

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



UTICA INDUSTRIAL DEVELOPMENT AGENCY
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0195
FAX: (315) 797-6607

Agenda

Utica Industrial Development Agency
Finance Committee – Wednesday, October 21, 2026 @ 8:30am
Utica City Hall, Utica, New York and via WebEx

- I. Call to Order
- II. Approval of Minutes (August 20, 2025)
- III. New Business

Approval of 2027 Budget

- IV. Executive Session (if required)
- V. Adjourn

Members of the public may listen to the meeting by calling
1-408-418-9388, Access code: 2557 539 4528
or joining the meeting at <https://uticaindustrialddevelopmentagency-443.my.webex.com/uticaindustrialddevelopmentagency-443.my/j.php?MTID=m3f1c08f710dcb23048ba41006ff57007>

Meeting number:
2557 539 4528

The Minutes of the Finance Committee meeting will be transcribed and posted on the UIDA website within the Regular meeting minutes.

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



UTICA INDUSTRIAL DEVELOPMENT AGENCY
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0195
FAX: (315) 797-6607

August 20, 2025 8:30a.m.
Utica Industrial Development Agency Finance Committee Meeting
City Hall, Utica, NY – WebEx Conference Call/In-Person

Members Present: Vin Gilroy, John Zegarelli, John Buffa, Kevin Martin

Excused: Haris Dervisevic

Also Present: Jack Spaeth (Executive Director), Laura Ruberto (BSK – Agency Counsel)

Others: Mike Maurizio (performance Plus Solutions), Anthony Morali and Michael Ferber (RED Adirondacks). Linda Romano (BSK), Ben Kfoury (True Storage), Bill Klehm (eBliss Global), and Ken Adamczyk (Center for Regional Growth) via WebEx

1) CALL MEETING TO ORDER: The meeting was called to order by Mr. Gilroy at 8:30a.m.

2) APPROVAL OF MINUTES: Mr. Buffa made a motion, seconded by Mr. Zegarelli to approve the minutes of the August 21, 2024 meeting.

3) NEW BUSINESS – Approval of 2026 budget

Mr. Spaeth having previously provided the 2026 budget to the members, asked if there were any questions.

There being none, Mr. Zegarelli made a motion, seconded by Mr. Buffa to approve the UIDA 2026 budget. All in favor.

5) EXECUTIVE SESSION:

Not required

6) ADJOURNMENT: There being no further business brought before the Committee, Mr. Zegarelli made a motion to adjourn, seconded by Mr. Martin and the meeting was adjourned at 8:33am.

Utica Industrial Development Agency 2027 Budget	(Adopted) 2024	(Adopted) 2025	(Adopted) 2026	Proposed 2027			
<u>REVENUE & FINANCIAL SOURCES</u>							
Operating Revenues					Charges for Services:		
Charges for services	\$200,000	\$200,000	\$200,000	\$200,000		Agency Fee Income	\$200,000
Rental & financing income							
Other operating revenues	\$99,250	\$100,000	\$104,000	\$119,750	Other Operating Revenues		
Other Financing Sources					(year denotes last year of admin fee)	Administrative Fee Income	\$119,750
Nonoperating Revenues							
State subsidies/grants					BG-Trenton Tech (2030)	\$3,000 Olbiston Apts (2055)	\$3,000
Municipal subsidies/grants					United Auto (2029)	\$3,000 311 Main St (2035)	\$3,000
Other nonoperating revenues					MacSpace (2028)	\$3,000 Johnson Park (2054)	\$3,000
Proceeds from the issuance of debt					167 Genesee St (2028)	\$3,000 ArtSpace (2055)	\$3,000
					Deerfield Place (2030)	\$3,000 1400 Broad/BGM (2033)	\$3,000
Total Revenues & Financing Sources	\$299,250	\$300,000	\$304,000	\$319,750	Doyle Hardware (2031)	\$3,000 Impact Utica - Broad St (2055)	\$3,000
					268 Genesee St, LLC (2030)	\$3,000 Impact Utica - Chancellor (2055)	\$3,000
<u>EXPENDITURES</u>					HP Lodging Assoc (2030)	\$3,000 Hotel St Owners (2037)	\$3,000
Operating Expenditures					LaFayette/Hotel Utica (2036)	\$3,000 Lahinch Utica (2037)	\$3,000
Professional services contracts	\$10,000	\$11,000	\$11,500	\$11,500	Vecino Group (2037)	\$3,000 Harbor Point Suites	\$3,000
Supplies and materials					Livingston (2037)	\$5,000 Harbor Point Hotel Ventures	\$3,000
Other operating expenditures					Mohawk Hospital Equip (2030)	\$750 Harbor Point Residences	\$3,000
Nonoperating Expenditures					Utica Property Dev (2048)	\$3,000 DePaul Columbia Sq	\$3,000
<i>Impairment Loss</i>					Lofts at Globe Mill (2048)	\$3,000 Mac-Clark Properties (2030)	\$750
Other nonoperating expenditures	\$30,000	\$30,000	\$30,000	\$70,000	Macartovin Apts (2048)	\$3,000 True Storage (2032)	\$3,000
Accounts Payable					DePaul Utica (2048)	\$3,000 Historical Park Apts (2061)	\$3,000
Development / Project	\$150,000	\$150,000	\$150,000	\$175,000	Utica Sunset Assoc (2049)	\$1,500 Impacxt Cornhill (2056)	\$3,000
					Carbone (2027)	\$3,000 Performance Plus	\$3,000
Total Expenditures	\$190,000	\$191,000	\$191,500	\$256,500	Slocum-Dickson (2030)	\$3,000 RED Adirondacks	\$3,000
Excess (deficiency) of revenues and capital contributions over expenditures	\$109,250	\$109,000	\$112,500	\$63,250	GSCB (2033)	\$3,000 AFP 101 Delta	\$750
					Utica Travelers (2033)	\$3,000 MVG	\$3,000
					Prof. Contracted Services:		
						Audit	\$9,000
						Counsel	\$2,500
							<u>\$11,500</u>
					Other Operating Expenses:		
					Other Non-Operating Expenses		
						IDA Training/Seminars/Travel	\$5,000
						Memberships	\$3,000
						Marketing	\$22,000
						Sponsorships/Promotions	\$40,000
							<u>\$70,000</u>

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



UTICA INDUSTRIAL DEVELOPMENT AGENCY
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0195
FAX: (315) 797-6607

Agenda

Utica Industrial Development Agency
Regular Meeting – Wednesday, October 21, 2026 @ 8:35am
Utica City Hall, Utica, New York and via WebEx

- I. Call to Order
- II. Approval of Minutes – June 3, 2026
- III. Old Business
 - A.
- IV. New Business

A. Utica Harbor Point LLC

Consider an inducement resolution relating to the **Utica Harbor Point, LLC (Mohawk Valley Gardens) Facility** (a) granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$1,050,000), exemptions from mortgage recording tax (valued at \$97,500) and reduction of real property tax for a period of twenty years during which time the Company will pay fixed PILOT Payments (valued at approximately \$6,931,200), which proposed financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy; (b) making the finding that the Mixed-Used Project will prevent economic deterioration by promoting employment opportunities; (c) making the finding that the Event Space Project is a "tourism destination;" (d) affirming that the requirements of SEQR have been met and (e) directing the Agency to conduct a public hearing.

B. AFP 101 Corp.

Consider an inducement resolution relating to the **AFP 101 Corp. (Delta Marriott) Facility**, (a) granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$429,000), which proposed financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy; (b) making a SEQR determination; and (c) directing the Agency to conduct a public hearing.

C. Artspace Utica Lofts, L.P.

Consider a resolution relating to the **Artspace Utica Lofts, L.P. Facility**, authorizing the form and execution of loan documents in connection with the conversion to permanent financing, subject to counsel review. No financial assistance is requested.

D. Samir Merdanovic – Discussion of potential project on Bleecker Street

E. 2027 UIDA Budget – Approval of 2027 Budget based on Finance Committee recommendation.

V. Executive Session (if required)

VI. Adjourn

Members of the public may listen to the meeting by calling
1-408-418-9388, Access code: 2557 539 4528
or joining the meeting at <https://uticaindustrialdevelopmentagency-443.my.webex.com/uticaindustrialdevelopmentagency-443.my/j.php?MTID=m3f1c08f710dcb23048ba41006ff57007>

Meeting number:
2557 539 4528

The Minutes of the Agency meeting will be transcribed and posted on the UIDA website.

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



UTICA INDUSTRIAL DEVELOPMENT AGENCY
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0195
FAX: (315) 797-6607

June 3, 2026 8:30a.m.
Utica Industrial Development Agency Regular Meeting
City Hall, Utica, NY – WebEx Conference Call (technical difficulty)/In-Person

Members Present: Vin Gilroy, Kevin Martin, John Buffa

Excused: John Zegarelli, Haris Dervisevic

Also Present: Jack Spaeth (Executive Director)

Others: Laura Ruberto (in person) and Linda Romano (BSK – Agency counsel) via phone

1) CALL MEETING TO ORDER: The meeting was called to order by Mr. Gilroy at 8:39a.m. The Finance, Governance and Audit Committees, as they consist of sitting Agency members, meet as a committee of the whole, and in doing such, meet at every meeting.

2) APPROVAL OF MINUTES: A motion was made by Mr. Martin, seconded by Mr. Buffa, to approve the minutes of the March 25, 2026 meeting. All in favor.

3A) OLD BUSINESS – True Storage Utica LLC

Mr. Spaeth noted that an approval was needed for the increase of the mortgage recording tax exemption as their mortgage amount has increased.

Mr. Martin made a motion, seconded by Mr. Buffa to approve a resolution relating to the True Storage Utica LLC facility, authorizing an additional \$30,000 of mortgage recording tax exemption (value increasing from \$37,500 to \$67,500) and approving the form and execution of related loan documents, subject to counsel review. All in favor.

3B) OLD BUSINESS – DePaul Columbia

Mr. Spaeth indicated to Agency members that the Inducement Agreement was about to expire and that their funding is now inline and should be closing around September 2026. Ms. Ruberto noted that the documents provide for a one-year extension.

With little discussion, Mr. Martin made a motion, seconded by Mr. Buffa to approve the one-year extension for the Inducement Agreement. All in favor.

3C) OLD BUSINESS – BG Warehouse

Mr. Spaeth noted that BG Warehouse had stalled their improvements due to increased costs and tariffs but are starting back up. As such, they are requesting an extension of the STE. It was noted in the request letter that the project will cost \$6.0M and currently has hired 50 new employees.

After some conversation, Mr Buffa made a motion, seconded by Mr Martin to approve an extension of the STE until September 30, 2027. All in favor.

Mr Buffa disclosed to the group that BG Warehouse has deposits at Adirondack Bank where Mr Buffa works.

3D) OLD BUSINESS – 231 Genesee Street LLC

Mr. Spaeth noted that he received a phone call from 231 Genesee's banker indicating that Bassett Hospital had reduced their presence via the lease to 25,000sf from the original 50,000sf. Upon that news, Mr Spaeth emailed 231 Genesee in December 2025 to request a copy of the revised lease along with any other subleases for the property but had not received them. Mr. Spaeth made it known to the client that the UIDA needs to provide consent to any and all subleases however they did not comply. Agency counsel also reached out but to no avail. The banks attorney reached out to Agency counsel to which they finally received the subleases. However, 231 Genesee should have provided the subleases earlier in order for the taxes that would have been due due to the new tenants could be assessed and paid. That did not happen. Ms Ruberto stated that the transaction documents note this as an incurable default.

Discussion ensued also noting the very generous PILOT which was tied to Bassett's employment of 115 FTEs being in the building. Currently there are seven Bassett employees in the building.

Mr Martin made a motion, seconded by Mr Buffa to terminate the 231 Genesee Street LLC Leaseback transaction effective immediately. All in favor.

Mr Spaeth was asked to calculate the amount of taxes in an effort to Clawback those funds to the taxing jurisdictions as of the date of the extension provided to Bassett to create those 115 positions.

5A) NEW BUSINESS – Annual Project review

Mr Spaeth previously provided a spreadsheet to Agency members outlining the employee counts for each active project. Ms Ruberto noted that most of those projects that are short of their employment goals are mixed-use housing projects (both affordable and market-rate) and the reason for the project was not necessarily job creation, but rather the housing component. Mr Spaeth reviewed the list for those short. It was noted that those projects are attaining good occupancy rates despite the commercial first floors.

Mr Buffa made a motion, seconded by Mr Martin to accept the report, that businesses were substantially in compliance with their job goals and no further action would be needed. All in favor.

5B) NEW BUSINESS – GSBC and Utica Travelers employment goals

Mr Spaeth provided letters from the above projects requesting a reduction in their job goals.

GSCB – was 42, now 20.

Utica Travelers was 20, now 15.

Mr Martin made a motion, seconded by Mr Buffa to approve the reduction in employment numbers for each project as listed above for the GSCB and Utica Travelers projects. All in favor.

OTHER BUSINESS:

Mr Spaeth mentioned that he is waiting for application materials from the eBliss and Mohawk Valley Gardens.

5) EXECUTIVE SESSION: Not entered into

6) ADJOURNMENT: There being no further business brought before the Agency, Mr. Martin made a motion to adjourn, seconded by Mr. Buffa and the meeting was adjourned at 9:22am.

**City of Utica
Industrial Development Agency
Application**

The information required by this form is necessary to determine the eligibility of your project for IDA benefits. Please answer all questions; insert "NONE", or "NOT APPLICABLE", where necessary. If an estimate is given, put "EST." after the figure. Attach additional sheets if more space is needed for a response than is provided. Return three copies of this application to the City of Utica Industrial Development Agency.

Once submitted with the IDA, this Application becomes public information and will be published on the IDA's website. If the applicant deems any information requested to be exempt from FOIL, please answer the question "CONFIDENTIAL" and submit the information on a separate attachment marked confidential and provide the statutory exemption

A project financed through this Agency involves the preparation and execution of significant legal documents. Please consult with an attorney before signing any documents in connection with the proposed project.

**PART I
Applicant**

Applicant's legal Name: UTICA HARBOR POINT, LLC

Principal Address: 400 ORISKANY ST W
UTICA, NY 13502

Project Address: 101 N GENESEE ST
UTICA, NY 13502

Telephone Number(s): 315-790-9070

Federal Identification Number: 41-4212330

Company IRS Filing Office Location: Philadelphia, PA

Company Officer completing this application:

Name: ROBERT ESCHE

Title: OWNER

Phone: 315-225-2040 cell 315-225-2040 office

Email: ROBERT.ESCHE@UTICACOMETTS.COM

1. A. **Is the applicant a:**

() Corporation: If YES, Public () Private ()

If a PUBLIC Corporation, on which exchange is it listed? _____

() Limited Liability company - multi-member

(X) Limited Liability company - single member

members name: Robert Esche _____

() Sole Proprietorship

() Partnership

() Subchapter S

() DISC

() Other (specify) _____

B. State of incorporation/organization, if applicable: NY _____

2. **Stockholders, Directors, Officers, Partners or Members**

A. Provide the following information in regard to principal stockholders or parties:

<u>Name</u>	<u>Home Address</u>	<u>Percentage of Ownership</u>
Robert Esche	311 Main Street Utica NY	100
_____	_____	_____
_____	_____	_____
_____	_____	_____

B. Provide the following information in regard to officers and directors:

<u>Company Officer</u>	<u>Name and Home Address</u>	<u>Other Principal Business Affiliation</u>
------------------------	------------------------------	---

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- C. Is the applicant or any of the persons listed in 2(A) above related, directly or indirectly, to any other entity by more than 50% common ownership? If also, indicate name of such entity and the relationship.

