

Countywide Project Eligibility Application

Amherst Industrial Development Agency
Audubon Office Park
4287 Main Street
Amherst, New York 14226
(p) 688-9000

Clarence Industrial Development Agency
1 Town Place
Clarence, New York 14031
(p) 741-8930

Concord Industrial Development Agency
86 Franklin Street
Springville, New York 14141
(p) 592-3321

Erie County Industrial Development Agency
275 Oak Street
Suite 150
Buffalo, New York 14203
(p) 856-6525

Hamburg Industrial Development Agency
6100 South Park Avenue
Hamburg, New York 14075
(p) 648-4145

Lancaster Industrial Development Agency
21 Central Avenue
Lancaster, New York 14086
(p) 683-1610

Application Check List

- Eligibility Questionnaire.
- The Certification page for each copy must have an original signature.
- Short Environmental Assessment Form (generally for internal renovations or equipment only).
- Full Environmental Assessment Form (for all projects not eligible for short form).
- City of Buffalo -Addendum to Full Environmental Assessment Form (if applicable)
- An original and a copy of the opinion letter from the applicant's attorney regarding the preparation of the EAF and lack of need for an Environmental Impact Statement.
- Addendum B: Projected Employment Plan.

- Exhibit A** Environmental Questionnaire
- Exhibit B: Environmental Inquiry, Authorization, Waiver and Indemnification Form. All principals controlling 20% or more of the applicant(s) must sign as indemnitors.
- Publication fee of \$1000 payable to the Erie County Industrial Development Agency.
- One Copy of the most recent County, Town, City, Village and School tax bills for the project location.
- One Copy of signed Purchase Option/Contract of Sale for Project Site (if applicable).

Applicant Background Information

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law.

Applicant Information

Applicant Name : _____
Total Project Cost: _____
Address: _____
Phone: _____ Fax: _____
Website: _____ E-mail: _____
Federal ID#: _____

Select Project Type

- Industrial ()
- Multi-Tenant ()
- Commercial (Office) ()
- Acquisition of Existing Facility ()
- Facility for the Aging ()
- Producer/Service ()
- General Office ()
- Commercial (Non-Office) ()
- Civic Facility (not for profit) ()
- Equipment Purchase ()
- Retail ()

SIC Code: _____ NAICS Code: _____

Individual Completing Application

Name: _____
Title: _____
Address: _____
Phone: _____ Fax: _____
E-Mail: _____

Company Contact (if different from individual completing application)

Authorized Signatory _____ Title _____

Phone Number _____

Business Organization (check appropriate category)

- Corporation ()
- Public Corporation ()
- Sole Proprietorship ()
- Partnership ()
- Joint Venture ()
- Limited Liability Company ()
- Other (please specify) ()

State of organization: _____

Business Description/Describe in detail company background, products, customers, goods and services: _____

Briefly explain why IDA participation is necessary for this project to proceed:

Estimated % of sales outside Erie County: _____

Estimated % of sales outside the U.S. _____

List all Stockholders, members, or partners with % of ownership greater than 20%

Name	% of ownership
_____	_____
_____	_____
_____	_____

Company Counsel

Name of Attorney: _____

Firm Name: _____

Address: _____

Phone: _____ Fax: _____

E-mail: _____

Company Lender

Name: _____
Address: _____
Phone: _____ Fax: _____
E-mail: _____

Location of proposed project facility

Address _____
City _____ State _____ Zip Code _____

SBL Number: _____

* If available please include a copy of current tax bill.

Town/City/Village: _____ School District: _____

Present Project Site Owner: _____

Does this project involve relocation or consolidation of a project occupant from another municipality or abandonment of an existing facility of the project occupant?

Within New York State Yes or No

Within Erie County Yes or No

If yes, please also complete inter-municipal movement/relocation supplement.

If not relocating go to next page.

Project Details

Project Information: (briefly describe project)

Estimated cost in connection with project:

Land and/or Building Acquisition:	\$ _____
_____ acres _____ square feet	
New Building Construction:	\$ _____
_____ square feet	
New Building addition(s)	\$ _____
_____ square feet	
Renovation:	
_____ Square feet	\$ _____
Manufacturing Equipment	\$ _____
Non-Manufacturing Equipment (furniture, fixtures, etc.)	\$ _____
Soft Costs:(professional services, etc.)	\$ _____
Other, Specify	\$ _____
TOTAL:	\$ _____

Have site plans been submitted to the appropriate planning department for approval?
Yes or No. If yes, submit a copy of approval with application.

Have any expenditures already been made by the company? Yes or No. If yes, indicate particulars: _____

Project completion date _____

Have you contacted or been contacted by other economic or governmental agencies regarding this project. Yes or No. If yes, please indicate the Agency and nature of inquiry below.

