

**TRAVIS COUNTY HEALTH FACILITIES DEVELOPMENT CORPORATION
TRAVIS COUNTY CULTURE & EDUCATIONAL FACILITIES FINANCE CORPORATION
CAPITAL INDUSTRIAL DEVELOPMENT CORPORATION
TRAVIS COUNTY DEVELOPMENT AUTHORITY**

Application Form for Corporation Financing

I. Instructions

- 1.1 Format: This Form of Application is designed to act as a guideline for the Applicant’s use in providing the appropriate Corporation or Authority (referred to hereinafter as “Corporation”) with sufficient information on which to base its decision to consider preliminary approval to the issuance of the proposed bonds. The Corporation requests the Applicant to submit its Application in pdf format with bookmarks for each section as well as on 8 ½ x 11 inch paper tabbed for each section. Please restate all of the captions set forth in the proposed Form of Application, including a written restatement of each section, title, and question, or request for information, as well as the Applicant’s response or appropriate notations as to the inapplicability of certain items. The Applicant should endeavor to respond to each question or request for information as thoroughly as possible and if the question or request is not applicable to the Applicant to mark “NA.” If an entire section of the Application is inapplicable to the Applicant, the Applicant need only type in the number of the section and its title, along with the words “Not Applicable.” There is no need to respond to each set of questions in a section that is completely inapplicable. This will frequently apply with respect to Sections 7 through 10 of the Application.

The Corporation requests that each Application be submitted in a 3-ring loose-leaf binder facilitating easy insertion and removal of pages. Please label each binder on the front and side as follows:

[Name of Applicant]
Application for Financing by
[Name of Corporation]
In an amount not to exceed \$ _____
[Date]

- 1.2 Place of Filing: All Applications must be delivered to:

[Name of Corporation]
Attention: Corporation Manager
700 Lavaca, Suite 1560
Austin, TX 78701

All Applications must be submitted no fewer than 30 days prior to the Board meeting at which the Application seeks consideration and action by the Board, including seven hard copies of the application and the application fee are required to be delivered at the above address. Please see the fee schedule in the addenda for the required fee.

- 1.3 Board Meetings: Regular meetings of the Corporation Board generally occur on Tuesdays at 1:30 9.m. in the Travis County Commissioner’s Courtroom on the first floor at 700 Lavaca in Austin, Texas, or as otherwise noted on the Board’s notice or agenda for the meeting.
- 1.4 Applicant’s Presentation: A representative of the Applicant must attend the meeting of the Corporation at which the Application is to be considered to provide a brief oral presentation of the proposed Project and to be available to answer questions.
- 1.5 Applicant’s Affidavit: The Application must include the Affidavit set forth in this Form of Application and must be signed by an appropriate officer (if the Applicant is a corporation), by a general partner (if the Applicant is a partnership), by an authorized manager or member (if the Applicant is a limited liability company), or by the owner (if the Applicant is a sole proprietorship), and acknowledged before a Notary Public.
- 1.6 Fees and Expenses: The application fee is due when the application is delivered to the Corporation. The Applicant is responsible for expenses incurred by the Corporation Counsel and Financial Advisor. Annual fees may be required based on ongoing compliance requirements or other items. Please see the Fee and Expense Addenda for further details.
- 1.7 Further Due Diligence: Based on the type of Project to be financed, the Corporation will request that the Applicant provide additional descriptive information regarding the Applicant’s business and/or the Project, including, but not limited to, historical operating and financial data and financial projections on the Applicant’s business or the Project.

II. Application

2.1 Identity of Participants

- 2.1.a Applicant’s Legal Name:
Business Address:
Principal Contact(s):
Telephone Number(s) of Contact(s):
Facsimile Number(s) of Contact(s):
- 2.1.b Applicant’s Counsel:
Business Address:
Principal Contact(s):
Telephone Number(s) of Contact(s):
Facsimile Number(s) of Contact(s):
- 2.1.c Placement Agent or Underwriter:
Business Address:
Principal Contact(s):
Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

2.1.d Placement Agent's or Underwriter's Counsel:

Business Address:

Principal Contact(s):

Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

2.1.e Name of Guarantor:

Business Address:

Principal Contact(s):

Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

(NOTE: Specify whether a corporation, limited or general partnership, limited liability company, or individual. Guarantor may also be required to submit the information requested in Section 4 hereof.)

