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SECOND AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT

THIS SECOND AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, dated as of the 2nd day of December, 2020, is by and between the **ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 95 Perry Street, Suite 403, Buffalo, New York 14203 (the "Agency") and **IAP 505, LLC**, a limited liability company duly organized, validly existing and in good standing under the laws of the State of New York, with offices at 100 Corporate Parkway, Suite 500, Amherst, New York 14226 (the "IAP"), and **UNILAND COWORK, LLC**, a limited liability company duly organized, validly existing and in good standing under the laws of the State of New York, with offices at 100 Corporate Parkway, Suite 500, Amherst, New York 14226 (the "UC LLC", and together with IAP, the "Company").

WITNESSETH:

WHEREAS, by Resolution dated July 24, 2019 (the "Resolution"), the Agency authorized the Company to undertake the Project and act as its Agent for the purposes of acquiring, constructing and equipping the Facility and subject to the Company entering into an Agent Agreement; and

WHEREAS, the Agency and the Company entered into that certain Agent and Financial Assistance Project Agreement, dated as of January 2, 2020 (the "Agent Agreement"), whereby the Agency authorized the Company to act as its Agent for the purposes of acquiring, constructing and/or equipping the Facility; and

WHEREAS, the Agency and the Company executed the First Amendment to Agent and Financial Assistance Project Agreement on January 28, 2020 (the "First Amendment"), said, First Amendment undertaken to revise any references as to the effective date for IAP to act as Agent of the Agency for the purposes of acquiring, construction and/or equipping the Project facility as so described within the Agent Agreement, said effective date thus changed from January 2, 2020 to August 2, 2019, and any reference to the effective date for UC LLC to act as Agent of the Agency for the purposes of acquiring, construction and/or equipping the Project facility as so described within the Agent Agreement was similarly revised from January 2, 2020 to September 30, 2019; and

WHEREAS, the Company has notified the Agency that the project has not been completed and has requested an extension of the New York State and local sales and use tax exemption benefit time period provided by the Agency, which the Agency has agreed to provide to the Company; and

WHEREAS, the Agency requires a Second Amendment to Agent and Financial Assistant Project Agreement (the "Second Amendment") be executed, and the Company and the Agency have agreed to execute the Second Amendment to reflect the extension of the New York State and local sales and use tax exemption benefit time period provided by the Agency and any additional amendments thereto.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

The Agent Agreement is amended as follows:

- 1. Any references to the IAP sales tax exemption expiration in the Agent Agreement shall be changed to December 31, 2021.
 - a) <u>Exhibit A, Exhibit B-1, Exhibit B-2</u> and <u>Exhibit G</u> attached hereto shall be made part of, and incorporated into, the Agent Agreement in place of Exhibit A, Exhibit B-1, Exhibit B-2 and Exhibit G, respectively, in the Agent Agreement.
- 2. Any references to the UC LLC sales tax exemption expiration in the Agent Agreement shall be changed to December 31, 2021.
 - a) Exhibit A, Exhibit B-1, Exhibit B-2 and Exhibit G attached hereto shall be made part of, and incorporated into, the Agent Agreement in place of Exhibit A, Exhibit B-1, Exhibit B-2 and Exhibit G, respectively, in the Agent Agreement.
- 3. Paragraph 5 of the Agent Agreement shall be amended and replaced by the following paragraphs:
 - 5. Additional Provisions Respecting Insurance. (a) Such insurance may be written with deductible amounts comparable to those on similar policies carried by other companies engaged in businesses similar in size, character and other respects to those in which the Company is engaged. All policies evidencing such insurance shall provide for payment of the losses of the Company and the Agency as their respective interests may appear.
- 4. Unless otherwise amended pursuant to the terms contained herein, the terms of the Agent Agreement shall remain unchanged.

[The Balance of this Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Agency and the Company have caused this Second Amendment to Agent and Financial Assistance Project Agreement to be executed in their respective names, all as of the date first above written.

ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: Khen M. Frala

Name: Karen M. Fiala Title: Vice President

IAP 505, LLC

By: V Name: Carl J. Montante

Title: Sole Member

UNILAND COWORK, LLC

By: Uniland Development I, LLC, its Managing

Member

By: Univest I Corporation, its Managing

Member

Name: Michael J. Montante

Title: Vice President

REVISED SALES TAX EXEMPTION BENEFIT DOCUMENTS FOR

IAP 505, LLC

REVISED EXHIBIT A-IAP 505, LLC

FORM OF NYS FORM ST-60 TO BE COMPLETED BY COMPANY AND FILED WITH THE NYS TAX DEPARTMENT IDA UNIT FOR EACH OF ITS SUBAGENTS WITHIN THIRTY (30) DAYS OF APPOINTMENT



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Department of Taxation and Finance

IDA Appointment of Project Operator or Agent For Sales Tax Purposes

The industrial development agency or authority (IDA) **must** submit this form within **30 days** of the appointment of a project operator or agent, whether appointed directly by the IDA or indirectly by the operator or another agent.

For IDA use only

| DA Information | | ~ | | | | | |
|--|--|--|---|--|---|---|--|
| lame of IDA | | | 1 | DA project number (ı | use OSC num | nbering system for p | rojects after 1998) |
| rie County Industrial Development | Agency | | 1 | 404-20-01A | | | |
| Street address | | | 17 | Telephone number | | · | |
| 95 Perry Street, Suite 403 | | | (| (716) 856-652 | 25 | | · |
| Dity | State | ZIP code | E | Email address (option | nal) | | |
| Buffalo | NY | 14203 | | | | | |
| | | | | | | | |
| Project operator or agent in | formation | | | | | | |
| Name of IDA project operator or agent | | | Mark an X in the | box if directly | Employer i | dentification or Soci | al Security number |
| | | | appointed by the | IDA: No 🗌 | | | |
| Street address | | | Ţ÷ | Telephone number | <u></u> | Primary operato | r or agent? |
| | | | [(| () | | Yes [| No ⊠ |
| City | State | ZIP code | , | Email address (optio | nal) | | |
| | | | | | | | |
| Project information | | | | | | | |
| Name of project | | | | | | | |
| IAP 505, LLC | | | | | | | |
| Street address of project site | | | *** | | | | |
| 505 Ellicott Street, and any lands located in E | Frie Co. and occupied by li | license or eas | ement durina co | nstruction or improve | ement by thire | d parties for the ben | efit of the project. |
| | State | ZIP code | | Email address (option | | | |
| (JIV | | | | ` ' | • | | |
| · | NY | 14203 | S 1 | | | | |
| City Buffalo Purpose of project The construction of a mezzanine building into a mixed-use project apartments consisting of a total other tangible personal property | t consisting of 31,36 of 822+/- SF, and th | 3+/- SF of | on, upgrading | mercial space, 1 | ,326+/- SF | of retail space | , up to 2 |
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| Buffalo Purpose of project The construction of a mezzaning building into a mixed-use project apartments consisting of a total other tangible personal property | e component and the transiting of 31,36 of 822+/- SF, and the transition is seen to be exempted from New uel and utilities, where all property or the items. | e renovation 33+/- SF of the acquisition York State are ther the good mis used a | on, upgrading flexible com on and instal and local sales ar rods and sen after the com | mercial space, 1 lation of certain d use taxes vices are purcha spletion of the pr reasonable bas | ,326+/- Si items of m ased or rer roject, or th is to acqui | of retail space nachinery, equip nachinery, equip | n, up to 2 coment and histanding that aphically enefit the |
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When to file

An IDA must file this form within 30 days of the date they appoint any project operator or other person as agent of the IDA, for purposes of extending any sales and use tax exemptions.

