

# **Business Plan**

**for a Redevelopment Assistance Capital Program  
(RACP) Grant  
from the Commonwealth of Pennsylvania  
through the Governor's Office of Budget**

Project Name:

**210 York Street**

Candidate:

Think Loud Development, LLC

Award Amount Requested:

**\$10,000,000**

Municipality, County of Project:

**City of York, York County**

Year & Round Submitted for:

**2014 Round 1**

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## TAB 1. PROJECT ELIGIBILITY REQUIREMENTS

Capital Budget Act itemizations requested to be used for this project:

Row (line) No. from Excel File	County	Municipality	Act No. & Authorization (Effective) Date	Act Description	Act Amount	Available Amount	Requested Amount
	York	City of York	2013-085	CONSTRUCTION, INFRASTRUCTURE, ACQUISITION, REDEVELOPMENT AND OTHER RELATED COSTS FOR CONSTRUCTION OF NEW BUILDINGS IN THE CITY OF YORK	\$15,000,000	\$15,000,000	\$10,000,000
<b>Totals if using multiple itemizations⇒⇒</b>							

A Project Labor Agreement (PLA) **will not be** utilized for the construction related jobs in this project.

## TAB 2. PROJECT DESCRIPTION

Project Name:

210 York Street

Address of Project Site:

210 York Street, York PA, 17403

Municipality of Project Site:

City of York

County of Project Site:

York County

State Representative of Project Site

Name: Rep. Kevin Schreiber  
Address: 106-A East Wing  
PO Box 202095  
Harrisburg, PA 17120  
District #: 95

State Senator of Project Site

Name: Vacant at time of submission  
Address: Senate Box 203028  
9 East Wing  
Harrisburg, PA 17120  
District #: 28

## Specific Project Description:

### **Overall:**

United Fiber & Data (UFD) is a registered CLEC (competitive local exchange carrier) providing telecommunication and data storage services. UFD is currently constructing a brand new 400-mile fiber network from New York City to Washington D.C. and, in the near future will construct four data centers in key markets across the Commonwealth that will cater to enterprise, small to medium-sized businesses, healthcare, as well as carrier and wireless customers. The aging, incumbent networks across the country do not have the capacity to handle the sheer demand for telecom services. The need for UFD's physically diverse, redundant infrastructure is so great, that the company has solidified numerous multi-year agreements prior to construction of the network being complete.

UFD is making a much needed, long-term investment not only in the city of York's urban core; but in the Commonwealth of Pennsylvania and the East Coast. Through a strategic three-pronged approach, UFD is providing resolutions to immediate, mid-range and long-range issues and objectives that are in agreement with and enhance the City of York's 2030 Strategic Comprehensive Plan for Redevelopment.

UFD has chosen the City of York as the home for its corporate headquarters and flagship data center. Located at the intersection of York and Queen Streets and in close proximity to Santander Stadium, is the 210 York Street campus, comprised of multiple, contiguous parcels of land that will be reverse subdivided and redeveloped through Think Loud Development, LLC (TLD). This particular area has long been targeted for redevelopment being that it is located in an Urban Residential Commercial Neighborhood and is also in a disadvantaged, low-income tract.

210 York Street is the catalyst component for the overall master plan of the 210 York Street Campus, which will not only be home to a 53,618 s.f. LEED certifiable, class 'A' office building that is 100% pre-leased, but a new construction, \$40,000,000 data center, ample parking and data center support structures.

In the immediate, the 210 York Street campus will eliminate neighborhood blight, substandard street conditions and mitigate vandalism. Mid-range they are bringing iconic and progressive companies to downtown, and will continue promote the downtown lifestyle via its publication, YRK. Bringing these companies to the city will not only diversify the business community even further, it will attract key talent internally as well as to the city as a whole.

Long range, UFD will be a permanent pillar of the downtown community as well as the state. By bringing a secure, redundant infrastructure to this region, our residents will have the capacity to receive higher quality healthcare, our students a higher caliber education, and our business community a vehicle to more efficiently and securely transmit and store their data. Making an investment in IT infrastructure, UFD will drive high-quality job growth and lay the foundation for sustainable, viable economic development. Once this project is complete, it will yield over 400 new jobs in the Commonwealth and over \$2 billion in state tax revenue over a 30-year term.

Upon completion, the campus will be a compilation of historic preservation, urban revitalization and the integration of new industry. The conversion of an old printing warehouse into Class A office space and the dramatic transformation and historic preservation of a struggling neighborhood is something rarely seen in our Third-Class Cities. Bringing a 40,000 square foot data center and the latest in telecommunications technology into an urban area is

transformative and provides opportunity to many in the neighborhood. Additionally, the campus will feature data center support structures and ample parking.

Beyond completion of the data center, UFD anticipates the ability to expand the campus via additional property acquisition in order to create a technology incubator village that will provide hand selected, highly qualified start-ups access to an unparalleled network connection, data storage and low overhead costs.

**Phases associated with completing the 210 York Street Campus:**

**Phase 1:** (Project Match): Land acquisition, site prep and improvements to the 3<sup>rd</sup> and 4<sup>th</sup> floors. As the building stands today incomplete, its current appraisal value is \$11,800,000.

**Phase 2:** (Current RACP Ask): Tenant Build Out of 1<sup>st</sup> and 2<sup>nd</sup> floors.

210 York Street is currently owned by 120 York, LLC. UFD will purchase 210 York Street from 120 York, LLC, bringing the incomplete campus including the building and land acquisitions to date into its portfolio. Once that ownership transition has occurred, UFD will retain TLD as the developer to complete the necessary building improvements, demolition, site improvements, continued land acquisition and reverse sub-divisions needed to complete the offices at 210 York Street and ready the site for construction commencement on the data center parcel. Phase 2 of the project will be the driving force of the overall project, establishing the corporate headquarters for UFD as well as Think Loud Development, Think Loud Entertainment, and Idea Tree, a software development company.

**Phase 3:** Construction commencement of a new \$20 million state-of-the-art data center, and all necessary tasks associated with this portion of the campus. This data center is part of an overall plan associated with UFD's expansion into Allentown, Reading and Lancaster. The York data center will be built in two 20,000 square foot stages at an estimated final fit out cost of \$1,000 per square foot totaling \$40 million.

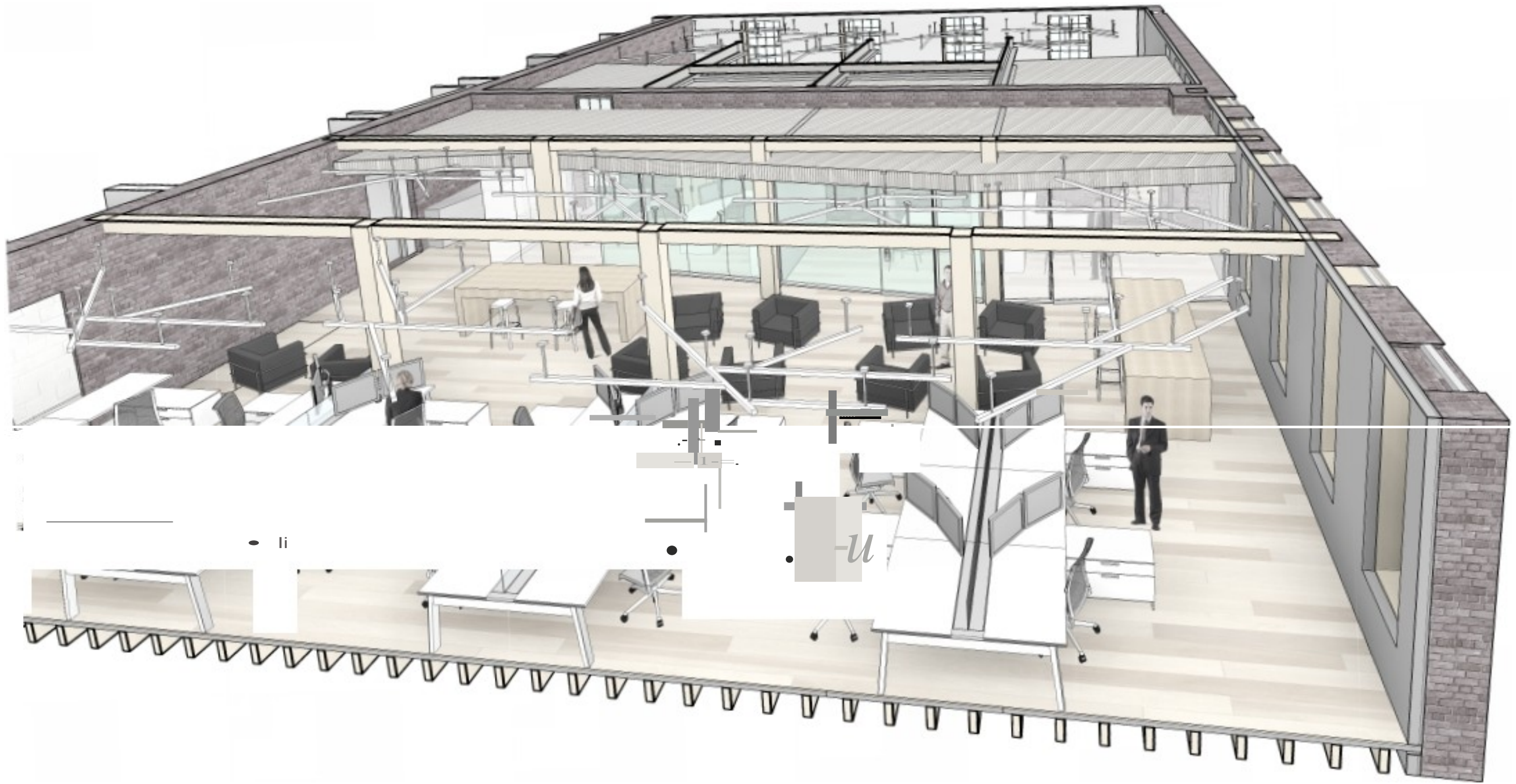
**Proposed RACP Scope:**

The proposed RACP Scope will be limited to the tenant fit out of the first and second floors of 210 York Street along with ancillary site prep/demolition to be done in accordance with the progression of the data center.

The first floor of 210 York Street will be leased to Think Loud Development, LLC and will serve as the corporate headquarters. From this office, TLD will manage its commercial land, lease and development projects that serve to enhance culture, civic pride and environment. With more than 450,000 square feet in ongoing construction, the company is positively impacting the local communities of York, Allentown, Reading and Lancaster with more than \$50 million in current investments.

Also leasing commercial office space on the first floor is Idea Tree, a progressive software development company that specializes in web application development, mobile application development, technical consulting and technical co-founding.

The second floor of the project will be leased in totality to UFD and will serve as the corporate headquarters. UFD has secured 14,679 square feet of Class-A office space, intended for its primary operations, administration and area sales headquarters. It is from this location that UFD will conduct the majority of its operations, including the management of the adjacent datacenter.



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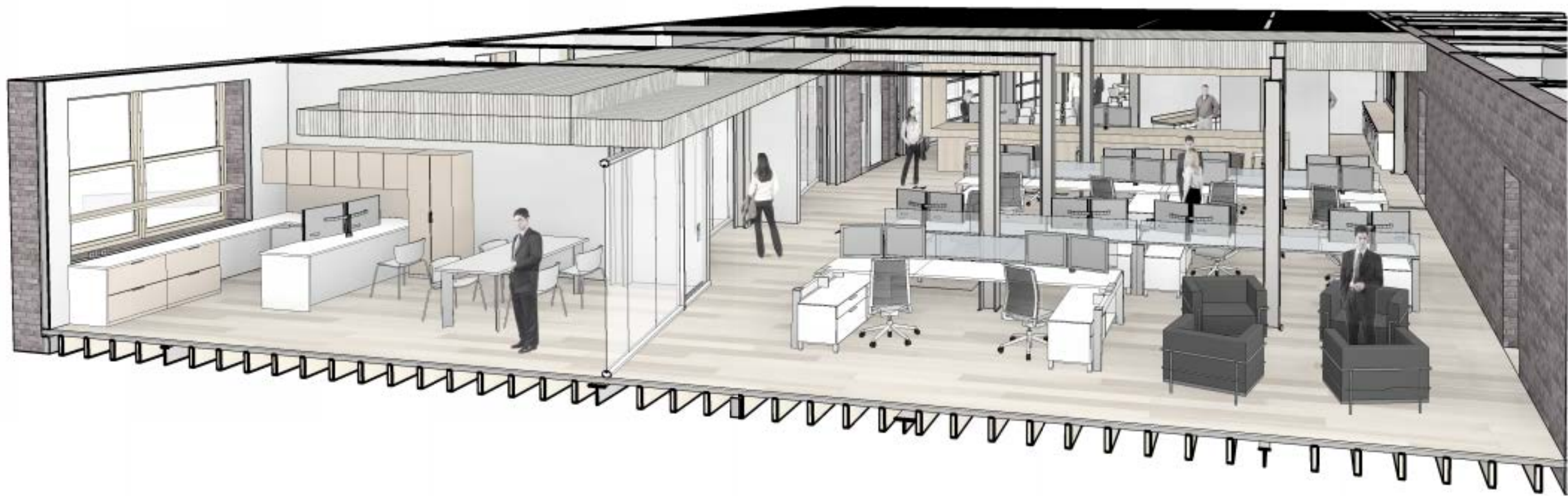


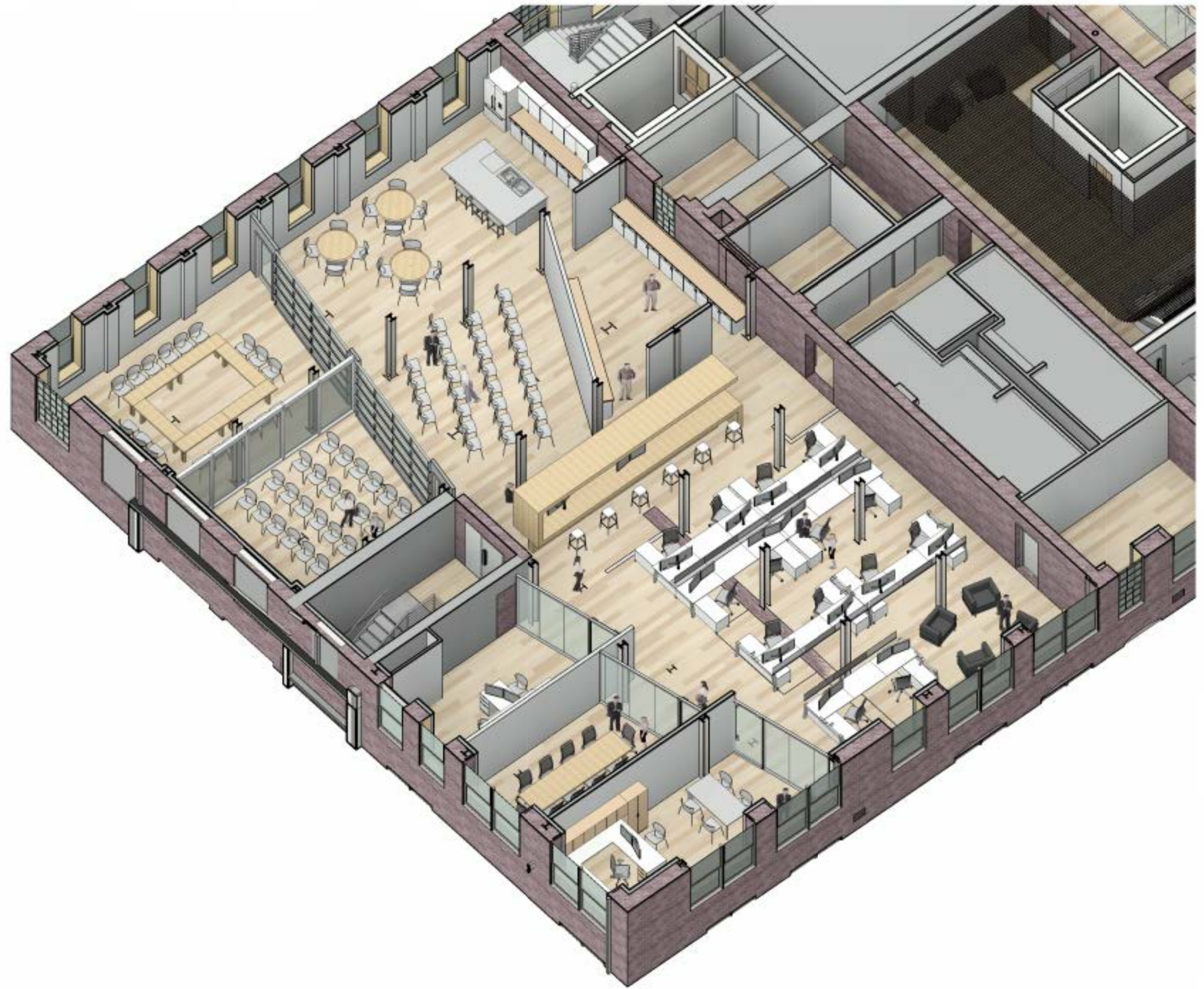




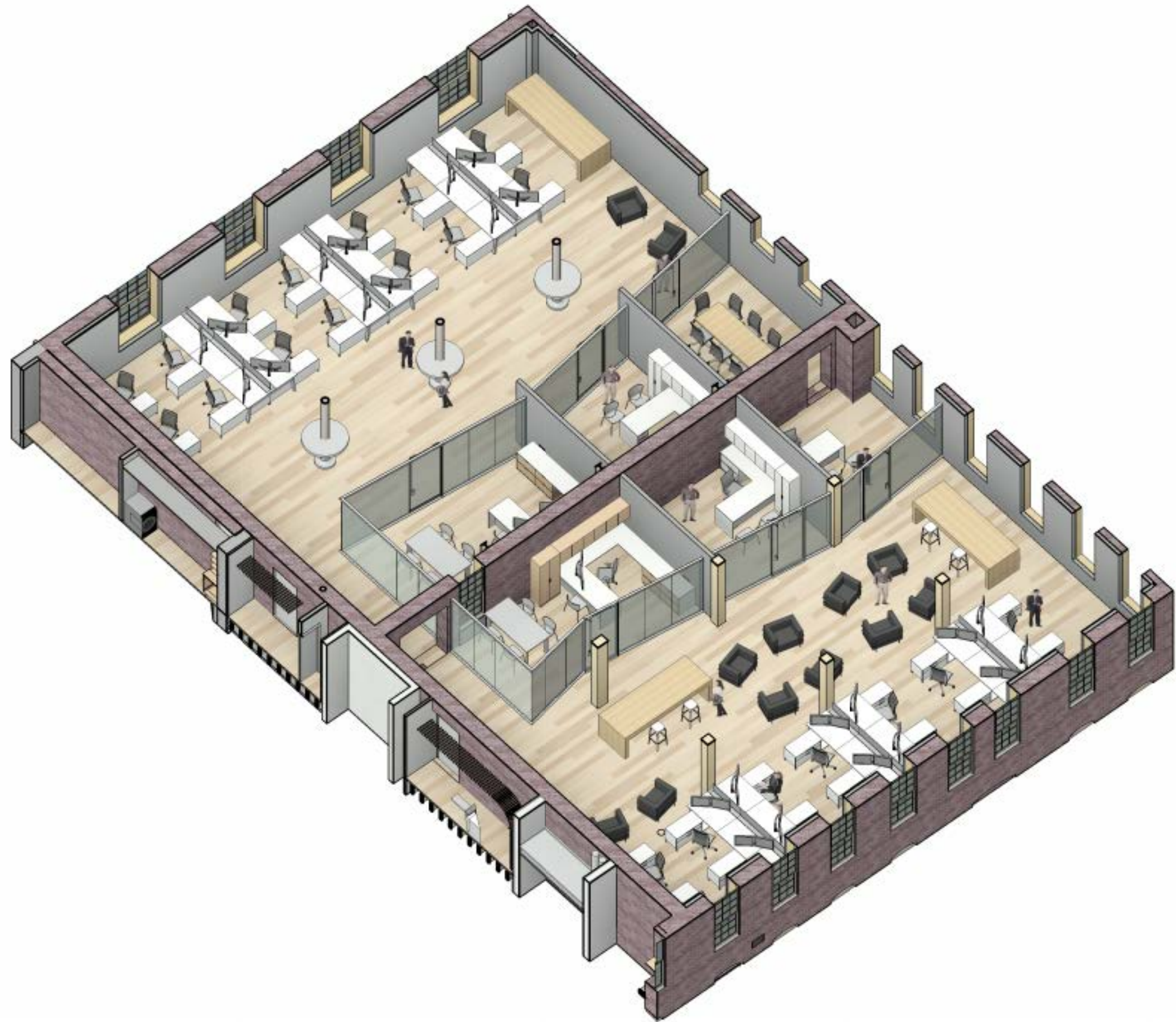












**Appraisal of**  
**210 York Street Building**

Located at  
210 York Street  
York, PA  
York City  
York County

**Prepared For**

Bill Hynes  
Think Loud Development, LLC  
210 York Street  
York, PA

**Date of Report**

January 3, 2014

**Date of Inspection**

October 25, 2013

And

December 18, 2013

**File #: 67 13 030**





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January 30, 2014

Bill Hynes, CEO  
Think Loud Development  
210 York Street  
York, PA 17403

**Re: 210 York Street  
City of York  
York County, Pennsylvania**

Dear Bill Hynes:

We are transmitting the appraisal report that was requested on the subject property located at 210 York Street, City of York, York County, Pennsylvania. The subject is identified as eight (8) tax parcels that total a site size of 0.8830 acres. One parcel is improved with an older four-story industrial building of 53,618 square feet that underwent an adaptive re-use to a mixed use commercial property. The balance of the seven (7) parcels are improved with row homes that are to be razed for support parking. The parcels are considered as an assemblage. The intended use is for a grant application.

#	Tax parcel	Address	Site Size
1	071260200360000000	210 E York St	.626
2	071260200420000000	244 E York St	.029
3	071260200430000000	246 E York St	.031
4	071260200440000000	248 E York St	.031
5	071260200450000000	250 E York St	.029
6	071260200460000000	252 E York St	.029
7	071260200470000000	254 E York St	.029
8	071260200480000000	256 E York St	.029
	Total		0.8330

The redevelopment is being done by Think Loud Development to support multiple holdings and activities of Think Loud Holdings, LLC, one of which is the headquarters of the rock band Live. It is our understanding the subject is intended to be a portion of a campus type overall development plan that includes additional properties Think Loud Development owns and/or has under option or agreement of sale.

The prospective date of the completion of the four-story structure is estimated to be March 31, 2014. It is our understanding that the seven (7) parcels improved with row homes are to be razed for support parking at a future date. A hypothetical condition is applied that the support parking is completed as of the prospective date of completion estimated to be March 31, 2014. The value conclusion is not adjusted for demolition costs.



The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property as of the prospective date of completion estimated to be March 31, 2014 for the purpose of a grant application. As of the date of inspection, December 18, 2013, a portion of the subject's office fit-out on the first and second floors remain incomplete. The third and fourth floors were considered completed.

Highest and Best Use of the subject property, as specifically improved, is the specific use intended by ownership to support multiple holdings and activities of Think Loud Holdings, LLC which includes the headquarters of the rock band Live and a state-of-the-art professional recording studio. This represents use value.

Highest and Best Use, as improved to the market, is considered to be office use or a business headquarters. It is unlikely a subsequent market user would have the same specific needs as Think Loud Development and/or the rock band Live.

Market value by definition represents the market's reaction to the subject property. One of the assumptions used to estimate market value is that a building is vacant and available for occupancy by a market participant, whereas use value is predicated on the continuing use of the property by the existing occupant.

The redevelopment of the subject is for a specific use, with portions being a special purpose use. As a build-to-suit facility the owner is considered a first-generation user. Subsequent occupants would be considered second-generation users. A build-to-suit facility has an inherent level of value in use as the facility was specifically designed for specific needs. Value in use is defined as the value of a property assuming a specific use, which may or may not be the property's highest and best use on the effective date of the appraisal. A special-purpose property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.

The first and second floors are primarily Class A office space. There is also a loading dock area and secure storage area for the equipment and instruments of the rock band Live on the first floor. The third and fourth floors are for the special purpose use of a state-of-the-art professional recording studio and support to the recording operations. The support to the recording operations include areas of business use and hotel type space for participants to have full accommodations to stay at the facility that meet the market expectations of patrons of this caliber facility.

In the location of York County Pennsylvania it is not likely for a subsequent user to have the same specific needs as Think Loud Development and/or the rock band Live. The most probable use of the subject by a subsequent user is considered to be office use and/or a business headquarters.

The three approaches, Sales Comparison, Income Capitalization, and Cost were considered for this report. The Income Approach and Cost Approach were considered applicable and developed. The Income Approach is considered to best suit an analysis of



market value. As a first generation build-to-suit property with portions considered special-purpose, the Cost Approach is developed for use value. Again, as a first generation build-to-suit property with portions considered as special-purpose, there is not a sales history of similar properties to develop a Sales Comparison Approach.

The parcels are in two different ownership entities: 120 York LLC and Saddleback Properties LP. It is our understanding the multiple ownership entities has duplicate principals for cooperative use.

Market value is partially defined as the most probable price that a property should bring in a competitive and open market under all conditions requisite to a fair sale. The enclosed report provides the market data and analysis supporting the opinion of prospective market value and prospective use value of the fee simple interest as of the prospective completion date, estimated to be March 31, 2014, which is concluded as:

**Prospective Market Value as of March 31, 2014:**

**\$5,000,000**

**Five Million Dollars**

**Prospective Use Value as of March 31, 2014:**

**\$15,650,000**

**Fifteen Million Six Hundred Fifty Thousand Dollars**

- Value opinion assumes the property is environmentally clean.
- Assumes construction to be completed as outlined in construction specifications by March 31, 2014.
- A hypothetical condition is applied that the support parking is completed as of the prospective date of March 31, 2014.
- The value conclusion is not adjusted for demolition costs of row homes.
- Value opinion does not include furniture, fixtures, equipment or personal property.

***Should the assumptions or hypothetical conditions be found to be inaccurate the results of this report are not considered valid and require further evaluation.***

Certain definitions, limiting conditions, and certifications that are set forth within the attached report qualify the appraised values.



This report has been completed in compliance with the Uniform Standards of Professional Appraisal Practice (USPAP) adopted by the Appraisal Standards Board of the Appraisal Foundation. This appraisal has also been completed in conformity with the Code of Ethics and Standards of Professional Practice of the Appraisal Institute.

We expect you find the details of this analysis relevant to your decisions, and we would be pleased to answer any questions you might have.

Respectfully submitted,

**WEINSTEIN APPRAISAL GROUP,  
A DIVISION OF WEINSTEIN REALTY ADVISORS**

  
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January 30, 2014

Bill Hynes, CEO  
Think Loud Development  
210 York Street  
York, PA 17403

**Re: 210 York Street  
City of York  
York County, Pennsylvania**

Dear Bill Hynes:

This letter of attachment is included with the appraisal report for 210 York Street, City of York, Pennsylvania, dated January 30, 2014, with a prospective date of value estimated to be March 31, 2014, and an inspection date of December 18, 2013.

Information from the original report is incorporated by reference to that report, into this correspondence. All assumptions and conditions utilized in the original report and letter are applicable to the information of this correspondence.

It is the intent that this correspondence be used in conjunction with the original report dated January 30, 2014.

The subject is identified as eight (8) tax parcels that total a site size of 0.8830 acres. One parcel is improved with an older four-story industrial building of 53,618 square feet that underwent an adaptive re-use to a mixed use commercial property. Seven (7) row homes are to be razed for support parking. The parcels are considered as an assemblage. The intended use is for a grant application.

The redevelopment is being done by Think Loud Development to support multiple holdings and activities of Think Loud Holdings, LLC, one of which is the headquarters of the rock band Live. It is our understanding the subject is intended to be a portion of a campus type overall development plan that includes additional properties Think Loud Development owns and/or has under option or agreement of sale.

The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property as of December 18, 2013, the effective date of valuation, for the purpose of a grant application. As of December 18, 2013, the effective valuation date, a portion of the subject's office fit-out on the first and second floors of the subject building remain incomplete. The third and fourth floors were considered completed.



The methodology utilized to establish the contribution of ownership and estimate the market value and use value of the subject property as of the effective date of valuation, December 18, 2013, is to apply a cost to cure to the both the prospective market value and the prospective use value (effective date March 31, 2014). This contribution does not necessarily represent the monetary investment by ownership as of December 18, 2013 and does not include FF&E.

For the purpose of a grant application, this correspondence is to establish the contribution of ownership to the redevelopment of the subject property as of December 18, 2013, the effective date of valuation. To arrive at the subject property's market value and use value as of the effective date of December 18, 2013, a cost to cure is applied representing the required fit-out of the remaining areas of the first and second floors.

As indicated in the original report, the income approach represents market value and the required fit-out is based on basic market costs referenced from Marshall Valuation. The rate applied is \$50 per square foot. The amount of space is estimated as 21,335 square feet, which indicates a cost to cure of \$1,066,750. The estimated cost to cure is deducted from the previously concluded prospective market value in the original report of \$5,000,000, which results in a market value of \$3,950,000, rounded ( $\$5,000,000 - \$1,066,750 = \$3,933,250$ ).

As indicated in the original report, the cost approach is developed for use value of the subject. As of December 18, 2013, the effective date of valuation, the cost to complete the fit-out of the remainder of the first and second floors, specific to ownership, was provided by Kinsley Construction as \$3,846,805. This cost to cure is deducted from the previously concluded prospective use value in the original report of \$15,650,000, which results in a use value of \$11,800,000, rounded ( $\$15,650,000 - \$3,846,805 = \$11,803,195$ ).

The purpose of this correspondence is to establish the contribution of ownership to the redevelopment of the subject property. The original report provides the market data and analysis supporting the opinions of market value and use value of the fee simple interest as of the effective date of December 18, 2013, which is concluded as follows.

**Market Value as of December 18, 2013:**

**\$3,950,000**

**Three Million Nine Hundred Fifty Thousand Dollars**

**Use Value as of December 18, 2013:**

**\$11,800,000**

**Eleven Million Eight Hundred Thousand Dollars**





Certain definitions, limiting conditions, and certifications that are set forth within the attached report qualify the appraised values.

We expect you find the details of this analysis relevant to your decisions, and we would be pleased to answer any questions you might have.

Respectfully submitted,

**WEINSTEIN APPRAISAL GROUP,  
A DIVISION OF WEINSTEIN REALTY ADVISORS**



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PA Certified General  
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#GA-000063-L



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**SUBJECT PHOTOS**



East York Street looking west



Parcels 42 – 28 (future surface parking)



Front Elevation subject building







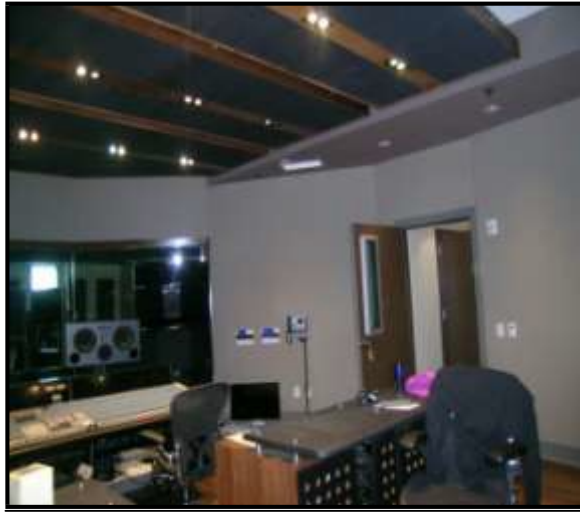












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This appraisal was prepared solely for our client's use. Third parties who receive this appraisal properly from our client may use it for evaluating the property or properties to which it relates for our client. The unpublished appraisal contains confidential information owned by Weinstein Realty Advisors. And is protected under the United States Copyright Law. All unauthorized use is prohibited without the prior consent of Weinstein Realty Advisors



## EXECUTIVE SUMMARY

**Type of Property:** The subject property consists of an older industrial four-story building constructed circa 1920 and multiple row homes to be razed for support parking. The industrial structure underwent complete renovation as an adaptive reuse and conversion to a mixed use property.

The subject is located in the City of York, York County, Pennsylvania and is considered as an assemblage. The four-story structure contains 53,618 square feet of space according to building plans dated March 12, 2013, prepared by LSC Design Architects and Engineers. The entire site is 0.8330 acres.

The redevelopment is being done by Think Loud Development to support multiple holdings and activities of Think Loud Holdings, LLC, one of which is the headquarters of the rock band Live.

It is our understanding the subject is intended to be a portion of a campus type overall development plan that includes additional properties Think Loud Development owns and/or has under option or agreement of sale.

**Identification, Assessment and Address of Subject Property:** The subject property is located in the City of York, York County, Pennsylvania as is identified as follows:

#	Tax parcel	Address/ Assessment	Assessment	Site Size
1	07126020036	210 E York St	\$265,100	.626
2	07126020042	244 E York St	\$11,450	.029
3	07126020043	246 E York St	\$16,040	.031
4	07126020044	248 E York St	\$16,520	.031
5	07126020045	250 E York St	\$2,850	.029
6	07126020046	252 E York St	\$17,840	.029
7	07126020047	254 E York St	\$14,960	.029
8	07126020048	256 E York St	\$17,840	.029
	Total		\$549,600	0.8330

The total current assessed value is indicated as \$549,600. This does not represent the as completed renovation and support parking.

For the purpose of this report “subject” hereinafter refers to the eight (8) parcels as an assemblage.

**Ownership and Sales History:** The current owner of record of the parcel with the building is 120 York, LLC. This portion of the subject transferred from MOLT, LLC and Oak Run Limited Partnership on December 21, 2011, for a recorded consideration of \$164,000 as recorded in Liber 2154, folio 6163 of the York County land records. The transfer included three tax parcels. The three parcels underwent a reverse subdivision



which included an abandoned alley, creating one parcel (recorded Book 2190 Page 8797) as indicated on the recorded plan. The seven (7) row homes purchased to create support parking were purchased over time and are identified in the following table.

#	Tax parcel	Address/ Assessment	Ownership	Date/ Purchase Price	Deed
1	07126020036	210 E York St	120 York LLC	December 2011 \$164,000	2154/6163
2	07126020042	244 E York St	Saddleback Properties LP	June 2013 \$38,000	2237/7393
3	07126020043	246 E York St	Saddleback Properties LP	May 2013 \$120,000 (246,248,256)	2231/6740
4	07126020044	248 E York St	Saddleback Properties LP	May 2013	2231/6740
5	07126020045	250 E York St	120 York LLC	August 2013 \$50,000 (250,252)	2244/6923
6	07126020046	252 E York St	120 York LLC	August 2013	2244/6923
7	07126020047	254 E York St	Saddleback Properties LP	May 2013 \$38,500	2231/6066
8	07126020048	256 E York St	Saddleback Properties LP	May 2013	2231/6740
	Total			\$410,500	

It is our understanding the multiple ownership entities have duplicate principals for cooperative use.

To our knowledge the subject property has not been otherwise made available for sale in the last three (3) years. According to representatives of ownership, there are five triple net leases in place for the subject building and it is our understanding four of the leases are amongst interrelated parties.

**Property Rights Appraised:** The property rights appraised in this report are the fee simple interest. Fee simple estate is defined as:

Absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power, and escheat.<sup>1</sup>

**Purpose of the Appraisal:** The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property for the purpose of a grant application as of March 31, 2014, the estimated date of completion.

<sup>1</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal, Fifth Edition*, Illinois, 2010.



**Intended User:** The intended user is Think Loud Development, LLC.

**Intended Use:** It is to be used solely by the client for a grant application.

**Date of Inspection:** The subject was inspected October 25, 2013 and December 18, 2013. The interior of the row homes were not inspected.

**Date of Report:** January 30, 2014

**Effective Date:** The prospective date of valuation for the four-story structure is March 31, 2014, which is the estimated date of completion. It is our understanding the seven (7) row homes are to be razed for support parking at a future date. A hypothetical condition is applied that the support parking is completed as of the prospective date of March 31, 2014. The value conclusion is not adjusted for demolition costs.

The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property as of the prospective date of completion estimated to be March 31, 2014.

**Site Size:** The site size is 36,285 square feet of land area (0.8330 acre). Land to building ratio is 0.68.

**Improvement Description:** The subject property is a four-story structure renovated as an adaptive reuse to a mixed use building (53,618 square feet). The seven (7) row homes are to be razed for support parking.

The redevelopment of the subject is for a specific use, with portions being a special purpose use. (A special-purpose property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.)

The first and second floors are primarily Class A office space with a loading dock area and secure storage area for the equipment and instruments of the rock band Live. The third and fourth floors are for the special purpose use of a state-of-the-art professional recording studio and support to the recording operations.

The support to the recording operations include areas of business use and hotel type space for participants to have full accommodations to stay at the facility that meet the market expectations of patrons of this caliber facility. The support functions include a three bedroom 2.5 bath apartment, eight (8) hotel type suites, two (2) commercial grade kitchens, spa, lobby and bar area. An open roof-top deck is equipped with full out-door kitchen and is to include a lap pool (not installed at the time of inspection).

The aggregate rentable area of the subject building according to building plans dated March 12, 2013, prepared by LSC Design Architects and Engineers is 46,500 square feet with a gross building area of 53,618 square feet.

