

Niagara County Industrial Development Agency
6311 Inducon Corporate Dr. - Sanborn, New York 14132
(716) 278-8760 Fax (716) 278-8769

Application for Assistance

Please answer all questions on the **Niagara County Industrial Development Agency Application and Environmental Assessment Form**. Information submitted as part of this application will not be made public prior to the passage of an Official Action Resolution by the Agency. After such action, this information may be subject to disclosure under the New York State Freedom of Information Act.

Prior to application submission, this project was reviewed with **Lawrence Witul** of the Niagara County Industrial Development Agency and assigned Project Number _____.

I. Company Data

- A. Company Name: **1093 Group, LLC**
Address: **295 Main Street, Suite 210, Buffalo, NY 14203**
- Telephone: **716-854-0060** Fax: **716-852-2829**
Email: **pmg@ellicottdevelopment.com** Website: **ellicottdevelopment.com**
IRS Identification No.: **05-0615732**

Company official completing this application and authorized to respond on behalf of the company:

Name: **William A. Paladino** Title: **Manager**

- B. Company Owners, Officers, Directors and Partners: List name and home address, title and other principal business affiliations.

William A. Paladino	Santa Croce Group, LLC
Manager	Member (100%)
295 Main Street, Suite 210	295 Main Street, Suite 210
Buffalo, NY 14203	Buffalo, NY 14203

- C. Legal Counsel: **Joseph Cavan**
Address: **295 Main Street, Ste 210, Buffalo, NY 14203**
Telephone: **716-854-0060** Fax: **716-852-2829**
Email: **jrc1015@aol.com**

- D. Accountant (Firm): _____
Address: _____
Telephone: _____ Fax: _____
Email: _____

E. Principal Bank of Account: _____

F. Type of Business Corporation Sub Chapter S Partnership
 Sole Proprietorship Other: Limited Liability Company

G. Is Company authorized to do business in New York State? Yes No

H. Principal Stockholders with 5% or more of stock outstanding in the company:

<u>Name</u>	<u>Address</u>	<u>% of Holding</u>
Santa Croce Group, LLC	295 Main Street, Suite 210 Buffalo, NY 14203	100%

I. List subsidiary, associate, and/or affiliated companies of applicant.
Affiliates: 10 Ellicott Square Court Corp.; Santa Croce Group, LLC

J. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes No

Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes No

Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes No

If the answer to any of the above questions is yes, please, furnish details in a separate attachment.

K. Identify the assistance being requested of the Agency:

- (1) Bond financing for new project; estimated amount \$ _____
- (2) Bond/project refinancing; estimated amount \$ _____
- (3) Lease/sale back
- (4) Assignment of lease
- (5) Exemption from Sales Tax; estimated benefit \$200,000
- (6) Exemption from Mortgage Tax; estimated benefit \$ 70,000
- (7) Exemption from Real Property Tax; estimated benefit \$TBD

If you have selected (5), (6) or (7), indicate whether you are seeking a deviation from the Agency's uniform tax exemption policy: Yes ; No . If the answer is yes, please furnish details in a separate attachment. **Approximately 37% of the space will be occupied by not-for-profit organizations, including Planned Parenthood (23.36%) and WNY Independent Living (13.39%).**

(8) Other (please furnish details in a separate attachment)

II. Business Data

A. Company Background

1. Describe when and where was the company established?
Company established in July 2004 in Buffalo, New York.
2. Describe the type of business
Real estate developer.
3. Description of Present Facilities:

 Lot size: **119,381 square feet** Number of buildings: **One (1)**

 Square footage of facilities: **42,200**

 Owns OR Rents present facilities
4. What is the present employment of the company?

 # Full Time: # Part Time _____

 Estimated annual payroll: \$ _____
5. Approximate annual sales: \$ _____
6. Describe primary markets. **Owns and develops commercial real estate throughout NYS.**
7. Provide a brief description of the company and its history.
Company was formed in July 2004. It owns and develops real estate throughout NYS. It currently owns over \$40 million of commercial real estate.