Employment Plan (Please indicate employment at project location)

	Current Jobs	If project is to retain existing jobs, number of jobs to be retained	Projected maximum number of jobs after project completion
Full time			
Part Time			
Total			

Other Erie County Locations (Other than project location)

Full Time	
Part Time	
Total	

Is this a single use facility Yes or No / Multi-Tenant Facility Yes or No

If this is a Multi-Tenant Facility complete Multi-Tenant Supplement

If this is a single-user facility, please provide the following information below:

For Single Use Facility:

Occupant Name: _____

Address: _____

Contact Person: _____

Phone: _____ Fax: _____

E-Mail: _____

Federal ID #: _____

SIC/NAICS Code: _____

Please indicate the approximate percentage of the project costs that will support the following activities:

Industrial (manufacturing, assembly, processing, product research and development, etc.) _____%

Non-Industrial (warehouse, wholesale/distribution, office, hotel, etc.) _____%

Will project involve the sales of goods or services to customers who personally visit the facility? Yes or No.

If yes, complete the Retail Questionnaire Supplement.

CERTIFICATION

Name of chief executive of the company submitting application

deposes and says that he/she is the _____ of

_____, the applicant named in the attached application; that he/she has read the foregoing application (including any supplements and exhibits thereto) and knows the contents thereof; that the same is true to his/her knowledge.

As an officer of said applicant (hereinafter referred to as the “applicant”) deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the _____ Industrial Development Agency (hereinafter referred to as the “Agency”) in processing the attached application whether or not the application, the project it describes, the attendant negotiations and ultimately the necessary issue of bonds and/or completion of the sale/leaseback transaction are ever carried to successful conclusion. If, for any reason whatsoever, the applicant fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, abandons, cancels, or neglects the application or if the applicant is unable to identify buyers willing to purchase the total bond issue required or facilitate the sale/leaseback transaction, then upon presentation of an invoice, applicant shall pay to the Agency, its agents, or assigns all actual costs involved in conduct of the application, up to that date and time, including but not necessarily limited to fees of bond counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the required bond issue or completion of the sale/leaseback transaction, the applicant shall pay to the Agency an administrative fee set by the Agency. The cost incurred by the Agency and paid by the applicant, including bond counsel and the Agency’s general counsel’s fees and the administrative fee, may be considered as a cost of the project and included as part of the resultant bond issue or sale/leaseback transaction.

Chief officer of applicant

Sworn to before me this

_____ day of _____, 200__

Notary Public

RETAIL QUESTIONNAIRE SUPPLEMENT

To ensure compliance with the provisions of the 1993 IDA Reform Law, the industrial development agencies of Erie County have prepared the following supplemental questionnaire for projects involving retail sales, as defined in the 1993 IDA Reform Law.

This information is to be completed and submitted with the enclosed project eligibility questionnaire. Upon review of this information, the Agency may find it necessary to request additional written information. Should additional information be required, the Agency will not formally consider any request for financing assistance until this information is received in its entirety.

Please answer the following:

- A. Will any portion of the project consist of facilities or property that is primarily used in making sales of goods or services to customers who personally visit the project site?

Yes _____ No _____

- B. If the answer to Question A is no, do not complete the remainder of this Retail Questionnaire Supplement.

If the answer to Question A is yes, what percentage of the cost of the project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project?

_____ %

If the answer to Question B is less than 33%, do not complete the remainder of this Retail Questionnaire Supplement.

If the answer to Question A is yes, and the answer to Question B is greater than 33.33%, indicate which of the following apply to the project:

1. Will the project be operated by a not-for-profit corporation?

Yes _____ No _____

2. Is the project likely to attract a significant number of visitors from outside

the economic development region in which the project will be located?

Yes _____ No _____

If yes, please provide a market analysis or other documentation supporting your response.)

3. Would the project occupant, but for the contemplated financial assistance from the industrial development agency, locate the related jobs outside the State of New York?

Yes _____ No _____

(If yes, please provide documentation regarding investigation of sites outside New York State.)

4. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents the project municipality within which the project will be located, because of a lack of reasonable accessible retail trade facilities offering such goods or services?

Yes _____ No _____

(If yes, please provide a market analysis supporting your response.)

5. If the answer to Question 3 or 4 above is yes, will the project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

Yes _____ No _____

6. Is the project located in a Neighborhood Redevelopment Area?

Yes _____ No _____

**Multi-Tenant Supplement
(To be filled out by developer)**

1. Please explain what market conditions support the construction of this project.

2. Have any tenant leases been entered into for this project?

Yes () No ()

If yes, please list below and provide square footage (and percent of total square footage) to be leased to tenant and NAICS Code for tenant and nature of business.

Tenant Name	Current Address (city, state, zip)	Sq. Ft. to be leased at project site	% of total	NAICS-also briefly describe type of business, products services, % of sales in Erie Co.

