

EXHIBIT “E”

Application Question #11- Information on Proposed Project

A. Description of the character of the proposed development:

The Rezoning Application has been filed in connection with the request to approve the Conceptual Master Plan for the proposed mixed use infill redevelopment project. The proposed Westwood Neighborhood is planned as an approximately 170 acre mixed use project that integrates public spaces with smart growth practices and traditional neighborhood design including residential, recreation, neighborhood shops, hospitality uses and professional office components.

The Project Sponsor is requesting that the zoning classification of a majority of the Project Site be amended from Recreation Conservation District (“RC District”) to Traditional Neighborhood Development District (“TND”). The TND zoning designation allows for the development of new and redeveloped sites that are fully integrated, mixed-use and pedestrian oriented. The Project has been designed so as to encourage walkability among the various proposed uses, minimize traffic congestion through the implementation of transportation demand strategies and maximize existing public infrastructure investments.

B. Rationale for rezoning request:

1. Why was this site chosen?

The Project Sponsor purchased the approximately 170 acre Westwood project site because of its suitability for redevelopment as a mixed-use neighborhood consistent with the Town of Amherst Bicentennial Comprehensive Plan (for further details, please refer to Exhibit “F” of this Rezoning Application), and its particular attributes in terms of size, availability,

location, proximity to well established transportation corridors (e.g., Maple Road, Sheridan Drive and the I-290), proximity to major regional employment and recreational resources (e.g. University at Buffalo North Campus, Audubon 18 Hole Golf Course and Ellicott Creek recreational bike path), and lack of certain categories of significant environmental resources (e.g. no federal or state jurisdictional wetlands, no protected cultural resources and no threatened/ endangered species or habitat).

2. Why cannot land be used with the existing zoning?

The Project Site is currently zoned Recreation Conservation District (“RC District”), a special zoning classification intended to provide for public, private and civic uses related to recreation and conservation.¹ At the time the Project Site was acquired in March of 2012, the zoning classification of the Project Site was Community Facilities District (“CF”). However, the zoning classification was subsequently amended to RC District by the Town on June 2, 2014. The RC District provides for limited use of property outside of recreational and conservation uses and the allowable uses of RC zoned property are limited to the following pursuant to Section 5-9-2A of the Zoning Code:

PUBLIC AND CIVIC USES			
Day-care center [Added 7-7-2014 by L.L. No. 22-2014]	✓		§ 6-3-2
Indoor recreation facilities			
Outdoor recreation facilities	✓		
Outdoor ice-skating facility	✓		
Outdoor tennis, racquetball or handball facility	✓		
Park or open space	✓		
Place of worship	✓		6-3-3
Public or private golf course and country club	✓		

¹ See Section 5-9-1 of the Zoning Code.

[Added 7-7-2014 by L.L. No. 22-2014]			
Public utility service structure or facility		✓	6-3-4
Swimming facility	✓		
Telecommunication facility		✓	§ 6-7
Wildlife reservation or conservation area	✓		
COMMERCIAL			
<i>No commercial uses allowed</i>			
INDUSTRIAL			
<i>No industrial uses allowed</i>			

No residential, commercial or industrial uses are permitted in the RC District. The RC District would not allow for an economically viable use of the Project Site and it would not provide the Project Sponsor with the opportunity to develop a mixed use neighborhood center project that incorporates the Project Site’s attributes including size, location, proximity to major education and employment centers and lack of significant environmental resources.

The Project Site was previously operated as a private golf course and country club but is now vacant and has been designated as a brownfield as per the New York State Department of Environmental Conservation (“NYSDEC”) Brownfield Cleanup Program (“BCP”). The Project Site has been designated as a brownfield due to the presence of arsenic concentrations within the on-site soils which exceed regulatory thresholds as per Remedial Program Soil Cleanup Objectives (“SCO”) of the NYS Environmental Conservation Law.² The former private golf course and country club operation was initially made available for sale and ultimately acquired by the Project Sponsor due to competing facilities in close proximity that are managed both

