

**Tompkins County Industrial Development Agency /  
Tompkins County Development Corporation**  
Application for Incentives

Date: 05/23/2023

**I. APPLICANT INFORMATION (company receiving benefit)**

Name of Company/Applicant: 602 W Buffalo QOZB LLC

Owner: Todd Fox (Visum Development Group)

Address: 226 Cecil Malone Dr., Suite 3

City: Ithaca State: NY Zip: 14850

Primary Contact (First, Last): Julia Bucher

Phone: (607) 269-7300 Email: julia@visumdevelopment.com Fax: ( ) -

**If a separate company will hold title to/own the property, please provide the name and contact information for that entity:**

Name of (Holding) Company: Same as above

Owner: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Primary Contact (First, Last): \_\_\_\_\_

Phone: ( ) - Email: \_\_\_\_\_ Fax: ( ) -

Describe the terms and conditions of the lease between the applicant and the owner of the property:  
There will be no lease on the property. Rather, 602 W Buffalo QOZB LLC is the entity which owns and will develop the property. Presently, Todd Fox is the sole owner of 602 W Buffalo QOZB LLC, which will also raise investor equity capital and bank financing to fund the project.

**Select the type of incentives being requested (select all that apply):**

- Tax-Exempt Bonds
- Taxable Bonds
- Real Property Tax Exemption
  - Standard Tax Exemption (7-year)
  - Other (attach justification)
  - CIITAP:  7-year
  - CIITAP:  10-year (requires determination of financial need – see CIITAP for details)
- Sales Tax Exemption
- Mortgage Recording Tax Exemption

**Applicant Attorney:** Nate Cook (Klausner Cook PLLC)

Address: 409 Taughannock Blvd.

City: Ithaca State: NY Zip: 14850

Primary Contact (if different from above:): \_\_\_\_\_

Phone: (607) 272-0800 Email: nate@klausnercook.com Fax: ( ) -

**Applicant Accountant:** REA Services LLC

Address: \_\_\_\_\_

City: Chicago State: IL Zip: \_\_\_\_\_

Primary Contact (if different from above:): Mark Kappelman, CPA, CFA

Phone: (858) 358-6008 Email: mark@rea.co Fax: ( ) -

**Applicant Engineer/Architect (if known):** HOLT Architects, P.C.

Address: 619 West State Street, Suite A

City: Ithaca State: NY Zip: 14850

Primary Contact (if different from above:): Steve Hugo

Phone: (607) 273-7600 Email: sh@holt.com Fax: ( ) -

**Applicant Contractor (if known):** TBD

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Primary Contact (if different from above:): \_\_\_\_\_

Phone: ( ) - Email: \_\_\_\_\_ Fax: ( ) -

**II. BUSINESS HISTORY**

Year company was founded: 2021 NAICS Code: 531110

Type of ownership (i.e. C-Corp, LLC): LLC

Describe in detail company background, products, customers, goods and services:

Visum is an Ithaca, NY-based real estate investment company, specializing in new construction and redevelopment of residential properties. After being nominated the fastest-growing company in Upstate NY by Inc.5000 and the #24 fastest-growing private real estate company in the U.S., Visum is expanding its portfolio and has a \$160 Million pipeline of 11 projects and 750 units under development. Visum Development Group, via 602 W Buffalo QOZB LLC, will develop a mixed-use project called "The Citizen" in Ithaca's West End. The Citizen is located in one of New York State's Qualified Opportunity Zones (QOZ).

602 W Buffalo QOZB LLC was established in 2021 when Todd Fox purchased the property at 602 West Buffalo Street. Visum Development Group LLC, a local company and the entity managing the development of the project, was founded in 2016.

Major Customers: Workforce market residential tenants seeking an urban living experience with easy access to transit and walking/biking trails.

Major Suppliers: TBD; the project's general contractor will identify trade-specific subcontractors.

