

NCIDA

APPLICATION FOR ASSISTANCE

NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Each applicant seeking assistance must complete the accompanying application material which includes the Application for Assistance and Environmental Assessment form. A non-refundable application fee of \$1,000.00 must be included with this application, payable to the Niagara County Industrial Development Agency. Every project seeking NCIDA assistance must use best efforts to use local labor for the construction of new, expanded or renovated facilities.

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, except for information that is considered deniable by the Freedom of Information Law. This form is available online at our web page at www.nccedev.com.

I. APPLICANT DATA

A. **APPLICANT NAME** COVANTA HOLDING CORPORATION
ADDRESS 445 SOUTH STREET,
CITY/STATE/ZIP MORRISTOWN, NJ 07960

B. **APPLICANT'S OFFICER RESPONSIBLE FOR COMPLETING THIS APPLICATION**

NAME JIM REILLY
TITLE ASSISTANT TREASURER
MAILING ADDRESS 445 SOUTH STREET
CITY/STATE/ZIP MORRISTOWN, NJ 07960
TELEPHONE 862-345-5452
FAX 862-345-5160
E-MAIL jreilly@covantaenergy.com
APPLICANT'S TAX ID NUMBER 95-6021257

6311 Inducon Corporate Drive, Suite One, Sanborn, New York 14132
(716) 278-8760 Fax (716) 278-8769

- C. BUSINESS TYPE
- Sole Proprietorship
 - Partnership
 - Privately-held Corporation
 - Public Corporation
 - Not-for-Profit Corporation
 - LLC
 - Other

D. STATE OF INCORPORATION:

DELAWARE

E. IS APPLICANT AUTHORIZED TO DO BUSINESS IN NEW YORK STATE?

Yes No

F. PRINCIPAL STOCKHOLDERS (Owners of 20% or more of Stock Outstanding)

Name	%	Corporate Title
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G. Has the Applicant (or any related entity) received previous NCIDA assistance?

Yes No.

If yes, please give year(s) and project location

2001 / SAME FACILITY IN NIAGARA FALLS

H. APPLICANT'S LEGAL COUNSEL

FIRM NAME HOGAN LOVELLS US LLP

ADDRESS 555 THIRTEENTH ST, NW

CITY/STATE/ZIP WASHINGTON, DC 20004

TELEPHONE 202-637-5600

ATTORNEY'S NAME EDWARD SLEDGE

E-MAIL edward.sledge@hoganlovells.com

II. PROJECT & OCCUPANCY DATA

A. LOCATION OF PROPOSED PROJECT FACILITY

ADDRESS 100 ENERGY BLVD @ 56TH STREET, NIAGARA FALLS
PRINCIPAL USE ENERGY FROM WASTE PLANT
SBL # _____
ZONING _____

B. INDICATE MUNICIPAL JURISDICTION

TOWN _____
VILLAGE _____
CITY _____
SCHOOL DISTRICT _____

C. CURRENT OWNERSHIP OF PROPERTY

CURRENT OWNER COVANTA NIAGARA L.P.
CURRENT ASSESSMENT _____
CURRENT TAXES (ANNUAL) _____

D. Who are the principal user(s) of the facility (the "Company")? If there are multiple users, please indicate on attached sheet. If same as Applicant indicate the "same" below.

COMPANY NAME "SAME"
ADDRESS _____
CITY/STATE/ZIP _____
CONTACT _____
TELEPHONE _____
TAX ID NO. _____
% OF FACILITY TO BE OCCUPIED BY COMPANY _____

E. Are other facilities or related companies located within New York State:

Yes No

LOCATION

WESTBURY ; JAMESVILLE ; EAST NORTHPORT ;
WEST BABYLON ; RONKONKOMA ; FOUGHKEEPSIE

If there are other company facilities within the State, will any of these close or be subject to reduced activity?

Yes No

F. Has the company actively sought sites and/or facilities in another country or state? n/a

Yes No

If yes, please describe on separate sheet.