Requirements to file

The IDA must file a separate form for each person it appoints as agent, whether directly or indirectly, and regardless of whether the person is the primary project operator or agent. If the IDA authorizes a project operator or agent to appoint other persons as agent of the IDA, the operator or agent making such an appointment must advise the IDA that it has done so, so that the IDA can file a form within 30 days of the date of the new agent's appointment. The IDA should not file this form for a person hired to work on an IDA project if that person is not appointed as agent of the IDA. The IDA should not file this form if they do not extend any sales or use tax exemption benefits for the project.

If an IDA modifies a project, such as by extending it beyond its original completion date, or by increasing or decreasing the amount of sales and use tax exemption benefits authorized for the project, they must, within 30 days of the change, file a new form with the new information.

If the information on this form changes

If an IDA amends, revokes, or cancels the appointment of an agent, or if an agent's appointment becomes invalid for any reason, the IDA, within 30 days, must send a letter to the address below for filing this form, indicating that the appointment has been amended, revoked, or cancelled, or is no longer valid, and the effective date of the change. They must attach to the letter a copy of the form it originally filed. The IDA should not send a letter for a form that is not valid merely because the *Completion date of project* has passed.

Mailing instructions

Mail completed form to:

NYS TAX DEPARTMENT IDA UNIT W A HARRIMAN CAMPUS ALBANY NY 12227-0866

Private delivery services – See Publication 55, Designated Private Delivery Services.

Privacy notification

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request for personal information, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our website, or, if you do not have Internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

Need help?



Visit our website at www.tax.ny.gov

- get information and manage your taxes online
- · check for new online services and features

Telephone assistance

Sales Tax Information Center:

518-485-2889

To order forms and publications:

518-457-5431

Text Telephone (TTY) or TDD equipment users

Dial 7-1-1 for the New York Relay Service

<u>REVISED</u> <u>EXHIBIT B-1 – IAP 505, LLC</u>

NYS FORM ST-123 FOR COMPANY



New York State Department of Taxation and Finance
New York State Sales and Use Tax

Exhibit B-1

ST-123

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IDA Agent or Project Operator Exempt Purchase Certificate

Effective for projects beginning on or after June 1, 2014

This certificate is not valid unless all entries have been completed. Note: To be completed by the purchaser and given to the seller. Do not use this form to purchase motor fuel or diesel motor fuel exempt from tax. See Form FT-123, IDA Agent or Project Operator Exempt Purchase Certificate for Fuel. Name of seller Name of agent or project operator IAP 505, LLC Street address Street address 100 Corporate Parkway, Suite 500 City, town, or village State ZIP code City, town, or village State ZIP code Amherst 14226 Agent or project operator sales tax ID number (see instructions) Single-purchase certificate Mark an X in one: Blanket-purchase certificate (valid only for the project listed below) To the seller: You must identify the project on each bill and invoice for such purchases and indicate on the bill or invoice that the IDA or agent or project operator of the IDA was the purchaser. **Project information** I certify that I am a duly appointed agent or project operator of the named IDA and that I am purchasing the tangible personal property or services for use in the following IDA project and that such purchases qualify as exempt from sales and use taxes under my agreement with the IDA. Name of IDA Erie County Industrial Development Agency Name of project IDA project number (use OSC number) IAP 505, LLC 1404-20-01A Street address of project site 505 Ellicott Street City, town, or village State ZIP code Buffalo 14203 NY Enter the date that you were appointed agent or Enter the date that agent or project operator project operator (mm/dd/yy) 08 02 19 21 status ends (mm/dd/yy) Exempt purchases (Mark an X in boxes that apply) A. Tangible personal property or services (other than utility services and motor vehicles or tangible personal property installed in a qualifying motor vehicle) used to complete the project, but not to operate the completed project B. Certain utility services (gas, propane in containers of 100 pounds or more, electricity, refrigeration, or steam) used to complete the project, but not to operate the completed project C. Motor vehicle or tangible personal property installed in a qualifying motor vehicle Certification: I certify that the above statements are true, complete, and correct, and that no material information has been omitted. I make these statements and issue this exemption certificate with the knowledge that this document provides evidence that state and local sales or use taxes do not apply to a transaction or transactions for which I tendered this document and that willfully issuing this document with the intent to evade any such tax may constitute a felony or other crime under New York State Law, punishable by a substantial fine and a possible jail sentence. I understand that this document is required to be filed with, and delivered to, the vendor as agent for the Tax Department for the purposes of Tax Law section 1838 and is deemed a document required to be filed with the Tax Department for the purpose of prosecution of offenses. I also understand that the Tax Department is authorized to investigate the validity of tax exclusions or exemptions claimed and the accuracy of any information entered on this document. Signature of purchaser or purchaser's representative (include title and relationship) Type or print the name, title, and relationship that appear in the signature box

To the purchaser

You may use Form ST-123 if you:

- have been appointed as an agent or project operator by an industrial development agency (IDA) and
- the purchases qualify for exemption from sales and use tax as described in the IDA contract.

You may use Form ST-123 as a single-purchase certificate or as a blanket certificate covering the first and subsequent purchases qualifying for the project listed.

Agent or project operator sales tax ID number — If you are registered with the Tax Department for sales tax purposes, you must enter your sales tax identification number on this certificate. If you are not required to be registered, enter *N/A*.

Industrial development agencies and authorities (IDAs) are public benefit corporations under General Municipal Law Article 18-A and the Public Authorities Law, for the purpose of promoting, developing, encouraging, and assisting in the acquisition, construction, reconstruction, improvement, maintenance, equipping, and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreational facilities in New York State.

IDAs are exempt from the payment of sales and use tax on their purchases, in accordance with Tax Law section 1116(a)(1). However, IDAs do not normally make direct purchases for projects. Commonly, IDAs instead appoint a business enterprise or developer, contractor, or subcontractor as its agent or project operator. Such purchases made by the agent or project operator, acting within the authority granted by the IDA, are deemed to be made by the IDA and therefore exempt from tax.

Example 1: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment necessary for completion of the project, as agent for the IDA. Contractor X rents a backhoe and a bulldozer for site preparation, purchases concrete and lumber to construct a building, and purchases machinery to be installed in the building. All these purchases by contractor X as agent of the IDA are exempt from tax.