**Zoning:** The subject site is currently zoned Urban Mixed Residential – Commercial district (UN-1). It is governed by the City of York Zoning Ordinance and appears to be a legal use.

**Environmental Conditions:** Appraisers are not qualified to assess environmental issues and assume no responsibility, expertise, or knowledge for any environmental hazards.

It is our understanding that the subject complies with municipal and county codes and is assumed to be environmentally clean.

**Highest and Best Use "As Vacant and Available for Development":** Considering the four factors of Highest and Best Use, namely legally permissible, physically possible, financially feasible, and maximally productive, the Highest and Best Use of the subject site, as if vacant and available for development is concluded to be for mixed-use development as the market dictates.

**Highest and Best Use "As Improved":** Considering the four factors of Highest and Best Use, namely legally permissible, physically possible, financially feasible, and maximally productive, the Highest and Best Use of the subject property, as specifically improved, is the specific use intended by ownership to support multiple holdings and activities of Think Loud Holdings, LLC which includes the headquarters of the rock band Live and a state-of-the-art professional recording studio. This represents use value.

Market value by definition represents the market's reaction to the subject property. One of the assumptions used to estimate market value is that a building is vacant and available for occupancy by a market participant, whereas use value is predicated on the continuing use of the property by the existing occupant.

Highest and Best Use, as specifically improved, but to the market, does not appear to be financially feasible. It is considered to likely be office use or a business headquarters to a subsequent user. It is unlikely a subsequent market user would have the same specific needs as Think Loud Development and/or the rock band Live.

**Most Likely Buyer:** Local investor(s) would most likely purchase the subject property.

**Valuation Issues:** The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property as of March 31, 2014, the estimated date of completion, for the purpose of a grant application. The redevelopment is being done by Think Loud Development to support multiple holdings and activities of Think Loud Holdings, LLC, one of which is the headquarters of the rock band Live.

Highest and Best Use of the subject property, as specifically improved, is the specific use intended by ownership to support multiple holdings and activities of Think Loud Holdings, LLC which includes the headquarters of the rock band Live and a state-of-the-art professional recording studio. This represents use value.

Highest and Best Use, as improved to the market, is considered to likely be office use or a business headquarters. It is unlikely a subsequent market user would have the same specific needs as Think Loud Development and/or the rock band Live.

The redevelopment of the subject is for a specific use, with portions being a special purpose use. A build-to-suit facility has an inherent level of value in use as the facility was specifically designed for specific needs. Value in use is defined as the value of a property assuming a specific use, which may or may not be the property's highest and best use on the effective date of the appraisal. A special-purpose property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.

Market value by definition represents the market's reaction to the subject property. One of the assumptions used to estimate market value is that a building is vacant and available for occupancy by a market participant, whereas use value is predicated on the continuing use of the property by the existing occupant.

In the location of York County Pennsylvania it is not likely for a subsequent user to have the same specific needs as Think Loud Development and/or the rock band Live. The most probable use of the subject by a subsequent user is considered to be office use and/or a business headquarters.

**Valuation Summary Table:**

<b>Value Indications as of Prospective Date of March 31, 2014</b>	
Indicated Prospective Market Value by the Cost Approach	N/A
Indicated Prospective Market Value by the Income Capitalization Approach	\$5,000,000
Indicated Prospective Market Value by the Sales Comparison Approach	N/A
Final Prospective Market Value of the Fee Simple Interest	<b>\$5,000,000</b>

<b>Value Indications as of Prospective Date of March 31, 2014</b>	
Indicated Prospective Use Value by the Cost Approach	\$15,650,000
Indicated Prospective Use Value by the Income Capitalization Approach	N/A
Indicated Prospective Use Value by the Sales Comparison Approach	N/A
Final Prospective Use Value of the Fee Simple Interest	<b>\$15,650,000</b>





- Value opinion assumes the property is environmentally clean.
- Assumes construction to be completed as outlined in construction specifications by March 31, 2014.
- A hypothetical condition is applied that the support parking is completed as of the prospective date of March 31, 2014.
- The value conclusion is not adjusted for demolition costs of row homes.
- Value opinion does not include furniture, fixtures, equipment or personal property.

***Should the assumptions or hypothetical conditions be found to be inaccurate the results of this report are not considered valid and require further evaluation.***

## **SCOPE OF THE APPRAISAL**

The scope of this appraisal included:

- An on-site inspection of the subject site by the appraisers.
- Review of information pertinent to the subject property provided by the ownership, client, and public records.
- Collection, research and analysis of data on comparable sales in the subject's trade area.
- Verification of all information with buyers, sellers, brokers, public records, and/or with other knowledgeable sources.
- Analysis of market conditions including environmental factors (location, transportation, etc), social factors (population, education, demographics, etc.), economic factors (employment, income, local industrial markets, etc.), and governmental factors (use regulations, development restrictions, etc.).
- Information was obtained through public records, multiple listing services, government agencies, data retrieved from the internet, and local brokers.
- Consideration of the three recognized approaches to value: Income Capitalization Approach, Cost Approach, and Sales Comparison Approach.

The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property as of March 31, 2014, the estimated date of completion, for the purpose of a grant proposal.

The three approaches, Sales Comparison, Income Capitalization, and Cost were considered for this report. The Income Approach and Cost Approach were considered applicable and developed. The Income Approach is considered to best suit an analysis of market value. As a first generation build-to-suit property with portions considered special-purpose, the Cost Approach is developed for use value. Again, as a first generation build-to-suit property with portions considered as special-purpose, there is not a sales history of similar properties to develop a Sales Comparison Approach.

Information provided by ownership and public records was utilized for this report. Building plans dated March 12, 2013, prepared by LSC Design Architects and Engineers were referenced and cost estimates were provided by Kinsley Construction.

We have considered the property's physical barriers in reference to ADA (Americans with Disabilities Act) within the context of a typical appraiser's field inspection. If the client has concerns in the area of ADA, a professional with expertise in ADA, engineering, or architectural design should be consulted.

Appraisers are not qualified to assess environmental issues and assume no responsibility or expertise for any environmental hazards. Neither a survey, title search, or environmental study was completed for this appraisal report.

## HISTORY OF SALES AND OWNERSHIP

The current owner of record is 120 York, LLC. This portion of the subject transferred from MOLT, LLC and Oak Run Limited Partnership on December 21, 2011, for a recorded consideration of \$164,000 as recorded in Liber 2154, folio 6163 of the York County land records. The transfer included three tax parcels. The three parcels underwent a reverse subdivision which included an abandoned alley, creating one parcel (recorded Book 2190 Page 8797) as indicated on the recorded plan.

The seven (7) row homes purchased to create support parking were purchased over time.

#	Tax parcel	Address/ Assessment	Ownership	Date/ Purchase Price	Deed
1	07126020036	210 E York St	120 York LLC	December 2011 \$164,000	2154/6163
2	07126020042	244 E York St	Saddleback Properties LP	June 2013 \$38,000	2237/7393
3	07126020043	246 E York St	Saddleback Properties LP	May 2013 \$120,000 (246,248,256)	2231/6740
4	07126020044	248 E York St	Saddleback Properties LP	May 2013	2231/6740
5	07126020045	250 E York St	120 York LLC	August 2013 \$50,000 (250,252)	2244/6923
6	07126020046	252 E York St	120 York LLC	August 2013	2244/6923
7	07126020047	254 E York St	Saddleback Properties LP	May 2013 \$38,500	2231/6066
8	07126020048	256 E York St	Saddleback Properties LP	May 2013	2231/6740
	Total			\$410,500	

It is our understanding the multiple ownership entities has duplicate principals for cooperative use.

To our knowledge the subject property has not been otherwise made available for sale in the last three (3) years. According to representatives of ownership, there are five triple net leases in place for the subject building and it is our understanding four of the leases are amongst interrelated parties.

## DEFINITIONS

### MARKET VALUE

Many definitions of market value, both legal and economic, have been developed and refined over the years. The definition of market value most widely used by agencies that regulate federally insured financial institutions in the United States is defined as follows:

“The most probable price that a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller each acting prudently and knowledgeably, and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

- Buyer and seller are typically motivated;
- Both parties are well informed or well advised, and acting in what they consider their best interests;
- A reasonable time is allowed for exposure in the open market;
- Payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and
- The price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.”<sup>2</sup>

### INTEREST APPRAISED

This report has been produced to estimate the value of the owner’s fee simple interest in the subject property.

**Fee simple estate** is defined as:

Absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power, and escheat.<sup>3</sup>

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<sup>2</sup> 12 C.F.R Part 34.42 (g) ;55 Federal Register 34696, August 24, 1990; as amended at 57 Federal Register 12202, April 9, 1992, 59 Federal Register 29499, June 7, 1994; also quoted in Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>3</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal, Fifth Edition*, Illinois, 2010.

## **EXTRAORDINARY ASSUMPTION**

An assumption, directly related to a specific assignment, which, if found to be false, could alter the appraiser's opinions or conclusions.

Comment: Extraordinary assumptions presume as fact otherwise uncertain information about physical, legal, or economic characteristics of the subject property; or about conditions external to the property, such as market conditions or trends; or about the integrity of data used in an analysis.<sup>4</sup>

## **HYPOTHETICAL CONDITION**

That which is contrary to what exists but is supposed for the purpose of analysis.

Comment: Hypothetical conditions assume conditions contrary to known facts about physical, legal, or economic characteristics of the subject property; or about conditions external to the property, such as market conditions or trends; or about the integrity of data used in an analysis.<sup>5</sup>

## **PROSPECTIVE OPINION OF VALUE**

A value opinion effective as of a specified future date.<sup>6</sup>

## **VALUE IN USE**

The value of a property assuming a specific use, which may or may not be the property's highest and best use on the effective date of the appraisal. Value in use may or may not be equal to market value but is different conceptually.<sup>7</sup>

## **INVESTMENT VALUE**

The value of a property interest to a particular investor or class of investor's specific requirements. Investment value may be different from market value because it depends on a set of investment criteria that are not necessarily typical of the market.<sup>8</sup>

## **SPECIAL-PURPOSE PROPERTY**

A property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.<sup>9</sup>

## **ASSEMBLAGE**

The combining of two or more parcels, usually but not necessarily contiguous, into one ownership or use; the process may create plottage.<sup>10</sup>

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<sup>4</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>5</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>6</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>7</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>8</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>9</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

<sup>10</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

## **EXPOSURE AND MARKETING TIME**

### **Exposure Time**

Reasonable exposure time is one of a series of conditions in most market value definitions. Exposure time is always presumed to precede the effective date of the appraisal. Exposure time is defined as:

1. The time a property remains on the market.
2. The estimated length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal; a retrospective estimate based on an analysis of past events assuming a competitive and open market.<sup>11</sup>

Exposure time is different for various types of real estate properties and under various market conditions. The overall concept of reasonable exposure encompasses not only adequate, sufficient and reasonable time but also adequate, sufficient and reasonable effort. This statement focuses on the time component. The estimate may be expressed as a range and can be based on one or more of the following:

- Statistical information about days on the market
- Information gathered through sales verification
- Interviews with market participants

A reasonable estimate of exposure time for the subject property, at appraised market value is estimated at eighteen (18) to thirty-six (36) months.

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<sup>11</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

## Marketing Time

An opinion of the amount of time it might take to sell a real or personal property interest at the concluded market value level during the period immediately after the effective date of an appraisal. Marketing time differs from exposure time, which is always presumed to precede the effective date of an appraisal.<sup>12</sup>

The estimate of marketing time uses some of the same data analyzed in the process of estimating reasonable exposure time as part of the appraisal process and is not intended to be a prediction of a date of sale. The estimate may be expressed as a range and can be based on one or more of the following:

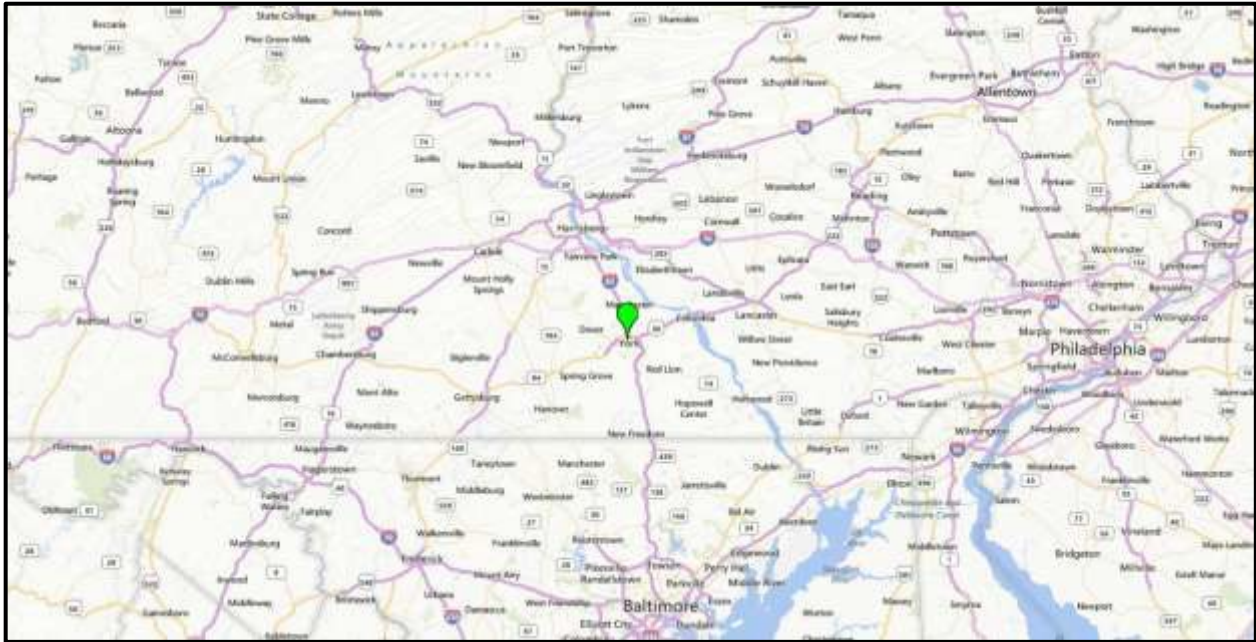
- Statistical information about days on market;
- Information gathered through sales verification;
- Interviews with market participants; and/or
- Anticipated changes in market conditions.

A reasonable estimate of marketing time for the subject property, at appraised market value is estimated at eighteen (18) to thirty-six (36) months.

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<sup>12</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

# REGIONAL MAP





## MARKET AREA ANALYSIS

The motivation of buyers and sellers within a given market area are directly impacted by the ever changing basic forces of the area. The forces are classified into four main categories:

- Social standards and ideas
- Economic conditions
- Government controls and standards
- Environmental conditions

The following is the general analysis that outlines the general economic conditions and future outlook and trends of the subject's market area.



*Map of Pennsylvania highlighting York County*

The subject property is located in York County, Pennsylvania, part of the area known as the Susquehanna Valley. Located in the state's south-central area, this region's eastern boundary is created by the Susquehanna River as it flows south to the Chesapeake Bay. The counties surrounding York County include Lancaster County to the east, Baltimore County, Carroll County, and Harford County (Maryland) to the south. Adams County is to the west, and Cumberland and Dauphin Counties to the north.

York County, named after Yorkshire, England, was established in August of 1749. It was the fifth county in Pennsylvania. The historical highlights include serving as the nation's capital from 1777 to 1778, home of the first iron steamboat in the United States and the first coal burning locomotive.

## Travel

Major roads in York County include Interstate 83, U.S. Route 30, U.S. Route 15 and the Pennsylvania Turnpike (I-76). Interstate 83 runs north to south and connects York with Harrisburg to the North and Baltimore, Maryland to the south. U.S. Route 30 passes through the center of York County, runs west to east and connects with Gettysburg to the west and Lancaster to the east. Interstate 76 follows across Pennsylvania connecting to Pittsburgh to the west and Philadelphia to the east. U.S. Route 15 borders the western part of the county, connecting Harrisburg and central Pennsylvania with Frederick, Maryland and Washington, D.C.

Highway distances to major city markets are as follows:

Marker	Distance in Miles
Baltimore, MD	53
Chicago, IL	678
New York, NY	186
Washington, DC	95
Philadelphia, PA	96
Pittsburgh, PA	222

Airports in the area include The Capital City Airport, owned and operated by the Susquehanna Area Regional Airport Authority (SARAA), and York Airport. Harrisburg International Airport is located within 30 minutes of York County and offers commercial and airfreight service. The Baltimore Washington International Airport is within 75 minutes of York City.

Railway services in the area include the CSX Transportation and Norfolk Southern. Passenger service is available through Amtrak in neighboring Lancaster and Harrisburg areas.

## Employment and Income

York County has had a history of being a strong manufacturing area. Other industrial with success in York County include: education and health service, retail and wholesale trade, transportation and warehousing services. The recent economic conditions have had an adverse affect on employment globally, nationally and regionally. Since the recession began in December 2007, Pennsylvania, along with the rest of the nation, lost numerous jobs. Unemployment rates have slowly been declining, however are still high when compared to more prosperous times prior to the start of the most recent recession.

The PA Department of Labor and Industry Center for Workforce Information and Analysis reported the top major employers in York County as of the 4th quarter of 2012 (the most recent published) as follows:

<b>Employer</b>	<b>Type of Industry</b>
York Hospital	Health Care and Social Assistance
Wal-Mart Associates Inc	Retail Trade
York County	Public Administration
Giant Food Stores LLC	Retail Trade
Utz Quality Foods Inc	Manufacturing
ES3 LLC	Transportation and Warehousing
Wellspan Medical Group	Health Care and Social Assistance
Hanover Hospital Inc	Health Care and Social Assistance
BAE Systems Land & Armaments LP	Manufacturing
Harley Davidson Motor Co Operations	Manufacturing

The unemployment rate published by the U.S. Department of Labor – Bureau of Labor Statistics for Pennsylvania, York and surrounding counties is as follows:

<b>Area</b>	<b>October 2012</b>	<b>October 2013</b>
National	7.5%	7.0%
Pennsylvania	7.6%	6.9%
<b>York County</b>	<b>7.4%</b>	<b>6.5%</b>
Lancaster County	6.3%	5.5%
Dauphin County	7.7%	6.6%
Cumberland County	6.2%	5.7%
Adams County	6.1%	5.5%

*Not Seasonally Adjusted*

The recession/recovery is considered to be ongoing. Adding the population considered under-employed and the unemployed that have fallen off of the rolls increases the total numbers significantly. In addition it was recently reported that people ages 18-24 are affected by a much higher unemployment rate, usually double the above noted rates.

The unemployment rate has seen improvement at the national and state level when comparing the current unemployment against the same period last year.

The following table illustrates York County’s yearly 2000 and 2010 median household income levels with relation to other Pennsylvania counties that surround York County and Pennsylvania State as reported by the 2010 census.



	<b>Median Household Income 2000</b>	<b>Median Household Income 2010</b>	<b>Percentage of State Median HH Income</b>
York	\$45,268	\$55,960	113.6%
Lancaster	\$45,507	\$51,784	105.2%
Cumberland	\$46,707	\$56,288	114.3%
Dauphin	\$41,507	\$54,670	104.9%
Adams	\$42,704	\$54,415	110.5%
Pennsylvania	\$40,106	\$49,245	100.0%

### **Geology**

Gentle rolling hills are typical for the county of York. The county area is approximately 920 square miles and fluctuates between 350 and 800 feet above sea level. York also has an abundant supply of water with many lakes and streams throughout the county. The Susquehanna River borders York County on the eastern side for approximately 50 miles.

### **Population**

Regional growth has slowed in the northeast according to the most recent data released by the U.S. Department of Commerce, Economics and Statistics Administration, U.S. Census Bureau's report issued in March of 2011.

<b>U.S. Region</b>	<b>Growth 2000-2010</b>
National	9.7%
South	14.3%
West	13.8%
Midwest	3.9%
Northeast	3.2%

York County still remains a growing county in Pennsylvania. Over the last two decades the growth has looked like this:

	<b>Population</b>	<b>Growth Rate</b>
2010	434,972	13.9%
2000	381,751	12.0%
1990	340,948	---



The York County Planning Commission has also published population projections for York County thru 2050, predicting an increase of approximately 37% from 2000 to 2050.

2000	2010	2020	2030	2040	2050
381,751 Actual	434,972 Actual 423,574 Projection	457,427	498,113	524,054	581,738

### Summary of Development

The York County Planning Commission reports new construction permit activity for York County. The data for the York County is available for 1991 to 2012. There has been a decline in permit activity as a whole for new construction within the City of York since 2007. There has been an increase in residential and industrial permit activity from 2011 to 2012, and a decline in commercial permit activity for the same period.

## New Construction Permits by Type of Use York County Totals 1991- 2012

	----- Number of Permits Issued -----					NEW RES UNITS	----- Cost of Construction -----				
	RES	COM	IND	PUB	TOTAL		RES	COM	IND	PUB	TOTAL
County Totals for 1991	1,953	49	7	9	2,018	2,093	\$157,784,320	\$28,351,567	\$2,015,753	\$3,402,082	\$191,553,722
County Totals for 1992	2,305	39	13	12	2,369	2,536	\$190,538,978	\$25,310,205	\$13,493,000	\$15,453,673	\$244,795,856
County Totals for 1993	2,118	47	3	10	2,178	2,478	\$199,873,923	\$17,713,132	\$2,341,802	\$1,395,000	\$221,813,857
County Totals for 1994	1,930	51	7	7	1,995	2,269	\$186,729,811	\$24,787,238	\$9,107,000	\$10,555,774	\$231,259,823
County Totals for 1995	1,692	65	24	10	1,791	1,964	\$164,943,267	\$29,352,328	\$18,076,968	\$3,943,385	\$216,315,943
County Totals for 1996	1,647	77	25	10	1,959	2,140	\$187,377,321	\$45,109,983	\$15,919,000	\$1,817,979	\$250,224,283
County Totals for 1997	1,756	100	18	8	1,882	2,096	\$178,860,853	\$32,897,593	\$18,296,396	\$24,440,350	\$253,695,192
County Totals for 1998	2,118	110	18	7	2,253	2,417	\$219,224,679	\$48,150,613	\$19,021,177	\$12,733,332	\$299,129,801
County Totals for 1999	2,027	80	16	4	2,127	2,356	\$229,472,924	\$38,819,045	\$24,805,154	\$12,427,300	\$305,524,423
County Totals for 2000	1,962	97	10	13	2,082	2,107	\$228,322,950	\$49,300,475	\$12,229,791	\$53,344,409	\$336,264,125
County Totals for 2001	1,998	82	5	8	2,085	2,232	\$243,209,499	\$41,022,542	\$30,036,588	\$31,705,950	\$346,284,779
County Totals for 2002	2,431	51	11	8	2,501	2,761	\$310,239,388	\$36,863,086	\$42,631,844	\$22,049,728	\$411,583,966
County Totals for 2003	2,496	33	10	8	2,537	2,931	\$339,438,292	\$32,853,393	\$25,335,139	\$43,974,556	\$441,601,380
County Totals for 2004	2,379	38	6	3	2,426	2,688	\$359,236,835	\$78,145,325	\$7,072,315	\$803,809	\$445,258,285
County Totals for 2005	2,572	45	2	9	2,728	3,064	\$469,067,544	\$86,220,150	\$378,579	\$23,396,741	\$579,063,014
County Totals for 2006	2,440	46	8	10	2,504	2,715	\$448,865,896	\$68,936,321	\$7,290,621	\$71,195,644	\$596,288,484
County Totals for 2007	1,871	63	12	10	1,956	1,895	\$308,435,919	\$95,561,326	\$35,105,867	\$36,583,392	\$475,686,504
County Totals for 2008	1,297	41	11	4	1,353	1,375	\$205,870,231	\$48,703,520	\$69,985,729	\$66,184,000	\$390,743,480
County Totals for 2009	916	32	3	4	955	1,083	\$150,964,008	\$56,446,979	\$9,401,883	\$13,650,968	\$230,463,838
County Totals for 2010	815	23	7	3	848	891	\$132,835,788	\$78,966,449	\$48,014,810	\$18,000,200	\$277,817,247
County Totals for 2011	640	31	1	4	676	668	\$97,814,237	\$21,202,238	\$540,000	\$4,810,486	\$124,366,961
County Totals for 2012	657	19	5	3	684	694	\$104,045,708	\$17,693,240	\$33,279,400	\$13,370,000	\$168,388,348



## **Education**

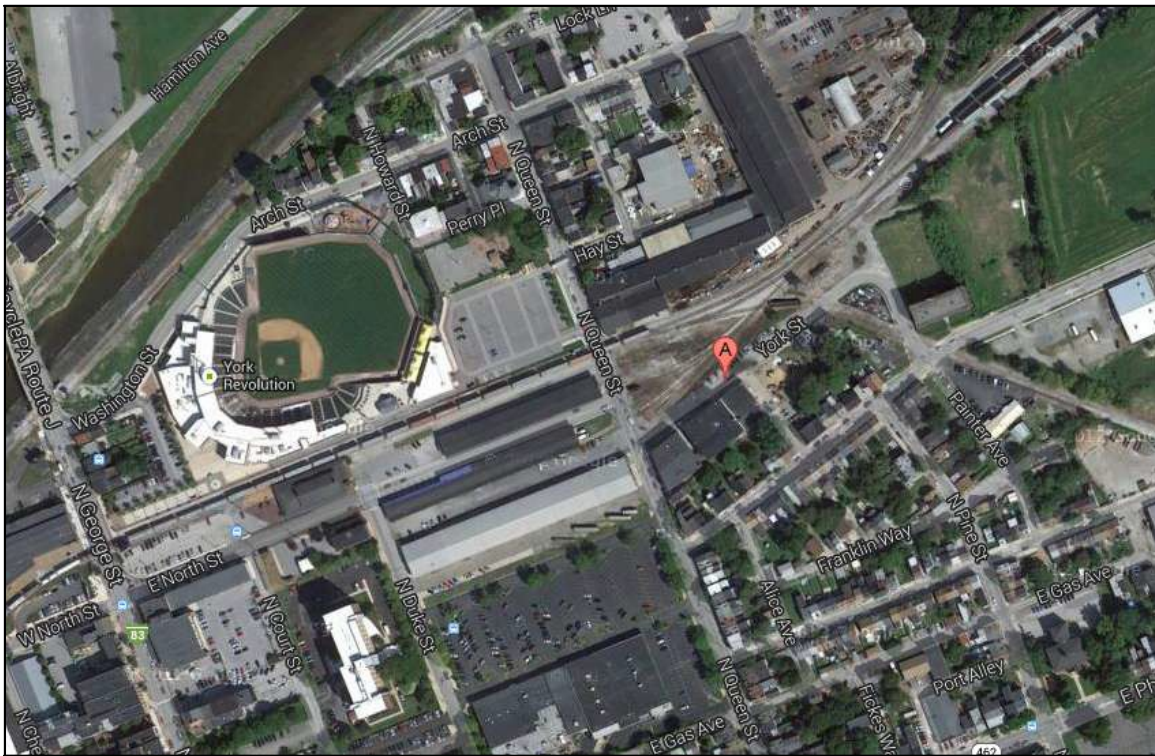
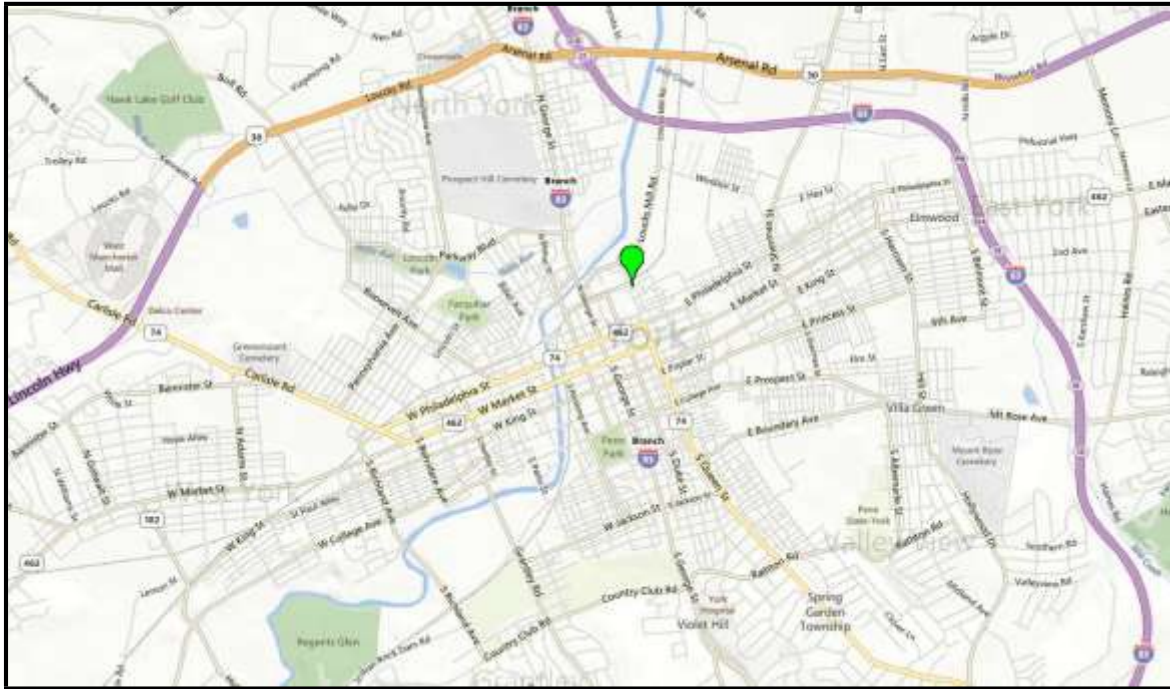
Currently York County has sixteen public school districts. There are also a variety of private schools available to the area. The school district for the subject is the York City School District.

Colleges, business schools, etc include: York College of Pennsylvania, Penn State University York Campus, and Bradley Academy for the Visual Arts, Yorktowne Business Institute, Consolidated School of Business, York Technical Institute, and Harrisburg Area Community College.

## **Conclusions and Summary**

York County has had a history of growth although the rate has slowed with the recent economic recession. The geographic position of York County and its proximity to major markets continue to make it attractive to industry and commerce. This area, as most areas, has been adversely affected by the downturn of the economy with businesses closing and jobs being lost. The long term effects of the recessionary climate and government intervention are not yet known.

# NEIGHBORHOOD MAP



## NEIGHBORHOOD ANALYSIS

The Neighborhood Analysis provides a bridge between the Area Analysis and the study of the subject property. As in the Area Analysis, the goal of the Neighborhood Analysis is to determine how the operation of social, economic, governmental and environmental factors influences the value of real estate. The focus is on how these factors interact in the immediate vicinity of the subject property.

The City of York is known as the “White Rose City”, and serves as the county seat of York County.



*The City of York within York County*

York City is located in the center region of York County and contains a total area of 5.3 square miles. The subject is located in the central area of the city adjacent to the Conewago Creek.

The market area of York City is typically greater than York City as people enter the city for employment and business, as well as entertainment and dining. The combination of the city with the adjacent boroughs of West York and North York and the surrounding townships of Spring Garden, West Manchester, and Springettsbury are known as Greater York.



### **Geographic Site Boundaries**

The subject is located on the north end of York City. Rail lines are to the north of the subject. West of the subject is Santander Stadium and an area in the process of development known as the Northwest Triangle.

### **Transportation**

The subject is accessible to US Route 30 and Interstate 83 to the north. Market Street, PA 462 is south of the subject.

### **Residential**

The location of the subject property is intermixed with residential, business/commercial and industrial use.

### **Office/Industrial/Commercial**

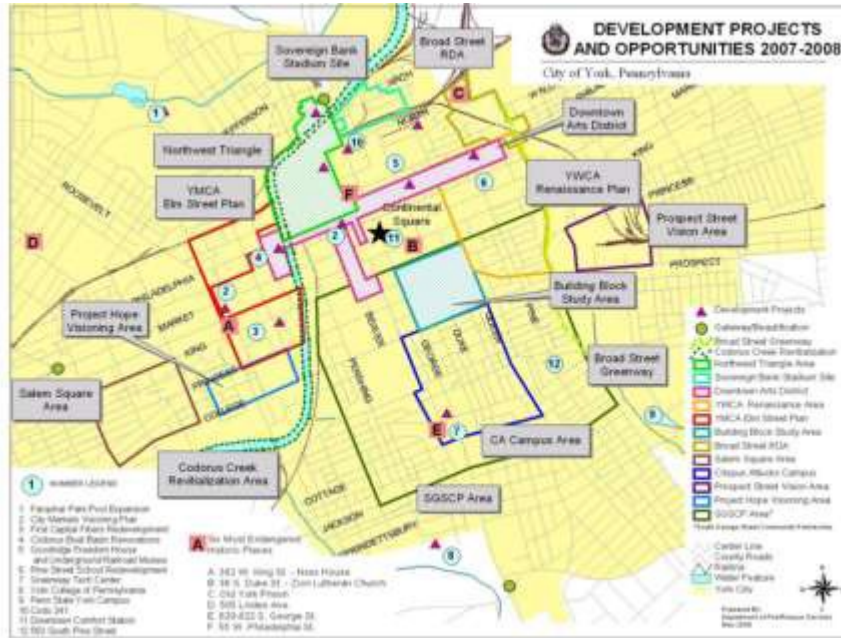
There are scattered uses throughout the City of York. The square and Central Business District is approximately 4 blocks south of the subject.

### **York Redevelopment Efforts**

A visible trend within the city and its borders is conversion of older vacant buildings into residential apartments, condominiums and small commercial spaces. Some examples are as follows:

- In recent years, York City has been involved in a redevelopment effort to attract more businesses and residents to the area in an effort to breathe life back into the City. An area within the city identified as ‘The Northwest Triangle’, is a fifty million dollar redevelopment project, which involves converting former industrial land into commercial and residential uses. It has included development of the Santander Stadium, Codo’s apartments, condominiums, commercial space and York County’s new Judicial Center. The residential portion of the Northwest Triangle has stalled.
- The Carriage Works mixed-use redevelopment project is currently underway on West Market Street and will have apartments, office and retail space.

The map on the following page is from the York Redevelopment Authority and illustrates development projects and opportunities that have occurred in the City of York.



### Summary of Development

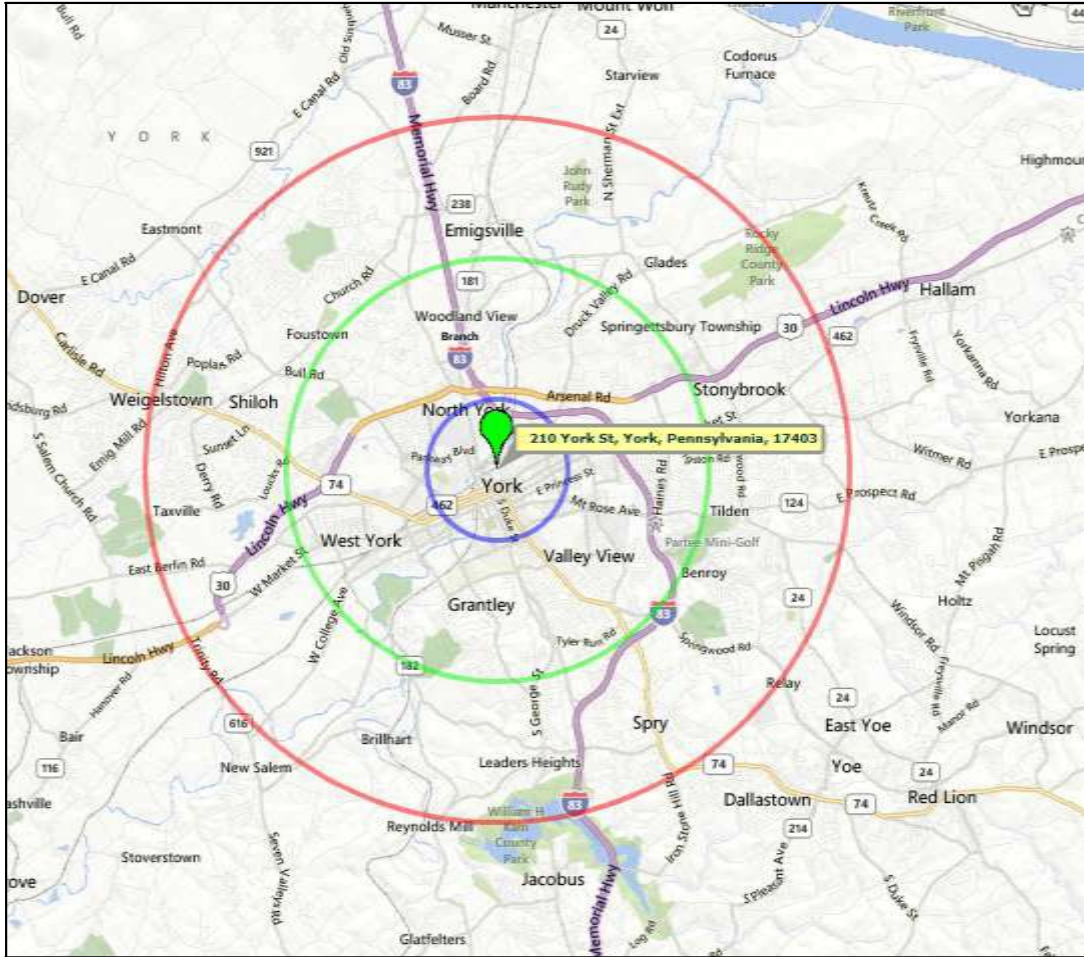
The York County Planning Commission reports new construction permit activity for the municipalities of York County. The data for the City of York is available for 2007 to 2012. There has been very little permit activity for new construction within the City of York since 2007. No activity was reported in the City for 2010 or for the first half of 2011. There has been some activity reported in 2012.

