCIDA applicants only)

Please provide an operating pro forma or other financial analysis demonstrating how NYCIDA assistance is needed in order to make the Project feasible.

Sourcing

Please list where machinery, equipment and furnishings will be purchased and what percentage of total machinery, equipment, and furnishings relating to the Project this will represent:

<input checked="" type="checkbox"/> New York City	90% of Total?
<input checked="" type="checkbox"/> New York State (excluding NYC)	10% of Total?
<input type="checkbox"/> United States (excluding NYS & NYC)	0% of Total?
<input type="checkbox"/> Outside United States	0% of Total?
<input type="checkbox"/> N/A – No equipment is planned to be purchased for this Project	

Project Location Detail

Project Location	Project Location # of
Borough/Block/Lot: Manhattan / 1154 / 151	Street address and zip code: 80 West End Avenue, 10023
Zoning: R8	Number of Floors: 7
Square footage of existing building: 25,000	Square footage of land: 25,103.75
Anticipated square footage of building following construction and/or renovation: 25,000	Anticipated square footage of non-building improvements following construction and/or renovation (i.e., parking lot construction):
Intended use(s) of site (check <u>all</u> that apply): <input type="checkbox"/> Retail <input type="checkbox"/> Manufacturing/Industrial <input type="checkbox"/> Office <input checked="" type="checkbox"/> Non-profit <i>For ALL USES other than Non-profit or Retail, please also complete Energy Questionnaire</i>	
Is there any improved space which is currently occupied by existing subtenant(s) (whether Affiliates or otherwise)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Will any improved space be occupied by subtenant(s) (whether Affiliates or otherwise)? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes to either, please attach a separate page and provide details such as (1) name of subtenant business(es) (whether Affiliates or otherwise), (2) square footage of subtenant operations, (3) subtenant lease commencement and termination dates, and (4) copies of leases.	

Anticipated Ownership of Premises

1. Please check all that apply:

<input type="checkbox"/> Applicant or an Affiliate is or expects to be the fee simple owner of the Project Location	(Projected) Acquisition date:
<input checked="" type="checkbox"/> Applicant or an Affiliate leases or expects to lease the Project Location	(Projected) Lease signing date: By Dec. 2015
If you checked the box above, please select one of the following: <input type="checkbox"/> Lease is for an entire building and property <input checked="" type="checkbox"/> Lease is for a portion of the building and/or property.	
<input type="checkbox"/> None of the above categories fully describe Applicant's interest or intended interest in the Project Location, which may be more accurately described in a supplementary document (attached).	

2. If an Affiliate owns or controls (or will own or control) a Project Location, then describe such Affiliate by choosing one of the following selections and completing the chart provided below:

- | | | |
|--|--|---|
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> C Corporation |
| <input type="checkbox"/> S Corporation | <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> 501(c)(3) Organization |
| <input type="checkbox"/> Natural Person | <input type="checkbox"/> Other (specify): _____ | |

Name of Affiliate:	EIN # of Affiliate:
Address of Affiliate:	
Affiliation of Affiliate to Applicant:	
Contact Person:	Title of Contact Person:
Phone Number(s):	

Labor

The Applicant and its Affiliates hereinafter will be referred to collectively as the "Companies" or individually as a "Company." If none of the following questions apply to any of these Companies, answer "NO"; but, for any question that does apply, be sure to specify to which of the Companies the answer is relevant.

1. Have any of the Companies during the current calendar year or any of the five preceding calendar years experienced labor unrest situations, including actual or threatened labor strikes, hand billing, consumer boycotts, mass demonstrations or other similar incidents?
 Yes No If Yes, please explain on an attached sheet

2. Have any of the Companies received any federal and/or state unfair labor practices complaints asserted during the current calendar year or any the five calendar years preceding the current calendar year?
 Yes No If Yes, please describe and explain current status of complaints on an attached sheet

3. Do any of the Companies have pending or threatened requests for arbitration, grievance proceedings or other labor disputes during the current calendar year or any of the five calendar years preceding the current calendar year?
 Yes No If Yes, please explain on an attached sheet

4. Are all employees of the Companies permitted to work in the United States?
 Yes No If No, please provide details on an attached sheet.
 Do the Companies complete and retain all required documentation related to this inquiry, such as Employment Eligibility Verification (I-9) forms?
 Yes No If No, please explain on an attached sheet

5. Has the United States Department of Labor, the New York State Department of Labor, the New York City Office of the Comptroller or any other local, state or federal department, agency or commission having regulatory or oversight responsibility with respect to workers and/or their working conditions and/or their wages, inspected the premises of any Company or audited the payroll records of any Company during the current or preceding three year calendar years?
 Yes No If "Yes," please use an attached sheet to briefly describe the nature and date of the inspection and the inspecting governmental entity. Briefly describe the outcome of the inspection, including any reports that may have been issued and any fines or remedial or other requirements imposed upon any of the Companies as a consequence.