Example 2: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment to be incorporated into the project, as agent for the IDA. Contractor X makes the same purchases as in Example 1. Since the concrete, lumber, and machinery will actually be incorporated into the project, contractor X may purchase these items exempt from tax. However, rental of the backhoe and bulldozer is not exempt since these transactions are normally taxable and the IDA agreement does not authorize contractor X to make such rentals as agent of the IDA.

A contractor or subcontractor not appointed as agent or project operator of an IDA must present suppliers with Form ST-120.1, *Contractor Exempt Purchase Certificate*, when making purchases that are ordinarily exempt from tax in accordance with Tax Law sections 1115(a)(15) and 1115(a)(16). For more information, see Form ST-120.1.

Exempt purchases

To qualify, the purchases must be made within the authority granted by the IDA and used to complete the project (not to operate the completed project).

- A. Mark box A to indicate you are purchasing tangible personal property and services (other than utility services and motor vehicles or tangible personal property installed in a qualifying motor vehicle) exempt from tax.
- B. Mark box B to indicate you are purchasing certain consumer utility services used in completing the project exempt from tax. This includes gas, electricity, refrigeration, and steam; and gas, electric, refrigeration, and steam services.
- C. Mark box C to indicate you are purchasing a motor vehicle or tangible personal property related to a qualifying motor vehicle exempt from tax.

Misuse of this certificate

Misuse of this exemption certificate may subject you to serious civil and criminal sanctions in addition to the payment of any tax and interest due.

- · A penalty equal to 100% of the tax due;
- · A \$50 penalty for each fraudulent exemption certificate issued;
- Criminal felony prosecution, punishable by a substantial fine and a possible jail sentence; and
- Revocation of your Certificate of Authority, if you are required to be registered as a vendor. See TSB-M-09(17)S, Amendments that Encourage Compliance with the Tax Law and Enhance the Tax Department's Enforcement Ability, for more information.

To the seller

When making purchases as agent or project operator of an IDA, the purchaser must provide you with this exemption certificate with all entries completed to establish the right to the exemption. You **must** identify the project on each bill and invoice for such purchases and indicate on the bill or invoice that the IDA or agent or project operator of the IDA was the purchaser.

As a New York State registered vendor, you may accept an exemption certificate in lieu of collecting tax and be protected from liability for the tax if the certificate is valid. The certificate will be considered valid if it is:

- · accepted in good faith;
- · in your possession within 90 days of the transaction; and
- properly completed (all required entries were made).

An exemption certificate is accepted in good faith when you have no knowledge that the exemption certificate is false or is fraudulently given, and you exercise reasonable ordinary due care. If you do not receive a properly completed certificate within 90 days after the delivery of the property or service, you will share with the purchaser the burden of proving the sale was exempt.

You must also maintain a method of associating an invoice (or other source document) for an exempt sale with the exemption certificate you have on file from the purchaser. You must keep this certificate at least three years after the due date of your sales tax return to which it relates, or the date the return was filed, if later.

Privacy notification

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our Web site, or, if you do not have internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

Need help?



Visit our Web site at www.tax.ny.gov

- · get information and manage your taxes online
- · check for new online services and features



Sales Tax Information Center:

(518) 485-2889

To order forms and publications:

(518) 457-5431



Text Telephone (TTY) Hotline (for persons with hearing and speech disabilities using a TTY):

(518) 485-5082

REVISED EXHIBIT B-2 – IAP 505, LLC

NYS FORM ST-123 FOR SUBAGENTS OF COMPANY



New York State Department of Taxation and Finance
New York State Sales and Use Tax

Exhibit B-2

ST-123

7/14)

IDA Agent or Project Operator Exempt Purchase Certificate

Effective for projects beginning on or after June 1, 2014

This certificate is not valid unless all entries have been completed. Note: To be completed by the purchaser and given to the seller. Do not use this form to purchase motor fuel or diesel motor fuel exempt from tax. See Form FT-123, IDA Agent or Project Operator Exempt Purchase Certificate for Fuel. Name of seller Name of agent or project operator Street address Street address City, town, or village ZIP code City, town, or village ZIP code Agent or project operator sales tax ID number (see instructions) Single-purchase certificate Blanket-purchase certificate (valid only for the project listed below) Mark an X in one: To the seller: You must identify the project on each bill and invoice for such purchases and indicate on the bill or invoice that the IDA or agent or project operator of the IDA was the purchaser. **Project information** I certify that I am a duly appointed agent or project operator of the named IDA and that I am purchasing the tangible personal property or services for use in the following IDA project and that such purchases qualify as exempt from sales and use taxes under my agreement with the IDA. Name of IDA Erie County Industrial Development Agency Name of project IDA project number (use OSC number) IAP 505, LLC 1404-20-01A Street address of project site 505 Ellicott Street City, town, or village State ZIP code Buffalo NY 14203 Enter the date that you were appointed agent or Enter the date that agent or project operator project operator (mm/dd/yy) 08 status ends (mm/dd/yy) **Exempt purchases** (Mark an X in boxes that apply) A. Tangible personal property or services (other than utility services and motor vehicles or tangible personal property installed in a qualifying motor vehicle) used to complete the project, but not to operate the completed project B. Certain utility services (gas, propane in containers of 100 pounds or more, electricity, refrigeration, or steam) used to complete the project, but not to operate the completed project C. Motor vehicle or tangible personal property installed in a qualifying motor vehicle Certification: I certify that the above statements are true, complete, and correct, and that no material information has been omitted. I make these statements and issue this exemption certificate with the knowledge that this document provides evidence that state and local sales or use taxes do not apply to a transaction or transactions for which I tendered this document and that willfully issuing this document with the intent to evade any such tax may constitute a felony or other crime under New York State Law, punishable by a substantial fine and a possible jail sentence. I understand that this document is required to be filed with, and delivered to, the vendor as agent for the Tax Department for the purposes of Tax Law section 1838 and is deemed a document required to be filed with the Tax Department for the purpose of prosecution of offenses. I also understand that the Tax Department is authorized to investigate the validity of tax exclusions or exemptions claimed and the accuracy of any information entered on this document. Signature of purchaser or purchaser's representative (include title and relationship) Type or print the name, title, and relationship that appear in the signature box

To the purchaser

You may use Form ST-123 if you:

- have been appointed as an agent or project operator by an industrial development agency (IDA) and
- the purchases qualify for exemption from sales and use tax as described in the IDA contract.

You may use Form ST-123 as a single-purchase certificate or as a blanket certificate covering the first and subsequent purchases qualifying for the project listed.

Agent or project operator sales tax ID number — If you are registered with the Tax Department for sales tax purposes, you must enter your sales tax identification number on this certificate. If you are not required to be registered, enter *N/A*.

Industrial development agencies and authorities (IDAs) are public benefit corporations under General Municipal Law Article 18-A and the Public Authorities Law, for the purpose of promoting, developing, encouraging, and assisting in the acquisition, construction, reconstruction, improvement, maintenance, equipping, and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreational facilities in New York State.

