

## AMENDMENT AND RATIFICATION RESOLUTION

*(Miroza Tower LLC Project)*

A regular meeting of the City of Yonkers Industrial Development Agency (the “Agency”) was convened in public session on October 30, 2025.

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

### **Resolution No. 10/2025 - \_\_10\_\_**

#### RESOLUTION OF AGENCY RATIFYING CERTAIN CHANGES TO THE MIROZA TOWER LLC PROJECT AND THE AMENDMENT OF THE PROJECT DOCUMENTS IN FURTHERANCE THEREOF

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 (the “State”), as amended (hereinafter collectively called the “Act”), 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, by resolution dated January 23, 2024, as amended by resolution dated April 23, 2024 (the “Resolution”), the Agency appointed **MIROZA TOWER LLC** (the “Company”) the true and lawful agent of the Agency for purpose of a certain project (the “Project”) consisting of: (A) the acquisition or retention of the land, including, but not limited to, all easements, licenses, and other real property interests owned or controlled by the Company where improvements benefitting the Project are situated, commonly known as 44 Hudson Street York (Section 1, Block 502, Lot 1.10) and 56-60 Buena Vista Avenue (Section 1, Block 511, Lot 31) (the “Original Off-Site Parking”), Yonkers, New York (collectively, the “Land”); (B) the construction on the Land of a new 25 story multi-family residential building containing: (i) approximately 250 residential rental units of which 25 units will be income restricted, (ii) residential amenities including among others a library, conference room, gym, a rooftop garden and children’s playroom, (iii) approximately 1,699 sq ft of retail space, and (iv) an on-site garage containing approximately 222 parking spaces as well as approximately 25 parking spaces at the Original Off-Site Parking (the “Improvements”); and (C) the acquisition and installation in and around the Improvements of certain items of equipment and other tangible personal property (the “Equipment”, which together with the Land and Improvements are the “Facility”); and

WHEREAS, in furtherance of the Project, the Agency, the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the “Corporation”), and the Company entered into various agreements, including: (i) that certain Project Agreement, dated as of May 17, 2024 (the “Project Agreement”), (ii) that certain Lease Agreement, dated May 17, 2024, a memorandum of which was recorded in the Office of the Westchester County Clerk on July 22, 2024, at Control Number 641153395 (collectively, the “Company Lease”), (iii) that certain Leaseback Agreement, dated as of May 17, 2024, a memorandum of which was recorded in the Office of the Westchester County Clerk on July 22, 2024, at Control Number 621153419 (collectively, the “Leaseback Agreement”), (iv) that certain Rider to Lease Agreement and Leaseback Agreement, dated as of May 17, 2024

(the “Rider”), which was recorded in the Office of the Westchester County Clerk on July 22, 2024, at Control Number 641163139, (v) that certain Tax Agreement, May 17, 2024 (the “Tax Agreement”), (vi) that certain Tax Agreement Mortgage, dated as of May 17, 2024, by and between the Company and the Corporation, which was recorded in the Office of the Westchester County Clerk on July 22, 2024, at Control Number 641443159, (vii) that certain Environmental Compliance and Indemnification Agreement, May 17, 2024 (the “Environmental Compliance Agreement”), and (viii) related certificates and other documents (the “Related Documents”); and together with the Project Agreement the Company Lease, the Leaseback Agreement, the Tax Agreement, and the Environmental Compliance, the “Agency Agreements”); and

WHEREAS, by correspondence dated September 17, 2025, attached hereto as Exhibit A, the Company submitted a request to the Agency to modify the Project, with respect to certain portions of the real property subject to the Agency Agreements, due to a planned exchange of certain adjacent parcels and/or portions of parcels of real property, and will be an in kind exchange affecting the Off-Site Parking (the “Lot Swap”); and

WHEREAS, pursuant to a certain Purchase and Sale Agreement, dated as of February 4, 2025, as amended by that certain First Amendment to Purchase and Sale Agreement, dated as of April 3, 2025, by and between the Company and 13 Hawthorne Yonkers, LLC, 15 Hawthorne Yonkers AMS LLC, 17 Hawthorne Yonkers AMS LLC, 52 BV Yonkers AMS LLC and 56-60 BV Yonkers AMS LLC (collectively, “AMS”) agreed to an in-kind exchange for adjacent parcels, including a portion of the Original Off-Site Parking; and