Has your business ever received incentives that required job creation?  Yes  No

If yes, please describe:           N/A          

Were the goals met?  Yes  No

If no, why were the goals not met?           N/A          

Annual sales to customers in Tompkins County: \$   N/A  

Percent of annual sales subject to local sales tax:   N/A   %

Value of annual supplies, raw materials and vendor services that are purchased from firms in Tompkins County: \$   N/A  

**III. PROJECT DESCRIPTION AND DETAILS**

Project Location (all addresses and tax parcels):   602 West Buffalo Street (500700 59.-2-16.1)  

Property Size (acres):           existing:   0.57                     proposed:   0.57          

Building Size (square feet):   existing:   7,312                     proposed:   92,800 sf          

Proposed Dates:   start:   07/01/2023             end:   Fall 2024

Please provide a narrative of the Project and the purpose of the Project (new build, renovations, and/or equipment purchases, etc.). Identify specific uses occurring within the Project. Describe any and all tenants and end users:

Located on Ithaca's West End within walking and biking distance to downtown and many of Ithaca's beloved amenities, 602 West Buffalo Street is primed to be transformed into The Citizen, a new community landmark in Ithaca.

Visum will be demolishing the existing building on the site to construct a primarily residential mixed-use development, dedicated to attract more residents to Ithaca's West End. .

The Citizen will be a five-story building with a combined total gross floor area of 92,800 sf. It will contain 80 residential units on four floors, two commercial spaces totaling approximately 2,141 sf, a community room and 26 covered parking spaces on the ground floor. Outdoor amenities include a picnic area at the north end of the parcel away from the busy intersection, street-front retail patios and landscaping.

The project has also increased the streetscape area at the corner of West Buffalo St. and North Meadow St. by reducing approximately 300 sf from one of the ground floor commercial spaces in an effort to improve the public realm and the quality of life of its tenants and local citizens.

Is there a likelihood that the Project would not be undertaken but for the financial assistance provided by the Agency?  Yes  No

If yes, describe the reasons why the Agency's financial assistance is necessary and the effect the Project will have on the Applicant's business or operations. Focus on competitiveness issues, project shortfalls, etc.:

Assistance is necessary for the project due to unparalleled pressures on the local housing market and the wider industry, which is experiencing a significant increase in costs within a challenging financial market. The prices of goods used in residential construction have increased year over year and have risen significantly since the start of the global pandemic according to the latest Producer Price Index (PPI) released by the Bureau of Labor Statistics (BLS). To these increased hard costs, we add the growing soft costs of development entitlement and charges levied by local municipalities. Additionally, the project is unlikely to raise private investor capital and bank financing without the CIITAP abatement, which in such scenario, is predicted to achieve a sub-10% cash-on-cash return.

If no, provide a narrative indicating why the Project should be undertaken by the Agency: N/A

If the Applicant is unable to obtain financial assistance for the Project what will be the impact on the County/City/Town/Village?

The viability of this project's construction is dependent on CIITAP approval.

The Citizen intends to contribute to the City's stated goals of increasing density and encouraging compact mixed-use development at the West End. The applicant also believes The Citizen can help contribute to enhancing the connection between the West End to the West State corridor, bringing new life to an area that has struggled for attention.

Additionally, the project is located in a New York State's Qualified Opportunity Zones (QOZ). QOZs are designated distressed communities where NYS wants to encourage economic development, job creation, increased access to goods and services, and improved quality of life for residents in these communities.

Without the financial support provided by this program, this project will be unfeasible and the City and NYS will be passing on the opportunity for a development that will help advance the so needed West End revitalization.

Describe what green building practices you plan to use:

The project team designed the Citizen to meet the Ithaca Energy Code Supplement's 2023 requirements contributing significantly to Ithaca's commitment to reducing greenhouse gas emissions. The Citizen The Citizen is an all-electric building and meets the twelve required points from the Compliance Path/Easy Path, including but not limited to providing heat pumps for space heating, electric stoves, and ventless heat pump clothes dryers. Additionally, the project meets the development density and walkability criteria. It has a sub-1.0 parking ratio to encourage walking, bicycling, bus use, and other light or shared modes.

Will this project result in a regular increase in overnight visitors to your facility (e.g. for training programs)?

