

Niagara County Industrial Development Agency
6311 Inducon Corporate Drive, Suite One. - 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, Assistant Director of the Niagara County Industrial Development Agency, and assigned Project Number _____.

I. Company Data

A. Company Name: Greenpac Mill, LLC
Address: c/o Norampac Industries, Inc.
4001 Packard Road
Niagara Falls, New York 14303

Telephone: (450) 461-8631 Fax: (450) 461-8636
Email: lucie-claude.lalonde@norampac.com Website: N/A
IRS Identification No.: 27-2430266

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

Name: Lucie-Claude Lalonde, Esq. Title: Vice President Legal Services

B. Company Owners, Managers and Partners: **See attached Schedule I-B.**

C. Legal Counsel: Anthony D. Mancinelli, Esq., Harter Secrest & Emery LLP
Address: Twelve Fountain Plaza, Suite 400, Buffalo, New York 14202-2293
Telephone: (716) 853-1616 Fax: (716) 853-1617
Email: amancinelli@hselaw.com

D. Accountant (Firm): Jeffrey M. Wexler, CPA, Davie Kaplan, CPA, P.C.
Address: 1000 First Federal Plaza, Rochester, New York 14614
Telephone: (585) 454-4161 Ext. 4144 Fax: (585) 454-2573
Email: jwexler@daviekaplan.com

E. Principal Bank of Account: TBD

- F. Type of Business Corporation Sub Chapter S Partnership Sole Proprietorship Other- Delaware 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>
<u>27102009 USA LLC</u>	<u>c/o Norampac Industries, Inc.</u> <u>4001 Packard Road</u> <u>Niagara Falls, New York 14303</u>	<u>100%</u>

I. List subsidiary, associate, and/or affiliated companies of applicant.

None at this time.

J. Is the Company or management of the Company now a defendant in any 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 \$8,000,000 *
- (6) Exemption from Mortgage Tax; estimated benefit \$450,000[¥] *
¥ Assumes \$45,000,000 mortgage.
- (7) Exemption from Real Property Tax; estimated benefit \$27,000,000* (20-year PILOT)
- 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.
See attached Schedule I-K(7)
- (8) Other (please furnish details in a separate attachment) N/A
* Subject to change.

II. Business Data

A. Company Background

- Describe when and where was the company established?
The Company was formed on April 16, 2010 as a Delaware limited liability company. An Application for Authority was filed with the New York State, Department of State on June 29, 2010.
- Describe the type of business:
Manufacturing: The Company will manufacture high performance, light-weight linerboard using recycled old corrugated containerboard ("OCC") in a "green," state-of-the-art facility.
- Description of Present Facilities:
The Company currently does not own, lease or operate any facilities.
Lot size: N/A
Number of buildings: N/A

Square footage of facilities: N/A
 Owns **OR** Rents present facilities

4. What is the present employment of the company?
 # Full Time 0 # Part Time 0
 Estimated annual payroll: \$ 0
 *After Project completion and facility start-up, the estimated full employment payroll is \$8,500,000 per year.
5. Approximate annual sales: \$ 0
 *Project is a start-up.
6. Describe primary markets.
The Company expects to sell high performance, light-weight linerboard to corrugated box plants throughout the Northeastern United States and Canada, and in the future to expand into the Mid-Atlantic and Midwestern United States.
7. Provide a brief description of the company and its history.
The Company was formed to provide a state-of-the-art linerboard manufacturing facility utilizing state-of-the-art "green" technology. Other than one financial partner, the Company will be principally owned by affiliates of established box manufacturers desiring to ensure a cost-effective, secure source of linerboard supply. Additionally, the Company will be dedicated to providing a long-term solution to the recycling of OCC.

B. Provide types of business activity and approximate square feet of each for company's present facility: **N/A- The present facility is abandoned (previously used as an old paper mill and warehouse building).**

	Square Feet
Manufacturing/Processing	0
Warehousing	0
Research & Development	0
Commercial	0
Retail**	0
Office	0
Other (specify)	0

** 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:**
The Company's principal product is manufactured high performance, light-weight linerboard.