N/A

- D. Is the applicant affiliated with any other entity, directly or indirectly, other than as indicated in response to paragraph C above? If YES, please indicate name and relationship of such other entity and the address thereof:

Robert Esche is a part owner of 311 Main Street Holdings, LLC

3. **Applicant's accountant**

Name and Title: RYAN SIEPIOLA

Name of Firm: D'ARCANGELO & CO., LLP

Address: 120 LOMOND CT

UTICA, NY 13502

Telephone Number: 315-735-5216 Email: rsiepiola@darcangelo.cpa

4. **Applicant's attorney**

Name and Title: GEORGE MURAD

Name of Firm: MURAD & MURAD, P.C

Address: 291 GENESEE STREET

UTICA, NY 13501

Telephone: 315-792-8000 Email: gmurad@muradlaw.net

5. **References** (Individuals and institutions in this section may be contacted)

A. Banking/Financial Institution:

Name of
Institution

Address and
Phone Number

Account Officer/
Contact Person

N/A - NEW BUSINESS

B. Business suppliers (list three largest accounts)

Name of
Supplier

Address and
Phone Number

Account Officer/
Contact Person

N/A - NEW BUSINESS

C. Major customers (list three largest)

Name of
Customer

Address and
Phone Number

Account Officer/
Contact Person

N/A - NEW BUSINESS

6. **Business Description**

A. Describe nature of business and principal products and/or services:

THE LLC WAS FORMED FOR THE PURPOSE OF REHABILITATING

THE FORMER 1933 CANAL CORPORATION BUILDING & CONSTRUCT

A NEW MIXED-USE BUILDING ADJACENT WITH TWO RESTAURANTS

AND APARTMENTS ON THREE FLOORS

B. Describe the geographical market(s) served:

UTICA, NY

7. **Present location(s) of business operations**

A. List present location(s):

1. N/A - NEW BUSINESS

2.

3.

B. For what purpose is each of these used?

1. N/A - NEW BUSINESS

2.

3.

C. For each of your present locations which are RENTED, provide the following information:

D. Name of Landlord

Landlord's Address

Landlord's

Telephone Number

1. N/A - NEW BUSINESS

2.

3.

Amount of Space

Annual Rental

Lease Termination Date

1. N/A - NEW BUSINESS

2.

3.

E. For each of your present locations which you OWN, provide the following information:

	<u>Location</u>	<u>Annual Mortgage Payment</u>	<u>Termination Date</u>
1.	N/A - NEW BUSINESS		
2.			
3.			

F. List which of your present locations, if any, will be vacated if IDA approval for your project is given:

N/A - NEW BUSINESS

If any of these locations will be sublet or sold, provide information concerning your ability to do so:

N/A - NEW BUSINESS

PART II

Reasons for Project

Please explain in detail why you want to undertake this project and define scope of project:

See attached

Why are you requesting the involvement of the IDA in your project?

See attached

How will the applicant's plans be affected if IDA approval is not granted?

THE PROJECT WILL NOT BE ABLE TO PROCEED WITHOUT IDA SUPPORT

Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?

☒ Yes or ☐ No

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency:

N/A

Identify the assistance being requested of the Agency (select all that apply):

- | | | |
|----|----------------------------------|--|
| 1. | Exemption from Sales Tax | ☒ Yes or ☐ No |
| 2. | Exemption from Mortgage Tax | ☒ Yes or ☐ No |
| 3. | Exemption from Real Property Tax | ☒ Yes or ☐ No |
| 4. | Tax Exempt Financing * | ☐ Yes or ☒ No |

* (typically for not-for-profits & small qualified manufacturers)

A. **Type of Project**

Check category or categories best describing your project (O - Owner)
and all end-users (T – Tenant(s)) and the square footage of each:

	Manufacturing		sf
	Industrial (Assembly or Service)		sf
	Research and Development		sf
	Warehousing		sf
X	Commercial	5,000	sf
	Pollution Control		sf
X	Housing	74,485	sf
	Back Office		sf
	Facility for Aging		sf
	Multi-Tenant		sf
X	Retail	6,598	sf
	Recreational		sf
X	Other (specify) EVENT SPACAE	8,000	sf
	Total	94,082	sf

B. **Description of Proposed Project**

Check all appropriate categories which apply to the proposed project:

- | | | |
|--|---------|-------|
| 1. Acquisition of land | YES(X) | NO() |
| 2. Acquisition of existing building | YES(X) | NO() |
| 3. Renovations to existing building | YES(X) | NO() |
| 4. Construction of addition to existing building | YES(X) | NO() |
| 5. Demolition | YES(X) | NO() |
| 6. Construction of a new building | YES(X) | NO() |
| 7. Acquisition of machinery and/or equipment | YES(X) | NO() |
| 8. Installation of machinery and/or equipment | YES(X) | NO() |
| 9. Other (specify) _____ | YES() | NO() |

C. What is the zoning classification of the proposed site?

PLANNED DEVELOPMENT

- D. For what purpose was the site most recently used (e.g. light manufacturing, heavy manufacturing, assembly, etc.)?

CANAL CORP MAINTENANCE BUILDING

- E. Location(s) Street Address Number of Floors/ SF/floor

- F. Is the site in a former Empire Zone? (X) Yes () No

Is the business Empire Zone certified at this location: () Yes (X) No

Will the project contain an on-site Child Care component? () Yes (X) No

Is the proposed project located within the boundary of a Central New York Regional Transportation (Centro) District? (X) Yes () No

- G. 1. Please describe in detail the facility to be acquired, constructed or renovated (including number of buildings and other existing structures or facilities) and attach plot plans, photos or renderings, if available.

The project includes renovating the historic 1933 Canal Building into approximately
8,000 square feet of event space. The building a new, ground up mixed use building
including 44 apartments, restaurant space and commercial office space. All site
infrastructure will be new, in addition to on site parking lot for residents and patrons.

2. If construction or renovation work on this project has already begun, please describe the work in detail.

NONE

3. What is the estimated useful life of the:

a. Facility: 40 YEARS

b. Equipment: 15-25 YEARS

- H. List the principal items or categories of equipment to be acquired as part of the project.
KITCHEN EQUIPMENT, APARTMENTS FIXTURES AND APPLIANCES
-
-
- I. If any of this equipment has already been purchased or ordered, please attach all invoices and purchase orders and list amounts paid and dates of expected delivery as well as a brief description:
- N/A
-
-
- J. If the construction or operation of the proposed project will require any local ordinance or variance to be obtained or requires a permit or prior approval of any state or federal agency or body (other than normal occupancy/construction permits), please specify:
- N/A
-
-
- K. Will the project have a significant effect on the environment, YES () NO (X). If YES, please describe the effect. **Important: please attach Environmental Assessment Form to this Application**
-
-
-
- L. Will a related real estate holding company, partnership or other entity be involved in the ownership structure of the Transaction? YES (X) NO () If YES, please explain:
- WE INTEND TO FORM SEPERATE ENTITIES AT A LATER DATE TO SPLIT
-
- THE PROPERTIES INTO TWO SEPERATE ENTITIES, WHICH WOULD BOTH
-
- BE OWNED BY THE PARENT COMPANY, UTICA HARBOR POINT, LLC. THE
-
- PRINCIPAL OWNERS WOULD REMAIN THE SAME AFTER THIS TRANSACTION
-

M. 1. With regard to the present owner of the project site, please give:

Name: UTICA HAROR POINT DEVELOPMENT CORPORATION

Address: 1 KENNEDY PLAZA

UTICA, NY 13502

Telephone Number: _____

2. If the applicant already owns the project site, indicate:

a. date of purchase: _____

b. purchase price: _____

3. If the project site is mortgaged, please indicate:

a. balance of mortgage: _____

b. holder of mortgage: _____

N. Is there a relationship, legally, by virtue of common control, or through related persons, directly or indirectly, between the applicant and the present owner of the project site?
YES () NO (X) If YES, please explain:

O. Is the company currently a tenant in the building to be occupied?

YES () NO (X)

P. Are you planning to use/develop the entire proposed facility?

YES (X) NO ()

If NO, give the following information with respect to present tenants:

1. Present Tenant Information

a.	<u>Name of Business</u>	<u>Floors Occupied</u>	<u>Square Feet Occupied</u>	<u>Nature of Tenant's Business</u>
----	-------------------------	------------------------	-----------------------------	------------------------------------

N/A

b. Which of the above tenants will be vacating upon your initial use of the facility? How many jobs will be affected?

<u>Name of Firm</u>	<u>Jobs</u>	<u>Square Footage Now Occupied</u>
---------------------	-------------	------------------------------------

N/A

c. For those tenants who will remain after your initial occupancy of the site, provide the following transaction:

<u>Name of Tenant</u>	<u>Term of Lease</u>	<u>Renewal Options</u>	<u>Square Footage Now Occupied</u>
-----------------------	----------------------	------------------------	------------------------------------

N/A

Are any of the above tenants related to the owner of the facility? YES () NO ()

d. If the applicant will be occupying the premises of any of the tenants listed in (c) when their lease expires, please list.

NO

e. Please provide copies of all present lease(s) at the proposed project site.

N/A

- f. Do you propose to lease part of the project facility to firms not presently tenants?

YES (X) NO () If YES, provide details of your proposals:

WE WILL LEASE APARTMENTS TO INDIVIDUALS AND WE WILL LEASE THE
RESTAURANT/EVENT SPACE, IN ADDITION TO COMMERCIAL OFFICE SPACE.

- g. Will the project result in either (a) the removal of an industrial or manufacturing plant of any project occupant from one area of the state to another area of the state, or (b) in the abandonment of one or more plants or facilities of any project occupant located within the state? YES (X) NO ()

If the answer is YES, please explain briefly the reasons for the move.

Aquavino has an expiring lease in New Hartford, and it needs to relocate in order
to preserve the business.

Is the proposed project reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the State of New York?

YES (X) NO ()

Is the proposed project reasonably necessary to preserve the competitive position of the project occupant in its respective industry? YES (X) ~~NO~~ ()

- h. If any of the parties who will be tenants in this project are related to or affiliated with the applicant, please identify them:

AQUAVINO, WHICH IS ALSO OWNED BY ONE OF THE OWNERS, WILL

RENT THE RESTAURANT SPACE IN THE FACILITY

1. Please attach any written agreements (e.g., options, purchase contracts, invoices, etc.) concerning the acquisition of the real property or equipment for this proposed facility.

2. Employment *

- a. List your present employment in the City of Utica, if any, and an estimate of the employment at the proposed facility at the end of two years. NOTE: New York State considers Full Time employment as 35 hours or more. Full-time jobs, plus the combination of two or more part-time jobs that, when combined together, constitute the equivalent hours of a full-time position (35 or more hours).

Employment	Current # of applicant's jobs at/or to be located at proposed project location	Number of FTE jobs to be RETAINED	Number of FTE jobs to be CREATED two years after project completion	Estimate number of residents in Labor Market Area that will fill projected jobs two years after project completion
Full-Time (FTE)	17	17	18	18

The Labor Market Area consists of the following counties: Oneida, Lewis, Herkimer, Otsego, Madison and Oswego

- b. Characterize the labor force to be associated with this project location according to the following categories:

Category	Current/ Anticipated	Avg Salary or Salary Range	Avg Fringe Benefits or Range
Officers	2/2	\$60,000 - \$70,000	\$2,000 - \$5,000
Sales/Supervisory	1/2	\$60,000 - \$70,000	\$2,000 - \$5,000
Clerical			
Plant/Production	5/5	\$40,000 - \$50,000	\$1,000 - \$2,000
Other (specify)	9/9	\$20,000 - \$30,000	\$1,000 - \$2,000

Notes:

- c. Estimate the Annual Payroll for the employees associated with the project location.

Currently	End of Year One	End of Year Two
\$ 750,000	\$ 1,550,000	\$1,550,000

*** Company/Applicant will be required to submit Annual Project Monitoring Reports (attached) along with a copy of the NYS 45 (four quarters) for a minimum of five (5) years for any commercial project and ten (10) years for any industrial/manufacturing project, or for the length of UIDA involvement in the project. Annual Project Monitoring Reports will be compared to employment counts as stated above and companies whose reported counts fall below those levels above will be subject to the Agency's Recapture Provisions Policy.**

Sources of Funds for Project Costs:

		% of Total project costs
Bank Financing:	\$ 13,000,000	56%
Equity (excluding equity attributed to grants/tax credits)	\$ 6,550,000	28%
Tax Exempt Bond Issuance (if applicable)	\$ _____	_____
Taxable Bond Issuance (if applicable)	\$ _____	_____
Public Sources (Include sum total of all state and federal grants and tax credits)	\$ 3,800,000	16%

Identify each state and federal grant/credit:

ESD GRANT	\$ 1,250,000
ESD GRANT	\$ 800,000
DASNY GRANT	\$ 1,500,000
NATIONAL GRID GRANT	\$ 250,000

Total Sources of Funds for Project Costs: \$ 23,350,000 100%

Have any of the above costs been paid or incurred as of the date of this Application?

☒ Yes ☐ No. If Yes, describe particulars: MONEY HAS BEEN SPENT ON THE

DESIGN OF THE BUILDING WITH ARCHITECTS AND ENGINEERS

Mortgage Recording Tax Exemption Benefit: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/bridge financing): \$ 13,000,000

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage \$ 97,500

Amount as indicated above multiplied by 0.75%):

Please Note: The New York State General Municipal Law was recently amended to reflect that industrial development agencies are not exempt from the additional mortgage recording tax of .25% that is assessed to properties that are located within a regional transportation district. Oneida County is located within the Central New York Regional Transportation District; as such, all UIDA projects will be exempt from .75% of mortgage recording tax, but must pay .25% of mortgage recording tax, which will be directed to the Transportation District.

3. Estimated Project Cost

Listed the costs necessary for the construction, acquisition or renovation of the project (this should NOT include working capital needs, moving expenses, work in progress, stock in trade, applicant's debt repayment, real estate broker fees or your legal fees):

Acquisition of Land	\$ 50,000
Acquisition of Building(s)	\$ 435,000
Renovation Costs	\$ 4,000,000
New Construction of Buildings	\$ 12,000,000
Machinery and Equipment (taxable) (other than furniture costs)	\$ 4,000,000
Machinery and Equipment (non-taxable)	\$
Furniture and Fixtures	\$ 1,000,000
Installation Costs	\$
Architectural/Engineering Fees	\$ 700,000
Fees (other than your own counsel and brokerage fees)	\$ 415,000
Interest on Interim Financings	\$ 750,000
Other (specify) _____	\$

Total Project Cost	\$ 23,350,000

UIDA Agency Fee \$ 60,595 _____ (to be computed by UIDA)

Sales and Use Tax: 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:

\$ 12,000,000 _____

Estimated State and local Sales and Use Tax Benefit (product of 8.75% multiplied by the figure, above):

\$ 1,050,000 _____

4. Real Estate Taxes

List separately the proposed project's Real Estate Taxes and/or Assessed Value as it applies to land and building:

Project's	Real Estate Taxes	Assessed Value
Land(s)	\$1,126	\$15,800
Building(s)	\$713	\$10,000
Total	\$1,839	\$25,800

Calculate the value of the PILOT exemption anticipated for the project described:

\$ 6,931,200

5. Project Schedule

Indicate the estimated dates for the following:

- a. Construction commencement: APRIL 2027
- b. Construction completion: OCTOBER 2028
- c. Project financing: List the dates and in what amounts the estimated funds will be required:
MARCH 2027

- d. Indicate the name of the incorporated municipality in which the facility will be located and the applicant's (or any related entity's) estimated capital expenditures in such municipality during the past three years:
UTICA

- e. What do you expect the applicant's (or any related entities) capital expenditures to be in the above municipality during the next three years (including this project):
\$23,350,000

- f. If the applicant or any related entity has previously secured the benefit of tax exempt financing in the City of Utica, whether through IDA, the New York Job Development Authority or any other entity, please explain (indicate date, location of financed facility, and outstanding balance):

311 MAIN STREET HOLDINGS, LLC IS A RELATED ENTITY AND HAS

A CURRENT PILOT WITH THE CITY OF UTICA IDA

- g. Has the applicant or any related entity received the benefit of tax exempt financing anywhere within the United States within the past 90 days or is the applicant or any related entity contemplating the receipt of such financing assistance within the next 90 days? YES () NO (X) if YES, please explain.

