

TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

PLEASE NOTE: PRIOR TO SUBMITTING A COMPLETED FINAL APPLICATION AND EAF, PLEASE ARRANGE TO MEET WITH THE AGENCY'S STAFF TO REVIEW YOUR DRAFT APPLICATION AND EAF

Midwestern Pet Foods, Inc. ("MPF") and Two Brothers Property, LLC ("TBP")

Date: July 31, 2015

APPLICATION OF: Midwestern Pet Foods, Inc. and Two Brothers Property, LLC
APPLICANT NAME

**OWNERSHIP OF PROPOSED PROJECT
(APPLICANT OR OTHER OWNER)**

Type of Application:

- | | |
|--|---|
| <input type="checkbox"/> Tax-Exempt Bonds | <input type="checkbox"/> Taxable Bonds |
| <input type="checkbox"/> Both Taxable and Tax-Exempt Bonds | <input checked="" type="checkbox"/> Sale/Leaseback
<input type="checkbox"/> Bank Financing |
| <input type="checkbox"/> Refunding | <input type="checkbox"/> Amendment |
| <input type="checkbox"/> Second Mortgage | <input type="checkbox"/> Transfer |

Type of Project:

- | | |
|---|---|
| <input checked="" type="checkbox"/> Industrial/Manufacturing | <input type="checkbox"/> Warehousing |
| <input type="checkbox"/> Commercial/Office | <input type="checkbox"/> Pollution Control/
(indicate type)
_____ |
| <input type="checkbox"/> Not-for-Profit/Civic
(Specify) _____
_____ | <input type="checkbox"/> Energy or Cogeneration Facility |
| <input type="checkbox"/> Commercial/Retail | <input type="checkbox"/> Other (specify)
_____ |

Solid Waste

Description of Project (check one or more):

- | | |
|--|--|
| <input type="checkbox"/> New Construction | <input checked="" type="checkbox"/> Acquisition of existing facility |
| <input type="checkbox"/> Addition to existing facility | <input checked="" type="checkbox"/> Purchase of new machinery and equipment |
| <input type="checkbox"/> Existing IDA project | |
| <input type="checkbox"/> Renovation/modernization of existing facility | <input checked="" type="checkbox"/> Purchase of used machinery and equipment |
| <input type="checkbox"/> Existing IDA project | |

Please respond to all items either by filling in blanks, by attachment (by marking space “See Attachment Number 1,” etc.) or by N.A., where not applicable. This application must be filed in 4 copies. A complete application is essential for the Agency’s determination of whether to provide the financial assistance requested. A non-refundable application fee of \$2,500.00 is required at the time of submission of this application to the Tioga County Industrial Development Agency (the “Agency”). In the event that multiple public hearings are required, \$500.00 per hearing will be charged in addition to the application fee.

The attached Environmental Assessment Form (“EAF”) is an integral part of this application. This application will not be deemed complete unless accompanied by a fully completed EAF.

Before inducement, Bond Counsel (or Transaction Counsel, in the case of a Sale/Leaseback) will require a \$2,500 deposit which will be applied to actual out-of-pocket fees and disbursements made during the inducement and negotiation processes, and will be reflected on their final statement at closing.

Information provided herein will not be made public by the Agency prior to the passage of an Official Inducement Resolution, but may be subject to disclosure under the New York Freedom of Information Law.

APPLICANTS FOR FINANCIAL ASSISTANCE TO RETAIL FACILITIES ALSO COMPLETE RIDER A

APPLICANTS FOR TAX-EXEMPT BONDS ALSO COMPLETE RIDER B

I. OWNER DATA

A. PROPOSED PROJECT OWNER (THE "OWNER")

NAME Midwestern Pet Foods, Inc. ("MPF") and Two Brothers Property, LLC ("TBP")

