



Phillips Lytle LLP

VIA HAND DELIVERY

March 26, 2010

Mr. John Cappellino
Executive Vice President and Director of Business Development
Erie County Industrial Development Agency
275 Oak Street, Suite 150
Buffalo, NY 14203-1625

Re: General Motors LLC Application to Erie County Industrial Development Agency

Dear John:

In connection with the above-referenced matter, enclosed please find the "Application for Tax Incentives", along with check no. 138037 in the amount of \$1,000.00 in payment of the application fee. The original signature on the application will be forwarded to you under separate cover on Monday.

If you have any questions, please let me know. Thank you.

Very truly yours,

Phillips Lytle LLP

By 

Katherine L. Hesch

Doc # 01-2360567.1

Enclosures

cc: Troy Kennedy (via e-mail)
John Pappano, Esq. (via e-mail)
Milan K. Tyler, Esq. (via e-mail)
Robert Murray, Esq. (via e-mail)

ATTORNEYS AT LAW

APPLICATION FOR TAX INCENTIVES



Erie County Industrial Development Agency
275 Oak Street, Suite 150
Buffalo, New York 14203
phone (716) 856.6525
fax (716) 856-6754
e-mail info@ecidany.com
web www.ecidany.com

TAX INCENTIVE APPLICATION INSTRUCTIONS -

Section I: Eligibility Questionnaire - Applicant Background Information

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.

A) Applicant Information-entity receiving benefit:

Total Project Amount: \$814,700,000
Applicant Name: General Motors LLC
Applicant Address: c/o Troy D. Kennedy, Mail Code: 482-C16-B16, P.O. Box 300, Detroit, MI 48265-3000
Phone: 313.665.4054 Fax: 313.665.4025
Website: www.GM.com E-mail: troy.d.kennedy@gm.com
Federal ID#: _____

B) Individual Completing Application:

Name: Troy D. Kennedy
Title: U.S. Property Tax Counsel
Address: Mail Code: 482-C16-B16, P.O. Box 300, Detroit, MI 48265-3000
Phone: 313.665.4054 Fax: 313.665.4125
E-Mail: troy.d.kennedy@gm.com

C) Company Contact (if different from individual completing application):

Name: Not Applicable
Title: _____
Address: _____
Phone: _____ Fax: _____
E-Mail: _____

D) Company Counsel:

Name of Attorney: Katherine L. Hesch / Milan K. Tyler
Firm Name: Phillips Lytle LLP
Address: 3400 HSBC Center, Buffalo, NY 14203 / 437 Madison Avenue, 34th Floor, NY, NY 10022
Phone: 716.847.5404 / 212.508.0439 Fax: 716.852.6100 / 212.308.9079
E-mail: khesch@phillipslytle.com / mtyler@phillipslytle.com

E) Identify the assistance being requested of the Agency:

- 1. Exemption from Sales Tax Yes or No
- 2. Exemption from Mortgage Tax Yes or No If requested
- 3. Exemption from Real Property Tax Yes or No
- 4. Assignment/Assumption of existing PILOT benefits Yes or No Requesting an acknowledgment of the restructure of General Motors Corporation and the prior assumption of existing benefits by General Motors LLC

F) Business Organization (check appropriate category):

Corporation	<input type="checkbox"/>	Partnership	<input type="checkbox"/>
Public Corporation	<input type="checkbox"/>	Joint Venture	<input type="checkbox"/>
Sole Proprietorship	<input type="checkbox"/>	Limited Liability Company	<input checked="" type="checkbox"/>

Other (please specify) _____

Year Established: 2009

State in which Organization is established: Delaware

G) List all Stockholders, members, or partners with % of ownership greater than 20%:

<u>Name</u>	<u>% of ownership</u>
<u>Undetermined</u>	_____
_____	_____
_____	_____

H) Business Description:

Describe in detail company background, products, customers, goods and services: General Motors LLC is one of the world's largest automotive operations and full-line motor vehicle manufacturers. General Motors LLC, CETC (f/k/a Powertrain) operates and coordinates a global network to design, develop, integrate and build powertrains for General Motors LLC worldwide.