Yes     No

If yes, number of visitors per year:          N/A  

Average duration of stays (days):          N/A  

**Occupancy**

Select Project type for all end users at Project site (select all that apply):

- |  |   |
|--|---|
| <input type="checkbox"/> <i>Industrial</i>                       | <input type="checkbox"/> <i>Service*, **</i>                    |
| <input type="checkbox"/> <i>Acquisition of existing facility</i> | <input type="checkbox"/> <i>Back office</i>                     |
| <input checked="" type="checkbox"/> <i>Housing</i>               | <input checked="" type="checkbox"/> <i>Mixed use</i>            |
| <input checked="" type="checkbox"/> <i>Multi-tenant</i>          | <input type="checkbox"/> <i>Facility for aging</i>              |
| <input checked="" type="checkbox"/> <i>Commercial</i>            | <input type="checkbox"/> <i>Civic facility (not for profit)</i> |
| <input checked="" type="checkbox"/> <i>Retail*, **</i>           | <input type="checkbox"/> <i>Other</i>                           |

*\* For Purposes of this question, the term "retail sales" means (1) sales by a registered vendor under Article 28 of the Tax Law 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, or (2) sales of a service to customers who personally visit the project location.*

*\*\* If Applicant checked "retail" or "service," complete the Retail Questionnaire contained in Section X.*

List the name(s), nature of business of proposed tenant(s), and percentage of total square footage to be used for each tenant (additional sheets may be attached, if necessary):

<b><i>Business</i></b>	<b><i>Nature of Business</i></b>	<b><i>% of total square footage</i></b>
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1.	Multifamily residential and amenities	Market-rate rental housing	85% (78,843)
2.	Retail spaces for lease	Available for commercial tenants rent	2,4 % (2,250 sf)
3.	Ground-level parking and utilities + Tenant amenities	Available for tenants to rent and use	12,6% (11,707 sf)

#### IV. PROJECT COSTS AND FINANCING

##### Project Costs

		Amount (\$)
Land and/or Building Acquisition:	<u>0.57</u> acres <u>0.57</u> square feet	<u>\$735,000</u>
New Building Construction:	<u>92,800</u> square feet	<u>\$21,239,862</u>
Building Addition(s):	<u>N/A</u> square feet	<u>N/A</u>
Infrastructure Work:		<u>N/A</u>
Reconstruction/Renovation:	<u>N/A</u> square feet	<u>N/A</u>
Manufacturing Equipment:		<u>N/A</u>
Non-Manufacturing Equipment (furniture, fixtures, etc.):		<u>N/A</u>
Soft Costs (professional services, etc.):		<u>\$ 2,524,903</u>
Other (Specify):	<u>Fin. fee, reserves, dev. fee</u>	<u>\$ 1,872,043.00</u>
	TOTAL:	<u>\$ 26,371,808</u>

Have any of the above costs been paid or incurred as of the date of this application?     Yes     No

If yes, describe particulars: Project costs incurred have included design and engineering costs, third-party surveys and reports, municipal application fees, land acquisition, and legal costs.

##### Sources of Funds for Project Costs

Bank Financing	<u>\$ 20,000,001</u>
Equity	<u>\$ 6,371,807</u>
Tax Exempt Bond Issuance (if applicable)	<u>N/A</u>
Taxable Bond Issuance (if applicable)	<u>N/A</u>
Public Sources (Include sum total of all state and federal grants and tax credits)	<u>N/A</u>

Identify each State and federal grant/credit:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 N/A  
 \_\_\_\_\_  
 N/A  
 \_\_\_\_\_  
 N/A  
 \_\_\_\_\_

Total sources of funds for Project costs: \$ 26,371,808

Project refinancing of existing debt only (estimated): N/A

\$ 20,000,001

Amount of anticipated financing from a lending institution: \$ \_\_\_\_\_

*Note: The applicant must inform the TCIDA/TCDC at the time of issuance of commitment letter if the financing will exceed the amount stated here.*

**V. VALUE OF INCENTIVES**

**Property Tax Exemption:** (Agency staff will fill out property tax exemption information based on information submitted by the applicant).