B. Provide types of business activity and approximate square feet of each for company's present facility:

	Square Feet
Manufacturing/Processing	
Warehousing	
Research & Development	
Commercial	
Retail* - Rite Aid and Rent-a-Center	17,873
Office - Planned Parenthood, WNY Independent Living	10,383
Other (specify)	

*A retail business activity shall mean (i) sales by a registered vendor under article twenty-eight of the New York tax law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section eleven hundred one of the tax law; or (ii) sales of a service to such customers.

C. Describe principal goods, products and/or services of the company:

Company develops and leases real estate. Good and services provided at property by tenants will include consumer goods, pharmacy, medical and clinical treatment, exams and counseling and community services to the disabled.

III. Project Data

A. Location of Proposed Project:

1. Physical Address of proposed Project Site:

Address: **722-750 Portage Road**
City, Town, Village: **Niagara Falls**
County: **Niagara Falls**

2. New York State Empire Zone Tax Incentives.

In addition to financial incentives that the Niagara County Industrial Development Agency can provide with respect to the proposed Project, the Project may also be eligible for New York State tax benefits (sales tax, income tax, and real property tax benefits and credits) under the New York State Empire Zone Program. Empire Zone tax benefits can be utilized concurrently with Niagara County Industrial Development Agency benefits and incentives.

Is the proposed Project Site located in an Empire Zone?

Yes No Unsure

3. New York State Brownfield Cleanup Program Tax Incentives

New York State provides for significant refundable New York State tax credits with respect to cleanup and construction (buildings and equipment) costs, real property tax expenses, and insurance costs related to remediating and developing a Brownfield/contaminated property. In addition, New York State provides for a release of liability with respect to such contamination located in, on or

emanating from the Brownfield Site. New York State Brownfield Cleanup Program tax credits can be utilized concurrently with Niagara County Industrial Development Agency benefits and incentives.

Under the New York Brownfield Cleanup Program, a Brownfield or a Brownfield Site is any real property, the redevelopment or reuse of which may be complicated by the presence or potential presence of a hazardous waste, petroleum pollutant, or contaminant (collectively, "contaminants").

Is the proposed Project Site located on a site where the known or potential presence of a contaminant(s) is complicating the development/use of the property?

Yes No Unsure

Has a Phase I Environmental Assessment been prepared or will one be prepared with respect to the proposed Project Site?

Yes No Unsure

Have any other studies or assessments been undertaken with respect to the proposed Project Site that indicate the known or suspected presence of contamination that would complicate the site's development?

Yes No Unsure

B. Existing Project Facilities:

1. Parcel Size: 1.7 Acres OR ____ ft. x ____ ft.

2. Are there existing buildings on the Project site? Yes No .

a. If yes, indicate the number of buildings on the site: One (1). Also, please briefly identify each existing building and indicate the approximate size (in square feet) of each such existing building:

Building Description	Size
Strip Plaza	42,200

b. Are the existing buildings in operation? Yes ; No . If yes, describe present use of present buildings:

Building	Use
Strip Plaza	Retail and office space

c. Are the existing buildings abandoned? Yes No . About to be abandoned? Yes No . If yes, describe: **Approximately 28,600 square feet will be demolished.**

d. Attach photograph of present buildings. **(See attached)**

3. Identify present landowner. **Haeberle Associates**

4. Present zoning of site: **C-1 (Commercial)**

Are there any variances or special permits affecting the Project site?
Yes No .

If yes, list below and attach copies of all such variances or special permits.
N/A

5. Provide Tax Map (section/block/lot) number(s): **144.18-1-5.1**
(See attached)

6. List current assessed value: **\$1,049,400**
List current annual property tax payment: **\$64,838**

7. Identify school district pertaining to Proposed Project location:
Niagara Falls

C. Proposed Project Facility and Equipment

1. Does part of the Project consist of the acquisition or construction of a new building or buildings? Yes No .

If yes, indicate number and size of new buildings: **Construction of 14,673 square foot single-story building.**

2. Does part of the Project consist of additions and/or renovations to existing buildings located on the Project site? Yes No .