Estimated % of sales outside Erie County: 100%*

Estimated % of sales outside New York State: 100%*

Estimated % of sales outside the U.S. Unknown

* Customers are GM assembly plants located outside the state

I) What percentage of your total annual supplies, raw materials and vendor services are purchased from firms in Erie County. (You may be asked to provide supporting documentation of the estimated percentage of local purchases.) Unknown

Section II: Eligibility Questionnaire - Project Description & Details

A) Location of proposed project facility:

Address 2995 - 2999 River Road

City Tonawanda State New York Zip Code 14150

SBL Numbers: To be provided

* If available please include a copy of current tax bill.

Town/City/Village: Tonawanda School District: Kenmore TTN UFSD

Present Project Site Owner: General Motors LLC

B) Please provide a brief narrative of the project description:

New machinery and equipment and building modifications will enable the production of 2.2 and 2.5 liter engines at the plant. There is also potential for General Motors to add the production of an additional engine product at the plant. Note that the figures included in this application include both the confirmed project and the potential project.

C) Site Characteristics:

Is the proposed project site located on a site where the known or potential presence of contaminants is complicating the development/use of the property? Yes or No. If yes, please explain: _____

D) Has a Phase I Environmental Assessment been prepared or will one be prepared with respect to the proposed project site? Yes or No. If yes, please provide a copy. Existing Phase I's previously provided to ECIDA in connection with existing benefits. Copies available upon request.

E) Have any 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 or No. If yes, please provide copies of the study

F) Will project include leasing any equipment Yes or No. If yes please describe equipment and lease terms: To be determined

G) If you are purchasing new machinery and equipment, does it provide demonstrable energy efficiency benefits?

Yes or No. If yes, please attach additional documentation describing the efficiencies achieved.

To be determined

H) Does or will company perform substantial research and development activities on new products/services at the project Location? Yes or No If yes, please explain: _____

I) What percentage of annual operating expenses are attributed to the above referenced research and development activities? Not Applicable

J) Explain in detail why IDA participation is necessary for this project to proceed. Focus on competitiveness issues, project shortfalls, etc. (attach additional pages if necessary): Without ECIDA benefits, the likelihood of GM expanding these production lines at another lower cost facility outside New York would be far greater.

K) Project Information:

Estimated costs in connection with project:

Land and/or Building Acquisition:	\$ <u>0</u>
_____ acres _____ square feet	
New Building Construction: _____ square feet	\$ <u>0</u>
New Building Addition(s): _____ square feet	\$ <u>0</u>
Existing Building Renovation: <u>Appr. 909K</u> square feet	\$ <u>\$17.8 M</u>
Manufacturing Equipment:	\$ <u>\$700 M</u>
Non-Manufacturing Equipment (furniture, fixtures, etc.):	\$ _____
Soft Costs: (professional services, etc.):	\$ <u>\$26.3 M</u>
Other, Specify: <u>IT, Utilities, other</u>	\$ <u>\$70.6 M</u>
TOTAL: \$ <u>\$814.7 M</u>	

Project refinancing; estimated amount
(for refinancing of existing industrial revenue bond debt only) \$ 0

L) Select Project Type (you may check more than one):

- | | | | |
|----------------------------------|-------------------------------------|---------------------------------|--------------------------|
| Industrial | <input checked="" type="checkbox"/> | Back Office | <input type="checkbox"/> |
| Multi-Tenant | <input type="checkbox"/> | Civic Facility (not for profit) | <input type="checkbox"/> |
| Mixed Use | <input type="checkbox"/> | Equipment Purchase | <input type="checkbox"/> |
| Commercial | <input type="checkbox"/> | Retail | <input type="checkbox"/> |
| Acquisition of Existing Facility | <input type="checkbox"/> | Facility for Aging | <input type="checkbox"/> |
| Other, please explain _____ | | | |

SIC Code: _____ NAICS Code: 336111-336399

M) For proposed facility please indicate # of sq ft for each of the uses outlined below:

Manufacturing/Processing Almost 100%
Warehouse _____
Research & Development _____
Commercial _____
Retail _____
Office _____
Other (specify) _____

N) Utilities and services presently serving site. Provide name of utility provider:

Gas: National Fuel
Electric: National Grid Power: _____
Water: Town of Tonawanda (Potable) Size: _____
Sewer: Town of Tonawanda Size: _____
Other (Specify) Millwater extracted from the Niagara River by GM under the authority of NYS Water
Withdrawal Certificate # NYGLWWR-3508

O) If you are undertaking new construction or renovations, are you seeking LEED certification from the US Green Building Council? Yes or No.

