

## Application for Fisher-Price, Inc. (Print Version)

### I. Applicant Information

#### A. Applicant

**Applicant Name:** Fisher-Price, Inc.

**Address:** 636 Girard Avenue, East Aurora, NY 14052

**Total Project Cost:** \$20,000,000.00

**Phone:** 7166873395

**Fax:** 7166873150

**Website:** www.Fisher-Price.com

**Email:** Greg.Wilber@Fisher-Price.com

**Fed ID#:**

#### B. Project Information

**Project Type**

- o Industrial

**SIC Code:** 5092

**NAICS Code:**

#### C. Individual Completing Application

**Name:** Gregory J. Wilber

**Title:** Director Facilities

**Address:** 636 Girard Avenue, East Aurora, NY 14052

**Telephone:** (716) 687-3395

**Fax:** (716) 687-3150

**E-mail:** Greg.Wilber@Fisher-Price.com

**Company Contact**

**Authorized Signatory:** Sarah J. Craig

**Title:** VP HR & Administration

**Telephone:** 716-687-3395

### II. Organization Information

#### A. Business

**Type of Business:** Corporation

**State of Organization:** DE

***Business Description/Describe company background, products, customers, goods and services:***

Fisher-Price, a major manufacturer of toys and children's products sold worldwide, was established in East Aurora, New York, in 1930. Major U.S. retailers of Fisher-Price toys and juvenile products include Toys R US, Wal-Mart, and Target.

***Briefly explain why IDA participation is necessary for this project to proceed:***

The project consists of the purchase of non-production machinery and equipment including various information systems. This project is necessary to modernize the applicant's facilities and upgrade information systems which will enhance the applicant's employment opportunities in Erie County.

**Estimated % of sales outside Erie County:** 99

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

Mattel, Inc. (100%)

**B. Company Counsel**

**Name of Attorney:** Martin J. Clifford, Esq.

**Firm Name:** N/A

**Address:** 716 Brisbane Bldg., 403 Main St., Buffalo 14203

**Telephone:** (716) 845-0333

**Fax:** (716) 853-2892

**E-mail:** clifflaw100@aol.com

**C. Company Lender**

**Name:** Wells Fargo Bank

**Address:**

**Telephone:** (213) 614-3061

**Fax:**

**E-mail:**

**D. Who is your Insurance Carrier/Agent**

**Name:** AON Risk Insurance Services West, Inc.

**Address:** 707 Wilshire Blvd., Suite 6000

**City:** Los Angeles

**State:** CA

**Zip:** 90017

**Telephone:** (847) 953-5343

Fax: (847) 953-5390

E-mail: Jeremy.Groh@ars.aon.com

**III. Location Information**

**A. Location of proposed project facility**

Address: 636 Girard Avenue

City: East Aurora

State: NY

Zip: 14052

SBL Number: 165.13-1-1.120

Town/City/Village: Village of East Aurora, Town of Aurora

School District: East Aurora Union Free

Present Project Site Owner: Mattel, Inc.

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

Within New York State? No

Within Erie County? No

**B. Inter-Municipal Movement Supplement**

Proposed project Location/Address:

City:

State:

Zip:

Will the project result in a relocation of an existing business operation from the City of Buffalo? No

*Please explain the factors which require the project occupant to relocate:*

*What are some of the key requirements the project occupant is looking for in a new site:*

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

Is the project reasonably necessary to preserve the project occupant's competitive position in its industry? No

*If yes, please explain and provide supporting documentation*

*If yes, please provide a list of properties considered, and reason they were not adequate.*

Property

Reason

Is the project reasonably necessary to prevent the project occupant from moving out of New York State? No

*If yes, please explain and identify out-of-state locations investigated?*

Were you offered financial assistance to locate outside of New York State? No

*If yes, from whom were competing offers received?*

*What type of assistance was offered?*

*What competitive factors led you to inquire about sites outside of New York State?*

*What factors have lead you to consider remaining or locating in Erie County?*

*What is going to happen to the current facility that you are in?*

#### IV. Project Description

##### A. Estimated cost in connection with project

Land Acquisition: \$  
Acres  
Sq Ft

New Building Construction: \$  
Sq Ft

New Building Addition(s): \$  
Sq Ft

Renovation: \$  
Sq Ft

Manufacturing Equipment: \$

Non-Manufacturing Equipment: \$20,000,000.00

Soft Costs: \$

Other (): \$

Total: \$20,000,000.00

##### B. Project Progress

Have site plans been submitted to the appropriate planning department for approval?: No