² See New York State Department of Environmental Conservation. “Environmental Conservation Law-Subpart 375-6: Remedial Program Soil Cleanup Objectives.” December 14, 2006. Available online at http://www.dec.ny.gov/docs/remediation_hudson_pdf/part375.pdf

publicly and privately that made continued use of the Project Site as a private golf course and country club no longer economically viable. The Project Sponsor acquired the Project Site in March of 2012, an opportunity that became available because the previous Club ownership was facing systemic financial issues and struggling to maintain a solvent enterprise for over a decade. The option of selling the Project Site provided the previous owner with an opportunity to stabilize its situation and avoid a more serious economic situation including potential bankruptcy. Upon acquiring the Project Site and as required by the purchase contract, the Project Sponsor worked with a management group to sustain Club operations at the site in an effort to mitigate certain contingent liabilities. However, this obligation was short term only and the Project Sponsor was eventually unable to sustain the excessive operating and lease subsidies that were necessary to sustain the continued use of the Project Site as golf course and country club. The operation of the Project Site as a golf course was further stressed and ultimately determined to be non-feasible due to liability concerns upon the discovery of the arsenic related contamination during the Project Sponsor's due diligence process in considering a redevelopment strategy for the Project Site. Therefore, a reasonable rate of return on investment made by the Project Sponsor and realization of full tax potential for the Town cannot be facilitated through use of the Project Site based on the current RC zoning designation. This condition has arisen as a function of competing service providers within the existing market, both public and private and the presence of environmental contamination that will require a significant capital investment to remediate. In terms of the loss of the Project Site as a golf course, the Project Site is directly adjacent to the Town of Amherst Public Audubon 18-hole Golf Course and Public Audubon 3-hole Golf Course. Additionally, the Project Site is within a

one-mile proximity of the private Park Country Club and golf course, and a five-mile proximity of the private Country Club of Buffalo and golf course, Transit Valley Country Club and golf course and Glen Oak Country Club and golf course.

The operation of the Project Site as a private golf course and country club is not only constrained by proven local fiscal challenges and environmental issues. In addition, both private and public clubs across the country are facing serious concerns with sustaining membership due to a shift in demographic bases, standards of living and societal needs and wants. The National Golf Course Owners Association (“NGCOA”) was established in Charleston, South Carolina in 1979 and is considered the leading authority on the business of golf course ownership and management³. The not-for-profit organization is the only trade association dedicated exclusively to golf course owners and operators. The NGCOA is considered a valuable resource of information and education for the industry. The NGCOA hosts an annual conference that is nationally recognized as the largest gathering of the industry at a single event. The conference showcases thought leadership for golf course owners and operators looking to increase efficiencies and profits while enhancing the experience they offer their members.

The conference features a number of trade related companies and presenters that speak to current issues facing the industry. One such company, the McMahon Group, was present for the 2013 annual conference and provided a seminar on the membership challenges facing private and semi-private clubs in today’s market. The McMahon Group is a full service, private club consulting firm dedicated to serving clubs in all aspects of their planning, clubhouse, golf and

³ National Golf Course Owners Association webpage, About Us, <http://www.ngcoa.org/pageview.asp?doc=1616>. 2013.

membership needs.⁴ William McMahon, Sr. (“McMahon”), the founder of the McMahon Group and member of the American Institute of Architects as well as the National Club Association presented at the 2013 annual conference on the behalf of the McMahon Group. The presentation clearly established that the number of private clubs within the country has been facing a serious decline throughout the past 20 years with a 16% decrease between 1990 and 2010 and an additional 10% reduction anticipated between 2010 and 2020.⁵ This data suggests that the total numbers of private clubs will likely realize a nearly 30% reduction in the time period between 1990 and 2020. The question for existing club owners is why this loss of membership enrollment and lack of interest in clubs is becoming increasingly more common. McMahon suggests that challenges for private clubs are not simply a function of cyclical economic trends related to the recent Great Recession, as these concerns and decreasing membership rates were documented long before that period. Instead, McMahon suggests that the aging of baby boomers, changing lifestyles, lack of corporate support for memberships, competition amongst clubs, changing standard of living, and loss of disposable income have all contributed to lessening interest for and ultimately the loss of private clubs throughout the country.⁶ These cyclical, secular, and general cultural trends have created a systemic concern for private country clubs nationally and will continue to forecast serious financial challenges for their operation. This bleak forecast is confirmed by Steven Ekovich (“Ekovich”), vice president for investments at Marcus &

⁴ McMahon Group webpage, About Us,

<http://www.mcmahongroup.com/club/scripts/public/public.asp?GRP=15150&NS=PUBLIC>. 2014.

⁵ McMahon Group Presentation, Membership Challenges- Private & Semi-Private Clubs, William P. McMahon, September 24, 2012. Page 2.

⁶ McMahon Group Presentation, Membership Challenges- Private & Semi-Private Clubs, William P. McMahon, September 24, 2012. Page 4.