III. Project Data

A. Location of Proposed Project:

1. Physical Address of proposed Project Site:

Address: Royal Avenue (contiguous to existing Norampac Industries, Inc. facility)
(Final address to be determined once parcel is subdivided.)

City, Town, Village: City of Niagara Falls

County: Niagara

Note: The Facility will be located off of Royal Avenue at 47th Street (bordered at the south by the NYPA Corridor and National Grid). The Facility, including access roads and OCC storage areas, will cover 17.99± acres once subdivided. The site of the new mini-mill building is the site of an old paper mill building, which will be demolished to accommodate the new mill.

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: approximately 17.99± 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: 2. Also, please briefly identify each existing building and indicate the approximate size (in square feet) of each such existing building:

Building Description	Size
Out of service mill (Mill No. 2) (to be demolished) and Warehouse Building (Building 10) (to be demolished)	Total: 250,000± sf

There are several out of use, obsolete structures on land currently owned by the Agency and leased to Norampac Industries, Inc. ("Norampac") as beneficial owner pursuant to a Lease Agreement, dated as of September 1, 1987, between the Agency and Norampac (f/k/a Cascades Niagara Falls, Inc.) and a Lease Agreement, dated as of December 1, 2000, between the Agency and Norampac. Norampac will request the Agency to reconvey a portion of this land with improvements, representing the site of the Company's Project, back to it and will then convey such land and improvements to the Company as a new tax parcel.

Norampac will request a release of such portion from the lien of the existing mortgage securing the bond indebtedness remaining from the 1987 Cascades Niagara Falls, Inc. Project. All buildings and a number of freestanding improvements will be demolished and the site cleared to prepare for the new construction.

In connection with the conveyance of the parcel, the Company requests that the Agency enter into one or more easement agreements to provide for various reciprocal easements for ingress, egress, parking and utilities to be located on the remainder of the Norampac parcel and/or the Company's parcel and enter into such amendments to the 1987 and 2000 project documents and any other documents as may be necessary in connection with the above.

Lot size: 17.99± acres (overall site to be subdivided 39.94± acres (the "Norampac Parcel"); subdivision application pending)

Number of buildings: 2 (excludes Filtration Tanks) large concrete, brick and steel structures consisting of a number of smaller conjoined structures

Square footage of facilities: 250,000± sf (excludes Filtration Tanks)

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

Building	Use
N/A	N/A

c. Are the existing buildings abandoned? Yes ; No . About to be abandoned? Yes ; No . If yes, describe:

d. Attach photograph of present buildings.
See attached Schedule III-B(2)(d) for aerial photograph.

3. Identify present landowner.
The Agency. See above item 2(a).

4. Present zoning of site: I2 – Industrial District

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.

5. Provide Tax Map (section/block/lot) number(s):
Current SBL parcel numbers for proposed "Project Parcel" (aggregate of 17.99± acres): 160.09-1-3, 160.09-1-5, and part of 160.05-2-5.1 (7.6± acres)
 * Applicant assumes the Assessor's Office will assign a new SBL parcel number for the Project Parcel after subdivision and post-demolition upon project completion.

6. List current assessed value: \$1,425,000.00 (94% Equalization Rate)
This amount reflects the assessed value of the Norampac Parcel. Please note that we anticipate the Norampac Parcel will be reassessed after subdivision and post-demolition upon project completion.

List current annual property tax payment: \$100,278 (with existing PILOT)
This amount reflects the PILOT payment prior to subdivision for the entire Norampac Parcel and SBL parcel number 160.05-2-5.2 (not part of the Project Parcel) pursuant to the PILOT Agreement dated as of December 1, 2000 by and between the Agency and Norampac.

7. Identify school district pertaining to Proposed Project location:
City of 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:
The Company seeks to acquire the Project Parcel from Norampac and to construct a new "mini-mill" linerboard manufacturing facility. The new building will cover approximately 226,000 square feet, not including upgrades to the wastewater treatment facility or OCC storage area.

