



Officer of Applicant completing this application (contact person):

Name: Richard B. Kelson Title: Executive V.P. and C.F.O.  
Phone #: (412) 553-4216 Fax #: (412) 553-3200  
E-mail Address: \_\_\_\_\_

Applicant's operation:  Manufacturing  Service  Wholesale  Other \_\_\_\_\_

Brief description of business: \_\_\_\_\_  
Alcoa is the world's leading manufacturer of aluminum.  
\_\_\_\_\_  
\_\_\_\_\_

To describe what kind of entity Applicant is, please check one of the following:

Public Corp.  Private Corp.  General Partnership  C Corp.  S Corp.

Limited Liability Company  Other \_\_\_\_\_

Applicant's State of incorporation or registration: Commonwealth of Pennsylvania

States in which Applicant is qualified to do business: All

Applicant's Attorney's Name: Michael T. Sillerman, Esq.  
Rosenman & Colin LLP Phone # (212) 940 8538 Fax # (212) 940-8994  
Firm and Address: 575 Madison Avenue, New York, New York 10022-2585

Applicant's Accountant's Name: PricewaterhouseCoopers Phone # (412) 355-6000 Fax # (412) 391-0609  
Firm and Address: 600 Grand Street, Pittsburgh, PA 15219

In addition, please provide a chart or list detailing any subsidiaries to be included in the project, ownership interest that the parent company maintains in the subsidiary (ies), and the number of employees.

**II. PROJECT INFORMATION**

1. Please briefly describe the proposed project; if acquiring machinery and equipment, please list type:

Build out of approximately 40,000 to 50,000 square feet. Acquisition of office furniture, phone systems,  
Computers and printers and other ancillary office equipment for initial occupancy, and the ongoing purchase of  
equipment and furniture as needed.

2. Please give best estimates for all anticipated costs and proposed sources of financing involved in the project.

(Note that the project includes all costs associated with fit-out and ongoing capital expenditures.)

**Uses of Funds**

Land & Building (Acquisition)	_____
New Construction	_____
Renovations	_____
Building Improvements (Initial)	<u>\$15,000,000</u>
Renovations/Bldg. Investments (Ongoing)*	_____
Machinery/Equipment (Initial)	<u>\$3,168,800</u>
Machinery/Equipment (Ongoing)*	<u>\$22,090</u>
Fees/Other Soft Costs	_____
Other (explain)	_____

**Sources of Funds**

Bonds	_____
Loans (Identify sources)	_____
Company Funds	<u>X</u>
Officer Equity/Loans	_____
Other Sources	_____
<i>(Please identify)</i>	_____
	_____

<b>Total Project Cost</b>	<b><u>\$18,190,890 (Nominal Value)</u></b>	<b>Total Project Sources</b>	<b><u>Company funds.</u></b>
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\* Please note whether figures are nominal or NPV (@7.75%).

3. Please provide the following information relating to the proposed project site(s):

Street Address & Borough	Block, Lot & Section Number	Square Footage of Land	Square Footage of Building	Number of Floors Including Basement	Currently Owned or Leased	sf to be Occupied	Floor Numbers to be Occupied
390 Park Avenue Manhattan	1289/36	38560	218,439	(E)22	To be leased	40,000-50,000	4-5

4. Please provide the following information regarding all present and proposed tenant(s) and sub-tenant(s) at the proposed project site, their percentage of occupancy, and affiliation with Applicant.