Millichap’s National Golf & Resort Group, the only national brokerage firm strictly specializing in golf & resort brokerage services in the United States.⁷ Ekovich noted that club owners should not consider the consistent rate of club closings over the years as a sign that lessening supply and stable demand will ultimately create resurgence in market performance. According to Ekovich in a recent article published in Golf Business magazine in June of 2014, “Closures should remain over 100 courses per year in the foreseeable future.”⁸

Given the intensive local competition and general national trends concerning private country club membership coupled with the underlying environmental issues specific to the Project Site, it is clear that the operation of the Project Site as a private club is simply not viable. The proposed zoning designations provide the Project Sponsor with an opportunity to redevelop the site as a mixed-use neighborhood that is well suited for the Project Site because of its size, location, proximity to well established transportation corridors (e.g., Maple Road, Sheridan Drive, I-290); proximity to major regional employment and recreational resources (e.g. University at Buffalo North Campus, Audubon 18 Hole Golf Course, Ellicott Creek recreational bike path); and lack of significant environmental resources (e.g. no federal or state jurisdictional wetlands, no protected cultural resources, no threatened/endangered species or habitat). Whereas the direct adjacency of competing golf courses and country clubs inhibit economic viability of the use of the Project Site under the current RC zoning designation, their presence serves as an amenity to the proposed zoning classifications and Westwood neighborhood.

⁷ Marcus & Millichap National Golf & Resort Properties Group webpage, About M&M, <http://www.nationalgolfgroup.com/aboutmandm.html>. 2014.

⁸ Golf Business, Official Publication of the National Golf Course Owners Association. “On the Rebound”, June 2014. Steve Eubanks. <http://www.golfbusiness.com/article.aspx?id=2973>.

3. How will this rezoning impact surrounding properties?

The Project Site is primarily surrounded by residential single family development and community facilities. The proposed zoning classifications and associated mixed-use Westwood Neighborhood has been designed to be compatible with the surrounding properties in terms of use, scale, and density and is consistent with the Town of Amherst Bicentennial Comprehensive Plan (for further details, please refer to Exhibit “F” of this Application). The Westwood Neighborhood has been designed without vehicular roadway connections to Frankhauser Road and North Forest Road in order to limit direct traffic impacts from the Project Site to nearby residential neighborhoods. Connections to the roadway network surrounding the Project Site will be limited to Sheridan Drive and Maple Road. In addition, the Project Sponsor has included permanent greenspace buffers along the majority of the boundary of the Project Site to provide buffering and screening for adjacent residential property owners. The Project Sponsor will be implementing a stormwater management system designed to comply with the stringent stormwater quality and quantity standards of the New York State Department of Environmental Conservation (“NYSDEC”) and to provide for additional alleviation areas for the high stormwater flooding that periodically occurs in the adjacent neighborhoods and Par 3 Golf Course.

The Project Sponsor does not believe that the requested zoning classifications to accommodate the proposed mixed use redevelopment project will have negative impacts on surrounding properties. Instead, the Project Sponsor believes redevelopment of the Project Site will have positive impacts on surrounding properties by providing pedestrian access for the surrounding properties to a mixed use neighborhood that provides both recreational and

commercial amenities that will likely materially improve quality of life and property value in accordance with the Town of Amherst Bicentennial Comprehensive Plan.

4. How will this rezoning impact the school system?

The Project Sponsor retained the services of the Center for Governmental Research, Inc. (“CGR”) to perform a fiscal impact analysis of the proposed Westwood mixed use redevelopment project. The student growth calculations within the report, based on current United State Census Bureau data, anticipates an estimated total of 270 new school age children to the Williamsville Central School District (“WCSD”). The Project Sponsor has shared these findings with the WCSD Administration and they have confirmed that they do not anticipate a capacity concern with accommodating the forecasted increase in enrollment. In fact, given the proposed mix and diversity of housing in association with the proposed mixed use project, the Administration indicated they would likely expect a lower enrollment impact than anticipated by CGR based on their typical enrollment figures. Therefore, assuming the WCSD Administration is correct concerning overall enrollment increase anticipated with the Project, the positive economic impact to the WCSD may be understated within the CGR report. The WCSD will be an involved agency that will be provided with the opportunity to comment and participate in the coordinated environmental review of the proposed mixed use redevelopment project pursuant to the State Environmental Quality Review Act (“SEQRA”).