6. Project Financing Efforts

IT IS THE APPLICANT'S RESPONSIBILITY TO SECURE A PURCHASER FOR IDA BONDS ISSUED IN CONJUNCTION WITH THIS PROJECT. Below are a series of questions relating to your efforts to secure financing for your project if IDA approval is granted.

- A. Has the applicant contacted any bank, financial/lending institution or private investor in regard to the financing for this project? YES (X) NO () If YES, please give details:

HAVE A TERM SHEET FROM LENDING PARTNER

B. Have you obtained a financial commitment for this project? YES (X) NO ()

1. If YES, please briefly describe this commitment and attach related correspondence:

TERM SHEET FROM EMPOWER FEDERAL CREDIT UNION

WAITING ON OTHER BANKS TO SUBMIT TERM SHEETS

2. If NO, please explain how you will be able to finance this project:

C. Are there any other governmental agencies that you have contacted concerning financial assistance in regard to your proposed project? YES (X) NO () If YES, please explain:

GRANTS LISTED ABOVE

D. 1. Will the applicant's obligations be guaranteed, and if so, by whom?

YES, BY ROBERT ESCHE

2. Is the guarantor related to or affiliated with the applicant?

E. Financial Information (Attach the Following).

1. Financial Statements for the last three fiscal years.
2. Pro forma Balance Sheet as at start of operations at project site.
3. Projected Profit and Loss Statements for first two years of operation at project site.
4. Projected "Cash Flow" Statement, by quarters, for first year of operation at project site.

REPRESENTATIONS AND CERTIFICATION BY APPLICANT

The undersigned requests that this Application be submitted for review to the City of Utica Industrial Development Agency (the "Agency") and its Board of Directors.

Approval of the Application can be granted solely by this Agency's Board of Directors. The undersigned acknowledges that Applicant shall be responsible for all costs incurred by the Agency and its counsel in connection with the attendant negotiations whether or not the transaction is carried to a successful conclusion.

The Applicant further understands and agrees with the Agency as follows:

1. **Annual Sales Tax Filings.** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the 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.
2. **Annual Employment Reports.** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site as well as tax benefits received with the action of the Agency. Failure to provide such reports as provided in the transaction documents will be an Event of Default under the Lease (or Leaseback) Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.
3. **Absence of Conflict of Interest.** The Applicant has consulted the Agency website of the list of the Agency members, officers and employees of the Agency. No member, officer, or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as herein after described (if none, state "none"):
4. **Hold Harmless.** Applicant hereby releases the Agency and its members, officers, servants, agents and employees from, 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 (A) 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, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) 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. If, for any reason, 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 Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, 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.

5. The Applicant acknowledges that the Agency has disclosed that the actions and activities of the Agency are subject to the Public Authorities Accountability Act signed into law January 13, 2006 as Chapter 766 of the 2005 Laws of the State of New York.
6. 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.**
7. The Applicant acknowledges that it has been provided with a copy of the Agency's recapture policy (the "Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.
8. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would 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 or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.
9. 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.
10. 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 the Project.

11. 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 provision of Section 859-a and Section 862(1) of the New York General Municipal Law.
12. The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent 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.
13. Applicant acknowledges receipt of notice from the Agency pursuant to Section 224-a(8)(d) of the New York Labor Law that the estimated mortgage recording tax exemption benefit amount, the estimated sales and use tax exemption benefit amount, and the estimated real property tax abatement benefit amount as so identified within this Application are "public funds" and not otherwise excluded under Section 224-a(3) of the New York Labor Law. Applicant further acknowledges and understands that you have certain obligations as related thereto pursuant to Section 224-a(8)a) of the New York Labor Law.

STATE OF NEW YORK)

) ss.:

COUNTY OF ONEIDA

_____, being first duly sworn, deposes and says:

1. That I am the PRESIDENT (Corporate Officer) of UTICA HARBOR POINT, LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this ____ day of _____, 20__.

(Notary Public)

If the application has been completed by or in part by other than the person signing this application
for the applicant please indicate who and in what capacity:

By: _____

Name: ROBERT ESCHE _____

Title: PRESIDENT _____

Date: 2/4/2026 _____

**Return the original application materials with a check in the amount of \$300.00
made payable to: 'Utica Industrial Development Agency', 1 Kennedy Plaza,
Utica, New York 13502, Attn.: Jack N. Spaeth, Executive Director.**

**UTICA INDUSTRIAL DEVELOPMENT AGENCY
COST/BENEFIT ANALYSIS
Required by §859-a(3) of the
New York General Municipal Law**

TO BE ATTACHED TO AND MADE PART OF APPLICATION TO THE AGENCY

Name of Applicant: UTICA HARBOR POINT, LLC

Address of Project: 101 N GENESEE STREET UTICA, NY 13502

Description of Project:

PROPOSED PROJECT INCLUDES RENOVATING THE EXISTING 1933

BUILDING INTO AN EVENT CENTER AND ERECTING A NEW 5-STORY

BUILDING TO INCLUDE 44 APARTMENTS AND 2 RESTAURANTS

Name of all Sublessees or Other Occupants of Facility:
AQUAVINO RESTAURANT, RESIDENTIAL TENANTS

Principals or Parent Company of Applicant:
ROBERT ESCHE

Principals of any Sublessee or Occupant:
ROBERT ESCHE

Product/Services of Applicant:
LESSORS OF COMMERCIAL SPACE AND RESIDENTIAL UNITS

Estimated Completion Date of Project: 10/31/2028

Type of Financing/Structure: _____ Tax-Exempt Financing
 _____ Taxable Financing
 X _____ Lease/Leaseback, Sale/Leaseback
 13,000, _____ Other

Explain: _____

Types of Benefits _____ Tax-Exempt Bonds

Expected to Receive: X Sales Tax Until Completion Date

X Mortgage Tax Abatement

X Real Property Tax Abatement

Project Costs - Capital Investment

Land	\$ 6,550,000	Cost per Acre \$ 20000
------	--------------	------------------------

Existing Building \$ _____

Rehab of Existing Building	\$	
----------------------------	----	--

Construction of New Building	\$ 3,800,000	Cost per Sq Ft \$ 186
------------------------------	--------------	-----------------------

Addition or Expansion	\$ 16%	Cost per Sq Ft \$
-----------------------	--------	-------------------

Engineering and Architectural Fees	\$ 1,250,000
------------------------------------	--------------

Equipment (detail below)	\$ 800,000
--------------------------	------------

Category	Amount
Legal Fees	

Bank, Bond, Transaction, Company,

Credit Provider, Trustee	\$ 1,500,000
--------------------------	--------------

Finance Charges

Title Insurance, Environmental

Review, Bank Commitment Fee,

Appraisals, etc.	\$250,000
------------------	-----------

TOTAL COST OF PROJECT	\$23,350,000
------------------------------	---------------------

Type of Equipment to be Purchased	Kitchen/Restaurant equipment, Appliances,
-----------------------------------	---

Apartment fixtures

Grants or Loans expected to be received (by who and amount)

DASNY GRANT	\$ 100%
-------------	---------

ESD GRANT	\$ 97,500
-----------	-----------

NATIONAL GRID GRANT	\$ 50,000
---------------------	-----------

Company Information

Existing Jobs 17

Created Jobs (by year 3) 18

Retained Jobs 17

BENEFITS

Taxable Goods and Services

		Spending Rate	Wages	Expenditures	Sales Tax Rate	State/ Local Sales Tax Revenues
Direct Jobs						
<u>18</u>	Created	36.0%	x <u>800,000</u>	= <u>4,000,000</u>	x 8.75%	= <u>25,200</u>
<u>17</u>	Existing	36.0%	x <u>750,000</u>	= <u>12,000,000</u>	x 8.75%	= <u>23,625</u>
Indirect Jobs						
_____	Created	36.0%	x _____	= <u>4,000,000</u>	x 8.75%	= _____
_____	Existing	36.0%	x _____	= <u>1,000,000</u>	x 8.75%	= _____
<u>120</u>	Construction	36.0%	x <u>8,100,000</u>	= <u>2,916,000</u>	x 8.75%	= <u>255,150</u>
(see below)	Totals		<u>9,650,000</u>	<u>4,896,000</u>		<u>303,975</u>
				x 3 years =		<u>911,925</u>

Real Property Taxes

Local (3 year) real property tax benefit (assuming 40 % of jobs existing and created own a residence with an average assessment of \$75,000 and the remainder of jobs existing and created pay real property taxes through rent based on an average assessment per apartment of \$700,000)

Current tax rate = 71.25 per \$1000 of AV

Real Property Taxes Paid	<u>\$ 415,000</u>
<u>3 Yr Comparative Benefits</u>	<u>\$ 750,000</u>

COSTS

Real Property Taxes Abated on Improvements only (3-year period)	<u>\$34,654</u>
Mortgage Tax Abated	<u>\$ 23,350,000</u>
Estimated Sales Tax Abated During Construction Period	<u>\$12,000,000</u>
<u>3 Yr Comparative Costs</u>	<u>\$ 1,050,000</u>

Calculation of Construction Jobs: Total project hard construction costs x .45 = Total Labor Costs / Construction term (in months) = Labor costs per month / \$3,750 (approx. average construction salary of \$45,000 per year / 12 months) = Number of construction employees. Use the Total Labor Costs as Construction Wages above.

**City of Utica Industrial Development Agency
One Kennedy Plaza, Utica, New York 13502**

RETAIL DETERMINATION

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.

Please answer the following:

- A.** Will any portion of the project 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?

☒ Yes or ☐ No. If the answer is yes, please continue.

For purposes of Question A, the term "retail sales" means (i) sales by a registered vendor under Article 28 of the Tax Law of the State 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 (ii) sales of a service to customers who personally visit the Project.

- 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? 28 %
If the answer is less than 33% do not complete the remainder of the retail determination.

If the answer to 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 or ☐ No.

2. Is the Project location or facility likely to attract a significant number of visitors from outside the City of Utica?

☐ Yes or ☐ No

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

3. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the municipality within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services?

☐ Yes or ☐ 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 or ☐ No.

If yes, explain _____
13,000,000 _____

5. Is the project located in an area that has been designated an Empire Zone? ☐ Yes or ☐ No

The undersigned hereby certifies that the information contained in this Retail Determination is true, accurate and complete.

Print Name of Applicant: UTICA HARBOR POINT, LLC

Print Name of Authorized Representative: ROBERT ESCHE

Title: OWNER

Signature: _____

Date: 02/17/2026

**Inducement Resolution
Utica Harbor Point, LLC Facility**

RESOLUTION OF THE CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION WITH UTICA HARBOR POINT, LLC, THE PRINCIPALS OF UTICA HARBOR POINT, LLC, AND/OR AN ENTITY OR ENTITIES FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING, APPOINTING THE COMPANY AS THE AGENT OF THE AGENCY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT, AUTHORIZING A PUBLIC HEARING AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Utica Harbor Point, LLC, on behalf of itself and/or the principals of Utica Harbor Point, LLC and/or an entity or entities formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has applied to the Agency to enter into a lease-leaseback transaction in which the Agency will assist in the acquisition of parcels of land measuring 4.44± acres in the aggregate located at 101 North Genesee Street, Utica Harbor Point, City of Utica, Oneida County, New York (collectively, the “Land”) to undertake the following:

(A) (i) construction of a five-story mixed-use building containing a total of approximately 44 market-rate residential units on the top three floors, office, commercial and retail space on the second floor, parking for residents and patrons on the ground floor, together with all infrastructure to support the same (collectively, the “Mixed-Use Improvements”); and (ii) acquisition and installation of furniture, fixtures and equipment in the Mixed-Use Improvements (the “Mixed-Use Equipment”); all designed to attract residents that are currently either underserved by Utica’s existing apartment stock or living outside the City and to fill a demonstrated need for market rate housing (the Mixed-Use Improvements and the Mixed-Use Equipment are referred to collectively as the “Mixed-Use Facility” and the acquisition, construction and equipping of the Mixed-Use Facility is referred to collectively as the “Mixed-Use Project”); and

(B) (i) adaptive reuse and renovation of the historic 1933 Canal Building into an 8,000± square foot event center together with all parking and

infrastructure to support the same (collectively, the “Event Center Improvements”); (ii) acquisition and installation of furniture, fixtures and equipment in the Event Center Improvements (the “Event Center Equipment”), (the Event Center Improvements and the Event Center Equipment are referred to collectively as the “Event Center Facility” and the acquisition, renovation and equipping of the Event Center Facility is referred to collectively as the “Event Center Project”)

the Land, the Mixed-Use Facility and the Event Center Facility are referred to collectively as the “Facility;” and the Mixed-Use Project and the Event Center Project are referred to collectively as the “Project, ” all of which are in furtherance of enhancing economic development in downtown Utica and specifically within the Harbor Point area through a transformative, destination-oriented development; and

WHEREAS, the Company will lease the Facility to the Agency pursuant to one or more Lease Agreements (collectively the “Lease Agreement”); and

WHEREAS, the Facility will be leased back to the Company (or an entity or entities to be formed on behalf of the Company) for its operation pursuant to one or more Leaseback Agreements by and between the Agency and the Company or the entity(ies) formed on behalf of the Company (collectively the “Leaseback Agreement”) and pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the “Act”); and

WHEREAS, the Company intends to further sublease individual units comprising the Residential Facility to residential tenants to be identified from time to time (each a “Residential Sublessee” and collectively the “Residential Sublessees”); and

WHEREAS, the Company intends to further sublease a portion of the Mixed-Use Facility to Aqua Vino Restaurant (the “Aqua Vino Sublessee”); and

WHEREAS, the Company intends to further sublease a portion of the Mixed-Use Facility to XO Taco (the “XO Taco Sublessee”); and

WHEREAS, the Company intends to finance a portion of the costs of the Facility by securing from one or more lenders to be identified one or more loans in the estimated principal aggregate sum of \$13,000,000.00, to be secured by one or more mortgages and other instruments said lender or lenders may require (collectively, the “Loan Documents”); and

WHEREAS, the Utica Harbor Point Development Corporation (the “Development Corp.”) is an organization dedicated to the long term improvement and enhancement of

Harbor Point in the City of Utica, and prepared a redevelopment plan that outlines a vision to revitalize the harbor area to create an economically sustainable mixed-used development project that will become a major new destination within the Mohawk Valley (the “Harbor Point Redevelopment Plan”); and

WHEREAS, the City of Utica commissioned a housing study dated July 2022 (the “Utica Housing Study”) that identifies a need for market-rate housing; and

WHEREAS, the County of Oneida has released a study dated March 21, 2025 entitled, *Oneida County, NY Housing Market Inventory, Assessment and Strategy* (the “County Housing Study”), in which it identifies certain types of housing that need to be filled to meet the demands of changing population and workplace demographics within Oneida County; and

