

**FIRST AMENDMENT TO AGENT AND FINANCIAL
ASSISTANCE PROJECT AGREEMENT**

THIS FIRST AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, dated as of June 1, 2025, 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 **IMA LIFE NORTH AMERICA, INC.**, a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware and duly qualified to do business in the State of New York, with offices at 2175 Military Road, Tonawanda, New York 14150 (the "Company").

WITNESSETH:

WHEREAS, IMA LIFE NORTH AMERICA, INC., AND/OR INDIVIDUAL(S) OR AFFILIATES, SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (the "Company") submitted an application to the Agency (the "Original Application") requesting the Agency's assistance with a certain project (the "Original Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in certain property located on 700 Colvin Woods Parkway, Town of Tonawanda, Erie County, New York and all other lands in the Town of Tonawanda where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"), (ii) the construction on the Land of a new office and manufacturing facility which will include 50,000 square feet of a development laboratory, three production bays and warehouse space for the development, sale, assembly, testing and shipping of Freeze Dryers for the pharmaceutical section as well as 30,000 square-feet of corporate office space for the North American headquarters for IMA Group as well as exterior parking, truck court and dumpster areas (the "Improvements"), and (iii) the acquisition by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility"). The Facility will be initially operated and/or managed by the Company; and

WHEREAS, by resolution adopted on September 27, 2023 (the "Initial Resolution"), the Agency authorized financial assistance to the Company with respect to the Original Application in the form of (a) an exemption benefit from all New York State and local sales and use taxes for purchases and rentals related to the Original Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility, and (b) a partial abatement from real property taxes benefit through a ten (10) year term PILOT Agreement for the benefit of each municipality and school district having taxing jurisdiction over the Original Project, (collectively, the sales and use tax exemption benefit and the partial abatement from real property taxes benefit, are hereinafter collectively referred to as the "Financial Assistance"); and

WHEREAS, based upon representations and warranties made by the Company in the Original Application, the Agency, within the terms of the Initial Resolution, authorized and approved the Company, as its agent, to make purchases of goods and services relating to the Original Project that would otherwise be subject to New York State and local sales and use tax in

an amount up to \$9,426,509, which results in New York State and local sales and use tax exemption benefits not to exceed \$824,819, and required the Company to evidence that the total investment actually made with respect to the Original Project, at the time of Original Project completion, equals or exceeds \$23,422,752 (which represented the product of 85% multiplied by \$27,556,179 (being the total Original Project cost as stated in the Original Application for Financial Assistance at that point in time); and

WHEREAS, on March 19, 2025, the Agency received an amended application (the "Amended Application") from the Company requesting additional Financial Assistance due to extraordinary costs associated with the construction of the Original Project and specifically requesting to make additional purchases of goods and services that would otherwise be subject to New York State and local sales and use tax in an amount up to \$14,065,116, which results in additional New York State and local sales and use tax exemption benefits not to exceed \$1,230,698 (the "Sales Tax Exemption Benefit Amendment") and

WHEREAS, by resolution adopted on April 23, 2025 (the "Amended Resolution"), the Agency resolved to approve of the Sales Tax Exemption Benefit Amendment; and

WHEREAS, to reflect and confirm the foregoing, the Agency requires a First Amendment to Agent Agreement be executed.

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. Section 2(g)(5)(a) is replaced in its entirety to read as follows:

(a) Investment Commitment - the total investment actually made with respect to the Amended Project at the time of the Amended Project completion equals or exceeds \$28,629,097 [which represents the product of 85% multiplied by \$33,681,290 (representing the total project cost as stated in the Company's amended application for financial assistance)];

2. Section 2(g)(5)(h) is replaced in its entirety to read as follows:

(h) In accordance with the Original Application, Initial Resolution, the Amended Application, the Amended Resolution, and the cost-benefit analysis, the Company further: (i) covenants that the purchases of goods and services relating to the Amended Project and subject to New York State and local sales and use taxes shall be in an amount estimated up to \$14,065,116, and therefore, the value of the sales and use tax exemption benefits authorized and approved by the Agency, subject to Section 2(g) of this Agent Agreement, cannot exceed \$1,230,698; (ii) confirms that real property tax abatement benefits to be provided to the Company over the term of the PILOT Agreement are estimated to be approximately \$2,383,749.