G. Description of project (check one or more)

- New Construction Sq. Footage _____
- Addition to existing facility Sq. Footage _____
- Renovation and modernization of existing facility
- Acquisition and modernization of existing facility
- New machinery and equipment Production _____ Non-Production _____
- Other (specify) REFUNDING OF EXISTING PROJECT TAX EXEMPT BONDS

H. Provide a general narrative description of the project, including history and background on user(s) of the facility. Provide information on (Appendix A) for user(s) of the facility. Describe reasons why this project is necessary and its effect it will have on Applicant. Include site plans, renderings, photos, etc.

PLAN TO REFUND \$165.01 MILLION IN AGGREGATE OF EXISTING
NIAGARA COUNTY IDA SOLID WASTE DISPOSAL FACILITY REVENUE
REFUNDING BONDS COMPRISING OF: \$40M SERIES 2001A /
\$45M 2001B / \$45M 2001C / \$35.01M 2001D (COLLECTIVELY
THE "2001 BONDS"). THE 2001 BONDS REFUNDED ALL OF THE AGENCY'S
PREVIOUSLY OUTSTANDING SERIES 1996D BONDS.

III. COMPANY EMPLOYMENT INFORMATION

A. Total current employment within Niagara County is

84 Full-Time 1 Part-Time

Current Annual Payroll
Including benefits

\$ 8,914,804

B. Projected Employment:

2013 BUDGET IS 99 (NOT APPROVED)

Applicant or principal user(s) must complete Appendix A.

IV. EMPLOYMENT IMPACT

Every project seeking NCIDA assistance must use best efforts to use Niagara County labor for the construction of new, expanded or renovated facilities. This requirement includes all project employees of the General Contractor, Subcontractor or sub to a Subcontractor, working on the project. Applicant agrees and understands the obligations herein, and agrees to transmit and convey in a timely fashion this requirement to all applicable contractors, subcontractors, suppliers and materialmen.

A. Will Niagara County contractors and/or subcontractors be utilized for the construction project?

n/a

Yes No

B. What is the estimated number of construction jobs to be created at the project site from

Niagara County: _____ Erie County: _____ Other Areas _____

V. APPLICANT PROJECT COSTS AND FINANCING

A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the applicant.

Estimated Costs Eligible for Sales Tax Exemption Benefit

a.	Building Construction or Renovation Costs	a.	\$	<hr/>
b.	Sitework	b.	\$	<hr/>
c.	Non-manufacturing Equipment	c.	\$	<hr/>
d.	Furniture, Fixtures	d.	\$	<hr/>
e.	Other (specify)	e.	\$	<hr/>
f.	Subtotal	f.	\$	<hr/>

Estimated Costs Not Subject to Sales Tax

g.	Land and/or Building Purchase	g.	\$	<hr/>
h.	Manufacturing Equipment	h.	\$	<hr/>
i.	Soft Costs (Legal, Architect, Engineering)	i.	\$	<hr/>
j.	Other (specify) _____	j.	\$	<hr/>
k.	Subtotal	k.	\$	<hr/>

Total Project Costs f + k \$

B. Indicate how the project will be financed

a.	Tax-Exempt IRB	a.	\$	<hr/>
b.	Tax-Exempt Bond	b.	\$	<hr/>
c.	Taxable Industrial Revenue Bond	c.	\$	<hr/>
d.	Bank Financing	d.	\$	<hr/>
e.	Public Financing	e.	\$	<hr/>
f.	Equity	f.	\$	<hr/>

TOTAL SOURCES \$ 165,010,000

Estimated Amount of Mortgage \$

C. If applicant expects the Tax-Exempt IRB to exceed \$1,000,000, what is the dollar value of "capital expenditures" that the applicant and company, or any related company or person, has expended within the last three years in the municipality in which the proposed project is to be located and expects to expend in that municipality three years after the bond issue?