If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation: **Renovation of 13,583 square feet of existing space.**

4. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed or expanded: **Office and retail space.**

5. Will machinery and equipment be acquired and installed?

New: No Yes Type: **HVAC and mechanical systems, racking, shelving, coolers and refrigerators, and point of sales and computer systems.**

Used: No Yes Type: _____

Describe the principal uses to be made by the Company of the Equipment to be acquired or installed: **Normal HVAC and mechanical systems, racking, shelving, coolers and refrigerators, and point of sales and computer systems.**

6. Project Use

a. What are the principal products to be produced at the Project?
N/A

6. Project Use

b. What are the principal activities to be conducted at the Project?

	%		%
Warehousing		Manufacturing	
Processing		Pollution control	
Office	37.00	Research & Development	
Retail*	63.00	Commercial	
Recreational		Other:	

* A retail business activity shall mean (i) sales by a registered vendor under article twenty-eight of the New York tax law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section eleven hundred one of the tax law; or (ii) sales of a service to such customers.

c. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes No .

If yes, please see Addendum A attached hereto.

- d. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes No

If yes, please explain:

- e. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes No

If yes, please provide detail:

- i. If the answer to either question (d) or question (e) is yes, indicate whether any of the following apply to the Project:

- (1) Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry? Yes No

If yes, please provide detail:

- (2) Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes No

If yes, please provide detail:

6. Is this a single phase or multi-phase project? Single Multi

Phase I Activities:

Phase II Activities:

Phase III Activities:

- D. Utilities and services presently serving site. Provide name of utility provider.

Gas: National Fuel Gas	Size:
Electric: National Grid	Power:
Water: City - Niagara Falls	Size:
Sewer: City Niagara Falls	Size:
Other (specify):	

E. What is your project timetable? (Provide dates)

1. Start date: acquisition or construction of facilities: **October 2008**
2. Completion of project facilities: **December 2009**
3. Project occupancy – starting date of operations: **On-going; Occupancy by Rite Aid in December 2009**

F. Have any contracts or purchases been made, committed and/or executed toward the project? No Yes,

If yes, please provide detail:

Purchase Contract to acquire the property; engineering reports, plans and other soft costs.

G. Has any work toward the completion of the project been initiated? No Yes,

If yes, please provide detail: **Engineering, planning, design and legal work.**

H. Will the project require any government actions, permits or clearances (other than IDA requirements)? If yes, please provide the following details:

Action	Issuing Agency	Date of Issuance
Site Plan approval	Planning Board	May 28, 2008

I. Include any site plans, drawings or blueprints that have been developed. (**Site Plan attached**)

J. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes ; No . If yes, please complete the following for each existing or proposed tenant or subtenant: (**See Schedule B attached**)

Sublessee name: _____

Present Address: _____

Address: _____

Employer's ID No.: _____

Sublessee is: Corporation Partnership Sole Proprietorship

Relationship to Company: _____

Percentage of Project to be leased or subleased: _____%

Use of Project intended by Sublessee: _____

Date of lease or sublease to Sublessee: _____

Term of lease or sublease to Sublessee: _____

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

Yes No .

If yes, please provide on a separate attachment: (a) details, and (b) the answers to questions III(D)(6)(c) through (f) with respect to each such sublessee.

K. Describe the reasons why this project is necessary and what effect it will have on your company: _____

IV. Employment Impact

A) Will Niagara County contractors and / or sub contractors be utilized for the construction project? Yes No .

B) What is the estimated number of construction jobs to be created at the project site from Niagara County: 80% Eric County 20% Other Areas 0%.

C) Indicate below the number of people presently employed at the Project site and the number that will be employed at the Project site at end of the first and second years after the Project has been completed (Do not include construction workers). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant.