ADDRESS 9634 Hedden Road, Evansville, IN 47725

CONTACT Philip S. Montooth POSITION Chief Financial Officer

PHONE 812 867-4504 ext 108 FEDERAL EMPLOYER I.D.# 35-1058442

FAX 812 867-0424

E:MAIL pmontooth@midwesternpetfoods.com

NAICS CODE 311111

BUSINESS TYPE: Pet Food Manufacturing

SOLE PROPRIETORSHIP LIMITED LIABILITY COMPANY

GENERAL PARTNERSHIP LIMITED PARTNERSHIP

OTHER (PLEASE DESCRIBE) Corporation

State and Date of Organization MPF - 1961, IN; TBP - 7/30/2015, IN

PRIVATELY HELD CORPORATION

PUBLIC CORPORATION LISTED ON _____ EXCHANGE

State and Date of Incorporation N/A

NOT-FOR-PROFIT CORPORATION

Qualified Under Section ____ of Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter N/A

EDUCATION CORPORATION

Qualified Under Section ____ of the Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter N/A

ATTORNEY Sarah Hardy and Steve Weitzel

FIRM NAME Ziemer Stayman Weitzel Shoulders, LLP

ADDRESS 20 NW First St, 9th Floor, Evansville, IN 47706

PHONE 812 424-7575 FAX 812 421-5089

E-MAIL shardy@zsws.com or sweitzel@zsws.com

B. FACILITY USER (tenant using more than 10% of the square footage of the Facility, if different than the Owner) (THE "USER")

NAME N/A

ADDRESS N/A

CONTACT N/A POSITION N/A

PHONE N/A FEDERAL EMPLOYER I.D.# N/A

FAX N/A E-MAIL N/A

NAICS CODE N/A

BUSINESS TYPE:

SOLE PROPRIETORSHIP LIMITED LIABILITY COMPANY

GENERAL PARTNERSHIP LIMITED PARTNERSHIP

OTHER (PLEASE DESCRIBE) N/A

State and Date of Organization N/A

PRIVATELY HELD CORPORATION

PUBLIC CORPORATION LISTED ON N/A EXCHANGE

State and Date of Incorporation N/A

NOT-FOR-PROFIT CORPORATION

Qualified Under Section ____ of Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter N/A

EDUCATION CORPORATION

Qualified Under Section ____ of the Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter

N/A

ATTORNEY

N/A

FIRM NAME

N/A

ADDRESS

N/A

PHONE

N/A

FAX

N/A

E-MAIL

N/A

(Please provide names of each additional User, if any, and all of the information requested above, on a separate sheet and attach it to this questionnaire.)

- C. Any related person (e.g., stockholder, principal, partner, member, parent corporation, sister corporation, subsidiary) to the above Owner or User proposed to be a user of the Project.

NAME

BUSINESS TYPE

RELATIONSHIP

N/A

- D. Principal stockholders or partners of the Owner and the User, if any (i.e., owners of 5% or more equity in the Owner or the User):

NAME

% OWNED

WHICH COMPANY

Jeff Nunn

50%

MPF, TBP

Richard Nunn

50%

MPF, TBP

E. **APPLICANTS FOR TAX-EXEMPT FINANCING:** If any of the above persons, or a group of them, owns more than a 50% interest in the Owner or the User, list all other persons that are related to the Owner or the User by virtue of such owners having more than a 50% interest in such other persons.

N/A

F. **APPLICANTS FOR TAX-EXEMPT FINANCING:** Is the Owner or the User related to any other person by reason of more than 50% common ownership? If so, indicate the name of each related person and the Owner's or User's relationship to such person.

N/A

G. List the Owner's and the User's parent corporations, sister corporations and subsidiaries if any.

N/A

H. Has the Owner or the User (or any other entity listed in answer to questions C-G above) been involved in or benefitted by any prior tax-exempt bond financing in the town/city/village in which this Project is located, whether through the Agency, JDA or another issuer? If so, please explain in full (e.g., name of issuer and beneficiary; original amount of issue; date of issue; current amount outstanding; purpose of issue; etc.).