Year	Residential	Commercial	Industrial	Public	Total
2007	1	2	0	2	5
2008	4	3	0	0	7
2009	1	0	0	1	2
2010	0	0	0	0	0
2011	0	0	0	0	0
2012	4	1	0	0	5
<b>Total</b>	10	6	0	3	19

### Demographics of Geographic Area

A method to define the market area for the subject property is by distance. Site-To-Do Business provides data within geographic regions. The area within 1, 3, and 5 miles from the subject property was researched.

The map on the following page illustrates the area that represents 1, 3, and 5 mile radius from the subject property.



**One, Three and Five Mile Radius of the Subject**

Key demographic statistics and projections within the above noted areas are outlined in the following tables.

Population	2000	2010	2013	2018 (Projected)	Predicted Rate of Growth 2010-2013 Annually
One Mile Radius	24,429	25,577	25,747	26,014	0.20%
Three Mile Radius	82,688	89,158	89,536	90,232	0.13%
Five Mile Radius	131,540	148,738	149,823	151,616	0.22%

<b>Households</b>	<b>2000</b>	<b>2010</b>	<b>2013</b>	<b>2018</b>	<b>Predicted Rate of Growth 2010-2013 Annually</b>
One Mile Radius	9,577	9,551	9,598	9,681	0.15%
Three Mile Radius	33,400	34,806	34,855	35,042	0.04%
Five Mile Radius	52,411	57,427	57,739	58,331	0.17%

<b>Median Household Income</b>	<b>2013</b>	<b>2018</b>	<b>Predicted Rate of Growth 2013-2018 Annually</b>
One Mile Radius	\$25,733	\$27,614	1.42%
Three Mile Radius	\$38,927	\$47,360	4.00%
Five Mile Radius	\$47,635	\$57,157	3.71%

In the identified one, three and five mile radius of the subject population is showing a slight but steady increase since 2000. In the identified one, three and five mile radius the number of households appears to be increasing at a similar rate. Current median household income is \$47,635 in the area compared to \$51,314 for all U.S. households. Median household income is projected to be \$57,157 in five years, compared to \$59,580 for all U.S. households.

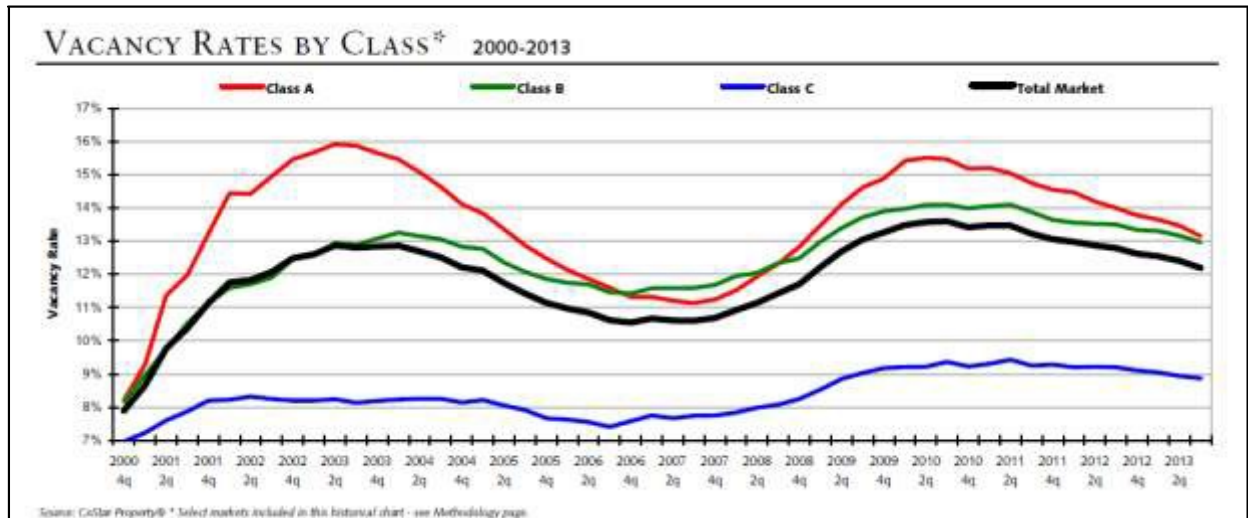
### **Conclusion**

The subject is located in Downtown York which in recent years has seen some new development and redevelopment with help from public and private entities

## OFFICE MARKET ANALYSIS

### **National Office Market**

CoStar Group, Inc. reports that the U.S. Office market ended 3<sup>rd</sup> Quarter 2013 with a vacancy rate of 11.6%. The vacancy rate was down over the previous quarter, with net absorption totaling positive 23,482,656 square feet in the third quarter. Vacant sublease space decreased in the same quarter, ending at 44,886,526 square feet. Rental rates ended 3<sup>rd</sup> Quarter 2013 at \$21.75, an increase over the previous quarter. A total of 244 buildings were delivered to the market totaling 12,208,070 square feet, with 83,805,970 square feet still under construction at the end of 3<sup>rd</sup> Quarter 2013.



### **Local Office Market of York County**

Rock Commercial Real Estate publishes quarterly market data for the York area. The following is from their 2<sup>nd</sup> Quarter 2013 report.

Since hitting its peak during 3<sup>rd</sup> Quarter 2011, the York County office market has been on a downward slope. As of 2<sup>nd</sup> Quarter 2013, the total number of active listings (for sale and for lease) has decreased by approximately 21% as compared to 2011. The total dollar volume of properties for sale also showed a dramatic decline for the same period, from \$108.9 million in the 3<sup>rd</sup> Quarter 2011 to \$51.6 million in the 2<sup>nd</sup> Quarter 2013.

The decreasing supply of office space within the York County market is a result of high demand. During 3<sup>rd</sup> Quarter 2011, the average number of leases increased by approximately 55% and the average number of sales increased by approximately 40%. During this time period, the overall average sale price per square foot was \$81.82 and the average lease rate was \$11.41 per square foot.

Higher demand and shrinking amounts of supply have positively affected the overall vacancy rate of the York County office market. The overall vacancy rate decreased during 2<sup>nd</sup> Quarter 2013. The June 2013 reported vacancy rate was 7.85%, which was the first time that vacancy has dropped below 8% since 1<sup>st</sup> Q 2011.



The chart below summarizes current market rents for Class A office space within the York market area.

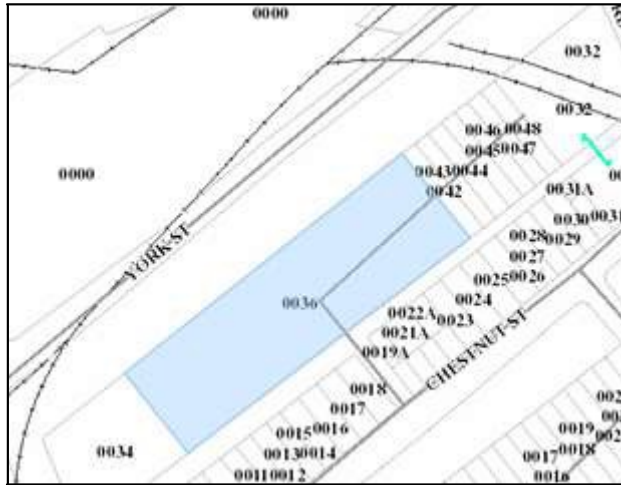
Class A Office Rent Comparables		
Location	\$/SF	Property Description
Susquehanna Commerce Center 221 W. Philadelphia Street York City	\$14.50 - \$15/SF NNN	Class A office condominiums available ranging in size from 8,037 SF to 17,452 SF, NNN.
Historic Commercial Building 18 S. George Street York City	\$6.50 - \$12/SF NNN	This is an historic commercial building with ground floor retail and office located on the upper floors. The property was renovated in 2010 and available spaces range from 160 SF to 7,000 SF.
College Academic Building 1407 Williams Road Springettsburg Township	\$15/SF NNN	Class A office space with office and classroom space available. Total available space is 15,500 square feet.
Carnegie Professional Campus 2641-2651 Carnegie Road Springettsburg Township	\$14 - \$15/SF NNN	Two 3,000 SF office suites available with private offices, conference rooms, & bullpen spaces.
Class A Office Building 220 St. Charles Way Springettsbury Township	\$16.95/SF MG	Modern development in South York reflecting Class A construction.

Based upon these rent comparables, we conclude to a blended market rent of \$13 per square foot for the subject building, which will be utilized in our stabilized pro forma analysis in the Income Capitalization Approach section later in the report.



## SITE DESCRIPTION

The subject site encompasses a total of eight (8) parcels situated along East York Street in the City of York, York County, Pennsylvania. The descriptions of the site below have been drawn from observations and conclusions reached during the inspection, speaking with representatives of ownership, and from public records.



The subject is the shaded area and the seven adjacent parcels.

**Size and Relative Conformity to Adjacent Sites:** The subject site aggregates 0.833 acres, or 36,285 square feet of land and is generally rectangular in shape. The parcels of the surrounding area are a mixture of sizes and uses.

**Frontage and Visibility:** There is frontage and visibility along East York Street. Additionally, there is visibility from North Queen Street.

**Access and Circulation:** Access is currently available from East York Street. Circulation and access appear to be adequate for various uses including the use components of the subject building described previously.

**Topography, Soils, & Drainage:** The area is generally flat. No apparent drainage problems were noted, however, it should be noted that the scope of this appraisal does not include specific tests for adequacy.

**Utilities:** Public utilities

**Site Improvements:** The aggregate rentable area of the subject building according to building plans dated March 12, 2013, prepared by LSC Design Architects and Engineers, is 46,500 square feet and a gross building area of 53,618 square feet.



**Easements and Encroachments:** Since a survey of title is not part of this report, a precise rendering of recorded easements and encroachments was not available. However, from a review of the deed, and from the physical inspection of the subject site, no easements or encroachments are apparent which would inhibit full utilization of the site.

**Nuisance Factors:** None noted

**Environmental Concerns:** None noted

**Comments and Summary:** The subject property appears to have adequate size, shape, and topography for the commercial mixed-use building developed. The area appears to have capacity and infrastructure. The report has not included any environmental audits or testing for hazardous materials. As in the case of all real estate, the ownership of the subject property is advised to have a complete understanding of the environmental issues of the subject site.

## DESCRIPTION OF IMPROVRMENTS

Elliott Weinstein, MAI, and Marion A. Oberdick inspected the exterior and interior of the subject property. The description that follows has been drawn from a review of the site, building plans dated March 12, 2013 prepared by LSC Design Architects and Engineers, information from the client, information from public records, both assessment data and recorder of deeds office of York County, photos and notes taken by appraisers.



The 32 page scope of work, as completed by Kinsley Construction, is found in the addenda to the report. The subject underwent an extensive adaptive reuse that included all new mechanicals, plumbing, some additional steel, new roofing, windows, doors and interior build-out. As a build-to-suit facility the quality of the finish and fixtures is considered to be above average.

Some of the areas are considered to be constructed for special-purpose use, such as the recording studio requiring raised flooring, walls of 15 layers of drywall and other sound proofing.

**General Description:** Four-story commercial mixed use building with approximately 46,500 square feet of rentable area and 53,618 square feet of gross building area. The subject building was originally constructed circa 1920 for light manufacturing use and underwent an adaptive reuse development.

The building contains two elevators and three stair wells. It is a masonry structure with interior steel support. Interior walls are combination of concrete block, metal framing and wood framing. The building has an EDPM roofing system. Electrical system is 800 amp, 120/208 meterstack for separation. The structure has multiple HVAC and air handling systems. The building is fully sprinklered. All mechanicals, plumbing, etc. are assumed to be sufficient for the proposed use and code compliant.

The first and second floors are primarily Class A office space with a loading dock area and secure storage area for the equipment and instruments of the Rock band Live. The third and fourth floors are for the special purpose use of a state-of-the-art professional recording studio and support to the recording operations.

The support to the recording operations include areas of business use and hotel type space for participants to have full accommodations to stay at the facility that meet the market expectations of patrons of this caliber facility. The support functions include a three bedroom 2.5 bath apartment, eight (8) hotel type suites, two (2) commercial grade kitchens, spa, lobby and bar area. An open roof-top deck is equipped with out-door kitchen and is to include a lap pool (not installed at the time of inspection).





The first two floors contain approximately 28,500 square feet of rentable building area. The first and second floor are primarily fit-out for Class A office tenancy with common areas that include lobby areas, men's and women's restrooms and various utility rooms. The first floor also contains an area that is representative of warehouse space that has one drive-in door and one loading dock.



The third floor of the building contains approximately 9,000 square feet of building area and is fit-out as follows: one three-bedroom two and a half bathroom apartment; three hotel rooms; a lounge area with full-service bar; a commercial-grade kitchen area; study room; fitness room; and full-service sauna.





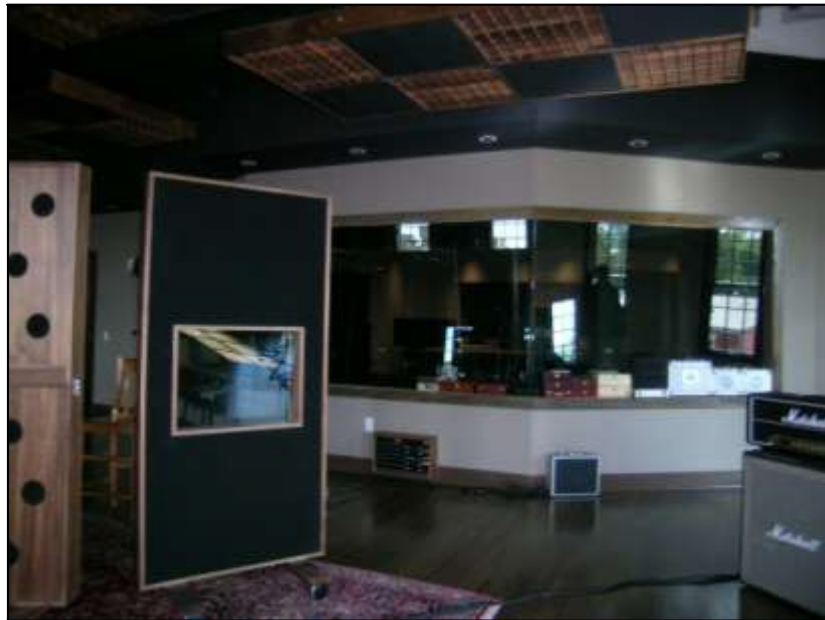
35  
Think Loud Development  
210 East York Street, City of York, York County, Pennsylvania





The fourth floor of the subject building contains approximately 9,000 square feet of building area and is fit-out as follows: five hotel rooms; common area living room; common area restrooms; beverage area; two recording studio control rooms; two ISO booths; one rehearsal room; a recording studio room; and equipment tech storage rooms.









The building also features a roof-top deck that contains approximately 1,675 square feet of improved area with wood decking, out-door kitchen and is accessed via one elevator and two stairwells.





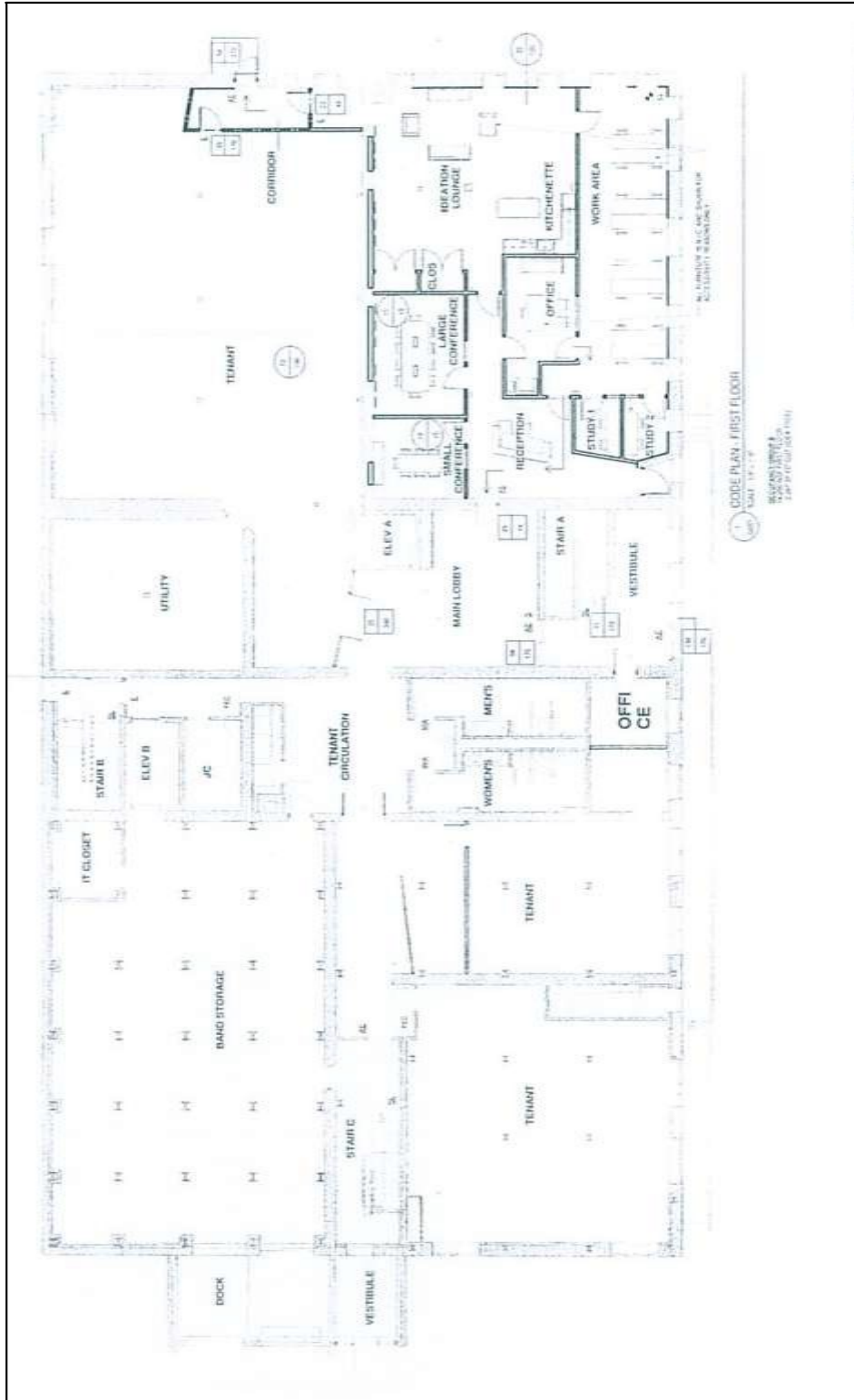
### **Summary**

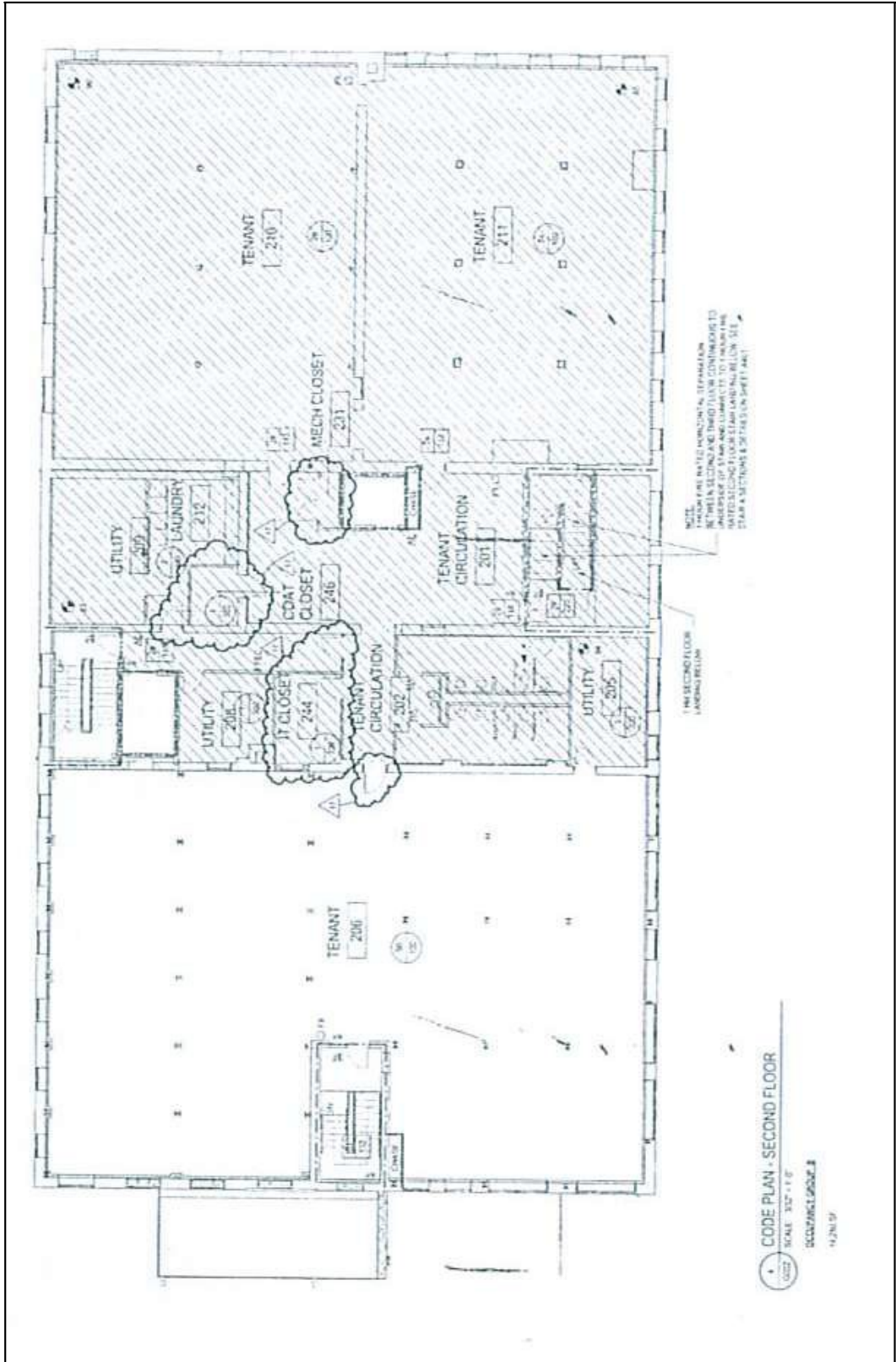
The subject, as out-lined, is being developed for a specific use, with portions being a special purpose use.

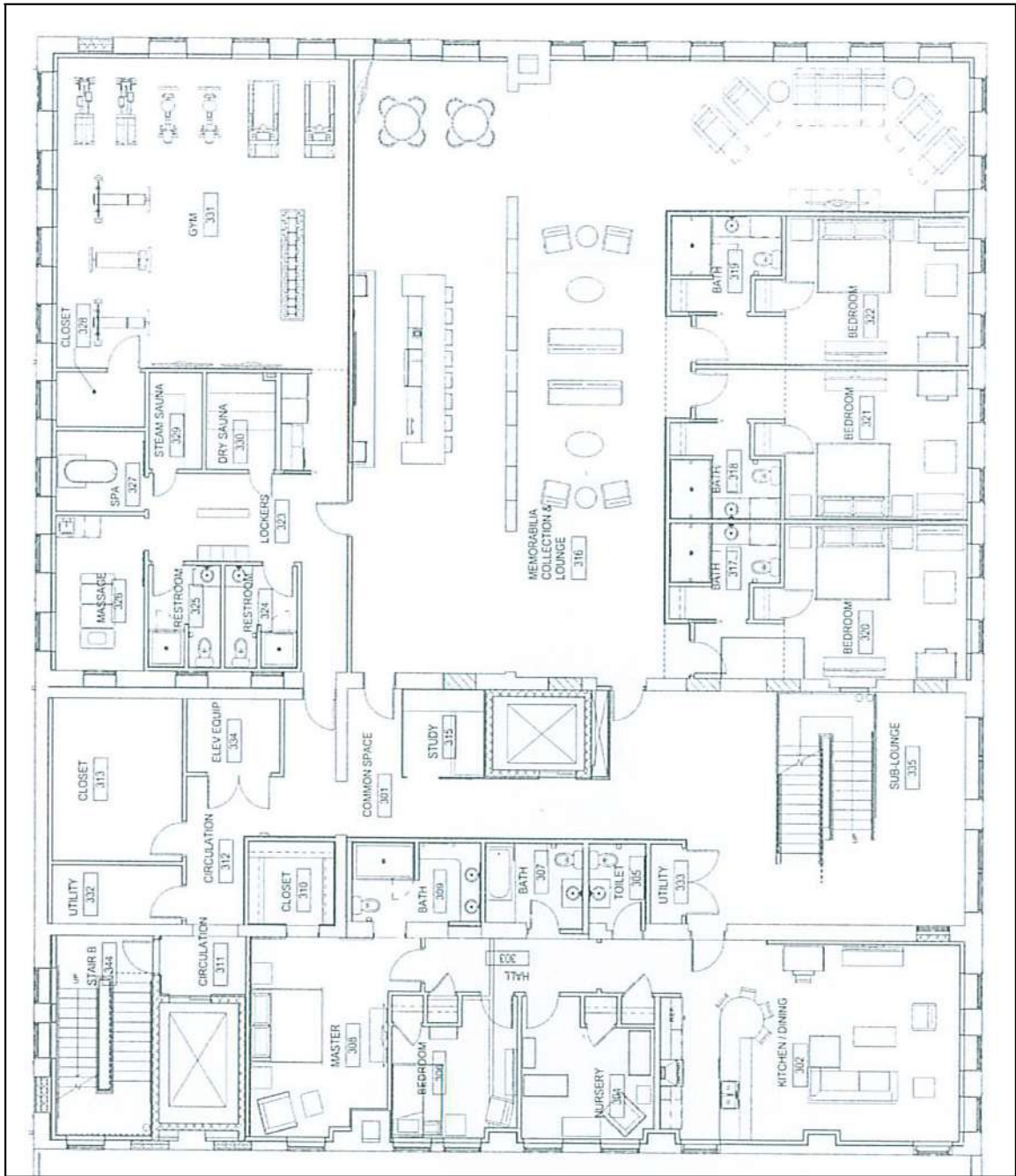
The first and second floors are primarily Class A office space with a loading dock area and secure storage area for the equipment and instruments of the Rock band Live. The third and fourth floors are for the special purpose use of a state-of-the-art professional recording studio and support to the recording operations. The support to the recording operations include areas of business use and hotel type space for participants to have full accommodations to stay at the facility that meet the market expectations of patrons of this caliber facility.

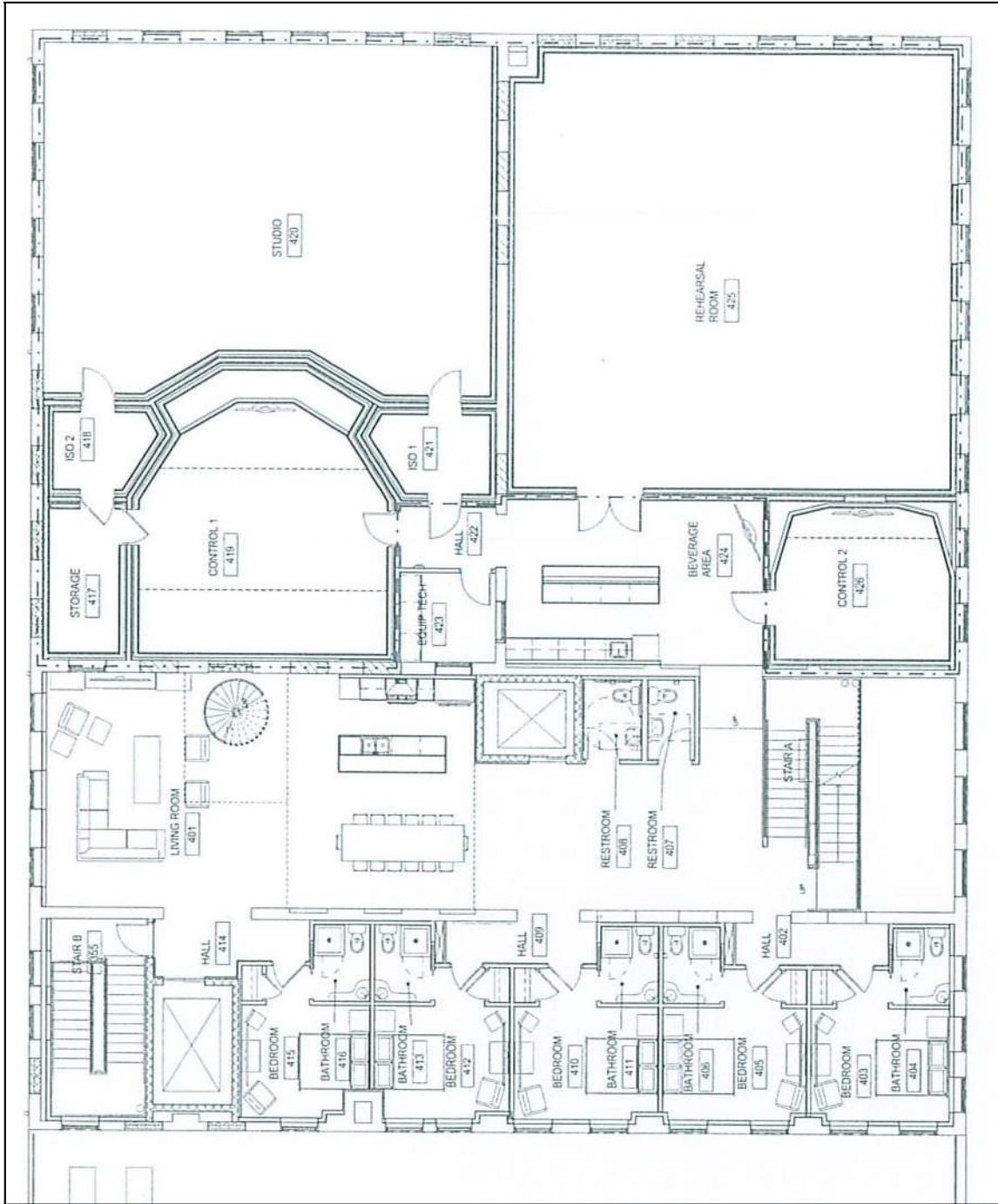
As of December 18, 2013 the subject required the office fit-out to a portion of the first and second floors. The third and fourth floors were considered completed. The cost to complete the subject to this point was provided to the appraisers as \$11,386,090. The acquisition cost of the site was \$410,500 for a total of \$11,796,590.

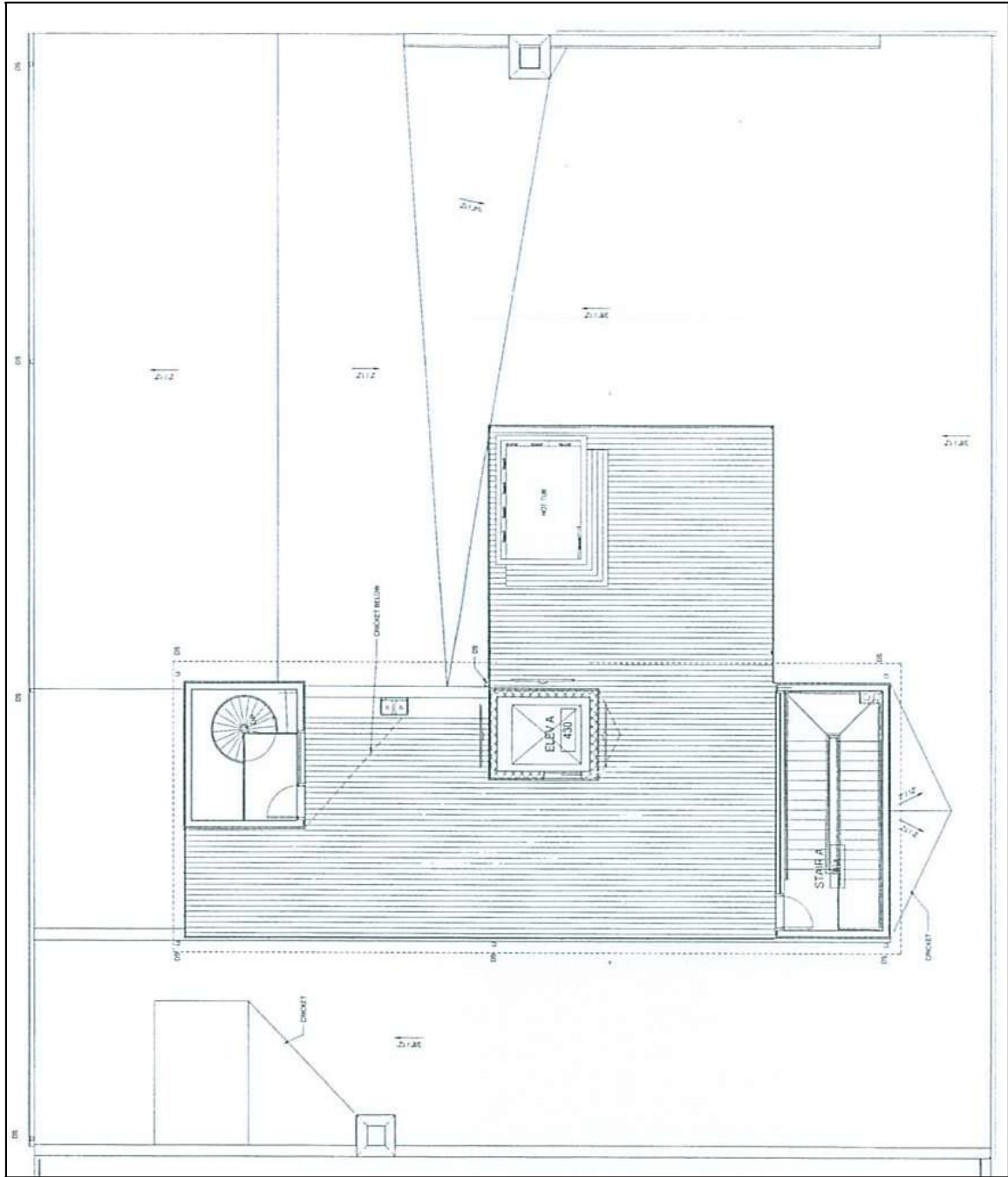
The estimate provided to complete the fit-out to the customized specifications is \$3,846,805. It is our understanding there is an FF&E cost of \$470,781 and the costs of equipment required for the professional recording studio is not known.



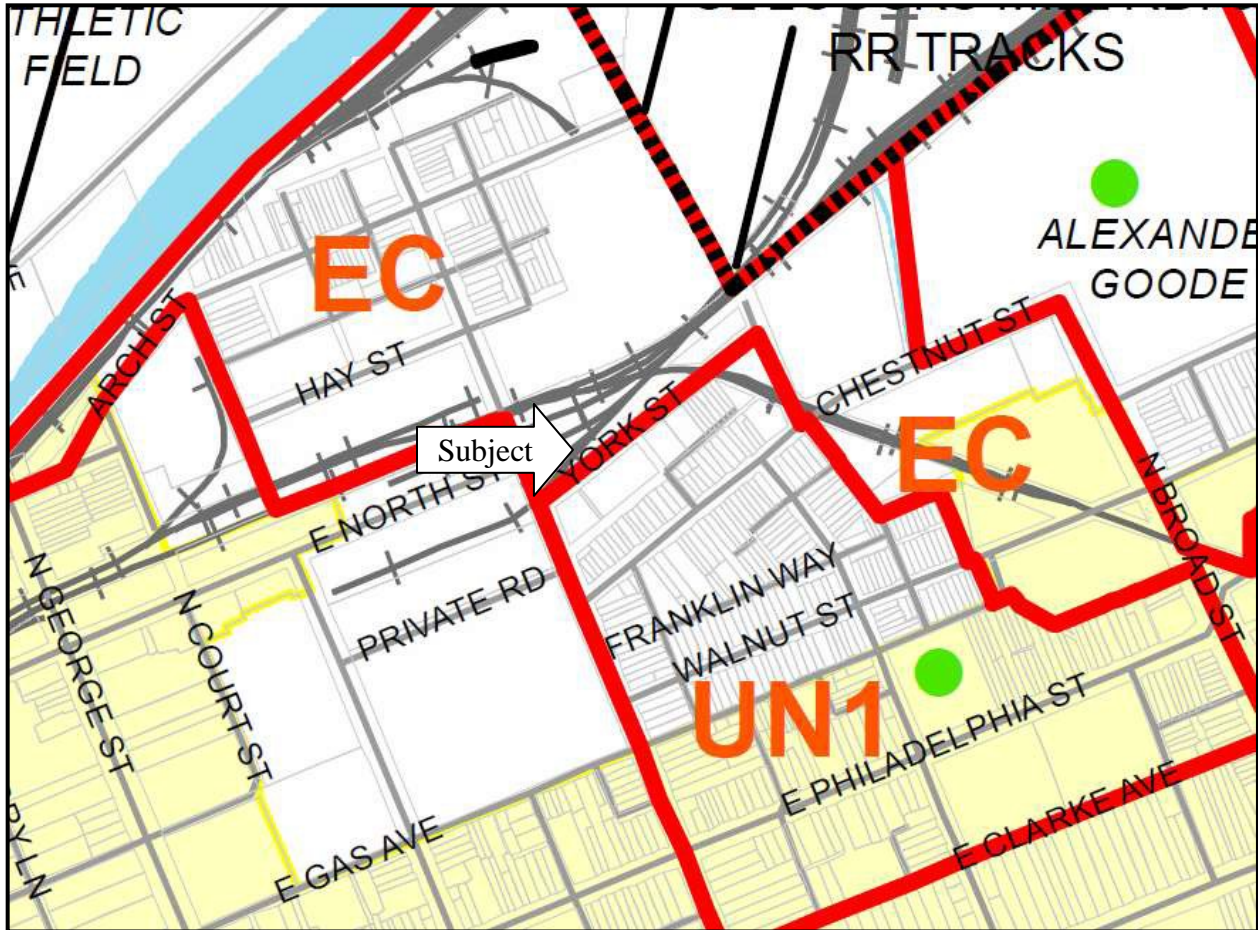








## ZONING



*City of York - Zoning Map adopted August 16, 2011*

The subject property is located in York City within an (UN-1) Urban Mixed Residential-Commercial district.