TYPE OF EMPLOYMENT				
	PROFESSIONAL OR MANAGERIAL	SKILLED OR SEMI- SKILLED	UNSKILLED	TOTALS
Present Full Time	8	20		28
Present Part Time	2		30	32
Present Seasonal				
First Year Full Time	8	20		28
First Year Part Time	2		30	32
First Year Seasonal				
Second Year Full Time	8	20		28
Second Year Part Time	2		30	32
Second Year Seasonal				

V. Project Cost Data

A. Give breakdown of project costs:

Land	\$
Buildings: Acquisition	\$2,950,000
Renovation	\$ 450,000
New Construction	\$1,700,000
Demolition	\$ 245,000
Utilities and Road	\$ 80,000
Site work and preparation	\$1,150,000
Acquisition of machinery & equipment	\$ 60,000
Installation	\$ 10,000
Architectural and engineering fees	\$ 125,000
Legal fees	\$ 40,000
Interest during construction	\$ 325,000
Other	\$1,500,000
TOTAL	\$8,635,000

Have any of these expenditures been incurred to date? No Yes If yes, identify:
Architectural and engineering fees, legal fees, surveying.

B. Summary of Financing

Total Project Costs	\$8,635,000
Amount of Bond or Leaseback financing	\$
Amount of Conventional financing	\$6,500,000
Equity	\$2,135,000

C. Will any part of the project be financed with funds of the company? No Yes, If yes, please provide detail:

Item	\$

D. Will other forms of government financing be used to undertake the project: No Yes
 If yes, please provide detail:

Program	Amount	Status

E. Have financial institutions or potential bond purchasers been approached? No Yes

If yes, please provide detail: **Tentative commitment from ___ Bank for construction and permanent financing for the project.**

F. List capital expenditures of the company:

	Past 3 years	Next 3 years
Real Property	\$	\$
Buildings	\$	\$
Equipment	\$	\$

VI. Financial and Feasibility Data

- A. Describe the need or demand for the product or services to be provided as a result of the project: **Leases in place from Rite Aid, Rent-a-Center, Planned Parenthood of the WNY, Inc. and The WNY Independent Living Project, Inc.**
- B. Has the company utilized bond financing before? No Yes.
If yes, describe when, where and amount: _____
- C. Provide any marketing, economic and/or feasibility studies that have been developed, particularly for tourist destination facilities.
- D. The following information will be required by the Agency and returned once an action of the Agency has been taken:
1. Financial statements for the last three (3) years;
 2. Projections for the next three (3) years including Balance Sheets, Profit and Loss Statements, Cash Flow Statements by quarters, etc.

VII. Financial Assistance Expected From The Agency

A. Tax Benefits.

1. Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency?
Yes No

If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy? Yes No

2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes No

If yes, what is the approximate amount of financing to be secured by mortgages?
\$6,500,000

3. Is the applicant expecting to be appointed agent of the Agency for purposes of avoiding payment of N.Y.S. Sales Tax or Compensating Use Tax? Yes No .

If yes, what is the approximate amount of purchases, which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? **\$2,500,000.**

4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of each exemption.
- a. N.Y.S. Sales and Compensating Use Taxes: **\$200,000**
 - b. Mortgage Recording Taxes: **\$65,000**
 - c. Real Property Tax Exemptions: **\$TBD**
 - d. Other (please specify):

5. Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency's Uniform Tax-exemption Policy? Yes No .

If yes, please explain how the request of the applicant differs from the Agency's Uniform Tax-Exemption Policy: **Approximately 37% of space in project will be leased to not-for-profit organizations, including Planned Parenthood (23.36%) and The WNY Independent Living Project (13.39%). Applicant is requesting custom PILOT with respect to space leased to not-for-profit organizations.**

VIII. 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: **NONE**

CERTIFICATION

(to be executed by the principal of the applicant and acknowledged by a notary public)