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:

3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed or expanded:
Manufacture of high performance, light-weight linerboard. The Facility will also recycle OCC for use as its raw material. Steam sourced from municipal waste converted to energy will be used to manufacture the linerboard.

4. Will machinery and equipment be acquired and installed?

New: No Yes Type Pulper, screening equipment, a state-of-the-art paper machine, dry end equipment, as well as upgrades to the existing wastewater treatment system together with ancillary furniture, fixtures and equipment to be used in connection therewith.

Used: No Yes Type _____

Describe the principal uses to be made by the Company of the Equipment to be acquired or installed:

The new mini-mill will recycle approximately 550,000 tons per year of OCC, reducing landfill or other types of disposal required. The OCC will be used to manufacture approximately 1,500 tons per day of linerboard, the outer portion of a corrugated product. The energy and water consumption is projected to be among the most efficient in North America because of the energy recovery and water recycling aspects of the Project. In addition, the Facility will utilize hydroelectric power and steam generated from incineration of residential waste.

After obtaining OCC, it is placed in a rotary pulper and mixed with water, where the majority of the water used in the process is introduced. Potential contaminants such as tape, metal banding wire, rocks, cans, and other debris are removed in this stage. From the pulper, the paper and water mixture flows through a series of screens and centrifugal filtering devices to remove small dirt and debris from the paper fibre. From the filtering process, the fibre stock, consisting of 0.5% fibre and 99.5% water, flows to the paper machine. The fibre stock is fed into two headboxes which form two separate plies of paper. The plies are laid out on a rotating screen of fourdrinier, which thickens the stock to approximately 25% solids. The two plies come together to form a single sheet of fibres. Any fibre material falling through the screen is carried by the process water for treatment and can become a sludge in the effluent clarification process. The sheet of paper then travels through a press section which increases the solid content to approximately 45% solids. The paper then enters a steam pressurized drying system, which evaporates the water to a consistency of approximately 92.5% solids. The evaporated water flows through a heat exchanger to recapture energy of the steam prior to exhausting to the outside environment.

The finished paper is wound onto a reel. The finished paper reel is then placed onto a rewinder where it is cut and rewound into rolls for shipment to the customer. The finished rolls weight approximately 2-3 tons and can be shipped to box plants by truck or rail.

5. Project Use

- a. What are the principal products to be produced at the Project?
The primary product to be produced at the Project is high performance, light-weight linerboard.

6. Project Use

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

	%		%
Warehousing	14.5	Manufacturing	33.0
Processing	23.7	Pollution control	5.1
Office	16.9	Research & Development	0.0
Retail**	0.0	Commercial	6.8
Recreational	0.0	Other:	0.0

** 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.

b. 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. N/A

c. 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:

d. 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 **Note:** The existing facility is already abandoned.

If yes, please provide detail:

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

(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:

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

Phase I Activities: Site acquisition, demolition, brownfield remediation, and construction and equipping a manufacturing facility.

Phase II Activities: N/A

Phase III Activities: N/A

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

Gas: N/A	Size: N/A
Electric: National Grid	Power: 35 Megawatts
Water: Niagara Falls Water Board	Size: 600,000 gallons/day
Sewer: Niagara Falls Water Board	Size: 800,000 gallons/day
Other (specify): Steam: Covanta Energy	200,000 lbs./hour of steam

- E. What is your project timetable? (Provide dates) Demolition and brownfield remediation is targeted to commence before December 31, 2010.

1. Start date: acquisition or construction of facilities: On or before April 1, 2011
2. Completion of project facilities: March 31, 2013
3. Project occupancy – starting date of operations: April 1, 2013

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

If yes, please provide detail:

The Company has executed a Letter of Intent for certain manufacturing equipment, engineering, construction management and utilities.

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

If yes, please provide detail:

The Company has undertaken certain consulting and engineering studies, applied for certain approvals and engaged engineering, legal and construction management professionals.