The purpose of the Urban Mixed Residential-Commercial (UN-1) District is to allow for the revitalization of diverse compact, pedestrian-oriented neighborhoods which exhibit characteristics reminiscent of traditional neighborhoods including medium to high density residential uses, combined with workplaces, public facilities, open space, and limited compatible appropriately-scaled neighborhood commercial uses with direct access to major transportation corridors and transit. The goal of this district is to allow for neighborhood revitalization that incorporates innovation of design and lot layout, opportunities for quality affordable housing for households of all income levels, efficient use of land, preservation of historic and architectural integrity and flexibility for infill development. The goals of this district promote innovation of design, greater opportunities for improved quality of life, pedestrian-oriented neighborhoods and flexibility of regulation described as follows:



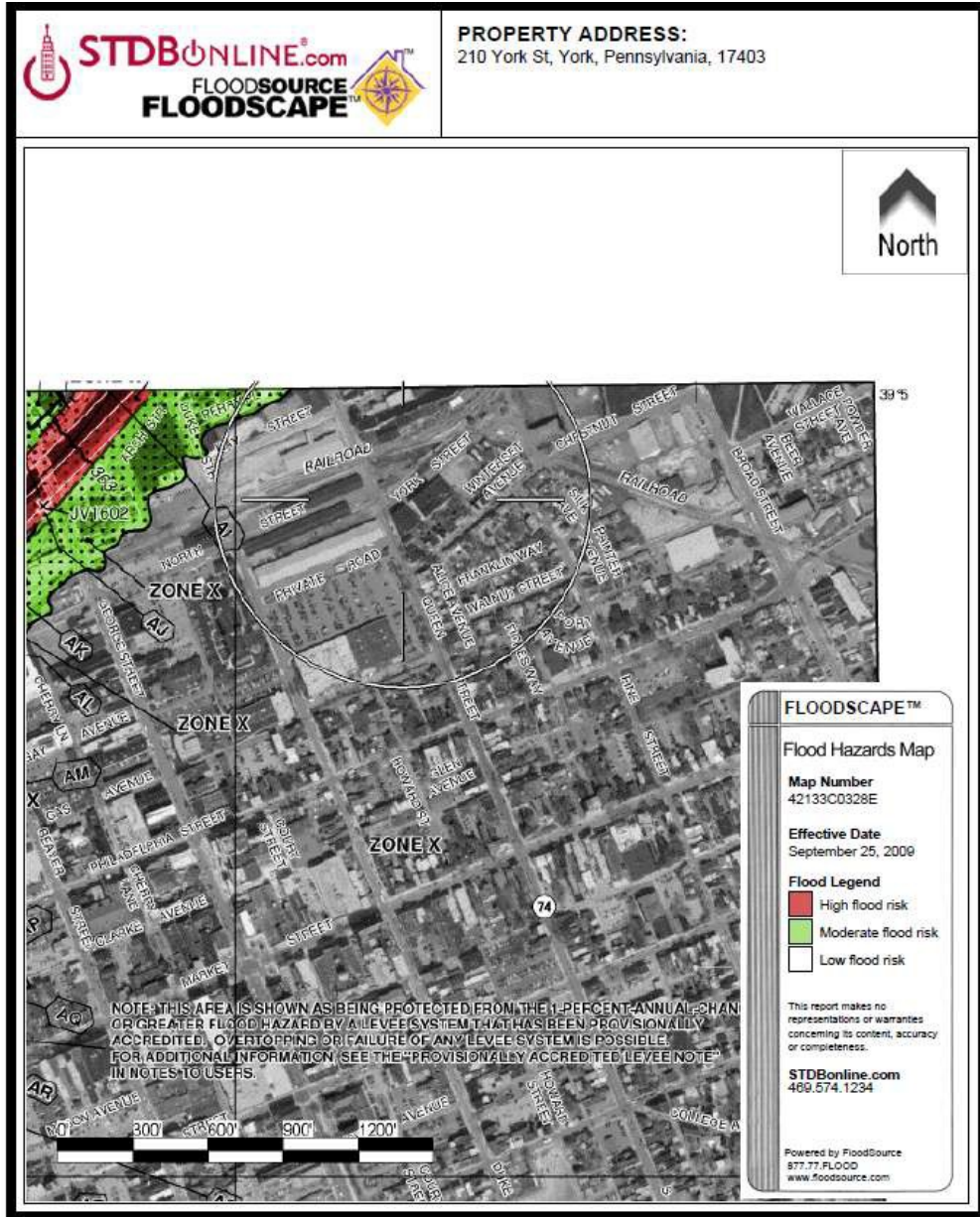
Some of the permitted uses under current zoning regulations are:

- Single-family Dwellings (Detached, Attached and Semi-Detached)
- Multi-Family Dwellings (Conversion from a different use)
- Apartment Combined with Commercial Use
- Live-Work Unit
- Group Home (Five or fewer occupants)
- House of Worship
- Neighborhood Coffee Shop
- Neighborhood Grocery Store
- Neighborhood Retail Boutique
- Neighborhood Office
- Neighborhood Public Service Office
- Neighborhood Hair Care
- Neighborhood Tailor/Dressmaker
- Neighborhood Art Studio
- Neighborhood Medical Studio
- Police & Fire Stations

The subject's current use is permitted by the current zoning regulations. See the Addenda of this report for a copy of the zoning map and the planning and zoning code.

# FLOOD MAP

According to Floodsource Floodscape Map Number 42133C0328E, effective as of September 25, 2009, the subject appears to be located within a Flood Zone X.



## REAL ESTATE TAX ANALYSIS

The subject property consists of three tax parcels identified in the Executive Summary section of this report. Currently, the total assessed value is \$549,600.

	Current Assessed Value	2013 County Millage Rate	2013 Mun. Millage Rate	2012-2013 School Millage Rate	2013 Total Millage Rate
Total	<b>\$549,600</b>	4.52	20.37	33.7361	<b>58.626</b>

#	Tax parcel	Address/ Assessment	Assessment
1	07126020036	210 E York St	\$265,100
2	07126020042	244 E York St	\$11,450
3	07126020043	246 E York St	\$16,040
4	07126020044	248 E York St	\$16,520
5	07126020045	250 E York St	\$2,850
6	07126020046	252 E York St	\$17,840
7	07126020047	254 E York St	\$14,960
8	07126020048	256 E York St	\$17,840
	Total		\$549,600

Legislation passed in 1982 empowered the Pennsylvania State Tax Equalization Board (STEB) to establish a Common Level Ratio for each county in the Commonwealth. As of July 1, 2013, York County will have a common level ratio of 89.2%. Implied value is \$616,143.

The total current assessed value is indicated as \$549,600. This does not represent the as completed renovation and support parking.

## HIGHEST AND BEST USE<sup>13</sup>

Highest and best use reflects a basic assumption about real estate market behavior; that the price a buyer will pay for a property is based on their conclusions about the most profitable use of the site or property. The determination of highest and best use must be based on careful consideration of prevailing market conditions, trends affecting market participation and change, and the existing use of the subject property. Highest and best use may be defined as "the reasonably probable and legal use of vacant land or an improved property, which is physically possible, appropriately supported, financially feasible, and results in the highest value." Because the use of land can be limited by the presence of improvements, highest and best use is determined separately for the land or site as though vacant and available to be put to its highest and best use, or for the property as improved.

The first determination reflects that land value is derived from potential land use. Land has limited value unless there is a present or anticipated use for it. The amount of value depends on the nature of the land's anticipated use according to the concept of surplus productivity. Among all reasonable, alternative uses, the use that yields the highest present land value, after payments are made for labor, capital, and coordination, is generally regarded as the highest and best use of the land as though vacant. This is the "classic" definition of a land residual analysis. For the purpose of analysis, the appraiser assumes that the parcel of land in question is vacant. Even a site with a large building on it can be made vacant by demolishing the building. The question to be answered is: If the land were vacant, what new improvement(s) should be constructed on the site?

*The highest and best use of a property as improved* refers to the optimal use that could be made of the property including all existing structures. The implication is that the existing improvement should be renovated or retained so long as it continues to contribute to the total market value of the property, or until the return from a new improvement would more than offset the cost of demolishing the existing building and constructing a new one.

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<sup>13</sup> Appraisal Institute, *The Appraisal of Real Estate*, 14th Edition, Illinois, 2013.

*The determination of the highest and best use of land as though vacant* is useful for land or site valuation. Determining the highest and best use of an improved property provides a decision regarding continued use or demolition of the property. (The reader should note that demolition is indicated when the land as though vacant has more value than the parcel as presently improved). The relationship between the supply of, and demand for, land adaptable to a particular use is significant in determining highest and best use. A site or improved property may be placed under an interim use until demand is sufficient to support its highest and best use. If a more profitable use must be delayed due to insufficient present demand, the interim use will continue until the value of the land as though vacant, minus the cost of demolishing the existing improvements, exceeds the total value of the improved property at its current use. When properties are devoted to temporary, interim uses, the concept of consistent use must be addressed. Consistent use is the concept that land cannot be valued on the basis of one use while the improvements are valued on the basis of another. Improvements that don't represent the land's highest and best use but which have substantial remaining physical life may have an interim use of temporary value, or they may have no value at all.

The highest and best use analysis requires the employment of various categories of use-oriented decisions. To conclude that a given use is the highest and best use, the use must meet four criteria. The highest and best use must be: Legally Permissible, Physically Possible, Financially Feasible, and Maximally Profitable. In sequential order, usually from the most general to the most specific, each criterion is considered in turn, thereby eliminating at each level, proposed uses that do not qualify. This process stimulates the thought process of the rational of an informed decision maker and helps the appraiser identify the most likely users and buyers for the subject property.

## Highest and Best Use As Though Vacant and Available for Development

Highest and best use of land or a site as though vacant is defined as the use of a property based on the assumption that a parcel of land is vacant or can be made vacant through demolition of any improvements.<sup>14</sup> Land value as though vacant; is a fundamental concept of valuation theory and the basis for the Cost Approach.

The four factors of highest and best use are as follows: whether the use is legally permissible, physically possible, financially feasible, or maximally profitable are to be developed for the property as though it were vacant and available for development.

The subject site aggregates 0.8330 acres, located along East York Street. The property is currently in the UN-1, Urban Mixed Residential Commercial District within the City of York.

**Legally Permissible:** The legally permitted uses in the Urban Mixed Residential Commercial district include mostly residential and neighborhood commercial uses. The subject site can accommodate most of these permitted uses.

**Physically Possible:** A detailed description of the subject site is included in the site description section of the report. The site is generally level and has public utilities.

**Financially Feasible:** The subject is in a good regional location with respect to major markets and regional routes. The new Santander Stadium, located within close proximity to the subject, is a positive factor. The City of York is in a process of re-development, albeit slowly. The City utilizes programs such as KOZ, Lerta and ReTAP to enhance financial feasibility indicating that this type of subsidy is necessary. Much of the development and re-development utilizes tax credits to enhance financial feasibility.

**Maximally Productive:** Considering all four (4) aspects of highest and best use it would appear that the highest and best use, as if vacant and available for development, for the subject property would most likely be mixed-use development as the market dictates.

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<sup>14</sup> Appraisal Institute, *The Appraisal of Real Estate*, 14<sup>th</sup> Edition, Illinois, 2013.

## Highest and Best Use as Improved

The highest and best use as improved is defined as the use that should be made of a property as it exists.<sup>15</sup> There are two reasons to analyze the highest and best use of a property as improved. The first is to identify the property use(s) that can be expected to produce the highest overall return for each dollar of capital invested. The second reason is to help identify comparable properties for the appraisal.

The four factors of highest and best use are as follows: whether the use is legally permissible, physically possible, financially feasible, or maximally profitable are to be developed for the property as improved.

The subject property is 0.8330 acres within an Urban Mixed Residential Commercial district and improved with a four-story mixed use building containing 46,500 square feet of rentable building area and 53,618 square feet of gross building area. The redevelopment of the subject is for a specific use, with portions being a special purpose use.

As in the previous analysis the same four factors must be analyzed.

**Legally Permissible:** The legally permitted uses in the Urban Mixed Residential Commercial district include mostly residential and neighborhood commercial uses. The current use is a permitted use.

**Physically Possible:** The redevelopment of the subject is for a specific use, with portions being a special purpose use.

The first and second floors are primarily Class A office space. The third and fourth floors are for the special purpose use of a state-of-the-art professional recording studio and support to the recording operations. The support to the recording operations include areas of business use and hotel type space for participants to have full accommodations to stay at the facility that meet the market expectations of patrons of this caliber facility.

The improvements represent newly renovated commercial mixed-use building. It is physically possible for the current use to continue. It is not considered likely for a subsequent user to require the same utility of the property.

It is considered feasible for the subject to be utilized for office/business use and/or business headquarters as a subsequent use. Some physical modification would be required. It is conducive to multi-tenancy.

**Financially Feasible:** The redevelopment of the subject is for a specific use, with portions being a special purpose use. (A special-purpose property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.)

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<sup>15</sup> Appraisal Institute, *The Appraisal of Real Estate*, 14<sup>th</sup> Edition, Illinois, 2013.

As a build-to-suit facility the owner is considered a first-generation user. Subsequent occupants would be considered second-generation users. A build-to-suit facility has an inherent level of value in use as the facility was specifically designed for specific needs. Value in use is defined as the value of a property assuming a specific use, which may or may not be the property's highest and best use. As specifically improved, but to the market, the subject does not appear to meet the test of financial feasibility.

**Maximally Profitable:** The highest and best use is usually a long-term consideration, expected to remain on the site for the normal life of the improvements. It represents that use which results in the highest value.

Considering all four (4) aspects of highest and best use it would appear that the highest and best use of the subject, as specifically improved, is the specific use intended by ownership to support multiple holdings and activities of Think Loud Holdings, LLC which includes the headquarters of the Rock band Live and a state-of the-art professional recording studio. This represents use value.

Market value by definition represents the market's reaction to the subject property. One of the assumptions used to estimate market value is that a building is vacant and available for occupancy by a market participant, whereas use value is predicated on the continuing use of the property by the existing occupant.

Highest and Best Use, as specifically improved, to the market, is considered to likely be office use or a business headquarters. It is unlikely a subsequent market user would have the same specific needs as Think Loud Development and/or the Rock band Live.



## THE APPROACHES TO VALUE

In estimating the market value of a given property, it is normal appraisal practice to assemble as much relevant data from the marketplace as possible. This data is then applied in the three recognized approaches to value: the Income Capitalization Approach, the Cost Approach, and the Sales Comparison Approach.

The Income Capitalization Approach analysis is concerned with the present worth of anticipated future benefits derived from the ownership of the subject property, expressed in terms of rental income that the ownership of a property might be expected to produce. The anticipated stabilized net operating income available from the ownership of a property is then converted into a value estimate by means of the application of an appropriate rate derived from market observations.

In the Cost Approach, comparing the subject site with other similar sites that have been sold first derives an estimate of the site's value. The subject site is valued in accordance with the conclusions reached in the Highest and Best Use - As Though Vacant section of this report. Based on the physical description presented in this report, the subject's replacement cost new is estimated based on comparative costs derived from the market or from cost services such as Marshall Valuation Service. Accrued depreciation from all observed sources is then subtracted from replacement cost new to yield depreciated replacement cost. An appropriate level of entrepreneurial profit is added to this and added to the indicated land value to yield an estimate of value based on the Cost Approach.

The Sales Comparison Approach uses the sales of similar properties as the basis of an indication of value for the subject property. This comparison may be made on a square foot, cubic foot, front foot, or any other basis that is recognized in the marketplace and provides an adequate unit of measure of indicated market value. The Sales Comparison Approach is essential to almost every appraisal of real property. This approach best mirrors the actions of buyers in the marketplace for similar-type properties.

After arriving at an indication of value from the valuation approach used in this appraisal, the results are correlated into a single conclusion of value based on the approach or approaches which have the highest quality and/or quantity of data available and the one(s) in which the appraiser has the greatest confidence. All pertinent data and facts that were used in the appraisal process have been analyzed on the following pages of this report.

The Income Approach was used in the valuation of this report. The Cost Approach was not considered applicable. Sufficient sales in the City of York were not located considered comparable to the subject property to develop a credible Sales Comparison Approach.

## THE INCOME CAPITALIZATION APPROACH

The Income Capitalization Approach allows an analysis of the typical investor-buyer, analyzing the property's income potential and future marketability. The present value of cash flows and future sale proceeds is quantified based on the timing, duration, stability and risk of these components of investment return. The investor trades present dollars for the right to receive future dollars in anticipation of making a profit. This is the Principle of Anticipation that is fundamental to the Income Capitalization Approach.<sup>16</sup>

The process of capitalization converts this income stream into a single value indication. This process involves applying a capitalization rate deemed appropriate for the subject's indicated risk and return profile to the subject's net operating income (NOI).

There are several methods to develop a value based on capitalization rates. Two of the most common include direct capitalization and yield capitalization. Direct capitalization requires market-derived capitalization rates from similar properties and transactions and then applies them to the subject property's stabilized net operating income without explicit attention to "return on", and "return of" capital. Yield capitalization is more complex and requires interpreting expectations and attitudes into formulas designed to convert several years' net income into a present value estimate.

### **Direct Capitalization Analysis**

The discussion that follows is an analysis of the subject property on a direct capitalization basis. It is assumed that the rent and expenses will be stabilized at current, market based levels. The net operating income resulting from the subtraction of operating expenses from effective gross income (income after vacancy allowance) is capitalized at a rate appropriate for the type of property, risk of investment, and current market conditions.

### **Yield Capitalization Analysis**

Yield capitalization, also referred to as **Discounted Cash Flow Analysis**, is more complex and requires interpreting expectations and attitudes into formulas designed to convert several years of net income into a present value estimate. A discounted cash flow analysis has not been developed for the subject property.

The Income Approach was developed with a Direct Capitalization Analysis. The income able to be generated (now or in the future) by an apartment facility is typically the most important feature to a potential purchaser or owner.

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<sup>16</sup> Appraisal Institute, *The Dictionary of Real Estate Appraisal, Fifth Edition*, Illinois, 2010.

## Current

Information from representatives of the ownership group was provided and presented. The chart below summarizes the rent roll based on existing leases in place. As noted, four of the five subject leases in place are amongst interrelated parties.

Subject Rent Roll (Non - Arm's Length)						
	Tenant	SF	Use	Commencement	Expiration	\$ / SF
1	Think Loud Touring, LLC	3,553	Storage	11/1/2013	10/31/2023	\$13.85
2	Think Loud Development, LLC	7,833	Office	11/1/2013	10/13/2023	\$18.00
3	Idea Tree, LLC	3,612	Office	12/1/2013	11/30/2018	\$18.00
4	United Fiber & Data, LLC	14,679	Office	11/1/2013	10/31/2023	\$20.71
5	Think Loud Music, LLC	9,185	Recording Studio	11/1/2013	10/31/2023	\$13.85
	Vacant Space	7,638				
	<b>Total / Average</b>	<b>46,500</b>				<b>\$16.88</b>

## Direct Capitalization Analysis

The Direct Capitalization method utilizes a stabilized projection of income and expenses.

## Potential Rental Income

Potential Gross Income (PGI) is the sum of all achievable funds possible on an annual basis. The proposed gross potential income for the rental units is **\$604,500**. (46,500 SF X \$13)

## Vacancy and Collection Losses

There must be a subtraction from potential gross income to account for income lost due to periods when the property is not fully leased or when a tenant is unable to pay their rent in a timely manner. We have utilized a combined vacancy and collection loss of 10% for the subject.

## Effective Gross Income

Effective gross income results from the subtraction of vacancy and collection losses from all sources of potential gross income, **\$544,050**.

## Operating Expenses

Our stabilized pro forma analysis assumes a triple net lease structure in which the tenant(s) is responsible for all building operating expenses with the exception of management and leasing as well as replacement reserves.

## Management Fees & Leasing Commissions

The range for a combined management fee and leasing commission is 5% to 10%. We have utilized 8% in our projection of expenses for the subject property.

### Replacement Reserves

Replacement reserves for the subject building are projected at \$0.25 per square foot, or \$11,625.

Total Operating Expenses are \$55,149.

### **Net Operating Income**

The net operating income of the subject property is the subtraction of the total operating expenses from effective gross income. Net operating income is **\$488,901**.

### **Capitalization Rate Development**

There is a lack of market information to evaluate for the subject property. We have studied current and historical capitalization rates from published sources and local lending to determine an appropriate capitalization rate.

<b>REALTY RATES 4th Q 2013</b>			
<b>INVESTOR SURVEY - SURVEYED CAPITALIZATION RATES</b>			
	<b>Minimum</b>	<b>Maximum</b>	<b>Average</b>
Office - Central Business District	5.99%	13.60%	10.27%
Office - Suburban	4.86%	12.20%	9.25%
<b>Office - All Types</b>	<b>4.86%</b>	<b>13.60%</b>	<b>9.98%</b>

<b>REALTY RATES 4th Q 2013 INVESTOR SURVEY</b>	
<b>PERMANENT FINANCING &amp; EQUITY DIVIDEND RATES</b>	
Average Loan To Value Ratio	73.0%
Average Interest Rate	5.51%
Amortization (Years)	30
Mortgage Constant	0.0679
Average Equity Ratio	27.0%
Average Equity Divident Rate - Office All Types	12.94%
<b>WEIGHTED AVERAGE OF MORTGAGE &amp; EQUITY REQUIREMENTS</b>	
Mortgage Requirement	73.0% x 6.79% = 4.96%
Equity Requirement - Office All Types	27.0% x 12.94% = 3.49%
<b>Indicated Capitalization Rate</b>	<b>8.45%</b>

### Capitalization of Net Operating Income

Applying the indicated overall capitalization rate of 9.75% to the stabilized net operating income of \$488,901 yields an indicated prospective market value as of March 31, 2014, the estimated date of completion, of \$5,014,369, rounded to \$5,000,000. The following table summarizes the capitalization of the stabilized net operating income.

<b>Think Loud Pro Forma Analysis (Stabilized)</b>	
	<b>Pro Forma</b>
Potential Gross Income (46,500 SF @ \$13/SF)	\$604,500
Vacancy & Collection Loss (10.0%)	-\$60,450
<b>Effective Gross Income</b>	<b>\$544,050</b>
Non-Reimbursable Expenses	
Management and Leasing (8.0%)	\$43,524
Replacement Reserves (\$0.25/SF)	\$11,625
<b>Total Expenses</b>	<b>\$55,149</b>
<b>NOI</b>	<b>\$488,901</b>
<b>Capitalization Rate</b>	<b>9.75%</b>
<b>Indicated Value</b>	<b>\$5,014,369</b>
<b>Concluded Market Value (Rounded)</b>	<b>\$5,000,000</b>

### Conclusion to the Income Approach

The direct capitalization analysis was utilized to arrive at the indicated prospective market value for the subject property.

**Based on this analysis of the subject property by the Income Capitalization Approach, the indicated prospective market value of the fee simple interest of the subject property as of the prospective date of March 31, 2014 is:**

**\$5,000,000**

**Five Million Dollars**

- Value opinion assumes the property is environmentally clean.
- Assumes construction to be completed as outlined in construction specifications by March 31, 2014.
- A hypothetical condition is applied that the support parking is completed as of the prospective date of March 31, 2014.
- The value conclusion is not adjusted for demolition costs of row homes.
- Value opinion does not include furniture, fixtures, equipment or personal property.

*Should the assumptions or hypothetical conditions be found to be inaccurate the results of this report are not considered valid and require further evaluation.*

## COST APPROACH

To develop the value of the subject property by the Cost Approach, the value of the land, as if vacant and available for development to its highest and best use, must first be addressed. Then, the depreciated replacement cost of the subject improvements, including developer's profit and entrepreneurial incentive, must be estimated. The summation of land value and depreciated replacement cost would then be the indicated market value by the Cost Approach.

In order to value the subject property's market value, sales of land must first be found to represent the value of the subject's site. After a value for the land is found, the depreciated replacement improvement cost would be calculated. Combining the land value and the depreciated replacement cost of the improvements yields the value by the Cost Approach.

There are not sufficient sales of in-fill sites and adaptive re-use to mixed use within the City of York for a credible Sales Comparison conclusion of the subject. For the purpose of use value the acquisition cost is utilized.

The redevelopment of the subject is for a specific use, with portions being a special purpose use. (A special-purpose property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.)

As a build-to-suit facility the purchaser is considered a first-generation user. A build-to-suit facility has an inherent level of value in use as the facility was specifically designed for specific needs. Value in use is defined as the value of a property assuming a specific use, which may or may not be the property's highest and best use on the effective date of the appraisal.<sup>17</sup>

As the subject is specifically designed for a specific use the Cost Approach is developed for the use value of the subject. The 32 page Scope of Work outlined by Kinsley Construction is found in the addenda to the report.

As of the inspection date of December 18, 2013, the subject required the office fit-out to a portion of the first and second floors. The third and fourth floors were considered completed. The cost estimate, to complete the subject to this point was provided to the appraisers as \$11,386,090. The acquisition cost of the site was \$410,500 for a total of \$11,796,590. This is rounded to \$11,800,000.

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<sup>17</sup> USPAP 2013-2014 Edition, Definitions; also quoted in Appraisal Institute, *The Dictionary of Real Estate Appraisal*, Fifth Edition, Illinois, 2010.

The cost to complete the fit-out of the remainder of the first and second floors specific to ownership was provided by Kinsley Construction as \$3,846,805. This is considered the cost to cure.

The estimated total, including acquisition, for completion is \$15,643,395. This is rounded to **\$15,650,000** ( $\$11,800,000 + \$3,846,805 = \$15,643,395$ ).

It is our understanding there is an FF&E cost of \$470,781 and the cost of equipment required for the professional recording studio is not known.

### **Conclusion to the Cost Approach.**

**Based on this analysis of the subject property by the Cost Approach, the indicated prospective use value of the fee simple interest of the subject property as of the prospective date of completion, estimated to be March 31, 2014, is:**

**\$15,650,000**

**Fifteen Million Six Hundred Fifty Thousand Dollars**

- Value opinion assumes the property is environmentally clean.
- Assumes construction to be completed as outlined in construction specifications by March 31, 2014.
- A hypothetical condition is applied that the support parking is completed as of the prospective date of March 31, 2014.
- The value conclusion is not adjusted for demolition costs of row homes.
- Value opinion does not include furniture, fixtures, equipment or personal property.

*Should the assumptions or hypothetical conditions be found to be inaccurate the results of this report are not considered valid and require further evaluation.*

## SALES COMPARISON APPROACH

The Sales Comparison Approach is a method of estimating market value where the subject property is compared to similar properties that have been sold. This approach is based on the Principle of Substitution, which states that if several competing commodities, goods, or services are available then the one with the lowest price will attract the greatest demand and receive the widest distribution. When applied to real estate, this comparison focuses on those elements of comparison that cause prices to vary.

The Sales Comparison Approach is considered important to most appraisal problems since it indicates the price paid for similar properties by typically knowledgeable buyers in the open market. It is applicable to the appraisal of all properties for which there are a sufficient number of comparable sales. This approach is most reliable when the property type under analysis is bought and sold regularly.

Applying this approach is a systematic procedure where similar sales are researched and analyzed through the most relevant elements of comparison. Adjustments are made for differences in the sales that reflect market reaction.

This approach to value may be very helpful when a sufficient number of sales of comparable properties have occurred in the area. This approach relies on the theories of supply and demand, substitution, balance, and externalities. The definitions are from the Appraisal Institute, *The Appraisal of Real Estate, Thirteenth Edition*.

There are not sufficient sales of Class A office properties in York to develop a Sales Comparison Approach. The limited activity includes the Susquehanna Commerce Center, 221 West Philadelphia Street in the City of York and 3501 Concord Road in Springettsbury Township.

The Susquehanna Commerce Center was built in 2003 and is Class A office building of condominiums with a parking garage.





There have been some transfers of condominium suites within the property. At 221 West Philadelphia Street three (3) units transferred October 2013.

Unit	Sale Price	Size/SF	\$/SF
Unit 2WBa	\$1,536,014	12,423	\$123.64
Unit 1Wbb	\$106,000	1,211	\$87.53
Unit 3WBB	\$350,000	3,828	\$91.43

In the County, 3501 Concord Road transferred December 2012. The building is approximately 101,698 square feet on 5.88 acres and transferred at \$10,850,000 or \$107 per square foot. Included in the square footage is 14,000 square feet below grade.



This activity provides a test of reasonableness to Class A office space in the York area but is not considered sufficient to conclude a Sales Comparison Approach.

## RECONCILIATION AND CORRELATION

The accuracy of an appraisal depends on the appraiser’s knowledge, experience and judgment. Equally important, are the quantity and quality of the available data that will be reconciled in the final value conclusion. We used the best data that was available to us to estimate value.

A judgment is made as to the validity and reliability of each of the value indications arrived from the three approaches to value. These indications are never merely averaged. To do so is substituting arithmetic for judgment. Rather, the appraiser reconciles the value indications, analyzing the alternatives and selecting from among them the indication of value that will be most defensible and truly representative of the property being appraised.

The following chart summarizes the indicated opinions of value:

<b>Value Indications as of Prospective Date of March 31, 2014</b>	
Indicated Prospective Market Value by the Cost Approach	N/A
Indicated Prospective Market Value by the Income Capitalization Approach	\$5,000,000
Indicated Prospective Market Value by the Sales Comparison Approach	N/A
Reconciled Prospective Market Value	<b>\$5,000,000</b>

<b>Value Indications as of Prospective Date of March 31, 2014</b>	
Indicated Prospective Use Value by the Cost Approach	\$15,650,000
Indicated Prospective Use Value by the Income Capitalization Approach	N/A
Indicated Prospective Use Value by the Sales Comparison Approach	N/A
Reconciled Prospective Use Value	<b>\$15,650,000</b>

- Value opinion assumes the property is environmentally clean.
- Assumes construction to be completed as outlined in construction specifications by March 31, 2014.
- A hypothetical condition is applied that the support parking is completed as of the prospective date of March 31, 2014.
- The value conclusion is not adjusted for demolition costs of row homes.
- Value opinion does not include furniture, fixtures, equipment or personal property.

***Should the assumptions or hypothetical conditions be found to be inaccurate the results of this report are not considered valid and require further evaluation.***



The purpose of this report is to establish the contribution of ownership to the redevelopment of the subject property as of March 31, 2014, the estimated date of completion, for the purpose of a grant application. The redevelopment is being done by Think Loud Development to support multiple holdings and activities of Think Loud Holdings, LLC, one of which is the headquarters of the rock band Live.

Highest and Best Use of the subject property, as specifically improved, is the specific use intended by ownership to support multiple holdings and activities of Think Loud Holdings, LLC which includes the headquarters of the rock band Live and a state-of-the-art professional recording studio. This represents use value.

Highest and Best Use, as improved to the market, is considered to likely be office use or a business headquarters. It is unlikely a subsequent market user would have the same specific needs as Think Loud Development and/or the rock band Live.

The redevelopment of the subject is for a specific use, with portions being a special purpose use. A build-to-suit facility has an inherent level of value in use as the facility was specifically designed for specific needs. Value in use is defined as the value of a property assuming a specific use, which may or may not be the property's highest and best use on the effective date of the appraisal. A special-purpose property is considered to have a unique physical design, special construction materials, or a layout that particularly adapts its utility to the use for which it was built.

Market value by definition represents the market's reaction to the subject property. One of the assumptions used to estimate market value is that a building is vacant and available for occupancy by a market participant, whereas use value is predicated on the continuing use of the property by the existing occupant.

In the location of York County Pennsylvania it is not likely for a subsequent user to have the same specific needs as Think Loud Development and/or the rock band Live. The most probable use of the subject by a subsequent user is considered to be office use and/or a business headquarters.

The three approaches, Sales Comparison, Income Capitalization, and Cost were considered for this report. The Income Approach and Cost Approach were considered applicable and developed. The Income Approach is considered to best suit an analysis of market value. As a first generation build-to-suit property with portions considered special-purpose, the Cost Approach is developed for use value. Again, as a first generation build-to-suit property with portions considered as special-purpose, there is not a sales history of similar properties to develop a Sales Comparison Approach.

**CERTIFICATION**

Elliott W. Weinstein, MAI and Marion A. Oberdick, certify that, to the best of our knowledge and belief, except as otherwise noted in this report:

The statements of fact contained in this report are true and correct.

The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are our personal, impartial, and unbiased professional analyses, opinions and conclusions.

We have no present or prospective interest in the property that is the subject of this report, and no personal interest with respect to the parties involved.

We have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.

Our engagement in this assignment was not contingent upon developing or reporting predetermined results.

Our compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.

Our analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Uniform Standards of Professional Appraisal Practice.

We have made a personal inspection of the property that is the subject of this report. Meghan

Barr provided significant professional assistance to the person(s) signing this report.

We certify that, to the best of our knowledge and belief, the reported analyses, opinions and conclusions were developed, and this report has been prepared, in conformity with the requirements of the Code of Professional Ethics and the Standards of Professional Appraisal Practice of the Appraisal Institute.

We certify that the use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.

As of the date of this report, Elliott W. Weinstein, MAI and Marion A. Oberdick have completed the requirements of the continuing education program of the Appraisal Institute.

We have performed no services, as an appraiser or in any other capacity; regarding the property that is the subject of this report within the three-year period immediately preceding acceptance of this assignment.

  
Elliott W. Weinstein, MAI, MRICS  
PA Certified General  
Real Estate Appraiser  
#GA-000063-L

  
Marion A. Oberdick  
PA Certified General  
Real Estate Appraiser  
#GA-003782



## STATEMENTS OF ASSUMPTIONS AND LIMITING CONDITIONS

**“Appraisal” means the appraisal report and opinion of value stated therein, or the letter opinion of value, to which these Assumptions and Limiting Conditions are annexed.**

**“Property” means the subject of the Appraisal.**

**“WRA” means Weinstein Realty Advisors or its subsidiary which issued the Appraisal.**

**“Appraiser(s) means the employee(s) of Weinstein Realty Advisors who prepared and signed the Appraisal.**

The Appraisal has been made subject to the following assumptions and limiting conditions:

No opinion is intended to be expressed and no responsibility is assumed for the legal description or for any matters which are legal in nature or require legal expertise or specialized knowledge beyond that of a real estate appraiser. Title to the Property is assumed to be good and marketable and the Property is assumed to be free and clear of all liens unless otherwise stated. No survey of the Property was undertaken.

The information contained in the Appraisal or upon which the Appraisal is based has been gathered from sources the Appraiser assumes to be reliable and accurate. Some of such information may have been provided by the owner of the Property. Neither the Appraiser nor Weinstein Realty Advisors shall be responsible for the accuracy or completeness of such information, including the correctness of estimates, opinions, dimensions, sketches, exhibits and factual matters.

The opinion of value is only as of the date stated in the Appraisal. Changes since that date in external and market factors or in the Property itself can significantly affect property value.

The Appraisal is to be used in whole and not in part. No part of the Appraisal shall be used in conjunction with any other appraisal. Publication of the Appraisal or any portion thereof without the prior written consent of Weinstein Realty Advisors is prohibited. Except as may be otherwise stated in the letter of engagement, the Appraisal may not be used by any person other than the party to whom it is addressed or for purposes other than that for which it was prepared. No part of the Appraisal shall be conveyed to the public through advertising, or used in any sales or promotional material without Weinstein Realty Advisors’ prior written consent. Reference to the Appraisal Institute is prohibited.

Except as may be otherwise stated in the letter of engagement, the Appraiser shall not be required to give testimony in any court or administrative proceeding relating to the Property or the Appraisal.

The Appraisal assumes (a) responsible ownership and competent management of the Property; (b) there are no hidden or unapparent conditions of the Property, subsoil or structures that render the Property more or less valuable (no responsibility is assumed for such conditions or for arranging engineering studies that may be required to discover them); (c) full compliance with all applicable federal, state and local zoning and environmental regulations and laws, unless noncompliance is stated, defined and considered in the Appraisal; (d) unless otherwise noted in the body of this

report, this appraisal assumes that the subject property does not fall within the areas where mandatory flood insurance is effective; and (e) all required licenses, certificates of occupancy and other governmental consents have been or can be obtained and renewed for any use on which the value estimate contained in the Appraisal is based.