2.1.f Suggested Market Demand Consultant:

Business Address:

Principal Contact(s):

Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

2.1.g Suggested Architect:

Business Address:

Principal Contact(s):

Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

2.1.h Suggested Engineer:

Business Address:

Principal Contact(s):

Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

2.1.i Suggested Bond Counsel:

Business Address:

Principal Contact(s):

Telephone Number(s) of Contact(s):

Facsimile Number(s) of Contact(s):

III. Executive Summary

- 3.1 Provide a short, plain statement of the type of business or businesses engaged in by the Applicant, including a mission statement. If the Applicant is a subsidiary corporation or has subsidiaries, include a short, concise description of the business of all affiliated companies.
- 3.2 Provide a short, plain description of the Project. Please specify whether all improvements will be constructed at once, or if construction will be completed in various phases.
- 3.3 Provide the proposed financial structure of the Project including the principal amount of the financing requested and percentage of total funding for the project that is from bond proceeds.
- 3.4 Attach the proposed sources and uses of funds related to the Bond proceeds and other funds including Cost of Issuance. When estimating Cost of Issuance, please include each of the following items as applicable: printing, trustee's fees, trustee's counsel fees, Rating Agency fee, bond counsel fee, special tax counsel fee, underwriter or disclosure counsel fee, Corporation's Counsel fee, Corporation's Financial Advisor fee, Applicant's counsel fee, computer and cash flow verification fees, placement agent fees, and underwriter's discount, including takedown, underwriting, expenses, and management fees. Further detail for all significant amounts which are to be paid to the Applicant or an associated Person.)
- 3.5 Have any of the funds listed under "Estimated Uses" already been expended by the Applicant? If so, please provide details.
- 3.6 Will any of the funds to be borrowed from the Corporation be used to repay or refinance an existing mortgage or outstanding loan. If so, please provide details.
- 3.7 The proposed Bonds:
 - 3.7.1 Type of sale (public offering and nature and basis for the bonds' rating; private placement). Please note, if the rating is less than investment grade, denominations must be in a minimum of \$100,000. This requirement may be waived with Corporation staff, Financial Advisor and Board approval with compelling circumstance:
 - 3.7.2 Anticipated purchaser(s) (i.e., institutional vs. retail):
 - 3.7.3 Anticipated interest rate including whether fixed or variable:
 - 3.7.4 Expected rating:

- 3.7.5 Term of bonds to be issued and proposed debt retirement schedule:
- 3.8 Please specify the approximate dates of:
 - 3.8.1 Issuance and sale of the Bonds;
 - 3.8.2 Start of construction of the Project; and
 - 3.8.3 Completion of the Project.
- 3.9 Provide an employment plan, including a description of the following:
 - 3.9.1 Number, classification, and estimated salary range of new jobs to be created or current jobs to be retained (please note: new jobs are those that will be created as a result of the Project rather than those jobs relocated from a different site);
 - 3.9.2 Number of temporary jobs created for construction/renovation with expected term and salary range;
 - 3.9.3 Estimated percentage of permanent jobs for minorities;
 - 3.9.4 Estimated percentage of jobs for Travis County residents;
 - 3.9.5 State procedures to be followed for recruiting, training, and placing new employees.
- 3.10 Provide a copy of the Applicant's current affirmative action program, if any, and a written undertaking executed by a duly authorized officer of the Applicant that the Applicant will not discriminate on the basis of race, sex, or age in the employment, promotion and termination of employment of employees who work in Travis County, Texas; that the Applicant will comply with equal opportunity standards in its employment practices with respect to such employees.

IV. APPLICANT INFORMATION

(Note: The information required by this Section also may be required to be provided by each Guarantor at the Corporation's discretion)

- 4.1 Please list the Applicant's form of business (i.e. non-profit corporation, for-profit corporation, general partnership, limited partnership, etc.), date of formation, and state of establishment/incorporation.
 - 4.1.1 For profit-concerns, please: List all persons having a 5% or greater interest, direct or indirect, in any class of the Applicant's securities or ownership interests.

4.1.2 For non-profit concerns, please provide a copy of its IRS exemption letter and its most recently filed IRS form 990.

4.1.3 For non-profit concerns, the Corporation will require the Applicant to furnish at the closing an opinion of nationally recognized tax counsel satisfactory to the Corporation confirming the Applicant's non-profit exemption status.

4.1.4 For non-profit concerns, briefly describe the Applicant's history of meeting its public purpose/mission. The Applicant may attach past brochures, articles, and other collateral materials.

4.1.5 Briefly describe the Applicant's management's experience with the ownership and/or operation of facilities similar to the proposed Project, as well as a discussion of any limitations management may have which could adversely impact the operation of the proposed Project.