No

I. Has the Owner or the User (or any related person) made a public offering or private placement of its stock within the last year? If so, please describe and provide the prospectus or other offering materials used.

No

J. Has the Owner or the User (or any related person) applied to any other Industrial Development Agency in regard to this Project? If so, please provide details of any action taken with respect to the Project and the current status of such application.

No

K. List the major bank references of the Owner.

Old National Bank, One Main St, Evansville, IN 47708, M Bryan Hayden 812 464-1219

Midwest Bank of Western Illinois, 200 E Broadway Ave, Monmouth, IL 61462. Dina Chick, 309 734-2265

First National Bank of Chickasha, 302 W Chickasha Ave, Chickasha, OK 73018, Pat Brooks, 405 224-2200

II. OWNER'S OPERATIONS AT CURRENT LOCATION

A. Address 702 Broad Street Extension, Waverly, NY 14892

B. Acreage of existing facility 15.937 Acres

C. Number of buildings and square feet of each building
1 office 7,000 square feet and 1 manufacturing facility, 147,339 square

D. Owned or leased Owned

E. Please describe the type of operation (e.g., manufacturing, wholesale, distribution, retail, etc.) and products and services offered at current location: _____

Manufacturing of Pet Food

F. Employment (current number of full-time employees or the equivalent) 49
fulltime and 3 part-time employees

G. Annual payroll amount \$2.2 million

III. USER'S OPERATIONS AT CURRENT LOCATION

A. Address N/A

B. Acreage of existing facility N/A

C. Number of buildings and square feet of each N/A

D. Owned or leased N/A

E. Please describe the type of operation (e.g., manufacturing, wholesale, distribution, retail, etc.) and products and services offered at current location:

N/A

F. Employment (current number of full time employees or the equivalent)

N/A

G. Annual payroll amount N/A

IV. PROPOSED PROJECT DATA

A. Location of Project - Please attach a map highlighting the location of the Project. In addition, please give the real property tax map number and exact street address of the Project, including the city or village (if any) and town in which the Project will be located. (If no street address is available, please include a survey and the most precise description available.) Please also identify the school district within which the Project will be located: Tax Map Number: Address is 702 Broad Street Extension, Waverly, New York; County of Tioga; Waverly New York School District

B. Project Site - Please submit 3 copies of plans or sketches of the proposed acquisition, renovation or construction (under separate cover is permissible).

Also attach a photograph of the site or existing facility to be improved.

1. Acreage 15.937 acres

2. Acquisition of existing buildings:

a) Existing buildings to be acquired (number of buildings and square feet of each building):

Manufacturing Facility, 103,630 ft²; Product Warehouse, 39,000 ft² and Office, 7,000 ft².

b) Does the Project consist of additions and/or renovations to existing buildings? If so, indicate the nature of the expansion and/or renovation in reasonable detail.

The Project will require additional expected capital expenditures of approximately \$2.5 million to \$3 million consisting of furniture, fixtures, equipment and renovations, repaving the drive and parking lot for \$40,000, and constructing walls to separate the raw ingredients from finished goods for \$60,000.

3. New Construction:

a) Number and square feet of each new building to be constructed:

N/A

b) Builder or contractor and address:

N/A

c) Architect and address:

N/A

4. Present use of the Project site:

Manufacturing of Pet Food

5. Present user of Project site:

Hagen Pet Foods, Inc.

6. Relationship of present user of Project site to the Owner, if any: _____

None

C. Project Use Description – Please provide a detailed description of the Project and the Project’s intended use. (E.g., “The construction and equipping of an approximately 149,630 square foot building, of which 103,630 square feet will be used for the manufacturing of _____ pet foods _____, 39,000 square feet will be used for warehousing finished products and 7,000 square feet will be used for office space, and the acquisition and installation of the following items of machinery and equipment: 149,630, all to be used by the Owner/User in connection with the manufacturing and/or warehousing of _____ Pet food _____ **for the** _____ pet food _____ **industry.**) **If additional** space is necessary, please attach an exhibit to this application.