It is assumed that there are no structural defects hidden by floor or wall coverings or any other hidden or unapparent conditions of the property; that all mechanical equipment and appliances are in good working condition; and that all electrical components and the roofing are in good condition.

If the client has any questions regarding these items, it is the client's responsibility to order the appropriate inspections. The appraiser does not have the skill or expertise needed to make such inspections. The appraiser assumes no responsibility for these items.

The forecasted potential gross income referred to in the Appraisal may be based on lease summaries provided by the owner or third parties. The Appraiser has reviewed lease documents and assumes no responsibility for the authenticity or completeness of lease information provided by others. Weinstein Realty Advisors recommends that legal advice be obtained regarding the interpretation of lease provisions and the contractual rights of parties.

The forecasts of income and expenses are not predictions of the future. Rather, they are the Appraiser's best estimates of current market thinking on future income and expenses. The Appraiser and Weinstein Realty Advisors make no warranty or representation that these forecasts will materialize. The real estate market is constantly fluctuating and changing. It is not the Appraiser's task to predict or in any way warrant the conditions of a future real estate market; the Appraiser can only reflect what the investment community, as of the date of the Appraisal, envisages for the future in terms of rental rates, expenses, supply and demand.

Unless otherwise stated in the Appraisal, the existence of potentially hazardous or toxic materials which may have been used in the construction or maintenance of the improvements or may be located at or about the Property was not considered in arriving at the opinion of value. These materials (such as formaldehyde foam insulation, asbestos insulation and other potentially hazardous materials) may adversely affect the value of the Property. The Appraisers are not qualified to detect such substances. Weinstein Realty Advisors recommends that an environmental expert be employed to determine the impact of these matters on the opinion of value.

Unless otherwise stated in the Appraisal, compliance with the requirements of the Americans with Disabilities Act of 1990 (ADA) has not been considered in arriving at the opinion of value. Failure to comply with the requirements of the ADA may adversely affect the value of the property. Weinstein Realty Advisors recommends that an expert in this field be employed.

## ELLIOTT W. WEINSTEIN

[www.weinsteinrealty.com](http://www.weinsteinrealty.com)

### Curriculum Vitae

#### MEMBERSHIP:

*Appraisal Institute* - MAI designation (Certificate #6591) awarded 1983.

#### EXPERIENCE:

*Weinstein Appraisal Group/Weinstein Realty Advisors* (1989 to Present): Principal of regional appraisal company.

*Weinstein Israel Real Estate Group* (1994-1997): Principal of international real estate brokerage company

*Weinstein-Hirsh Appraisal Group* (1984 to 1988): Partner of regional appraisal company.

*Orberg-Brenneman Appraisal Company* (1982-1983): Associate in appraisal company.

*H. G. Rotz Associates, Inc.* (1977-1982): Sales and appraising for industrial/commercial realtors

*Laventhol and Horwath* (1975-1976): International public accounting firm.

#### LICENSEE:

*State Certified Appraiser*, Commonwealth of Pennsylvania (1991) (GA-000063-L)

*Reciprocity - State Certified Appraiser*, Maryland (1994) (#10445)

*Reciprocity - State Certified Appraiser*, Delaware (2000) (#0000331)

*Real Estate Broker*, Commonwealth of Pennsylvania (1979) (RM-042897-C).

*Real Estate Broker of Record*, Commonwealth of Pennsylvania (1983) (RB-048080-C).

#### EDUCATION:

*Pennsylvania State University*:

Master of Science in Business Administration (1974)

Bachelor of Science in Business Administration (1973)

#### CONTINUING EDUCATION:

Certified for Appraisal Institute Continuing Education Requirements through 2013

#### REAL ESTATE ACTIVITIES:

*Currently general partner, co-owner and/or developer of:*

12,000 sq. ft. historical restoration of an office building in downtown York

Vacant land in Zichron Yaacov, Israel

*Formerly general partner, co-owner and/or developer:*

Land in Kiryat Atta and Beersheva, Israel

Apartment in Tel Aviv, Israel

15,000-sq. ft. new, first class office building in Harrisburg;

9,000 sq. ft. commercial rehabilitation in downtown York

18,000 sq. ft. suburban shopping center in suburban York

10 historical rehabilitated dwelling units in York

2,500-sq. ft. office building in York, leased to a county agency.

10,000 sq.ft. suburban office building in Lancaster County

#### TEACHING ACTIVITIES

- *Advanced Real Estate Appraising*, Pennsylvania State Continuing Education, 1988, 1990 and 1993.
- Various seminars regarding real estate tax assessment and understanding real estate appraising, presented to numerous banks and financial institutions, realtors' boards, VALUE RETAIL NEWS (re: outlet shopping centers), bar associations, Pennsylvania Chamber of Commerce, and professional organizations
- *Approval by PA State Board of Accountancy* to become a program sponsor continuing professional education (CPE) courses for accountants.



**ELLIOTT W. WEINSTEIN, Curriculum Vitae, continued**

**PUBLICATIONS AND ARTICLES:**

Provider of monthly articles on appraisal topics for TRI-STATE REAL ESTATE JOURNAL, June 1999-April 2000

*The Need for Appraisal Company Standards*, THE APPRAISAL JOURNAL, July, 1997

*The Art of Testimony: The Real Estate Appraiser, The Appraisal and the Expertise of the Expert Witness*, ABI JOURNAL (American Bankruptcy Institute), October, 1996

*Synthesizing Marketing and Management of an Appraisal Company: A Creative Approach*, THE APPRAISAL JOURNAL, October, 1995

*Appraising Outlet Shopping Centers*, VALUE RETAIL NEWS, October, 1994

*Real Estate Investments in Israel, Israel Resource Directory*, THE PHILADELPHIA-ISRAEL CHAMBER OF COMMERCE, 1994

*A New Bridge Across the Atlantic for the Appraisal Institute*, THE APPRAISAL JOURNAL, January, 1994

*Personal Profile*, ISRAEL BUSINESS TODAY - ISRAEL'S ECONOMIC NEWSLETTER, June 11, 1993

*Understanding Real Estate Taxes in Pennsylvania*, CENTRAL PENNSYLVANIA BUSINESS JOURNAL, Real Estate Guide, Fall, 1991

*Appraisers Adjust to Demands of Government Regulations*, TRI-STATE REAL ESTATE JOURNAL, June 7, 1991

**WRITING AWARDS**

2002 RMA (Risk Management Association) South Central Pennsylvania Chapter writing award winner

1996 Robert H. Armstrong Honorable Mention Award by The Appraisal Institute, to honor the best original article; for the article published in the October, 1995, THE APPRAISAL JOURNAL

**TESTIMONY:**

U. S. Bankruptcy Court (Harrisburg, Wilkes-Barre), New Jersey

U. S. District Court (Harrisburg, Lancaster)

Board of Assessment Appeals (Pennsylvania): Over half of 69 counties in Pennsylvania

Board of Assessment Appeals (Other States): California, Illinois, Maryland

Board of View: Berks, Centre, Lancaster and York Counties

Court of Common Pleas: Berks, Bucks, Centre, Cumberland, Dauphin, Lancaster, Lebanon, Luzerne, Schuylkill And York Counties

City Council: City of Harrisburg

Other: Approved Expert Witness for Cmwlth. of PA, Bureau of Professional and Occupational Affairs (2002-03)

**PROFESSIONAL AFFILIATIONS: (Current or Past):**

*The Appraisal Institute*

*National Association of Property Taxation*

*National Association of Industrial and Office Parks (NAIOP)*

*International Council of Shopping Centers (ICSC)*

*Institute of Professionals in Taxation (IPT)*

*National Association of Corporate Officers of Real Estate (NACORE)*

*National Association of Industrial and Office Parks (NAIOP)*

*Philadelphia-Israel Chamber of Commerce*

*Lancaster, York, Harrisburg Board of Realtors*

*Various local Chamber of Commerces*

**GEOGRAPHICAL AREAS SERVED:**

*Provided appraisals/consulting services in the following states (individually, or by Weinstein Realty Advisors):*

California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New Mexico, New York, Ohio, Pennsylvania, Virginia

*Provided real estate investment advice in the following countries: Canada, Israel*



**ELLIOTT W. WEINSTEIN, Curriculum Vitae, continued**

**OTHER:**

- *Commonwealth of Pennsylvania - Department of State*; Bureau of Professional and Occupational Affairs – Approved Expert Witness – 2002/2003
- *Keynote speaker* – Shared keynote speaking with Congressman Adam Schiff (CA) and Todd Platts (PA) for Israel solidarity rally, June 5, 2001.

**COMMUNITY AND PROFESSIONAL ACTIVITIES:**

- Board Chair - Penn State Hillel (2012-current)
- Susquehanna Tzedakah Society Honoree (2010 & 2012)
- Rotary – Membership (2006-current)
- Susan P. Bynres Health Education Center – Advisory Board (2006)
- United Jewish Communities – National Trustee (2006-2007)
- Penn State University *Hillel* – Board of Directors (2003 to present); Board Vice Chair (2006-current)
- Betty Dressner Award for Community Service to the York Community (2005)
- United Jewish Communities Network of Independent Jewish Communities – State Chair (2003-2006)
- National Chair: *Partnership 2000* in Dimona and Yerucham, Israel (2001-2003) representing over 400 American communities
- Finalist: *Selected to be 6 of 120 applicants for position on Appraisal Standards Board (ASB) and/or Appraisal Qualifications Board (AQB) of The Appraisal Foundation (2001 and 2002)*
- Volunteer: *2000 York County Cultural Alliance.*
- Ambassadorship: *Appointed The Appraisal Institute's Ambassador to Israel (2000-02)*
- Volunteer: *1999 United Way Campaign (fund raising division responsible for \$1.0m campaign)*
- Member: *York 250<sup>th</sup> Anniversary Commission (1998-1999)*
- President-elect: *The National Council of Property Tax Consultants (1998)*
- National Chair: Economic division for *Partnership 2000* in Dimona and Yerucham, Israel (1998-present)
- Vice President: *The National Council of Property Tax Consultants (1997-1998)*
- Board of Governors: *The National Council of Property Tax Consultants (1996-1997)*
- Member - *York County Industrial Development Authority (YCIDA) (1995-1996)*
- Member - *Better York, Inc. (1995-present)*
- President - *The Jewish Day School (1993-1995)*
- Board of Directors - *Philadelphia-Israel Chamber of Commerce (1994 to 1997)*
- Supporter - Donating 1st floor of 4 story building to ARTS CENTER OF YORK to provide the hub of a downtown York Arts District (1993)
- Member - *Appraisal Institute, International Relations Committee (1992 to 1995)*
- United Way Ad Hoc Planning Committee (1991)
- President- *Ohev Sholom Congregation (1990-1992)*
- President-*York Council Jewish Charities (1988 to 1989)*
- Penn Laurel Girl Scout Ad Hoc Planning Committee (1988)
- Board Member-*York Jewish Community Center (1979 to 1990)*
- Vice-President-*York Jewish Community Center (1981-1984)*
- Membership Committee-*Philadelphia Chapter American Institute of Real Estate Appraisers (1985 to 1986, 1991)*
- Nominated-*Young Advisory Council of Society of Real Estate Appraisers (November, 1986)*
- Chairman- *Realtors Division, United Way (1985)*
- Panel Member- *United Way (1982 to 1984)*
- York City Zoning Hearing Board (1980-1982)
- President-*York Bicycle Club (1979)*
- President - *AEII Fraternity, Penn State (1973)*

**MARION A. OBERDICK**  
[www.moberdick@weinsteinrealty.com](mailto:www.moberdick@weinsteinrealty.com)  
**Curriculum Vitae**

**Membership**

Appraisal Institute – Associate Member  
Rotary Club of York, Rotary International District 7390

**Experience**

Weinstein Appraisal Group (2006 to 2009) Assistant to State Certified Real Estate Appraiser  
Pennsylvania Certified General Appraiser, 2009  
GMAC Mortgage (2005-2006) Loan Officer  
Sovereign Bank (aka Harris Savings Bank & Waypoint Bank) (1996-2005) Loan Officer  
Morgan Collins, Inc; O’Conor, Piper & Flynn; Strickland Thompson Real Estate (1987-1996)  
Real Estate Sales, Management and Training  
Olde York Homes and Oberdick Construction (1980-1987) Partner Construction Firm

**License**

Real Estate Salesperson, Commonwealth of Pennsylvania (1987) RS163381A  
State Certified General Appraiser, Commonwealth of Pennsylvania, (2009) GA003782

**Education**

Real Estate Sales  
Real Estate Law  
Real Estate Brokerage  
Property Management  
Basic Real Estate Appraisal  
Basic Income Approach to Appraisal  
Advance Income Approach to Appraisal  
Sales Comparison Approach to Appraisal  
Fundamentals of Income Approach to Appraisal  
USPAP (Uniform Standards of Professional Appraisal Practice), update 1/2012  
PA State Regulations Update (May 2011)  
Understanding Commercial Real Estate Investments & 1031 Tax Free Exchange  
Business Practices and Ethics  
Apartment Appraisal  
General Market Analysis and Highest & Best Use  
Condemnation Appraising: Basic Principles & Applications  
Attacking & Defending an Appraisal in Litigation  
Real Estate Finance Statistics and Valuation Modeling  
Subdivision Valuation  
Review of PA Appraisers Certification Act  
PA Eminent Domain Law (May 2011)  
Developments in Assessment Law and Procedure and Valuation (May 2011)  
Evaluating Commercial Construction (March 2011)  
Uniform Appraisal Standards for Federal Land Acquisitions  
Fundamentals of Separating Real, Personal Property and Intangible Business Assets (May 2012)  
Oil and Gas Valuation (Nov 2011)  
Real Estate Brokerage Management Council; People Management: Recruit, Train and Retain  
Real Estate Associates and Increase Productivity  
Certified New Home Sales Professional; Homebuilders Association of Maryland  
Prudential Real Estate Affiliates  
Transition to Management  
Growth in a Down Market  
Relocation specialist for Home Finding



Relocation Specialist for Home Marketing

**Community and Professional Activities**

Rotary Club of York (2009 to present)

Housing Alliance of York Board of Directors (2009-2011)

Housing Initiates Community Development Corporation Board of Directors (2006-2011)

Housing Authority of the City of York, Commissioner (2006-present) Chair 2009 to present

Historic York, Inc. Board of Directors (1996-2002)(2008-2012) Board Secretary 2009

Healthy York County Housing Task Force

Housing Council of York Board of Directors-past President

York County Association of Realtors – Vice-President 1994, President 1995

Affordable Housing Endeavors – President Board of Directors

Central York School Board (1992-1996)

Planned Parenthood of Central Pennsylvania Board of Directors-President (1991-1993)

Leadership York Graduate

YWCA Board of Directors

Displaced Homemakers Board of Directors

Instructor: HUD Approved Homebuyer Education Class





12 0055776

Commonwealth of Pennsylvania  
Department of State  
Bureau of Professional and Occupational Affairs  
PO Box 2649 Harrisburg PA 17105-2649



Certificate Status  
Active

Initial Certification Date  
07/01/1991

Expiration Date  
06/30/2015

Certificate Number  
GA000063L

Certificate Type  
Certified General Appraiser

ELLIOTT WALTER WEINSTEIN  
P.O. BOX 5005  
15 N Cherry Lane  
YORK PA 17405

*[Handwritten Signature]*  
Signature

*[Handwritten Signature]*  
Commissioner of Professional and Occupational Affairs

DISPLAY THIS CERTIFICATE PROMINENTLY • NOTIFY AGENCY WITHIN 10 DAYS OF ANY CHANGE

ALTERATION OF THIS DOCUMENT IS A CRIMINAL OFFENSE UNDER 18 P.A.C.S. § 4911

210 East York Street, City of York, York County, Pennsylvania



12 0059815

**Commonwealth of Pennsylvania**  
 Department of State  
**Bureau of Professional and Occupational Affairs**  
 PO Box 2649 Harrisburg PA 17105-2649



<p><b>Certificate Type</b> Certified General Appraiser</p> <p>MARION A OBERDICK 333 E MARKET ST York PA 17403</p>	<p><b>Certificate Status</b> Active</p> <p><b>Initial Certification Date</b> 08/04/2009</p> <p><b>Expiration Date</b> 06/30/2015</p> <p><b>Certificate Number</b> GA003782</p>
---	--

*Katie Tuma*  
Commissioner of Professional and Occupational Affairs

*Marion A Oberdick*  
Signature

DISPLAY THIS CERTIFICATE PROMINENTLY • NOTIFY AGENCY WITHIN 10 DAYS OF ANY CHANGE

Think Loud Development  
210 East York Street, City of York, York County, Pennsylvania



## TAB 3. ECONOMIC IMPACT

Data:		Estimated within 1---year after project completion
A.	NEW Jobs:	
1.	NEW permanent direct jobs from positions being CREATED, or vacant ones being filled.	
a.	Full---time jobs	400
b.	Part---time jobs --- For scoring purposes, 2.5 part---time jobs are considered a Full Time Equivalent (FTE). OB will calculate FTEs.	0
2.	"NEW" permanent direct jobs TRANSFERRED TO PA FROM OUT OF STATE. "NEW" for this entry's purpose <u>only</u> includes existing, <b>filled</b> positions that will be transferred into PA from out of state.	
a.	Full---time jobs	0
b.	Part---time jobs --- For scoring purposes, 2.5 part---time jobs are considered an FTE. OB will calculate FTEs.	0
B.	RETAINED permanent direct (non---construction) jobs. "RETAINED" for this purpose includes existing jobs, currently located elsewhere in PA or existing jobs retained at a current employment site that will be lost without the progression of this project.	
1.	Full---time jobs	30
2.	Part---time jobs --- For scoring purposes, 2.5 part---time jobs are considered an FTE. OB will calculate FTEs.	0
C.	Number of permanent INDIRECT jobs created by support/supplier industries and secondary industries attracted by the project. Must supply multiplier basis used by the project.	214 (2.52 multiplier)
D.	Number of non---permanent direct (CONSTRUCTION) jobs created by the project.	70
E.	MEDIAN ANNUAL WAGE for all NEW permanent direct full---time jobs.	\$65,000
F.	Provide the PER CAPITA INCOME for the project's county per the U. S. Census Bureau at the following link: <a href="http://quickfacts.census.gov/qfd/states/42000.html">http://quickfacts.census.gov/qfd/states/42000.html</a>	\$27,996
G.	Total STATE TAX GENERATION (payroll, sales, corporate, etc.).	<b>Prior to project</b> \$0 <b>\$10,076,690</b>

**Narratives and documentation in support of data provided in Tab 3's "Data" section**

**Sections A through E Jobs and Wage Data:**

UFD utilized the vast experience of our President & COO, Christopher Lodge, telecommunications industry research and a third party consultant to determine employment needs and salaries. Please find the attached Tab 3 employment projections.

Our indirect jobs multiplier, 2.52, was obtained from the Updated Employment Multipliers for the U.S. Economy, written by Josh Bivens, for the Economic Policy Institute.


In addition, please find the attached IMPLAN projections, which also support the use of our employment multiplier.

**Section G State Tax Generation Data:**

Total state tax generation figure provided is reflective of using year 2 data. Please find the attached forecasted spreadsheet entitled "30 Year PA Taxes" for additional data.

**Attestation:**

I certify that the representations made in the above schedule and corresponding attachments and supplementary information are to the best of my knowledge, complete, and accurate.

Signature	Title	Date
	<b>CEO, FOUNDER</b>	2-6-14
Name (print or type)	Entity	
<b>BILL HYNES</b>	<b>United Fiber &amp; Data, LLC</b>	





## **TAB 4. COMMUNITY IMPACT**

### **A. Reclamation or the redevelopment of a blighted area or a Brownfield site:**

The 210 York Street Campus is the assemblage of multiple parcels that were acquired and reverse subdivided into a campus (some parcels have not yet been reverse subdivided, however that is the intended plan for all contiguous properties, relevant to 210 York Street). These properties were all under-utilized and in a state of decay, located one of the most blighted and impoverished neighborhoods of the City of York.

Please see the attached map, highlighting properties currently owned by TLD, and properties that are pending ownership by TLD.

### **B. Economic health of the project site's county**

#### **1. County unemployment higher than state average:**

UFD's corporate headquarters, regional sales network, and fiber network are located/will run through several Pennsylvania counties, including Bucks, Montgomery, Berks, Lancaster, York and Lehigh. Several of these counties are at a great disadvantage, some being home to the poorest cities and towns in the state. Investments in new construction networks that are at an early stage of development including broadband/bandwidth creates even more jobs than existing network infrastructure investments and improvements. This leads to new jobs generated by upstream investment in industries that create new and innovative applications and services that will take advantage of a best-in class network. It is central to economic growth, as the future of the US economy depends on having a robust broadband infrastructure.

Please see the attached unemployment screen shots.

#### **2. Declining population in county:**

According to the data located on the state's website, there are not many counties that actually show a decline in population from one year to the next. Population change from 2010 to 2012 for the state shows an increase of .05%, population change for York County an increase of .07% however York City shows a decline in population of 0.4%. While the population of the State and the County are both growing slightly, the population of York City is declining. The data also indicates in several counties, including counties that UFD's fiber network runs through is that the growth in population has slowed severely. There is a positive

correlation between accessibility and increased population as it relates to job creation.

3. County per capita income below the state median income:

Based upon the 2012 Census data, Pennsylvania per capita income is \$28,190. York County is just below that at \$27,996 while York City is drastically lower, at \$14,704.

The fiber network, along with regional offices of UFD are located in several counties where per capita income fall below the state median income. By default, those counties will see a boost in not only job creation, but a higher quality wage will be paid to those jobs.

4. Project location in a KOZ, KOEZ, KIZ, KSDZ, EZ or KOIZ-designated area:?

Not applicable.

## C. Quality of life

1. Creates or improves Civic, Cultural or Recreation Facilities:

YES. 210 York Street is located in a neighborhood that has been blighted for decades. This project marks the beginning of a long term investment being made in a low income census tract, with the ultimate goal of reversing the neighborhood blight, attracting new residents, businesses and positively contributing to the expansion of this entertainment-focused district.

The addition of 400 jobs related to the project overall, with a concentrated number of these high-tech jobs in the area of York County, will spur additional demand and patronage of local entertainment, cultural and recreational services and facilities.

Beyond the immediate project site but related to our region, the new fiber network lends to the strengthening of our government's civic duties to the public. While other nations have national investment programs that use government funds to build new broadband infrastructure, US policy is designed to encourage private sector competition and growth.

Bandwidth has the ability to inform our communities and increase the level of citizen participation to strengthen local communities, and the fabric of America's democracy. The government is actively seeking solutions to making laws, legal decisions, digital media videos, archives and general information and services more readily available to the public. UFD meets

this goal is by enabling broadband access through network expansion into secondary and tertiary markets, markets that have been over looked and underserved for years.

2. Improves Commercial/Retail/Mixed-use Buildings in a downtown or core area:

YES. 210 York Street was a long time vacant building in a massive state of disrepair, with the site and streetscape also in a state of deterioration for several decades. The intended improvements will give this building new life as a headquarters for several businesses that will all have a great impact on the City of York, the Commonwealth and the region.

TLD saw 210 York Street as a catalyst not only for their development portfolio in downtown York; but for the City of York in general. The completed transformation of this building will signify a new generation of activity for this neighborhood and will inject new energy into this blighted commercial/residential district.

TLD believes that buildings can become the epicenter of a movement. The acquisition and completed transformation of 210 York Street will represent TLD's inaugural investment in Downtown York, but not its last.

3. Addresses immediate/urgent issues to improve the quality of life:

YES. 210 York Street will eliminate substandard conditions within the immediate area surrounded by the stadium, providing improved walkability and public safety. With thousands of visitors in season and hundreds during the off-season, Santander Stadium along with other nearby restaurants will benefit immensely from improvements to immediate project areas.

4. Addresses issues that could have a negative impact on the quality of life:

YES. Think Loud Development has been purchasing vacant lots and blighted properties that are both contiguous to and in the nearby vicinity of 210 York Street. These properties have been in a state of disrepair for decades and have been compromising any chance of neighborhood improvement.

## D. Regional impact

1. Consistent with an existing revitalization plan:

YES – 210 York Street supports the objectives of the 2030 Strategic Comprehensive Plan for redevelopment in the City of York.

Beyond that, UFD's entire project meets several local, regional, and national revitalization initiatives focused on economic development and growth, initiatives whose benefits span to the global level. This country needs continued deployment of robust broadband infrastructure, which in turn will allow for many industries in the US to seize new opportunities before competitors in other nations.

To bring it back to local and regional impact, UFD cannot express enough the importance of network expansion to rural, underserved areas. With broadband enabled technologies come hugely significant economic benefits. However, those benefits have not reached enough businesses, communities and American workers.

In the best interest of a flourishing digital economy – expansion of all aspects of the broadband system – networks, devices and applications – is crucial to the future of this country.

Broadband allows regions and communities to compete on a global scale – attracting new industries, investments, companies and of course jobs. Local economic development plans and federal programs must take into consideration the capabilities of the local infrastructure when assessing the economic prospects of a community. American communities without broadband often times lack the capital needed to implement expansion and/or upgrades to their current infrastructure.

As such, these communities will be at a disadvantage and ultimately will find themselves left out of the digital revolution.

For the first time, a privately held company is connecting the financial epicenter of New York City to the political power of Washington DC through a brand new, truly diverse route. UFD's fiber network will mitigate security and redundancy issues and provide solutions to complex situations affecting financial institutions, government agencies and enterprise companies. By doing so, UFD will also provide unparalleled access to under-served rural markets. These markets, having been previously viewed as a low priority, are prime candidates for fostering and driving economic growth and job creation.

Please see the attached 2030 Strategic Comprehensive Plan for redevelopment in the City of York.

2. Joint effort involving multiple municipalities:

Not applicable.

3. Public engaged in the development of the project:

The public was actively engaged in the progression of this building and with the launch of UFD as a company. This project as a whole and in part has been discussed at public hearings, has gained strong support from local, state and federal officials, and has engaged the local community through various press conferences and public events.

4. Promotes tourism:

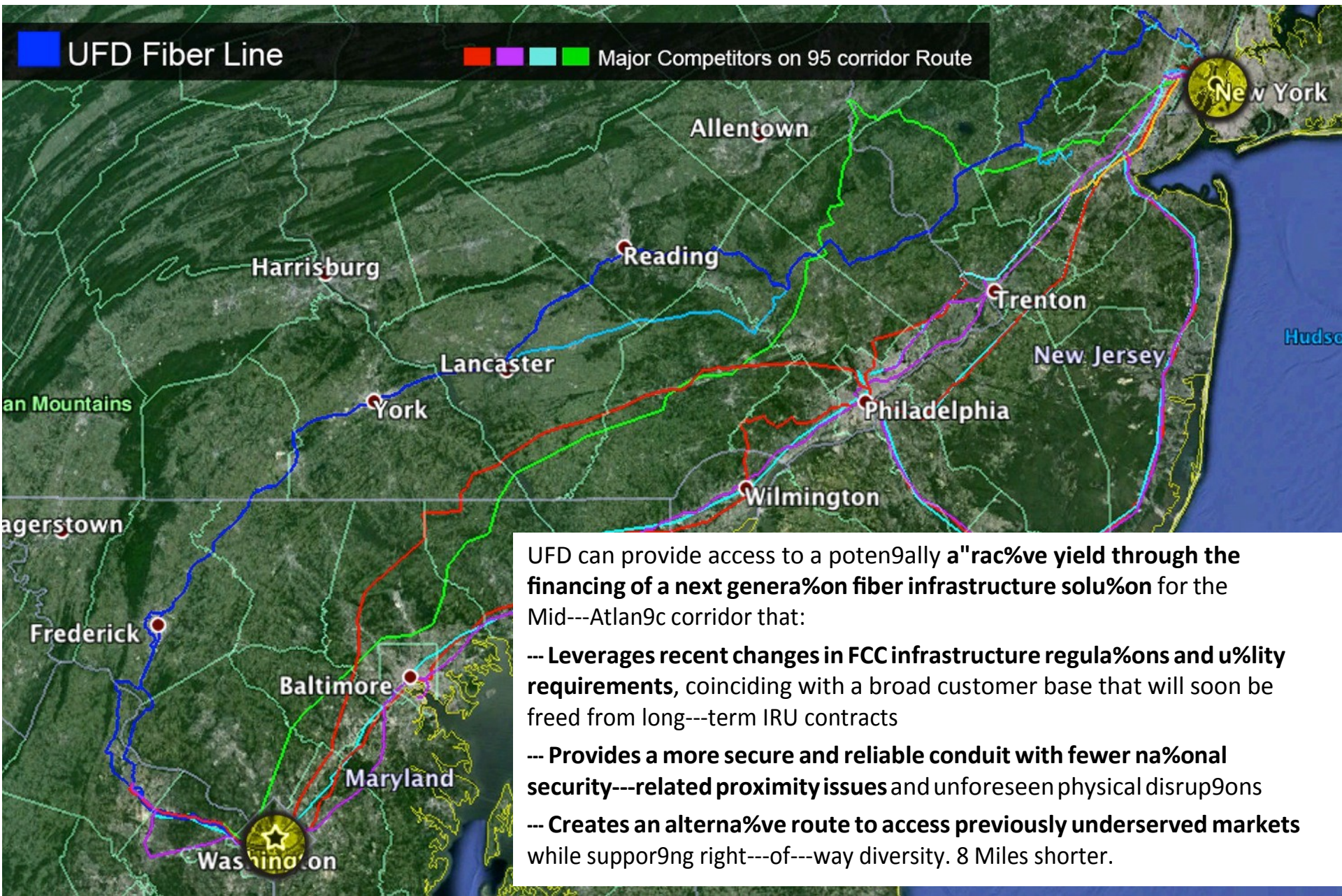
The studio portion of 210 York Street resides on the 3<sup>rd</sup> and 4<sup>th</sup> floors, featuring an SSL Duality Console and Ocean Way Monitors personally installed by Grammy Award winning engineer, Alan Sides. Having designed and build over 400 professional recording studios, the designer, Horacio Malvicino, has stated that the studio at 210 York Street is one of the top-ten studios in the world.

The studio floor features ancillary studio support facilities that will allow incoming artists to live, work and play. The founding members of LIVE have the unique ability to attract top-level talent in various industries to utilize their facilities. This complements the already burgeoning Indie music scene, and enhances downtown York's growing reputation for being a destination for up and coming music talent.



UNITED FIBER & DATA

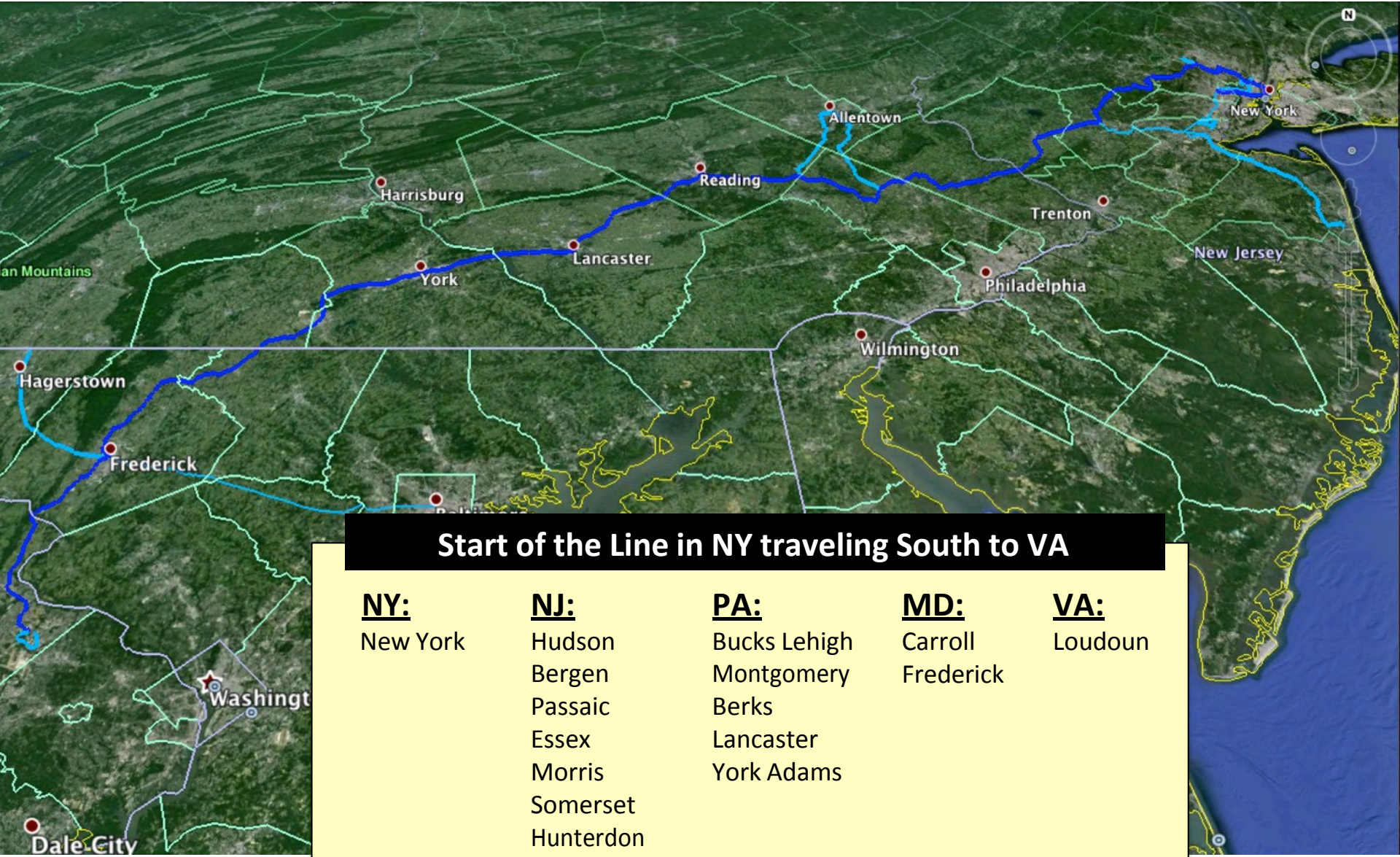
# The Right Geography with the Right Timing



UFD can provide access to a potentially a "rac%ve yield through the financing of a next genera%on fiber infrastructure solu%on for the Mid---Atlan9c corridor that:

- Leverages recent changes in FCC infrastructure regula%ons and u%lity requirements, coinciding with a broad customer base that will soon be freed from long---term IRU contracts
- Provides a more secure and reliable conduit with fewer na%onal security---related proximity issues and unforeseen physical disrup9ons
- Creates an alterna%ve route to access previously underserved markets while suppor9ng right---of---way diversity. 8 Miles shorter.