Name Contact & Phone	Affiliation with Applicant	Square Feet & Floors (Percentage of Occupancy)	Lease Expiration	Tenant Business
<b>TENANT ONE OF SEVERAL IN BUILDING.</b>				

10. Major Customers:

Company Name	Address	Phone/Fax Number	Contact Person	Percent of Sales
ANHEUSER-BUSCH INC.	1 Busch Place St. Louis, MO 63118	314-577-2000 Fax: 314-577-2900		7.9
AMERICAN NATIONAL CAN	8770 W. Bryn Mawr Avenue Chicago, IL 60631-3542	773-399-3000 Fax: 773-399-3193		3.9
CROWN CORK & SEAL	1 Crown Way Philadelphia, PA 19154-4599	215-698-5100 Fax: 215-676-7245		3.4
SILGAN CONTAINERS	4 Landmark Square Stamford, CT 06901	203-975-7110 Fax: 203-975-7902		2.6
BOEING COMMERCIAL AIRPLANE	P. O. Box 3707 Seattle, WA 98124	425-237-2121 Fax: 425-237-3544		2.0
<b>SEE ATTACHED "SCHEDULE III"</b>				

11. Major Suppliers:

Company Name	Address	Phone/Fax Number	Contact Person
Compagnie Des Bauzities De	Related to Alcoa Inc.		
Glencore Ltd.	Three Stamford Plaza 301 Tresser Boulevard Stamford, CT 06901		
Mitsui and Co	Pan Am Building 200 Park Avenue New York, New York 10166	T: (212) 878-400	
Engineered Plastic Components Inc.	53150 North Main Street Mattawan, MI 49071		
SL FD Aluminum Partners USA	100 Fluor Daniel Drive Greenville, SC 29607		

12. Unions:

Union	Address	Phone/Fax Number	Contract Expiration
USWA Mr. Richard Davis International Vice President	Five Gateway Center Pittsburgh, PA 15222	T: (412) 562-2323 FX: (412) 562-2405	5/31/2002
ABGWIU Mr. John Murphy Director – ABG Division	3362 Hollenberg Dirve Bridgeton, MO 63044	T: (314) 739-6142 FX: (314) 739-1216	5/31/2002
UAW Ms. Elizabeth Bunn Vice President and Director	8000 East Jefferson Avenue Detroit, MI 48214	T: (313) 926-5285 FX: (313) 823-6016	9/30/2001

13. Banks:

Bank Name	Contact Person	Phone/Fax Number	Type of Account
MELLON BANK	Dick James Vice President	T: (412) 234-5340	Deposit accounts, controlled disbursement, lock-box, payroll, etc.
CITICORP	Ray Dunning Managing Director	T: (212) 553-1034	Controlled disbursement, deposit accounts, European pooling system, etc.



## V. CERTIFICATION

I, the undersigned, request on behalf of Alcoa Inc. (Applicant") that this Application, including financial data and any tax returns submitted herewith, be submitted for review by the Board of Directors of the New York City Industrial Development Agency ("IDA"). I hereby certify that the information contained herein and in the attachments hereto, are, to the best of my knowledge and belief, accurate, true and correct. I understand that any intentional misstatements or misleading information contained herein, or the omission of relevant information, could be cause for rescission of IDA approval and IDA benefits. Further, I fully understand and accept the fees associated with the IDA program, including but not limited to the IDA Closing Fee; I fully understand and accept the benefit package I am to receive under the IDA program; and I acknowledge receipt from the IDA of a memorandum explaining legal, insurance, and various real estate related requirements, all of which will be necessary for the contemplated project.

On behalf of Applicant, I hereby acknowledge and agree that Applicant shall be, and is responsible for, and shall promptly pay all costs incurred by the IDA, in connection with document negotiations, closing and, where applicable, bond issuance and sale, whether or not closing occurs and whether or not bond issuance and sale occur in applicable instances. The aforesaid costs, and Applicant's obligation hereunder to pay for same, shall include, but not be limited to, attorney's fees. Applicant's obligations hereunder are absolute and shall in no event be contingent upon closing.

On behalf of myself, all other principals of Applicant, and Applicant, I hereby authorize the IDA and the New York City Department of Investigation (DOI) to initiate their background clearance procedure with respect to myself, all other principals of Applicant, and Applicant. I, all other principals of Applicant, and Applicant agree to give the DOI permission to secure all necessary personal data from all relevant sources, public and private, and I, all other principals of Applicant, and Applicant further agree to cooperate in all phases of the DOI background and clearance procedure. I, all other principals of Applicant, and the Applicant agree to hold the IDA and the City of New York harmless with respect to any claims for injury, damage, loss or expense which may arise should the above mentioned background clearance procedure not be completed satisfactorily.