A tenant eligibility questionnaire must be completed for each tenant

NOTE: An Inter-Municipal Move Supplement and a Retail Questionnaire Supplement should be completed for each tenant who will be using the facility to make sales of goods or services or who will be relocating from another municipality or abandoning an existing facility.

Sublease Approval Form

PART 1—TO BE COMPLETED BY LESSEE (DEVELOPER)

Property Address : _____

City/Town/Village: _____

The following information is an outline relative to the potential client and their proposed contract to sublease space in the above reference facility.

1. Tenant Name: _____

2. Amount of space to be leased: _____ SF

What percentage of the building does this represent? _____%

3. Are terms of the lease: GROSS [] or NET []

If GROSS lease, please explain how Agency participation is being passed to the tenant:

4. Estimated date of occupancy: _____, 20____

PART II TO BE COMPLETED BY PROPOSED TENANT

Company Name: _____
Local Contact Person: _____ Title: _____
Phone: _____ fax: _____
E-mail: _____ Web site: _____
Company President/General Manager: _____

Please describe briefly the nature of the business in which the proposed tenant is/will be engaged. This should include SIC/NAICS Code; type of business and products or services; percent of total sales in Erie County and the United States:

History of Company (i.e. start-up, recent acquisitions, publicly traded?):

Please list the square footage which the proposed tenant will lease at the IDA project location: _____ SF

Please list the square footage which the proposed tenant leases at its present location(s): _____ SF

Will the project result in a relocation and/or abandonment of other tenant/user(s) facilities in Erie County, or New York State Yes No

Where is company relocating from: Address: _____

City/Town/Village: _____ State: _____ Zip: _____

If yes, please provide reason for move; ie larger facility, competitive, lease expiration, etc.

If owned, what will happen to the existing facility once vacated? _____

If leased, when does lease expire? _____, 20_____

Are any of the proposed tenant's current operations located in facilities which have received an Industrial Development Agency benefit? Yes No

If yes, please provide details as to location, amount of leased space, how long leased.

Is location necessary to:

Discourage your company from moving out of New York State: Yes No

Maintain your company's competitiveness within the industry: Yes No

[If yes is checked on one or both please provide specific explanation as an attachment on company letterhead]

Will tenant/user's use of the project involve the sales of goods OR services to customers who personally visit the facility? Yes No

If the answer is YES, are sales taxes collectible under Article 28 of the Tax Law of the State of New York on sales of these goods? Yes No

Were local economic development officials contacted about the availability if alternative sites within the community you are leaving? Yes No

If yes, what was the outcome? _____

If no, why not? _____

Will present location be your company's headquarters? Yes No

If No, State location of HQ: City: _____ State: _____

Current number of employees:

Full-Time: _____ Part-Time: _____ Total: _____

FORM COMPLETED BY: _____
(please print)

RELATIONSHIP TO COMPANY: _____

SIGNATURE: _____ DATE: _____, 20____

Inter-Municipal Movement Supplement

In any instance where a project occupant is relocating from another municipality and the result of the relocation is the closing of the facility in the municipality from which the project occupant is moving, the Agency is required by state law to make a determination that Agency assistance is required to prevent the project occupant from relocating out of the state, or to preserve the project occupants competitive position in its respective industry.

1. Proposed project Location/Address _____
City _____ State _____ Zip Code _____

2. Will the project result in a relocation of an existing business operation from the City of Buffalo (Y/N) _____

3. Please explain the factors which require the project occupant to relocate. (for example, present site is not large enough, or owner will not renew leases etc.)

4. What are some of the key requirements the project occupant is looking for in a new site. (for example minimum of number of sq. ft., 12 foot ceilings, truck loading docks etc...)

5. If the project occupant is currently located in Erie County and will be moving to a different municipality, has the project occupant attempted to find a suitable location within the municipality? (Y/N) _____

6. Is the project reasonably necessary to preserve the project occupant's competitive position in its industry? If yes, please explain and provide supporting documentation.

If yes, please provide a list of properties considered, and reason they were not adequate. (Some examples of reasons, site not large enough, layout was not appropriate, did not have adequate utility service, etc. Examples are illustrative: please provide your own explanations.)

Property (Address)	Reason
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

7. Is the project reasonably necessary to prevent the project occupant from moving out of New York State? If yes, please explain and identify out-of-state locations investigated.