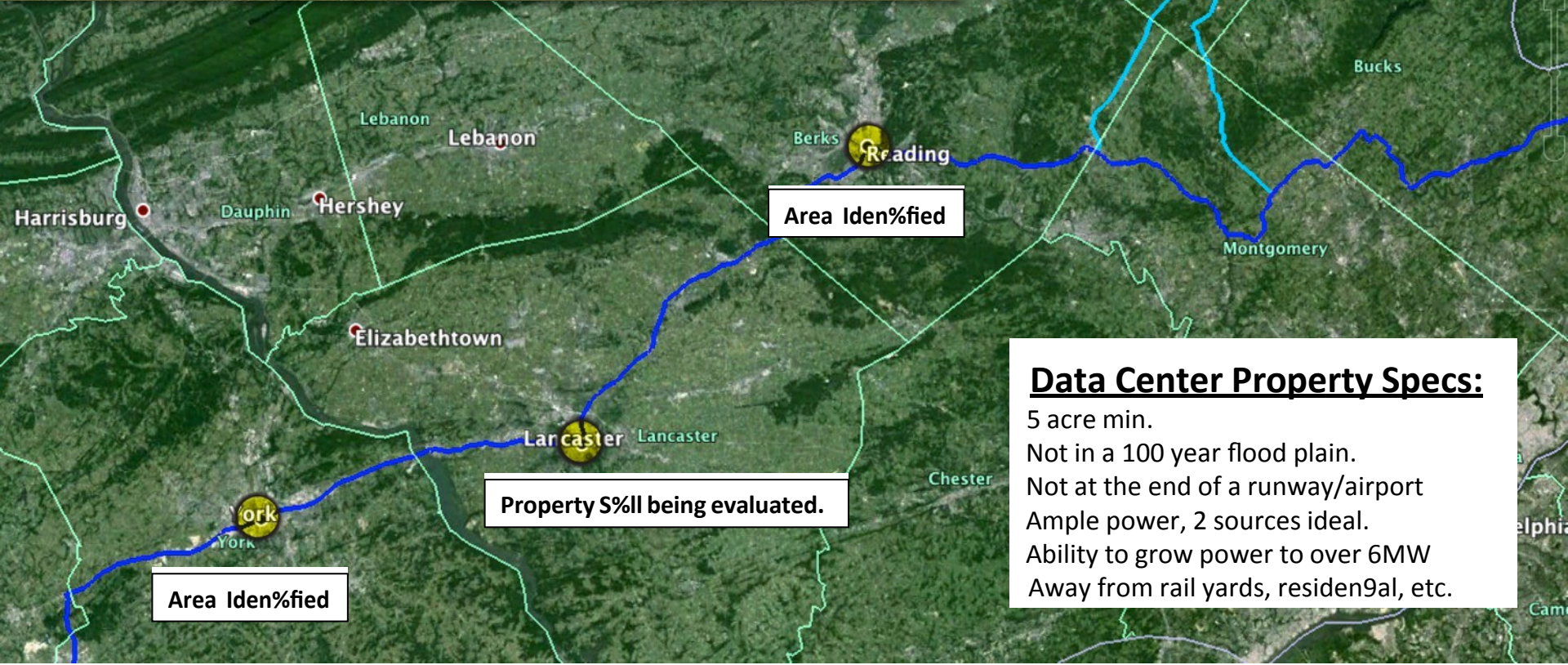
# UFD Backbone: By State County



## Start of the Line in NY traveling South to VA

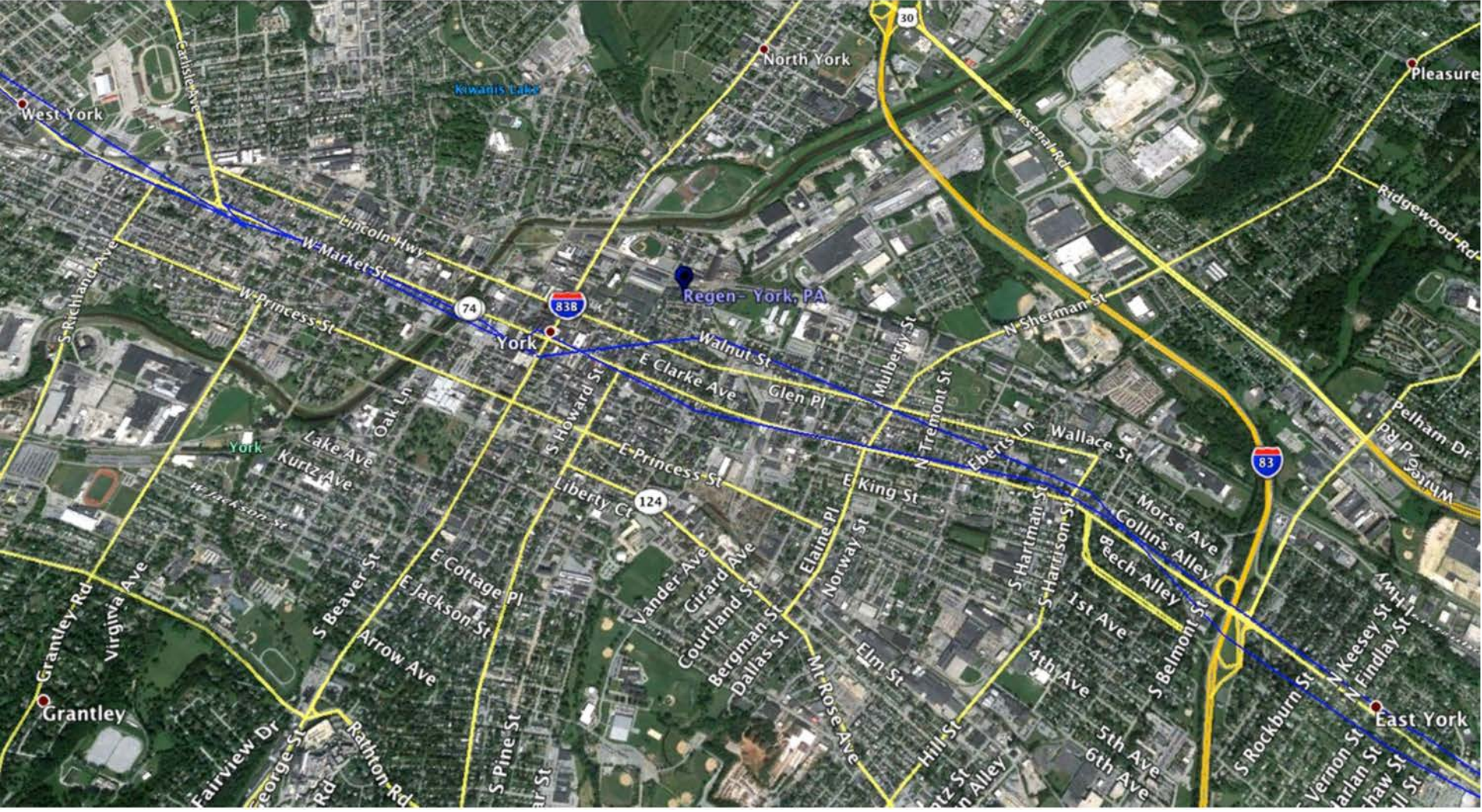
<u>NY:</u>	<u>NJ:</u>	<u>PA:</u>	<u>MD:</u>	<u>VA:</u>
New York	Hudson	Bucks Lehigh	Carroll	Loudoun
	Bergen	Montgomery	Frederick	
	Passaic	Berks		
	Essex	Lancaster		
	Morris	York Adams		
	Somerset			
	Hunterdon			

# UFD Data Center Loca9ons





# York-UFDPath



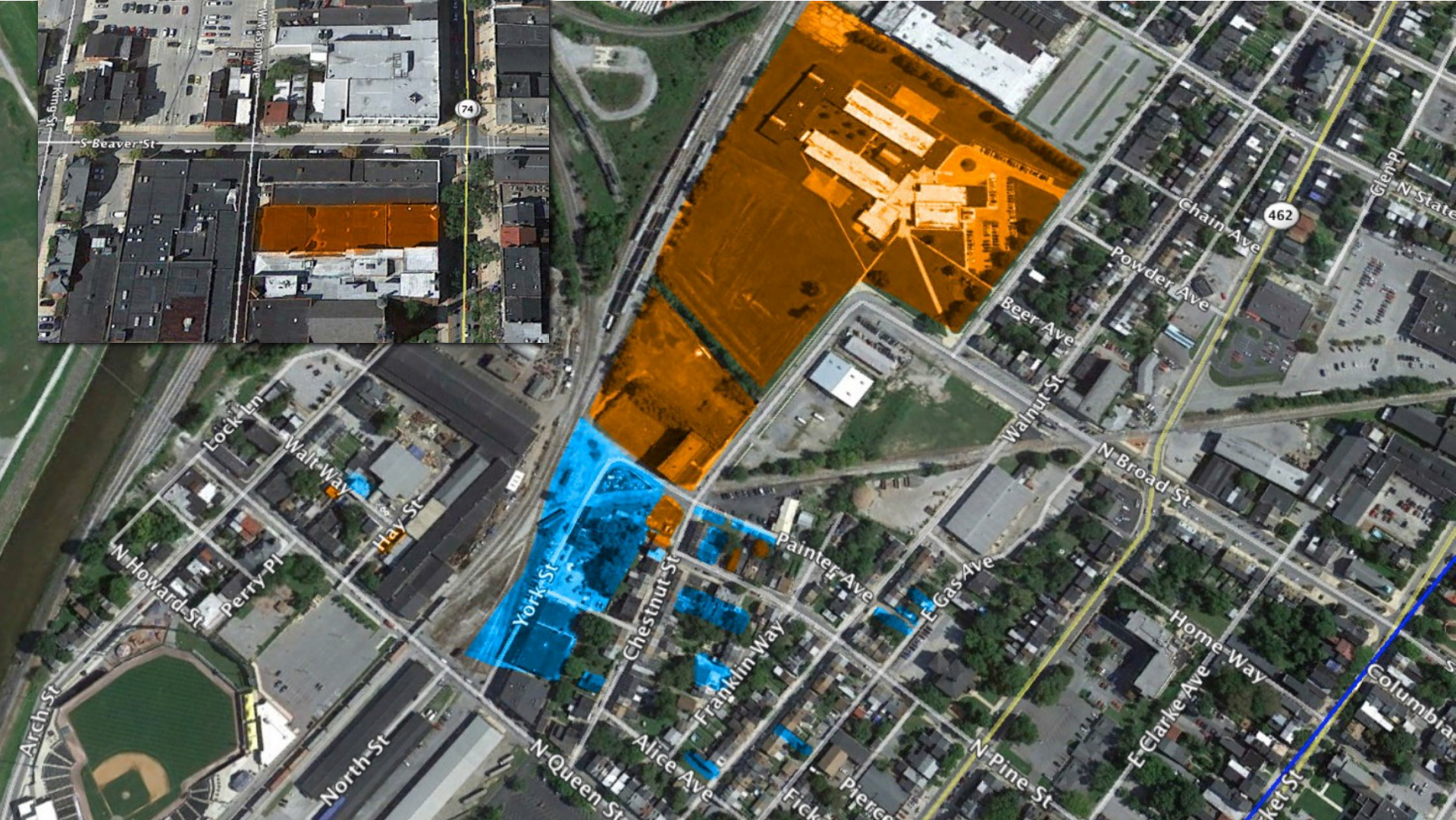
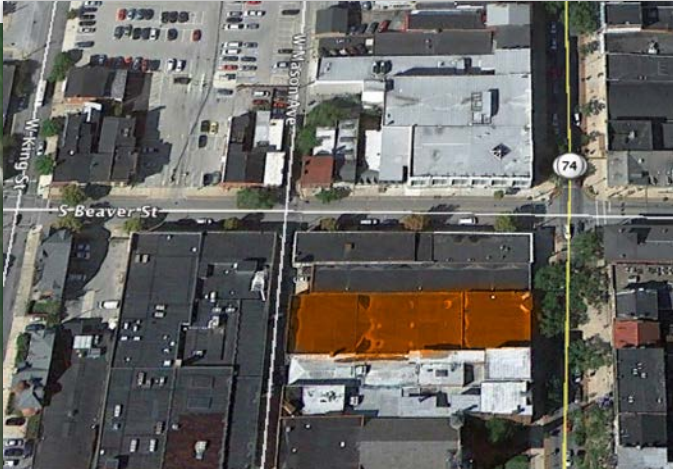
# York – UFD Path



29--- Commercial & Residential Property Purchased

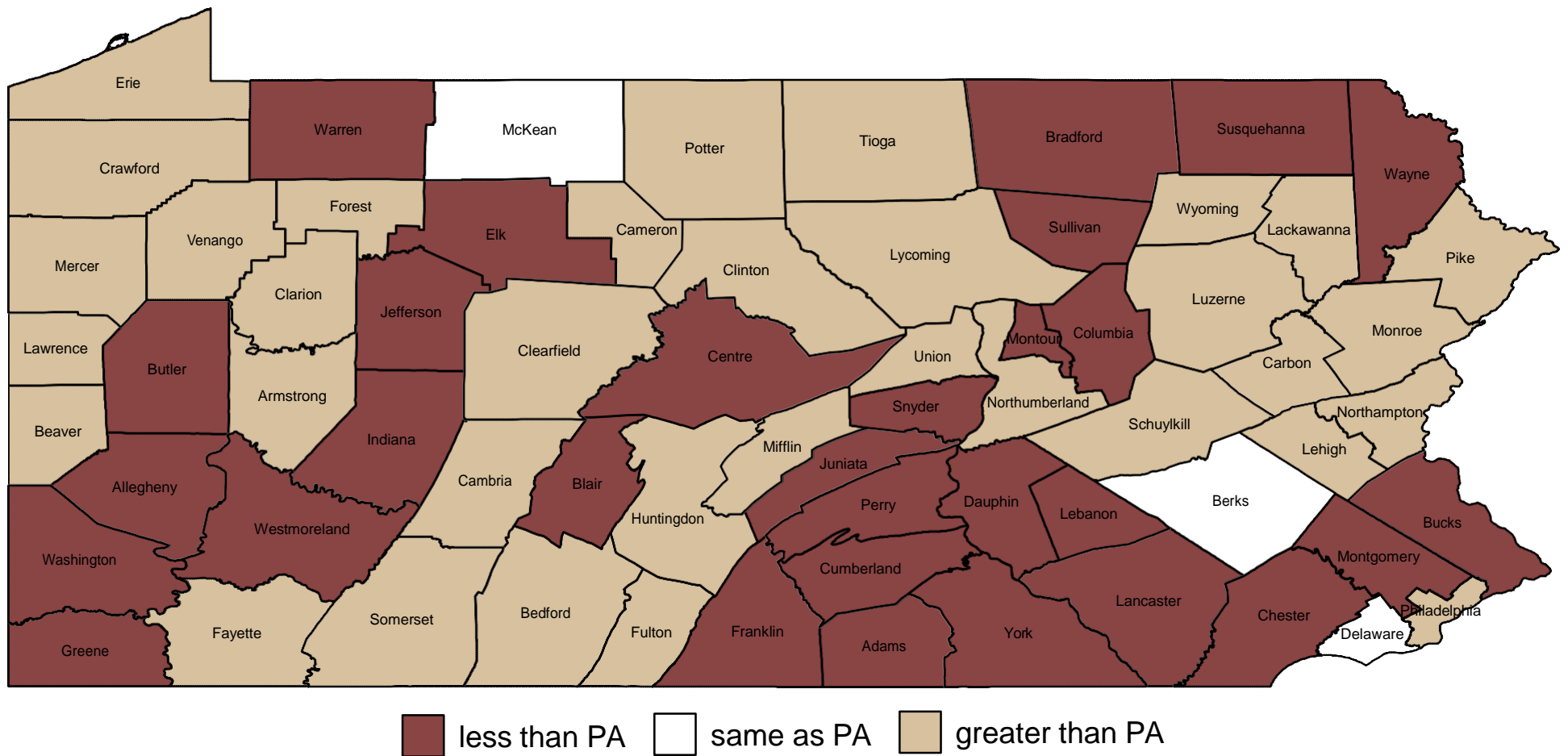


12--- Pending Diligence





## Comparison of November 2013 County & State Unemployment Rates, Seasonally Adjusted



## York County Per Capita Income as of February 5, 2014.

Population, percent change, April 1, 2010 to July 1, 2012	0.7%	0.5%
Population, 2010	434,972	12,702,379
Persons under 5 years, percent, 2012	5.9%	5.6%
Persons under 18 years, percent, 2012	22.8%	21.5%
Persons 65 years and over, percent, 2012	15.0%	16.0%
Female persons, percent, 2012	50.6%	51.2%
-----		
White alone, percent, 2012 (a)	90.2%	83.5%
Black or African American alone, percent, 2012 (a)	6.2%	11.4%
American Indian and Alaska Native alone, percent, 2012 (a)	0.3%	0.3%
Asian alone, percent, 2012 (a)	1.4%	3.0%
Native Hawaiian and Other Pacific Islander alone, percent, 2012 (a)	0.1%	0.1%
Two or More Races, percent, 2012	1.9%	1.7%
Hispanic or Latino, percent, 2012 (b)	6.1%	6.1%
White alone, not Hispanic or Latino, percent, 2012	85.6%	78.8%
-----		
Living in same house 1 year & over, percent, 2008-2012	87.7%	87.8%
Foreign born persons, percent, 2008-2012	3.5%	5.8%
Language other than English spoken at home, pct age 5+, 2008-2012	6.6%	10.2%
High school graduate or higher, percent of persons age 25+, 2008-2012	87.8%	88.3%
Bachelor's degree or higher, percent of persons age 25+, 2008-2012	21.6%	27.0%
Veterans, 2008-2012	35,659	981,865
Mean travel time to work (minutes), workers age 16+, 2008-2012	26.6	25.8
Housing units, 2012	179,646	5,572,466
Homeownership rate, 2008-2012	75.3%	70.1%
Housing units in multi-unit structures, percent, 2008-2012	14.3%	20.6%
Median value of owner-occupied housing units, 2008-2012	\$177,200	\$164,900
Households, 2008-2012	168,128	4,959,633
Persons per household, 2008-2012	2.54	2.47
Per capita money income in past 12 months (2012 dollars), 2008-2012	\$27,996	\$28,190



REACHING FOR A BRIGHTER TOMORROW

Action Plan

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# Action Plan



## Document Contents

Executive Summary

Policy Plan

Design

***Action Plan***

References

Appendix 1: Sustainability Assessment

Appendix 2: Support Information



DRAFT APRIL 2009

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REACHING FOR A BRIGHTER TOMORROW

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Section 1.3.5 Community Facilities & Services .....	14
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## Introduction

The City of York Strategic Comprehensive Plan 2030 provides a blueprint for the future of the community. The plan builds upon the past and community assets while planning for a variety of community and economic development projects and programs. The goal of the plan is to **build a strong, attractive and economically thriving community!**

The plan sets the stage for specific actions and collaborative work that will be required for the City and partners to realize the vision through implementation. Coordinated planning and implementation efforts will maximize opportunities to direct development/redevelopment, investment and activity to specific City neighborhoods and to ensure that initiatives occur in ways that support City policies.

### Reaching for a Brighter Tomorrow

The **2030 vision** is to build a strong, attractive and economically thriving community consisting of a regionally recognized center of commerce, socially and economically diverse neighborhoods, traditional residential neighborhoods, employment and education centers, community facilities, health care facilities and recreational spaces designed to create a sense of place.

## Section 1.0 Action Plan

*The plan builds upon community assets and accomplishments of the past.*

The Action Plan is developed as a tool for those individuals or groups who will be responsible for implementation of various prioritized actions and monitoring the success and impacts of implementation. It is expected that the Action Plan will be updated, modified and augmented as strategies and action steps are completed.

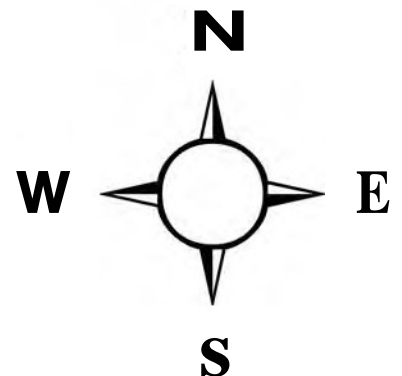
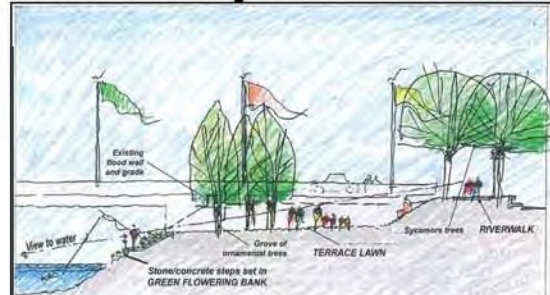
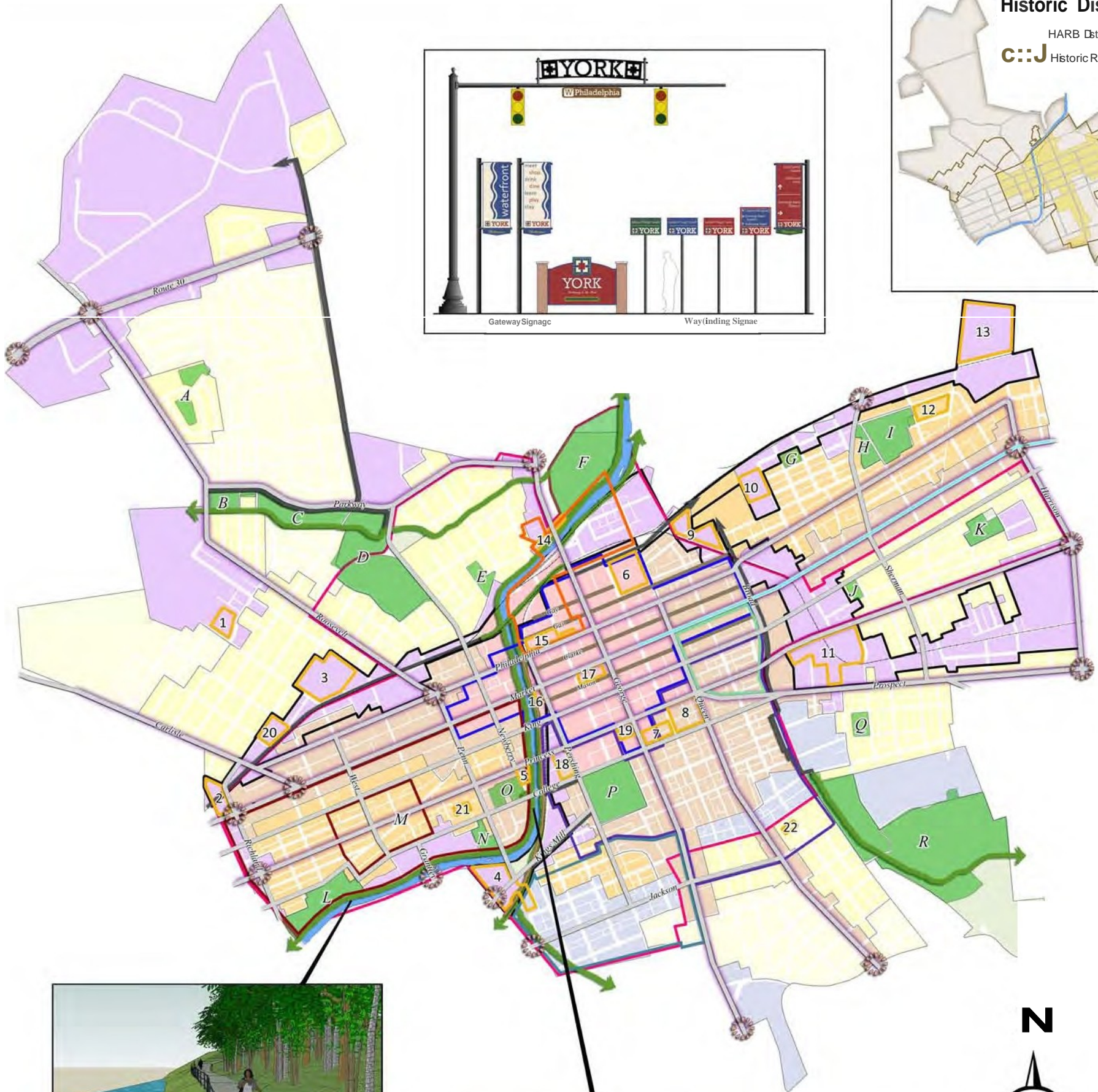
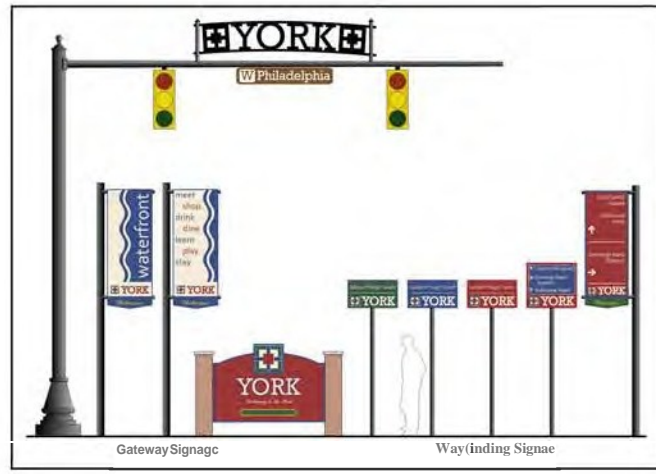
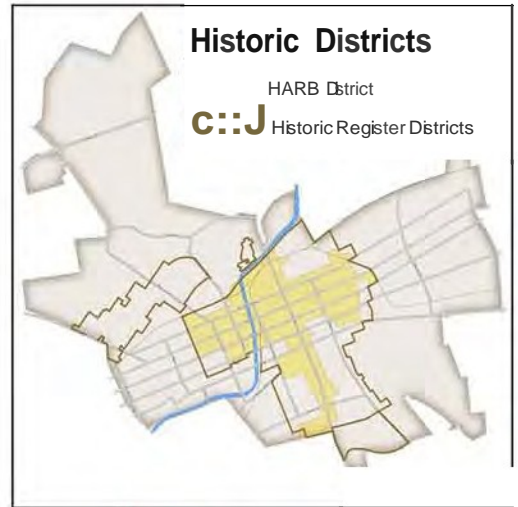
The Action Plan contains an Implementation Matrix of opportunities for land use, housing, transportation, historic preservation, community facilities and services, economic development and neighborhood revitalization. This plan for implementation is organized with respect plan element with a clear connection to plan goals and objectives. A description of recommended strategies/actions includes identification of implementation partners, potential funding sources and short-term, mid and long-term timeframes. Map A-1 Community Enhancement Opportunities graphically depicts various aspects of implementation including strategies, target neighborhoods, projects and programs.

### Section 1.1 Relation to Capital Improvements Planning

The City's Capital Improvement Plan (CIP) is an important mechanism to implement public projects and infrastructure improvements. Public dollars will always be limited therefore there is a need to balance priorities with available revenues and other public funding sources. When identifying and updating the City's capital improvements, the City should consider the priorities that are listed within the Implementation Plan Matrix contained in this section.

# COMMUNITY ENHANCEMENT OPPORTUNITIES

## City of York



### Future Land Use

- Central Business District
- Employment Centers
- Institutional Areas
- Open Space & Environmentally Sensitive Areas
  - Low Density Residential (1-6 units per acre)
  - Medium Density Residential (7-15 units per acre)
  - CJ** High Density Residential (16-24 units per acre)
  - Urban Neighborhood (Medium-High Density Residential Mixed-Use Neighborhoods)

### Economic Development & Neighborhood Revitalization Opportunities

- C::J** College Area
- C::J** Downtown
- C::J** South George Street
- C::J** Rail Corridor
- C::J** Weed and Seed Area - 2007
- C::J** Northwest Triangle Redevelopment Area
- Designated Elm Street Areas
- D** West End / Salem Square Revitalization Area
- CJ** Olde Towne East Revitalization Area

### Transportation & Pedestrian Circulation

- Hardscape Corridors for Pedestrians
- C:::J** Image Corridor
- Proposed 2 Way Traffic Pattern
- Alleyway Pedestrian Circulation
- Gateways
- Greenways

### Community Parks

- A** Yorktowne Park
- B** Lincoln Park
- C** Noonan Field
- D** Farquhar Park
- E** Williams Park
- F** Smalls Athletic Field
- G** Hudson Park
- H** Allen Park
- I** Allen Field
- J** Aries Park
- K** Albemarle Park
- L** Bantz Park
- M** Salem Square
- N** King Park
- O** Thackston Park
- P** Penn Common
- Q** Girard Park
- R** Veterans Memorial Park

### Opportunity Sites

- J** Underutilized Commercial Site
- ..1..J** Parking Lot & Underutilized Industrial Site
- J** Underutilized Industrial Site
- J** Underutilized Industrial Site
- J** Food Bank Site
- 2.J** Save-A-Lot Site
- (1..J)** Underutilized Commercial Site
- JU** Underutilized Commercial & City Site
- J** Old County Jail & Graybill Site
- ..!QJ** Old Dansk Site
- (J)** ACCO Site & Adjacent Properties
- JH** School District Site
- J** Junkyard
- [f41]** Armory & Pennsupreme Lot
- 15** Old Post Office Site / Parking Garage & Steam Plant
- 200 North Market Street**
- ...!Z..** 100 Block West Market Street Southside
- .1\$1** Properties Adjacent to William Penn High School
- i91** US Post Office
- ii1** York Casket Site
- J** Vacant Lots - West Hope Avenue
- 2Ti** 700 South Pine Street

## Section 1.2 Relation to York County Planning Documents

The York County Planning Commission has adopted numerous planning documents. These documents include, but are not limited to:

- York County Comprehensive Plan
  - Community Facilities
  - Environmental Resource Inventory
  - Growth Management
  - Growth Trends
  - Natural Areas Inventory
  - Open Space & Greenways Plan
  - Transportation Plan
  - Water Resources Plan
- York County Economic Development Plan (in process)
- York County Housing Plan
- York County Hazard Mitigation Plan
- York County Planning and Implementation Tools
- York County 2005-2009 consolidated Plan (Housing & Community Development)

The City of York should consider compatibility with these plans when prioritizing future projects.

## Section 1.3 Implementation Matrix

The Implementation Matrix contained in this section outlines a menu of recommended strategies and actions that support realization of the 2030 Vision for the City of York. The priority rating used in the matrix is based upon the following: 1 (1-5 years); 2 (5-10 years); 3 (10-15 years); 4 (15-20 years); and 5 (20+ years).

## Section 1.3.1 Land Use

### Land Use Implementation Matrix

Land Use Implementation Matrix				
GOAL	Establish and maintain appropriate balance of land use required to create a desired level of sustainability.			
Objective	Recommended Strategies/Actions	Key Lead Agency & Partners	Key Funding Sources	Priority
1. Modify zoning, housing and building codes to support community needs and to reinforce community character.	Preserve and conserve historic neighborhoods and historic structures through zoning regulations.	Department of Community Development and Historic York (Technical Assistance)	General Fund and CDBG Funds – Operations/Administration	1 On-going
	Utilize form-based standards to define public and private space in the downtown.	Department of Community Development and Planning Commission	General Fund and CDBG Funds – Operations/Administration	
	Preserve and conserve neighborhoods through effect enforcement of Building Code and Property Maintenance Code.	Department of Community Development, Fire Department-Bureau of Codes and Planning Commission	CDBG and General Funds– Operations/Administration	
	Preserve/conservate community character through use of historic and architectural preservation tools such as TNDs*, HARB, Historic Districts, Historic Overlay Districts and design standards (i.e. Avenues – Historic Overlay, and Inner Ring Neighborhoods – TNDs and Springettsbury – HARB).	Department of Community Development, Planning commission and Historic York (Technical Assistance) and HARB Board	DCED and General Funds – Operations/Administration	
2. Maintain and expand local and regional manufacturing employment opportunities.	Streamline and coordinate land use, building code and new business start-up processes – One-Stop-Shop to assist businesses.	Department of Community Development	CDBG and General Funds – Operations/Administration	1 On-going
	Staff a Business Development Specialist to work collaboratively with businesses, developers, realtors and property owners.	Department of Economic Development, YCEDC, Realtors, Private Developers and Property Owners	CDBG, General Fund, County Funds – Operations/Administration	1 On-going
3. Expand the local tax base.	Maintain/provide sufficient lands zoned for non-residential land uses.	Department of Economic Development, YCEDC, Realtors (RAYAC), Department of Community Development, Redevelopment Authority and Private Developers	Public/Private Resources Refer to Funding Matrix	1-2 On-going
	Develop a marketing strategy through partnership with local realtors for the purpose of increasing real estate sales, occupancy and City living.			
	Develop Specific Plans and/or Redevelopment Plans for areas with clusters of abandoned, underutilized and vacant properties.			

\*TND – Traditional Neighborhood Development, refer to Pennsylvania Municipalities Planning Code, Article I General Provisions, Section 107 Definitions and Article VII-A Traditional Neighborhood Development.

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<b>Land Use Implementation Matrix</b>				
<b>GOAL</b>	Establish and maintain appropriate balance of land use required to create a desired level of sustainability.			
<b>Objective</b>	<b>Recommended Strategies/Actions</b>	<b>Key Lead Agency &amp; Partners</b>	<b>Key Funding Sources</b>	<b>Priority</b>
3. Expand the local tax base.	Explore annexation opportunities, consolidation and multi-municipal planning and implementation agreements for sharing land uses, public facilities/services and tax sharing.	City Council, City Administration, Planning Commission, DCED (Studies and Technical Assistance) and Surrounding Municipalities	DCED and Planning and Implementation Partners	1-2 On-going
4. Acquire land and selectively demolish obsolete structures for planned or future development.	Continue implementation of Blighted Property Review process.	Department of Community Development, Redevelopment Authority and Private Developers/Private Investors	Public/Private Resources	1 On-going
	Develop a strategy for acquisition and rehabilitation, adaptive reuse or selective demo.			
5. Identify opportunity sites, preservation/conservation areas and areas for redevelopment and neighborhood revitalization.	Implement Northwest Triangle Redevelopment Plan (refer to plan for specific strategies/actions) – Master Plan with phased implementation.	Department of Economic Development, Redevelopment Authority, Property Owners and Private Developers	CDBG, PHFA, Private Investment, DCNR, DCED and other potential funding sources. Refer to Funding Matrix	1-2
	Implement West End/Salem Square Neighborhood Revitalization Plan (a designated Elm Street Neighborhood). Refer to plan for specific strategies/actions.  Coordinate planning and implementation with West York Borough's identified Elm Street Neighborhood (pending designation).	Department of Community Development, YMCA and YWCA, Salem Square Community Association, Neighborhood Associations, Redevelopment Authority, Elm Street Manager, Habitat for Humanity, York City Housing Authority, West York Borough, Institutions/Agencies and Property Owners	CDBG, PHFA, Private Investment, DCNR, DCED and other potential funding sources. Refer to Funding Matrix	1-2
	Implement River of Opportunities Plan <ul style="list-style-type: none"> <li>• Implement Greenways Overlay District</li> <li>• Obtain public lands and improvements thru developer requirements for dedication of park and recreation lands/improvements as part of SALDO regulations.</li> </ul>	Department of Community Development, Department of Public Works, Planning Commission, City Council and Developers and YCPC through the Regional Action Plan.	Public/Private Resources with a variety of Grant Sources to support implementation. Refer to Funding Matrix	1-2

Note: Elm Street is a neighborhood revitalization program administered by the Pennsylvania Downtown Center (PDC) funded through the Department of Community & Economic Development (DCED).