IDAs are exempt from the payment of sales and use tax on their purchases, in accordance with Tax Law section 1116(a)(1). However, IDAs do not normally make direct purchases for projects. Commonly, IDAs instead appoint a business enterprise or developer, contractor, or subcontractor as its agent or project operator. Such purchases made by the agent or project operator, acting within the authority granted by the IDA, are deemed to be made by the IDA and therefore exempt from tax.

Example 1: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment necessary for completion of the project, as agent for the IDA. Contractor X rents a backhoe and a bulldozer for site preparation, purchases concrete and lumber to construct a building, and purchases machinery to be installed in the building. All these purchases by contractor X as agent of the IDA are exempt from tax.

Example 2: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment to be incorporated into the project, as agent for the IDA. Contractor X makes the same purchases as in Example 1. Since the concrete, lumber, and machinery will actually be incorporated into the project, contractor X may purchase these items exempt from tax. However, rental of the backhoe and bulldozer is not exempt since these transactions are normally taxable and the IDA agreement does not authorize contractor X to make such rentals as agent of the IDA.

A contractor or subcontractor not appointed as agent or project operator of an IDA must present suppliers with Form ST-120.1, *Contractor Exempt Purchase Certificate*, when making purchases that are ordinarily exempt from tax in accordance with Tax Law sections 1115(a)(15) and 1115(a)(16). For more information, see Form ST-120.1.

Exempt purchases

To qualify, the purchases must be made within the authority granted by the IDA and used to complete the project (not to operate the completed project).

- A. Mark box A to indicate you are purchasing tangible personal property and services (other than utility services and motor vehicles or tangible personal property installed in a qualifying motor vehicle) exempt from tax.
- B. Mark box B to indicate you are purchasing certain consumer utility services used in completing the project exempt from tax. This includes gas, electricity, refrigeration, and steam; and gas, electric, refrigeration, and steam services.
- C. Mark box C to indicate you are purchasing a motor vehicle or tangible personal property related to a qualifying motor vehicle exempt from tax.

Misuse of this certificate

Misuse of this exemption certificate may subject you to serious civil and criminal sanctions in addition to the payment of any tax and interest due. These include:

- · A penalty equal to 100% of the tax due;
- · A \$50 penalty for each fraudulent exemption certificate issued;
- Criminal felony prosecution, punishable by a substantial fine and a possible jail sentence; and
- Revocation of your Certificate of Authority, if you are required to be registered as a vendor. See TSB-M-09(17)S, Amendments that Encourage Compliance with the Tax Law and Enhance the Tax Department's Enforcement Ability, for more information.

To the seller

When making purchases as agent or project operator of an IDA, the purchaser must provide you with this exemption certificate with all entries completed to establish the right to the exemption. You **must** identify the project on each bill and invoice for such purchases and indicate on the bill or invoice that the IDA or agent or project operator of the IDA was the purchaser.

As a New York State registered vendor, you may accept an exemption certificate in lieu of collecting tax and be protected from liability for the tax if the certificate is valid. The certificate will be considered valid if it is:

- · accepted in good faith;
- in your possession within 90 days of the transaction; and
- · properly completed (all required entries were made).

An exemption certificate is accepted in good faith when you have no knowledge that the exemption certificate is false or is fraudulently given, and you exercise reasonable ordinary due care. If you do not receive a properly completed certificate within 90 days after the delivery of the property or service, you will share with the purchaser the burden of proving the sale was exempt.

You must also maintain a method of associating an invoice (or other source document) for an exempt sale with the exemption certificate you have on file from the purchaser. You must keep this certificate at least three years after the due date of your sales tax return to which it relates, or the date the return was filed, if later.

Privacy notification

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our Web site, or, if you do not have Internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

Need help?



Visit our Web site at www.tax.ny.gov

- get information and manage your taxes online
- · check for new online services and features



Sales Tax Information Center: To order forms and publications: (518) 485-2889



Text Telephone (TTY) Hotline (for persons with hearing and

speech disabilities using a TTY):

(518) 485-5082

(518) 457-5431

REVISED EXHIBIT G – IAP 505, LLC

Payment in lieu of Taxes Estimated Due Dates and Payment Amounts

** Assumes Project Completion date is before the December 1, 2021 Tax Status Date

SCHEDULE A

| Project/PILOT | | | Payment Factor |
|---------------|--------|-------------|-------------------|
| Tax Year | County | City/School | |
| PILOT Year 1 | 2022 | 2021-2022 | 10% |
| PILOT Year 2 | 2023 | 2022-2023 | 10% |
| PILOT Year 3 | 2024 | 2023-2024 | 20% |
| PILOT Year 4 | 2025 | 2024-2025 | 20% |
| PILOT Year 5 | 2026 | 2025-2026 | 30% |
| PILOT Year 6 | 2027 | 2026-2027 | 30% |
| PILOT Year 7 | 2028 | 2027-2028 | 30% |

| PILOT Year | % Payment | County PILOT Amount | Local PILOT Amount | Total PILOT | Full Tax Payment w/o PILOT | Net Exemption |
|---------------|--------------|---------------------------|--------------------------|----------------|----------------------------|------------------|
| 1 | 10% | \$1,100 | \$4,233 | \$5,332 | \$53,324 | \$47,991 |
| 2 | 10% | \$1,100 | \$4,233 | \$5,332 | \$53,324 | \$47,991 |
| 3 | 20% | \$2,199 | \$8,466 | \$10,665 | \$53,324 | \$42,659 |
| 4 | 20% | \$2,199 | \$8,466 | \$10,665 | \$53,324 | \$42,659 |
| 5 | 30% | \$3,299 | \$12,699 | \$15,997 | \$53,324 | \$37,326 |
| 6 | 30% | \$3,299 | \$12,699 | \$15,997 | \$53,324 | \$37,326 |
| 7 | 30% | \$3,299 | \$12,699 | \$15,997 | \$53,324 | \$37,326 |
| | | \$16,493 | \$63,493 | \$79,985 | \$373,265 | \$293,279 |

^{***} Estimates provided are based on current property tax rates and assessment value (current as of date of application submission) and have been calculated by IDA staff

REVISED SALES TAX EXEMPTION BENEFIT DOCUMENTS FOR

UNILAND COWORK, LLC

REVISED EXHIBIT A – UNILAND COWORK, LLC

FORM OF NYS FORM ST-60 TO BE COMPLETED BY COMPANY AND FILED WITH THE NYS TAX DEPARTMENT IDA UNIT FOR EACH OF ITS SUBAGENTS WITHIN THIRTY (30) DAYS OF APPOINTMENT



Χ

Department of Taxation and Finance

IDA Appointment of Project Operator or Agent For Sales Tax Purposes

The industrial development agency or authority (IDA) must submit this form within 30 days of the appointment of a project operator or agent, whether appointed directly by the IDA or indirectly by the operator or another agent.