On behalf of Applicant and its existing and future affiliates, I authorize any private or governmental entity, including but not limited to The New York State Department of Labor ("DOL"), to release to the IDA and/or to the New York City Economic Development Corporation ("EDC"), and/or to the successors and assigns of either (collectively, the "Information Recipients"), any and all employment information under its control and pertinent to Applicant and its existing and future affiliates and the employees of same. In addition, upon the IDA's request, Applicant shall provide to the IDA any employment information in Applicant's possession or in the possession of any of Applicant's existing and future affiliates, which is pertinent to Applicant and Applicant's existing and future affiliates and the employees of same. Information released or provided to Information Recipients by the DOL, or by any other governmental entity, or by any private entity, or by Applicant itself (collectively, "Employment Information"), may be disclosed by the Information Recipients in connection with the administration of the programs of the IDA, and/or EDC, and/or the successors and assigns of either, and/or the City of New York, and/or as may be necessary to comply with law; and, without limiting the foregoing, the Employment Information may be included in (x) reports prepared by the Information Recipients pursuant to New York City Local Law 69 of 1993, (y) other reports required of the IDA, and (z) any other reports required by law. If the IDA approves this Application and the IDA Board of Directors approves the financing project which is the subject of this Application, this authorization shall remain in effect through the term of the financial assistance documents which the Applicant and the IDA will enter into at closing. If the IDA does not approve this Application, and/or the IDA Board of Directors does not approve the project which is the subject of this Application, this authorization shall remain in effect until the earlier of the aforesaid decisions not to approve.

I, all other principals of Applicant, and Applicant, understand that the IDA may be requested to disclose the information contained in this Application and the attachments hereto, under applicable disclosure laws, or at the request of investigative law enforcement or other governmental bodies. On behalf of myself, all other principals of Applicant, and Applicant, I authorize the IDA to disclose any such information, under such law or where so requested, and I, all other principals of Applicant and the Applicant release the IDA from any liability to the Applicant, all other principals, and/or myself for such disclosure. I also authorize the IDA at its discretion to transmit this Application, including any financial data or tax returns submitted herewith, to the IDA's financial advisors.

On behalf of Applicant, I acknowledge and agree that the IDA reserves the right to require Applicant to submit at Applicant's sole expense, such other documentation as the IDA may require in addition to the documentation required hereunder, and that all such documentation, whether requested hereunder or hereafter, shall be provided at Applicant's sole cost and expense, and shall be in form and substance satisfactory to the IDA.

Approval of this Application may only be granted by the IDA's Board of Directors through the Board's adoption of an inducement or authorizing resolution for the project described in this Application. Additionally, it is understood and agreed that the first installment of the \$15,000 Application Fee (\$7,500) accompanying this Application is non-refundable, regardless of whether or not this Application is so approved. Once the Applicant has been induced by the IDA Board of Directors, an inducement resolution will be issued for signature by the Applicant. The Applicant agrees to remit the remaining \$7,500 balance of the Application Fee at such time as the inducement resolution is signed and returned to the IDA. Applicant acknowledges and accepts that the \$15,000 Application Fee will accrue toward payment of the IDA Closing Fee should closing occur; and if and when the IDA's Board of Directors approves this Application, the Agency may additionally require Applicant to pay at such time an amount equal to 1/10 of a percent of the bond/project amount (as applicable), which payment shall also accrue toward payment of the IDA Closing Fee should closing occur.

Date:

Certified By:

Richard B. Kelson  
Executive V.P./Chief Financial Officer

Richard B. Kelson  
Printed Name

Attested By:

Mary Jean Byrnes  
Chief Financial Officer/Secretary

MARY JEAN BYRNES  
Printed Name

Notarial Seal  
Mary Jean Byrnes, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires Feb. 10, 2000  
Member, Pennsylvania Association of Notaries



**NOT APPLICABLE**

**MANUFACTURING DETERMINING FORM**

Please complete the following questions for each facility to be financed. Use additional pages as necessary.