<b>Land Use Implementation Matrix</b>				
<b>GOAL</b>	Establish and maintain appropriate balance of land use required to create a desired level of sustainability.			
<b>Objective</b>	<b>Recommended Strategies/Actions</b>	<b>Key Lead Agency &amp; Partners</b>	<b>Key Funding Sources</b>	<b>Priority</b>
5. Identify opportunity sites, preservation/conservation areas and areas for redevelopment and neighborhood revitalization.	Maintain flexible land use regulations to support development, redevelopment and rehabilitation opportunities in areas identified as employment centers.	Department of Community Development, Planning Commission and City Council	CDBG and General Funds – Routine Ordinance updates and Operation/Administration	1 On-going
	Continue implementation of Community Renaissance Plan (a designated Elm Street Neighborhood). Update Plan for additional five years.  Coordinate efforts with YMCA – West End/Salem Square Neighborhood Revitalization Plan (a designated Elm Street Neighborhood).	Department of Community Development, YMCA, Salem Square Community Association, Neighborhood Associations, Redevelopment Authority, Elm Street Manager, Habitat for Humanity, York City Housing Authority, Institutions/Agencies, Downtown York, Inc. and Property Owners	DCED Elm Street Program – Planning Assistance Grant DCED Elm Street Program – Administration and Residential Reinvestment Grant Funds and other leveraged grant funds. Refer to Funding Matrix.	1 On-going
	Develop a neighborhood revitalization plan for Southeast Neighborhood to support application for Elm Street Designation.	Department of Community Development, Crispus Attucks, Southeast Neighborhood Association, Neighborhood Associations, Redevelopment Authority, YMCA and YWCA Elm Street Managers, Habitat for Humanity, York City Housing Authority, Institutions/Agencies, Downtown York, Inc. and Property Owners	DCED Elm Street Program – Planning Assistance Grant DCED Elm Street Program – Administration and Residential Reinvestment Grant Funds and other leveraged grant funds. Refer to Funding Matrix.	2
	Update the Northeast Neighborhood Revitalization Plan to meet Elm Street planning requirements.	Department of Community Development, YMCA and YWCA, Northeast Neighborhood Association and Downtown York, Inc.	DCED Elm Street Program – Planning Assistance Grant DCED Elm Street Program – Administration and Residential Reinvestment Grant Funds and other leveraged funds. Refer to Funding Matrix.	1

<b>Land Use Implementation Matrix</b>				
GOAL	Establish and maintain appropriate balance of land use required to create a desired level of sustainability.			
Objective	Recommended Strategies/Actions	Key Lead Agency & Partners	Key Funding Sources	Priority
5. Identify opportunity sites, preservation/conservation areas and areas for redevelopment and neighborhood revitalization.	Develop a Neighborhood Revitalization Plan for the East End neighborhoods and develop organizational capacity to implement.	Department of Community Development, YWCA, and Neighborhood Associations, Alliance of Neighborhood Associations, York Housing Authority and York County Planning Commission.	DCED Elm Street Program – Planning Assistance Grant DCED Elm Street Program – Administration and Residential Reinvestment Grant Funds	1-2
	Develop plans, strategies for adaptive reuse, redevelopment and/or selective demolition of key opportunity sites – Refer to Map X. Build upon existing Economic Development initiatives, strategic plan and projects.	Department of Economic Development, Regional Partners, Institutions, Redevelopment Authority, YCEDC and other partners.	DCED, CDBG, County and other funding sources	1 On-going
	Develop a Redevelopment Area Plan for older Employment Centers along the Rail Corridor.	Department of Community Development, Department of Economic Development, Redevelopment Authority and Developers.	CDBG, DCED and Private Developer Investment	2
	Develop Neighborhood Enhancement and Preservation Plans for neighborhoods with single-family detached residences.	Department of Community Development and Neighborhood Associations	CDBG and DCED Funds	2
	Develop a College District Special Area Master Plan.	Department of Community Development, Neighborhood Associations, Property Owners, York College, York Hospital and other Institutions.	CDBG and DCED Funds	1

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<b>Land Use Implementation Matrix</b>				
<b>GOAL</b>	Establish and maintain appropriate balance of land use required to create a desired level of sustainability.			
<b>Objective</b>	<b>Recommended Strategies/Actions</b>	<b>Key Lead Agency &amp; Partners</b>	<b>Key Funding Sources</b>	<b>Priority</b>
6. Promote Green Development opportunities with respect to buildings, site/layout and green/open/public space.	Update zoning and subdivision and land development ordinances to include green development standards as well as include form-based standards to create open/public space.	Department of Community Development, Planning Commission and City Council	DCED, CDBG and General Funds – Routine Ordinance updates and Operation/Administration	1-2 On-going



**Section 1.3.2 Housing**

**Housing Implementation Matrix**

GOAL	Improve availability of decent, affordable housing for households of all ages and all income levels.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
1. Increase homeownership.	Promote and effectively implement City and County Homeownership Programs.	Department of Community Development, YCPC and Partners	CDBG – Operations/Administration and PHFA and USDA Programs	1-5 On-going
	Promote local banks with first-time home buyers program.	Department of Community Development and Elm Street Managers	CDBG – Operations/Administration	1-5 On-going
	Enhance neighborhood public spaces (i.e. parks, sidewalks, public facilities, roads, schools, etc.).	Department of Community Development, Department of Economic Development and Department of Public Works	CDBG – Section 108 Funds, General Funds, DCED Funds, PennDOT Transportation Enhancement Funds, School District and County Funds	1-5 On-going
	Promote homeownership in blocks through programs such as Buy Back the Block, conversions of MFDs to SFDs and other strategies.	Neighborhood Associations, Department of Community Development Homeownership Programs.	CDBG, Local Banks and Private Investment through Neighborhood Networking	1-5 On-going
2. Improve the quality of housing.	Identify substandard housing in need of improvement through inventories, plans, maps along programs available to assist prospective buyers with repairs.	Department of Community Development and Codes Department	CDBG, General and DCED Funds	1-5 On-going
	Promote City Housing Rehabilitation Programs and Elm Street Neighborhood Façade Improvement Programs.	Department of Community Development, Department of Economic Development and Media	CDBG, General and DCED Funds	1-5 On-going
	Identify vacant houses suitable for rehabilitation and partner with property owners and developers to complete rehabilitation, resale and occupancy.	Department of Community Development, Codes Department, Alliance of Neighborhood Associations and Local Realtors	CDBG, General and DCED Funds	1-5 On-going
	Identify vacant houses not suitable for rehabilitation through the Blighted Property Review, inspect/seal and pursue demolition.	Department of Community Development and Codes Department	CDBG, General and DCED Funds	1-5 On-going

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<b>Housing Implementation Matrix</b>				
<b>GOAL</b>	Improve availability of decent, affordable housing for households of all ages and all income levels.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
2. Improve the quality of housing.	Offer free training programs for minor repairs sponsored by business community.	Housing Providers, Local Businesses, Home Depot, Lowe's and other partners	Contribution and Volunteers	1-5 On-going
	Conduct code inspections for occupied units in a condition beyond rehabilitation, relocate tenants, acquire and demolition.	Department of Community Development and Codes Department	CDBG, General Funds and Inspection Fees – Operations/Administration	1-5 On-going
3. Improve the value of housing.	Target 100, 200 and 300 blocks moving outward from the downtown for housing and mixed-use rehabilitation. The 400 to 500 blocks targeted as second tier.	Department of Community Development, Department of Economic Development, Codes Department and Private Investors	CDBG, General Funds and Inspection – Operations/Administration and Private Investment	1-5 On-going
	Coordinate targeting of housing programs and opportunities in areas identified for community development projects (i.e. replacement of sidewalks, ADA ramps, parking improvements, greenways and other neighborhood enhancements).	Department of Community Development, York Housing Authority, CDCs Engaged in Housing Rehabilitation, Habitat for Humanity and other Housing Partners.	CDBG, General Funds, PHFA, Donations/Contributions to Non-Profits and Private Investment	1-5 On-going
	Identify vacant lots for neighborhood parking improvements.	Redevelopment Authority, General Authority, Neighborhood Associations and Property Owners	CDBG, General Funds and Private Investment	1-5 On-going
	Improve the quality of housing.	Refer to Objective 2 Strategies.		
4. Increase housing affordability for all income levels.	Create mixed-use, mixed income neighborhoods through neighborhood revitalization and redevelopment projects.	Department of Community Development, Department of Economic Development, CDCs, Elm Street Implementation Strategies and York Housing Authority	CDBG, HUD, General Funds, PHFA, USDA and Private Investment	1-5 On-going
	Increase homeownership.	Refer to Objective 1 Strategies.		

<b>Housing Implementation Matrix</b>				
<b>GOAL</b>	Improve availability of decent, affordable housing for households of all ages and all income levels.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
4. Increase housing affordability for all income levels.	Provide local employment opportunities, job training and live-work opportunities to increase household incomes.	Refer to Economic Development for details.		
	Implement the Consolidated Plan and Annual Action Plan.	Department of Community Development, Partners and Sub-recipients of Grants, Housing Authority	CDBG, HOME and HOPE VI along with other matching/leveraged grants	1-5 On-going

## Section 1.3.3 Transportation

### Transportation Implementation Matrix

GOAL	Provide safety, mobility and accessibility for all modes of travel.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
1. Provide efficient maintenance and improvement of transportation facilities.	<b>Transportation system operation and maintenance strategy</b>	Mayor's Office, Department of Public Works, Department of Community Development, Department of Economic Development and Traffic Safety Committee	PennDOT Funding Programs	1-5 On-going
	<ul style="list-style-type: none"> <li>Coordination with YAMPO for project planning, programming and prioritization through TIP and Twelve-Year Plan</li> </ul>			
	<ul style="list-style-type: none"> <li>Establish a Capital Improvements Program (CIP) for local roadways, bridges, sidewalks and paths.</li> </ul>	Department of Public Works and City Council	General Funds, Bonds and State/Federal Capital Grants and Programming/Projects and CDBG – Section 108 Funds, and Bridge Funds	1-5 On-going
	<ul style="list-style-type: none"> <li>Sidewalk maintenance and ADA improvements, tree maintenance and replacement to prevent sidewalk damage.</li> </ul>	Department of Public Works, Department of Community Development and Property Owners	General Funds, CDBG Funds, PennDOT Enhancement Funds and Private Investment	1-5 On-going
	<ul style="list-style-type: none"> <li>Prioritization of Liquid Fuels and other General Revenue for maintenance of roadways coordinated with other community development projects.</li> </ul>	Department of Public Works, Department of Community Development and City Council	PennDOT Liquid Fuels and General Funds	1-5 On-going
	<ul style="list-style-type: none"> <li>Utilize ITS and traffic calming solutions to address traffic congestion and safety issues.</li> </ul>	Department of Public Works, PennDOT, YAMPO and other partners	General Funds, PennDOT and other Funds	1-5 On-going
2. Provide multi-modal links between residential neighborhoods, the downtown and places of employment.	<b>Transit-Oriented Development Strategy</b>	Department of Public Works, Department of Economic Development and Department of Community Development	FTA, CDBG, General Funds, PennDOT, DCED and Private Developers	1-5 On-going
	<ul style="list-style-type: none"> <li>Coordinate with <i>rabbittransit</i> for the enhancement of transit routes and facilities.</li> </ul>			
	<ul style="list-style-type: none"> <li>Establish a Transit Reinvestment Improvement District (TRID).</li> </ul>	Department of Economic Development, Downtown York, Inc., rabbittransit, Capitol Trailways and Property Owners	DCED and DDBG for Study General Funds, Bonds, DCED, PennDOT and District Revenue for Improvements	2
<ul style="list-style-type: none"> <li>Enhance existing gateways and wayfinding, and establish additional gateways and wayfinding (refer to Gateways, Wayfinding and Streetscape Amenities)</li> </ul>	Department of Public Works, Department of Community Development and Civic Associations	PennDOT, City General Fund and Business Contributions	1-2	

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## Transportation Implementation Matrix

GOAL	Provide safety, mobility and accessibility for all modes of travel.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
3. Design and manage public improvements that will meet current and future transportation needs.	<b>Traffic/Truck Safety &amp; Accessibility</b> <ul style="list-style-type: none"> <li>Prioritize maintenance, signage, permitting and enforcement of truck routes.</li> </ul>	Department of Public Works and Police Department	General Fund – Operations/Administration	1 On-going
	<ul style="list-style-type: none"> <li>Study and implement improvements to support two-way traffic on East Market Street.</li> </ul>	Department of Community Development, Department of Economic Development, Traffic Safety Committee and YCPC	General Funds, CDBG, PennDOT and DCED Funds	1
	<ul style="list-style-type: none"> <li>Design and improve extension of North Street.</li> </ul>	Department of Public Works and Department of Economic Development	General Funds and DCED Funds	2
	<ul style="list-style-type: none"> <li>Country Club/Rathton Road and George Street Intersection Improvements – incorporate City gateway into design.</li> </ul>	YAMPO, YCPC, City, Spring Garden Township and PennDOT	PennDOT	2-3
	<ul style="list-style-type: none"> <li>Conduct a Truck Accessibility Study with emphasis on access to Employment Centers and deliveries to Downtown</li> </ul>	YAMPO, City, YCPC, YCEDC and PennDOT	PennDOT and YCPC	1
	4. Provide non-vehicular links between residential neighborhoods, places of employment, the downtown and recreation facilities.	<b>Greenway Development Strategy &amp; Pedestrian &amp; Bicycle Accessibility and Safety Strategy</b> <ul style="list-style-type: none"> <li>Improve the Codorus Greenway thru public/private partnerships (including pedestrian/bicycle bridges over the Codorus Creek at N. George Street and as part of the Northwest Triangle Redevelopment Plan).</li> <li>Improve the Kings Mill Greenway thru public/private partnerships</li> <li>Improve Willis Run Grey Infrastructure and Greenways thru public/private partnerships</li> <li>Sidewalk and ADA ramp improvements.</li> <li>Utilize key alleyways in downtown for pedestrian/bicycle access.</li> </ul>	Department of Community Development, Department of Public Works, Us Army Corp., YCEDC, YCPC and Private Developers/Investment	DCNR, DEP, PennDOT – Transportation Enhancement Funds and Safe Routes to School Funds, City CDBG – Section 108 Funds, County and Private/Developer Funds
5. Encourage appropriate residential and nonresidential uses fronting along greenways and open space corridors.		Establish a Greenways Overlay District as part of Zoning Ordinance and Map amendments.	Department of Community Development, City Council and Alliance of Neighborhood Associations	CDBG and General Funds

**Section 1.3.4 Historic Preservation**

**Historic Preservation Implementation Matrix**

Historic Preservation Implementation Matrix				
GOAL	Preserve cultural and historic resources of the community to create a sense of place.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
1. Identify and preserve historic landmark structures through adaptive reuse and rehabilitation.	Continue to complete inventories and documentation of eligible areas and areas/properties with historic significance. Create a geo-data base consisting of facts, history, photographs and other relevant information.	Department of Community Development and Historic York	CDGB and DCED Funds	1-5 On-going
	Integrate these community icons into neighborhood revitalization plans and implementation strategies and economic and community development strategies and implementation projects.	Department of Community Development, Department of Economic Development, Elm Street Managers, CDCs and Private Developers	CDBG, DCED, Historic Tax Credits and PHMC Funds	1-5 On-going
2. Identify areas for continued and expanded historic preservation.	Collaborate with neighborhoods to identify appropriate tools and/or mechanisms and incentives to support appropriate levels of historic preservation.	Refer to Land use, Objective No. 1.		
3. Enhance promotion of City and State programs that provide financial incentive for rehabilitation and historic preservation of structures.	Incorporate this information with Housing Rehabilitation Program literature and provide appropriate links on City website.	Department of Community Development and Housing providers.	CDBG, DCED, Historic Tax Credits and PHMC Funds	1-5 On-going
4. Evaluate and modify existing preservation policies, review processes, regulations and enforcement.	Conduct annual review as part of Department of Community Development, Codes Department, and Planning Commission and HARB Annual Reports.	Department of Community Development and Codes Department, Planning Commission and HARB.	CDBG and General Funds – Operations/Administration	1-5 On-going

<b>Historic Preservation Implementation Matrix</b>				
GOAL	Preserve cultural and historic resources of the community to create a sense of place.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
5. Review and modify zoning regulations to support architectural preservation.	Utilize TNDs, form-based and design standards to support preservation of community character through architectural features.	Department of Community Development and Planning Commission	CDBG and General Funds – Operations/Administration	1

### Section 1.3.5 Community Facilities & Services

<b>Community Facilities &amp; Services Implementation Matrix</b>				
GOAL	Provide quality, cost effective facilities and services through special funding sources and routine maintenance and scheduled improvement.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
1. Provide adequate public facilities and services that promote health, safety and welfare.	Conduct a Community Needs Assessment with respect to public facilities and services to support modification of existing facilities and services.	All City Departments based upon area of responsibility	General Fund and DCED Funding	1-2 Annual Monitoring
	Develop public/private and regional partnerships to provide quality public facilities and services cost effectively (i.e. staff and equipment pooling, regionalization of services, etc.)	All City Departments based upon area of responsibility	Appropriate Funding Sources – Refer to Funding Matrix	1-5 On-going
	Develop and conduct routine maintenance programs for public facilities.	All City Departments responsible for public facilities	General Fund, User Fees and Other Sources	1-5 On-going

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## Community Facilities & Services Implementation Matrix

GOAL	Provide quality, cost effective facilities and services through special funding sources and routine maintenance and scheduled improvement.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
2.Enhance park and recreation facilities as places for residents and destinations for visitors.	Develop Master Plans for all parks and recreational facilities. Implement Master Plans for Penn Park and Memorial Park to enhance space as destination parks.	Department of Public Works collaborating with Department of Community Development and Neighborhood Associations	CDBG, DCNR, Business Sponsors, Other Grant Sources and Special Funding Mechanisms such as a Park Conservancy	1-2
	Establish a funding mechanism for park maintenance and capital improvements.	Department of Public Works and General Authority	Bonds, Grants and Capital Campaigns	1 On-going
3.Provide high level of community safety and protection from <del>depression and hazards</del>	Conduct a Community Safety Assessment evaluating crime, condition/safety of public facilities, health / nuisance violations and negative impacts of non-compatible land uses.	Alliance of Neighborhood Associations, Department of Community Development, Police Department – Community Policing Services and Fire Department – Fire and Code Services, Department of Public Works	CDBG and General Funds – Operations/Administration	1-5 On-going
	Development of a green regional recycling park/facility within the region and provide incentives for those types of facilities to relocate.	Department of Economic Development and YCEDC	Various Local, County, State and Federal Funds	1-2
4.Provide recreational programs to meet the needs of all citizens.	Conduct user needs and customer satisfaction surveys for target groups as part of programming and use of facilities.	Department of Public Works	CDBG and DCNR Funds and User Fees	1-5 On-going
5.Provide clean, safe and green neighborhoods.	Work through each Neighborhood Association to identify clean, safe and green initiatives.	Alliance of Neighborhood Associations, Neighborhood Associations, Department of Community Development, Department of Public Works, Police Department, Agencies, Organizations and Businesses	Various Funding Sources and Volunteerism – Refer to Funding Matrix	1-5 On-going



**Section 1.3.6 Economic Development**

**Economic Development Implementation Matrix**

GOAL	Provide economic development opportunities through new development and redevelopment projects and infrastructure improvements.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
1. Create conditions and provide incentives that support business retention, growth and attraction.	Refer to Land Use, Objective 2 Strategies.			
	Refer to Land Use, Objective 3 Strategies			
	Refer to Land Use, Objective 4 Strategies.			
	Develop public/private partnerships through tax abatement programs and business development incentives.	Department of Economic Development, YCEDC and City Council, Chamber of Commerce	Tax abatements, Small Business Development Loans and Infrastructure grants – Refer to Funding Matrix	1-5 On-going
	Small business incubator opportunities.	Department of Economic Development and YCEDC	Tenant rents and loans.	1-5 On-going
2. Market opportunity sites for occupancy, development and redevelopment.	Refer to Land Use, Objective 3 Strategies.			
	Develop plans, strategies for adaptive reuse, redevelopment and/or selective demolitions of key opportunity sites – Refer to Neighborhood Revitalization and Opportunity Sites map.	Department of Economic Development, Regional Partners, Institutions, Redevelopment Authority, YCEDC, RAYAC and other partners.	DCED, CDBG, Count and other Funding Sources and Private Investment	1-5 On-going
	Implement the Strategic Economic Development Plan and provide routine updates.	Department of Economic Development, Department of Community Development, YCEDC and Developers	Various Identified Funding Sources	1-2 On-going
3. Create neighborhood-based jobs and live-work opportunities.	Develop/promote incentives for small business development and entrepreneurial opportunities (i.e. Artisan Homestead Program, LERTA and others).	Department of Economic Development and City Government	Various Programs, Tax Abatements and Others	1-5 On-going
	Refer to Land Use, Objective 3 Strategies.			

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## Economic Development Implementation Matrix

GOAL	Provide economic development opportunities through new development and redevelopment projects and infrastructure improvements.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
4. Emphasize opportunities in the medical and educational sectors.	Coordinate with institutions of higher education offering programs and job training.	Department of Economic Development, Institutions and YCEDC	Various Funding Sources	1-5 On-going
	Partner with York Hospital, York College, Penn State York, HACC York Campus, Art Institute of York, and other partners to expand employment opportunities through campus, student housing, and facility expansion in the downtown and other key locations.	Department of Economic Development, Institutions and YCEDC	Various Funding Sources	1-2
5. Incorporate infrastructure improvements, green space and recreation as part of project development.	Consistent application of Zoning and SALDO requirements for new development and redevelopment.	Department of Community Development, Planning Commission, ZHB and City Council	Administrative	1-5 On-going
	Public/private partnerships to support economic development objectives.	Department of Economic Development, Department of Public Works, Department of Community Development and YCEDC	Use of Various Funding Sources	1-5 On-going
	Implement the Downtown Action Plan.	Department of Economic Development, Department of Community Development, Developers, Businesses, Institutions and Organizations	Use of Various Funding Sources	1-2 On-going
6. Utilize a variety of tools to revitalize neighborhoods through increased homeownership, economic development, and historic preservation and neighborhood amenities.	Coordination of all goals, objectives and strategies.			



**Section 1.3.7 Neighborhood Revitalization**

**Neighborhood Revitalization Implementation Matrix**

GOAL	Improve the quality of life of neighborhood residents, businesses and visitors through revitalization programs, partnerships, volunteerism and targeting of community development projects.			
Objective	Recommended Strategies/Actions	Lead Agency & Partners	Funding Sources	Priority
1. Reduce neighborhood blight and deterioration.	Implementation of Consolidated Plan and Annual Action Plan – Housing Plan. Coordination with YCPC’s Plans.	Department of Community Development, YCPC, Housing Authority and Housing Providers/Partners	CDBG, HOME and HOPE VI Funds	1-5 On-going
	Utilization of Weed and Seed Designation to assist with neighborhood revitalization.	Department of Community Development, Committee, Neighborhood Associations and Partners	CDBG, HOME and other State and Federal Grants	1-5 On-going
	Implementation of Elm Street Strategies in designated areas.	Refer to Land Use Objective 5		
	Implementation of Elm Street Strategies in non-designated areas.	Refer to Land Use Objective 5		
	Refer to Housing Objectives.			
2. Continue and enhance community policing philosophy.	Refer to City’s Community Policing Services.			
3. Streamline codes and code enforcement.	Refer to Land Use Objective 2 Strategies.			
4. Provide access to affordable housing.	Refer to Housing Objective 4 Strategies and Economic Development Objectives and Strategies.			
5. Increase homeownership.	Refer to Housing Objective 1 Strategies.			
6. Clean and green neighborhoods.	Refer to Land Use Objective 5.			
7. Improve the economy of neighborhoods.	Refer to Economic Development Objectives and Strategies.			

**Neighborhood Revitalization Implementation Matrix**

<b>GOAL</b>	Improve the quality of life of neighborhood residents, businesses and visitors through revitalization programs, partnerships, volunteerism and targeting of community development projects.			
<b>Objective</b>	<b>Recommended Strategies/Actions</b>	<b>Lead Agency &amp; Partners</b>	<b>Funding Sources</b>	<b>Priority</b>
8. Preserve historic and architectural characteristics of structures.	Refer to Land Use Objective 1 Strategies. Refer to Historic Preservation Objective 5 Strategies.			
9. Provide connections/linkages to parks, recreation, open space and greenways.	Refer to Transportation Objective 4 Strategies.			

## Section 2.0 Funding Source Matrix

State & Federal Funding Sources & Technical Assistance Support Programs			
Grant Program	Agency	Email / Web Site	Description and Eligibility
<b>Housing Programs</b>			
Weatherization Program	PA Department of Community and Economic Development	<a href="http://www.newpa.com/programDetail.aspx?id=95">www.newpa.com/programDetail.aspx?id=95</a>	Federal program that works to minimize the adverse affects of high energy costs to low-income, elderly and handicapped citizens through client education activities and by providing weatherization services.
Emergency Shelter Grant (ESG)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/programDetail.aspx?id=92">www.newpa.com/programDetail.aspx?id=92</a>	Federal grants funding assistance in creating or rehabilitating shelter space for the homeless.
PA Access Grant Program	PA Department of Community and Economic Development	<a href="http://www.newpa.com/programDetail.aspx?id=88">www.newpa.com/programDetail.aspx?id=88</a>	Provides grants to low- and moderate-income persons with permanent disabilities, for home renovations to make them handicapped accessible.
HOME & Federal HOME Loan Banks	PA Department of Community and Economic Development	<a href="http://www.newpa.com/programDetail.aspx?id=85">www.newpa.com/programDetail.aspx?id=85</a>	Federally funded program that provides municipalities with loan assistance and technical assistance to expand the supply of decent and affordable housing for low- and very low-income citizens.
Community Development Block Grant Program	PA Department of Community and Economic Development	<a href="http://www.newpa.com/programDetail.aspx?id=72">www.newpa.com/programDetail.aspx?id=72</a>	Federal program, locally administered. Communities/neighborhoods must meet a standard of 51% low- to moderate-income level.
Community Revitalization Program (CRP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/programDetail.aspx?id=72">www.newpa.com/programDetail.aspx?id=72</a>	Provides grant funds to support local initiatives that promote community stability and quality of life.
PHFA	Pennsylvania Housing Finance Agency	<a href="http://www.phfa.org/consumers/homebuyers/homebuyers.aspx">http://www.phfa.org/consumers/homebuyers/homebuyers.aspx</a>	Provides home purchase loans, accessibility modification loans, purchase improvement loans, down payment assistance, and housing counseling through participating lenders.

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Municipal Services</b>			
Shared Municipal Services Program (SMSP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=101">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=101</a>	Provides grant funds that promote cooperation among municipalities as well as encourages more efficient and effective delivery of municipal services on a cooperative basis.
Regional Police Assistance Grant Program	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=83">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=83</a>	Grants for two or more municipalities that regionalize police operations.
State Surplus Property Program	State Surplus Property Program	<a href="http://www.dgs.state.pa.us/surp_prop/cwp/view.asp?a=3&amp;q=121047">www.dgs.state.pa.us/surp_prop/cwp/view.asp?a=3&amp;q=121047</a>	Used equipment available to local governments and volunteer fire companies.
Volunteer Loan Assistance Program (2% loan program)	Volunteer Firefighters Relief Associations	<a href="http://www.osfc.state.pa.us/osfc/cwp/view.asp?a=3&amp;Q=244793&amp;osfcNav=%7C">www.osfc.state.pa.us/osfc/cwp/view.asp?a=3&amp;Q=244793&amp;osfcNav=%7C</a>	Finance new and used equipment and structures for ambulance and fire companies.
Emergency Responders Resource & Training Program (ERRTP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=75">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=75</a>	ERRTP funds may be used for emergency responder improvement projects. These projects must demonstrate a benefit to community activities associated with police, fire, ambulance or related public safety services.
Section 902 Recycling Performance Grants	PA Department of the Environmental Protection	<a href="http://www.dep.state.pa.us/dep/deputate/airwaste/wm/RECYCLE/document/Grants.htm">www.dep.state.pa.us/dep/deputate/airwaste/wm/RECYCLE/document/Grants.htm</a>	Grants for recycling program implementation. Funding also available for equipment, containers and education outreach.
Section 904 Recycling Performance Grants	PA Department of the Environmental Protection	<a href="http://www.dep.state.pa.us/dep/deputate/airwaste/wm/RECYCLE/document/Grants.htm">www.dep.state.pa.us/dep/deputate/airwaste/wm/RECYCLE/document/Grants.htm</a>	Grants awarded to provide incentives to counties and municipalities giving more money to successful recycling programs.

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Economic Development</b>			
Local Municipal Resources and Development Program (LMRDP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=78">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=78</a>	Grants to municipalities for improving quality of life within the community.
Small Business First	PA Department of Agriculture, PA Grows	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=33">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=33</a>	Funding for small business (100 employees or less), including: low-interest loans for land and building acquisition and construction; machinery and equipment purchases and working capital.
Economic Stimulus Package Technical Assistance	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=73">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=73</a>	Technical assistance for local governments as part of the Economic Stimulus Package.
First Industries Fund	PA Department of Agriculture, PA Grows	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=47">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=47</a>	Grant and loan program aimed at strengthening PA's agriculture and tourism industries.
Heritage and Tourism Cooperative	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=105">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=105</a>	Providing marketing grants to arts, cultural and heritage festivals for marketing that will supplement existing marketing efforts of these festivals.
PA Humanities Council Grants	PA Humanities Council	<a href="http://www.pahumanities.org/">www.pahumanities.org/</a>	Grants to host exhibitions or events encouraging programs on Pennsylvania traditions.
Redevelopment Capital Assistance Program (RCAP)	Commonwealth of Pennsylvania	<a href="http://www.portal.state.pa.us/portal/server.pt/community/redevelopment_assistance_capital_program/4602">http://www.portal.state.pa.us/portal/server.pt/community/redevelopment_assistance_capital_program/4602</a>	Grants for the acquisition and construction of regional economic, cultural, civic, and historical improvement projects.
<b>Land Use</b>			
Land Use Planning and Technical Assistance Program (LUPTAP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=100">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=100</a>	Provides grant funds for the preparation of community comprehensive plans and the ordinances to implement them.

# Strategic Comprehensive Plan 2030 | 2009

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Government Facilities</b>			
Local Government Capital Project Loan Program (LGCP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=96">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=96</a>	Low-interest loans to local government for equipment and facility needs. Rolling stock and data processing equipment purchases or the purchase, construction, renovation or rehabilitation of municipal facilities.
Infrastructure Development Program	PA Department of Community and Economic Development, Center for Business Financing	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=26">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=26</a>	Grant and low-interest loan financing for public and private authorities and corporations, municipal authorities, redevelopment authorities and local development districts may apply for IDP assistance for themselves or on behalf of eligible private companies engaged in: agriculture, industrial, manufacturing, research and development, and export services; real estate developers who are developing sites for eligible private companies.



# Strategic Comprehensive Plan 2030 | 2009

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Government Facilities &amp; Functions</b>			
Early Intervention Program	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=98">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=98</a>	Provides matching grant funds to assist municipalities experiencing fiscal difficulties to develop comprehensive multi-year financial plans and establish short- and long-term financial objectives.
Water Supply and Wastewater Infrastructure Program (PennWorks)	PA Department of Community and Economic Development, Center for Business Financing, Site Development Division	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=43">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=43</a>	A program to ensure safe water supply and proper wastewater infrastructure. Eligibility: Municipalities, Industrial Development Corporations, Municipal Authorities, Investor-owned water or wastewater enterprise.
Pennsylvania Infrastructure Investment Authority (PENNVEST)	Pennsylvania Infrastructure Investment Authority (PENNVEST)	<a href="http://www.pennvest.state.pa.us/pennvest/site/default.asp">www.pennvest.state.pa.us/pennvest/site/default.asp</a>	Provides low interest loans for the design and engineering of drinking water, wastewater and stormwater infrastructure projects. Provides low-interest loans and grants for new construction or for improvements to publicly or privately owned drinking water or sewage treatment facilities. PENNVEST can also fund municipally owned stormwater management systems.
<b>Transportation Facilities</b>			
Land Use Planning and Technical Assistance Program (LUPTAP)	PA Department of Community and Economic Development	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=100">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=100</a>	Provides grant funds for the preparation of community comprehensive plans and the ordinances to implement them.
Infrastructure Development Program	PA Department of Community and Economic Development, Center for Business Financing	<a href="http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=26">http://www.newpa.com/find-and-apply-for-funding/funding-and-program-finder/funding-detail/index.aspx?progId=26</a>	Grant and low-interest loan financing for public and private authorities and corporations, municipal authorities, redevelopment authorities and local development districts may apply for IDP assistance for themselves or on behalf of eligible private companies engaged in: agriculture, industrial, manufacturing, research and development, and export services; real estate developers who are developing sites for eligible private companies.

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Transportation Facilities</b>			
Transportation Enhancement Program (SAFETEA-LU)	PA Department of Transportation	<a href="http://www.dot.state.pa.us/">http://www.dot.state.pa.us/</a>	Projects meeting eligibility criteria may be funded: streetscapes, trails/paths, bicycle improvements and other related activities. The Hometown Streets/Safe Routes to School is a specific grant program that utilizes these funds.
FHWA/PennDOT Transportation Funds	PA Department of Transportation	<a href="http://www.dot.state.pa.us/">http://www.dot.state.pa.us/</a>	Funds for a variety of bridge, roadway and traffic control projects funded by: Federal/State Highway Funds, Federal/State Bridge Funds, CMAQ Funds, Rail Highway Grade Crossing Funds, Special Federal Earmarks (SXF), PennDOT Discretionary Funds.
Pennsylvania Infrastructure Bank (PIB) Loans	PA Department of Transportation	<a href="http://www.dot.state.pa.us/PennDOT/Bureaus/PIB.nsf/HomepagePIB?OpenForm">http://www.dot.state.pa.us/PennDOT/Bureaus/PIB.nsf/HomepagePIB?OpenForm</a>	A PennDOT operated program that provides low-interest loans to help fund transportation projects within the Commonwealth. The goal of the program is to leverage state and federal funds, accelerate priority transportation projects, spur economic development and assist local governments with their transportation needs.

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Conservation, Preservation, Park, Open Space and Greenways</b>			
Watershed Protection and Flood Prevention Program	US Department of Agriculture (USDA), Natural Resources Conservation Service (NRCS)	<a href="http://www.nrcs.usda.gov/programs/watershed/">www.nrcs.usda.gov/programs/watershed/</a>	Provides technical and financial assistance to address water resources and related economic problems on a watershed basis.
Community Preservation Program	PA Historic and Museum Commission	<a href="http://www.phmc.state.pa.us/bhp/community/overview.asp?secid=25">www.phmc.state.pa.us/bhp/community/overview.asp?secid=25</a>	The Bureau offers technical assistance and preservation guidance available through workshops to assist municipalities in designing historic districts, advising on developing historic preservation plans and other strategies (planning and zoning, and protecting historic properties at the local government level).
Community Grants	Department of Conservation and Natural Resources	<a href="http://www.dcnr.state.pa.us/brc/grants/">http://www.dcnr.state.pa.us/brc/grants/</a> then click on 2008 C2P2 Grants List	This program assists municipalities in the rehabilitation and development of parks and recreation facilities. The program provides financial assistance for land acquisition, as well as technical assistance.
Growing Greener: Environmental Stewardship and Watershed Protection Act	Pennsylvania Department of Environmental Protection	<a href="http://www.depweb.state.pa.us/growinggreener/site/default.asp">www.depweb.state.pa.us/growinggreener/site/default.asp</a>	Funding to clean up abandoned mines, restore watersheds, and provide new and upgraded water and sewer systems.
Source Water Protection Grant Program	Pennsylvania Department of Environmental Protection, Bureau of Watershed Management	<a href="http://www.dep.state.pa.us/dep/deputate/watermgmt/wc/Subjects/SrceProt/SourceWaterProtection/default.htm">www.dep.state.pa.us/dep/deputate/watermgmt/wc/Subjects/SrceProt/SourceWaterProtection/default.htm</a>	Grants for start-up and development of local, voluntary source water protection programs.
Nonpoint Source Pollution Control	Pennsylvania Department of Environmental Protection, Bureau of Watershed Management	<a href="http://www.dep.state.pa.us/dep/deputate/watermgmt/wc/Subjects/NonpointSourcePollution/default.htm">www.dep.state.pa.us/dep/deputate/watermgmt/wc/Subjects/NonpointSourcePollution/default.htm</a>	Funding for projects that restore or protect impaired waters through education, monitoring or practices to control or reduce nonpoint sources of pollution.
Stream Improvement Program	Pennsylvania Department of Environmental Protection, Bureau of Waterways Engineering	<a href="http://www.dep.state.pa.us/dep/deputate/watermgmt/we/streamprogram/main.htm">www.dep.state.pa.us/dep/deputate/watermgmt/we/streamprogram/main.htm</a>	State provided design and construction projects to eliminate imminent threats due to flooding and stream bank erosion.

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Conservation, Preservation, Park, Open Space and Greenways</b>			
Stormwater Management Program	Pennsylvania Department of Environmental Protection, Bureau of Watershed Management	<a href="http://www.dep.state.pa.us/dep/deputate/watermgt/wc/subjects/wwec/general/wetlands/wetlands.htm">www.dep.state.pa.us/dep/deputate/watermgt/wc/subjects/wwec/general/wetlands/wetlands.htm</a>	Funding and technical assistance for the restoration of wetlands.
Five-Star Restoration Program	U.S. Environmental Protection Agency Office of Wetlands, Oceans and Watersheds	<a href="http://www.epa.gov/owow/wetlands/restore/5star/">www.epa.gov/owow/wetlands/restore/5star/</a>	Provides funds to the National Fish and Wildlife Foundation and its partners, the National Association of Counties, NOAA's Community-based Restoration Program and the Wildlife Habitat Council. These groups then make subgrants to support community-based wetland and riparian restoration projects. Competitive projects will provide long-term ecological, educational, and/or socioeconomic benefits to the people and community.
Community-based Restoration Program (CRP)	U.S. Department of Commerce National Oceanic and Atmospheric Administration Office of Habitat Conservation	<a href="http://www.nmfs.noaa.gov/habitat/restoration/projects_prgrams/">www.nmfs.noaa.gov/habitat/restoration/projects_prgrams/</a>	Provides funds for small-scale, locally driven habitat restoration projects that foster natural resource stewardship within communities.
Rivers Conservation Program	PA Department of Conservation and Natural Resources, Division of Conservation Partnerships	<a href="http://www.dcnr.state.pa.us/rivers/riverhome">www.dcnr.state.pa.us/rivers/riverhome</a>	Funding and technical assistance to river support groups and municipalities for planning, implementation, acquisition and development.
Flood Mitigation Assistance Program (RMA)	Federal Emergency Management Agency	<a href="http://www.fema.gov/fima/fma.stm">www.fema.gov/fima/fma.stm</a>	Assists states and communities to identify and implement measures to reduce or eliminate the long-term risk of flood damage to homes and other structures insurable under the NFIP.
National Fish and Wildlife Foundation General Matching Grants	U.S. Department of the Interior, U.S. Fish and Wildlife Service	<a href="http://www.fedcenter.gov/Bookmarks/index.cfm?id=851&amp;pge_prg_id=8677&amp;pge_id=1866">http://www.fedcenter.gov/Bookmarks/index.cfm?id=851&amp;pge_prg_id=8677&amp;pge_id=1866</a>	Grant program that awards challenge grants to projects that (1) address priority actions promoting fish and wildlife conservation and the habitats on which they depend; (2) work proactively to involve other conservation and community interests; (3) leverage available funding; and (4) evaluate project outcomes.

<b>State &amp; Federal Funding Sources &amp; Technical Assistance Support Programs</b>			
<b>Grant Program</b>	<b>Agency</b>	<b>Email / Web Site</b>	<b>Description and Eligibility</b>
<b>Conservation, Preservation, Park, Open Space and Greenways</b>			
Partners for Fish and Wildlife Program	U.S. Department of the Interior, U.S. Fish and Wildlife Service Branch of Habitat Restoration, Division of Habitat Conservation	<a href="http://www.fws.gov/partners/">www.fws.gov/partners/</a>	Provides technical and financial assistance to private landowners to restore fish and wildlife habitats on their lands.
Miscellaneous Grants	PA Department of Conservation and Natural Resources, Division of Conservation Partnerships	<a href="http://www.dcnr.state.pa.us/brc/grants/">www.dcnr.state.pa.us/brc/grants/</a>	<p>DCNR offers a variety of grants for projections, programs and acquisition utilizing a variety of federal and state funds including:</p> <ul style="list-style-type: none"> <li>• Commonwealth's Keystone Recreation, Park and Conservation Fund (Key93)</li> <li>• The Environmental Stewardship and Watershed Protection Act (Growing Greener)</li> <li>• Land and Water Conservation Fund (LWCF)</li> <li>• Recreational Trails component of SAFETEA-LU</li> </ul>

## **TAB 5. STRATEGIC CLUSTERS FOR DEVELOPMENT**

There are critical issues facing the east coast telecommunications corridor. Much of the incumbent fiber networks are aging, using dated technology that is over-extended and cannot handle the sheer amount of data being transmitted now, let alone at the staggering projections just over the next five years. In addition, and much to the industry's detriment, these incumbent networks all travel the same corridor, and are subject to single points of failure, terrorist blast zones, natural disasters and cost intensive maintenance.