*See attached.*

**Assumptions:** \$\_\_\_\_ Value of increase in assessment  
 \_\_\_\_Annual increase in assessment/tax rate

**New taxes paid:** \$ \_\_\_\_\_ **Taxes Abated:** \$ \_\_\_\_\_

Year	County	School	City/Town	Village	Total	County	School	City/Town	Village	Total
1										
2										
3										
4										
5										
6										
7										
Totals										

If the applicant is requesting incentives that are greater than the Agency's Standard Tax Exemption (7 years), please provide a description of the incentive and a justification:

The applicant is seeking a 10-year TCIDA Abatement based on the financial need of the project. As presented in our financials, the cash-on-cash return is below 10% every operating year (averaging 6.3%), not including the refinance.

**Sales and Use Tax Benefit:**

Gross amount of costs for goods and services that are subject to State and local sales and use tax – said amount to benefit from the Agency’s sales and use tax exemption benefit:	\$ 9,475,588
Estimated State and local sales and use tax benefit (product of sales and use tax amount as indicated above multiplied by 8%)	\$ 758,047

*Note: The estimate provided above will be provided to the New York State Department of Taxation and Finance and represents the maximum amount of sales and use tax benefit that the Agency may authorize with respect to the application.*

**Mortgage Recording Tax Benefit:**

Mortgage Amount (include construction/permanent/bridge financing/refinancing):	\$ 20,000,001
Estimated mortgage recording tax exemption benefit (product of mortgage amount as indicated above multiplied by .0025):	\$50,000

**Complete for bond applicants only:** *(Projected 25 year borrowing term)*

	<b>Without Bonds</b>	<b>With Bonds</b>
First Year Debt Service	\$ <u>N/A</u>	\$ <u>N/A</u>
Total Debt Service	\$ <u>N/A</u>	\$ <u>N/A</u>

**Percentage of Project costs financed from public sector:**

A. Total Project Cost	\$ 26,371,808
B. Estimated Value of PILOT	\$ <u>2,957,552</u>
C. Estimated Value of Sales Tax Incentive	\$ <u>758,047</u>
D. Estimated Value of Mortgage Tax Incentive	\$ <u>50,000</u>
E. Total Other Public Incentives (tax credits, grants, ESD incentives, etc.)	\$ <u>N/A</u>

Calculation of percentage of Project costs financed from public sector: 14.27 %  
(Total B + C + D + E above / Total Project Cost)



**VI. EMPLOYMENT INFORMATION**

*Note: Annual employment reporting will be required during the course of the abatement.*

Describe the benefits you offer to your employees: N/A

Describe the internal training and advancement opportunities you offer to your employees: N/A

**Employment Plan**

Occupation in Company	Current (Retained) Permanent FTE* Jobs		Projected New Permanent FTE* Jobs			
	Average Annual Salary Ranges/ Hourly Wage	Number of Employees	Year 1	Year 2	Year 3	Total New Jobs
Professional						
Clerical						
Sales						
Services						
Construction						
Manufacturing						
High Skilled						
Medium Skilled						
Basic Skilled						
Other (describe)						
<b>Total</b>						

\* Full Time Equivalent (FTE) employee is equal to 40 hours a week worked. Two or more Part-time employees whose total weekly hours add up to 40 hours are counted as one FTE.

What percentage of your current positions are occupied by women?   N/A   %

What percentage of your current positions are occupied by minorities?   N/A   %

Estimated percentage of new hires who would be unemployed at time of hire:   N/A   %

Estimate the number of residents of the labor market area in which the Project is located that will fill the projected new jobs to be created. (The Agency defines the labor market area as Tompkins County and the contiguous counties; Cayuga, Seneca, Schuyler, Chemung, Tioga, and Cortland Counties)   N/A  

Are you willing to pay a livable wage, as defined by the Alternatives Federal Credit union (AFCU) of Ithaca, NY to all employees for the duration of the abatements?  Yes  No

If no, estimate the percentage of the current workforce whose wages meet or exceed the livable wage, as defined by AFCU.  N/A  %

Please describe your strategy for ensuring diversity in hiring:  N/A

**VII. CONSTRUCTION LABOR**

*Note: Applicants will be required to comply with the Agency's Local Labor Utilization Policy.*

