

AUTHORIZING RESOLUTION
(City Harbor LLC Project)

A regular meeting of the Tompkins County Industrial Development Agency was convened on Wednesday, May 11, 2022.

The following resolution was duly offered and seconded, to wit:

Resolution No. 05/2022 - ____

RESOLUTION OF THE TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) AUTHORIZING AN INCREASE IN THE FINANCIAL ASSISTANCE (AS DESCRIBED BELOW) TO BE PROVIDED BY THE AGENCY TO THE COMPANY, (ii) AUTHORIZING THE CHANGE IN THE SCOPE OF THE PROJECT (AS DEFINED HEREIN), (iii) RATIFYING AND CONFIRMING THE FINDINGS OF THE AGENCY MADE IN THE RESOLUTION PREVIOUSLY ADOPTED BY THE AGENCY ON JUNE 10, 2020, AND (iv) IF NECESSARY, AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 535 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to resolution adopted on June 10, 2020 (the "Final Resolution"), the Agency authorized certain Financial Assistance (as defined in the Final Resolution) with respect to a certain project (the "Original Project") to be undertaken by **CITY HARBOR LLC** (the "Company"), as agent of the Agency, consisting of: (A) the acquisition by the Agency of a leasehold interest in certain property located at 101 Pier Road and 702 Willow Avenue, each in the City of Ithaca, Tompkins County, New York (the "Land") and the existing improvements located thereon (the "Existing Improvements"); (B) the demolition of the Existing Improvements; (C) the construction on the Land of (i) two (2) five (5) story mixed-use buildings, consisting principally of (a) 96 housing units of which there will be (x) approximately 16 one (1) bedroom units, (y) approximately 13 one (1) bedroom and den units and (z) approximately 67 two (2) bedroom units; (b) commercial space including health and wellness amenities, restaurant and related space; (c) retail space; and (ii) associated site improvements consisting of a public waterfront promenade, paddle park and large pocket parks (the "Original Improvements"); and (D) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other items of tangible personal property (the "Equipment"; and, collectively with the Land, the Existing Improvements and the Improvements, the "Original Facility"); and

WHEREAS, in connection with the Original Project, the Agency and the Company entered into certain documents consisting of: (i) a certain Project Agreement, dated as of August 31, 2021 (the "Project Agreement"), and (ii) related documents (collectively, the "Agency Documents"); and

WHEREAS, the Company informed the Agency that the Original Project would be amended (as so amended, the "Project") as set forth below:

(A) the acquisition by the Agency of a leasehold interest in an approximately 4.53 acre parcel located at 101 Pier Road and 702 Willow Avenue, each in the City of Ithaca, Tompkins County, New York (the "Land", being more particularly identified as tax parcel number 17.-1-1.3 and 16.-2-1.1, as may be merged) and the existing improvements located thereon (the "Existing Improvements"); (B) the demolition of the Existing Improvements; (C) the planning, design, construction and operation of a mixed-use development consisting of: (i) 156 residential apartment units of which there will be (a) 26 studio units, (b) 83 one (1) bedroom units and 47 two (2) bedroom units; (ii) certain commercial and retail related space and amenities consisting principally of an approximately 3,200 square foot café/bistro, a public waterfront promenade, pocket parks, boat slips and dog parks and (iii) certain utility and site improvements, parking lots, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention improvements (collectively, the "Improvements") and (D) the acquisition of and installation in and around the Land and the Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively, with the Land, the Existing Improvements and the Improvements, the "Facility").

WHEREAS, in connection with the change in scope of the Original Project, the Agency and pursuant to Section 859-1 of the Act, on May 9, 2022 at 1:00 p.m., local time, at Tompkins County Legislative Chambers, 121 E. Court Street, 2nd Floor, Ithaca, New York, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, the Company further informed the Agency that: (i) the value of goods and services relating to the Project that will be subject to New York State and local sales and use tax will be in an amount of up to **\$34,205,415.00** (such amount being an increase of \$11,214,703.00), which will result in New York State and local sales and use tax exemption benefits not to exceed **\$2,736,433.00** (such amount being an increase of \$897,176.00 and (ii) the maximum principal mortgage amount necessary to undertake the Project has increased to **\$52,368,006.00** (such amount being an increase of \$16,500,000.00), which will result in an

exemption from mortgage recording taxes imposed on the financing related to the Project of \$130,920.00 (such amount being an increase of \$41,250.00); and

WHEREAS, the Agency desires to adopt a resolution (i) authorizing the Company to make purchases of goods and services relating to the Project in the amount of up to \$34,205,415.00, which will result in local sales and use tax exemption benefits not to exceed \$2,736,433.00, (ii) authorizing the Company to execute, deliver and record a mortgage and related documents in the maximum principal amount not to exceed \$52,368,006.00, which will result in an exemption from mortgage recording taxes of \$130,920.00, (iii) ratifying and confirming the findings made by the Agency in the Final Resolution adopted, and (iv) if necessary, authorizing the execution and delivery of related documents.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AS FOLLOWS:

Section 1. The Public Hearing held by the Agency on May 9, 2022, concerning the Project and the Financial Assistance, was duly held in accordance with the Act, including, but not limited to, the giving of at least ten (10) days published notice of the Public Hearing, affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project.

Section 2. Based upon representations and warranties made by the Company, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to \$34,205,415.00, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed \$2,736,433.00. The Agency agrees to consider any requests by the Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate

with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 3. The Chair, Vice Chair and/or Administrative Director of the Agency are hereby authorized, on behalf of the Agency, to execute, deliver and record a mortgage, securing an aggregate principal amount of up to **\$52,368,006.00**, and any security agreement UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") to assist with the undertaking of the Project, the acquisition of the Facility and/or the finance or re-finance the Facility or equipment and other personal property and related transactional costs; and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chair, Vice Chair and/or Administrative Director of the Agency shall approve, the execution thereof by the Chair, Vice Chair and/or Administrative Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 4. The Agency hereby authorizes the change in scope of the Original Project.

Section 5. Unless amended by the terms hereof, Agency hereby ratifies, confirms and reaffirms the findings made in the Final Resolution and hereby re-approves the Project, as amended, and the Financial Assistance.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 7. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Rich John	[✓]	[]	[]	[]
Todd Bruer	[]	[]	[✓]	[]
Shawna Black	[✓]	[]	[]	[]
John Guttridge	[✓]	[]	[]	[]
Faith Vavra	[✓]	[]	[]	[]
Mike Sigler	[✓]	[]	[]	[]
Jeff Gorsky	[✓]	[]	[]	[]

The resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(City Harbor LLC Project)

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

I, the undersigned Secretary of the Tompkins County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Tompkins County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on May 11, 2022, with the original thereof on file in the offices of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 18 day of May, 2022.



Secretary