8. If you answered Yes to questions 6, please provide the following information:

a. Where you offered financial assistance to locate outside of New York State: (Y/N) _____

b. If yes, from whom were competing offers received? _____

c. What type of assistance was offered? _____

d. What competitive factors led you to inquire about sites outside of New York State? _____

e. What factors have lead you to consider remaining or locating in Erie County? _____

f. What is going to happen to the current facility that you are in? _____

SAMPLE ENVIRONMENTAL OPINION LETTER
(Actual Letter must be submitted on Counsel's letterhead)

[Date]

Erie County Industrial Development Agency
275 Oak Street
Buffalo, New York 14203

RE: (name of applicant/project)

Gentlemen:

We represent [name of Applicant] in connection with its application to the Erie County Industrial Development Agency for a Bond/Lease for the project to be located at [project location address] and described in the Applicant's eligibility questionnaire submitted herewith. We have reviewed Part 1-PROJECT INFORMATION of the Full Environmental Assessment Form prepared by our client, Article 8 of the New York State Environmental Conservation Law, and the Regulations promulgated under Article 8. Based on our review, as Applicant's counsel, we certify that to the best of our knowledge:

1. Part 1-PROJECT INFORMATION of the Full Environmental Assessment Form has been prepared with reasonable prudence and in good faith.
2. Under the above mentioned laws and regulations, the project will either not have a significant impact on the environment or the project could have a significant impact on the environment but there will not be a significant impact in this case because mitigation measures are being undertaken with respect to and will be included in the proposed project.
3. We have no reason to believe, under the above mentioned laws and regulations, that an environmental impact statement should be prepared.

We will promptly inform you if we discover anything at a later date which would affect our ability to continue to make the certification above. If you have any questions as to how we arrived at the certification after the review described above, please do not hesitate to contact us.

Regards,

Counsel for the applicant

EXHIBIT A

Environmental Questionnaire

(PRIVILEGED AND CONFIDENTIAL)

INSTRUCTIONS: Please complete the following questionnaire as completely as possible with the assistance of an Environmental Professional. If you need additional space to fully answer any question, please attach additional page(s). Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Agency's "Statement of Procedures Regarding Compliance with Environmental Requirements". Return the completed, signed questionnaire to the Erie County Industrial Development Agency, 275 Oak Street, Buffalo, New York 14203 Attention: Business Development.

I. GENERAL BACKGROUND INFORMATION

1. Address of Premises: _____
2. Name and Address of Owner of Premises:

3. Name and position of person responding to this Questionnaire:

4. Describe the general character of the Premises site and the surrounding area (including terrain, location of wetlands, coastlines, rivers, streams, lakes, springs, drinking water wells, roads, water intake and discharge structures, landmarks, flood plains, etc.).
5. Describe the Premises (including the age and date of construction of any improvements) and each of the operations or processes carried on or intended to be carried on at the Premises (including raw materials, processes and products).
6. Describe all known former uses of the Premises whether carried out under the current ownership, or any prior ownership.
7. Does any person, firm or corporation other than the owner occupy the Premises or any part of it? If yes, identify them and describe their use of the property.
8. Have there been any spills, releases or unpermitted discharges at or near the Premises (including neighboring properties)? If so, describe and attach any incident reports and the results of any investigations.

9. Has the Premises or any part of it ever been the subject of any enforcement action by any federal, state or local government entity, or does the preparer of this questionnaire have knowledge of a) any contemplated enforcement actions or b) any areas of non-compliance with any federal, state or local laws, ordinances, rules or regulations associated with operations over the past 12 months? If so, state the results of the enforcement action (consent order, penalties, no action, etc.) and describe the circumstances.

10. Is the Premises or any part of it now under or subject to any state, federal or local agency orders or consent decrees? If so, attach them to this response.

11. Have there been any formal or informal citizen complaints regarding the Premises? If so, did they result in the filing of a notice of citizen suit, or a civil complaint or other administrative or criminal procedure? If so, describe in full detail.

II. SOLID WASTE AND HAZARDOUS SUBSTANCES

1. Does any activity conducted or contemplated to be conducted at the Premises generate any solid waste or hazardous substances? If so, provide the Premises' EPA (or State) identification number.

2. Does the Premises have any Resource Conservation and Recovery Act (RCRA) Hazardous Waste Permits? If so, please attach to this Questionnaire:
 - (a) Generator
 - (b) Transporter
 - (c) Treatment, Storage, Disposal Facility

3. Have any of the solid wastes or hazardous substances present or produced at the Premises been analyzed? If so, attach the results of any analyses done on those wastes.

4. Identify the transporter of any hazardous wastes and attach a copy of the transporter's permits and invoices from the last two years for the transport of wastes.

5. Identify the solid or hazardous waste disposal or treatment facilities which receive the Premises' wastes and attach a copy of the applicable permits and invoices from the last two years.

6. Does there, or is it contemplated that there will occur any treatment or disposal of any wastes on-site (including, without limitation, incineration, reclamation, neutralization or recovery)? If so, describe in full and attach any applicable permit

7. Attach copies of the hazardous waste manifests for the last two years and all annual/biannual reports on hazardous wastes.