3. Any references to the sales tax exemption expiration in the Agent Agreement shall be changed from June 30, 2025 to December 31, 2025.

4. Unless otherwise amended pursuant to the terms contained herein, the terms of the Agent Agreement shall remain unchanged.


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10808

[Signature page to First Amendment to Agent and Financial Assistance Project Agreement]

IN WITNESS WHEREOF, the Agency and the Company have caused this First 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: 
Name: Elizabeth A. O'Keefe
Title: Vice President of Operations

IMA LIFE NORTH AMERICA, INC.

By: 
Name: Marco Riccioni
Title: Assistant Treasurer & Assistant Secretary

STATE OF NEW YORK)
COUNTY OF ERIE) SS.:

On the 18th day of June, 2025, before me, the undersigned, personally appeared **ELIZABETH A. O'KEEFE**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public **LORRA SZEWCZYK**
Notary Public, State of New York
No. 01SZ5030580
Qualified in Erie County
Commission Expires 07/18/2026

STATE OF NEW YORK)
COUNTY OF ERIE) SS.:

On the 30th day of June, 2025, before me, the undersigned, personally appeared **MARCO RICCIONI**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

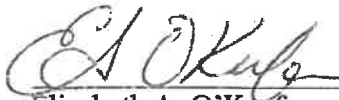

Notary Public

BARBARA HOOVEN
Notary Public - State of New York
NO. 01HO6437177
Qualified in Erie County
My Commission Expires Aug 1, 2026

[Signature page to First Amendment to Agent and Financial Assistance Project Agreement]

IN WITNESS WHEREOF, the Agency and the Company have caused this First 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: 
Name: Elizabeth A. O'Keefe
Title: Vice President of Operations

IMA LIFE NORTH AMERICA, INC.

By: _____
Name: Marco Riccioni
Title: Assistant Treasurer & Assistant Secretary

STATE OF NEW YORK)
COUNTY OF ERIE) SS.:

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Notary Public **LORIA SZEWCZYK**
Notary Public, State of New York
No. 019Z5030580
Qualified in Erie County
Commission Expires 07/18/2026

STATE OF NEW YORK)
COUNTY OF ERIE) SS.:

On the _____ day of _____, 2025, before me, the undersigned, personally appeared **MARCO RICCIONI**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

EXHIBIT A - AMENDED

**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**

[Attached Next Page]



Department of Taxation and Finance

IDA Appointment of Project Operator or Agent For Sales Tax Purposes

ST-60
(1/18)

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

IDA information

Name of IDA Erie County Industrial Development Agency			IDA project number (use OSC numbering system for projects after 1998) 1404-23-12A
Street address 95 Perry Street, Suite 403			Telephone number (716) 856-6525
City Buffalo	State NY	ZIP code 14203	Email address (optional)

Project operator or agent information

X X X	Name of IDA project operator or agent		Mark an X in the box if directly appointed by the IDA: No <input type="checkbox"/>	Employer identification or Social Security number	X
	Street address		Telephone number ()	Primary operator or agent? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
	City	State	ZIP code	Email address (optional)	

Project information

Name of project IMA Life North America, Inc.			
Street address of project site 700 Colvin Woods Parkway, and any lands located in Erie County and occupied by license or easement during construction or improvement by third parties for the benefit of the project.			
City Tonawanda	State NY	ZIP code 14150	Email address (optional)
Purpose of project The construction of a new office and manufacturing facility which will include 50,000 square feet of a development laboratory, three production bays and warehouse space for the development, sale, assembly, testing and shipping of Freeze Dryers for the pharmaceutical section as well as 30,000 square-foot of corporate office space for the North American headquarters for IMA Group as well as exterior parking, truck court and dumpster areas, and the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property.			

Description of goods and services intended to be exempted from New York State and local sales and use taxes Goods and services, inclusive of fuel and utilities, whether the goods and services are purchased or rented, and notwithstanding that they continue to constitute personal property or the item is used after the completion of the project, or the item is geographically located outside the legal boundaries of the project facility; provided there is a reasonable basis to acquire the item to benefit the project.			
X	Date project operator or agent appointed (mmddyy)	Date project operator or agent status ends (mmddyy) 123125	Mark an X in the box if this is an extension to an original project: <input checked="" type="checkbox"/>
Estimated value of goods and services that will be exempt from New York State and local sales and use tax: \$ 14,065,116.00		(all agents, all in)	Estimated value of New York State and local sales and use tax exemption provided: \$ 1,230,698.00
(all agents, all in)			

Certification: I certify that the above statements are true, complete, and correct, and that no material information has been omitted. I make these statements with the knowledge that willfully providing false or fraudulent information with this document may constitute a felony or other crime under New York State Law, punishable by a substantial fine and possible jail sentence. I also understand that the Tax Department is authorized to investigate the validity of any information entered on this document.