WHEREAS, representations made by the Company in its Application for Financial Assistance dated October 15, 2026 and related materials (collectively, the “Application”) support the finding that the Mixed-Use Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency by filling the demand for market rate housing units described in the Utica Housing Study and the County Housing Study and providing quality housing for employers to attract a quality workforce to the City; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials incorporated into the Facility, exemptions from mortgage recording taxes, and abatement of real property taxes for a period of twenty (20) years during which time the Company will pay fixed PILOT Payments more particularly set forth on **Exhibit A** attached hereto (collectively, the “Financial Assistance”); and

WHEREAS, PILOT Payments will be allocated among the taxing jurisdictions in the same proportion as taxes would be allocated but not for the Agency’s involvement, unless the taxing jurisdictions enter into a written agreement assigning a different allocation; and

WHEREAS, the value of the proposed Financial Assistance is estimated as follows:

Sales Tax Exemption	\$1,050,000
---------------------	-------------

Mortgage Recording Tax Exemption	\$97,500
Real Property Tax Exemption	\$6,931,200

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any Financial Assistance, a public hearing (the “Hearing”) will be held so that all persons with views in favor of or opposed to either the Financial Assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a lease-leaseback transaction, and the granting of any Financial Assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit B**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit C**; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the proposed lease-leaseback transaction is either an inducement to the Company to maintain and expand the Facility in the City of Utica or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, as a condition of the proposed Financial Assistance, the Company agrees to retain its existing 17 full-time equivalent positions (“FTEs”) and create an additional 18 FTEs within two years of completion of the Project, and maintain all at the Facility for the term of the Leaseback Agreement; and

WHEREAS, the proposed Financial Assistance is a deviation from the Agency’s Uniform Tax Exemption Policy (the “Policy”), to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the Company has requested the Agency deviate from its Policy for the reasons described in **Exhibit D** attached hereto;

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the

“Questionnaire”) with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, in furtherance of the Harbor Point Redevelopment Plan, the City of Utica adopted a Final Generic Environmental Impact Statement on February 17, 2016 (the “GEIS”) prepared by Ramboll relating to proposed development within the Harbor Point; and

WHEREAS, Ramboll reviewed the Project and delivered a letter to the Agency confirming that the Project is within the scope of the GEIS (the “Ramboll SEQR Letter”) and as such no further review of the Project under SEQRA is required

NOW, THEREFORE, BE IT RESOLVED by the City of Utica Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

- Section 1. (a) The Project constitutes a “project” within the meaning of the Act.
- (b) With respect to the Agency’s financial assistance for the Project and based on the Ramboll SEQR Letter, the Agency hereby affirms the GEIS and determines that the requirements of the SEQR Act and Regulations thereunder have been met. Accordingly, the Agency hereby determines that no additional SEQR review is required in connection with the provision of financial assistance in support of the Project.
- (c) The acquisition, construction, renovation and equipping of the Facility and the Financial Assistance thereof by the Agency, through the lease of the Facility to the Company by the Agency pursuant to a lease-leaseback transaction, will prevent economic deterioration, promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the City of Utica and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved;
- (d) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction, for the purpose of providing financial assistance for the acquisition, construction, renovation and equipping of the Facility, together with necessary incidental expenses in connection therewith as reflected in the Application.

- (e) The Mixed-Use Project will fill a need identified in the Utica Housing Study and the County Housing Study. The units in the Mixed-Use Facility will be market-rate and designed to attract young families and professionals that are currently either underserved by Utica's existing apartment stock or living outside the City of Utica and will likely help employers to attract a quality workforce to the region. Based on these representations made by the Company and the materials provided in the Application, the Mixed-Use Project will promote employment opportunities and prevent economic deterioration in the City of Utica.
- (f) Based on the Application, the Event Center Facility is a "tourism destination" as it is likely to attract a significant number of visitors from outside the region.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the lease-leaseback transaction and the development of the Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3. The Agency shall (i) assist with the acquisition, construction, renovation and equipping of the Facility, (ii) lease the Facility to the Company pursuant to an agreement by and between the Agency and the Company whereby the Company will be obligated, among other things, to make payments to or for the account of the Agency, subject to satisfaction of the following conditions: (i) the Company obtaining all necessary governmental approvals as and to the extent required for the construction, renovation, equipping and operation of the Facility, (ii) any approval required by the members of the Company, (iii) approval of the members of the Agency, (iv) agreement by the Agency and the Company upon mutually acceptable terms and conditions for the Leaseback Agreement and other documentation usual and customary to transactions of this nature, (v) the condition that there are no changes in New York State Law which prohibit or limit the Agency from fulfilling its obligation and commitment as herein set forth to enter into the lease-leaseback transaction, (vi) payment by the Company of the

Agency's transaction fee and the fees and disbursements of bond counsel or transaction counsel, and (vii) the Agency conducting a public hearing.

- Section 4. The Company is herewith and hereby appointed the agent of the Agency to construct, renovate, equip and complete the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to construct, renovate, equip and complete the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit E** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.
- Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel and Agency Counsel in connection with the lease-leaseback transaction.
- Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.
- Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company, (ii) to distribute copies of this resolution to the Oneida County Executive,

the City of Utica Mayor, the Utica City School District Superintendent and the Clerk of the Board of Education of the Utica City School District and (iii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. The Agency is hereby directed to conduct a public hearing.

Section 9. This resolution shall take effect immediately.

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

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the City of Utica Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on October 21, 2026 at 8:30 a.m., local time, at Utica City Hall, Urban & Economic Development Corporation conference room, Second Floor, Utica, New York which the following members were:

Members Present:

Also Present:

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

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of October 2026.

Jack N. Spaeth, Assistant Secretary

EXHIBIT A

PILOT PAYMENTS

Exemption Year	Taxable Status Date	School Tax Year	County Tax Year	City Tax Year	Fixed Payment
1	03/01/27	07/01/27 - 06/30/28	01/01/28 – 12/31/28	04/01/28 - 03/31/29	\$5,000.00
2	03/01/28	07/01/28 - 06/30/29	01/01/29 – 12/31/29	04/01/29 - 03/31/30	\$5,000.00
3	03/01/29	07/01/29 - 06/30/30	01/01/30 – 12/31/30	04/01/30 - 03/31/31	\$5,000.00
4	03/01/30	07/01/30 - 06/30/31	01/01/31 – 12/31/31	04/01/31 - 03/31/32	\$5,000.00
5	03/01/31	07/01/31 - 06/30/32	01/01/32 – 12/31/32	04/01/32 - 03/31/33	\$5,000.00
6	03/01/32	07/01/32 - 06/30/33	01/01/33 – 12/31/33	04/01/33 - 03/31/34	\$15,000.00
7	03/01/33	07/01/33 - 06/30/34	01/01/34 – 12/31/34	04/01/34 - 03/31/35	\$15,000.00
8	03/01/34	07/01/34 - 06/30/35	01/01/35 – 12/31/35	04/01/35 - 03/31/36	\$15,000.00
9	03/01/35	07/01/35 - 06/30/36	01/01/36 – 12/31/36	04/01/36 - 03/31/37	\$15,000.00
10	03/01/36	07/01/36 - 06/30/37	01/01/37 – 12/31/37	04/01/37 - 03/31/38	\$15,000.00
11	03/01/37	07/01/37 - 06/30/38	01/01/38 – 12/31/38	04/01/38 - 03/31/39	\$15,000.00
12	03/01/38	07/01/38 - 06/30/39	01/01/39 – 12/31/39	04/01/39 - 03/31/40	\$15,000.00
13	03/01/39	07/01/39 - 06/30/40	01/01/40 – 12/31/40	04/01/40 - 03/31/41	\$91,000.00
14	03/01/40	07/01/40 - 06/30/41	01/01/41 – 12/31/41	04/01/41 - 03/31/42	\$93,000.00
15	03/01/41	07/01/41 - 06/30/42	01/01/42 – 12/31/42	04/01/42 - 03/31/43	\$142,000.00
16	03/01/42	07/01/42 - 06/30/43	01/01/43 – 12/31/43	04/01/43 - 03/31/44	\$145,000.00
17	03/01/43	07/01/43 - 06/30/44	01/01/44 – 12/31/44	04/01/44 - 03/31/45	\$148,000.00
18	03/01/44	07/01/44 - 06/30/45	01/01/45 – 12/31/45	04/01/45 - 03/31/46	\$151,000.00
19	03/01/45	07/01/45 - 06/30/46	01/01/46 – 12/31/46	04/01/46 - 03/31/47	\$154,000.00
20	03/01/46	07/01/46 - 06/30/47	01/01/47 – 12/31/47	04/01/47 - 03/31/48	\$157,000.00
21	03/01/47	07/01/47 - 06/30/48	01/01/48 – 12/31/48	04/01/48 - 03/31/49	FULL TAXES

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the City of Utica Industrial Development Agency (the "Agency") on the _____ day of November 2026, at _____ AM, local time, at Utica City Hall, Urban & Economic Development Corporation conference room, Second Floor, One Kennedy Plaza, Utica, New York, in connection with the following matters:

Utica Harbor Point, LLC, on behalf of itself and/or the principals of Utica Harbor Point, LLC and/or an entity or entities formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a lease-leaseback transaction in which the Agency will assist in acquisition of parcels of land measuring 4.44± acres in the aggregate located at 101 North Genesee Street, Utica Harbor Point, City of Utica, Oneida County, New York (collectively, the "Land") to undertake the following: (A) (i) construction of a five-story mixed-use building containing a total of approximately 44 market-rate residential units on the top three floors, office, commercial and retail space on the second floor, parking for residents and patrons on the ground floor, together with all infrastructure to support the same (collectively, the "Mixed-Use Improvements"); and (ii) acquisition and installation of furniture, fixtures and equipment in the Mixed-Use Improvements (the "Mixed-Use Equipment"); all designed to attract residents that are currently either underserved by Utica's existing apartment stock or living outside the City and to fill a demonstrated need for market rate housing (the Mixed-Use Improvements and the Mixed-Use Equipment are referred to collectively as the "Mixed-Use Facility" and the acquisition, construction and equipping of the Mixed-Use Facility is referred to collectively as the "Mixed-Use Project"); and (B) (i) adaptive reuse and renovation of the historic 1933 Canal Building into an 8,000± square foot event center together with all parking and infrastructure to support the same (collectively, the "Event Center Improvements"); (ii) acquisition and installation of furniture, fixtures and equipment in the Event Center Improvements (the "Event Center Equipment"), (the Event Center Improvements and the Event Center Equipment are referred to collectively as the "Event Center Facility" and the acquisition, renovation and equipping of the Event Center Facility is referred to collectively as the "Event Center Project"). The Land, the Mixed-Use Facility and the Event Center Facility are referred to collectively as the "Facility;" and the Mixed-Use Project and the Event Center Project are referred to collectively as the "Project," all of which are in furtherance of enhancing economic development in downtown Utica and specifically within the Harbor Point area through a transformative, destination-oriented development. The Facility will be initially operated by the Company.

The Company will lease the Facility to the Agency for a term of approximately twenty (20) years (the "Lease Term"). The Agency will lease the Facility back to the Company for the Lease Term. The Company will further sub-sublease residential units in the Mixed-Use Facility to residential tenants to be determined from time to

time, and will sub-sublease the commercial portions of the Mixed-Use Facility to restaurants and retail tenants. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials incorporated into the Facility, exemptions from mortgage recording taxes and abatement of real property tax for a period of twenty (20) years, during which time the Company will pay fixed PILOT Payments. PILOT Payments will be allocated among the taxing jurisdictions in the same proportion as taxes would be allocated but not for the Agency's involvement, unless the taxing jurisdictions enter into a written agreement assigning a different allocation. The proposed financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, more particularly described in the Inducement Resolution adopted by the Agency on October 21, 2026 and to be confirmed in in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Comments may also be submitted to the Agency in writing or electronically prior to the Public Hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York and on the Agency's website.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

Dated: October __, 2026

By: /s/ Vincent J. Gilroy, Jr., Chairman

EXHIBIT B

MINUTES OF PUBLIC HEARING

City of Utica Industrial Development Agency
2026 Real Estate Lease
Utica Harbor Point, LLC (Mohawk Valley Gardens) Facility

1. Jack Spaeth, Executive Director of the City of Utica Industrial Development Agency (the "Agency"), called the hearing to order at ____ a.m.
2. The Executive Director, also being the Assistant Secretary of the Agency, recorded the minutes of the hearing.
3. The Executive Director then described the proposed project and related financial assistance as follows:

Utica Harbor Point, LLC, on behalf of itself and/or the principals of Utica Harbor Point, LLC and/or an entity or entities formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a lease-leaseback transaction in which the Agency will assist in acquisition of parcels of land measuring 4.44± acres in the aggregate located at 101 North Genesee Street, Utica Harbor Point, City of Utica, Oneida County, New York (collectively, the "Land") to undertake the following: (A) (i) construction of a five-story mixed-use building containing a total of approximately 44 market-rate residential units on the top three floors, office, commercial and retail space on the second floor, parking for residents and patrons on the ground floor, together with all infrastructure to support the same (collectively, the "Mixed-Use Improvements"); and (ii) acquisition and installation of furniture, fixtures and equipment in the Mixed-Use Improvements (the "Mixed-Use Equipment"); all designed to attract residents that are currently either underserved by Utica's existing apartment stock or living outside the City and to fill a demonstrated need for market rate housing (the Mixed-Use Improvements and the Mixed-Use Equipment are referred to collectively as the "Mixed-Use Facility" and the acquisition, construction and equipping of the Mixed-Use Facility is referred to collectively as the "Mixed-Use Project"); and (B) (i) adaptive reuse and renovation of the historic 1933 Canal Building into an 8,000± square foot event center together with all parking and infrastructure to support the same (collectively, the "Event Center Improvements"); (ii) acquisition and installation of furniture, fixtures and equipment in the Event Center Improvements (the "Event Center Equipment"), (the Event Center Improvements and the Event Center Equipment are referred to collectively as the "Event Center

Facility” and the acquisition, renovation and equipping of the Event Center Facility is referred to collectively as the “Event Center Project”). The Land, the Mixed-Use Facility and the Event Center Facility are referred to collectively as the “Facility;” and the Mixed-Use Project and the Event Center Project are referred to collectively as the “Project, ” all of which are in furtherance of enhancing economic development in downtown Utica and specifically within the Harbor Point area through a transformative, destination-oriented development. The Facility will be initially operated by the Company.

The Company will lease the Facility to the Agency for a term of approximately twenty (20) years (the “Lease Term”). The Agency will lease the Facility back to the Company for the Lease Term. The Company will further sub-sublease residential units in the Mixed-Use Facility to residential tenants to be determined from time to time, and will sub-sublease the commercial portions of the Mixed-Use Facility to restaurants and retail tenants. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials incorporated into the Facility, exemptions from mortgage recording taxes and abatement of real property tax for a period of twenty (20) years, during which time the Company will pay fixed PILOT Payments. PILOT Payments will be allocated among the taxing jurisdictions in the same proportion as taxes would be allocated but not for the Agency’s involvement, unless the taxing jurisdictions enter into a written agreement assigning a different allocation. The proposed financial assistance is a deviation from the Agency’s Uniform Tax Exemption Policy, more particularly described in the Inducement Resolution adopted by the Agency on October 21, 2026 and to be confirmed in in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

4. The Executive Director then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Below is a listing of the persons heard and a summary of their views.
5. The Executive Director then asked if there were any further comments, and, there being none, the hearing was closed at _____ a.m.