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	City of Niagara Falls Planning Board/Zoning Board	Final Approval with Conditions on 10/27/10
Subdivision Approval	City of Niagara Falls Planning Board/Zoning Board	Conditional Final Plat Approval on 10/27/10
State Air Facility Permit	NYSDEC	Pending
Curb Cut	NYS DOT	Pending
Brownfield Cleanup Program Certificate of Completion	NYSDEC	Accepted into BCP; COC Pending
Wastewater Discharge Permit	Niagara Falls Water Board	Memorandum of Agreement entered into on 9/8/10
Chemical Bulk Storage Registration	NYSDEC	Pending
Application for Certification of an Empire Zone Business Enterprise and various Empire Zone incentives	State of New York Empire Zone Program	EZ Certificate issued as of 6/23/10 Incentive application pending
New York State Energy Incentives	New York State Energy Research and Development Authority	Pending
Low Cost Power Provider	New York Power Authority	Approved Low Cost Power Allocation on 6/29/10 and Confirmed Price on 10/1/10

I. Include any site plans, drawings or blueprints that have been developed.
The following Exhibits to the Company's application for municipal approvals for the Project are included herewith:

Exhibit "A" – Site Plan – South (Sheet C-101), Site Plan – North (Sheet C-102)

Exhibit "B" – Survey

Exhibit "C" – Grading Plan – South (Sheet C-103), Grading – North (Sheet C-104)

- Exhibit "D"** – Erosion and Sedimentation Control Plan – South (Sheet C-105), Erosion and Sedimentation Control Plan – North (Sheet C-106)
- Exhibit "E"** – Utility Plan – South (Sheet C-107), Utility – North (Sheet C-108)
- Exhibit "F"** – Landscape Plan – South (Sheet C-109), Landscape Plan – North (Sheet C-110)
- Exhibit "G"** – Lighting Plan (Sheet C-111)
- Exhibit "H"** – Pavement Plan (Sheet C-112)
- Exhibit "I"** – Flood Plain Plan (Sheet C-113)
- Exhibit "J"** – Site Details (Sheet C-501)
- Exhibit "K"** – Ground Floor Plan (Sheet A-101)
- Exhibit "L"** – Operating Floor Plan (Sheet A-102)
- Exhibit "M"** – Photos of Existing Conditions
- Exhibit "N"** – 3D Views - Exterior (Sheet A-901)
- Exhibit "O"** – Final Plat

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:

Sublessee name: N/A
 Present Address: N/A
 Address: N/A
 Employer's ID No.: N/A

Sublessee is: N/A Corporation Partnership Sole Proprietorship
 Relationship to Company: N/A

Percentage of Project to be leased or subleased: N/A %

Use of Project intended by Sublessee:
N/A

Date of lease or sublease to Sublessee: N/A

Term of lease or sublease to Sublessee: N/A

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? N/A
 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. N/A

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

The Company conducted an extensive site selection search of multiple jurisdictions, including Ontario, Georgia, Michigan, South Carolina, New York, Pennsylvania and Quebec, for a location that was advantageous and cost-effective to construct the proposed manufacturing facility. The Company's primary site selection criteria focused on (1) availability of financial incentives, (2) electricity at competitive rates, (3) steam at competitive rates, (4) availability of required OCC per year, and (5) available manpower. After meetings with government agencies and site visits, the Company determined that the proposed project site provided optimal financial subsidies and fiscal incentives from both the Agency and New York State. The proposed location also presents synergies between the Company and certain of its proposed partners that will likely result in efficiencies and cost-savings between the Company and those project partners with operations in New York State, including Norampac. The close proximity of the proposed mill to the existing mill owned by Norampac allows for shared mechanicals and utilities, including pollution control facilities which provide a mutual advantage. Therefore, the geographic zone around Niagara Falls was selected as the most suitable location to construct the facility, and the proposed incentives serve as a critical catalyst for the project's inception.

IV. Employment Impact

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

The Company will attempt to use local contractors to the extent available and cost effective.

B) What is the estimated number of construction jobs to be created at the project site from: Niagara County: TBD, Erie County TBD, Other Areas TBD,

A total of approximately 400 construction jobs will be created by the Project, and the general contractor will be encouraged to utilize local subcontractors.