For IDA use only

| OA information | | | | | | | |
|---|--|---|--|--|---|--|--|
| ame of IDA | | | | IDA project numbe | r (use OSC nui | mbering system for project | s after 1998) |
| rie County Industrial Developme | ent Agency | | | 1404-20-01B | | | |
| treet address | | | | Telephone number | | | |
| 5 Perry Street, Suite 403 | | | | (716) 856-6 | 525 | | |
| ity | State | ZIP cod | le | Email address (op | tional) | | |
| Buffalo | NY | 14203 | 3 | | | | |
| roject operator or agent | information | | | | | | |
| lame of IDA project operator or agent | | | Mark an X in | the box if directly | Employer | identification or Social Sec | curity number |
| | | ' | appointed by | the IDA: No | | | |
| Street address | · · · · · · · · · · · · · · · · · · · | | | Telephone number | · · · · · · · · · · · · · · · · · · · | Primary operator or a | gent? |
| | | | | () | | Yes 🗌 | No 🗵 |
| Dity | State | ZIP cod | de | Email address (op | tional) | | |
| Project information | | | | | | | |
| Name of project | | | | | | | |
| Uniland Cowork, LLC | | | | | | | |
| Street address of project site | · | | | | | | |
| 505 Ellicott Street, and any lands located i | in Erio Co. and accupied by I | iconeo or on | coment during | construction or impr | ovement by this | rd nartice for the benefit of | the project |
| ous Ellicott Street, and any lands located | ······································ | ZIP cod | | Email address (or | | d parties for the benefit of | the project. |
| 7th, | | | | | /lional/ | | |
| • | State | | | Linan address (of | • | | |
| City Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj apartments consisting of a tot | ine component and the ect consisting of 31,36 al of 822+/- SF, and the | 1420 e renovati 3+/- SF o | 03 ion, upgradi f flexible co | ing and equippin | g of an exis , 1,326+/- S | F of retail space, up | to 2 |
| Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj | ine component and the ect consisting of 31,36 al of 822+/- SF, and the | 1420 e renovati 3+/- SF o | 03 ion, upgradi f flexible co | ing and equippin | g of an exis , 1,326+/- S | F of retail space, up | to 2 |
| Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj apartments consisting of a tot | ine component and the ect consisting of 31,36 al of 822+/- SF, and the rty. ed to be exempted from New f fuel and utilities, when and property or the iter | e renovati 3+/- SF o ne acquisit York State a ther the gr m is used | ion, upgradi if flexible co tion and ins and local sales oods and s | ing and equippin immercial space tallation of certa and use taxes ervices are purc impletion of the | g of an exis , 1,326+/- S in items of r nased or rei | F of retail space, up machinery, equipmer nachinery, equipmer nted, and notwithstale tem is geographi | to 2 It and It a |
| Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj apartments consisting of a tot other tangible personal prope Description of goods and services intend Goods and services, inclusive o they continue to constitute persolocated outside the legal boundar project. Date project operator or | ine component and the ect consisting of 31,36 al of 822+/- SF, and the rty. ed to be exempted from New f fuel and utilities, where onal property or the iteraries of the project facion agent status. | e renovati 3+/- SF of the acquisite | ion, upgradi if flexible co tion and ins and local sales oods and s after the co ded there is | ing and equippin immercial space tallation of certa and use taxes ervices are purc impletion of the a reasonable ba | g of an exis , 1,326+/- S in items of r hased or re project, or t asis to acqu | F of retail space, up machinery, equipmer nted, and notwithstathe item is geographi ire the item to benefice box if this is an extension ect: | nding that cally t the |
| Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj apartments consisting of a tot other tangible personal prope Description of goods and services intended Goods and services, inclusive of they continue to constitute personal project. Date project operator or | ine component and the ect consisting of 31,36 al of 822+/- SF, and the rty. ed to be exempted from New f fuel and utilities, where onal property or the iteratives of the project facion and the project facion of the proj | e renovati 3+/- SF or the acquisit York State atther the grim is used lity; providuct operator or | ion, upgradification, upgradification and instant and local sales oods and safter the coded there is addyy) Estimate | ing and equippin immercial space tallation of certa and use taxes ervices are purc impletion of the a reasonable ba | g of an exis, 1,326+/- S in items of r hased or rel project, or t asis to acqu | F of retail space, up machinery, equipmer nted, and notwithstal he item is geographi ire the item to benefice box if this is an extension ect: I sales and (all age | nding that cally t the |
| Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj apartments consisting of a tot other tangible personal prope Description of goods and services intend Goods and services, inclusive of they continue to constitute personal project. Date project operator or agent appointed (mmddyy) Estimated value of goods and services the exempt from New York State and local services to the exempt from the York State and local services to the exempt from the York State and local services to the exempt from the York State and local services the print name of officer or employee signin Karen M. Fiala | ine component and the ect consisting of 31,36 al of 822+/- SF, and the rty. The ed to be exempted from New fuel and utilities, where the project facing and the | e renovati 3+/- SF of the acquisit York State atther the grim is used lity; provide sends (mmonents, all in 2,563,921) True, compily providing shable by | ion, upgradification, upgradification and instant instant instant instant instant information one of the condition instant information instant instant information instant in | ing and equipping ammercial space stallation of certal and use taxes ervices are purchampletion of the a reasonable based value of New York exemption provided: orrect, and that if fraudulent informial fine and possentered on this certain provided: | g of an exis, 1,326+/- S in items of r hased or reproject, or t asis to acque Mark an X in the an original project and loca no material nation with t ible jail sem | F of retail space, up machinery, equipmer on the deciral space, and notwithstal he item is geographicize the item to beneficiate box if this is an extension ect: I sales and (all age information has been his document may contended. I also understate the interest of the contended in the contend | nding that cally t the nts, all in) 224,343.0 |
| Buffalo Purpose of project The construction of a mezzan building into a mixed-use proj apartments consisting of a tot other tangible personal prope Description of goods and services intend Goods and services, inclusive of they continue to constitute personal project. Date project operator or agent appointed (mmddyy) Estimated value of goods and services the exempt from New York State and local services the make these statements with the felony or other crime under New Tax Department is authorized to Print name of officer or employee signing | ine component and the ect consisting of 31,36 al of 822+/- SF, and the rty. The ed to be exempted from New fuel and utilities, where the property or the iteratives of the project facion and the project fac | e renovati 3+/- SF of the acquisit York State atther the grim is used lity; provide sends (mmonents, all in 2,563,921) True, compily providing shable by | ion, upgradification, upgradification and instant instant instant instant instant information one of the condition instant information instant instant information instant in | ing and equipping ammercial space stallation of certal and use taxes ervices are purchangletion of the a reasonable based value of New York exemption provided: orrect, and that if fraudulent informial fine and possion entered on this contents. | g of an exis, 1,326+/- S in items of r hased or reproject, or t asis to acque Mark an X in the an original project and loca no material nation with t ible jail sem | F of retail space, up machinery, equipmer need, and notwithstar he item is geographi ire the item to beneficie box if this is an extension ect: I sales and (all age information has been his document may compare the information has been his document may compare information his docume | nding that cally t the nto 2 nomitted. I constitute a |

When to file

An IDA must file this form within 30 days of the date they appoint any project operator or other person as agent of the IDA, for purposes of extending any sales and use tax exemptions.