WHEREAS, the Company conveyed fee title to a portion of the Original Off-Site Parking to AMS and AMS conveyed fee title to 13 Hawthorne Avenue (Section: 1, Block: 511, Lot: 11; f/k/a 13, 15, and 17 Hawthorne Avenue (Section 1, Block: 511, Lots: 11, 12, and 13), p/o 60 Buena Vista Avenue (p/o Section: 1, Block: 511, Lot: 30) and p/o 64 Buena Vista Avenue (Section: 1, Block: 511, Lot: 28) (the “New Off-Site Parking”) to the Company; and

WHEREAS, on or about December 19, 2024, the Company also purchased an approximately 1,035 square feet of the parcel adjacent to 44 Hudson, commonly known as p/o 25 Prospect Street (p/o Section: 1, Block: 502, Lot: 40) (the “Additional Land”), for purposes of locating certain Equipment, as well as the construction of retaining walls and access stairs, which Additional Land has been merged with 44 Hudson; and

WHEREAS, due to the City’s taxable status date, it was necessary for the Agency, the Corporation and the Company to execute and deliver (i) a certain Omnibus Amendment Agreement, dated as of October 15, 2025, (ii) a certain First Amendment to Lease Agreement and Memorandum Lease, dated as of October 15, 2025, (iii) a certain First Amendment to Leaseback and Memorandum of Leaseback, dated as of October 15, 2025, (iv) a certain First Amendment to Tax Agreement, dated as of October 15, 2025, (v) a certain Partial Release of Mortgaged Premises, dated as of October 15, 2025, (vi) a certain Amended and Restated Tax Agreement Mortgage and Spreader Agreement, dated as of October 15, 2025, and (vii) related certificates and other documents (collectively, the “Amendment Agreements”); and

WHEREAS, the Agency desires to ratify and affirm the Amendment Agreements and approve the Company Request.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency authorizes, approves and ratifies the Company Request and the Amendment Agreements.

Section 2. All acts heretofore undertaken and performed on behalf of the Agency related to the Company Request and Amendment Agreements are hereby ratified, approved and confirmed.

Section 3. 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 4. Based on (i) the City of Yonkers Planning Board Approval Resolutions dated April 9, 2025 and July 9, 2025 and (ii) the City of Yonkers Zoning Board of Appeals Negative Declaration Resolution, dated as of June 16, 2025, the Agency hereby finds and determines that the resolutions contemplated herein constitute a Type II Action pursuant to the New York State Environmental Quality Review Act, Article 8 of the New York State Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.1 et. seq., as amended ("SEQRA") and therefore no findings or determination of significance are required.

Section 5. This Resolution shall take effect immediately upon adoption.

YIDA Resolution No.10/2025-10  
Amendment and Ratification Resolution- Miroza Tower LLC Project  
October 30, 2025  
TC: Harris Beach PLLC

Date: October 30, 2025

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>Abstain</i>	<i>Absent</i>
Mayor Mike Spano	[ x ]	[ ]	[ ]	[ ]
Marlyn Anderson	[ x ]	[ ]	[ ]	[ ]
Melissa Nacerino	[ x ]	[ ]	[ ]	[ ]
Hon. Cecile D. Singer	[ x ]	[ ]	[ ]	[ ]
Henry Djonbalaj	[ x ]	[ ]	[ ]	[ ]
Roberto Espiritu	[ x ]	[ ]	[ ]	[ ]
Victor Gjonaj	[ x ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

**CERTIFICATION**  
*(Miroza Tower LLC Project)*

STATE OF NEW YORK                    )  
COUNTY OF WESTCHESTER        ) ss.:

I, SUSAN GERRY, the undersigned Secretary of the City of Yonkers Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Agency including the resolution contained therein, held October 30, 2025, with the original thereof on file in my office, 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 \_\_\_ day of October 2025.

  
\_\_\_\_\_  
Susan Gerry, Secretary

YIDA Resolution No.10/2025-10  
Amendment and Ratification Resolution- Miroza Tower LLC Project  
October 30, 2025  
TC: Harris Beach PLLC

**EXHIBIT A**

Letter of Request from the Company, dated March 20, 2024

[Attached hereto]

**RESOLUTION**  
*(Untermeyer Park Patio and Awning Installation)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on October 30, 2025.

