

TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY

AND

PG CARPENTER PARK MIXED USE, LLC

SECOND AMENDMENT TO TAX AGREEMENT

Dated as of December 4, 2024

Tax Map Number:
Portion of 36.-1-3.51

Address:
Third Street
City of Ithaca
Tompkins County, New York

SECOND AMENDMENT TO TAX AGREEMENT

THIS SECOND AMENDMENT TO TAX AGREEMENT (this "Amendment") is made as of December 4, 2024 (the "Effective Date") and is by and between **TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices located at 119 E. Seneca Street, Suite 200, Ithaca, New York 14850 (the "Agency") and **PG CARPENTER PARK MIXED USE, LLC**, a limited liability company duly organized 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").

WHEREAS, the Company and the Agency entered into that certain Tax Agreement dated as of December 1, 2021, as amended pursuant to that certain First Amendment to Tax Agreement, dated as of June 1, 2024 (the "Tax Agreement") pursuant to which the Company receives certain real property tax benefits relating to the Facility (as such term is defined in the Tax Agreement); and

WHEREAS, the parties hereto wish to amend the Tax Agreement by amending certain notice provisions of said Tax Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. All of the recitals contained above are hereby incorporated herein by reference.
2. Section 8.2 of the Tax Agreement is hereby 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.

3. Except as modified by the terms of this Amendment, all other terms, covenants and conditions of the Tax Agreement are hereby ratified and confirmed.

4. This Amendment may be simultaneously executed in several counterparts, each of which shall be an original and all of which together shall constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

[Signature Page to Second Amendment to Tax Agreement]

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Amendment as of the Effective Date.

**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 Tax Agreement]

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Amendment as of the Effective Date.


**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