P) If you answered yes to question above, what level of LEED certification do you anticipate receiving (Check applicable box) Standard Silver Gold Platinum

Q) What is your project timetable (Provide dates):

1. Start date: acquisition or construction of facilities: Mid-2010
2. Completion of project facilities: 2nd Qtr, 2013
3. Project occupancy – estimated starting date of operations: April 2012 – 2nd Quarter 2013

R) Have site plans been submitted to the appropriate planning department for approval? Yes or No. If yes, submit a copy of approval with application.

S) Have any expenditures already been made by the company? Yes or No. If yes, indicate particulars.
(ECIDA benefits do not apply to expenses incurred prior to Board approval): _____

T) PLEASE CHECK ONLY ONE:

Is project necessary to expand project employment:

Is project necessary to retain existing employment

U) Employment Plan (Specific to project location):

	Current # of Jobs	Total # of jobs 2 years after project completion
Full time	654	1,184
Part Time	0	0
Total	654	1,184

*Employment with both products in place

V) Payroll Information:

Estimated Annual Salary at project site: \$ 79.2 M at full employment

Estimated Average Annual Salary of Jobs to be Retained \$ 62,000

Estimated Average Annual Salary of Jobs to be Created \$ 62,000

Estimated Salary Range of Jobs to be Created: From: \$ Approx. \$100,000

W) Is the project reasonably necessary to prevent the project occupant from moving out of New York State?

Yes or No. If yes, please explain and identify out-of-state locations investigated.

General Motors LLC operates in an intensely competitive global environment. The company is committed to bring quality, competitive vehicle products to market. In order to provide a competitive business case, internally, we must demonstrate that we have explored all viable opportunities for reduction of implementation and on-going operational costs. Additionally, we must demonstrate a competitive search was conducted to ascertain the most viable location. Currently, the other main alternative being considered is in Michigan, which has in the past offered a competitive incentives packages to support proposed investments.

(X) Were you offered financial assistance to locate outside of New York State? Yes or No

If yes, from whom and what type of assistance was offered: The State of Michigan has offered financial assistance for GM expansion projects.

Y) What competitive factors led you to inquire about sites outside of New York State? See W, above

Z) Have you been contacted by other local economic development agencies? Yes or No. If yes, please provide which agencies: _____

Section III: Adaptive Reuse Determination

(Adaptive Reuse is the process of adapting old structures or sites for new purposes)

Are you applying for a tax incentive under the Adaptive Reuse Program? Yes or No
If No, please proceed to Section IV

A) What is the age of the structure (in years) _____

B) Has the structure been vacant or underutilized for a minimum of 3 years? (Underutilized is defined as a minimum of 50% of the rentable square footage of the structure being utilized for a use for which the structure was not designed or intended) Yes or No. How many years? _____

C) Is the structure currently generating insignificant income? (Insignificant income is defined as income that is 50% or less than the market rate income average for that property class) Yes or No

D) Briefly summarize the financial obstacles to development that this project faces without ECIDA or other public assistance. Please provide the ECIDA with documentation to support the financial obstacles to development (cash flow projections documenting costs, expenses and revenues indicating below average return on investment rates compared to regional industrial averages):

E) Briefly summarize the demonstrated support that you intend to receive from local government entities (i.e. town boards). Please provide the ECIDA with documentation of this support in the form of signed letters from these entities:

F) Please indicate other factors that you would like the ECIDA to consider such as: structure or site presents significant public safety hazard and or environmental remediation costs, site or structure is located in distressed census tract, structure presents significant costs associated with building code compliance, site has historical significance, site or structure is presently delinquent in property tax payments:

Section IV: Retail Determination

To ensure compliance with the Uniform Tax Exemption Policy (UTEP), the industrial development agencies of Erie County have prepared the following questions for projects involving retail sales, as defined in the 1993 IDA Reform Law.

Upon review of this information, the Agency may find it necessary to request additional written information. Should additional information be required, the Agency will not formally consider any request for financing assistance until this information is received in its entirety.

Will project involve the sales of goods or services to customers who personally visit the facility?