8. Does there, or is it contemplated that there will occur any transfer, incineration, processing or storage of any non-hazardous solid wastes or hazardous wastes, other than refuse-derived fuel or waste oil, which is generated off-site? If so, describe:

9. Does or is it contemplated that there will occur at the Premises any accumulation or storage of any hazardous wastes on-site for disposal for longer than 90 days? If so, identify the substance, the quantity and describe how it is stored.

10. Identify all hazardous substances known formerly, currently, or contemplated in the future to have been or be used or generated at the Premises, and as to each, state its hazardous characteristics (toxicity, reactivity, corrosivity, ignitability) and whether it is a listed hazardous waste.

III. SURFACE WATER/WATER QUALITY/DISCHARGE TO MUNICIPAL SEWAGE TREATMENT PLANT

1. Briefly describe current or contemplated industrial process discharges (approximately volume, source, type and number of discharge points). List potential contaminants in each discharge. List permits for discharge.

2. Briefly describe treatment or pre-treatment processes utilized for any discharges identified in the previous answer.

3. Identify all sources of discharges of water, including discharges of waste water, process water, contact or noncontact cooling water, storm water, as well as water from cafeterias and restrooms. Attach all permits relating to the same. Identify any septic tanks on site.

4. Briefly describe treatment or pre-treatment processes utilized for any discharges identified in the previous answer.

5. Has the groundwater at or around its Premises been tested? If so, attach all analytical results.

6. If any questionnaires have been completed and submitted to any federal, state or local agencies relating to water, including industrial pretreatment questionnaires, please attach them.

7. Is any waste deposited in or near surface or groundwaters? If so, describe in detail, including not only the receiving water's classification, but a description of the type and quantity of the wastes.

8. Attach copies of the Premises' Discharge Monitoring Reports for the last two years if the Facility is required by regulation to complete such reports.

IV. AIR POLLUTION

1. Are there or is it contemplated that there will be any air emission sources that emit contaminants from the Premises? If so, describe each such source, including whether it is a stationary combustion installation, process source, exhaust or ventilation system, incinerator or other source.

2. Are any of the sources permitted? If so, attach each such permit.

V. SPILLS AND UNDERGROUND STORAGE TANKS

1. List and describe all above and below ground storage tanks at the Premises used to store petroleum or gasoline products, or other chemicals or wastes, including the contents and capacity of each tank.

2. List all underground storage tanks at the Premises even if they are not now in service, and state whether any notification has been filed with the local state or federal government concerning existence of those tanks.
3. Have there been any leaks, spills, releases or other discharges (including loss of inventory) associated with any of these tanks? If so, give full details, including the response taken, all analytical results or reports developed through investigation (whether internal or external), and the agencies which may have become involved.

VI. POLYCHLORINATED BIPHENYLS ("PCB's) AND ASBESTOS

1. Provide any records in your possession or known by you to exist concerning any on-site PCB's or PCB equipment, whether used or stored, and whether produced as a byproduct of the manufacturing process or otherwise. (PCB's are generally associated with transformers or capacitors, circuit breakers, voltage regulators, switches or cables.)
2. Have there been any PCB spills, discharges or other accidents at the Premises? If so, relate all the circumstances.

3. Does the Premises have any asbestos containing materials, including materials, used to construct any Improvements? If so, list:

VII. HAZARDOUS WASTE

1. List current or contemplated processes which generate hazardous waste, the type of waste generated and approximate volume generated.

2. Briefly describe current or contemplated on-site hazardous waste management processes:
 - (a) Accumulation (less than 90-day storage, with or without a permit).

(b) Storage facilities (containers, tanks).

(c) On-Site treatment, disposal, reclamation or recycling facilities.

(d) Facility emergency response program.

-
3. Describe current or contemplated Resource Conservation and Recovery Act (RCRA) permit status of any treatment, storage or disposal (TSD) facilities.
-
4. List commercial transporters/disposal facilities used or contemplated to be used.
5. Briefly describe any inactive land disposal sites owned or operated by the facility and list any federal or state Superfund sites for which the facility has been identified as a potentially responsible party.

VII. MISCELLANEOUS

1. List any permits or approvals not previously identified required to operate the facility, including, but not limited to, Alcohol, Tobacco & Firearms permits or FDA, EPA or DEC approvals.
2. Describe your record retention policy.
3. Briefly describe your program for compliance with OSHA's Hazard Community Standards or State Right-To-Know laws.

Dated: _____ Submitted by:

Firm: _____

By: _____

Title: _____

Signature: _____

EXHIBIT B

ENVIRONMENTAL, INQUIRY, AUTHORIZATION WAIVER, AND INDEMNIFICATION FORM

In connection with the application of Erie County Industrial Development Agency for State and Local Tax Exempt (SALE) Bond or Lease Financing with respect to real property commonly known as in the _____ of _____ (the "Premises"), which is owned by _____ (the "Owner"), the Owner and, if the Owner is not the Company, the Company hereby authorized the Agency to make oral and/or written inquiry of the EPA, DEC and any other appropriate federal, state and local governmental agency or authority as to whether the Premises or any property adjacent to or within the immediate vicinity of the Premises is or has been identified as a site at which Hazardous Substances are being or have been used, stored, treated, generated, transported, processed, handled, produced, released or disposed of.