Requirements to file

The IDA must file a separate form for each person it appoints as agent, whether directly or indirectly, and regardless of whether the person is the primary project operator or agent. If the IDA authorizes a project operator or agent to appoint other persons as agent of the IDA, the operator or agent making such an appointment must advise the IDA that it has done so, so that the IDA can file a form within 30 days of the date of the new agent's appointment. The IDA should not file this form for a person hired to work on an IDA project if that person is not appointed as agent of the IDA. The IDA should not file this form if they do not extend any sales or use tax exemption benefits for the project.

If an IDA modifies a project, such as by extending it beyond its original completion date, or by increasing or decreasing the amount of sales and use tax exemption benefits authorized for the project, they must, within 30 days of the change, file a new form with the new information.

If the information on this form changes

If an IDA amends, revokes, or cancels the appointment of an agent, or if an agent's appointment becomes invalid for any reason, the IDA, within 30 days, must send a letter to the address below for filing this form, indicating that the appointment has been amended, revoked, or cancelled, or is no longer valid, and the effective date of the change. They must attach to the letter a copy of the form it originally filed. The IDA should not send a letter for a form that is not valid merely because the *Completion date of project* has passed.

Mailing instructions

Mail completed form to:

NYS TAX DEPARTMENT IDA UNIT W A HARRIMAN CAMPUS ALBANY NY 12227-0866

Private delivery services – See Publication 55, Designated Private Delivery Services.

Privacy notification

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request for personal information, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our website, or, if you do not have Internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

Need help?



Visit our website at www.tax.ny.gov

- · get information and manage your taxes online
- check for new online services and features

Telephone assistance

Sales Tax Information Center:

518-485-2889

To order forms and publications:

518-457-5431

Text Telephone (TTY) or TDD equipment users

Dial 7-1-1 for the New York Relay Service

REVISED EXHIBIT B-1 – UNILAND COWORK, LLC

NYS FORM ST-123 FOR COMPANY



New York State Department of Taxation and Finance New York State Sales and Use Tax Exhibit B-1

IDA Agent or Project Operator Exempt Purchase Certificate Effective for projects beginning on or after June 1, 2014

| Note: To be completed by the _l | ess all entries have been completed purchaser and given to the seller. I | Do not use this form to purchase motor fu | iel or diesel r | notor fuel exemp |
|---|---|--|---|---|
| from tax. See Form F1-123, ID | A Agent or Project Operator Exem | pt Purchase Certificate for Fuel. | | |
| Name of seller | | Name of agent or project operator | | |
| | | Uniland Cowork, LLC | | |
| Street address | | Street address | | |
| | | 505 Ellicott Street | | |
| City, town, or village | State ZIP code | City, town, or village | State | ZIP code |
| | | Buffalo | NY | 14203 |
| | | Agent or project operator sales tax ID number (| see instructions) | |
| Mark an <i>X</i> in one: Singl | le-purchase certificate Bl | lanket-purchase certificate (valid only for | the project li | sted below) |
| To the seller: You must identify the project or or project operator of the IDA v | n each bill and invoice for such pur was the purchaser. | rchases and indicate on the bill or invoice | that the IDA | A or agent |
| Project information I certify that I am a duly appointed in the following IDA project and the | agent or project operator of the namec at such purchases qualify as exempt fro | I IDA and that I am purchasing the tangible peom sales and use taxes under my agreement | rsonal propert | y or services for us |
| Name of IDA | | , -9 | | |
| Erie County Industrial Develor | nment Agency | | | |
| Name of project | 5mont / tgeney | IDA project nu | mber (use OSC n | umherl |
| Uniland Cowork, LLC | | i Divipiojost na | • | • |
| Street address of project site | | | 1404-20-0 | O I B |
| 505 Ellicott Street | | | | |
| City, town, or village | | | State | ZIP code |
| Buffalo | | | | |
| Enter the date that you were app | ointed agent or | Enter the data that arent as areinst | NY | 14203 |
| project operator (mm/dd/yy) | | Enter the date that agent or project opera status ends (mm/dd/yy) | | / 31 / 21 |
| Exempt purchases | | | | |
| (Mark an X in boxes that apply | <i>(</i>) | • | | |
| A. Tangible personal installed in a control of the | onal property or services (other that qualifying motor vehicle) used to co | n utility services and motor vehicles or tar mplete the project, but not to operate the | ngible person completed pr | nal property roject |
| B. Certain utility used to comp | services (gas, propane in containe plete the project, but not to operate | ers of 100 pounds or more, electricity, ref the completed project | rigeration, or | · steam) |
| C. Motor vehicle | or tangible personal property insta | alled in a qualifying motor vehicle | | |
| statements and issue this exempt apply to a transaction or transacti may constitute a felony or other c document is required to be filed w deemed a document required to be | tion certificate with the knowledge that to ions for which I tendered this document witme under New York State Law, punish with, and delivered to, the vendor as ago be filed with the Tax Department for the | correct, and that no material information has this document provides evidence that state ar and that willfully issuing this document with the hable by a substantial fine and a possible jails ent for the Tax Department for the purposes of purpose of prosecution of offenses. I also un laimed and the accuracy of any information e | nd local sales of the intent to evi- sentence. I und f Tax Law sect derstand that t | or use taxes do not ade any such tax derstand that this tion 1838 and is |
| | s representative (include title and relationship) | | - · · · · · · · · · · · · · · · · · · · | ate |
| Type or print the name title and rela- | tionship that appear in the signature box | | | |
| 1750 or print the flame, title, and feld | acrossip triat appear in the signature sox | | | |

To the purchaser

You may use Form ST-123 if you:

- have been appointed as an agent or project operator by an industrial development agency (IDA) and
- the purchases qualify for exemption from sales and use tax as described in the IDA contract.

You may use Form ST-123 as a single-purchase certificate or as a blanket certificate covering the first and subsequent purchases qualifying for the project listed.

Agent or project operator sales tax ID number — If you are registered with the Tax Department for sales tax purposes, you must enter your sales tax identification number on this certificate. If you are not required to be registered, enter *N/A*.

Industrial development agencies and authorities (IDAs) are public benefit corporations under General Municipal Law Article 18-A and the Public Authorities Law, for the purpose of promoting, developing, encouraging, and assisting in the acquisition, construction, reconstruction, improvement, maintenance, equipping, and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreational facilities in New York State.

IDAs are exempt from the payment of sales and use tax on their purchases, in accordance with Tax Law section 1116(a)(1). However, IDAs do not normally make direct purchases for projects. Commonly, IDAs instead appoint a business enterprise or developer, contractor, or subcontractor as its agent or project operator. Such purchases made by the agent or project operator, acting within the authority granted by the IDA, are deemed to be made by the IDA and therefore exempt from tax.