The following resolutions were duly offered and seconded, to wit:

Resolution No. 10/2025 -   11  

**AUTHORIZING A ONE TIME EXPENDITURE OF FUNDS FOR THE  
INSTALLATION OF A CONCRETE PATIO AND AWNING AT THE  
COLA CENTER, UNTERMAYER PARK**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State"), as amended, and Chapter 83 of the Laws of 1982 of the State, 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, the Agency is empowered to do all things necessary or convenient to carry out its purposes, including advancing the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and City of Yonkers ("City") and to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, pursuant to the Act, the Agency may undertake the improvement of real property in the City for any facilities deemed necessary or desirable for economically sound purposes, including recreation facilities; and

WHEREAS, the City has requested the Agency's assistance with the construction of certain improvements, including a concrete patio and awning for public use at the Cola Center, Untermeyer Park (the "Park Improvements"); and

WHEREAS, pursuant to the holding in the case entitled *Universal Engineering Services, P.C. v City of Mount Vernon Industrial Development Agency*, Index No. 69254/2019 (Supreme Court, Westchester County), the Agency is permitted to make the expenditures in furtherance of an existing or proposed "project", as such term is defined in Act; and

WHEREAS, construction of the Park Improvements will provide a pleasant place for residents and visitors to the Cola Center, as well as employees of the surrounding businesses, including St. John's Riverside Hospital, which will advance job development in the areas surrounding Untermeyer Park, improve recreational opportunities and improve the standard of living of

WHEREAS, the City Department of Engineering has estimated the cost of the Park Improvements to be \$250,000; and

WHEREAS, the Agency desires to make a one time expenditure of funds for the Park Improvements in an amount not to exceed \$250,000; and

WHEREAS, there are sufficient funds in the Agency accounts to pay for the Park Improvements.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes and approves the expenditure of Agency funds for the Park Improvements in an amount not to exceed \$250,000.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chairperson, the Executive Director, and the staff of the Agency with respect to the matters contemplated by this resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act and all other applicable laws that relate thereto.

Section 3. The members, representatives, and agents of the Agency are hereby authorized and directed to take all actions deemed appropriate to effectuate the purposes of the foregoing resolutions including, negotiating and executing all agreements, instruments, certificates, documents, and are hereby authorized and directed to execute and deliver such other agreements, instruments, certificates, documents and instruments, subject to the approval of counsel, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by these resolutions, said execution being conclusive evidence of such approval.

Section 4. SEQRA. The Agency hereby finds and determines that the Work is an Unlisted Action pursuant to the New York State Environmental Quality Review Act, Article 8 of the New York State Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.5(c)(2), as amended and that no further action under SEQRA need be taken.

Section 5. This resolution shall be effective immediately.

October 30, 2025

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	[x ]	[ ]	[ ]	[ ]
Susan Gerry	[x ]	[ ]	[ ]	[ ]
Melissa Nacerino	[ x ]	[ ]	[ ]	[ ]
Hon. Cecile D. Singer	[x ]	[ ]	[ ]	[ ]
Henry Djonbalaj	[x ]	[ ]	[ ]	[ ]
Robert Espiritu	[x ]	[ ]	[ ]	[ ]
Victor Gjonaj	[ x ]	[ ]	[ ]	[ ]

The resolutions were thereupon duly adopted.

YIDA Resolution No.10/2025-11  
Resolution- Untermeyer Park Patio and Awning Installation  
October 30, 2025  
TC: Harris Beach PLLC

**CERTIFICATION**  
*(Untermeyer Park Patio and Awning Installation)*

STATE OF NEW YORK                    )  
COUNTY OF WESTCHESTER        ) ss.:

I, SUSAN GERRY, the undersigned Secretary of the City of Yonkers Industrial Development Agency DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the "Agency"), including the resolution contained therein, held October 30, 2025, with the original thereof on file in my office, 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 30<sup>th</sup> day of October 2025.