- I. William A. Paladino deposes and says that he/she is the Manager of 1093 Group, LLC named in the attached Application (the "Applicant"); that he/she has read the foregoing Application and knows the contents thereof, and that the same is true to his/her knowledge.
- II. The grounds for deponent's belief relative to all matters in the 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 the 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 or other entity.
- III. As an officer of the Applicant deponent acknowledges and agrees that the Applicant shall be and is responsible for all costs incurred by the Agency and all legal counsel for the Agency, including its general counsel and/or bond/transaction counsel, whether or not the Application, the proposed project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the proposed project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the proposed project described herein and (C) any further action taken by the Agency with respect to the proposed project; including without limiting the generality of the foregoing, all causes of action and attorney's fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing.
- IV. By executing and submitting this Application, the Applicant covenants and agrees to pay the following fees to the Agency and the Agency's general counsel and/or the Agency's bond/transaction counsel, the same to be paid at the times indicated:
 - (a) The sum of \$1,000.00 as a non-refundable processing fee, plus the sum of _____ if Agency assistance in retaining professionals is requested, to be paid upon submission of the Application;
 - (b) Unless otherwise agreed to by the Agency, an amount equal to _____ of the total project costs to be paid at transaction closing;
 - (c) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel and/or the Agency's bond/transaction counsel, thus note that the Applicant is entitled to receive

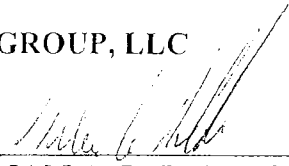
a written estimate of fees and costs of the Agency's general counsel and the Agency's bond/transaction counsel; and (2) other consultants retained by the Agency in connection with the proposed project; with all such charges to be paid by the applicant at the closing.

- V. By executing and submitting this Application, and in the event the closing does not occur, the Applicant further covenants and agrees to pay the following fees to the Agency and the Agency's general counsel and/or the Agency's bond/transaction counsel:
- (a) If the Applicant fails to conclude or consummate the necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable proper or requested action, or withdraws, abandons, cancels, or neglects the Application, the Applicant shall pay to the Agency, its agents, or assigns, upon presentation of an invoice, a sum of one and one quarter percent (1.25%) of (i) the amount of bond financing requested; or (ii) the amount on which the financial assistance for the proposed project was determined, and upon presentation of an invoice, all actual costs involved with respect to the Application, including but not necessarily limited to fees of the Agency's general counsel and/or the Agency's bond/transaction counsel; or
 - (b) If the Applicant is unable to find buyers willing to purchase the bond issue requested, or if the Applicant is unable to facilitate the sale/leaseback transaction, then upon presentation of an invoice, all actual costs involved with respect to the Application, up to that date and time, incurred by the Agency including but not necessarily limited to fees of the Agency's general counsel and/or the Agency's bond/transaction counsel.
- VI. The Applicant acknowledges and agrees that all payment liabilities to the Agency and the Agency's general counsel and/or the Agency's bond and/or transaction counsel as expressed in Sections IV and V are obligations that are not dependent on final documentation of the transaction contemplated by this Application.
- VI. The cost incurred by the Agency and paid by the Applicant, including bond/transaction counsel fees and the Agency's general counsel's fees and the processing fees, may be considered as a costs of the project and included in the financing of costs of the proposed project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.
- VI. The Applicant is aware and acknowledges that according to the New York Public Officer's Law, Article 6, Freedom of Information, the public has the right to request information about the project and the Applicant, and that in accordance with Public Officer's Law Article 7, all meetings of the Agency are open to the public.

The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application and, if applicable, made in Addendum A, when acting hereon and hereby represents that the statements made herein and therein do not contain any untrue statement of a material fact

and do not omit to state a material fact necessary to make the statements contained herein or therein not misleading.

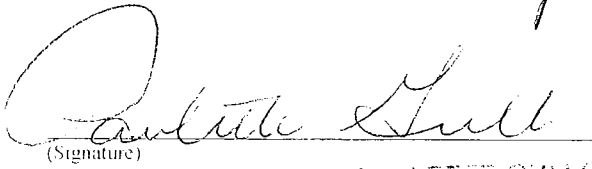
1093 GROUP, LLC



WILLIAM A. PALADINO,
Manager

NOTARY

Sworn to before me this 10 day of Sept, 2007



(Signature)

CARLETTE GULLO
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
My Commission Expires 8-15-2010

ADDENDUM A

Niagara County Industrial Development Agency Application for Assistance

Retail Project Certification

The undersigned, hereby certifies the following:

1. An application for financial assistance from the Niagara County Industrial Development Agency (the "Agency") has been submitted by 1093 Group, I.L.C. (the "Applicant") with respect to a certain Project, as described in the Application for Assistance. (the "Application") to which this Addendum is heretofore attached.