APPLICANTS FOR TAX-EXEMPT FINANCING PLEASE NOTE: The Tax Reform Act of 1986 limits the types of facilities that are eligible for tax-exempt financing to manufacturing facilities, civic facilities and certain other exempt facilities.

N/A

D. Are there utilities on site? _____ Yes

- a. Water (indicate municipal or other) Municipal, Village of Waverly
- b. Sewer (indicate municipal or other) Municipal, Village of Waverly
- c. Electric (Name of utility company) Electric, Penelec
- d. Gas (Name of utility company) Valley Cities Gas

- E. If any space in the Project is to be leased by the Agency or the Owner to third parties, or subleased by the User to third parties, indicate the total square footage of the Project to be leased to each tenant, and the proposed use of that space by each tenant. Although the tenants may not yet be known, the general purposes for which the Project will be used must still be indicated (e.g., manufacturing, office, warehouse, etc.). Use a separate sheet, if necessary.

N/A

- F. 1. List principal items or categories of equipment to be acquired as part of the Project and identify whether equipment will be new or used.

Vehicles: 2 Semi Tractors and 1 Yard Tractor; New

IT Equipment: Computers, Server, and Software Warehouse Management System; New

Manufacturing Equipment; New

Meat Processor and Freezer; Used

Packing Room Screener; Used

Palletizer and Robot; Used

Packing Room Scale; Used

Dust Coating System; Used

2. Have any of the items or categories listed above been ordered or obtained? If so, enclose copies of purchase orders, contracts and/or invoices.

No

- G. Has construction work on the Project begun? NO

If so, complete the following:

1. Site clearance yes no _____% complete

2. Foundation yes no _____% complete

9. Are any federal or state wetlands or any other environmentally critical or sensitive areas on or contiguous to the Project site? If yes, describe.

No

10. Does the Project site contain any underground or above ground storage tanks or wells, whether or not currently in use? If yes, describe.

Site contains one above ground 1,000 gallon propane tank

11. List any state, local or federal consents or approvals (e.g., site plan approval, special use permit, environmental permits, certificates of need) that will be necessary in connection with the Project and describe the status of each such consent or approval.

N/A

I. Does the Owner or the User (or any related person) currently lease the Project site?

yes no

J. Does the Owner or the User (or any related person) now own the Project site?

yes no

1. If so, indicate:

a) Date of purchase _____ N/A

b) Purchase price _____ N/A

- c) Balance of existing mortgage N/A
- d) Holder of mortgage N/A
- e) Special conditions N/A

2. If not, does the Owner (or any related person) have an option or a contract to purchase the site and/or any buildings on the site?

yes no

3. If so, please attach a copy of the option or contract and indicate:

- a) Date signed 7/22/2015
- b) Purchase price \$6,750,000
- c) Proposed settlement/closing date 8/31/2015

K. Has an Environmental Audit or other examination of the environmental condition of the Project site been prepared within the last five years?

yes no

If yes, please attach a copy.

V. PROJECT COSTS

A. Give an accurate estimate of the cost of each of the following items, specifying in each instance the best estimate of the portion of such costs to be financed with tax-exempt or taxable bond proceeds, if applicable:

	<u>TOTAL COST AND % BOND FINANCED</u>	
LAND*	_____	(_____ %)
ACQUISITION AND REHABILITATION COSTS:		
Existing Building**	<u>\$6,750,000</u>	<u>(68.11%)</u>
Cost of Rehabilitation	_____	(_____ %)
COST OF NEW CONSTRUCTION:		
Construction of New Building	_____	(_____ %)
New Additions to or Expansions of Existing		

4.	IDA Sale/Leaseback with Owner/User Financing	\$ _____	_____ years
5.	JDA or other governmental funding***	\$ _____	_____ years
6.	Other loans***	<u>\$5,000,000</u>	_____ years
7.	Company's/Owner's equity contribution	<u>\$4,923,590</u>	
TOTAL PROJECT COSTS:		<u>\$9,923,590</u>	

*** Copies of all commitments must be submitted to the Agency before drafting of any bond or transaction documents can begin.