(Assistant) Secretary

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

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the City of Utica Industrial Development Agency (the "Agency") on January 28, 2025 at 11:00 a.m. local time, at Utica City Hall, Urban & Economic Development Corporation conference room, Second Floor, One Kennedy Plaza, Utica, New York with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____, 2026.

(Assistant) Secretary

EXHIBIT C

COMPANY DEVIATION CRITERIA

o The nature of the proposed project (e.g., manufacturing, commercial, civic)

The proposed Project is a transformative, destination-oriented development that consists of residential market rate housing, commercial and retail spaces, and an event center. The Company has worked cooperatively with the Utica Harbor Point Development Corporation (the “Development Corporation”) to plan the Project to complement the City’s other development efforts and to address existing and anticipated needs. The residential units in the Mixed-Use Facility will help to fill the demand for market rate housing units described in the Utica Housing Study and the County Housing Study and will help employers to attract a quality workforce to the City.

The Event Center Facility is envisioned to accommodate large weddings, conferences, corporate functions, and community gatherings, including events of more than 400 attendees, helping Utica compete for functions that otherwise may be hosted outside the City. The Facility will generate year-round activity, support local businesses and visitor spending, and create meaningful permanent employment in hospitality, food service, event operations, and related services, in addition to construction jobs.

Both elements of the Project as well as details such as location, infrastructure and amenities have been developed with the active input of the Development Corporation’s board and consultants.

o The nature of the property before the project begins (e.g., vacant land, vacant buildings)

The property is vacant land located in the Utica Harbor Point, which the City of Utica and the Development Corporation have identified as a priority for development. The Project envisages transforming a series of contaminated former industrial sites bordering the canal harbor into a variety of uses that will both attract new commerce and professionals and enhance the opportunities for those already living and working in the City and its surrounding communities.

The adaptive reuse of the historic 1933 Canal Building will activate a long-underutilized waterfront property.

o The economic condition of the area at the time of the application

The City Housing Study and the County Housing Study identify certain types of housing that need to be filled to meet the demands of changing population and workplace demographics within Oneida County and the City of Utica. The Mixed-Use Facility will consist of market-rate rental units targeting renters who are underserved by the city's current rental mix and thus forced to choose between living outside the city or settling for "down market" rental options. The housing studies make clear that subsidies will be necessary to support the housing development Utica needs.

o **The extent to which a project will create or retain permanent, private sector jobs**

The Company has committed to retaining 17 full-time equivalent positions and creating 18 new full-time equivalent positions as a result of undertaking the Project.

o **The estimated value of tax exemptions to be provided**

The properties are currently on the exempt roll and generating no tax revenue.

o **The impact of the project and the proposed tax exemptions on affected tax jurisdictions**

The cost/benefit analysis report states the project will not result in significant additional costs to local government and it will not have a negative impact on costs to the school district. Moreover, anticipated effects on the existing housing stock will make the City of Utica more desirable as a residential option and improve the tax base.

o **The impact of the proposed project on existing and proposed businesses and economic development projects in the City**

The Mixed-Use Project will add approximately 44 market rate apartments to the City of Utica housing supply, which will fill a demonstrated demand for housing meeting the needs of young professionals and active adults cited in the City of Utica Housing Study and the County Housing Study. The tax exemptions are necessary to allow the Company to rent the residential units at an affordable market rate.

The Event Center Facility will strengthen the connection among the Inner Harbor, Bagg's Square, downtown Utica, and the region's growing sports, tourism, and entertainment economies.

o **The amount of private sector investment generated or likely to be generated by the proposed project**

The Company anticipates investing \$23,350,000.00 into the Project initially. Additional capital investment will be generated as a result of the multiplier effect of the Project.

o **The effect of the proposed project upon the environment**

A Generic Environmental Impact Statement (GEIS) has been prepared for the harbor redevelopment project and Ramboll, the entity that prepared the GEIS, confirmed that the Project falls within the scope of the GEIS.

o **The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located**

It is reasonable to expect the Event Center Facility will attract residents who are currently living outside the City into the City, which will will generate room tax and sales tax.

EXHIBIT D

FORM OF AGENCY APPOINTMENT LETTER

(To be copied on Agency letterhead and delivered to the Company
for each phase of development, when appropriate.)

_____, 2026

Utica Harbor Lodging Group, LLC
400 Oriskany Street West
Utica, New York 13502

Re: *City of Utica Industrial Development Agency 2027 Lease-Leaseback Transaction
Utica Harbor Lodging Group, LLC Facility (Mohawk Valley Gardens)*

Ladies and Gentlemen:

Pursuant to a resolution duly adopted on October 21, 2026, the City of Utica Industrial Development Agency (the "Agency") appointed Utica Harbor Point, LLC, on behalf of itself and/or the principals of Utica Harbor Point, LLC and/or an entity or entities formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a lease-leaseback transaction in which the Agency will assist in acquisition of parcels of land measuring 4.44± acres in the aggregate located at 101 North Genesee Street, Utica Harbor Point, City of Utica, Oneida County, New York (collectively, the "Land") to undertake the following: (A) (i) construction of a five-story mixed-use building containing a total of approximately 44 market-rate residential units on the top three floors, office, commercial and retail space on the second floor, parking for residents and patrons on the ground floor, together with all infrastructure to support the same (collectively, the "Mixed-Use Improvements"); and (ii) acquisition and installation of furniture, fixtures and equipment in the Mixed-Use Improvements (the "Mixed-Use Equipment"); all designed to attract residents that are currently either underserved by Utica's existing apartment stock or living outside the City and to fill a demonstrated need for market rate housing (the Mixed-Use Improvements and the Mixed-Use Equipment are referred to collectively as the "Mixed-Use Facility" and the acquisition, construction and equipping of the Mixed-Use Facility is referred to collectively as the "Mixed-Use Project"); and (B) (i) adaptive reuse and renovation of the historic 1933 Canal Building into an 8,000± square foot event center together with all parking and infrastructure to support the same (collectively, the "Event Center Improvements"); (ii) acquisition and installation of furniture, fixtures and equipment in the Event Center Improvements (the "Event Center Equipment"), (the Event Center Improvements and the Event Center Equipment are referred to collectively as the "Event Center Facility" and the acquisition, renovation and equipping of the Event

Center Facility is referred to collectively as the “Event Center Project”). The Land, the Mixed-Use Facility and the Event Center Facility are referred to collectively as the “Facility;” and the Mixed-Use Project and the Event Center Project are referred to collectively as the “Project, ” all of which are in furtherance of enhancing economic development in downtown Utica and specifically within the Harbor Point area through a transformative, destination-oriented development.

It is the intent of the Agency that this agency appointment include, from the effective date of such appointment, authority to purchase, lease and otherwise use on behalf of the Agency all materials, equipment, goods, services and supplies to be incorporated into and made an integral part of the Facility and also include the following activities as they relate to the Project, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of the Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the Project; (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the Project including all utility services and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The agency appointment includes the power to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described.

In exercising this agency appointment, the Company, its agents, subagents, contractors and subcontractors, should give the supplier or vendor a copy of this letter to show that the Company, its agents, subagents, contractors and subcontractors are each acting as agent for the Agency. Construction contracts, purchase orders and other agreements relating to the project should be executed by the Company, or any sub-agent appointed by the Company, as agent of the Agency. Also, purchases must be billed or invoiced by the vendor to the Company, or any sub-agent appointed by the Company, as agent of the Agency (e.g. “Utica Harbor Lodging Group, LLC as agent for the City of Utica Industrial Development Agency”). The supplier or vendor should identify the Facility as the **“Utica Harbor Lodging Group, LLC Facility”** on each bill or invoice and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the City of Utica Industrial Development Agency in making the purchase. You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Facility must execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and completed Form ST-60 must be delivered to the

Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of acquiring, renovating and equipping the Facility. **Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.**

You should be aware that the New York State General Municipal Law requires you to file with the New York State Department of Taxation and Finance Form ST-340 (Annual Report of Sales and Use Tax Exemptions Claimed by Agent/Project Operator of Industrial Development Agency/Authority) regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to this Project. This statement must be filed on an annual basis for as long as the Company is claiming a sales tax exemption. **The penalty for failure to file such statement is the removal of your authority to act as an agent.**

The value of exemptions from sales and use taxes on materials and equipment currently authorized by the Agency is not to exceed \$1,050,000.00. If the exemptions claimed by the Company exceed (a) \$100,000 between the inducement date and the date of the public hearing or (c) \$1,050,000.00 for the Project in the aggregate, it may subject the Company to recapture by New York State of the New York State portion of sales tax.

The aforesaid appointment of the Company as agent of the Agency to construct, renovate and equip the Facility shall expire on October 21, 2027. So long as the Company is in substantial compliance with the terms of the lease-leaseback transaction, the Agency shall extend the appointment to October 21, 2028 upon written request from the Company. Further extensions of the appointment shall be at the Agency's discretion, upon written request from the Company. If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

Please sign and return a copy of this letter for our files.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Jack N. Spaeth, Executive Director

ACCEPTED and AGREED

UTICA HARBOR LODGING GROUP, LLC

By: _____
Name:
Title:

TO: All Contractors, Subcontractors,
Suppliers and Vendors, etc. of
Utica Harbor Lodging Group, LLC

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging Utica Harbor Lodging Group, LLC (the "Company") sales or use tax in connection with any purchase, lease, rental or other use of materials, equipment, goods, services or supplies at the facility to be owned or leased by the City of Utica Industrial Development Agency (the "Agency") and described in Addendum A to the aforesaid Contract (the "Facility").

Also attached is a letter signed by the Agency appointing the Company as its agent for the purpose of constructing, renovating and equipping the Facility. This letter authorizes the Company to delegate its authority as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company authorizes.

In accordance with the authority granted to the Company by the Agency, you are hereby appointed as agent of the Agency for the purpose of making purchases or leases of materials, equipment, goods, services and supplies with respect to the Facility. **Your appointment as agent of the Agency is contingent upon your completing the attached Form ST-60 and returning it to us and the Form ST-60 then being filed by the Agency with the New York State Department of Taxation and Finance.**

Very truly yours,

UTICA HARBOR LODGING GROUP, LLC

By: _____

Name:

Title:

cc: City of Utica Industrial Development Agency

CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **UTICA HARBOR LODGING GROUP, LLC** (the "Company"), as agent for and on behalf of the City of Utica Industrial Development Agency, a public benefit corporation and a governmental agency of the State of New York (the "Agency") in connection with the construction, renovation, equipping and completion of the Facility described in Addendum A hereto (the "Facility") and the contractor or the subcontractor more particularly described on page 2 hereof (the "Contractor").

Pursuant to the authority granted to the Company, as agent of the Agency, the Contractor is hereby appointed agent of said Agency for purposes of completing, executing or otherwise carrying out the obligations imposed under this Contract.

The Contractor acknowledges that the Agency has acquired or will acquire a leasehold interest in the Facility and the Agency is a public benefit corporation and governmental entity of the State of New York. By reason of such status, Agency and its agents acting on its behalf are exempt from payment of all New York State and local sales and use taxes on the purchase or lease of all materials, equipment, goods, services and supplies incorporated into and made an integral component part of any structure, building or real property which becomes the property of Agency, and all equipment, machinery and other tangible personal property (including installation costs with respect thereto) which becomes the property of Agency or in which the Agency has a leasehold interest. In addition, Agency and its agents acting on its behalf are exempt from all sales and use taxes arising out of or connected with the following, as they relate to performance under this Contract: (i) purchases, leases, rentals and other uses of tools, machinery and equipment, and (ii) purchases, leases, rentals, uses or consumption of supplies, goods, materials and services of every kind and description; provided, however, that exemption from sales and use tax with respect to clauses (i) and (ii) above shall apply only if the Contractor is then acting as agent for Agency under the terms of this Contract.

Pursuant to these exemptions from sales and use taxes, the Contractor shall not include such taxes in its contract price, bid, or reimbursable costs, as the case may be. If the Contractor does not comply with the requirements for sales and use tax exemptions, as described above, then it shall be responsible for and pay any and all applicable New York State sales and use taxes, and no portion thereof shall be charged or billed to the Agency or the Company directly or indirectly, the intent of this Contract being that neither Agency nor the Company shall be liable for any of the sales or use taxes described above. This Contract may be accepted by the Contractor in lieu of an exemption certificate, and the Contractor shall retain a copy hereof to substantiate the sales and use tax exemption.

The aforesaid appointment of the Company as agent of the Agency to renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) October 21, 2027, provided, however, such appointment

may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

The value of exemptions from sales and use taxes on materials and equipment currently authorized by the Agency is not to exceed \$1,050,000.00. If the exemptions claimed by the Company exceed (a) \$100,000 between the inducement date and the date of the public hearing or (b) \$1,050,000.00 for the Project in the aggregate, it may subject the Company to recapture by New York State of the New York State portion of sales tax.

The Agency shall have the right to assign this Contract to the Company by written notice to the Contractor and without written consent of the Contractor, in which case Agency shall be relieved of all obligations hereunder. In the event of such assignment, all applicable sales and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

OWNER:

UTICA HARBOR LODGING GROUP, LLC

[Insert name of Contractor or
Subcontractor]

as agent for and on behalf of the City of
Utica Industrial Development Agency

By: _____
Name:
Title:

By: _____
Name:
Title:

DATE: _____

DATE: _____

Address of Contractor or
Subcontractor:

cc: City of Utica Industrial Development Agency

ADDENDUM A

DESCRIPTION OF THE FACILITY

Acquisition of parcels of land measuring 4.44± acres in the aggregate located at 101 North Genesee Street, Utica Harbor Point, City of Utica, Oneida County, New York (collectively, the “Land”) to undertake the following: (A) (i) construction of a five-story mixed-use building containing a total of approximately 44 market-rate residential units on the top three floors, office, commercial and retail space on the second floor, parking for residents and patrons on the ground floor, together with all infrastructure to support the same (collectively, the “Mixed-Use Improvements”); and (ii) acquisition and installation of furniture, fixtures and equipment in the Mixed-Use Improvements (the “Mixed-Use Equipment”); all designed to attract residents that are currently either underserved by Utica’s existing apartment stock or living outside the City and to fill a demonstrated need for market rate housing (the Mixed-Use Improvements and the Mixed-Use Equipment are referred to collectively as the “Mixed-Use Facility” and the acquisition, construction and equipping of the Mixed-Use Facility is referred to collectively as the “Mixed-Use Project”); and (B) (i) adaptive reuse and renovation of the historic 1933 Canal Building into an 8,000± square foot event center together with all parking and infrastructure to support the same (collectively, the “Event Center Improvements”); (ii) acquisition and installation of furniture, fixtures and equipment in the Event Center Improvements (the “Event Center Equipment”), (the Event Center Improvements and the Event Center Equipment are referred to collectively as the “Event Center Facility” and the acquisition, renovation and equipping of the Event Center Facility is referred to collectively as the “Event Center Project”). The Land, the Mixed-Use Facility and the Event Center Facility are referred to collectively as the “Facility,” and the Mixed-Use Project and the Event Center Project are referred to collectively as the “Project, ” all of which are in furtherance of enhancing economic development in downtown Utica and specifically within the Harbor Point area through a transformative, destination-oriented development.

**City of Utica
Industrial Development Agency
Application**

The information required by this form is necessary to determine the eligibility of your project for IDA benefits. Please answer all questions; insert "NONE", or "NOT APPLICABLE", where necessary. If an estimate is given, put "EST." after the figure. Attach additional sheets if more space is needed for a response than is provided. Return three copies of this application to the City of Utica Industrial Development Agency.