6. Have any of the Companies incurred, or potentially incurred, any liability (including withdrawal liability) with respect to an employee benefit plan, including a pension plan?
 Yes No If "Yes," please use an attached sheet to quantify the liability and briefly describe its nature. Refer to any governmental entities that have had regulatory contact with the Company in connection with the liability.

7. Are the practices of any of the Companies now, or have they been at any time during the current or preceding five calendar years, the subject of any complaints, claims, proceedings or litigation arising from alleged discrimination in the hiring, firing, promoting, compensating or general treatment of employees?
 Yes No If "Yes," provide details on an attached sheet. Note "discrimination" includes sexual harassment.

Financials

1. Has **Applicant**, any **Affiliate**, or **Principal**, or any **close relative of any Principal**, ever received, or is any such person or entity currently receiving, financial assistance or any other kind of non-discretionary benefit from any **Public Entities**?
 Yes No If Yes, please provide details on an attached sheet.
2. Has **Applicant**, or any **Affiliate** or **Principal**, or any existing or proposed occupant at the **Project Location(s)**, obtained, or is any such person or entity in the process of obtaining, or contemplating obtaining, other assistance from the NYCIDA/Build NYC and/or other **Public Entities**?
 Yes No If Yes, please provide details on an attached sheet.
3. Has **Applicant**, or any **Affiliate** or **Principal**, ever defaulted on a loan or other obligation to a **Public Entity**?
 Yes No If Yes, please provide details on an attached sheet.
4. Has real property in which **Applicant**, or **Affiliate** or **Principal**, holds or has ever held an ownership interest and/or controlling interest of 25 percent or more, now or ever been (i) the subject of foreclosure (including a deed in lieu of foreclosure), or (ii) in arrears with respect to any type of tax, assessment or other imposition?
 Yes No If Yes, please provide details on an attached sheet.
5. Does **Applicant**, or any **Affiliate** or **Principal**, have any contingent liabilities not already covered above (e.g., judgment liens, lis pendens, other liens, etc.)? Please include mortgage loans and other loans taken in the ordinary course of business only if in default.
 Yes No If Yes, please provide details on an attached sheet.
6. Has **Applicant**, or any **Affiliate** or **Principal**, failed to file any required tax returns as and when required with appropriate governmental authorities?
 Yes No If Yes, please provide details on an attached sheet.

For questions 7 through 12, below, please answer the following questions relating to the Applicant (if the space provided below is insufficient, please provide complete information on an attached sheet):

7. List major customers:

Company Name	Address	Contact	Phone	Fax	Email	% of Revenues
NY State OPWDD	75 Morton, NY NY 10014	James Doherty	212-229-3247	212-229-3284		
NYS Dept. of Health	1 Commerce Place Rm. 826 Albany, NY 12210	Maribeth Gnozio	518-474-6580			
State Edu. Dept	55 Henson Plce Rm 545 Brooklyn, NY11217	Linda Goodman	718-722-4544			

8. List major suppliers:

Company Name	Address	Contact	Phone	Fax	Email
Emblem Health Services	55 Water Street, NY, NY 10041		646-447-5000		
Interagency Transportation Solutions	150 West 30 th Street 15 Floor New York, NY 10001	Glenn Godin	212-645-6360	212-627-8847	
Alliance Brokerage Corp	990 Westbury Road, PO Box 1011 Westbury, NY 11590		516-333-7300	516-333-5698	
Multilingual Thereapy	1957 86 th St. Ste 217 Brooklyn, NY 11214		888-806-2497	888-806-5151	

9. List major Funding sources (if applicable):

Company Name	Address	Contact	Phone	Fax	Email
Same as Customers					

10. List unions (if applicable):

Union Name	Address	Contact	Phone	Fax	Email
United Federation of Teachers Local 2	52 Broadway New York, NY 10004		212-598-6800		
CSAEU, AFCME AFLCIO Local 215	420 West 45 th Street New York, NY 10036		212.219.0022		