**Will you use contractors who:**

- |   |   |                     |  |
|---|---|---------------------|--|
| Have a certified apprenticeship program | <input type="checkbox"/> Yes            | <u>          </u> % | <input checked="" type="checkbox"/> No |
| Pay a prevailing wage                   | <input type="checkbox"/> Yes            | <u>          </u> % | <input checked="" type="checkbox"/> No |
| Use local labor                         | <input checked="" type="checkbox"/> Yes | <u>          </u> % | <input type="checkbox"/> No            |

**Estimate the number of construction jobs**  150  at peak times

**VIII. ENVIRONMENTAL REVIEW AND PERMITTING**

*Environmental Assessment Form –  Short Form  Long Form*

Submitted to:  City of Ithaca   
 Agency Name:  Planning and Development Board   
 Agency Address:  108 E Green St   
 City:  Ithaca  State:  NY  Zip:  14850   
 Date of submission:  02/28/2022  Status of submission:  CEQR Neg Dec / Final Site Plan Approval

*The Applicant must comply with the State Environmental Quality Review Act (SEQRA) before the Agency can vote on proposed financial incentives. It is the applicant's responsibility to provide a copy of the-SEQRA determination by another entity.*

Please describe any short-term construction impacts or other long-term impacts to existing or adjacent businesses/tenants as well as any mitigations that were identified as part of the environmental review and or permitting process:

The City Planning Board determined, as elaborated in the SEAF Part 3, that the proposed project will result in no significant adverse impacts on the environment and a Negative Declaration for purposes of Article 8 of the Environmental Conservation Law was issued in accordance with the provisions of Part 617 of SEQRA.

**Permits:** Describe other permits required and status of approval process.

<b><i>Permit</i></b>	<b><i>Status</i></b>
1. <u> CEQR Neg Dec </u>	<u> Received on 01/31/2023 </u>
2. <u> Preliminary and Final Site Plan approval </u>	<u> Received on 02/28/2022 </u>

3. Building Permit	Will be pursued soon
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**IX. OTHER**

Do you have anything else you would like to tell the TCIDA regarding this project?

Visum believes The Citizen will provide much needed housing in the West End area and improve the quality of life of local residents by redeveloping a parcel that currently contains a blighted building into high-quality modern housing.

This project will create new jobs in New York’s Southern Tier by adding 2,250 sf of retail and help realize the City’s vision for creating a more vibrant and economically prosperous West End neighborhood.

Lastly, as mentioned, the project is located in a New York State’s Qualified Opportunity Zones (QOZ), which consists of designated distressed communities where NYS wants to encourage economic development, job creation, increased access to goods and services, and improved quality of life for the residents in these communities.

**X. RETAIL QUESTIONNAIRE (Fill out if end users are “retail” or “service” as identified in Section III)**

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the project site to undertake either a retail sale transaction or to purchase services.

- A. Will any portion of the Project (including that portion of the cost to be financed from equity or other sources) consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site? x Yes       No

If yes, please continue. If no, do not complete the remainder of the retail questionnaire and proceed to the next section of the application.

*For Purposes of this question, the term “retail sales” means (1) sales by a registered vendor under Article 28 of the Tax Law 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, or (2) sales of a service to customers who personally visit the project location.*

- B. 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? 2,42 %

If the answer is less than 33.33% do not complete the remainder of the retail determination and proceed to the next section of the application.

If the answer to Question A is Yes AND the answer to Question B is greater than 33.33%, indicate which of the following questions below apply to the Project:

1. Will the Project be operated by a not-for-profit corporation?  Yes       No

2. Is the Project location or facility likely to attract a significant number of visitors from outside Tompkins County?  Yes  No

If yes, please provide a third party market analysis or other documentation supporting your response.

3. Will the Project make available goods or services which are not currently reasonably accessible to the residents of the municipality within which the proposed Project would be located?  Yes  No

If yes, please provide a third party market analysis or other documentation supporting your response.

4. Will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?  Yes  No

If yes, explain: N/A

**XI. INTER-MUNICIPAL MOVE DETERMINATION**

The Agency is required by State law to make a determination that, if completion of a Project benefiting from the Agency financial assistance results in the removal of an industrial or manufacturing plant of the Project occupant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the project occupant located within the State, Agency financial assistance is required to prevent the Project occupant from relocating out of the State, or is reasonably necessary to preserve the Project occupant’s competitive position in its respective industry.