Yes or No. If yes, complete the following. If no, proceed to Section V

Please answer the following:

- A. Will any portion of the project consist of facilities or property that is primarily used in making sales of goods or services to customers who personally visit the project site? Yes or No. If the answer is yes, please continue.
- B. What percentage of the cost of the project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? _____%. If the answer is less than 33% do not complete the remainder of the retail determination and proceed to Section V.

If the answer to A is Yes AND the answer to Question B is greater than 33.33%, indicate which of the following questions below apply to the project:

1. Will the project be operated by a not-for-profit corporation Yes or No. 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 or No. If yes, please provide a market analysis or other documentation supporting your response.
2. Would the project occupant, but for the contemplated financial assistance from the industrial development agency, locate the related jobs outside the State of New York Yes or No (If yes, please provide documentation regarding investigation of sites outside New York State.)
3. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents the project municipality within which the project will be located, because of a lack of reasonable accessible retail trade facilities offering such goods or services Yes or No (If yes, please provide a market analysis supporting your response.)
4. 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 or No
5. Is the project located in a Neighborhood Redevelopment Area? Yes or No

Section V: Inter-Municipal Move Determination

Does this project involve relocation or consolidation of a project occupant from another municipality or abandonment of an existing facility of the project occupant?

Within New York State Yes or No **Within Erie County** Yes or No **If yes to either, please answer the following. If no, please proceed to Section VI**

The Agency is required by state law to make a determination that Agency assistance is required to prevent the project occupant from relocating out of the state, or to preserve the project occupant's competitive position in its respective industry.

A. Will the project result in a relocation of an existing business operation from the City of Buffalo?

Yes or No. If yes, Please explain the factors which require the project occupant to relocate (for example, present site is not large enough, or owner will not renew leases etc.)

B. What are some of the key requirements the project occupant is looking for in a new site (for example minimum of number of sq. ft., 12 foot ceilings, truck loading docks etc...)

C. If the project occupant is currently located in Erie County and will be moving to a different municipality, has the project occupant attempted to find a suitable location within the municipality? Yes or No

Is the project reasonably necessary to preserve the project occupant's competitive position in its industry?

Yes or No If yes, please explain and provide supporting documentation.

D. What factors have lead the project occupant to consider remaining or locating in Erie County? _____

E. What is going to happen to the current facility that project occupant is located in? _____

F. Please provide a list of properties considered, and reason they were not adequate. (Some examples include: site not large enough, layout was not appropriate, did not have adequate utility service, etc.)

Property (Address)

Reason

Section VI: Facility Type - Single or Multi Tenant Determination

If this a single use facility fill in section A. If this is a Multi-Tenant please fill in section B.

A) For Single Use Facility:

Occupant Name: General Motors LLC
 Address: c/o Troy D. Kennedy, Mail Code: 482-C16-B16, P.O. Box 300, Detroit, MI 48265-3000
 Contact Person: Troy D. Kennedy
 Phone: 313.665.4054 Fax: 313.665.4125
 E-Mail: troy.d.kennedy@gm.com
 Federal ID #: _____
 SIC or /NAICS Code: 336111-336399

B1) Multi-Tenant Facility:

Please explain what market conditions support the construction of this multi-tenant facility:

B2) Have any tenant leases been entered into for this project Yes or No.

If yes, please list below and provide square footage (and percent of total square footage) to be leased to tenant and NAICS Code for tenant and nature of business.

Tenant Name	Current Address (city, state, zip)	# of sq ft and % of total to be occupied at new project site	SIC or NAICS-also briefly describe type of business, products services, % of sales in Erie Co.

Section VII: Tenant Form

This section must be completed for each proposed tenant. (*NOT APPLICABLE)

NOTE: A Retail Determination (Section IV) and An Inter-Municipal Move Determination (Section V) should be completed for each tenant using the facility to make sales of goods or services or will be relocating from another municipality or abandoning an existing facility.

PART 1—TO BE COMPLETED BY LESSEE (DEVELOPER)

Property Address : _____

City/Town/Village: _____

The following information is an outline relative to the potential client and their proposed contract to sublease space in the above reference facility.