- 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	0	0	0	0
Present Part Time	0	0	0	0
Present Seasonal	0	0	0	0
First Year Full Time**	23	85	0	108
First Year Part Time	0	0	0	0
First Year Seasonal	0	0	0	0
Second Year Full Time**	25	85	0	110
Second Year Part Time	0	0	0	0
Second Year Seasonal	0	0	0	0

****After completion of construction and start-up.**

V. Project Cost Data

A. Give breakdown of project costs:

Land	\$1,000,000*
Buildings: Acquisition	
Renovation	\$48,500,000*
New Construction	\$10,500,000*
Demolition (includes Remediation)	
Utilities and Road	\$10,500,000*
Site work and preparation	\$7,900,000*
Acquisition of machinery & equipment	\$162,900,000*
Installation	\$62,800,000*
Architectural and engineering fees	\$30,700,000*
Legal fees	\$3,000,000*
Interest during construction	\$10,500,000*
Other	\$59,200,000*
TOTAL	\$407,500,000*

* Subject to change.

Have any of these expenditures been incurred to date? No Yes If yes, identify:
The Company has incurred legal, brownfield remediation, construction management and engineering fees.

B. Summary of Financing

Total Project Costs	\$407,500,000*
Amount of Bond or Leaseback financing	\$0*
Amount of Conventional financing	\$206,500,000*
Equity	\$201,000,000*

* Subject to change.

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

The Company's lenders will require Company to make an equity injection before application of loan proceeds. The Company will additionally be responsible for paying cost overruns in excess of available financing proceeds.

Item	\$

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

Program	Amount	Status
Empire Zone incentives	TBD	EZ Certificate issued as of 6/23/10 Incentive application pending
New York State Energy Research and Development Authority- New York State Energy Incentives	TBD	Pending
New York Power Authority- Low Cost Power Provider	TBD	Approved Low Cost Power Allocation on 6/29/10 Confirmed Price on 10/1/10
NYS Brownfield Cleanup Program	TBD	Accepted into BCP Certificate of Completion Pending

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

If yes, please provide detail:

The Company is currently engaging in confidential due diligence discussions with lenders for the Project financing and expects commitments to be in place before Project commencement.

- F. List capital expenditures of the company:

N/A. Bond financing not requested. See Project Description above.

	Past 3 years	Next 3 years
Real Property		
Buildings		
Equipment		

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:

None.

CERTIFICATION

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

- I. Lucie-Claude Lalonde, Esq. (name of chief executive officer or other authorized representative of applicant) deposes and says that he/she is the Vice President Legal Services (title) of **GREENPAC MILL, LLC** (name of corporation or other entity) 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.

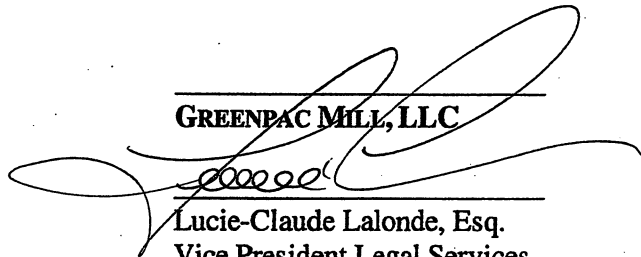
- III. As an officer of the Applicant deponent acknowledges and agrees that the Applicant shall be and is responsible for all reasonable costs incurred by the Agency and all legal counsel for the Agency, including its general counsel and/or bond/transaction counsel, whether or not the Application, the 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 reasonable 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 **\$1000.00** as a non-refundable processing fee; and
 - (b) The Agency fee of an amount to be mutually agreed upon by the Company and the Agency; and
 - (c) All reasonable 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 upon request 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 reasonable 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, all actual costs involved with respect to the Application, including but not necessarily limited to the reasonable 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 reasonable cost incurred by the Agency and paid by the Applicant, including reasonable bond/transaction counsel fees and the Agency's reasonable 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 materially misleading.



GREENPAC MILL, LLC

Lucie-Claude Lalonde, Esq.
Vice President Legal Services

Commissioner of Courts
~~NOTARY~~

Sworn to before me this 26 day of October, 2010