Will the Project result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the State?  Yes  No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the State?  Yes  No

If yes to either question explain how notwithstanding the aforementioned closing or activity reduction the Agency’s financial assistance is required to prevent the Project from relocating out of the State or is reasonably necessary to preserve the Project occupant’s competitive position in its respective industry:  
N/A

Does the Project involve relocation or consolidation of a Project occupant from another municipality:

Within New York State:  Yes  No

Within County/City/Town/Village:  Yes  No

If yes to either question above, please explain: N/A

**XII. PAYMENT IN LIEU OF PROVIDING AFFORDABLE HOUSING UNITS**

If this project is subject to a payment in lieu of providing affordable housing units on site per the Workforce Housing Policy, when will the payment be made?

At PILOT closing

X Equal installments over the first three years of operation (subject to a deferral fee of 20% of the payment amount due at closing)

## REPRESENTATIONS, CERTIFICATIONS AND INDEMNIFICATION

Todd Fox (name of CEO or other authorized representative of Applicant)

confirms and says that he/she is the Managing Member (title) of 602 W Buffalo QOZB LLC (name of corporation or other entity) named in the attached Application (the "Applicant"), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and 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 proposed 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 proposed Project must 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 Entitle") of the service delivery area created by the Federal Job Training Partnership Act (Public Law 97-300) ("JTPA") in which the proposed Project is located.
- B. First Consideration for Employment. In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must 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 proposed Project.
- C. Employment Reports. The Applicant understands and agrees that, if the proposed Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization, local construction labor utilization and such other information (collectively, "Employment Reports") that may be required from time to time on such appropriate forms as designated by the Agency. Failure to provide Employment Reports within 30 days of an Agency request shall be an Event of Default under the PILOT Agreement between the Agency and Applicant and, if applicable, an Event of Default under the Project Agreement between the Agency and Applicant.
- D. Local Labor Utilization Reporting. The Applicant understands and agrees that, if the proposed Project receives any Financial Assistance from the Agency, the Applicant agrees to comply with the Local Labor Utilization Policy, which requires providing documentation that construction bids were solicited from local firms and monthly construction labor reporting as outlined in the Policy.
- E. Diversity and Inclusion. The Applicant understands and agrees that, if the proposed Project receives Financial Assistance from the Agency, the Applicant agrees to comply with the Diversity and Inclusion Policy, which requires owner-occupied facilities and facilities with on-site employees to join the Tompkins County Diversity Consortium and provide annual reports on the make up of the workforce and efforts to increase diversity and inclusion as outlined in the Policy.

- F. Hold Harmless Provision. The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the Agency incurred in connection with any actions required to be taken by the Agency in furtherance of the Application including the Agency's costs of general counsel and/or the Agency's bond/transaction counsel whether or not the Application, the proposed Project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and agrees that the Agency shall not be liable for and agrees to indemnify, defend, and hold the Agency harmless from and against any and all liability arising from or expense incurred by: (i) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (ii) the Agency's acquisition, construction and/or installation of the Project described therein and (iii) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing.
- G. Sales Tax. In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed 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. Copies of all filings shall be provided to the Agency.

Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law and the policies of the Agency that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project, may be subject to recapture and/or termination by the Agency under such terms and conditions as will be established by the Agency and set forth in transaction documents to be entered into by and between the Agency and the Applicant.

- H. Fees. By executing and submitting this Application, the applicant covenants and agrees to pay the following fees:
- (i) A non-refundable application fee of \$1,000 due at time of application submission.
  - (ii) An Administrative Fee in accordance with the "fees" section of the Agency's Uniform Tax Exemption Policy (UTEP) effective as of the date of this application, to be paid at transaction closing (unless otherwise outlined in the Project Agreement or authorizing resolution). This fee (unless otherwise outlined in the UTEP) will be equal to 1% of the project costs that are positively impacted by IDA incentives. This includes the value of construction or renovations of improvements to property that is impacted by property and sales tax abatement and the value of machinery, furniture, fixtures and equipment that are impacted by the sales tax abatement.
  - (iii) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel or bond/transaction counsel, and (2) other consultants retained by the Agency in connection with the proposed Project; with all such charges to be paid by the Applicant at the closing or, if the closing does not occur, within ten (10) business days of receipt of the Agency's invoices therefore please note that the Applicant is entitled to receive a written estimate of fees and costs of the Agency's bond/transaction counsel; Agency transaction counsel fees shall be an amount equal to one-third (1/3) of the Agency's Administrative Fee set forth in (ii) above with a minimum fee of \$20,000 plus out of pocket expenditures unless otherwise agreed to in writing for smaller projects.
  - (iv) The cost incurred by the Agency and paid by the Applicant, including bond/transaction counsel and the Agency's general counsel's fees and the processing fees, may be considered as a cost of the Project and included in the financing of costs of the proposed Project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.

