

**Application
To
County of Lewis Industrial Development Agency
For
Financial Assistance**

I. Applicant Information:

Company Name: Lakeside Beaver Falls LLC
Address: 9644 Main Street
Beaver Falls, NY 13305
Phone No: (312) 676-0725
Fax No: (630) 574-1793
Fed ID No: 37-1445667
Contact Person: Todd G. Smith

Principal Owners/Officers/Directors:

(List owners with 15% or more in equity holdings with percentage ownership)

See Attached

Corporate Structure (attach schematic if Applicant is a subsidiary or otherwise affiliated with another entity) See Attached

Form of Entity:

- Corporation
 Partnership (General or Limited ; number of general partners
 and, if applicable, number of limited partners).
 Limited Liability Company/Partnership (number of members)
 Sole Proprietorship

If corporation, partnership, limited liability company/partnership:

What is the date of establishment 9/18/2002 ?

Place of organization Delaware and,

If a foreign organization, is the Applicant authorized to do business in the
State of New York? Yes

Applicant's Counsel

Name: Mark D. Lansing (Hiscock & Barclay, LLP)
Address: 80 State Street
Albany, NY 12207
Phone No: (518) 429-4264
Fax No. (518) 427-3469

II. Project Information

- A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected.

Purchase of co-generation facility for \$890,000, which will
maintain existing employees, continue to provide revenue to
localities and maintain operations

Cost Benefit Analysis:

Costs = Financial Assistance

Benefits = Economic Development

Estimated Sales Tax Exemption	\$ <u>0</u>	Jobs created	<u>0</u>
Estimated Mortgage Tax Exemption	\$ <u>0</u>	Jobs retained	<u>7</u>
Estimated Property Tax Abatement	\$ _____	Private funds invested	_____
Estimated Interest Savings IRB Issue	\$ <u>0</u>	Other Benefits	<u>0</u>

- B) Project Address: 9644 MAIN STREET
BEAVER FALLS, NY 13305

- C) Are Utilities on Site
Water X Electric X
Gas X Sanitary/Storm Sewer X

- D) Present legal owner of the site Lakeside Beaver Falls LLC
Of other than Applicant by what means will this site be acquired for this
Project: N/A

- E) Zoning of Project Site: Current: industrial Proposed: same

- F) Are any variances needed: none

- G) Principal Use of Project upon completion: electric generation

- H) Will the Project result in the removal of a plant or facility of the Applicant
from one area of the State of New York to another? no

Will the Project result in the removal of a plant or facility of another
proposed occupant of the Project from one area of the State of New York
to another area of the State of New York? no

Will the Project result in the abandonment of one or more plants or facilities
located in the State of New York? no

I) Estimate how many construction/permanent jobs will be created or retained as a result of this Project:

Construction: 0 Permanent: 0 Retained: 7

J) Financial Assistance being applied for:

	Estimated Value
<u>X</u> Real Property Tax Abatement	\$ <u>181,000</u>
<u> </u> Mortgage Tax Exemption	\$ <u>0</u>
<u> </u> Sales and Use Tax Exemptions	\$ <u>0</u>
<u> </u> Issuance by the Agency of Tax Exempt Bonds	\$ <u>0</u>

K) Project Costs (Estimates)

Land	<u> </u>
Building	<u> </u>
Equipment	<u> </u>
Soft costs	<u> </u>
Other	<u> </u>
Total	<u>\$890,000</u>

III. 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 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 understand and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, 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: _____

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein 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 not misleading.

LAKESIDE BEAVER FALLS LLC

(Applicant)

By: _____

Name: Todd G. Smith

Title: Chief Financial Officer

This Application should be submitted with a \$250.00 Application Fee to: Richard H. Porter, Executive Director, County of Lewis Industrial Development Agency, P.O. Box 106, Lowville, New York 13367

The Agency will collect a 1% fee or a prior negotiated fee at the time of closing.

Hold Harmless Agreement

Applicant hereby releases County of Lewis Industrial Development Agency and the members, officers, servants, agents and employees thereof (the "Agency") from, 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 attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorable acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the 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. If, for any reason, the Applicant fails to conclude or consummate 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, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorney's fees, if any.

LAKESIDE BEAVER FALLS LLC

(Applicant)

By: T.G. Smith

Name: Todd G. Smith

Title: Chief Financial Officer

Sworn to before me this

23rd Day of October, 2013.

[Signature]
Notary Public



Lakeside Beaver Falls Corporate Structure

WPS Beaver Falls Generation, LLC was formed on September 18, 2002 in Delaware by its sole member WPS Empire State, Inc. On March 14, 2013, WPS Beaver Falls Generation, LLC was acquired by Lakeside New York LLC, its sole member, and its' name was changed to Lakeside Beaver Falls LLC ("Beaver Falls"). Lakeside New York LLC, a Delaware LLC, is a single member limited liability company whose sole member is Lakeside Generation LLC, also a Delaware LLC. Lakeside Generation LLC's is also a single member limited liability company, whose sole member is Lakeside Energy LLC, a Delaware LLC. Lakeside Energy LLC is predominately owned by American Securities Partners IV, L.P. and its affiliated entities (~99% ownership interest). Lakeside Energy LLC has the following Officers and Directors:

Directors

Matthew LeBaron

Scott Wolff

William Rockford

Officers

Martin Collins

Mark Hall

Michael Hatem

Todd Smith

CT-07

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New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF AMENDMENT**

(Insert title of Articles or Certificate to be corrected)

OF

LAKESIDE BEAVER FALLS LLC

(Insert Name of Foreign Limited Liability Company)

Under Section 212 of the Limited Liability Company Law

FIRST: The name of the limited liability company as it appears on the index of names in the Department of State is: LAKESIDE BEAVER FALLS LLC
If applicable, the fictitious name the foreign limited liability company has agreed to use in this state is: _____

SECOND: The jurisdiction where the foreign limited liability company was organized is: Delaware

THIRD: The document to be corrected was filed with the Department of State on: May 14, 2013

FOURTH: The nature of the informality, error, incorrect statement or defect to be corrected is: The date in article 3 of the Certificate of Amendment was listed as September 25, 2013. It should have been listed as September 25, 2003

FIFTH: The provision in the document as corrected or eliminated or the proper execution is as follows:

The date in which its application for authority to do business in this state was filed with the Department of State is: September 25, 2003

X T.G. Smith
(Signature)
Tobias G. Smith
(Type or print name)

Capacity of signer *(Check appropriate box):*

- Member
- Manager
- Authorized Person

CT-07

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CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF AMENDMENT

(Insert title of Articles or Certificate to be corrected)

OF

LAKESIDE BEAVER FALLS LLC

(Insert Name of Foreign Limited Liability Company)

Under Section 212 of the Limited Liability Company Law

Filed by: Lakeside Beaver Falls LLC
(Name)
1200 Harger Road, Suite 718
(Mailing address)
Oak Brook, IL 60523
(City, State and ZIP code)

Cost Ref 8771187 CAS

NOTE: This form was prepared by the New York State Department of State for filing a certificate of correction. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

FILED

(For office use only)

2013 MAY 17 12:00

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 17 2013
TAXS _____
BY: _____

RECEIVED

2013 MAY 16 PM 3:06

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on May 20, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State