C. **APPLICANTS FOR TAX-EXEMPT FINANCING:** Have any of the above costs, which are to be reimbursed out of tax-exempt bond proceeds, been paid or incurred (including contracts of sale or purchase orders) as of the date of this application?

yes

no

If so, please give particulars, including dates paid or incurred on a separate sheet.

D. **APPLICANTS FOR TAX-EXEMPT FINANCING:** Are costs of working capital, moving expenses, work in progress or stock in trade included in the proposed uses of the tax-exempt bond proceeds? Give details.

_____ No

E. Will any of the funds to be borrowed through the Agency be used to repay or refinance an existing mortgage, outstanding loan or outstanding bond issue? Give details.

_____ No

F. Has the Owner made any arrangements for the marketing or the purchase of the bond or bonds? If so, indicate with whom and provide copies of any

commitments and/or term sheets.

No

VI. MEASURES OF GROWTH AND BENEFITS

A. Please complete the chart below by indicating on line #1 the present number of full-time or equivalent employees and the annual payroll for all current facilities of the User. On line #2, please provide the information with respect to Tioga County facilities only. (If no facilities are currently in Tioga County, indicate "0.") On lines #3 and #4, provide projections of employment and payroll at the proposed Project in Tioga County for the first and second year after the Project's completion:

		Full Time or Equivalent <u>Employees</u>	Annual Payroll \$
1.	PRESENT (All Current Facilities)	<u>407</u>	<u>\$12,874,322</u>
2.	PRESENT (Tioga County Only)	<u>0</u>	<u>0</u>
3.	FIRST YEAR (Tioga County Only)	<u>40</u>	<u>\$2,120,000</u>
4.	SECOND YEAR (Tioga County Only)	<u>50</u>	<u>\$2,650,000</u>

B. What, if any, will be the expected increase in the annual dollar amount of sales or business activity?

\$10,000,000

C. Describe, if applicable, other benefits anticipated as a result of this Project, including but not limited to job retention.

Midwestern Pet Foods anticipates retaining approximately 40 jobs at the current facility in addition to hiring 10 full time employees within three years. The expected capital investment is approximately \$2.5 million to \$3 million for the facility.

VII. PROJECT CONSTRUCTION SCHEDULE

- A. What is the proposed date for commencement of construction or acquisition of the Project?

Approximately August 31, 2015

- B. Give an accurate estimate of the time schedule to complete the Project and when the first use of the Project is expected to occur (use additional sheets if necessary).

The first use of the Project is expected upon the purchase and closing of the facility, which we anticipate approximately August 31, 2015 and completion within 12 months.

- C. At what time or times and in what amount or amounts is it estimated that funds will be required? Please provide your most accurate estimate.

After the closing date which is anticipated for August 31, 2015

VIII. WHAT TYPE OF FINANCIAL ASSISTANCE IS THE APPLICANT REQUESTING?

Standard PILOT

Deviation from Standard PILOT

If Deviation from Standard PILOT is requested, please explain _____

IX. ATTACH THE FOLLOWING FINANCIAL INFORMATION OF THE OWNER AND THE USER

- A. Financial statements for last two fiscal years (unless included in the Owner's or User's annual report).
- B. Owner's and User's annual reports (or Form 10-Ks) for the two most recent fiscal years.
- C. Quarterly reports (Form 10-Qs) and current reports (Form 8-Ks) since the most recent annual report, if any.
- D. In addition, if applicable, please attach the financial information described above in items A, B, and C of any expected guarantor of a proposed bond issue other

than the Owner or the User.