X X	Print name of officer or employee signing on behalf of the IDA		Print title		X X
	Signature	Date	Telephone number ()		

Instructions

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

EXHIBIT B-1 – AMENDED

**NYS FORM ST-123
FOR
COMPANY**

[Attached Next Page]



New York State Sales and Use Tax

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.

Table with seller and agent information including Name of seller, Street address, City, town, or village, State, ZIP code, and Agent or project operator sales tax ID number.

Mark an X in one: [] Single-purchase certificate [] 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.

Table with project information including Name of IDA, Name of project, IDA project number, Street address of project site, City, town, or village, State, ZIP code, and dates of appointment and status ends.

Exempt purchases

(Mark an X in boxes that apply)

*and any lands located in Erie County and occupied by license or easement during construction or improvement by third parties for the benefit of the project.

- 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.

Signature of purchaser or purchaser's representative (include title and relationship) and Date fields.

Instructions

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).

- 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.
- 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.
- 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: (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 B-2 – AMENDED

**NYS FORM ST-123
FOR
SUBAGENTS OF COMPANY**

[Attached Next Page]



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		
	X		
Street address	Street address		
	X		
City, town, or village	State	ZIP code	
		City, town, or village	
		State	ZIP code
			X
	Agent or project operator sales tax ID number (see instructions)		
	X		

Mark an X in one: Single-purchase certificate 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)	
IMA Life North America, Inc.	1404-23-12A	
Street address of project site		
700 Colvin Woods Parkway*		
City, town, or village	State	ZIP code
Tonawanda	NY	14150
Enter the date that you were appointed agent or project operator (mm/dd/yy)	/	/
Enter the date that agent or project operator status ends (mm/dd/yy)	12	31 / 25

Exempt purchases

(Mark an X in boxes that apply)

*and any lands located in Erie County and occupied by license or easement during construction or improvement by third parties for the benefit of the project.

- 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.

X	Signature of purchaser or purchaser's representative (include title and relationship)	Date	X
	Type or print the name, title, and relationship that appear in the signature box		

Instructions

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.

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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).

- 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.
- 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.
- 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: (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

*****VERY IMPORTANT*****

PLEASE READ THIS SALES TAX EXEMPTION PACKAGE CAREFULLY, PAYING SPECIAL ATTENTION TO THE EXPIRATION DATE AND APPROVED AMOUNT.

The value of the sales tax exemption benefits claimed by the Company must not exceed the amount noted on the ST-60 Form.

SIMPLIFIED INSTRUCTIONS

PROJECT: IMA Life North America, Inc.

DATE: June 1, 2025

1. Agent and Financial Assistance Project Agreement (“Project Agreement”) — COPY. Give a copy of the fully executed Project Agreement to appointed agents.
2. **Schedule A – List of Appointed Agents** - The Company will utilize this form to record and track the subagents appointed to provide materials/services for your project.
3. **Exhibit A - ST-60 Form** – Appointment of Operator or Agent - which is blank as to “Name of IDA project operator or agent”. **MAKE NUMEROUS COPIES OF THIS BLANK FORM.** For your self-appointed agent: (A) insert the name, address and tax ID of assigned agent in blank area of form, (B) place the date you appointed said assigned agent in the 2nd set of “boxes” under Project Information where it asks for “Date project operator or agent appointed”, and (C) sign the certification. Give a copy of this form to the appointed agent, keep a copy for your records and send a copy to the State (address on form) within 30 days of appointment. These directions are to be used by the agent as well when naming sub-agents (if any). **All Agents/Subagents must have an ST-60 filed with NYS within 30 days of appointment.** It is the Company’s responsibility to track the total sales tax savings for agents and subagents.
4. **Exhibit B-1 - Form ST-123 (Company)** – IDA Agent or Project Operator Exempt Purchase Certificate. **MAKE NUMEROUS COPIES OF THIS FORM.** The Company will use this form to purchase items directly from a vendor. You should fill-in the top left side of the form with the respective vendor's name and address and sign and date the bottom of the form. Give a copy of signed form to the vendor and keep a copy for your files.
5. **Exhibit B-2 - Form ST-123 (Subagents)** - IDA Agent or Project Operator Exempt Purchase Certificate. **MAKE NUMEROUS COPIES OF THIS FORM.** For each agent you appoint, insert the name and address of said agent in the box at the top right; fill-in the date you appointed said agent in the box under Project Information where it asks for the “Date project operator or agent appointed” (left side of middle box). Then keep a copy of the form you have filled in for your records and give a copy to your appointed agent. *****Give a copy of this blank form to appointed agents for them to use when purchasing items from vendors. They should also make numerous copies as they will be required to fill-in the vendor's name and address and sign and date the bottom of the form for each of their vendors.**