Example 1: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment necessary for completion of the project, as agent for the IDA. Contractor X rents a backhoe and a bulldozer for site preparation, purchases concrete and lumber to construct a building, and purchases machinery to be installed in the building. All these purchases by contractor X as agent of the IDA are exempt from tax.

Example 2: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment to be incorporated into the project, as agent for the IDA. Contractor X makes the same purchases as in Example 1. Since the concrete, lumber, and machinery will actually be incorporated into the project, contractor X may purchase these items exempt from tax. However, rental of the backhoe and bulldozer is not exempt since these transactions are normally taxable and the IDA agreement does not authorize contractor X to make such rentals as agent of the IDA.

A contractor or subcontractor not appointed as agent or project operator of an IDA must present suppliers with Form ST-120.1, *Contractor Exempt Purchase Certificate*, when making purchases that are ordinarily exempt from tax in accordance with Tax Law sections 1115(a)(15) and 1115(a)(16). For more information, see Form ST-120.1.

Exempt purchases

To qualify, the purchases must be made within the authority granted by the IDA and used to complete the project (not to operate the completed project).

- A. Mark box A to indicate you are purchasing tangible personal property and services (other than utility services and motor vehicles or tangible personal property installed in a qualifying motor vehicle) exempt from tax.
- B. Mark box B to indicate you are purchasing certain consumer utility services used in completing the project exempt from tax. This includes gas, electricity, refrigeration, and steam; and gas, electric, refrigeration, and steam services.
- C. Mark box C to indicate you are purchasing a motor vehicle or tangible personal property related to a qualifying motor vehicle exempt from tax.

Misuse of this certificate

Misuse of this exemption certificate may subject you to serious civil and criminal sanctions in addition to the payment of any tax and interest due. These include:

- A penalty equal to 100% of the tax due;
- A \$50 penalty for each fraudulent exemption certificate issued;
- Criminal felony prosecution, punishable by a substantial fine and a possible jail sentence; and
- Revocation of your Certificate of Authority, if you are required to be registered as a vendor. See TSB-M-09(17)S, Amendments that Encourage Compliance with the Tax Law and Enhance the Tax Department's Enforcement Ability, for more information.

To the seller

When making purchases as agent or project operator of an IDA, the purchaser must provide you with this exemption certificate with all entries completed to establish the right to the exemption. You **must** identify the project on each bill and invoice for such purchases and indicate on the bill or invoice that the IDA or agent or project operator of the IDA was the purchaser.

As a New York State registered vendor, you may accept an exemption certificate in lieu of collecting tax and be protected from liability for the tax if the certificate is valid. The certificate will be considered valid if it is:

- · accepted in good faith;
- · in your possession within 90 days of the transaction; and
- properly completed (all required entries were made).

An exemption certificate is accepted in good faith when you have no knowledge that the exemption certificate is false or is fraudulently given, and you exercise reasonable ordinary due care. If you do not receive a properly completed certificate within 90 days after the delivery of the property or service, you will share with the purchaser the burden of proving the sale was exempt.

You must also maintain a method of associating an invoice (or other source document) for an exempt sale with the exemption certificate you have on file from the purchaser. You must keep this certificate at least three years after the due date of your sales tax return to which it relates, or the date the return was filed, if later.

Privacy notification

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our Web site, or, if you do not have Internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

Need help?



Visit our Web site at www.tax.ny.gov

- · get information and manage your taxes online
- · check for new online services and features

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Sales Tax Information Center:
To order forms and publications:

(518) 485-2889 (518) 457-5431



Text Telephone (TTY) Hotline

(for persons with hearing and speech disabilities using a TTY):

(518) 485-5082

<u>REVISED</u> <u>EXHIBIT B-2 – UNILAND COWORK, LLC</u>

NYS FORM ST-123 FOR SUBAGENTS OF COMPANY



New York State Department of Taxation and Finance

New York State Sales and Use Tax

Exhibit B-2

IDA Agent or Project Operator Exempt Purchase Certificate Effective for projects beginning on or after June 1, 2014

| This certificate is not valid unless | all entries have been completed. | | | |
|---|---|---|---|---|
| Note: To be completed by the pure from tax. See Form FT-123, <i>IDA A</i> | chaser and given to the seller. Do Ident or Project Operator Evernt | not use this form to purchase m | otor fuel or dies | el motor fuel exempt |
| Name of seller | igent of Project Operator Exempt | Name of agent or project operator | | |
| | | X | | |
| Street address | | Street address | | |
| | | × | | |
| City, town, or village | State ZIP code | City, town, or village | State | e ZIP code |
| | | × | | |
| | | Agent or project operator sales tax ID n | umber (see instruction | s) |
| | | | _ | |
| Mark an X in one: Single-p | ourchase certificate Blan | nket-purchase certificate (valid o | nly for the projec | ct listed below) |
| To the seller: You must identify the project on ear or project operator of the IDA was | ach bill and invoice for such purch the purchaser. | nases and indicate on the bill or i | invoice that the | DA or agent |
| Project information I certify that I am a duly appointed age in the following IDA project and that st | ent or project operator of the named If uch purchases qualify as exempt from | DA and that I am purchasing the tang a sales and use taxes under my agre | gible personal propered the ID. | perty or services for use A. |
| Erie County Industrial Developme | ent Agency | | | |
| Name of project | | IDA pr | oject number (use O | SC number) |
| Uniland Cowork, LLC | 4 | | 1404-2 | 20-01B |
| Street address of project site | | | | |
| 505 Ellicott Street | | | | |
| City, town, or village | | | State | ZIP code |
| Buffalo | | | NY | 14203 |
| Enter the date that you were appoint project operator (mm/dd/yy) | , , | Enter the date that agent or project status ends (mm/dd/yy) | | 2 / 31 / 21 |
| installed in a qua B. Certain utility ser | al property or services (other than of difying motor vehicle) used to com- rvices (gas, propane in containers e the project, but not to operate th | plete the project, but not to opera | ite the complete | d project |
| | tangible personal property installe | | | |
| document is required to be filed with, deemed a document required to be fi is authorized to investigate the validit | certificate with the knowledge that this for which I tendered this document are under New York State Law, punishal and delivered to, the vendor as agen illed with the Tax Department for the pity of tax exclusions or exemptions claim. | s document provides evidence that s nd that willfully issuing this documen ble by a substantial fine and a possit t for the Tax Department for the purp urpose of prosecution of offenses. Is | state and local sal- it with the intent to ble jail sentence. I poses of Tax Law s | es or use taxes do not evade any such tax understand that this section 1838 and is |
| Signature of purchaser or purchaser's rep | oresentative (include litle and relationship) | | | Date |
| Type or print the name, title, and relations | ship that appear in the signature box | | | |

To the purchaser

You may use Form ST-123 if you:

- have been appointed as an agent or project operator by an industrial development agency (IDA) and
- the purchases qualify for exemption from sales and use tax as described in the IDA contract.