The Washington DC and greater New York areas are two of the largest markets in the US, and are the cornerstones of the Mid-Atlantic corridor. The connection between America's seat of government and its financial heart make this a crucial link in the country's network infrastructure.

UFD's network and data center infrastructure will be completely diverse from the incumbent networks and existing data centers. These assets will provide access to new growth in markets that are currently underserved and allow for the local government to expand their economic development efforts, giving them a much needed competitive edge.

UFD will provide the fastest and shortest fiber network available to more than 60,000 businesses of the 97,000 businesses within a 10-mile radius. This network will provide best-in-class data transmission services to all major markets, including life sciences, pharmaceutical, high-tech, healthcare, financial and enterprise businesses.

### **A. Biotechnology/Pharmaceutical/Life Sciences:**

UFD will by default attract and benefit the above industries. It is a priority of many major industries to have access to reliable, redundant and secure infrastructure to transmit and store their data.

### **B. High Tech & Advanced Manufacturing and Materials:**

UFD's wholly owned and operated fiber network and data centers utilize the very latest in technology, contributing to the viability of the project overall.

### **C. Energy Extraction & Mining:**

NOT APPLICABLE

### **D. Business & Financial Services:**

FIBER SERVICES:

UFD offers a complete suite of all-fiber networking and broadband solutions from dark fiber, to Ethernet, wavelengths, Internet Access, and more. This owned and operated network provides customers with a reliable, low latency DWDM Fiber Network that is Diverse to single points of failure between New York City and Northern Virginia.

This is highly meaningful to larger enterprise companies, financial institutions, government, and carriers who may have locations needing to connect all over the world and that have experienced recent regional carrier outages. The fiber network will also provide for a more cost effective delivery of ISP bandwidth and carrier interconnects for the data center customers.

- Dark Fiber – UFD offers dark fiber infrastructure to customers who have high bandwidth needs and want to manage their own network. Dark Fiber solutions are designed based on customer needs and includes access to secure, state-of-the-art collocation facilities.
- Shared Managed Services (Ethernet and Wavelength Services - 100 MBPS to 100 GBPS) - UFD's Ethernet Services combine the reliability and ubiquity of Ethernet services with next-generation transport technology to deliver an efficient, fully restorable, easily managed carrier class Service. UFD's Wavelength Service is a fully managed, private, point-to-point service delivered over our state-of-the-art Dense Wave Division Multiplexing (DWDM) network.
- Dedicated Managed Services (Wavelength Services - 100 MBPS to 100 GBPS) - Utilizing a dedicated pair(s) of fibers for the highest level of fiber security, UFD's managed Wavelength Service is a fully managed, private, point-to-point service delivered over our state-of-the-art Dense Wave Division Multiplexing (DWDM) network.

#### COLLOCATION:

UFD is will provide collocations services out of the Allentown, Reading, and York, Pennsylvania data centers.

Collocation solutions will ensure business-critical applications are met with fast connectivity, security and reliability. Collocation facilities will be housed within a protected, 24x7x365 manned environment in which our clients can deploy their computing, network, storage and IT infrastructure.

Collocation services will offer multiple connectivity options including cloud computing, storage, telecom and application server equipment. UFD will respond to wide spectrum of customer requirements by providing open racks, cabinets, customized caged floor spaces, and even hybrid solutions such as combining traditional collocation with cloud computing environments and managed hosting.

#### E. Healthcare/Medical Research and/or Educational:

The healthcare industry as a whole depends in the reliable and secure transfer and storage of an extraordinarily large amount of data. Bandwidth demands are

growing at unprecedented rates due to implementation of tools like EMR, medical imaging, mobile health and telehealth. These actions are reshaping and redefining healthcare IT, and exponentially increasing the importance of secure, reliable network connectivity. The healthcare market is a primary target market for UFD.

F. Agriculture:  
NOT APPLICABLE



## TAB 6. ORGANIZATIONAL, MANAGEMENT & STRATEGIC PLAN

Task/Position	Organization	Contact Person, Title	Address	Phone & Email
Candidate (normally the beneficiary of the grant)	United Fiber & Data, LLC	Bill Hynes, Founder & CEO	210 York Street, York PA 17403	855.548.4330 bill@unitedfd.com
Grantee (if known)	Redevelopment Authority of the County of York	Blanda Nace, Assistant Secretary	144 Roosevelt Ave, York PA 17401	bnace@ycea-pa.org
Architect	LSC Design	Rob Kinsley	1110 E. Princess St. York, PA 17403	717.815.8509 rkinsley@lscdesign.com
Engineer				
Contractor				
Other				

### A. Project Information -

#### 1. Tax Status & Organizational Structure:

United Fiber & Data is a Limited Liability Corporation, which is in good tax standing. Think Loud Development is a Limited Liability Corporation, which is in good tax standing.

United Fiber & Data and Think Loud Development are two completely separate entities, of which Chad Taylor, Chad Gracey, Patrick Dahlheimer and Bill Hynes are majority owners. Please see the attached organizational chart illustrating the relationship between 120 York, LLC, United Fiber and Data and Think Loud Development.

#### **Chad D. Taylor, Chairman and CEO (Think Loud Holdings)**

Mr. Taylor is Chairman and CEO of Think Loud Holdings. Mr. Taylor brings over twenty-seven years of multinational corporate leadership to the Think Loud Holdings family of companies. A serial entrepreneur, Mr. Taylor has successfully founded and led more than twenty companies. Mr. Taylor is responsible for board governance, executive management, corporate capitalization, investment strategy and strategic partner alliances.

**Chad Gracey, Chief Operations Officer  
(Think Loud Holdings)**

Mr. Gracey is co-founder and director of Think Loud Holdings. Mr. Gracey has held a position as executive director in four multinational companies spanning his vast career. He is responsible for capital management, investment strategy, portfolio management, employee compensation and partner alliances. Mr. Gracey serves as director to Think Loud Holdings.

**Patrick M. Dahlheimer, Director  
(Think Loud Holdings)**

Mr. Dahlheimer is a co-founder and director of Think Loud Holdings. He has served on the board of directors to multiple small to mid-cap companies over the past twenty years. Mr. Dahlheimer serves as a director to Think Loud Holdings and is responsible for board governance, investment oversight, committee selection and nomination, employee review, benefits and human resources.

**William Hynes, Chief Executive Officer  
(Think Loud Development)**

Mr. Hynes is co-founder and member of the board of directors of Think Loud Development. With over a decade of entrepreneurial leadership in leased property management, Mr. Hynes is proficient in all areas of project development including, project finance, scheduling, tax allocation, asset evaluation, portfolio acquisition, client relationships and executive management. Mr. Hynes serves as director to 101st Holdings, a private real estate trust. He is a proud veteran, having served in the US Army as a military policeman.

**2. Financial & Operating Status:**

United Fiber & Data was incorporated in 2011. Appropriate financial statements have been attached. The UFD corporate headquarters and ultimately the data center which will be located on the 210 York Street campus will be impacted greatly by the RACP award. Without the corporate headquarters and ultimately the data center, UFD's operations will be compromised and the ability to extract much needed capital for continuing operations and data center development will be diminished greatly.

**3. Project Administration:**

The 210 York Street Project RACP will be applied for by The Redevelopment Authority of the County of York (RACY). The Redevelopment Authority of the County of York has contracted with the York County Economic Alliance (YCEA) as administrator.

The Sub-grantee has likewise contracted with the YCEA to serve as administrator and compliance advisor.

The YCEA (formerly the York County Economic Development Corporation) has administered or served as staff to grantee and sub-grantee on several recent RACP projects, such as:

- York County Agricultural Society (YCIDA Grantee) – Toyota Arena - \$3,500,000
- York County Industrial Development Authority – Glatfelter Paper - \$6,000,000
- York County Industrial Development Authority – Sovereign Bank Stadium - \$13,500,000
- Redevelopment Authority of the County of York – York College - \$4,000,000
- County of York – Leg Up Farm - \$1,000,000
- York County Industrial Development Authority – Harley Davidson - \$14,000,000
- City of York – Downtown Market District Revitalization - \$3,375,000
- Redevelopment Authority of the County of York – Project Global (Johnson Controls) - \$5,000,000

#### 4. Financial Necessity:

The addition of Redevelopment Assistance Capital funds to this critical project in the City of York are needed so that the Commonwealth's investment in key growth sectors will generate substantial increases in employment in a true public-private partnership. The ability to leverage RACP funds with private funds will allow for additional private investment in adjacent parcels, thus capitalizing on the growth and redevelopment over a larger geographic area.

RACP funds will enable this project to proceed unabated and will provide the final piece of equity needed to develop this project in the City of York. Building a fiber optic redundant network and stand alone, privately owned data center is a capital intensive and demanding project. TLD is prepared to develop several data centers throughout the regions that RACP services, with 210 York Street as our flagship office.

Historic preservation and retrofit of a decades-vacant building requires more capital than to develop new construction in a suburban greenfield. We are committed to developing in urban areas, particularly in the City of York. To do so will have an exponential benefit and return to the City of York, as opposed to greenfield development. We seek RACP funds to finalize this project and bring it to fruition in the City of York, Pennsylvania.

services to aid in their disaster recovery and business continuity plans.

- SMB Marketplace – 25-999 employees that reside in the New York, New Jersey, Eastern Pennsylvania, Maryland, Washington, D.C. and Northern Virginia. This market segment represents the largest growth opportunity (Managed Virtual Servers, Software As A Service, and Desktop As A Service models) where the market is expected to grow from \$50 Billion today to \$150 Billion by 2013.
- Carrier and Wholesale – The primary interest in this market space is to gain diverse, low latency fiber paths in order to meet their customer needs. They represent a smaller market segment with a smaller, integrated community of decision makers. Their purchases have and can pay for entire fiber builds quickly that enable their customers to access their network resources as well as the proposed data center facilities easily and at much faster speeds.
- IT Consulting/Telecom Agencies – This market is comprised of the influencers to the decision makers in most of the above mentioned market segments. They have expert power with their clients where they typically drive the solution. This is a continually growing segment as more virtualization technologies evolve and their clients grow out of their existing infrastructures and they are looking for Data Center companies to derive a revenue stream to their businesses.

#### MARKET GROWTH

- U.S. fiber industry is expected to grow to \$46 billion by 2016 (*source: OVUM*) UFD expects a less than one percent penetration which will deliver a profitable business model.
- U.S. data center industry is expected to grow to \$150 billion by 2013 (*source: Gartner*) UFD expects a less than one percent penetration which will deliver a profitable business model.
- With the exponential growth for cloud computing services is forecasted to grow to over \$150 billion in 2013 from approximately \$50 billion now and the forecasts in the fiber market of hitting a \$46 billion industry by 2016. UFD is targeting a 1% market share that would provide for substantial revenue. Current forecasts for the company are set at less than 0.1% market share equating to nearly \$150 million within six years. These revenues will be accomplished by targeting key market segments as outlined in the attached Business Pitch document.

## MARKET DEMAND

- Enterprise Accounts – The primary needs of the Enterprise market are for redundant class “A” data center capacity with low latency fiber routes to connect them to their servers faster. This facility in the case of a disaster would turn into their primary facility whereby they may need desks, PCs, phones, etc. to be able to work 24x7 out of the data center. For those companies large enough that have their own primary and secondary data center facilities, dark and high bandwidth lit fiber services are sorely sought after to provide the quickest response to their external and internal customers.
  - SMB Marketplace – The SMB Marketplace has multiple needs primarily surrounding their server and software infrastructure coming to their “end of life”. That means that there is a capital infusion they would have to make in order to get it up to the current specifications. The challenge they have is that they do not want to make the expense while other expenses that drive revenues are taking priority over updating their infrastructure. This is where they are looking to data center companies to allow them to update their infrastructure at the same or less through a Total Cost of Ownership (TCO) analysis. Virtual servers and Cloud Computing solutions are the most common result of a TCO analysis.
  - Carrier and Wholesale – Carriers are looking for new places to collocate their equipment and more specifically low latency routes to get their traffic moved from one place to another or for specific customer requirements and will buy large capacity circuits or dark fiber to accomplish this. Wireless carriers are looking for new places to construct tower infrastructure and with the advent of 4G technology and VoIP, those wireless carriers are looking for fiber to the tower to be able to handle the amount of bandwidth required by the new technologies. The expectation is that the bandwidth per tower will increase to 100-200 megabits per second per tower in the next five years from just three (3) megabits per second circuits today in rural areas of America. The expectation in more densely populated areas are one gigabit per section, over the next five years.
- c. Regional and statewide competition:  
UFD will compete with a number of companies in the market today whereby the unique offering will provide benefits to the end business consumer. Dark fiber companies such as the Incumbent Local Exchange Carriers (ILEC) and Competitive Local Exchange Carriers (CLEC – facilities based providers) currently provide

similar lit services and limited dark fiber services and are often difficult to work with and inflexible with product and pricing. Data Center companies such as regional data centers, larger national data centers, and carriers provide their best efforts at being carrier agnostic and price competitive, but are limited by their current physical network assets and corporate prerogatives. Fringe indirect competitors such as Infrastructure as a Service (IaaS), Software as a Service (SaaS), and Desktop as a Service (DaaS) providers have been customizing their offerings around their product sets, but have not provided consistency with the current consumer experiences.

d. Marketing strategy:

UFD has created a robust marketing strategy and implementation plan that includes Online Marketing, Public Relations, Awareness Marketing, Direct Marketing, and Distribution planning to include a Direct Sales Force, Agent/Partner Channel, Web Marketing.

e. Prospect of industry/business synergy:

Not applicable.

f. Prospect of adding value to other products made/grown in the area, region, or state:

Not applicable.

g. Reasoning for selection of the proposed site:

- Lower costs for power and labor in conjunction with creative ways to generate power and sell power back to the energy companies in the York, Allentown, and Reading, PA markets via the power curtailment program; which will lower operating costs.
- Availability of an immediate, trainable work force.
- Impact of company on the immediate and regional areas, will give the City of York as well as Reading, Allentown and Lancaster an incredible competitive edge in spurring economic redevelopment.

h. Project's anticipated amounts and sources of revenue:

210 York Street is 100% pre-leased. Please find the attached proforma. In addition, please find the below chart relevant to the preliminary 5 year cash flow for United Fiber & Data.

## United Fiber & Data: Preliminary Five-Year Cashflow

<i>Dollars in millions</i>					
	Leading 12 Months	Year 1	Year 2	Year 3	Year 4
IRU Revenue	\$ 2,871,000	\$ 8,986,000	\$ 21,128,000	\$ 30,929,000	\$ 34,022,000
Fiber Maintenance Revenue	\$ 311,000	\$ 8,038,000	\$ 17,879,000	\$ 28,704,000	\$ 40,612,000
Datacenter Revenue	\$ 0	\$ 1,691,000	\$ 4,397,000	\$ 7,374,000	\$ 10,648,000
Lit Services Revenue	\$ 0	\$ 2,073,000	\$ 5,391,000	\$ 9,040,000	\$ 13,054,000
Cost of Goods Sold	\$ 1,809,000	\$ 8,651,000	\$ 10,828,000	\$ 13,195,000	\$ 15,793,000
Operational Expenses	\$ 3,272,000	\$ 10,423,000	\$ 12,319,000	\$ 12,927,000	\$ 13,121,000
	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
<b>Preliminary Cash Inflow</b>	<b>\$ (1,898,000)</b>	<b>\$ 1,715,000</b>	<b>\$ 25,648,000</b>	<b>\$ 49,925,000</b>	<b>\$ 69,422,000</b>

Note: Financial projections, P&L analysis and assumptions are detailed in a separate spreadsheet.

### TLD Strategic Plan:

Think Loud Development caters to small, mid-cap and large enterprise clients seeking the benefits associated with turnkey real estate solutions. Our areas of practice include, medical, commercial, industrial, retail, telecommunication, fiber-network, data-storage, public/private collaboration, government infrastructure, and financial institutions.

Utilizing a cluster-led approach, TLD will maximize the impact and project size of the 210 York Street Campus (and other area locations) by establishing a core of related businesses in the Arts/Entertainment and High Tech/Telecommunications industries. Additionally, TLD will promote and leverage UFD, utilizing it as a key economic driver focusing on business attraction and job creation.

***"A building can become the epicenter of a company, helping to fuel new economies. Through our development partners and their building projects, we induce community and the social remuneration benefiting the end user is exponential. We see bricks n' mortar as only a shell to the potential within" - David C. Taylor, President***

Think Loud Development is committed to producing high-quality buildings and projects that yield sustainable economic, environmental and community gains.

**"We understand the fast-paced dynamics facing today's best companies and their corporate leasing needs. Regardless of the scope or complexity of your project, I'm confident that we have the expertise to deliver a first class solution." - William Hynes, CEO**

## 2. Financial information

### a. Internal funding:

To date, this project has been funded by the ownership group.

### b. Other funding sources:

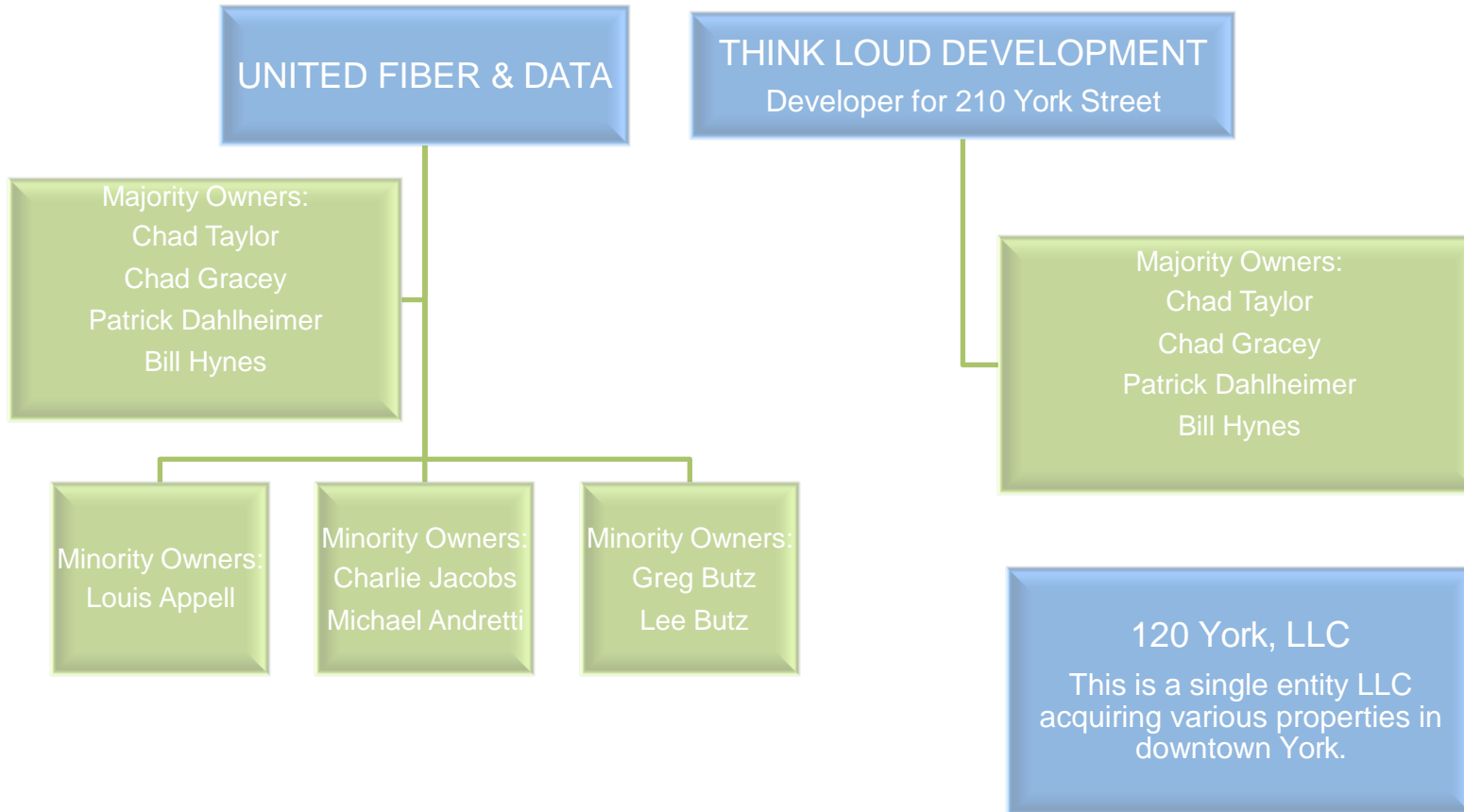
## 3. Plan for continuing operation of the project:

210 York Street is 100% pre-leased. Please see the attached pro-forma for the building. In addition, we have provided long-term projections for United Fiber & Data.





# 210 York Street Organizational Structure



## **TAB 7. STATEMENT OF COMPLIANCE**

# REDEVELOPMENT AUTHORITY OF THE COUNTY OF YORK

144 ROOSEVELT AVE., SUITE 144 · YORK, PA 17401

717.846.8310

FAX: 717.843.8837

YCEOC@YCEOC.ORG

WWW.YCEDC.ORG

Statement of Compliance  
Redevelopment Assistance Capital Program  
210 York Street Project

The Redevelopment Authority of the County of York (RACY), agrees to comply with the following grant requirements regarding the RACP funding project:

Steel Products Procurement Act  
Competitive Bidding Requirements  
Public Work's Contractors' Bond Law  
Pennsylvania Prevailing Wage Act  
Americans with Disabilities Act  
Trade Practices Act  
Insurance  
Article 8 of any RACP Grant Agreements

Redevelopment Authority of the County of York

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Darrell Auterson  
Executive Director

Date

ATIEST:

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*[Signature]*  
\_\_\_\_\_  
*11/25/13*

Assistant Secretary

Date

# TAB 8. PROJECT SCHEDULE

## Pre-Construction Project Milestones

Activity	Date
Design Phase Start	
Design Phase Complete	
Bid Date	
Bid Opening	
Obtain All Permits	
Award Contracts	

## Construction Schedule

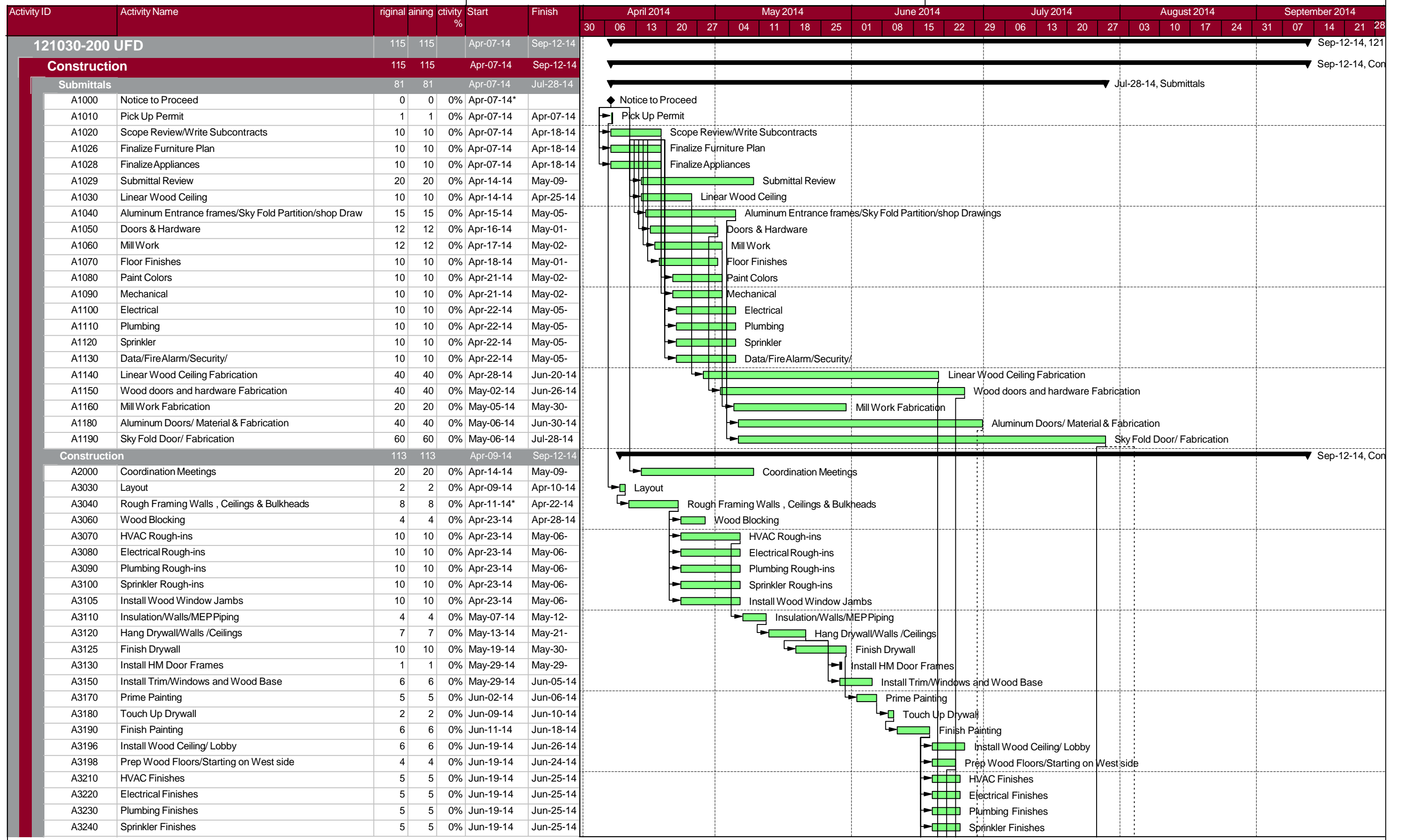
(Each Phase or Component e.g. Remediation, Demo, Site work, Building Construction)

	Phase/Component	Start Date	Completion Date
1.	Start Construction	4/10/14	8/04/14
2.	Final Inspection		8/08/14
3.	Occupancy		8/20/14
4.			
5.			
6.			









█ Actual Work     █ Critical Remaining Work     ▶ Summary  
█ Remaining Work     ◆ Milestone





## **TAB 9. PROJECTED CASH FLOW SCHEDULE**

.



**TAB 10. RDA-300 FORM (SOURCES OF FUNDS)**

Application Form <b>RDA-300</b> June 2009	<b>Commonwealth of Pennsylvania</b> <b>REDEVELOPMENT ASSISTANCE CAPITAL PROJECT</b> <b>SOURCES OF FUNDS</b> <b>RACP Portion of Overall</b>	Date Received	Program Year
		Application No.	

PROJECT INFORMATION				
<b>PROJECT NAME</b> 210 YORK STREET IMPROVEMENTS ANO CAMPUS SITE DEVELOPMENT				
<b>GRANTEE</b> REDEVELOPMENT AUTHORITY OF THE COUNTY OF YORK (RACY)				
<b>SUB-GRANTEE</b> UNITED FIBER ANO DATA				
<b>Host Municipality</b>	York City	<b>Population</b>	40,000	<b>County</b> York
<b>Legislative District</b>	House 95th (Schreiber)	<b>Project Schedule</b>	<b>IStart Date</b> January, 2014	<b>Duration</b>
	Senate 28th (Waugh)	<b>IEnd Date</b>	June, 2014	5 months

OFFICIAL CONTACT PERSONS			
Chief Elected Official of Municipality, or Chairperson of Redevelopment Authority / Development Authority		Contact Person	
<b>Name &amp; Title</b>	Austin Hunt	<b>Name &amp; Title</b>	Blanda Nace, Assistant Secretary
<b>Organization</b>	Redevelopment Authority of the County of York	<b>Organization</b>	Redevelopment Authority of the County of York
<b>Address/Phone</b>	144 Roosevelt Ave, Suite 100 York, PA 17401 717-848-4000	<b>Address/Phone</b>	144 Roosevelt Ave, Suite 100 York, PA 17401 717-848-4000
<b>Federal I. D. No.</b>	23-2420735	<b>Email Address:</b>	BNace@CeSI-Qa.org

FUNDING SOURCES				
Type	Amount	Description	Secured?	Unsecured? or Other?
REDEVELOPMENT ASSISTANCE FUNDS	\$10,000,000			
MATCHING FUNDS	\$10,000,000			
A. Local Funds				
B. Private Funds	\$10,000,000	United Fiber & Data	x	
C. Land				
Attach Appraisal				
D. Federal Funds				
E. Other				
<b>TOTAL FUNDS</b>	<b>\$20,000,000</b>			

Attach an explanation about any state or federal funds the project has received in the past or will receive in the future that are not being counted as matching funds

PROJECT ADMINISTRATION		
Will the Applicant administer the project? <u>III</u>	Will the Applicant designate a Project Administrator? -	Other? _____
<b>Administrators:</b> Applicant's Staff Sub-Applicant's Staff Designated Administrator	<u>Blanda Nace, York County Economic Alliance</u> <u>Selena Sparks</u> <u>York County Economic Alliance</u>	
Are Cooperation Agreements attached?	Yes ___ No <u>x</u>	Status <u>pending</u>

APPLICANT'S AUTHORIZATION	
To the best of my knowledge and belief, data in this application are true and correct and the submission of the application has been duly authorized by the governing body.	
<u>aJM!UJJP-</u> Signature & Title of Authorized Official	<u>e'f:£CI/ft_V8 uut</u> Date

Application Form RDA-300 June 2009	<b>Commonwealth of Pennsylvania REDEVELOPMENT ASSISTANCE CAPITAL PROJECT SOURCES OF FUNDS OVERALL</b>	Date Received	Program Year
		Application No.	

**PROJECT INFORMATION**

<b>PROJECT NAME</b>	210 YORK STREET IMPROVEMENTS AND CAMPUS SITE DEVELOPMENT		
<b>GRANTEE</b>	REDEVELOPMENT AUTHORITY OF THE COUNTY OF YORK (RACY)		
<b>SUB-GRANTEE</b>	UNITED FIBER AND DATA		
<b>Host Municipality</b>	York City	<b>Population</b>	40,000
		<b>County</b>	York
<b>Legislative District</b>	House	95th (Schreiber)	<b>Project Schedule</b>
	Senate	28th (Waugh)	
		<b>Start Date</b>	January, 2014
		<b>End Date</b>	June, 2015
		<b>Duration</b>	17 months

**OFFICIAL CONTACT PERSONS**

<b>Chief Elected Official of Municipality, or Chairperson of Redevelopment Authority / Development Authority</b>		<b>Contact Person</b>	
<b>Name &amp; Title</b>	Austin Hunt	<b>Name &amp; Title</b>	Blanda Nace, Assistant Secretary
<b>Organization</b>	Redevelopment Authority of the County of York	<b>Organization</b>	Redevelopment Authority of the County of York
<b>Address/Phone</b>	144 Roosevelt Ave, Suite 100 York, PA 17401 717-848-4000	<b>Address/Phone</b>	144 Roosevelt Ave, Suite 100 York, PA 17401 717-848-4000
<b>Federal I. D. No.</b>	23-2420735	<b>Email Address:</b>	BNa@:tcea-11a.Org

**FUNDING SOURCES**

Type	Amount	Description	Secured?	Unsecured? or Other?
REDEVELOPMENT ASSISTANCE FUNDS	\$10,000,000			
MATCHING FUNDS	\$54,905,000			
A. Local Funds				
8. Private Funds	\$54,905,000	United Fiber & Data	x	
C. Land				
Attach Appraisal				
D. Federal Funds				
E. Other				
<b>TOTAL FUNDS</b>	<b>\$64,905,000</b>			

Attach an explanation about any state or federal funds the project has received in the past or will receive in the future that are not being counted as matching funds

**PROJECT ADMINISTRATION**

Will the Applicant administer the project?	<u>No</u>	Will the Applicant designate a Project Administrator? –	Other? <u>    </u>
<b>Administrators:</b>	Applicant's Staff	Blanda Nace, York County Economic Alliance	
	Sub-Applicant's Staff	Selena Sparks	
	Designated Administrator	York County Economic Alliance	
Are Cooperation Agreements attached?	Yes <u>    </u> No <u>x</u>	Status	<u>pending</u>

**APPLICANT'S AUTHORIZATION**

To the best of my knowledge and belief, data in this application are true and correct and that I have authorized the application has been duly authorized by the governing body.

*[Signature]* \_\_\_\_\_, \_\_\_\_\_, IL. \_\_\_\_\_, J1..! - \_\_\_\_\_  
Signature & Title of Authorized Official Date

**TAB 11. RDA-301 FORM (USES OF FUNDS) & SITE CONTROL**

Application Form  
RDA-301  
June 2009

Commonwealth of Pennsylvania  
REDEVELOPMENT ASSISTANCE CAPITAL PROJECT  
USES OF FUNDS  
RACP Portion of Overall

Date Received

Application No.

ORIGINAL\_X\_

REVISION\_

AMENDMENT\_

PROJECT NAME 210 YORK STREET  
GRANTEE REDEVELOPMENT AUTHORITY OF THE COUNTY OF YORK (RACY)  
SUB-GRANTEE UNITED FIBER AND DATA

LINE ITEM	BUDGET CATEGORY	REDEVELOPMENT ASSISTANCE	LOCAL MATCH	TOTAL
1	Operation & Maintenance	Typical Match		\$0
2	Administration	Typical Match		\$0
3	Legal	Typical Match		\$0
4	Financing/Accounting	Typical Match		\$0
5	Interest During Construction			\$0
6	Architectural/Engineering	Typical Match		\$0
	A. Feasibility Study	Typical Match		\$0
	B. Surveys	Typical Match		\$0
	C. Design	Typical Match		\$0
	D. Inspection Services	Typical Match		\$0
	E. Other (Specify)	Typical Match		\$0
7	Permits			\$0
8	Land			\$0
	A. Title Insurance			\$0
	B. Easement			\$0
	C. Purchase	\$5,000,000	\$5,000,000	\$10,000,000
	D. Donation			\$0
E. Other (Specify)			\$0	
9	Construction			\$0
	A. Construction (See Page 2)	\$4,750,000	\$4,750,000	\$9,500,000
	B. Contingency ( 5.25% of Construction)	\$250,000	\$250,000	\$500,000
10	Other			\$0
	A.			\$0
	B.			\$0
	C.			\$0
	TOTAL PROJECT COST	\$10,000,000	\$10,000,000	\$20,000,000

APPLICANT'S AUTHORIZATION

Approval of the Project Financing Plan is hereby requested.

COMMONWEALTH APPROVAL

The Project Financing Plan is hereby granted.

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Signature Of Authorized Official  
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Title  
al, VJ  
Typed/Printed Name  
zt, lttate

Commonwealth of Pennsylvania  
Office of the Budget

\_\_\_\_\_  
Signature Of Authorized Official

\_\_\_\_\_  
Title

\_\_\_\_\_  
Typed/Printed Name

\_\_\_\_\_  
Date



Application Form  
 RDA-301  
 June 2009

Commonwealth of Pennsylvania  
 REDEVELOPMENT ASSISTANCE CAPITAL PROJECT  
 USES OF FUNDS  
 OVERALL

Date Received

Application No.

ORIGINAL\_X\_

REVISION\_

AMENDMENT\_

PROJECT NAME  
 GRANTEE  
 SUB-GRANTEE

210 YORK STREET  
 REDEVELOPMENT AUTHORITY OF THE COUNTY OF YORK (RACY)  
 UNITED FIBER AND DATA

LINE ITEM	BUDGET CATEGORY	REDEVELOPMENT ASSISTANCE	LOCAL MATCH	TOTAL
1	Operation & Maintenance	Typical Match		
2	Administration	Typical Match	\$25,000	\$25,000
3	Legal	Typical Match	\$25,000	\$25,000
4	Financing/Accounting	Typical Match		
5	Interest During Construction		\$15,000	\$15,000
6	Architectural/Engineering	Typical Match		
	A. Feasibility Study	Typical Match		
	B. Surveys	Typical Match	\$22,000	\$22,000
	C. Design	Typical Match	\$495,000	\$495,000
	D. Inspection Services	Typical Match	\$35,000	\$35,000
	E. Other (Specify)	Typical Match		
7	Permits		\$175,000	\$175,000
8	Land			
	A. Title Insurance			
	B. Easement			
	C. Purchase	\$5,000,000	\$5,000,000	\$10,000,000
	D. Donation			
	E. Other (Specify)			
9	Construction			
	A. Construction (See Page 2)	\$4,750,000	\$4,750,000	\$9,500,000
	B. Contingency (525% of Construction)	\$250,000	\$2,427,000	\$2,677,000
10	Other			
	A. Campus Site Development		\$2,848,000	\$2,848,000
	B. Data Center Site Work & Utilities		\$4,457,000	\$4,457,000
	C. Data Center		\$34,631,000	\$34,631,000
	TOTAL PROJECT COST	\$10,000,000	\$54,905,000	\$64,905,000

APPLICANT'S AUTHORIZATION

Approval of the Project Financing Plan is hereby requested.

COMMONWEALTH APPROVAL

The Project Financing Plan is hereby granted.

Commonwealth of Pennsylvania  
 Office of the Budget

SEAL

*[Handwritten Signature]*  
 Signature of Authorized Official  
*[Handwritten Title]*  
 Title  
*[Handwritten Name]*  
 Typed/Printed Name  
*[Handwritten Date]*  
 Date

\_\_\_\_\_  
 Signature of Authorized Official  
 \_\_\_\_\_  
 Title  
 \_\_\_\_\_  
 Typed/Printed Name  
 \_\_\_\_\_  
 Date

**TAB 12. BUSINESS PLAN SCORING SUMMARY**