11. List banks:

Bank Name	Address	Contact	Phone	Fax	Email	Account Type and Number
JP Morgan Chase	270 Park Avenue New York, NY 10017	Irina Berger	212.270.0676			Checking/Savings
Capital One	1512 Second Avenue New York, NY 10075	Christine Sweeney	212.744.6670			Savings
TD Bank	317 Madison Ave. 3 rd Fl. New York, NY 10017	George Andreozzi	212.299.5720			Savings
First Republic Bank	1230 Ave. of the Americas - 2 nd floor New York, NY 10020	Steve Szanto	212.259.3608	212.259.3678	sszanto@firstrepublic.com	Savings

12. List licensing authorities (if applicable):

Company Name	Address	Contact	Phone	Fax	Email
Same as #7					

Anti-Raiding

1. Will the completion of the Project result in the relocation of any plant or facility located within New York State, but outside of New York City, to New York City? Yes No

If "Yes," please provide the names of the owners and addresses of the to-be-removed plant(s) or facility(ies):

2. Will the completion of the Project result in the abandonment of any plants or facilities located in an area of New York State other than New York City? Yes No

If "Yes," please provide the names of the owners/operators and the addresses of the to-be-abandoned plant(s) or facility(ies):

If the answer to question 1 or 2 is "Yes," please continue and answer questions 3 and 4.

3. Is the Project reasonably necessary to preserve the competitive position of this Applicant, or of any proposed occupants of the Project, in its industry? Yes No

4. Is the Project reasonably necessary to discourage the Applicant, or any proposed occupant of the Project, from removing such plant or facility to a location outside New York State?
 Yes No

If the answer to question 3 or 4 is "Yes," please provide on a detailed explanation on a separate sheet of paper.

Certification

I, the undersigned officer/member/partner of Applicant, on behalf of Applicant and its Affiliates, hereby request, represent, certify, understand, acknowledge and agree as follows:

I request that this Application, together with all materials and data submitted in support of this Application (collectively, these "Application Materials"), be submitted for review to the applicable Agency's Board of Directors (the "Board"), in order to obtain from the Board an expression of intent to provide the benefits requested herein for the Project.

I represent that I have the authority to sign these Application Materials on behalf of, and to bind, Applicant and its Affiliates.

I certify to the best of my knowledge and belief, after due investigation, the information contained in these Application Materials is accurate, true and correct and does not contain a misstatement of a material fact or omit to state a material fact necessary to make the statements contained herein not misleading. I understand that an intentional misstatement of fact, or, whether intentional or not, a material misstatement of fact, or the providing of materially misleading information, or the omission of a material fact, may cause the Agency's Board to reject the request made in the Application Materials. I understand that the Agency will rely on the information contained within these Application Materials in producing and publishing a public notice and convening a public hearing. If any information in these Application Materials is found to be incorrect, the Applicant may have to provide new information and a new public notice and public hearing may be required. If a new public notice and public hearing is required, they will be at the Applicant's expense.

I understand the following: that Applicant and Principals will be subject to a background check and actual or proposed subtenants may be subject to a background check, and if such background check performed by the Agency with respect to Applicant or any Affiliates reveals negative information, Applicant consents to any actions that the Agency or NYCEDC may take to investigate and verify such information; that the Agency may be required under SEQRA to make a determination as to the Project's environmental impact and that in the event the Agency determines that the Project will have an environmental impact, Applicant will be required to prepare, at its own expense, an environmental impact statement; that the decision of the Board to approve or to reject the request made in the Application Materials is a discretionary decision; that no Bonds may be issued (if Bonds are being requested) unless such Bonds are approved by the Mayor of the City; that under the New York State Freedom of Information Law ("FOIL"), the NYCIDA/Build NYC may be required to disclose the Application Materials and the information contained therein (see the Disclosure Policy section of the Policies and Instructions provided to Applicant and signed by Applicant on or about the date hereof (the "Policies and Instructions")); and that Applicant shall be entirely responsible and liable for the fees referred to in these Application Materials.

I further understand and agree as follows:

That notwithstanding submission of this Application, the Agency shall be under no obligation to present Applicant's proposed Project to its Board for approval. If the Agency presents Applicant's proposed Project to its Board for approval, the Agency does not guaranty that such approval will be obtained. If upon presenting Applicant's proposed Project to its for approval the Agency obtains such approval, such approval shall not constitute a guaranty from the Agency to Applicant that the Project transaction will close.