2. The Applicant, by its undersigned Authorized Representative, understands and agrees that Section 862 of the New York General Municipal Law provides for a prohibition on the types of projects that can benefit from the assistance of an Industrial Development Agency with respect to *a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost*. The Applicant, by its undersigned Authorized Representative, understands and acknowledges the following:

a. Less than One-third Project costs. Financial assistance of the agency may be provided in respect of *any project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute less than one-third of the total project cost*.

b. Destination project. Financial assistance may be provided to a project that is a tourism destination project (defined as a location or facility which is likely to attract a significant number of visitors from outside the economic development region as defined under New York economic development law, in which the project is located) *even if the project or facilities that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost*.

c. Not-for-profit operations. Financial assistance may be provided to a project that is operated by not-for-profit corporation *even if the project or facilities that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost*.

d. Retaining jobs within the state. Financial assistance may be provided to a project where *facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain such goods or services constitute more than one-third of the total project cost*, where the project occupant would, but for the assistance provided by the agency, locate the related jobs outside the state.

e. Unique services. Financial assistance may be provided to a project where *facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain such goods or services constitute more than one-third of the total project cost* where the predominant purpose of the project would be to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the city, town, or village within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services.

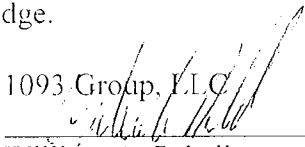
f. Highly distressed area. Financial assistance may be provided to a project where *facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain such goods or services constitute more than one-third of the total project cost*, where the project is located in a highly distressed area. A "Highly distressed area" shall mean (a) a census tract or tracts or block numbering areas or areas or such census tract or block numbering area contiguous thereto which, according to the most recent census data available, has (i) a *poverty rate* of at least twenty percent for the year to which the data relates or at least twenty percent of households receiving public assistance; and (ii) an *unemployment rate* of at least 1.25 times the statewide unemployment rate for the year to which the data relates; or (b) a city, town, village or county within a city with a population of one million or more for which: (i) the ratio of the full value property wealth, as determined by the comptroller for the year nineteen hundred ninety, per resident to the statewide average full value property wealth per resident; and (ii) the ratio of the income per resident: as shown in the nineteen hundred ninety census to the statewide average income per resident; are each fifty-five percent or less of the statewide average; or (c) an area which was designated an Empire Zone.

3. The Applicant, by its undersigned Authorized Representative, understands and agrees that projects authorized pursuant to Section 2(d),(e), and (f), above, *shall not be approved unless the Agency shall find, after the public hearing* required by New York General Municipal Law, that undertaking the Project will serve the public purposes of the New York General Municipal Law by preserving permanent, private sector jobs or increasing the overall number of permanent, private sector jobs in the state. Where the Agency makes such a finding, *prior to providing financial assistance to the Project by the Agency, the chief executive officer of the municipality for whose benefit the agency was created shall confirm the proposed action of the agency.*
4. The Applicant, by its undersigned Authorized Representative, hereby represents that the project as described in the Application meets the following retail sale exceptions, as noted below and as described in Section 2, above, and further, acknowledges and understand that the approval of the chief executive officer of the municipality for whose benefit the agency was created may be necessary in order for the Agency to provide financial assistance to the Project:

- Less than one-third project costs
 Destination Project
 Retaining jobs within the state
 Unique Services
 Highly distressed area

5. The Applicant, by its undersigned Authorized Representative, hereby acknowledges that it has provided the Agency, as described on Schedule A attached hereto, with the appropriate project costs, market study, business plan, and census tract data, as appropriate, to support the conclusions with respect to the retail exception(s) as represented above in Section 4.