Have any expenditures already been made by the company?: No

*If yes, indicate particulars:*

Project Completion Date: 2013

##### C. Other Agencies

Have you contacted or been contacted by other economic or governmental agencies regarding this project?: No

*If yes, please indicate the Agency and nature of inquiry below:*

##### D. Facility

Is this a Single Use Facility or a Multi-Tenant Facility?: Single-Tenant

**E. Multi-Tenant Supplement**

*Please explain what market conditions support the construction of this project:*

Have any tenant leases been entered into for this project?: No  
 If yes, please list below and provide square footage (and percent of total square footage) to be leased to tenant and NAICS Code for tenant and nature of business.

Tenant Name	Current Address (City, State, Zip)	Sq. Ft. to be leased at project site	% of Total	NAICS	Brief Description
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**F. Sublease Approval Form**

Property Address:

City/Town/Village:

Tenant Name:

Amount of space to be leased: Sq Ft

What percentage of the building does this represent?: %

Terms of the lease:

*If GROSS lease, please explain how Agency participation is being passed to the tenant:*

Estimated date of occupancy: , 20

**V. Projections**

**A. Employment Plan at Project Location**

	Current Jobs	If project is to retain existing jobs, number of jobs to be retained	Projected maximum number of jobs after project completions
Full-Time	930	930	930
Part-Time	38	38	38
<b>Total</b>	<b>968</b>	<b>968</b>	<b>968</b>

**B. Other Erie County Locations**

	Current Jobs
Full-Time	0
Part-Time	0
<b>Total</b>	

**C. Project Support**

Industrial: 100%

Non-Industrial: 0%

Will project involve the sales of goods or services to customers who personally visit the facility? No

**D. Retail Questionnaire Supplement**

**Will any portion of the project consist of facilities or property that is primarily used in making sales of goods or services to customers who personally visit the project site? No**

**If the answer to Question A is yes, what percentage of the cost of the project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? %**

**If the answer to Question A is yes and the answer to Question B is greater than 33%, indicate which of the following apply to this project.**

- 1. Will the project be operated by a not-for-profit corporation? No**
- 2. Is the project likely to attract a significant number of visitors from outside the economic development region in which the project will be located? No**
- 3. Would the project occupant, but for the contemplated financial assistance from the industrial development agency, locate the related jobs outside the State of New York? No**
- 4. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents the project municipality within which the project will be located, because of a lack of reasonable accessible retail trade facilities offering such goods or services? No**
- 5. If the answer to Question 3 or 4 above is yes, will the project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? No**
- 6. Is the project located in a Neighborhood Redevelopment Area? No**

Need Help? Call John Cappellino at 716-856-6525  
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**MARTIN J. CLIFFORD**

**ATTORNEY AT LAW**

**THE BRISBANE BUILDING, SUITE 716**

**403 MAIN STREET, BUFFALO, NEW YORK 14203**

**(716) 845-0333**

**FAX (716) 853-2892**

September 29, 2008

Erie County Industrial  
Development Agency  
275 Oak Street  
Buffalo, New York 14203

RE: Erie County Industrial Development Agency  
(2008 Fisher-Price, Inc. Project)

Gentlemen:

We represent Fisher-Price, Inc.(the Company) in connection with an application to the Erie County Industrial Development Agency for a project to be located 636 Girard Avenue, East Aurora, New York (the Project) and described in the Eligibility Questionnaire submitted herein (the Eligibility Questionnaire). Pursuant to such representation, we have reviewed (1) Part 1 – PROJECT INFORMATION of the Short Environmental Assessment Form prepared by our client, (2) the Eligibility Questionnaire of the Company relating to the Project, (3) Article 8 of the New York State Environmental Conservation Law, and (4) the regulations promulgated thereunder as 6 NYCRR Part 617.