4.2 Provide the names, titles, and addresses of the officers and directors or the partners or managers, and/or members of the Applicant. For each person listed in response to this inquiry, provide a summary statement of such person's experience with the Applicant and the Applicant's industry, as well as any other information that may be germane to such person's ability to perform his or her job for the benefit of the Applicant, *e.g.*, specialized educational background.

4.3 Describe any material litigation or contingent liabilities involving the Applicant or, if the Applicant is a partnership, its general partners or, if the Applicant is a limited liability company, its managers and/or members.

4.4 If the Applicant or any of the Applicant's officers, directors, general partners, or, if the Applicant is a limited liability company, its managers and/or members, or any person listed in answer to Sections 4.2 or 4.3, has been charged or convicted of a felony or a misdemeanor involving moral turpitude, or is now or has ever been charged with or convicted of any civil or criminal offense relating to the conduct of the business, of the Applicant or any similar person or from the issuance, sale, or solicitation for sale of any type of security, the Application must so state.

4.5 If the Applicant is not a publicly-held concern, then please attach financial statements prepared in accordance with generally-accepted accounting principles by a certified public accountant for the Applicant's 3 most recently completed fiscal years, except that if the Applicant has been in business less than 3 years, such financial statements for such shorter period, if available. If the most recent annual financial statements were prepared more than 6 months prior to the date of the Application, then the Applicant must also submit an interim financial statement to the Corporation.

- 4.6 If the Applicant is a publicly held concern, then please attach the following:
- 4.6.1 The Applicant's most recent annual report.
 - 4.6.2 The most current rating sheet(s), if any debt securities of the Applicant are rated, and any changes in rating within the past 2 years.
 - 4.6.3 The most recent quarterly unaudited financial statements, reports on Forms 10Q and 10K, and proxy statements.

V. PROJECT INFORMATION

- 5.1 Project Name.
- 5.2 Location of Project, including street address and legal description.
- 5.3 Provide a detailed description of the Project. Has construction work on the Project begun? If so, describe work performed to date and the date construction commenced. List principal items or categories of equipment to be acquired as part of the Project.
- 5.4 Explain the public purpose to be served by the Project in accordance with Corporation policies.
- 5.5 Attach a legible sketch or site plan of the Project site indicating major north-south and east-west arterials, dimensions of the site, and the orientation on the site of the proposed and/or current structures.
- 5.6 Describe current zoning at the proposed site and any related restrictions and any zoning changes or use permits required.
- 5.7 Project site:
 - 5.7.1 Indicate approximate size (in gross and net acreage or square footage) of the Project site.
 - 5.7.2 Indicate present use of the Project site.
 - 5.7.3 Indicate present owner of the Project site.
 - 5.7.4 If the Applicant now owns the Project site, indicate the date of purchase, purchase price, balance of existing mortgage, and holder of mortgage(s). Attach a copy of the purchase contract.

5.8 If the Applicant is not now the owner of the Project site, does the Applicant have an option or contract to purchase the site and any buildings on the site? If yes, indicate the date of option agreement or contract, purchase price, the expiration date of the option, and/or the closing date. Attach a copy of the option/contract.

5.9 If the Applicant intends to lease the Project site, indicate the owner of the Project site, the term of the lease, a summary of the renewal provisions and rent payable. Attach a copy of the lease.

5.10 Is there a blood or legal relationship or common control or ownership between or among (A) the Applicant and the seller, lessor, or lessee of the Project site; (B) the Corporation's officers, directors, Counsel, or Financial Advisor, and anyone listed in response to Sections 4.2 or 4.3; (C) the County or any member of its Board and the seller, lessor, or lessee of the Project site; (D) the County or any member of its Board and the Applicant or anyone listed in response to Sections 4.2 or 4.3; and (E) the Corporation's officers, directors, Counsel, or Review Advisors and the Applicant and/or the seller, lessor, or lessee of the Project site? If yes, describe.

5.11 If any space in the Project is to be leased to a third party, list the proposed tenants, indicate total square footage of the Project, amount to be leased to each tenant, proposed use by each tenant, and whether any tenant will be a governmental unit or an organization.

5.12 Is the Project to be financed through the issuance of the Corporation's Bonds part of a larger project contemplated by the Applicant? If yes, describe the overall project, indicating which part is to be financed with the Corporation's Bonds and which part will not be so financed.

5.13 Is the Project subject to any federal, state, or local environmental laws or regulations, or will or could the Project have any adverse impact on environmental plants or species or archeological resources? If so, please describe such laws, regulations, or impact.