Tenant Name: _____

Amount of space to be leased: _____ SF. What percentage of the building does this represent? _____%

Are terms of the lease: GROSS or NET

If GROSS lease, please explain how Agency benefits are passed to the tenant:

Estimated date of occupancy: _____, 20_____

PART II TO BE COMPLETED BY PROPOSED TENANT

Company Name: _____

Local Contact Person: _____ Title: _____

Phone: _____ Fax: _____

E-mail: _____ Web site: _____

Company President/General Manager: _____

Number of employees at new project location:

Full-Time: _____ Part-Time: _____ Total: _____

Please describe briefly the nature of the business in which the proposed tenant is/will be engaged. This should include SIC/NAICS Code; type of business and products or services; percent of total sales in Erie County and the United States:

History of Company (i.e. start-up, recent acquisitions, publicly traded): _____

Please list the square footage which the proposed tenant will lease at the IDA project location: _____ SF

Please list the square footage which the proposed tenant leases at its present location(s): _____ SF

Will the project result in a relocation and/or abandonment of other tenant/user(s) facilities in Erie County, or New

York State? Yes or No. Where is company relocating from?

Address _____ City/Town/Village: _____ State: _____ Zip: _____

If yes, please provide reason for move; ie larger facility, competitive, lease expiration, etc.

If owned, what will happen to the existing facility once vacated? _____

If leased, when does lease expire? _____, 20_____

Are any of the proposed tenant's current operations located in facilities which have received an Industrial Development Agency benefit? Yes or No. If yes, please provide details as to location, and amount of leased space, how long leased? _____

Is location necessary to:

Discourage your company from moving out of New York State: Yes or No

Maintain your company's competitiveness within the industry: Yes or No (if yes is checked on one or both please provide specific explanation as an attachment on company letterhead)

Will tenant/user's use of the project involve the sales of goods OR services to customers who personally visit the facility Yes or No If the answer is YES, are sales taxes collectible under Article 28 of the Tax Law of the State of New York on sales of these goods Yes or No

Were local economic development officials contacted about the availability of alternative sites within the community you are leaving? Yes or No If yes, what was the outcome? _____

If no, why not? _____

Will present location be your company's headquarters? Yes or No If No, Where is the location of HQ: City: _____ State: _____

FORM COMPLETED BY: _____
(please print)

RELATIONSHIP TO COMPANY: _____

SIGNATURE: _____ DATE: _____, 20_____

Section VIII: Environmental Questionnaire

(*TO BE PROVIDED)

INSTRUCTIONS: Please complete the following questionnaire as completely as possible. If you need additional space to fully answer any question, please attach additional page(s).

A). GENERAL BACKGROUND INFORMATION:

1. Address of Premises: 2995 River Road
2. Name and Address of Owner of Premises: _____
3. Describe the general features of the Premises (including terrain, location of wetlands, coastlines, rivers, streams, lakes, etc.). _____

4. Describe the Premises (including the age and date of construction of any improvements) and each of the operations or processes carried on or intended to be carried on at the Premises. _____

5. Describe all known former uses of the Premises. _____

6. Does any person, firm or corporation other than the owner occupy the Premises or any part of it?
 Yes or No If yes, please identify them and describe their use of the property. _____

7. Have there been any spills, releases or unpermitted discharges of petroleum, hazardous substances, chemicals or hazardous wastes at or near the Premises? Yes or No If yes, describe and attach any incident reports and the results of any investigations. _____

8. Has the Premises or any part of it ever been the subject of any enforcement action by any federal, state or local government entity, or does the preparer of this questionnaire have knowledge of: a) any current federal, state or local enforcement actions; b) any areas of non-compliance with any federal, state or local laws, ordinances, rules or regulations associated with operations over the past 12 months. Yes or No
If yes, please state the results of the enforcement action (consent order, penalties, no action, etc.) and describe the circumstances. _____

9. Has there been any filing of a notice of citizen suit, or a civil complaint or other administrative or criminal procedure involving the Premises? Yes or No. If yes, describe in full detail.

B) SOLID AND HAZARDOUS WASTES AND HAZARDOUS SUBSTANCES:

1. Does any activity conducted or contemplated to be conducted at the Premises generate, treat or dispose of any petroleum, petroleum-related products, solid and hazardous wastes or hazardous substances? Yes or No. If yes, provide the Premises' applicable EPA (or State) identification number. _____

2. Have any federal, state or local permits been issued to the Premises for the use, generation and/or storage of solid and hazardous wastes? Yes or No. If yes, please provide copies of the permits.