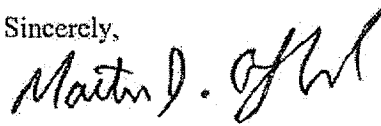
Based solely upon the review described in the preceding paragraph, we are of the opinion that:

1. Part 1-PROJECT INFORMATION of the Environmental Assessment Form has been prepared consistently with the information set forth in the Eligibility Questionnaire.
2. Under the above mentioned laws and regulations, the Project will either not have a significant impact on the environment or the Project could have a significant impact on the environment but there will not be a significant impact in this case because mitigation measures are being undertaken with respect to, and will be included in, the proposed Project.
3. We have no reason to believe under the above mentioned laws and regulations that an environmental impact statement should be prepared.

We will promptly inform you if we discover anything at a later date which would affect our ability to continue to make the above certifications.

This letter is intended solely for your benefit and that of any party having a direct interest in the transaction described in the Eligibility Questionnaire and, without our express written consent, may not be relied upon, referred to or otherwise used by any other person or other than in connection with the application of the Company made with respect to the Project, except that it may be relied upon by your counsel or counsel to any such party having a direct interest in connection with this transaction, and referred to by such counsel in, any letter from such counsel to you in connection with such application.

Sincerely,

A handwritten signature in black ink, appearing to read "Martin J. Clifford". The signature is written in a cursive style with a large, prominent initial "M".

Martin J. Clifford



617.20  
**Appendix C**  
**State Environmental Quality Review**  
**SHORT ENVIRONMENTAL ASSESSMENT FORM**  
**For UNLISTED ACTIONS Only**

**PART I - PROJECT INFORMATION (To be completed by Applicant or Project Sponsor)**

1. APPLICANT/SPONSOR <b>Fisher-Price, Inc.</b>	2. PROJECT NAME <b>2008 Fisher-Price, Inc., Project</b>
3. PROJECT LOCATION: Municipality <b>East Aurora</b> County <b>Erie</b>	
4. PRECISE LOCATION (Street address and road intersections, prominent landmarks, etc., or provide map) <b>636 Girard Avenue, East Aurora, NY 14052</b>	
5. PROPOSED ACTION IS: <input type="checkbox"/> New <input type="checkbox"/> Expansion <input checked="" type="checkbox"/> Modification/alteration	
6. DESCRIBE PROJECT BRIEFLY: <b>The project consists of the purchase of non-production equipment, including various information systems, and facility modifications/enhancements.</b>	
7. AMOUNT OF LAND AFFECTED: Initially <u>0</u> acres    Ultimately <u>0</u> acres	
8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER EXISTING LAND USE RESTRICTIONS? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No    If No, describe briefly	
9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT? <input checked="" type="checkbox"/> Residential <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Agriculture <input type="checkbox"/> Park/Forest/Open Space <input type="checkbox"/> Other Describe: <b>Project site is in the vicinity of single-family homes.</b>	
10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (FEDERAL, STATE OR LOCAL)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No    If Yes, list agency(s) name and permit/approvals:	
11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No    If Yes, list agency(s) name and permit/approvals:	
12. AS A RESULT OF PROPOSED ACTION WILL EXISTING PERMIT/APPROVAL REQUIRE MODIFICATION? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor name: <b>Fisher-Price, Inc.</b> Date: <b>9/24/08</b> Signature: <u><i>[Signature]</i></u>	

**If the action is in the Coastal Area, and you are a state agency, complete the Coastal Assessment Form before proceeding with this assessment**