The Agency may require that an environmental inspection and audit report be prepared with respect to the Premises at the sole cost and expense of the Owner or, if the Owner is not the Company, the Company. Such report shall be of a scope and level of detail sufficient to satisfy the "ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY STATEMENT OF PROCEDURES REGARDING COMPLIANCE WITH ENVIRONMENTAL REQUIREMENTS", a copy of which has been provided to the Company and which the Company hereby acknowledges it has received, and shall be acceptable to the Agency. THE AGENCY DOES NOT ADOPT, RATIFY, VOUCH FOR OR ASSUME ANY RESPONSIBILITY OR LIABILITY OF ANY KIND FOR THE SCOPE, LEVEL OF DETAIL, CONTENTS OR ACCURACY OF SAID REPORT.

The Owner, for itself, its successors and assigns and all subsequent owners of the Premises, and, if the Owner is not the Company, the Company, for itself and its successors and assigns, hereby release the Agency from any and all suits, causes of action, litigation, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements or expenses of any kind or nature whatsoever (including, without limitation, attorneys' and experts' fees, expenses and disbursements) which may at any time be imposed upon, incurred by or asserted or awarded against the Owner, its successors or assigns or asserted or awarded against the Owner, its successors or assigns or any subsequent owner of the Premises or, if the Owner is not the Company, the Company or its successors and assigns relating to, resulting from or arising out of any inquiries undertaken by or at the request of the Agency pursuant hereto, the scope, level of detail, contents or accuracy of any environmental inspection and audit report required hereunder, the selection of the environmental engineer or other qualified person to perform said environmental inspection and audit or the manner in which such environmental engineer or other qualified person performed said environmental inspection and audit, including, but not limited to, any subsurface investigation.

The Owner or, if the Owner is not the Company, the Company and any person who signs below as an indemnitor hereby agrees to defend, indemnify and hold harmless the Agency from and against all suits, causes of action, litigation, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements or expenses of any kind or of any nature whatsoever (including, without limitation, attorneys' and experts' fees, expenses and disbursements) which may at any time be imposed upon, incurred by or asserted or awarded against the Agency relating to, resulting from or arising out of any inquiries undertaken by or at the request of the Agency pursuant hereto, the scope, level of detail, contents or accuracy of any environmental inspection and audit report required hereunder, the selection of the environmental engineer or other qualified person to perform said environmental inspection and audit or the manner in which such environmental engineer or other qualified person performed said

environmental inspection and audit, including, but not limited to, any subsurface investigation.

As used herein, the capitalized terms shall have the same meanings as set forth in the "Erie County Industrial Development Agency Policy Regarding Compliance with Environmental Requirements".

OWNER

Date: _____
_____ (Name of Owner)

By: _____

Name: _____

Title: _____

COMPANY

Date: _____
_____ (Name of Owner)

By: _____

Name: _____

Title: _____

Any entity owning 20% or more control of the Applicant(s) is required to sign below as an indemnitor. The application is incomplete without these signatures.

INDEMNITORS

Date: _____

Date: _____

Date: _____

EXHIBIT C

AUDIT GUIDELINES

A. Documentary Audit

1. Review aerial photographs of site and adjacent and surrounding properties;
2. Review permits from the DEC, EPA or any other federal, state or local agencies;
3. Search for citations for environmental violations and any documentation regarding the resolution of the charges;
4. Search for pending environmental cases or proceedings respecting site or adjacent properties;
5. Review internal records regarding sensitive areas of operations such as the boiler room, incinerator, pest control operations, air emission and other discharge programs, transportation section, maintenance office and any other branch of the corporation likely to come into contact with hazardous materials;
6. Review any periodic reports filed by the company with the DEC, the EPA or any other agency, including spill reports, water discharge monitoring reports, periodic reports or contingency plans;
7. Review hazardous waste manifests and other documentation directly dealing with the receipt, shipping, storage or treatment of hazardous waste; and
8. Review chain of ownership documentation, including deeds, abstracts of title and title insurance policies.
9. Check for listing of site and all properties within a one-mile radius on National Priority List, CERCLIS, New York State Inactive Hazardous Waste Disposal Site Registry, or with Erie County Department of Environment and Planning.