(NOTE: Prior to granting final approval, the Corporation may require compliance with 5.14 and 5.15. If the Applicant wishes to have the Corporation waive the requirement of having a real estate appraisal or a Phase I Hazardous Substance Contamination Site Assessment (an "Environmental Assessment"), the Applicant should request such a waiver, reciting the basis for the requested waiver(s), contemporaneous with its request for preliminary approval to the issuance of the Bonds. Do not state that an Environmental Assessment is not applicable or will be furnished upon request. An Environmental Assessment is required unless the Applicant obtains a waiver of this requirement from the Corporation. If the Applicant fails to request a waiver, it will be presumed that the Applicant is willing to comply with the real estate appraisal and/or Environmental Assessment requirements. It is expected that many questions may arise with respect to required appraisals and/or an Environmental Assessment.)

5.14 Prior to final approval, please provide an Environmental Assessment addressed to the Corporation and detailing any attributes of the proposed Project or its site which could affect human health or safety or the protection of the environment.

5.15 Prior to final approval, please provide an appraisal addressed to the Corporation and prepared by a person who has been certified by the State of Texas, setting forth the value of the Project site, the value of the Project after any contemplated construction is completed.

VI. ADDITIONAL INFORMATION REGARDING THE PROPOSED BOND ISSUE

6.1 Has the Applicant or any related person previously been denied financing, whether conventional, tax-exempt, or otherwise, for the proposed or a similar Project? If yes, indicate details.

6.2 Has the Applicant ever defaulted on any debt obligation including, without limitation, any public or private bond, mortgage, note, or debenture? If yes, indicate details.

VII. HEALTHCARE PROJECTS

7.1 Provide a statement of the Applicant's assessment of the feasibility of the proposed Project. Please note, based on the Corporation's Bylaws, Projects are not limited to hospitals and clinics. Please consult with Corporation staff to confirm the Project is allowable.

7.2 Provide a statement of the effect of the proposed financing on the Applicant's patient/client charges, including, but not limited to, the gross dollar amount of anticipated savings as a result of the proposed financing - as compared to the impact of having to finance the Project conventionally - taking into consideration the effect of such savings on the Applicant's claims for reimbursement under government-sponsored medical insurance/expense reimbursement programs such as Medicare.

7.3 Demonstrate that the Applicant has a set of written policies and procedures designed to comply with all Environmental Laws.

7.4 Prior to final approval, provide a demand study and a financial feasibility study rendered by a nationally-recognized firm of hospitality consultants, engineers, architects, or accountants having a proven reputation for such reports.

7.5 Provide evidence that Project will meet any applicable OSHA standards and comply with any HIPPA requirements.

7.6 Prior to final approval, provide other reports or information as requested by the Corporation.

VIII. CAPITAL INDUSTRIAL PROJECTS

- 8.1 Provide a statement of the Applicant's assessment of the feasibility of the proposed Project.
- 8.2 Provide a statement of the effect of the proposed financing on the Applicant's pro forma, including, but not limited to, the gross dollar amount of anticipated savings as a result of the proposed financing - as compared to the impact of having to finance the Project conventionally.
- 8.3 Demonstrate that the Applicant has a set of written policies and procedures designed to comply with all Environmental Laws.
- 8.4 Prior to final approval, provide a demand study and a financial feasibility study rendered by a nationally-recognized firm of consultants, engineers, architects, or accountants having a proven reputation for such reports.
- 8.5 Provide evidence that Project will meet OSHA standards if applicable.
- 8.6 Prior to final approval, provide other reports or information as requested by the Corporation.

IX. DEVELOPMENT AUTHORITY PROJECTS

- 9.1 Provide a statement of the Applicant's assessment of the feasibility of the proposed Project.
- 9.2 Provide a statement of the effect of the proposed financing on the Applicant's pro forma, including, but not limited to, the gross dollar amount of anticipated savings as a result of the proposed financing - as compared to the impact of having to finance the Project conventionally.
- 9.3 Demonstrate that the Applicant has a set of written policies and procedures designed to comply with all Environmental Laws.
- 9.4 Prior to final approval, provide a demand study and a financial feasibility study rendered by a nationally-recognized firm of consultants, engineers, architects, or accountants having a proven reputation for such reports.
- 9.5 Provide evidence that Project will meet OSHA standards if applicable.
- 9.6 Prior to final approval, provide other reports or information as requested by the Corporation.

X. CULTURAL AND EDUCATION FACILITIES PROJECTS

10.1 Provide a statement of the Applicant’s assessment of the feasibility of the proposed Project.

10.2 Provide a statement of the effect of the proposed financing on the Applicant’s pro forma, including, but not limited to, the gross dollar amount of anticipated savings as a result of the proposed financing - as compared to the impact of having to finance the Project conventionally.