Once submitted with the IDA, this Application becomes public information and will be published on the IDA's website. If the applicant deems any information requested to be exempt from FOIL, please answer the question "CONFIDENTIAL" and submit the information on a separate attachment marked confidential and provide the statutory exemption

A project financed through this Agency involves the preparation and execution of significant legal documents. Please consult with an attorney before signing any documents in connection with the proposed project.

PART I
Applicant

Applicant's legal Name: UTICA HARBOR POINT, LLC

Principal Address: 400 ORISKANY ST W
UTICA, NY 13502

Project Address: 101 N GENESEE ST
UTICA, NY 13502

Telephone Number(s): 315-790-9070

Federal Identification Number: 41-4212330

Company IRS Filing Office Location: Philadelphia, PA

Company Officer completing this application:

Name: ROBERT ESCHE

Title: OWNER

Phone: 315-225-2040 cell 315-225-2040 office

Email: ROBERT.ESCHE@UTICACOMETTS.COM

1. A. **Is the applicant a:**

() Corporation: If YES, Public () Private ()
If a PUBLIC Corporation, on which exchange is it listed? _____

() Limited Liability company - multi-member
(x) Limited Liability company - single member
members name: Robert Esche

() Sole Proprietorship
() Partnership
() Subchapter S
() DISC
() Other (specify) _____

B. State of incorporation/organization, if applicable: NY

2. **Stockholders, Directors, Officers, Partners or Members**

A. Provide the following information in regard to principal stockholders or parties:

<u>Name</u>	<u>Home Address</u>	<u>Percentage of Ownership</u>
Robert Esche	311 Main Street Utica NY	100
_____	_____	_____
_____	_____	_____
_____	_____	_____

B. Provide the following information in regard to officers and directors:

<u>Company Officer</u>	<u>Name and Home Address</u>	<u>Other Principal Business Affiliation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- C. Is the applicant or any of the persons listed in 2(A) above related, directly or indirectly, to any other entity by more than 50% common ownership? If also, indicate name of such entity and the relationship.

N/A

- D. Is the applicant affiliated with any other entity, directly or indirectly, other than as indicated in response to paragraph C above? If YES, please indicate name and relationship of such other entity and the address thereof:

Robert Esche is a part owner of 311 Main Street Holdings, LLC

3. **Applicant's accountant**

Name and Title: RYAN SIEPIOLA

Name of Firm: D'ARCANGELO & CO., LLP

Address: 120 LOMOND CT

UTICA, NY 13502

Telephone Number: 315-735-5216 Email: rsiepiola@darcangelo.cpa

4. **Applicant's attorney**

Name and Title: GEORGE MURAD

Name of Firm: MURAD & MURAD, P.C

Address: 291 GENESEE STREET

UTICA, NY 13501

Telephone: 315-792-8000 Email: gmurad@muradlaw.net

5. **References** (Individuals and institutions in this section may be contacted)

A. Banking/Financial Institution:

Name of
Institution

Address and
Phone Number

Account Officer/
Contact Person

N/A - NEW BUSINESS

B. Business suppliers (list three largest accounts)

Name of
Supplier

Address and
Phone Number

Account Officer/
Contact Person

N/A - NEW BUSINESS

C. Major customers (list three largest)

Name of
Customer

Address and
Phone Number

Account Officer/
Contact Person

N/A - NEW BUSINESS

6. **Business Description**

A. Describe nature of business and principal products and/or services:

THE LLC WAS FORMED FOR THE PURPOSE OF REHABILITATING
THE FORMER 1933 CANAL CORPORATION BUILDING & CONSTRUCT
A NEW MIXED-USE BUILDING ADJACENT WITH TWO RESTAURANTS
AND APARTMENTS ON THREE FLOORS

- B. Describe the geographical market(s) served:

UTICA, NY

7. **Present location(s) of business operations**

- A. List present location(s):

1. N/A - NEW BUSINESS

2.

3.

- B. For what purpose is each of these used?

1. N/A - NEW BUSINESS

2.

3.

- C. For each of your present locations which are RENTED, provide the following information:

- D. Name of Landlord Landlord's Address Landlord's

Telephone Number

1. N/A - NEW BUSINESS

2.

3.

Amount of Space

Annual Rental

Lease Termination Date

1. N/A - NEW BUSINESS

2.

3.

E. For each of your present locations which you OWN, provide the following information:

	<u>Location</u>	<u>Annual Mortgage Payment</u>	<u>Termination Date</u>
1.	N/A - NEW BUSINESS		
2.			
3.			

F. List which of your present locations, if any, will be vacated if IDA approval for your project is given:

N/A - NEW BUSINESS

If any of these locations will be sublet or sold, provide information concerning your ability to do so:

N/A - NEW BUSINESS

PART II

Reasons for Project

Please explain in detail why you want to undertake this project and define scope of project:

See attached

Why are you requesting the involvement of the IDA in your project?

See attached

How will the applicant's plans be affected if IDA approval is not granted?

THE PROJECT WILL NOT BE ABLE TO PROCEED WITHOUT IDA SUPPORT

Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?

☒ Yes or ☐ No

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency:

N/A

Identify the assistance being requested of the Agency (select all that apply):

- | | | | | | |
|----|----------------------------------|---------------|--------|---------------|----|
| 1. | Exemption from Sales Tax | <u> X </u> | Yes or | <u> </u> | No |
| 2. | Exemption from Mortgage Tax | <u> X </u> | Yes or | <u> </u> | No |
| 3. | Exemption from Real Property Tax | <u> X </u> | Yes or | <u> </u> | No |
| 4. | Tax Exempt Financing * | <u> </u> | Yes or | <u> X </u> | No |

* (typically for not-for-profits & small qualified manufacturers)

A. **Type of Project**

Check category or categories best describing your project (O - Owner)
and all end-users (T – Tenant(s)) and the square footage of each:

	Manufacturing		sf
	Industrial (Assembly or Service)		sf
	Research and Development		sf
	Warehousing		sf
X	Commercial	5,000	sf
	Pollution Control		sf
X	Housing	74,485	sf
	Back Office		sf
	Facility for Aging		sf
	Multi-Tenant		sf
X	Retail	6,598	sf
	Recreational		sf
X	Other (specify) EVENT SPACAE	8,000	sf
	Total	94,082	sf

B. **Description of Proposed Project**

Check all appropriate categories which apply to the proposed project:

- | | | |
|--|----------|-------|
| 1. Acquisition of land | YES(X) | NO() |
| 2. Acquisition of existing building | YES(X) | NO() |
| 3. Renovations to existing building | YES(X) | NO() |
| 4. Construction of addition to existing building | YES(X) | NO() |
| 5. Demolition | YES(X) | NO() |
| 6. Construction of a new building | YES(X) | NO() |
| 7. Acquisition of machinery and/or equipment | YES(X) | NO() |
| 8. Installation of machinery and/or equipment | YES(X) | NO() |
| 9. Other (specify) _____ | YES() | NO() |

C. What is the zoning classification of the proposed site?

PLANNED DEVELOPMENT

- D. For what purpose was the site most recently used (e.g. light manufacturing, heavy manufacturing, assembly, etc.)?

CANAL CORP MAINTENANCE BUILDING

E. Location(s) Street Address Number of Floors/ SF/floor

- F. Is the site in a former Empire Zone? (X) Yes () No

Is the business Empire Zone certified at this location: () Yes (X) No

Will the project contain an on-site Child Care component? () Yes (X) No

Is the proposed project located within the boundary of a Central New York Regional Transportation (Centro) District? (X) Yes () No

- G. 1. Please describe in detail the facility to be acquired, constructed or renovated (including number of buildings and other existing structures or facilities) and attach plot plans, photos or renderings, if available.

The project includes renovating the historic 1933 Canal Building into approximately 8,000 square feet of event space. The building a new, ground up mixed use building including 44 apartments, restaurant space and commercial office space. All site infrastructure will be new, in addition to on site parking lot for residents and patrons.

2. If construction or renovation work on this project has already begun, please describe the work in detail.

NONE

3. What is the estimated useful life of the:

a. Facility: 40 YEARS

b. Equipment: 15-25 YEARS

- H. List the principal items or categories of equipment to be acquired as part of the project.
KITCHEN EQUIPMENT, APARTMENTS FIXTURES AND APPLIANCES
-
- I. If any of this equipment has already been purchased or ordered, please attach all invoices and purchase orders and list amounts paid and dates of expected delivery as well as a brief description:

N/A
-
- J. If the construction or operation of the proposed project will require any local ordinance or variance to be obtained or requires a permit or prior approval of any state or federal agency or body (other than normal occupancy/construction permits), please specify:
N/A
-
- K. Will the project have a significant effect on the environment, YES () NO (X). If YES, please describe the effect. **Important: please attach Environmental Assessment Form to this Application**
-
-
-
- L. Will a related real estate holding company, partnership or other entity be involved in the ownership structure of the Transaction? YES (X) NO () If YES, please explain:
WE INTEND TO FORM SEPERATE ENTITIES AT A LATER DATE TO SPLIT
THE PROPERTIES INTO TWO SEPERATE ENTITIES, WHICH WOULD BOTH
BE OWNED BY THE PARENT COMPANY, UTICA HARBOR POINT, LLC. THE
PRINCIPAL OWNERS WOULD REMAIN THE SAME AFTER THIS TRANSACTION
-

M. 1. With regard to the present owner of the project site, please give:
Name: UTICA HAROR POINT DEVELOPMENT CORPORATION
Address: 1 KENNEDY PLAZA
UTICA, NY 13502

Telephone Number: _____

2. If the applicant already owns the project site, indicate:

a. date of purchase: _____

b. purchase price: _____

3. If the project site is mortgaged, please indicate:

a. balance of mortgage: _____

b. holder of mortgage: _____

N. Is there a relationship, legally, by virtue of common control, or through related persons, directly or indirectly, between the applicant and the present owner of the project site?
YES () NO (X) If YES, please explain:

O. Is the company currently a tenant in the building to be occupied?

YES () NO (X)

P. Are you planning to use/develop the entire proposed facility?

YES (X) NO ()

If NO, give the following information with respect to present tenants:

1. Present Tenant Information

a.	<u>Name of Business</u>	<u>Floors Occupied</u>	<u>Square Feet Occupied</u>	<u>Nature of Tenant's Business</u>
----	-------------------------	------------------------	-----------------------------	------------------------------------

N/A

b. Which of the above tenants will be vacating upon your initial use of the facility? How many jobs will be affected?

<u>Name of Firm</u>	<u>Jobs</u>	<u>Square Footage Now Occupied</u>
---------------------	-------------	------------------------------------

N/A

c. For those tenants who will remain after your initial occupancy of the site, provide the following transaction:

<u>Name of Tenant</u>	<u>Term of Lease</u>	<u>Renewal Options</u>	<u>Square Footage Now Occupied</u>
-----------------------	----------------------	------------------------	------------------------------------

N/A

Are any of the above tenants related to the owner of the facility? YES () NO ()

d. If the applicant will be occupying the premises of any of the tenants listed in (c) when their lease expires, please list.

NO

e. Please provide copies of all present lease(s) at the proposed project site.

- f. Do you propose to lease part of the project facility to firms not presently tenants?

YES (X) NO () If YES, provide details of your proposals:

WE WILL LEASE APARTMENTS TO INDIVIDUALS AND WE WILL LEASE THE
RESTAURANT/EVENT SPACE, IN ADDITION TO COMMERCIAL OFFICE SPACE.

- g. Will the project result in either (a) the removal of an industrial or manufacturing plant of any project occupant from one area of the state to another area of the state, or (b) in the abandonment of one or more plants or facilities of any project occupant located within the state? YES (X) NO ()

If the answer is YES, please explain briefly the reasons for the move.

Aquavino has an expiring lease in New Hartford, and it needs to relocate in order
to preserve the business.

Is the proposed project reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the State of New York?

YES (X) NO ()

Is the proposed project reasonably necessary to preserve the competitive position of the project occupant in its respective industry? YES () NO (X)

- h. If any of the parties who will be tenants in this project are related to or affiliated with the applicant, please identify them:

AQUAVINO, WHICH IS ALSO OWNED BY ONE OF THE OWNERS, WILL
RENT THE RESTAURANT SPACE IN THE FACILITY

1. Please attach any written agreements (e.g., options, purchase contracts, invoices, etc.) concerning the acquisition of the real property or equipment for this proposed facility.

2. Employment *

- a. List your present employment in the City of Utica, if any, and an estimate of the employment at the proposed facility at the end of two years. NOTE: New York State considers Full Time employment as 35 hours or more. Full-time jobs, plus the combination of two or more part-time jobs that, when combined together, constitute the equivalent hours of a full-time position (35 or more hours).

Employment	Current # of applicant's jobs at/or to be located at proposed project location	Number of FTE jobs to be RETAINED	Number of FTE jobs to be CREATED two years after project completion	Estimate number of residents in Labor Market Area that will fill projected jobs two years after project completion
Full-Time (FTE)	17	17	18	18

The Labor Market Area consists of the following counties: Oneida, Lewis, Herkimer, Otsego, Madison and Oswego

- b. Characterize the labor force to be associated with this project location according to the following categories:

Category	Current/ Anticipated	Avg Salary or Salary Range	Avg Fringe Benefits or Range
Officers	2/2	\$60,000 - \$70,000	\$2,000 - \$5,000
Sales/Supervisory	1/2	\$60,000 - \$70,000	\$2,000 - \$5,000
Clerical			
Plant/Production	5/5	\$40,000 - \$50,000	\$1,000 - \$2,000
Other (specify)	9/9	\$20,000 - \$30,000	\$1,000 - \$2,000

Notes:

- c. Estimate the Annual Payroll for the employees associated with the project location.

Currently	End of Year One	End of Year Two
\$ 750,000	\$ 1,550,000	\$ 1,550,000

*** Company/Applicant will be required to submit Annual Project Monitoring Reports (attached) along with a copy of the NYS 45 (four quarters) for a minimum of five (5) years for any commercial project and ten (10) years for any industrial/manufacturing project, or for the length of UIDA involvement in the project. Annual Project Monitoring Reports will be compared to employment counts as stated above and companies whose reported counts fall below those levels above will be subject to the Agency's Recapture Provisions Policy.**

Sources of Funds for Project Costs:

		% of Total project costs
Bank Financing:	\$ <u>13,000,000</u>	<u>56%</u>
Equity (excluding equity attributed to grants/tax credits)	\$ <u>6,550,000</u>	<u>28%</u>
Tax Exempt Bond Issuance (if applicable)	\$ _____	_____
Taxable Bond Issuance (if applicable)	\$ _____	_____
Public Sources (Include sum total of all state and federal grants and tax credits)	\$ <u>3,800,000</u>	<u>16%</u>

Identify each state and federal grant/credit:

<u>ESD GRANT</u>	\$ <u>1,250,000</u>
<u>ESD GRANT</u>	\$ <u>800,000</u>
<u>DASNY GRANT</u>	\$ <u>1,500,000</u>
<u>NATIONAL GRID GRANT</u>	\$ <u>250,000</u>

Total Sources of Funds for Project Costs: \$ 23,350,000 100%

Have any of the above costs been paid or incurred as of the date of this Application?