6. **Exhibit B-3 – Invoice Rider.** *MAKE NUMEROUS COPIES OF THIS FORM.* As described in the Agent Agreement, the Project must be identified (name of project, location, project number) on each bill and invoice for tax exempt purchases. In the absence of such information, the Company or appointed Subagent, may use this form and attach it to the invoice.
7. **Exhibit C - Form ST-340 - Annual Report of Sales and Use Tax Exemptions Claimed by Agent/Project Operator of IDA.** The Company must fill-out and mail by the end of February of each year until the Appointment letter provided by ECIDA expires. Send this form to the State at the address at the bottom of the form, with a copy to ECIDA with the ECIDA Annual Survey.
8. **Exhibit D – Local Labor Utilization Report.** The Company will submit to the Agency this form on a quarterly basis within ten (10) business days of each quarter end during the construction period. This report represents verification that the Company and its Subagents, if any, adheres to and undertakes or has undertaken construction activities in compliance with the Agency’s Local Labor Workforce Certification Policy and Local Labor Reporting Requirements.
9. Form ST-60 with Direct Appointment box checked (Company's name appears in 2nd set of boxes). Keep a copy for your records and use a copy for each direct-vendor purchase. *The original has been mailed to the State on your behalf.*

(CONTINUED ON NEXT PAGE)

How to Use the Sales Tax Exemption Package

- A. If making a purchase directly from a vendor, you must give the vendor a copy of the Form ST-123 and a copy of the ST-60 initially filed on your behalf. This serves as proof to the vendor that you are exempt from sales tax for this project. The vendor will keep these copies for their files. Remember to keep a copy of the Form ST-123 and a copy of the ST-60 filed on your behalf, in your files.**
- B. When appointing an agent, contractor or subcontractor, you must use the blank Form ST-123 included in this packet (#4 above) [REMEMBER TO MAKE NUMEROUS COPIES OF THIS FORM AS YOU MAY APPOINT MANY AGENTS AND WILL NEED TO DO THIS FOR EACH], fill-in the name and address of each agent in the box at the top right of the form and fill-in the date of appointment of said agent (bottom left side of middle box).**
- (i) The agent will then use this form [AGENT WILL NEED TO MAKE NUMEROUS COPIES OF THIS FORM AS WELL] when purchasing items directly from vendors by filling in the top left box with the vendor's name and address and signing the bottom of the form. Agents should keep a copy of each ST-123 form they give so they can have for future reference.**
- C. When appointing an agent, contractor or subcontractor, you must fill-in the middle section (appearing blank at this time) of the Form ST-60 included in this packet (#2 above), with the agent's, contractor's or subcontractor's information, including their Tax ID number. You must mail a copy of this completed form to NYS at the address on that form. This must be done for each agent, contractor or subcontractor you appoint within thirty (30) days of the appointment of said agent. Give your agent, contractor or subcontractor a copy of what you file and keep a copy for your files. You should make extra copies of this blank ST-60 with the middle section blank for future use.**
- D. When your agent, contractor or subcontractor is purchasing directly from a vendor, they must give the vendor a copy of the Form ST-123 the agent/contractor/subcontractor has filled in for that respective vendor (see B(i) above). This Form ST-123 should be the only proof the vendor needs that your agent, contractor or subcontractor is exempt from sales tax for this project. Your agent, contractor or subcontractor should keep copies of these forms for their files and future use.**