10.3 Demonstrate that the Applicant has a set of written policies and procedures designed to comply with all Environmental Laws.

10.4 Provide information on expected demand for Project. Information may come from a nationally-recognized firm of consultants or may come from prior performance of the facility/institution.

10.5 Prior to final approval, provide other reports or information as requested by the Corporation.

XI. AFFIDAVIT

11.1 In order to be a valid Application, the Application must be accompanied by an Affidavit executed by a person with authority to make statements on behalf of the Applicant in the form set forth following:

(Name of Applicant)

Application for Financing

By

(Name of Corporation)

In an Amount Not to Exceed \$ _____

(Date)

All facts and statements contained in this Application, including all exhibits and attachments hereto, are true and correct to the best of the Applicant’s knowledge and belief. The Applicant knows of no material adverse facts relating to the Applicant or the Project not described in the Application, including the exhibits and attachments hereto. The Applicant hereby consents to all investigations deemed reasonably necessary by the Corporation and/or its Counsel and Review Advisor.

All fees and requirements of the Corporation described in the Fee and Expense Addenda of the Application are hereby expressly consented to by the Applicant, including, but not limited to, the Applicant’s obligation to pay:

- A. All fees and expenses incurred before or after the sale of the Bonds, by the Corporation’s Issuer and Bond Counsel and Financial Advisor, and
- B. The Corporation’s annual compliance assessment if necessary.

DATED: _____.

APPLICANT:

(Insert Full Name of Applicant)

By: _____

(Insert Title)

STATE OF _____ §

§

County of _____ 0167

The foregoing instrument was acknowledged before me this ____ day of _____, 20__,
by _____, _____ of
_____ on behalf of said entity.

Notary Public

My Commission Expires:

ADDENDUM A

SCHEDULE OF FEES AND EXPENSES

A. *Application Fee.* The fee for filing an Application is \$3,000 which must be paid at the time the Application is filed.

B. *Corporation's Financial Advisors' and Issuer Counsels' Fees.* By submitting an Application, the Applicant also agrees to pay, all costs and expenses incurred by the Corporation, including the fees of its Counsel and Financial Advisor relative to the preparation, filing, and processing of the Application, review of the Legal Proceedings and the issuance of the Bonds. Furthermore, each loan agreement between the Corporation and an Applicant requires the Applicant to pay all of the Corporation's Financial Advisor and Counsel fees for services rendered directly in relation to an Applicant's Project or the Bonds. The Applicant should consult with the Corporation's Counsel and Financial Advisor relative to their respective payment terms and retainer requirements.

C. *Annual Compliance Assessment.* Additionally, as a condition to the issuance of the Bonds, if compliance monitoring is necessary as determined on a case by case basis, the Applicant must agree to pay an annual compliance assessment. The amount of the assessment will vary based on the scope of the compliance monitoring required and will be negotiated between the Corporation and the Applicant prior to the finalization of the Application and the Inducement to Issue Bonds.

ADDENDUM B

FEE DISCLOSURE FORM

In order to be a valid Application, the Application must be accompanied by a Fee Disclosure Form set forth following:

FEE DISCLOSURE FORM

To: _____ (Name of Corporation)
From: _____ (Name of Applicant)
Re: Estimated fees for: The Travis County Name of Corporation
_____ Revenue Bonds
(_____ Project), Series 20__ in an aggregate principal amount not to exceed
\$_____ million (the "Bonds")

<u>Ultimate Recipient</u>	<u>Estimated Fee</u>
Attorneys	
Bond Counsel [name] _____	\$ _____
Underwriter's Counsel [name] _____	_____
Applicant Counsel [name] _____	_____
Issuer's Counsel Naman, Howell, Smith & Lee _____	_____
Trustee Counsel [name] _____	_____
Bank Counsel [name] _____	_____
Underwriter	
[name] _____	_____
Other forms of compensation (Please list separately all forms of direct and indirect compensation) [name] _____ [name] _____	_____
Accountants/Advisor	
[name] _____	_____
Corporation's Financial Advisor	
First Southwest/Hilltop Securities _____	_____
Applicant	
[name] _____	_____
Trustee	
Wilmington Trust _____	_____
Investment Agents	
[name] _____	_____

Consultants

Market Study

[name] _____

Other

[name] _____

Other

Letter of Credit Fee

[name] _____

Real Estate Broker

[name] _____

Other

[name] _____

Total Fees

\$ _____