☒ Yes ☐ No. If Yes, describe particulars: MONEY HAS BEEN SPENT ON THE
DESIGN OF THE BUILDING WITH ARCHITECTS AND ENGINEERS

Mortgage Recording Tax Exemption Benefit: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/bridge financing): \$ 13,000,000

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage \$ 97,500

Amount as indicated above multiplied by 0.75%):

Please Note: The New York State General Municipal Law was recently amended to reflect that industrial development agencies are not exempt from the additional mortgage recording tax of .25% that is assessed to properties that are located within a regional transportation district. Oneida County is located within the Central New York Regional Transportation District; as such, all UIDA projects will be exempt from .75% of mortgage recording tax, but must pay .25% of mortgage recording tax, which will be directed to the Transportation District.

3. Estimated Project Cost

Listed the costs necessary for the construction, acquisition or renovation of the project (this should NOT include working capital needs, moving expenses, work in progress, stock in trade, applicant's debt repayment, real estate broker fees or your legal fees):

Acquisition of Land	\$ <u>50,000</u>
Acquisition of Building(s)	\$ <u>435,000</u>
Renovation Costs	\$ <u>4,000,000</u>
New Construction of Buildings	\$ <u>12,000,000</u>
Machinery and Equipment (taxable) (other than furniture costs)	\$ <u>4,000,000</u>
Machinery and Equipment (non-taxable)	\$ _____
Furniture and Fixtures	\$ <u>1,000,000</u>
Installation Costs	\$ _____
Architectural/Engineering Fees	\$ <u>700,000</u>
Fees (other than your own counsel and brokerage fees)	\$ <u>415,000</u>
Interest on Interim Financings	\$ <u>750,000</u>
Other (specify) _____	\$ _____

Total Project Cost	\$ <u>23,350,000</u>

UIDA Agency Fee \$ 60,595 (to be computed by UIDA)

Sales and Use Tax: 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:

\$ 12,000,000

Estimated State and local Sales and Use Tax Benefit (product of 8.75% multiplied by the figure, above):

\$ 1,050,000

4. Real Estate Taxes

List separately the proposed project's Real Estate Taxes and/or Assessed Value as it applies to land and building:

Project's	Real Estate Taxes	Assessed Value
Land(s)	\$1,126	\$15,800
Building(s)	\$713	\$10,000
Total	\$1,839	\$25,800

Calculate the value of the PILOT exemption anticipated for the project described:

\$ 6,931,200

5. Project Schedule

Indicate the estimated dates for the following:

- a. Construction commencement: APRIL 2027
- b. Construction completion: OCTOBER 2028
- c. Project financing: List the dates and in what amounts the estimated funds will be required:
MARCH 2027
- d. Indicate the name of the incorporated municipality in which the facility will be located and the applicant's (or any related entity's) estimated capital expenditures in such municipality during the past three years:
UTICA
- e. What do you expect the applicant's (or any related entities) capital expenditures to be in the above municipality during the next three years (including this project):
\$23,350,000

- f. If the applicant or any related entity has previously secured the benefit of tax exempt financing in the City of Utica, whether through IDA, the New York Job Development Authority or any other entity, please explain (indicate date, location of financed facility, and outstanding balance):

311 MAIN STREET HOLDINGS, LLC IS A RELATED ENTITY AND HAS
A CURRENT PILOT WITH THE CITY OF UTICA IDA

- g. Has the applicant or any related entity received the benefit of tax exempt financing anywhere within the United States within the past 90 days or is the applicant or any related entity contemplating the receipt of such financing assistance within the next 90 days? YES () NO (X) if YES, please explain.

6. Project Financing Efforts

IT IS THE APPLICANT'S RESPONSIBILITY TO SECURE A PURCHASER FOR IDA BONDS ISSUED IN CONJUNCTION WITH THIS PROJECT. Below are a series of questions relating to your efforts to secure financing for your project if IDA approval is granted.

- A. Has the applicant contacted any bank, financial/lending institution or private investor in regard to the financing for this project? YES (X) NO () If YES, please give details:

HAVE A TERM SHEET FROM LENDING PARTNER

B. Have you obtained a financial commitment for this project? YES (X) NO ()

1. If YES, please briefly describe this commitment and attach related correspondence:

TERM SHEET FROM EMPOWER FEDERAL CREDIT UNION

WAITING ON OTHER BANKS TO SUBMIT TERM SHEETS

2. If NO, please explain how you will be able to finance this project:

C. Are there any other governmental agencies that you have contacted concerning financial assistance in regard to your proposed project? YES (X) NO () If YES, please explain:

GRANTS LISTED ABOVE

D. 1. Will the applicant's obligations be guaranteed, and if so, by whom?

YES, BY ROBERT ESCHE

2. Is the guarantor related to or affiliated with the applicant?

E. Financial Information (Attach the Following).

1. Financial Statements for the last three fiscal years.
2. Pro forma Balance Sheet as at start of operations at project site.
3. Projected Profit and Loss Statements for first two years of operation at project site.
4. Projected "Cash Flow" Statement, by quarters, for first year of operation at project site.

REPRESENTATIONS AND CERTIFICATION BY APPLICANT

The undersigned requests that this Application be submitted for review to the City of Utica Industrial Development Agency (the "Agency") and its Board of Directors.

Approval of the Application can be granted solely by this Agency's Board of Directors. The undersigned acknowledges that Applicant shall be responsible for all costs incurred by the Agency and its counsel in connection with the attendant negotiations whether or not the transaction is carried to a successful conclusion.

The Applicant further understands and agrees with the Agency as follows:

1. **Annual Sales Tax Filings.** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the 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.
2. **Annual Employment Reports.** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site as well as tax benefits received with the action of the Agency. Failure to provide such reports as provided in the transaction documents will be an Event of Default under the Lease (or Leaseback) Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.
3. **Absence of Conflict of Interest.** The Applicant has consulted the Agency website of the list of the Agency members, officers and employees of the Agency. No member, officer, or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as herein after described (if none, state "none"):
4. **Hold Harmless.** Applicant hereby releases the Agency and its members, officers, servants, agents and employees from, 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 (A) 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, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) 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. If, for any reason, 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 Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, 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.

5. The Applicant acknowledges that the Agency has disclosed that the actions and activities of the Agency are subject to the Public Authorities Accountability Act signed into law January 13, 2006 as Chapter 766 of the 2005 Laws of the State of New York.
6. 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.**
7. The Applicant acknowledges that it has been provided with a copy of the Agency's recapture policy (the "Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.
8. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would 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 or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

9. 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.
10. 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 the Project.

11. 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 provision of Section 859-a and Section 862(1) of the New York General Municipal Law.
12. The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent 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.
13. Applicant acknowledges receipt of notice from the Agency pursuant to Section 224-a(8)(d) of the New York Labor Law that the estimated mortgage recording tax exemption benefit amount, the estimated sales and use tax exemption benefit amount, and the estimated real property tax abatement benefit amount as so identified within this Application are "public funds" and not otherwise excluded under Section 224-a(3) of the New York Labor Law. Applicant further acknowledges and understands that you have certain obligations as related thereto pursuant to Section 224-a(8)a) of the New York Labor Law.

STATE OF NEW YORK)

) ss.:

COUNTY OF ONEIDA

BEN ZIMMERMAN, being first duly sworn, deposes and says:

1. That I am the Vice President (Corporate Officer) of AFEP 101 Corp (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.


(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 13th day of July, 2026.

Andrew T. Kasman

ANDREW T. KASMAN
Notary Public, State of New York
No. 02KA4842323

Qualified in Suffolk County
Commission Expires September 30, 2029

If the application has been completed by or in part by other than the person signing this application
for the applicant please indicate who and in what capacity:

By: _____

Name: _____

Title: _____

Date: _____

**Return the original application materials with a check in the amount of \$300.00
made payable to: 'Utica Industrial Development Agency', 1 Kennedy Plaza,
Utica, New York 13502, Attn.: Jack N. Spaeth, Executive Director.**

**UTICA INDUSTRIAL DEVELOPMENT AGENCY
COST/BENEFIT ANALYSIS
Required by §859-a(3) of the
New York General Municipal Law**

TO BE ATTACHED TO AND MADE PART OF APPLICATION TO THE AGENCY

Name of Applicant: UTICA HARBOR POINT, LLC

Address of Project: 101 N GENESEE STREET UTICA, NY 13502

Description of Project:

PROPOSED PROJECT INCLUDES RENOVATING THE EXISTING 1933
BUILDING INTO AN EVENT CENTER AND ERECTING A NEW 5-STORY
BUILDING TO INCLUDE 44 APARTMENTS AND 2 RESTAURANTS

Name of all Sublessees or Other Occupants of Facility:

AQUAVINO RESTAURANT, RESIDENTIAL TENANTS

Principals or Parent Company of Applicant:

ROBERT ESCHE

Principals of any Sublessee or Occupant:

ROBERT ESCHE

Product/Services of Applicant:

LESSORS OF COMMERCIAL SPACE AND RESIDENTIAL UNITS

Estimated Completion Date of Project: 10/31/2028

Type of Financing/Structure: _____ Tax-Exempt Financing
 _____ Taxable Financing
 X Lease/Leaseback, Sale/Leaseback
 13,000,000 Other

Explain: _____

Types of Benefits**Expected to Receive:**

 Tax-Exempt Bonds
 X Sales Tax Until Completion Date
 X Mortgage Tax Abatement
 X Real Property Tax Abatement

Project Costs - Capital Investment

Land	\$ 6,550,000	Cost per Acre \$ 20000
Existing Building	\$	
Rehab of Existing Building	\$	
Construction of New Building	\$ 3,800,000	Cost per Sq Ft \$ 186
Addition or Expansion	\$ 16%	Cost per Sq Ft \$
Engineering and Architectural Fees	\$ 1,250,000	
Equipment (detail below)	\$ 800,000	
Legal Fees		
Bank, Bond, Transaction, Company, Credit Provider, Trustee	\$ 1,500,000	
Finance Charges		
Title Insurance, Environmental Review, Bank Commitment Fee, Appraisals, etc.	\$ 250,000	

TOTAL COST OF PROJECT

\$ 23,350,000

Type of Equipment to be Purchased

Kitchen/Restaurant equipment, Appliances,
Apartment fixtures

Grants or Loans expected to be received (by who and amount)

DASNY GRANT	\$ 100%
ESD GRANT	\$ 97,500
NATIONAL GRID GRANT	\$ 50,000

Company Information

Existing Jobs	<u>17</u>
Created Jobs (by year 3)	<u>18</u>
Retained Jobs	<u>17</u>

BENEFITS

Taxable Goods and Services

		Spending Rate	Wages	Expenditures	Sales Tax Rate	State/ Local Sales Tax Revenues
Direct Jobs						
<u>18</u>	Created	36.0% x	<u>800,000</u>	= <u>4,000,000</u>	x 8.75% =	<u>25,200</u>
<u>17</u>	Existing	36.0% x	<u>750,000</u>	= <u>12,000,000</u>	x 8.75% =	<u>23,625</u>
Indirect Jobs						
_____	Created	36.0% x	_____	= <u>4,000,000</u>	x 8.75% =	_____
_____	Existing	36.0% x	_____	= <u>1,000,000</u>	x 8.75% =	_____
<u>120</u>	Construction	36.0% x	<u>8,100,000</u>	= <u>2,916,000</u>	x 8.75% =	<u>255,150</u>
(see below)	Totals		<u>9,650,000</u>	<u>4,896,000</u>		<u>303,975</u>
				x 3 years =		<u>911,925</u>

Real Property Taxes

Local (3 year) real property tax benefit (assuming 40 % of jobs existing and created own a residence with an average assessment of \$ 75,000 and the remainder of jobs existing and created pay real property taxes through rent based on an average assessment per apartment of \$ 700,000

Current tax rate = 71.25 per \$1000 of AV

Real Property Taxes Paid

\$ 415,000

3 Yr Comparative Benefits

\$ 750,000

COSTS

Real Property Taxes Abated on Improvements only (3-year period) \$ 34,654

Mortgage Tax Abated \$ 23,350,000

Estimated Sales Tax Abated During Construction Period \$ 12,000,000

3 Yr Comparative Costs

\$ 1,050,000

Calculation of Construction Jobs: Total project hard construction costs x .45 = Total Labor Costs / Construction term (in months) = Labor costs per month / \$3,750 (approx. average construction salary of \$45,000 per year / 12 months) = Number of construction employees. Use the Total Labor Costs as Construction Wages above.

**City of Utica Industrial Development Agency
One Kennedy Plaza, Utica, New York 13502**

RETAIL DETERMINATION

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.

Please answer the following:

- A.** Will any portion of the project 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?

☒ Yes or ☐ No. If the answer is yes, please continue.

For purposes of Question A, the term “retail sales” means (i) sales by a registered vendor under Article 28 of the Tax Law of the State 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 (ii) sales of a service to customers who personally visit the Project.

- 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? 28 %
If the answer is less than 33% do not complete the remainder of the retail determination.

If the answer to 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 or ☐ No.

2. Is the Project location or facility likely to attract a significant number of visitors from outside the City of Utica?

☐ Yes or ☐ No

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

3. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the municipality within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services?

☐ Yes or ☐ 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 or ☐ No.

If yes, explain _____
13,000,000

5. Is the project located in an area that has been designated an Empire Zone? ☐ Yes or ☐ No

The undersigned hereby certifies that the information contained in this Retail Determination is true, accurate and complete.

Print Name of Applicant: UTICA HARBOR POINT, LLC

Print Name of Authorized Representative: ROBERT ESCHE

Title: OWNER

Signature: _____

Date: 02/17/2026

RESOLUTION OF THE CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION FOR THE DELTA AT MARRIOTT UTICA FACILITY, APPOINTING AFP 101 CORP. AND/OR AN ENTITY FORMED OR TO BE FORMED ON ITS BEHALF AS AGENT OF THE AGENCY FOR THE PURPOSE OF RENOVATING AND EQUIPPING THE FACILITY, MAKING CERTAIN FINDINGS WITH RESPECT TO THE FACILITY, AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT.

WHEREAS, AFP 101 Corp., on behalf of itself and/or the principals of AFP 101 Corp., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the renovation of a 48,000± square foot hotel (the "Improvements") located at 200 Genesee Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), all to upgrade and modernize the Improvements in accordance with franchise requirements in furtherance of a vibrant downtown (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the renovation and equipping of the Facility is referred to as the "Project"), including, without limitation, the following as they relate to the renovation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the renovation and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with renovation and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building; and

WHEREAS, the Company will lease the Facility to the Agency; and

WHEREAS, the Facility will be leased back to the Company or such other person as may be designated by the Company and agreed upon by the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 710 of the Laws of 1981 of the State of New York, as may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities,

health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of Exemptions from sales and use taxes on materials and equipment purchased in connection with the Project, the value of which is estimated at \$429,000, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy (the "Policy"), to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, as a condition of the proposed Financial Assistance, the Company agrees to retain the existing forty-five (45) full-time equivalent positions ("FTEs") at the Facility and maintain all at the Facility for the term of the Leaseback Agreement; and

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any financial assistance, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a lease-leaseback transaction, and the granting of any financial assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**; and

WHEREAS, the Project is a "retail project" under the Act because the Facility will be primarily used in making sales of goods or services to customers who personally visit the Facility; and

WHEREAS, prior to the closing of a lease-leaseback transaction and the granting of any financial assistance, the Agency will adopt a Statement of Findings and request the Mayor of the City of Utica to confirm the provision of Financial Assistance; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that:

- a. the proposed lease-leaseback transaction is either an inducement to the Company to maintain and expand the Facility in the City or is necessary to maintain the competitive position of the Company in its industry;

- b. the proposed Project will help to preserve the only hotel in the downtown Utica vicinity;
- c. the proposed Project is in furtherance of the master plan for the City of Utica by contributing to a vibrant downtown; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a Short Environmental Assessment Form and related documents with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Agency acted as lead agency for the purposes of SEQRA, and just prior to this resolution made determinations and findings and adopted a negative declaration for purposes of SEQRA.