**PART II - IMPACT ASSESSMENT (To be completed by Lead Agency)**

<p>A. DOES ACTION EXCEED ANY TYPE I THRESHOLD IN 6 NYCRR, PART 617.4? <span style="float: right;">If yes, coordinate the review process and use the FULL EAF.</span></p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>B. WILL ACTION RECEIVE COORDINATED REVIEW AS PROVIDED FOR UNLISTED ACTIONS IN 6 NYCRR, PART 617.6? <span style="float: right;">If No, a negative declaration may be superseded by another involved agency.</span></p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>C. COULD ACTION RESULT IN ANY ADVERSE EFFECTS ASSOCIATED WITH THE FOLLOWING: (Answers may be handwritten, if legible)</p> <p>C1. Existing air quality, surface or groundwater quality or quantity, noise levels, existing traffic pattern, solid waste production or disposal, potential for erosion, drainage or flooding problems? Explain briefly:</p> <p>C2. Aesthetic, agricultural, archaeological, historic, or other natural or cultural resources; or community or neighborhood character? Explain briefly:</p> <p>C3. Vegetation or fauna, fish, shellfish or wildlife species, significant habitats, or threatened or endangered species? Explain briefly:</p> <p>C4. A community's existing plans or goals as officially adopted, or a change in use or intensity of use of land or other natural resources? Explain briefly:</p> <p>C5. Growth, subsequent development, or related activities likely to be induced by the proposed action? Explain briefly:</p> <p>C6. Long term, short term, cumulative, or other effects not identified in C1-C5? Explain briefly:</p> <p>C7. Other impacts (including changes in use of either quantity or type of energy)? Explain briefly:</p>
<p>D. WILL THE PROJECT HAVE AN IMPACT ON THE ENVIRONMENTAL CHARACTERISTICS THAT CAUSED THE ESTABLISHMENT OF A CRITICAL ENVIRONMENTAL AREA (CEA)?</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No <span style="float: right;">If Yes, explain briefly:</span></p>
<p>E. IS THERE, OR IS THERE LIKELY TO BE, CONTROVERSY RELATED TO POTENTIAL ADVERSE ENVIRONMENTAL IMPACTS?</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No <span style="float: right;">If Yes, explain briefly:</span></p>

**PART III - DETERMINATION OF SIGNIFICANCE (To be completed by Agency)**

**INSTRUCTIONS:** For each adverse effect identified above, determine whether it is substantial, large, important or otherwise significant. Each effect should be assessed in connection with its (a) setting (i.e. urban or rural); (b) probability of occurring; (c) duration; (d) irreversibility; (e) geographic scope; and (f) magnitude. If necessary, add attachments or reference supporting materials. Ensure that explanations contain sufficient detail to show that all relevant adverse impacts have been identified and adequately addressed. If question D of Part II was checked yes, the determination of significance must evaluate the potential impact of the proposed action on the environmental characteristics of the CEA.

<p><input type="checkbox"/> Check this box if you have identified one or more potentially large or significant adverse impacts which MAY occur. Then proceed directly to the FULL EAF and/or prepare a positive declaration.</p>	
<p><input type="checkbox"/> Check this box if you have determined, based on the information and analysis above and any supporting documentation, that the proposed action WILL NOT result in any significant adverse environmental impacts AND provide, on attachments as necessary, the reasons supporting this determination.</p>	
<p>_____</p> <p style="text-align: center;">Name of Lead Agency</p>	<p>_____</p> <p style="text-align: center;">Date</p>
<p>_____</p> <p style="text-align: center;">Print or Type Name of Responsible Officer in Lead Agency</p>	<p>_____</p> <p style="text-align: center;">Title of Responsible Officer</p>
<p>_____</p> <p style="text-align: center;">Signature of Responsible Officer in Lead Agency</p>	<p>_____</p> <p style="text-align: center;">Signature of Preparer (if different from responsible officer)</p>

Reset

**X. REPRESENTATION BY THE APPLICANT**

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings. In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JPTA") in which the Project is located.
- B. First Consideration for Employment. In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JPTA Entities for new employment opportunities created as a result of the Project.
- C. Annual Sales Tax Filings. In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D. Annual Employment Reports. The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- E. The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the the Agency incurred in connection with any actions required to be taken by Agency in furtherance of the application including the Agency's costs of bond counsel and other legal representation. This obligation is not dependent on final documentation of the transaction contemplated by the application. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, cancels, or neglects the application or if the Agency or Applicant is unable to find buyers willing to purchase the total bond issue required, then upon the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs involved in furtherance of the application, up to that date and time, including Agency's counsel costs. The costs incurred by the Agency and paid by the Applicant, including Agency's counsel costs and Agency's Administrative Fee, may be considered as a cost of the project and included as part of the resultant bond issue (if any).

The Applicant and the individual executing this Application on behalf of the Applicant acknowledges that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made therein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Fisher-Price, Inc.  
(Applicant)

By: Sarah J. Craig  
Name: Sarah J. Craig  
Title: Vice President Human Resources & Administration

This Application should be submitted with a \$1000 Application Fee to Erie County Industrial Development Agency.

**CERTIFICATION**

Neil Friedman

name of chief executive of the company submitting application

deposes and says that he/she is the

President

of Fisher-Price, Inc., the applicant

named in the attached application; that he/she has read the foregoing application and knows the contents thereof; that the same is true to his/her knowledge.