That preparation of this Application and any other actions taken in connection with the proposed Project shall be entirely at Applicant's sole cost and expense. Under all circumstances, the Application Fee is non-refundable, including but not limited to the circumstance where the Agency decides, in its sole discretion, to not present Applicant's proposed project to the the Agency Board of Directors for Approval.

That each of Applicant and each of its Affiliates (collectively, the "Indemnitors") hereby releases NYCIDA, Build NYC, NYCEDC and their respective directors, officers, employees and agents (collectively, the "Indemnitees") from and against any and all claims that any Indemnitor has or could assert and which arise out of, or are related to, any Application Materials, any actions taken in connection therewith or any other actions taken in connection with the proposed Project (collectively, the "Actions"). Each Indemnitor hereby indemnifies and holds harmless each of the Indemnitees from and against any and all claims and damages brought or asserted by third parties, including reasonable attorneys' fees, arising from or in connection with the Actions. As referred to herein, "third parties" shall include, but shall not be limited to, Affiliates.

That in the event the Agency discloses the Application Materials in response to a request made pursuant to FOIL, Applicant hereby authorizes the Agency to make such disclosure and hereby releases the Agency from any claim or action that Applicant may have or might bring against the Agency, their directors, officers, agents, employees and attorneys, by reason of such disclosure; and that Applicant agrees to defend, indemnify and hold the Agency and the NYCEDC and their respective directors, officers, agents, employees and attorneys harmless (including without limitation for the cost of reasonable attorneys' fees) against claims arising out of such disclosure as such claims may be made by any party including the Applicant, Affiliate, Owner or Principal, or by the officers, directors, employees and agents thereof.

That capitalized terms used but not defined in this Application have the respective meanings specified in the Policies and Instructions.

I acknowledge and agree that the Agency reserves its right in its sole and absolute discretion to request additional information, waive any requirements set forth herein, and/or amend the form of this Application, to the full extent permitted by applicable law.

Requested, Represented, Certified, Acknowledged, Understood and Agreed by Applicant,

I certify that, using due care, I know of no misstatement of material fact in the Application Materials, and know of no material fact required to be stated in the Application Materials to make the statements made therein not misleading. **Certified by Preparer,**

This ND 22 day of 9, 2015. _____
 Name of Applicant: RAJESH SHAH
 Signatory: [Signature]
 Title of Signatory: CFO

This day of , 20 . _____
 Name of Preparer: _____
 Signatory: _____
 Title of Signatory: _____

Background

United Cerebral Palsy of New York City (UCP) is the leading nonprofit agency in New York City providing direct services, technology and advocacy to children and adults with cerebral palsy and other disabilities. UCP of NYC offers a breadth of more than 75 comprehensive programs including medical, clinical, educational, technological, residential and rehabilitative services to over 21,000 New York City residents and families annually. Our services are delivered by a staff of more than 1,700 trained and dedicated individuals, including many employees who themselves have disabilities.

The mission of United Cerebral Palsy of New York City is to create opportunities for people with disabilities to lead independent and fulfilling lives.

UCP provides a number of programs for its consumers, including:

- Arts Programs
- Adult Day Services
- Assistive Technology Resources
- Clinical Services
- Doorways to Independence
- Educational Programs
- Family Support Services
- Healthlink Teaching Curriculum
- Recreation
- Residences
- Support Employment

United Cerebral Palsy of New York City (UCP) was founded in 1946 by parents of children with cerebral palsy. In this era, institutionalization was the primary “service” available to families, and little was known in the medical profession about cerebral palsy. Frustrated by the absence of services, a pioneering group of families established UCP of New York City and began working to alert physicians to the need for specialized services for children with disabilities. UCP of NYC’s inaugural commitment to raising awareness about disabilities laid the necessary groundwork for greater advocacy and services programming in the years to come.