3. Identify the transporter of any hazardous and/or solid wastes to or from the Premises. _____

4. Identify the solid and hazardous waste disposal or treatment facilities which have received wastes from the Premises for the past two (2) years. _____

5. Does or is it contemplated that there will occur at the Premises any accumulation or storage of any hazardous wastes on-site for disposal for longer than 90 days? Yes or No. If yes, please identify the substance, the quantity and describe how it is stored. _____

C) DISCHARGE INTO WATERBODIES:

1. Briefly describe any current or contemplated industrial process discharges (including the approximate volume, source, type and number of discharge points). Please provide copies of all permits for such discharges. _____

2. Identify all sources of discharges of water, including discharges of waste water, process water, contact or noncontact cooling water, and stormwater. Attach all permits relating to the same. Also identify any septic tanks on site. _____

3. Is any waste discharged into or near surface water or groundwaters? Yes or No. If yes, please describe in detail the discharge including not only the receiving water's classification, but a description of the type and quantity of the waste. _____

D) AIR POLLUTION:

1. Are there or is it contemplated that there will be any air emission sources that emit contaminants from the Premises? Yes or No. If yes, describe each such source, including whether it is a stationary combustion installation, process source, exhaust or ventilation system, incinerator or other source. _____

2. Are any of the air emission sources permitted? Yes or No If yes, attach a copy of each permit.

E) STORAGE TANKS:

1. List and describe all above and underground storage tanks at the Premises used to store petroleum or gasoline products, or other chemicals or wastes, including the contents and capacity of each tank. Please also provide copies of any registrations/permits for the tanks. _____

2. Have there been any leaks, spills, releases or other discharges (including loss of inventory) associated with any of these tanks? Yes or No. If yes, please provide all details regarding the event, including the response taken, all analytical results or reports developed through investigation (whether internal or external), and the agencies which were involved. _____
- _____
- _____
- _____

F) POLYCHLORINATED BIPHENYLS ("PCB" or "PCBs") AND ASBESTOS:

1. Provide any records in your possession or known to you to exist concerning any on-site PCBs or PCB equipment, whether used or stored, and whether produced as a byproduct of the manufacturing process or otherwise.
2. Have there been any PCB spills, discharges or other accidents at the Premises? Yes or No If yes, relate all the circumstances. _____
- _____
- _____
3. Do the Premises have any asbestos containing materials? Yes or No. If yes, please identify the materials. _____
- _____
- _____

Attachment 1: Representations, Certifications and Indemnification

Troy D. Kennedy (name of chief executive officer or other authorized representative of applicant) deposes and says that he is the U.S. Property Tax Counsel (title) of General Motors 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 hereby represents, understands, and otherwise agrees with the Agency and 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. Copies of all filings shall be provided to the Agency.
- 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, salary levels, contractor utilization and other information that be required from time to time on such appropriate forms as designated by the Agency.
- E. The Applicant acknowledges that certain environmental representations will be required at closing. The Applicant shall provide with this Representation, Certification and Indemnification Form copies of any known environmental reports, including any existing Phase I Environmental Site Assessment Report(s) and/or Phase II Environmental Investigations. In connection with the Application, the Agency may require the Company and/or owner of the premises to prepare and submit an environmental assessment and audit report, including but not necessarily limited to, a Phase I Environmental Site Assessment Report and a Phase II Environmental Investigation, with respect to the Premises at the sole cost and expense of the owner and/or the Applicant. All environmental assessment and audit reports shall be completed in accordance with ASTM Standard Practice E1527-05, and shall be conformed over to the Agency so that the Agency is authorized to use and rely on the reports. The Agency, however, does not adopt, ratify, confirm or assume any representation made within reports required herein.
- F. The Applicant and/or the owner, and their successors and assigns, hereby release, defend and indemnify the Agency from any and all suits, causes of action, litigations, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements, fees or expenses of any kind or nature

whatsoever (including, without limitation, attorneys', consultants' and experts' fees) which may at any time be imposed upon, incurred by or asserted or awarded against the Agency, resulting from or arising out of any inquiries and/or environmental assessments, investigations and audits performed on behalf of the Applicant and/or the owner pursuant hereto, including the scope, level of detail, contents or accuracy of any environmental assessment, audit, inspection or investigation report completed hereunder and/or the selection of the environmental consultant, engineer or other qualified person to perform such assessments, investigations, and audits.