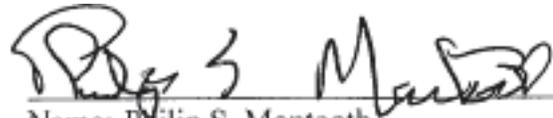
- E. Upon the request of the Applicant, the Agency will review the information submitted pursuant to this Section VIII and return all copies to the Applicant within two weeks after the inducement date. Please indicate whether you require the information to be returned.

yes

no

BY SIGNING THIS APPLICATION, I CERTIFY THAT I HAVE READ AND UNDERSTOOD THE PROJECT POLICY MANUAL PROVIDED TO ME BY THE IDA AND AGREE TO COMPLY WITH THE TERMS AND CONDITIONS SET FORTH THEREIN.

SIGNATURE OF PERSON
COMPLETING APPLICATION

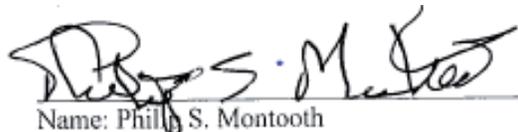

Name: Philip S. Montooth
Title: Chief Financial Officer
Company: Midwestern Pet Foods, Inc.
Date of Application: July 31, 2015

CERTIFICATION

Philip S. Montooth (name of representative of entity submitting application, or name of individual submitting application) deposes and says that s/he (choose and complete one of the following two options) (i) is a/the Chief Financial Officer (title) of Midwestern Pet Foods, Inc. (entity name), the entity named in the attached application, or (ii) is the individual named in the attached application; that s/he has read the foregoing application and knows the contents thereof; and that the same is true to his/her knowledge.

Deponent further says that s/he is duly authorized to make this certification on behalf of her/himself or on behalf of the entity named in the attached application. The grounds of deponent's belief relative to all matters in said application which are not stated upon his/her own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as, if deponent is not an individual applicant, information acquired by deponent in the course of his/her duties in connection with said entity and from the books and papers of said entity.

As (i) the representative of said entity, or (ii) the individual applicant (such entity or individual applicant hereinafter referred to as the "Applicant"), deponent acknowledges and agrees that the Applicant shall be and is responsible for all costs incurred by the Tioga County Industrial Development Agency (hereinafter referred to as the "Agency") acting on behalf of the Applicant in connection with this application and all matters relating to the issuance of bonds or the provision of financial assistance to which this application relates. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or 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, then upon presentation of an invoice, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred with respect to the application up to that date and time, including fees to bond counsel or transaction counsel for the Agency and fees of general counsel for the Agency. Upon the successful conclusion of the transaction or sale of the bond issue contemplated herein, the Applicant shall pay to the Agency an administrative fee set by the Agency in accordance with its fee schedule in effect on the date of the foregoing application, which amount is payable at closing. The Applicant understands that the Agency's bond counsel's fees and general counsel's fees are considered issuance expenses and, therefore, can be paid or reimbursed out of the proceeds of any resultant tax-exempt bond issue only up to an aggregate amount not exceeding 2% of the face amount of such tax-exempt issue.


Name: Philip S. Montooth
Title: Chief Financial Officer

Sworn to before me this _____
day of _____, 20__

(Seal)

NEW YORK STATE FINANCIAL REPORTING
REQUIREMENTS FOR INDUSTRIAL DEVELOPMENT AGENCIES

Please be advised that the New York General Municipal Law imposes certain reporting requirements on IDAs and recipients of IDA financial assistance. Of particular importance to IDA applicants is Section 859 (copy attached). This section requires IDAs to transmit financial statements within 90 days following the end of an Agency's fiscal year (Tioga County IDA FY is calendar), prepared by an independent, certified public accountant, to the New York State Comptroller, the Commissioner of the New York State Department of Economic Development and the governing body of the municipality for whose benefit the Agency was created (Tioga County). These audited financial statements shall include supplemental schedules listing the following information:

1. All straight-lease ("sale-leaseback") transactions and whether or not they are obligations of the Agency.
2. All bonds and notes issued, outstanding or retired during the period and whether or not they are or were obligations of the Agency.
3. All new bond issues shall be listed and for each new bond issue, the following information is required:
 - a. Name of the project financed with the bond proceeds.
 - b. Whether the project occupant is a not-for-profit corporation.
 - c. Name and address of each owner of the project.
 - d. The estimated amount of tax exemptions authorized for each project.
 - e. Purpose for which the bond was issued.
 - f. Bond interest rate at issuance and, if variable, the range of interest rates applicable.
 - g. Bond maturity date.
 - h. Federal tax status of the bond issue.
 - i. Estimate of the number of jobs created and retained for the project.
4. All new straight lease transactions shall be listed and for each new straight lease transaction, the following information is required:
 - a. Name of the project.
 - b. Whether the project occupant is a not-for-profit corporation.
 - c. Name and address of each owner of the project.
 - d. The estimated amount of tax exemptions authorized for each project.
 - e. Purpose for which each transaction was made.
 - f. Method of financial assistance utilized for each project, other than the tax exemptions claimed by the project.
 - g. Estimate of the number of jobs created and retained for the project.

Also of importance to IDA applicants is Section 874(8) of the General Municipal Law (copy

attached), which requires agents (i.e., project owners and/or occupants) of the Agency to file an annual statement with the State Department of Taxation and Finance, of the value of all sales tax exemptions claimed by such agents or their agents, including but not limited to consultants or subcontractors, who claim exemption from sales tax by virtue of the Agency's involvement in a transaction. The penalty for failure to file the statement is removal of authority to act as agent of the Agency.

Please sign below to indicate that you have read and understood the above.


Name: Philip S. Montooth
Title: Chief Financial Officer
Company: Midwestern Pet Foods, Inc.
Date: July 31, 2015

RIDER A

TO BE COMPLETED BY ALL APPLICANTS FOR FINANCIAL ASSISTANCE FOR
RETAIL PROJECTS OR PROJECTS WITH A RETAIL COMPONENT:

1. What percentage of the total Project cost will be used to finance premises that will be primarily used in making retail sales of goods or services to customers who personally visit the premises?

N/A

2. If the Agency does not provide the financial assistance requested in this application, will the Applicant or the Project User (if different from the Applicant) locate some or all of the jobs attributable to the Project outside New York State? If so, describe.

N/A

3. Will the proposed Project make available to residents of the city, town or village within which the Project will be located goods or services that are not otherwise reasonably available to such residents? If so, describe.

N/A

RIDER B

TO BE COMPLETED BY ALL APPLICANTS FOR TAX-EXEMPT FINANCING

(Note: Bond Counsel also will require applicant to complete a Bond Counsel Questionnaire to determine whether the Project qualifies, in whole or in part, for tax-exempt financing. The information requested in this Rider is for initial screening and structuring purposes.)

A. List capital expenditures with respect to this Project:

	<u>Past 3 Years</u>	<u>Next 3 Years</u>	<u>Total</u>
Land	\$	\$	\$
Buildings			
Equipment	N/A		
Engineering			
Architecture			
Research and development			
Interest during construction			
Other (please explain)			

If an expenditure may be either treated as a capital expenditure or may be currently expensed, for these purposes it must be treated as a capital expenditure.

Research and development expenses (other than in-house wages and supplies) with respect to a facility must be treated as capital expenditures with respect to products to be produced at the facility and with respect to equipment to be used there. Research and development expenses allocable to the project under the foregoing rule must be treated as capital expenditures with respect to it even though the research and development work takes place in a different municipality or state.

Costs of molds, etc., to be used at a facility are capital expenditures even if paid by the customer.

Costs of Equipment to be moved to a facility are capital expenditures even if the purchase and initial use of the equipment occurred outside the municipality.

B. List capital expenditures with respect to other facilities of the Company or any related corporation or person, if the facilities are located in the same municipality.

	<u>Past 3 Years</u>	<u>Next 3 Years</u>	<u>Total</u>
Land	\$	\$	\$
Buildings			
Equipment			
Engineering	N/A		
Architecture			
Research and development			
Interest during construction			
Other (please explain)			