  
\_\_\_\_\_  
Susan Gerry, Secretary

**RESOLUTION**  
*(Daylighting Dredging)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on October 30, 2025.

The following resolutions were duly offered and seconded, to wit:

Resolution No. 10/2025 -   12  

**AUTHORIZING A ONE TIME EXPENDITURE OF FUNDS FOR  
DREDGING WORK AT THE DAYLIGHTING OF THE SAW MILL RIVER  
AND MILL STREET**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “State”), as amended, and Chapter 83 of the Laws of 1982 of the State, 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, the Agency is empowered to do all things necessary or convenient to carry out its purposes, including advancing the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and City of Yonkers (“City”) and to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, pursuant to the Act, the Agency may undertake the improvement of real property in the City for any facilities deemed necessary or desirable for economically sound purposes, including recreation facilities; and

WHEREAS, pursuant to the holding in the case entitled *Universal Engineering Services, P.C. v City of Mount Vernon Industrial Development Agency*, Index No. 69254/2019 (Supreme Court, Westchester County), the Agency is permitted to make the expenditures in furtherance of an existing or proposed “project”, as such term is defined in Act; and

WHEREAS, the City has requested the Agency’s assistance with certain work at Daylighting 1 Park (the “Park”), adjacent to Dock street, in the Downtown of the City (the “Work”); and

WHEREAS, the Work is necessary to maintain unobstructed water flow along the Saw Mill River, and to avoid the risk of backups and overflow out of the riverbed; and

WHEREAS, residents of the downtown of the City, visitors to the City and the many City and local business employees frequent the Park, and surrounding sidewalks and streets for work and recreation; and

WHEREAS, backups and overflow of water from the riverbed pose a risk to the health and safety of both people and property; and

WHEREAS, maintaining the safety, cleanliness and attractiveness of the Park advances job opportunities, recreation opportunities and standard of living of everyone frequenting the Downtown of the City, and provides an attractive, welcoming environment that supports health, general prosperity and economic welfare of the people of the State and City; and

WHEREAS, the City Department of Parks, Recreation and Conservation has estimated the cost of the Park Improvements to be \$19,450; and

WHEREAS, the Agency desires to make a one time expenditure of funds for the Work in an amount not to exceed \$19,450; and

WHEREAS, there are sufficient funds in the Agency accounts to pay for the Work.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes and approves the expenditure of Agency funds for the Work in an amount not to exceed \$19,450.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chairperson, the Executive Director, and the staff of the Agency with respect to the matters contemplated by this resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act and all other applicable laws that relate thereto.

Section 3. The members, representatives, and agents of the Agency are hereby authorized and directed to take all actions deemed appropriate to effectuate the purposes of the foregoing resolutions including, negotiating and executing all agreements, instruments, certificates, documents, and are hereby authorized and directed to execute and deliver such other agreements, instruments, certificates, documents and instruments, subject to the approval of counsel, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by these resolutions, said execution being conclusive evidence of such approval.

Section 4. SEQRA. The Agency hereby finds and determines that the Work is an Unlisted Action pursuant to the New York State Environmental Quality Review Act, Article 8 of the New York State Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.5(c)(2), as amended and that no further action under SEQRA need be taken.

Section 5. This resolution shall be effective immediately.

October 30, 2025

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	[x ]	[ ]	[ ]	[ ]
Susan Gerry	[x ]	[ ]	[ ]	[ ]
Melissa Nacerino	[x ]	[ ]	[ ]	[ ]
Hon. Cecile D. Singer	[x ]	[ ]	[ ]	[ ]
Henry Djonbalaj	[x ]	[ ]	[ ]	[ ]
Robert Espiritu	[x ]	[ ]	[ ]	[ ]
Victor Gjonaj	[x ]	[ ]	[ ]	[ ]

The resolutions were thereupon duly adopted.

**CERTIFICATION**  
*(Daylighting Dredging)*

STATE OF NEW YORK                    )  
COUNTY OF WESTCHESTER        ) ss.:

I, SUSAN GERRY, the undersigned Secretary of the City of Yonkers Industrial Development Agency DO HEREBY CERTIFY:

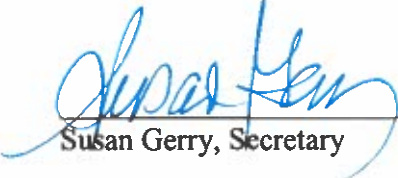
That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the "Agency"), including the resolution contained therein, held October 30, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of the 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 30<sup>th</sup> day of October 2025.

  
\_\_\_\_\_  
Susan Gerry, Secretary