If the Applicant fails to conclude or consummate necessary negotiations, or fails, 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 find buyers willing to purchase the bond issue requested, or if the Applicant is unable to facilitate the sale/leaseback or lease/leaseback transaction, then, upon presentation of an invoice, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

- I. FOIL. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.
- J. Financial Review. The Applicant acknowledges that the Agency shall undertake an assessment of all material information included in connection with the Application for Financial Assistance as necessary to afford a reasonable basis for the decision by the Agency to provide Financial Assistance for the Project, including, but not limited to qualification of the proposed project under the GML (including any retail analysis, as applicable), conducting a full application review, review of applicant financial history and project pro-formas, and consideration of all local development priorities.
- K. The Applicant represents and warrants that the information contained in this Application, to the best of the Applicant's knowledge, is true, accurate and complete.
- L. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, State and federal tax, worker protection and environmental laws, rules and regulations.
- M. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provisions of Section 859-a(5) and Section 862(1) of the New York General Municipal Law.
- N. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement in the Project.
- O. The Applicant and the individual executing this application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this application when acting hereon and hereby represents that the statements made herein 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.

Signature: \_\_\_\_\_

Print Name: Todd Fox

Title: Managing Member

Company: 602 W Buffalo QOZB LLC

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



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

On the \_\_ day of \_\_\_\_\_in the year 20\_\_, before me, the undersigned, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

**NEW YORK STATE FINANCIAL REPORTING  
REQUIREMENTS FOR INDUSTRIAL DEVELOPMENT AGENCIES**

Please be advised that the New York General Municipal Law imposes certain reporting requirements on IDAs and recipients of IDA financial assistance. Of particular importance to IDA applicants is Section 859 (copy attached). This section requires IDAs to transmit financial statements within 90 days following the end of an Agency’s fiscal year ending December 31, prepared by an independent, certified public accountant, to the New York State Comptroller, the Commissioner of the New York State Department of Economic Development. These audited financial statements shall include supplemental schedules listing the following information:

1. All straight-lease (“sale-leaseback”) transactions and whether or not they are obligations of the Agency.
2. All bonds and notes issued, outstanding or retired during the period and whether or not they are obligations of the Agency.
3. All new bond issues shall be listed and for each new bond issue, the following information is required:
  - a. Name of the project financed with the bond proceeds.
  - b. Whether the project occupant is a not-for-profit corporation.
  - c. Name and address of each owner of the project.
  - d. The estimated amount of tax exemptions authorized for each project.
  - e. Purpose for which the bond was issued.
  - f. Bond interest rate at issuance and, if variable, the range of interest rates applicable.
  - g. Bond maturity date.
  - h. Federal tax status of the bond issue.
  - i. Estimate of the number of jobs created and retained for the project.
4. All new straight lease transactions shall be listed and for each new straight lease transaction, the following information is required:
  - a. Name of the project.
  - b. Whether the project occupant is a not-for-profit corporation.
  - c. Name and address of each owner of the project.
  - d. The estimated amount of tax exemptions authorized for each project.
  - e. Purpose for which each transaction was made.
  - f. Method of financial assistance utilized for each project, other than the tax exemptions claimed by the project.
  - g. Estimate of the number of jobs created and retained for the project.

Please sign below to indicate that you have read and understood the above.

Signature: \_\_\_\_\_

Print Name: Todd Fox

Title: Managing Member

Company: 602 W Buffalo QOZB LLC

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