D. Has the applicant made any arrangements for the financing of the project?

Yes No

If so, please specify bank, underwriter, etc.

BANK OF AMERICA MERRILL LYNCH

VI. PROJECT CONSTRUCTION INFORMATION

A. What is the proposed commencement date of construction or acquisition of the project?

N/A

B. Outline the timetable for the project, indicating when project will be in full use.

N/A

VII. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings. In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- B. First Consideration for Employment: In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C. Annual Sales Tax Filings: In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D. Annual Employment Reports: The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- E. Absence of Conflicts of Interest: The Applicant has received from the Agency a list of the members, officers and employees of the Agency. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described: _____
- F. Local Labor: The Applicant understands that the residents of Niagara County will be providing assistance to the project. The Applicant further understands that every project seeking NCIDA assistance must use best efforts to use Niagara County labor for the construction of new, expanded or renovated facilities. This requirement includes all project employees of the General Contractor, Subcontractor or sub to a Subcontractor, working on the project. Applicant agrees and understands the obligations herein, and agrees to transmit and convey in a timely fashion this requirement to all applicable contractors, subcontractors, suppliers and materialmen.

VIII. ENVIRONMENTAL ASSESSMENT

New York State law requires that an Environmental Assessment Form (EAF) must be completed and submitted along with this application. Attach the EAF which was submitted to the municipality.

Name of Applicant's Officer Responsible for Completing Application:

(Please Print) KEVIN M. O'NEIL
Signature *Kevin M O'Neil*
Date of Application 9/4/2012

CERTIFICATION

Bradford J. Helgeson

Name of ~~chief executive~~ of the company submitting application

Vice President and Treasurer

Deposes and says that he/she is the Vice president and Treasurer

of Covanta Holding Corporation, the corporation named in the

attached application; that he/she has read the foregoing application and knows the contents thereof; that the same is true to

his/her knowledge. Deponent further says the reason this verification is made by the deponent and not by _____

Covanta Holding Corporation, (company name) is because the said company is a corporation. The grounds of deponent's belief relative to all matters in the 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 information acquired by deponent in the course of his/her duties as an officer of and from the books and papers of said corporation.

As officer of said corporation (hereinafter referred to as the "applicant") deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the nonprofit Niagara County Industrial Development Agency (hereinafter referred to as the "Agency") acting on behalf of 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 lease/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 actions or withdraws, abandons, cancels, or neglects the application or if the Agency or applicant are unable to identify buyers willing to purchase the total bond issue required or facilitate the lease/leaseback transaction, then upon presentation of 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 lease/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 lease/leaseback transaction.

BRADFORD J. HELGESON

Print Name of ~~Chief Executive~~ Vice President + Treasurer



Signature

NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

PROJECTED EMPLOYMENT*

	Full-Time	Part-Time	Total	Total Payroll*
Total number of employees within Niagara County at the date of application	<u>85</u> +	<u>1</u>	<u>86</u>	<u>8,914,804</u>
Total number of employees to be directly <u>IMPACTED</u> by the project:	_____ +	_____	_____	_____
ADD: Number of new jobs to be created During the first year after completion:	_____ +	_____	_____	_____
Total end of first year:	_____ +	_____	_____	_____
ADD: Number of new jobs to be created During the second year after completion:	_____ +	_____	_____	_____
Total end of second year:	_____ +	_____	_____	_____
ADD: Number of new jobs to be created During the third year after completion:	_____ +	_____	_____	_____
Total end of third year:	_____ +	_____	_____	_____
Estimated average annual salary of <u>new</u> jobs to be created:	_____			_____
Expected high salary of <u>new</u> jobs to be created:	_____			_____
Expected low salary of <u>new</u> jobs to be created:	_____			_____

List types of jobs (i.e. production, managerial, clinical, engineering, etc.) to be created.

*Applicant or principal user(s) as noted in Section III B of application (includes benefits)

Kevin M. O'Neil
Print Name

[Signature]
Signature

9/4/2012
Date