You may use Form ST-123 as a single-purchase certificate or as a blanket certificate covering the first and subsequent purchases qualifying for the project listed.

Agent or project operator sales tax ID number — If you are registered with the Tax Department for sales tax purposes, you must enter your sales tax identification number on this certificate. If you are not required to be registered, enter *N/A*.

Industrial development agencies and authorities (IDAs) are public benefit corporations under General Municipal Law Article 18-A and the Public Authorities Law, for the purpose of promoting, developing, encouraging, and assisting in the acquisition, construction, reconstruction, improvement, maintenance, equipping, and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreational facilities in New York State.

IDAs are exempt from the payment of sales and use tax on their purchases, in accordance with Tax Law section 1116(a)(1). However, IDAs do not normally make direct purchases for projects. Commonly, IDAs instead appoint a business enterprise or developer, contractor, or subcontractor as its agent or project operator. Such purchases made by the agent or project operator, acting within the authority granted by the IDA, are deemed to be made by the IDA and therefore exempt from tax.

Example 1: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment necessary for completion of the project, as agent for the IDA. Contractor X rents a backhoe and a bulldozer for site preparation, purchases concrete and lumber to construct a building, and purchases machinery to be installed in the building. All these purchases by contractor X as agent of the IDA are exempt from tax.

Example 2: IDA agreement with its agent or project operator states that contractor X may make all purchases of materials and equipment to be incorporated into the project, as agent for the IDA. Contractor X makes the same purchases as in Example 1. Since the concrete, lumber, and machinery will actually be incorporated into the project, contractor X may purchase these items exempt from tax. However, rental of the backhoe and bulldozer is not exempt since these transactions are normally taxable and the IDA agreement does not authorize contractor X to make such rentals as agent of the IDA.

A contractor or subcontractor not appointed as agent or project operator of an IDA must present suppliers with Form ST-120.1, *Contractor Exempt Purchase Certificate*, when making purchases that are ordinarily exempt from tax in accordance with Tax Law sections 1115(a)(15) and 1115(a)(16). For more information, see Form ST-120.1.

Exempt purchases

To qualify, the purchases must be made within the authority granted by the IDA and used to complete the project (not to operate the completed project).

- A. Mark box A to indicate you are purchasing tangible personal property and services (other than utility services and motor vehicles or tangible personal property installed in a qualifying motor vehicle) exempt from tax.
- B. Mark box B to indicate you are purchasing certain consumer utility services used in completing the project exempt from tax. This includes gas, electricity, refrigeration, and steam; and gas, electric, refrigeration, and steam services.
- C. Mark box C to indicate you are purchasing a motor vehicle or tangible personal property related to a qualifying motor vehicle exempt from tax

Misuse of this certificate

Misuse of this exemption certificate may subject you to serious civil and criminal sanctions in addition to the payment of any tax and interest due. These include:

- · A penalty equal to 100% of the tax due:
- A \$50 penalty for each fraudulent exemption certificate issued;
- Criminal felony prosecution, punishable by a substantial fine and a possible jail sentence; and
- Revocation of your Certificate of Authority, if you are required to be registered as a vendor. See TSB-M-09(17)S, Amendments that Encourage Compliance with the Tax Law and Enhance the Tax Department's Enforcement Ability, for more information.

To the seller

When making purchases as agent or project operator of an IDA, the purchaser must provide you with this exemption certificate with all entries completed to establish the right to the exemption. You must identify the project on each bill and invoice for such purchases and indicate on the bill or invoice that the IDA or agent or project operator of the IDA was the purchaser.

As a New York State registered vendor, you may accept an exemption certificate in lieu of collecting tax and be protected from liability for the tax if the certificate is valid. The certificate will be considered valid if it is:

- · accepted in good faith;
- · in your possession within 90 days of the transaction; and
- properly completed (all required entries were made).

An exemption certificate is accepted in good faith when you have no knowledge that the exemption certificate is false or is fraudulently given, and you exercise reasonable ordinary due care. If you do not receive a properly completed certificate within 90 days after the delivery of the property or service, you will share with the purchaser the burden of proving the sale was exempt.

You must also maintain a method of associating an invoice (or other source document) for an exempt sale with the exemption certificate you have on file from the purchaser. You must keep this certificate at least three years after the due date of your sales tax return to which it relates, or the date the return was filed, if later.

Privacy notification

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our Web site, or, if you do not have Internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

Need help?



Visit our Web site at www.tax.ny.gov

- get information and manage your taxes online
- · check for new online services and features

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Sales Tax Information Center:

(518) 485-2889

To order forms and publications:

(518) 457-5431



Text Telephone (TTY) Hotline (for persons with hearing and

speech disabilities using a TTY): (518) 485-5082

EXHIBIT G - REVISED

Payment in lieu of Taxes Estimated Due Dates and Payment Amounts

** Assumes Project Completion date is before the December 1, 2021 Tax Status Date

SCHEDULE A

| Project/PILOT | | | Payment Factor |
|---------------|--------|-------------|-------------------|
| Tax Year | County | City/School | |
| PILOT Year 1 | 2022 | 2021-2022 | 10% |
| PILOT Year 2 | 2023 | 2022-2023 | 10% |
| PILOT Year 3 | 2024 | 2023-2024 | 20% |
| PILOT Year 4 | 2025 | 2024-2025 | 20% |
| PILOT Year 5 | 2026 | 2025-2026 | 30% |
| PILOT Year 6 | 2027 | 2026-2027 | 30% |
| PILOT Year 7 | 2028 | 2027-2028 | 30% |

| PILOT Year | % Payment | County PILOT Amount | Local PILOT Amount | Total PILOT | Full Tax Payment w/o PILOT | Net Exemption |
|---------------|--------------|---------------------------|--------------------------|----------------|----------------------------|------------------|
| 1 | 10% | \$1,100 | \$4,233 | \$5,332 | \$53,324 | \$47,991 |
| 2 | 10% | \$1,100 | \$4,233 | \$5,332 | \$53,324 | \$47,991 |
| 3 | 20% | \$2,199 | \$8,466 | \$10,665 | \$53,324 | \$42,659 |
| 4 | 20% | \$2,199 | \$8,466 | \$10,665 | \$53,324 | \$42,659 |
| 5 | 30% | \$3,299 | \$12,699 | \$15,997 | \$53,324 | \$37,326 |
| 6 | 30% | \$3,299 | \$12,699 | \$15,997 | \$53,324 | \$37,326 |
| 7 | 30% | \$3,299 | \$12,699 | \$15,997 | \$53,324 | \$37,326 |
| | | \$16,493 | \$63,493 | \$79,985 | \$373,265 | \$293,279 |

^{***} Estimates provided are based on current property tax rates and assessment value (current as of date of application submission) and have been calculated by IDA staff