As an officer of said applicant (hereinafter referred to as the "applicant") deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the nonprofit Erie County Industrial Development Agency (hereinafter referred to as the "Agency") acting in behalf of the attached application whether or not the application, the project it describes, the attendant negotiations and ultimately the necessary issue of bonds and/or completion of the sale/leaseback transaction are ever carried to successful conclusion. If, for any reason whatsoever, the applicant fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, abandons, cancels, or neglects the application or if the applicant is unable to identify buyers willing to purchase the total bond issue required or facilitate the sale/leaseback transaction, then upon presentation of invoice, applicant shall pay to the Agency, its agents, or assigns all actual costs involved in conduct of the application, up to that date and time, including but not necessarily limited to fees of bond counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the required bond issue or completion of the sale/leaseback transaction, the applicant shall pay to the Agency an administrative fee set by the Agency. The cost incurred by the Agency and paid by the applicant, including bond counsel and the Agency's general counsel's fees and the administrative fee, may be considered as a cost of the project and included as part of the resultant bond issue or sale/leaseback transaction.



chief officer of company submitting

**NOTARY**

Sworn to me before this

17th

day of

September

20 08

Janice M Brown  
(to affix seal)

**JANICE M. BROWN**  
Notary Public, State of New York  
No. 4955891  
Qualified in Erie County 2009  
Commission Expires Sept. 11

617.20  
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<p><b>D. WILL THE PROJECT HAVE AN IMPACT ON THE ENVIRONMENTAL CHARACTERISTICS THAT CAUSED THE ESTABLISHMENT OF A CRITICAL ENVIRONMENTAL AREA (CEA)?</b></p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    If Yes, explain briefly:</p>
<p><b>E. IS THERE, OR IS THERE LIKELY TO BE, CONTROVERSY RELATED TO POTENTIAL ADVERSE ENVIRONMENTAL IMPACTS?</b></p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    If Yes, explain briefly:</p>

**PART III - DETERMINATION OF SIGNIFICANCE (To be completed by Agency)**

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<p><input type="checkbox"/> Check this box if you have identified one or more potentially large or significant adverse impacts which MAY occur. Then proceed directly to the FULL EAF and/or prepare a positive declaration.</p>	
<p><input type="checkbox"/> Check this box if you have determined, based on the information and analysis above and any supporting documentation, that the proposed action WILL NOT result in any significant adverse environmental impacts AND provide, on attachments as necessary, the reasons supporting this determination.</p>	
<p>_____ Name of Lead Agency</p>	<p>_____ Date</p>
<p>_____ Print or Type Name of Responsible Officer in Lead Agency</p>	<p>_____ Title of Responsible Officer</p>
<p>_____ Signature of Responsible Officer in Lead Agency</p>	<p>_____ Signature of Preparer (if different from responsible officer)</p>



**X. REPRESENTATION BY THE APPLICANT**

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings. In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JPTA") in which the Project is located.
- B. First Consideration for Employment. In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C. Annual Sales Tax Filings. In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D. Annual Employment Reports. The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- E. The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the the Agency incurred in connection with any actions required to be taken by Agency in furtherance of the application including the Agency's costs of bond counsel and other legal representation. This obligation is not dependent on final documentation of the transaction contemplated by the application. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, cancels, or neglects the application or if the Agency or Applicant is unable to find buyers willing to purchase the total bond issue required, then upon the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs involved in furtherance of the application, up to that date and time, including Agency's counsel costs. The costs incurred by the Agency and paid by the Applicant, including Agency's counsel costs and Agency's Administrative Fee, may be considered as a cost of the project and included as part of the resultant bond issue (if any).

The Applicant and the individual executing this Application on behalf of the Applicant acknowledges that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made therein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Fisher-Price, Inc.  
(Applicant)

By: Sarah J. Craig  
Name: Sarah J. Craig  
Title: Vice President Human Resources & Administration

This Application should be submitted with a \$1000 Application Fee to Erie County Industrial Development Agency.

**CERTIFICATION**

Neil Friedman

name of chief executive of the company submitting application

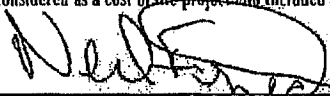
deposes and says that he/she is the

President

of Fisher-Price, Inc. the applicant

named in the attached application: that he/she has read the foregoing application and knows the contents thereof: that the same is true to his/her knowledge.