HARRIS BEACH MURTHA
ATTORNEYS AT LAW

LARKIN AT EXCHANGE
726 EXCHANGE STREET, SUITE 900
BUFFALO, NEW YORK 14210
716.200.5050

KATHLEEN A. DRUMM
PRACTICE SUPPORT COORDINATOR
DIRECT: 716.200.5136
FAX: 716.200.5201
KDRUMM@HARRISBEACHMURTHA.COM

June 18, 2025

VIA CERTIFIED MAIL

NYS Tax Department
Attn: IDA Unit
W A Harriman Campus
Albany, NY 12227

**RE: Erie County Industrial Development Agency
Amended ST-60 for IMA Life North America, Inc.
IDA Project Number: 1404-23-12A**

Dear Sir or Madam:

On behalf of the Erie County Industrial Development Agency (the "Agency"), I have enclosed for filing an amended NYS Form ST-60 for IMA Life North America, Inc., as agent of the Agency. The amended ST-60 increases their estimated value of goods and services that will be exempted from New York State and local sales and use tax as a result of the project's designation as an IDA project from \$9,426,509 to \$14,065,116, increases their estimated value of New York State and local sales and use tax exemption from \$824,819 to \$1,230,698, and extends their agent status from June 30, 2025 through December 31, 2025.

Should you have any questions or concerns regarding the foregoing, please do not hesitate to contact me at (716) 200-5136. Thank you.

Very truly yours,



Kathleen A. Drumm

KAD/ms
Enclosures



IDA Appointment of Project Operator or Agent For Sales Tax Purposes

ST-60

(1/18)

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

IDA information

Name of IDA Erie County Industrial Development Agency			IDA project number (use OSC numbering system for projects after 1998) 1404-23-12A
Street address 95 Perry Street, Suite 403			Telephone number (716) 856-6525
City Buffalo	State NY	ZIP code 14203	Email address (optional)

Project operator or agent information

Name of IDA project operator or agent IMA Life North America, Inc.		Mark an X in the box if directly appointed by the IDA: <input checked="" type="checkbox"/>	Employer identification or Social Security number 20-3265112
Street address 2175 Military Road		Telephone number (716) 695-6354	Primary operator or agent? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
City Tonawanda	State NY	ZIP code 14150	Email address (optional)

Project information

Name of project IMA Life North America, Inc.			
Street address of project site 700 Colvin Woods Parkway, and any lands located in Erie County and occupied by license or easement during construction or improvement by third parties for the benefit of the project.			
City Tonawanda	State NY	ZIP code 14150	Email address (optional)
Purpose of project The construction of a new office and manufacturing facility which will include 50,000 square feet of a development laboratory, three production bays and warehouse space for the development, sale, assembly, testing and shipping of Freeze Dryers for the pharmaceutical section as well as 30,000 square-feet of corporate office space for the North American headquarters for IMA Group as well as exterior parking, truck court and dumpster areas, and the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property.			

Description of goods and services intended to be exempted from New York State and local sales and use taxes
Goods and services, inclusive of fuel and utilities, whether the goods and services are purchased or rented, and notwithstanding that they continue to constitute personal property or the item is used after the completion of the project, or the item is geographically located outside the legal boundaries of the project facility; provided there is a reasonable basis to acquire the item to benefit the project.

Date project operator or agent appointed (mmdyy) 060125	Date project operator or agent status ends (mmdyy) 123125	Mark an X in the box if this is an extension to an original project: <input checked="" type="checkbox"/>
Estimated value of goods and services that will be exempt from New York State and local sales and use tax: (all agents, all in) \$ 14,065,116.00		Estimated value of New York State and local sales and use tax exemption provided: (all agents, all in) \$ 1,230,698.00

Certification: I certify that the above statements are true, complete, and correct, and that no material information has been omitted. I make these statements with the knowledge that willfully providing false or fraudulent information with this document may constitute a felony or other crime under New York State Law, punishable by a substantial fine and possible jail sentence. I also understand that the Tax Department is authorized to investigate the validity of any information entered on this document.

Print name of officer or employee signing on behalf of the IDA Elizabeth A. O'Keefe		Print title Vice President of Operations	
Signature 	Date 6/18/2025	Telephone number (716) 856-6525	

Instructions

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