

FINAL RESOLUTION

(Great Point Opportunity Fund (A) QOZB, LLC Project – Tax Agreement Benefit)

A regular meeting of the City of Yonkers Industrial Development Agency was convened on June 23, 2021.

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

Resolution No. 06/2021 - 12

RESOLUTION OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”): (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY WITH RESPECT TO THE GREAT POINT OPPORTUNITY FUND (A) QOZB, LLC PROJECT; (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF A TAX AGREEMENT AND TAX AGREEMENT MORTGAGE (iii) 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 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the “Act”), the **CITY OF YONKERS 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 civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **GREAT POINT OPPORTUNITY FUND (A) QOZB, LLC**, a Delaware limited liability company (the “Company”), has submitted an application, as amended (as so amended, the “Application”) to the Agency requesting the Agency's assistance with respect to a certain project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest, by lease from the Company, to a parcel or parcels of land located at part of 10 Woodworth Avenue; 43, 45 and 51 Wells Avenue; 55, 49, 35 and 21 Atherton Street, former Atherton Street, City of Yonkers, New York (collectively, the “Land”) and the existing improvements located thereon consisting principally of existing surface parking in the City of Yonkers, New York (collectively, the “Existing Improvements”); (ii) the construction on the Land of up to approximately 109,500 square feet comprising: (a) up to approximately 70,000 square feet of studio space (including mill space) consisting of two (2) up to approximately 20,000 square foot studios; one (1) up to approximately 10,000 square foot studio with additional support/accessory spaces for studios (part of the first-floor studio space will be used for set construction depending on the particular filming) and (b) 38,600 square feet of ancillary spaces on the second and third floors (19,300 square feet per floor); and (c) up to approximately 363 parking spaces and other improvements (collectively the “Improvements”); (iii) the acquisition and installation in and around the Existing Improvements and Improvements of certain items of equipment and other tangible personal property (the “Equipment”; and, collectively with the Land, the Existing Improvements and the Improvements, the “Facility”); and (iv) providing “financial assistance” to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the

acquisition, construction and equipping of the Project, (b) a partial real property tax abatement structured through a payment in lieu of tax agreement (the “Real Property Tax Abatement Benefits”), and (c) a mortgage recording tax exemption as permitted by New York State Law (collectively, the “Financial Assistance”); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on March 10, 2020, at approximately 3:15 p.m., at the offices of Agency at 470 Nepperhan Avenue, Suite 200, Yonkers, New York 10701, 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. A copy of the Notice of Public Hearing - published and forwarded to the affected taxing jurisdictions with Notice Letter at least ten (10) days prior to said Public Hearing is attached to the 2020 Authorizing Resolution (as defined below) as Exhibit A thereto, along with the Affidavit of Publication of The Journal News, and Minutes of the Public Hearing; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as “SEQRA”), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the City of Yonkers Planning Board as lead agency, conducted a coordinated review of the Project pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as “SEQRA”), which resulted in the issuance of a negative declaration by the City of Yonkers Planning Board dated January 15, 2020 (the “Negative Declaration”) attached to the 2020 Authorizing Resolution as Exhibit B thereto, concluding the SEQRA process; and

WHEREAS, to facilitate the construction and financing of the Project, on March 30, 2020, the Agency adopted a resolution (the “2020 Authorizing Resolution”) (i) authorizing, among other things, the Agency to provide to the Company Financial Assistance in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project and (b) a mortgage recording tax exemption as permitted by New York State Law (collectively, the “2020 Financial Assistance Benefits”) and (ii) ratifying the Negative Declaration for the Project; and

WHEREAS, in furtherance of the 2020 Authorizing Resolution and in order to confer the 2020 Financial Assistance Benefits, the Agency and the Company executed and entered into to the Agent Agreement, the Lease Agreement and the Leaseback Agreement (each as defined in the 2020 Authorizing Resolution) and related documents with respect to the Project; and

WHEREAS, in order to confer the Real Property Tax Abatement Benefits, it is contemplated that the Agency (i) enter into an amended and restated Agent Agreement (as so

amended, the "Amended and Restated Agent Agreement"), (ii) negotiate and enter into an amended and restated Lease Agreement (as so amended, the "Amended and Restated Lease Agreement"), amended and restated Leaseback agreement (as so amended, the "Amended and Restated Leaseback Agreement"), tax agreement (the "Tax Agreement"), a tax agreement mortgage, if required by the Agency (the "Tax Agreement Mortgage", and collectively with the Amended and Restated Agent Agreement, the Amended and Restated Lease Agreement, the Amended and Restated Leaseback Agreement and the Tax Agreement, the "Agency Documents") and related documents and (iii) provide Financial Assistance to the Company in the form of the Real Property Tax Abatement Benefits.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency is hereby authorized to provide to the Company the Financial Assistance in the form of the Real Property Tax Abatement Benefits structured through the Tax Agreement.

Section 2. The Chairman, Vice Chairman, President, Executive Director, Secretary and/or the CFO of the Agency are hereby authorized, on behalf of the Agency, to negotiate and enter into (i) the Amended and Restated Agent Agreement, (ii) the Amended and Restated Lease Agreement, (iii) the Amended and Restated Leaseback Agreement and (iv) the Tax Agreement and Tax Agreement Mortgage; *provided, that*, (a) the rental payments under the Amended and Restated Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project and (b) the terms of the Tax Agreement are consistent with the Agency's Uniform Tax Exemption Policy ("UTEP") or the procedures for deviation have been complied with.

Section 3. The Chairman, Vice Chairman, Executive Director and/or the Secretary of the Agency are hereby authorized, on behalf of the Agency, to execute, deliver and record any of the Agency Documents; 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 Chairman, Vice Chairman, Executive Director and/or the Secretary of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, Executive Director and/or the Secretary 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 5. 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 6. These Resolutions shall take effect immediately upon adoption.

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

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Mayor Mike Spano	[✓]	[]	[]	[]
Peter Kischak	[✓]	[]	[]	[]
Marlyn Anderson	[✓]	[]	[]	[]
Melissa Nacerino	[✓]	[]	[]	[]
Hon. Cecile D. Singer	[✓]	[]	[]	[]
Henry Djonbalaj	[✓]	[]	[]	[]
Robert Espiritu	[]	[]	[]	[×]

The Resolutions were thereupon duly adopted.

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