B. On-Site Inspection/Audit

1. Review on site building practices and materials, inspect buildings for (i) PCB storage or contamination, (ii) asbestos, (iii) evidence of presence, discharge, release, storage, creation or disposal of any hazardous substance(s), (iv) existence and condition of storage tanks, (v) evidence of compliance or non-compliance with hazardous waste management, storage and disposal and wastewater discharge and treatment requirement.
2. Investigate on-site hazardous substance usage, handling and other procedures.
3. Review site and, to extent possible, adjacent and surrounding properties for evidence of (i) unnatural hills, contours, depressions; (ii) stained soils; (iii) vegetation damage; (iv) foul or unusual odors; (v) discolored or unnatural appearing surface water or runoff; (vi) manholes, ditches, culverts, pipes, standpipes or other structures suggesting underground storage tanks or wells; (vii) above-ground storage tanks; (viii) electrical transformers, capacitors or other PCB containing equipment; (ix) presence of any Hazardous Substances.
4. Observe physical characteristics of site including dimensions of site, number type and location of structures, on site ground conditions (e.g. slopes, swales, ditches, culverts, paved areas) and location relative to bodies of water or water courses.
4. To the extent possible, determine activities now or formerly conducted at adjacent and surround properties.

ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
STATEMENT OF PROCEDURES REGARDING
COMPLIANCE WITH ENVIRONMENTAL REQUIREMENTS

As a condition to providing State and Local Tax Exempt (SALE) Bond or Lease Financing (the "Financing"), the Agency must be satisfied that (a) neither the premises which is the subject of such financing (the "Premises") nor any property adjacent to or within the immediately vicinity of the Premises is being or has been used for the storage, treatment, generation, transportation, processing, handling, production or disposal of any Hazardous Substance, (b) there has been no Release nor is there the threat of a Release on, at or from the Premises or any or any property adjacent to or within the immediate vicinity of the Premises, (c) the soil, subsoil, bedrock, surface water and groundwater of the Premises are free from any Hazardous Substance, (d) there is no asbestos or urea formaldehyde foam insulation in or contaminating any of the Improvements, (e) there are no polychlorinated biphenyls on the Premises in concentrations which exceed amounts permitted by applicable Environmental Laws, (f) no underground storage tanks are located on the Premises, (g) all Environmental Permits have been obtained, are being complied with in their entirety and are fully transferable to Company, if they are not already in Company's name, and (h), if applicable, the requisite federal, state and local agencies and authorities have been given the required notice and have issued the appropriate Environmental Permits signifying their consent or approval of the transfer of ownership and/or control of the Premises to the Company, and (i) the intended use(s) of the Premises will not subject the Agency to material risk of liability under any Environmental Laws.

The Agency requires the company to complete, with the assistance of an Environmental Professional, a questionnaire in the form of Exhibit "A" hereto with respect to the Environmental and ecological condition of the Premises. The Agency may, in its discretion, accept a current questionnaire or other similar form prepared for a bank or other person provided the same provides a similar type and scope of information as the Agency's questionnaire and the preparer thereof certifies in writing that the same has been prepared for the benefit of the Agency and that the Agency may rely thereon. The Agency may further require the company to provide the Agency with a history of the use of the Premises, giving particular attention to past military, industrial or waste disposal use, and a list of all present operators, tenants, subtenants, licensees and occupants of the Premises and all prior owners and tenants of the Premises of record and to certify to the Agency that the Premises and the Improvements, including all fixtures and equipment therein, show no visible or other signs of Hazardous Substances or their effects and that the company, upon diligent inquiry, has no reason to believe that any environmental problem exists at the Premises.

The company and, if the Company is not the present owner of the Premises, the Owner will be required to sign and return to the Agency an Environmental Inquiry Authorization, Waiver and Indemnification Form in the form of Exhibit "B" hereto.

The Agency may make oral and/or written inquiries of the appropriate regional office of the EPA, the DEC and any other appropriate federal, state and local governmental agencies or authorities as to whether the Premises or any property adjacent to or within the immediate vicinity of the Premises is or has been identified as a site at which Hazardous Substances are being or have been used, stored, treated, generated, transported, processed, handled, produced, released or disposed of.

The Agency requires that an environmental inspection and audit report be prepared with respect to the Premises at the Company's sole cost and expense. Said report shall (a) be of a scope and level of detail acceptable to the Agency, (b) include a review of and report on at least those items set forth in

Exhibit "C" hereto, (c) indicate that it has been prepared for the benefit of and may be relied upon by the Agency, and (d) be prepared by an Environmental Professional acceptable to the Agency. The Agency may, in its discretion, accept a current audit report prepared for a bank or other person, provided said report is of a substantially equivalent scope and level of detail as required above, has been prepared by an Environmental Professional, and the preparer thereof specifically agrees in writing that said report has been prepared for the benefit of the Agency and the Agency may rely thereon. THE AGENCY DOES NOT ADOPT, RATIFY, VOUCH FOR OR ASSUME ANY RESPONSIBILITY OR LIABILITY OF ANY KIND FOR THE SCOPE, LEVEL OF DETAIL, CONTENTS OR ACCURACY OF SAID REPORT. The Agency may require that such audit also include testing, sampling and analysis, including, but not limited to, subsurface testing, for the surface water and groundwater.