As an officer of said applicant (hereinafter referred to as the "applicant") deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the nonprofit Erie County Industrial Development Agency (hereinafter referred to as the "Agency") acting in behalf of the attached application whether or not the application, the project it describes, the attendant negotiations and ultimately the necessary issue of bonds and/or completion of the sale/leaseback transaction are ever carried to successful conclusion. If, for any reason whatsoever, the applicant fails to act within a reasonable or specified period of time to take reasonable, proper, or requested action or withdraws, abandons, cancels, or neglects the application or if the applicant is unable to identify buyers willing to purchase the total bond issue required or facilitate the sale/leaseback transaction, then upon presentation of invoice, applicant shall pay to the Agency, its agents, or assigns all actual costs involved in conduct of the application, up to that date and time, including but not necessarily limited to fees of bond counsel for the Agency and fees of general counsel for the Agency. Upon successful conclusion and sale of the required bond issue or completion of the sale/leaseback transaction, the applicant shall pay to the Agency an administrative fee set by the Agency. The cost incurred by the Agency and paid by the applicant, including bond counsel and the Agency's general counsel's fees and the administrative fee, may be considered as a cost of the project and included as part of the resultant bond issue or sale/leaseback transaction.



chief officer of company submitting

NOTARY

Sworn to me before this

17th day of September 2008

Janice M Brown  
(coporate seal)

JANICE M. BROWN  
Notary Public, State of New York  
No. 4955891  
Qualified in Erie County 2009  
Commission Expires Sept. 11



Administrative Fee Agreement  
between **Erie County Industrial Development Agency** ("Agency")  
and  
**Fisher-Price, Inc.** ("Company")

The Company agrees to pay to the Agency an Administrative Fee in accordance with this Agreement. The fee shall be in an amount equal to one and one quarter percent (1¼%) of the total equipment cost of the project, as more particularly described in the Agency's Inducement Resolution adopted on May 11, 2009 (the "Project").

The Administrative Fee shall be payable as follows:

**\$125,000**, constituting the total Administrative Fee based on the project costs stated in the Company's Eligibility Questionnaire, shall be due and payable, the earlier of 60 days of the Inducement Date, or upon issuance of a letter by the Agency for sales tax exemption, whichever occurs first.

An extension fee of \$250.00 shall be due and payable upon any extension of the Inducement Resolution beyond its original expiration date or any subsequent expiration date. Extensions may be granted or denied in the Agency's sole discretion.

The company will be required to pay all expenses incurred to date (including those of ECIDA's legal counsel) at the time of each extension of the Inducement Resolution. Amounts due and payable at closing, if any, shall be determined by the Agency based upon documentation submitted by the Company evidencing actual or projected Project costs. Such costs may vary from the total Project costs stated in the Company's Eligibility Questionnaire. Should the actual Project costs incurred be less than the actual or anticipated Project costs on which the Administrative Fee is initially based, such fee shall be adjusted accordingly and any overpayment refunded to the Company upon completion of the Project. Conversely should the actual Project costs incurred be more than the Induced Project, an amendment to the Inducement Resolution is required and such additional fee shall be due in accordance with the ECIDA administrative fee policy.

Subject to any adjustment as provided in the preceding paragraph, all amounts prepaid shall be non-refundable. This Administrative Fee Agreement shall be and is a binding contract between the Agency and the Company and is acceptable to the parties concerned as evidenced by those signatures here affixed.

For the Company: \_\_\_\_\_ Date: \_\_\_\_\_

For the Agency: \_\_\_\_\_ Date: \_\_\_\_\_



**Via UPS Next Day**

April 30, 2009

Ms. Karen M. Fiala  
Coordinator, Tax Incentive Products  
Erie County Industrial Development Agency  
275 Oak Street  
Buffalo, New York 14203

Re: 2008 Application

Dear Karen:

Updated employment figures are being provided as requested.

Current jobs as of 4/30/2009:

Full-time 880

Part-time 25

Total 905

The Fisher-Price project cost has been reduced to \$10MM over three (3) years with a new completion date of 2012.

If you have any questions, please contact me at (716) 687-3395. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script, reading "Gregory Wilber", is positioned above the typed name.

Gregory J. Wilber  
Director, Facilities Planning & Services

GJW/FA