In 1949, through the efforts of agency founders, a national organization was established, merging all parent groups into one national entity: The United Cerebral Palsy Associations. UCP of New York City quickly evolved into the single largest affiliate of the National association, and helped give birth to the civil rights movement responsible for radically improving the lives of children and adults living with disabilities. As participating families forged relationships with medical personnel, social services organizations, and community groups, UCP of NYC emerged as the most widely respected provider of programs and services for individuals with cerebral palsy and other developmental disabilities

Proposed Project Activities

1. *Please provide a brief overview of the entire proposed Project. If necessary, break down by tax lot to describe activities at each project location*

In November of 2014 United Cerebral Palsy of New York City (“UCP NYC”) sold its building on East 23rd street and is in the process of relocating its headquarters to 80 West End Avenue (1/1154/151) on the Upper West Side. For this relocation, UCP NYC has taken a long term lease on 2 floors in a 7 floor building at the project location. Due to the nature of UCP NYC’s work, there are substantial renovations and improvements that will need to be made within the building to make it suitable for UCP NYC’s use. It is estimated that the total renovations will cost approximately \$50 million for the entire building. However, UCP NYC does not anticipate using the entire building and will sublease a significant portion to another not-for-profit organization, or that organization may lease directly from the building owner.

2. *Please provide a brief description of how the proposed Project will affect current operations*

Upon completion of the Project, all of UCP NYC’s operations that currently take place at the 23rd street location will be moved to the new location at 80 West End Avenue. The site will initially include day educational space.

3. *Please provide a brief description of the renovations/construction of the proposed Project*

The renovations will include a number of improvements and renovations to the building, including: Demolition, Exterior Façade, Windows, Masonry, Woodwork, Fireproofing, hollow metal wood doors, Lobby & Stair upgrades, Stone and ceramic tiles, painting, access flooring, elevator renovation (installing 4 new elevators), plumbing, HVAC, Electrical, security systems, telecommunication and Under slab first floor heating, among other renovation work.

In addition, the space will be built out to accommodate the programs that will be moving from East 23rd street, specifically educational programs.

4. *Please provide a brief timeline for the entire proposed Project.*

UCP of NYC has already transitioned educational programs to the West End Avenue location. Construction on the first floor is complete, and construction on the seventh floor will be complete within the next year. UCP of NYC will occupy the seventh floor upon completion of completion/renovation.

Wage and Benefits

9. *Please indicate whether the Applicant or any of its Affiliates will be required to provide health coverage to its employees pursuant to the federal Patient Protection and Affordable Care Act (the "Act"). If yes, please provide an overview of the applicable requirements under the Act and an explanation of how the Applicant plans to comply with such requirements. If no, please explain why.*

UCP of NYC is an applicable large employer (ALE) as defined by the ACA, and thus is required to abide by the employer mandate, or else face penalties under Section 4980H. As such, UCP is required to offer health coverage to all full time employees working 30 hours per week, that meets minimum value standards (having an actuarial value of 60%), and ensure that employee premiums for the single tier on the low plan do not exceed 9.5% of the employee's rate of pay (according to this available safe harbor). Accordingly, UCP offers all full time employees a comprehensive health plan that exceeds the minimum value threshold. Additionally, the employee portion of the monthly premium is within the permissible 'affordability' measure, and thus no penalty shall apply to UCP under Section 4980H.

Furthermore, UCP will be filing forms 1094-C and 1095-C pursuant to Section 6056 of the ACA/IRC in early 2016 to fulfill its reporting obligations as an ALE.

10. *Is your company currently providing paid sick time to employees in accordance with the Earned Sick Time Act (Chapter 8 of Title 20 of the NYC Administrative Code) and otherwise in compliance with such law? If yes, please provide an explanation of your company's paid and unpaid sick time policy. If no, please explain why.*

UCP of NYC is currently providing employees with sick time that exceeds the sick time requirements of the Earned Sick Time Act. Under our current policy, we provide all employees who work a regular schedule with 10 paid sick days per year with unlimited carryover of unused days. UCP of NYC is also in compliance with the Family Medical Leave Act (FMLA).

The FMLA entitles eligible employees to take unpaid, job-protected leave for specified family and medical reasons with continuation of group health insurance coverage under the same terms and conditions as if the employee had not taken leave. Eligible employees are entitled to:

Twelve workweeks of leave in a 12-month period for:

- the birth of a child and to care for the newborn child within one year of birth;
- the placement with the employee of a child for adoption or foster care and to care for the newly placed child within one year of placement;
- to care for the employee's spouse, child, or parent who has a serious health condition;
- a serious health condition that makes the employee unable to perform the essential functions of his or her job;
- any qualifying exigency arising out of the fact that the employee's spouse, son, daughter, or parent is a covered military member on "covered active duty;"