The Agency may require the Company to provide the Agency, at the Company's sole cost and expense, with an opinion of an attorney competent in environmental law matters and acceptable to the Agency (which opinion shall be addressed to the Agency and shall be satisfactory in form and substance to the Agency) as to compliance of the Premises with all applicable Environmental Laws and the terms and conditions of all required Environmental Permits.

If the questionnaire, history, environmental inspection and audit report, records search, testing, sampling and analysis or opinion indicates the presence of any Hazardous Substance, a Release or the threat of a release on, at or from the Premises, the presence of underground storage banks on the Premises, the absence of any Environmental Permit or material non-compliance with any applicable Environmental Laws or Environmental Permits, or a potential for future Agency liability by reason of the contemplated use of the Premises by the Company, the Agency shall have the right to refuse to consummate the Financing.

As part of the documentation for the Financing, the Agency will require the Company, the principals of the Company, and others to execute and deliver an agreement containing representations, warranties and covenants with respect to (a) compliance by the Premises with all applicable Environmental Laws, (b) the existence of, compliance with and transferability of all Environmental Permits and (c) such other matters as the Agency may require in order to assure itself of present and future compliance of the Premises with such laws and permits, and to indemnify, defend and hold each and every Indemnitee harmless from and against all claims, suits, actions, proceedings, damages, expenses, losses and costs of every name and description arising out of, relating to or resulting from, among other things, the past, present or future presence of any Hazardous Substance or a Release or the threat of a Release on, at or from the Premises.

As used herein, the following capitalized terms shall have the meanings set forth below:

"DEC" means the New York State Department of Environmental Conservation.

"Environment" means any water or water vapor, any land including land surface or subsurface, air, fish, wildlife, biota and all other natural resources.

"Environmental Laws" mean all federal, state and local environmental, land use, zoning, health, chemical use, safety and sanitation laws, statutes, ordinances and codes relating to the protection of the Environment and/or governing the use, storage, treatment, generation, transportation, processing, handling, production or disposal of Hazardous Substances and the rules, regulations, policies, guidelines, interpretations, decisions, orders and directives of federal, state and local governmental agencies and authorities with respect thereto.

"Environmental Permits" mean all permits, licenses, approvals, authorizations, consents or registrations required by any applicable Environmental Law in connection with the ownership, use and/or operation of the Premises for the storage, treatment, generation, transportation, processing, handling, production or disposal of Hazardous Substances or the sale, transfer or conveyance of the Premises.

"Environmental Professional" means a person or firm whose background and experience, in the reasonable opinion of the Agency, qualify such person or firm to perform environmental assessments and audits of real property.

"EPA" means the U.S. Environmental Protection Agency.

"Hazardous Substance" means any substance (i) the presence of which requires investigation or remediation under any Environmental Law; or (ii) which is or becomes defined as a "hazardous waste", "hazardous substance", "toxic substance", pollutant or contaminant under the Comprehensive Environmental Response, Compensation and Liability Act, as amended (42 U.S.C. section 6901 et seq.) as amended and/or the Hazardous Materials Transportation Act, as amended (49 U.S.C. Section 1801 et seq.), and/or the Toxic Substances Control Act, as amended (U.S.C. Section 2601, et. seq.), and/or Articles 15 or 27 of the New York State Environmental Conservation Law, and/or any other applicable Environmental Law or any regulations promulgated under any of the foregoing; or (iii) which is toxic, explosive, corrosive, flammable, infectious, radioactive, carcinogenic, mutagenic, or otherwise hazardous and is or becomes regulated by any governmental authority, agency, department, commission, board, agency or instrumentality of the United States, the State of New York or any political subdivision thereof; or (iv) the presence of which on the Premises causes or threatens to cause a nuisance upon the Property or to adjacent properties or poses or threatens to pose a hazard to the health or safety of persons on or about the Premises; or (v) which contains gasoline, diesel fuel or other petroleum hydrocarbons; or (vi) which contains polychlorinated biphenyls (PCBs), asbestos or urea formaldehyde foam insulation.

"Improvements" mean any buildings, structures and other improvements (if any) presently or hereafter located on the Premises.

"Indemnitee" means the Agency, its successors and assigns, and their respective officers, directors, employees, agents, representatives, contractors and subcontractors.

"Premises" means the property intended to be conveyed to the Agency in connection with the Financing.

"Release" has the same meaning as given to that term in the Comprehensive Environmental response, Compensation and Liability Act of 1980, as amended (42 U.S.C. Sections 9601, et seq.), and the regulations promulgated thereunder.