- G. **Agency Fee and Legal Costs:** The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the Agency incurred in connection with any actions required to be taken by the Agency in furtherance of the Application including the Agency's costs of general counsel and/or the Agency's 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: (i) 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; (ii) the Agency's acquisition, construction and/or installation of the proposed project described herein; and (iii) 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. This obligation includes an obligation to submit an Agency Fee Payment to the Agency in accordance with the Agency fee policy effective as of the date of this Application.
- H. 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: *To be Negotiated
- (i) The sum of _____ 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;
- (ii) Unless otherwise agreed to by the Agency, an amount equal to one and one quarter percent (1.25%) of the total project costs to be paid at transaction closing;
- [Insert alternate fee schedule here – i.e., sales tax only]
- (iii) 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.
- I 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, or 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 or lease/leaseback transaction, then, upon the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs incurred by the Agency in furtherance of the Application, up to that date and time, including but not necessarily limited to, fees of the Agency's general counsel and/or the Agency's bond/transaction counsel.
- J. 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 H and I are obligations that are not dependent on final documentation of the transaction contemplated by this Application.

- K. The cost incurred by the Agency and paid by the Applicant, the Agency's general counsel and/or bond/transaction counsel fees and the processing fees, may be considered as a cost 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.

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 when acting hereon and hereby represents 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.

General Motors LLC

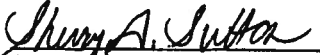
By:



Troy D. Kennedy
U.S. Property Tax Counsel

NOTARY

Sworn to before me this 26th day of March, 2010


(Signature)

SHERRY G. SUTTON
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Dec 3, 2015
ACTING IN COUNTY OF

Attachment 2: CITY OF BUFFALO – ADDENDUM TO FULL ENVIRONMENTAL ASSESSMENT FORM

For City of Buffalo Project Only (If your project is located in the City of Buffalo please complete this section) (*NOT APPLICABLE)

SITE DESCRIPTION:

A. Is project, affecting or occurring wholly, partially within or substantially contiguous to any historic district, site, individual building, object, or archeological site that has been proposed by the New York State Board on Historic Preservation for a recommendation to the State Historic Preservation Office for nomination for inclusion in the National Registry? Yes or No

B. Is the project affecting or occurring wholly, partially within or substantially contiguous to any individual landmark building, district or site, designated as such under the Buffalo Preservation code (Chapter 337 of the Code of the City of Buffalo)? Yes or No

C. Is the site wholly, partially within, or substantially contiguous to, land within the base floor plan (100 year), designed wetlands, costal zones, heavily wooded land or land identified by the New York State Department of Environmental Conservation as being a site listed on the New York Registry of Inactive Hazardous Waste Sites? Yes or No

D. Is the site wholly, partially within, or substantially contiguous to any, publically owned or operated parkland, recreation area or designated open space? Yes or No

Date: _____ Signature: _____

Attachment 3: ECIDA Attorneys' and ECIDA Standard Fee Schedule

ECIDA Attorney Fees:

<u>Bond/Lease Amount</u>	<u>Legal Fee</u>
Sales Tax only equipment ≤ \$500,000	\$ 4,000
To \$750,000 (excluding S/T only ≤ \$500,000)	\$ 4,500
750,001 to 1,500,000	\$ 8,500
1,500,001 to 3,000,000	\$ 11,500
3,000,001 to 5,000,000	\$ 15,000
5,000,001 to 10,000,000	\$ 18,000
Above 10,000,000	\$ 25,000

In addition to the counsel fees, disbursements of up to \$1,000 will be added to each closing.

ECIDA Standard Fees:

A non-refundable \$1,000 application and publication fee payable to the Erie County Industrial Development Agency is due upon submission of your application. Please send your check to: ECIDA, 275 Oak St, Suite 150, Buffalo, NY 14203.

ECIDA will charge an administrated fee of 1.25% of the benefited project amount.

Any additional costs associated with meeting the agency's current environmental policy are the responsibility of the applicant.

If a project application is withdrawn or does not close, the applicant is responsible for any costs incurred by the agency on behalf of the project.