1. Describe the production process which occurs at the facility to be financed.
2. Allocate the facility to be financed by function (expressed in square footage) (e.g. production line, employee lunchroom, offices, restrooms, storage, warehouse, loading dock, repair shop, parking, research, sales) and location in relation to production (e.g., same building, adjacent land or building, off-site, etc.) Please attach blueprints of the facility to be financed.

<u>Function</u>	<u>Location</u>	<u>Square Footage</u>
		Total _____

3. Of the space allocated to offices above, identify by function (e.g. executive offices, payroll, production, etc.) and location in relation to production (same building, adjacent land or building, off-site, etc.).

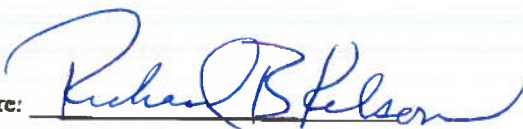
<u>Function</u>	<u>Location</u>	<u>Square Footage</u>
		Total _____

4. Of the space allocated to storage or warehousing above, identify the square footage and location of the areas devoted to storage of the following:

Function	Location	Square Footage
Raw materials used for production of manufactured goods		
Finished product storage		
Component parts of goods manufactured at the facility		
Purchase component parts		
Other (specify)		
		Total _____

List raw materials used at the facility to be financed, in the processing of the finished product(s).

List finished product(s) which are produced at the facility to be finished.

Signature: 

Name: Richard B. Kelson

Title: Executive V.P. and C.F.O.

Date: \_\_\_\_\_

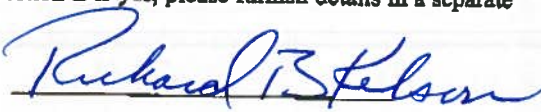
Kelson \_\_\_\_\_

**NOT APPLICABLE**

**RETAIL QUESTIONNAIRE**

1. Will any portion of the Project consist of facilities or property that are or will be primarily used in making retail sales of goods to customers who personally visit the Project?  
YES \_\_\_\_\_; NO \_\_\_\_\_.
2. If the answer to question A is yes, will the applicant or any other project occupant be a registered vendor under Article 28 of the Tax Law of the State of New York (the "Tax Law") primarily engaged in the "retail sale of tangible personal property" (as defined in Section 1101(b)(4)(i) of the Tax Law)?  
YES \_\_\_\_\_; NO \_\_\_\_\_.
3. Will any portion of the Project consist of facilities or property that are or will be primarily used in making retail sales of services to customers who personally visit the Project?  
YES \_\_\_\_\_; NO \_\_\_\_\_.
4. If the answer to question A or question C is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project?  
\_\_\_\_\_ %
5. If the answer to question A or question C is yes, and the answer to question D is more than 33.33%, indicate whether any of the following apply to the Project:
  1. Will the Project be operated by a not-for-profit corporation?  
YES \_\_\_\_\_ 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?  
YES \_\_\_\_\_ NO \_\_\_\_\_.
  3. Would the project occupant, but for the contemplated financial assistance from the IDA, locate the related jobs outside the State of New York?  
YES \_\_\_\_\_ 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 New York City residents, because of a lack of reasonably accessible retail trade facilities offering such goods or services?  
YES \_\_\_\_\_ NO \_\_\_\_\_.
  5. Will the Project be located in one of the following: (a) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (b) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (i) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?  
YES \_\_\_\_\_ NO \_\_\_\_\_.

- 6. If the answers to any of subdivisions (3) through (5) of question E 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?  
If yes, please furnish details in a separate attachment.
- 7. If the answer to any of subdivisions (1) through (5) of question E is yes, please furnish details in a separate attachment.

Signature: 

Name: Richard B. Kelson

Title: Executive V.P. & C.F.O.

Date: \_\_\_\_\_