The Applicant, by its undersigned Authorized Representative has read the foregoing and knows the contents thereof and that the same is true to the Applicant's knowledge.

Applicant: 1093 Group, LLC
 By: 
 Name: William A. Paladino
 Title: Manager
 Date: 9/10/08

Schedule A

1. What percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project? 90% including services and goods provided by Rite Aid, Planned Parenthood and Rent-A-Center.

2. If the answer to the prior question is more than 33.33%, indicate whether any of the following apply to the Project:

(a) Will the Project be operated by a not-for-profit corporation?

Yes ; No . If yes, please explain: **Approximately 37% of the project will be occupied by not-for-profit organizations, including Planned Parenthood of the WNY, Inc. (23.36%) and The WNY Independent Living Project, Inc. (13.39%)**

(b) 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 explain:

(c) Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York?

Yes ; No . If yes, please explain:

(d) Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonable accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services?

Yes ; No . If yes, please provide detail: **Both Planned Parent and WNY Independent Living need expansion space.**

(e) Will the Project be located in one of the following: (i) an area designed as an Empire Zone pursuant to Article 18-B of the General Municipal Law; or (ii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (a) a poverty rate of at least 20% for the year in which the data relates, or (b) at least 20% of households receiving public assistance, and (c) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?

Yes ; No . If yes, please explain: Property is currently located in renewal community (distressed area) as defined by census tract. Project will be included in Empire Zone.

(f) If the answers to any of subdivisions (a) through (e) of question (2) 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 If yes, please explain: **Project will provide expansion space for Planned Parenthood and WNY Independent Living allowing companies to operate more efficiently, provide additional services and accommodate future growth.**

**SCHEDULE B
SCHEDULE OF TENANTS
AT HAEBERLE PLAZA**

Sublessee name: **Rite Aid of New York Inc.**
Present Address: 742 Portage Road
Address: Niagara Falls, NY 14301
Employer's ID No.: _____

Sublessee is: Corporation Partnership Sole Proprietorship

Relationship to Company: None

Percentage of Project to be leased or subleased: 51.93%

Use of Project intended by Sublessee: Retail and pharmacy sales

Date of lease or sublease to Sublessee: TBD

Term of lease or sublease to Sublessee: 20 years

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

Yes No

Sublessee name: **Rent-a-Center East, Inc.**
Present Address: 744 Portage Road
Address: Niagara Falls, NY 14301
Employer's ID No.: _____

Sublessee is: Corporation Partnership Sole Proprietorship

Relationship to Company: None

Percentage of Project to be leased or subleased: 11.33%

Use of Project intended by Sublessee: Retail sales

Date of lease or sublease to Sublessee: April 15, 2004

Term of lease or sublease to Sublessee: 5 years with one (1) 5-year renewal option

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

Yes No

Sublessee name: **Planned Parenthood of the Western New York, Inc.**
Present Address: 2697 Main Street
Address: Buffalo, NY 14214
Employer's ID No.: _____

Sublessee is: Corporation Partnership Sole Proprietorship

Relationship to Company: None

Percentage of Project to be leased or subleased: 23.36%

Use of Project intended by Sublessee: Medical office, clinic and counseling

Date of lease or sublease to Sublessee: TBD

Term of lease or sublease to Sublessee: 10 years with two (2) 5-year renewal options

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

Yes No

Sublessee name: **The WNY Independent Living Project, Inc.**
Present Address: 3108 Main Street
Address: Buffalo, NY 14214
Employer's ID No.: _____

Sublessee is: Corporation Partnership Sole Proprietorship

Relationship to Company: None

Percentage of Project to be leased or subleased: 13.39%

Use of Project intended by Sublessee: Office, administrative and counseling space.

Date of lease or sublease to Sublessee: TBD

Term of lease or sublease to Sublessee: 10 years with one (1) 5-year renewal option

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

Yes No