

**SECOND AMENDMENT TO
PROJECT AGREEMENT**

THIS SECOND AMENDMENT TO PROJECT AGREEMENT (hereinafter, this “Amendment”), made as of December 4, 2024, by and between the **TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 119 E. Seneca Street, Suite 200, Ithaca, New York 14850 (the “Agency”) and **PG CARPENTER PARK MIXED USE, LLC**, a New York limited liability company formed and validly existing under the laws of the State of New York, with offices at 46 Prince Street, Suite 2003, Rochester, New York 14607 (the “Company”).

W I T N E S S E T H:

WHEREAS, the Agency and Company previously entered into a certain Project Agreement, dated as of December 28, 2021, as amended pursuant to that certain First Amendment to Project Agreement, dated as of June 11, 2024 (the “Original Project Agreement”) in connection with a certain Project (as defined within the Original Project Agreement); and

WHEREAS, the Company is obtaining certain permanent financing in connection with the Project; and

WHEREAS, the Agency and Company desire to amend the Original Project Agreement to amend certain notice provisions of the Original Project in accordance with the terms hereof.

NOW THEREFORE, in consideration of the covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is mutually agreed as follows:

1. Section 7.3 to the Original Project Agreement is amended by adding the following:

To the Lender: Five Star Bank
 100 Chestnut Street
 Rochester, New York 14604
 Attention: Commercial Loan Operations

With a copy to: Phillips Lytle LLP
 28 East Main Street, Suite 1400
 Rochester, New York 14614
 Attention: Raymond L. Ruff, Esq.


2. All other provisions of the Original Project Agreement shall remain unchanged and in full force and effect in accordance with the terms thereof.

3. This Amendment may be executed in any number of counterparts each of which shall be deemed an original but which together shall constitute a single instrument.

[Signature Page to Second Amendment to Project Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

TOMPKINS COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Name: Heather McDaniel
Title: Administrative Director

PG CARPENTER PARK MIXED USE, LLC

By: _____
Name: Andrew Bodewes
Title: Authorized Person

[Signature Page to Second Amendment to Project Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.


TOMPKINS COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____

Name: Heather McDaniel

Title: Administrative Director

PG CARPENTER PARK MIXED USE, LLC

By:  _____

Name: Andrew Bodewes

Title: Authorized Person