NOW, THEREFORE, BE IT RESOLVED by the City of Utica Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

- Section 1. (a) The Agency has completed its environmental review and determined for purposes of SEQRA that the Project is a Type II action and does not have a significant adverse impact on the environment. Therefore, the Agency hereby adopts a negative declaration without the need for an environmental review.
- (b) The renovation and equipping of the Facility and the financing thereof by the Agency, through the lease of the Facility to the Company by the Agency pursuant to a lease-leaseback transaction will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the City of Utica and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved;
- (c) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction for the purpose of financing the costs of the renovation and equipping of the Facility, together with necessary incidental expenses in connection therewith as reflected

in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction.

- Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the lease-leaseback transaction, and the development of the Facility (the "Agreement") is hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.
- Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement the Agency shall (i) renovate and equip the Facility, (ii) lease the Facility to the Company pursuant to an agreement by and between the Agency and the Company whereby the Company will be obligated, among other things, to make payments to or for the account of the Agency.
- Section 4. The Company is herewith and hereby appointed the agent of the Agency to renovate, equip and complete the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to renovate, equip and complete the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall

indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

- Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel and Agency Counsel in connection with the lease-leaseback transaction.
- Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.
- Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and the affected tax jurisdictions, (ii) schedule a public hearing, and (iii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.
- Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK }
COUNTY OF ONEIDA } ss:

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency DOES HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the City of Utica Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on October 21, 2026 at 8:30 a.m., local time, at One Kennedy Plaza, Utica, New York which the following members were:

Members Present:

Also Present:

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

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand on _____, 2026.

Jack N. Spaeth, Assistant Secretary

EXHIBIT A
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the City of Utica Industrial Development Agency (the "Agency") on the ____ day of August 2026 at ____ a.m., local time, at Utica City Hall, Urban & Economic Development conference room, Second Floor, One Kennedy Plaza, Utica, New York in connection with the following matters:

AFP 101 Corp., on behalf of itself and/or the principals of AFP 101 Corp. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the renovation of a 48,000± square foot hotel (the "Improvements") located at 200 Genesee Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), all to upgrade and modernize the Improvements in accordance with franchise requirements in furtherance of a vibrant downtown (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the renovation and equipping of the Facility is referred to as the "Project"). The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes, which proposed financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Comments may also be submitted to the Agency in writing or electronically prior to the Public Hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York and on the Agency's website.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

Dated: August __, 2026

By: /s/ Vincent J. Gilroy, Jr., Chairman

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON AUGUST __, 2026

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY
2026 LEASE-LEASEBACK TRANSACTION
(AFP 101 CORP. FACILITY)

1. Jack N. Spaeth, Executive Director of the City of Utica Industrial Development Agency (the "Agency"), called the hearing to order at ____ a.m.
2. The Executive Director, also being the Assistant Secretary of the Agency, recorded the minutes of the hearing.
3. The Executive Director then described the proposed financial assistance and the location and nature of the Facility as follows:

AFP 101 Corp., on behalf of itself and/or the principals of AFP 101 Corp. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the renovation of a 48,000± square foot hotel (the "Improvements") located at 200 Genesee Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), all to upgrade and modernize the Improvements in accordance with franchise requirements in furtherance of a vibrant downtown (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the renovation and equipping of the Facility is referred to as the "Project"). The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes, which proposed financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

4. The Executive Director then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of

the Facility. The following is a listing of the persons heard and a summary of their views:

5. The Executive Director then asked if there were any further comments, and, there being none, the hearing was closed at _____ AM.

Jack N. Spaeth, Assistant Secretary

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

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held virtually by the City of Utica Industrial Development Agency (the "Agency") on August __, 2026 at _____ a.m. local time, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) the hearing was a public meeting open for the public to attend in person and public notice of the time, date and location of said hearing was duly given, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____, 2026.

Jack N. Spaeth, Assistant Secretary

EXHIBIT C

(To be copied on Agency letterhead and delivered to the Company when appropriate.)

_____, 2026

Ben Zimmerman, Vice President and CFO
AFP 101 Corp.
9 Park Place
Great Neck, New York 11021

Re: *City of Utica Industrial Development Agency 2026 Lease-Leaseback Transaction
(Delta by Marriott Utica Facility)*

Ladies and Gentlemen:

Pursuant to a resolution duly adopted on October 21, 2026, the City of Utica Industrial Development Agency (the "Agency") appointed AFP 101 Corp., on behalf of itself and/or the principals of AFP 101 Corp., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") the true and lawful agent of the Agency to enter into a transaction in which the Agency will assist in the renovation of a 48,000± square foot hotel (the "Improvements") located at 200 Genesee Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), all to upgrade and modernize the Improvements in accordance with franchise requirements in furtherance of a vibrant downtown (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the renovation and equipping of the Facility is referred to as the "Project").

It is the intent of the Agency that this agency appointment include, from the effective date of such appointment, authority to purchase, lease and otherwise use on behalf of the Agency all materials, equipment, goods, services and supplies to be incorporated into and made an integral part of the Facility and also include the following activities as they relate to the Project, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of the Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the Project; (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the Project including all utility services and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The agency appointment includes the power to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described.

In exercising this agency appointment, the Company, its agents, subagents, contractors and subcontractors, should give the supplier or vendor a copy of this letter to show that the Company, its agents, subagents, contractors and subcontractors are each acting as agent for the Agency. Construction contracts, purchase orders and other agreements relating to the project should be executed by the Company, or any sub-agent appointed by the Company, as agent of the Agency. Also, purchases must be billed or invoiced by the vendor to the Company, or any sub-agent appointed by the Company, as agent of the Agency (e.g. "AFP 101 Corp. as agent for the City of Utica Industrial Development Agency"). The supplier or vendor should identify the Facility as the **"AFP 101 Corp. Facility"** on each bill or invoice and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the City of Utica Industrial Development Agency in making the purchase. You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Facility must execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of acquiring, renovating and equipping the Facility. **Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.**

You should be aware that the New York State General Municipal Law requires you to file with the New York State Department of Taxation and Finance Form ST-340 (Annual Report of Sales and Use Tax Exemptions Claimed by Agent/Project Operator of Industrial Development Agency/Authority) regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to this Project. This statement must be filed on an annual basis for as long as the Company is claiming a sales tax exemption. **The penalty for failure to file such statement is the removal of your authority to act as an agent.**

The value of exemptions from sales and use taxes on materials and equipment currently authorized by the Agency shall not exceed \$429,000.00 in the aggregate. If the exemptions claimed by the Company exceed (a) \$100,000 between October 21, 2026 and the date of the public hearing or (b) 429,000.00 in the aggregate, it may subject the Company to recapture of the New York State portion of sales tax.

The aforesaid appointment of the Company as agent of the Agency to renovate and equip the Facility shall expire on October 21, 2027. If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

Please sign and return a copy of this letter for our files.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Jack N. Spaeth, Executive Director

ACCEPTED and AGREED

AFP 101 CORP.

By: _____
Name:
Title:

TO: All Contractors, Subcontractors,
Suppliers and Vendors, etc. of
AFP 101 Corp.

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging AFP 101 Corp. (the "Company") sales or use tax in connection with any purchase, lease, rental or other use of materials, equipment, goods, services or supplies at the facility to be owned or leased by the City of Utica Industrial Development Agency (the "Agency") and described in Addendum A to the aforesaid Contract (the "Facility").

Also attached is a letter signed by the Agency appointing the Company as its agent for the purpose of renovating and equipping the Facility. This letter authorizes the Company to delegate its authority as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company authorizes.

In accordance with the authority granted to the Company by the Agency, you are hereby appointed as agent of the Agency for the purpose of making purchases or leases of materials, equipment, goods, services and supplies with respect to the Facility. **Your appointment as agent of the Agency is contingent upon your completing the attached Form ST-60 and returning it to us and the Form ST-60 then being filed by the Agency with the New York State Department of Taxation and Finance.**

Very truly yours,

AFP 101 CORP.

By: _____

Name:

Title:

cc: City of Utica Industrial Development Agency

CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **AFP 101 CORP.** (the "Company"), as agent for and on behalf of the City of Utica Industrial Development Agency, a public benefit corporation and a governmental agency of the State of New York (the "Agency") in connection with the renovation, equipping and completion of the facility described in Addendum A hereto (the "Facility") and the contractor or the subcontractor more particularly described on page 2 hereof (the "Contractor").

Pursuant to the authority granted to the Company, as agent of the Agency, the Contractor is hereby appointed agent of said Agency for purposes of completing, executing or otherwise carrying out the obligations imposed under this Contract.

The Contractor acknowledges that the Agency has acquired or will acquire a leasehold interest in the Facility and the Agency is a public benefit corporation and governmental entity of the State of New York. By reason of such status, Agency and its agents acting on its behalf are exempt from payment of all New York State and local sales and use taxes on the purchase or lease of all materials, equipment, goods, services and supplies incorporated into and made an integral component part of any structure, building or real property which becomes the property of Agency, and all equipment, machinery and other tangible personal property (including installation costs with respect thereto) which becomes the property of Agency or in which the Agency has a leasehold interest. In addition, Agency and its agents acting on its behalf are exempt from all sales and use taxes arising out of or connected with the following, as they relate to performance under this Contract: (i) purchases, leases, rentals and other uses of tools, machinery and equipment, and (ii) purchases, leases, rentals, uses or consumption of supplies, goods, materials and services of every kind and description; provided, however, that exemption from sales and use tax with respect to clauses (i) and (ii) above shall apply only if the Contractor is then acting as agent for Agency under the terms of this Contract.

Pursuant to these exemptions from sales and use taxes, the Contractor shall not include such taxes in its contract price, bid, or reimbursable costs, as the case may be. If the Contractor does not comply with the requirements for sales and use tax exemptions, as described above, then it shall be responsible for and pay any and all applicable New York State sales and use taxes, and no portion thereof shall be charged or billed to the Agency or the Company directly or indirectly, the intent of this Contract being that neither Agency nor the Company shall be liable for any of the sales or use taxes described above. This Contract may be accepted by the Contractor in lieu of an exemption certificate, and the Contractor shall retain a copy hereof to substantiate the sales and use tax exemption.

The aforesaid appointment of the Company as agent of the Agency to renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) October 21, 2027, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the

Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

The value of exemptions from sales and use taxes on materials and equipment currently authorized by the Agency shall not exceed \$429,000.00 in the aggregate. If the exemptions claimed by the Company exceed (a) \$100,000 between October 21, 2026 and the date of the public hearing or (b) \$429,000.00 in the aggregate, it may subject the Company to recapture of the New York State portion of sales tax.

The Agency shall have the right to assign this Contract to the Company by written notice to the Contractor and without written consent of the Contractor, in which case Agency shall be relieved of all obligations hereunder. In the event of such assignment, all applicable sales and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

OWNER:

AFP 101 CORP.

[Insert name of Contractor or
Subcontractor]

as agent for and on behalf of the City of
Utica Industrial Development Agency

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

DATE: _____

DATE: _____

Address of Contractor or
Subcontractor:

cc: City of Utica Industrial Development Agency

ADDENDUM A

DESCRIPTION OF THE FACILITY

The renovation of a 48,000± square foot hotel (the “Improvements”) located at 200 Genesee Street, City of Utica, Oneida County, New York (the “Land”), and the acquisition and installation of furniture, fixtures and equipment in the Improvements (the “Equipment”), all to upgrade and modernize the Improvements in accordance with franchise requirements in furtherance of a vibrant downtown.

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



DEPARTMENT OF URBAN & ECONOMIC DEVELOPMENT
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0181
FAX: (315) 797-6607

October 16, 2026

Utica Industrial Development Agency (UIDA)
Attn: Mr. Jack Spaeth, Executive Director
1 Kennedy Plaza
Utica, New York 13502

Dear Mr. Spaeth:

It is my understanding that the owners of the Delta by Marriott hotel on Genesee Street are preparing to invest considerable funding into the facility and are seeking financial incentives available through the UIDA to assist in the undertaking. Based on information provided by the owners, the proposed improvements include: renovations to interior spaces including guest rooms and bathrooms, corridors, the lobby, all meeting rooms, the restaurant and gym; modernization of the elevator and repair/paint the exterior.

As the hotel is an expressly permitted use in the City's Central Business District (CBD) zoning district, no review by the Planning Board is required. Additionally, per the regulations governing the State's Environmental Quality Review Act (SEQRA) at NYCRR Part 6 §617.5(c)(1) and (2), the proposed project is considered to be a Type II action. As such, per SEQRA regulations, no further action is required relative to SEQRA by the City or the Utica Industrial Development Agency.

Should you have any questions regarding this determination, please do not hesitate to contact me.

Sincerely,

Brian Thomas, AICP
Commissioner

**Authorizing Resolution
Conversion to Permanent Financing
Artspace Utica Lofts, L.P. Facility**

Date: October 21, 2026

At a meeting of the City of Utica Industrial Development Agency, Utica, New York (the "Agency"), held at One Kennedy Plaza, 2nd Floor, Urban and Economic Development Conference Room, Utica, New York on October 21, 2026, the following members of the Agency were:

Members Present:

Members Excused:

Others Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the conversion to permanent financing of a certain industrial development facility more particularly described below (Artspace Utica Lofts, L.P. Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE
HTFC LOAN DOCUMENTS WITH RESPECT TO THE ARTSPACE
UTICA LOFTS, L.P. FACILITY LOCATED AT 1012 PARK
AVENUE, 1018 PARK AVENUE AND 1022 PARK AVENUE IN
THE CITY OF UTICA, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 710 of the Laws of 1981 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Artspace Utica Lofts, L.P. (the "Company") and Artspace Utica Lofts Housing Development Fund Company, Inc., a housing development funding company to be formed pursuant to Article XI of the Private Housing Financing Law of the State of New York and Section 402 of the Not-For-Profit Corporation Law (the "HDFC") previously applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a lease-leaseback transaction in which the Agency assists in (i) acquisition of that certain parcel of vacant land located at 1018 Park Avenue and a portion of those certain parcels of vacant land located at 1012 Park Avenue, 1016 Park Avenue, and 1022 Park Avenue, in the City of Utica, Oneida County, New York (collectively, the "Land"); (ii) construction on the Land of a four-story building measuring approximately 42,640± square feet in the aggregate containing 43 live/work units, an outdoor plaza, approximately 43 parking spaces, utilities, landscaping, and a path and playground that will connect with the City of Utica planned multipurpose event space on the adjacent parcel (collectively, the "Improvements"); and (iii) acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing affordable housing and work spaces to artists and their families and to connect artists to the Utica community (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"); and

WHEREAS, the HDFC is the fee owner of the Facility, as nominee for the Company pursuant to a Nominee Agreement (the "Nominee Agreement") between the HDFC and the Company, and will enter into the lease-leaseback transaction for the limited purpose of granting a leasehold interest to, and accepting a leasehold interest back from, the Agency; and

WHEREAS, the HDFC and the Company lease the Facility to the Agency pursuant to a Lease Agreement (the "Lease Agreement"); and

WHEREAS, the Agency leases back the Facility to the HDFC and the Company for the Company's operation pursuant to a Leaseback Agreement by and among the Agency, the HDFC and the Company (the "Leaseback Agreement") and pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Company, as beneficial owner, has all rights under the Nominee Agreement to accept a leasehold interest in the Facility, operate the Facility and is compelled to perform all of the obligations under the Leaseback Agreement on behalf of the HDFC; and

WHEREAS, the Company further subleases individual residential units comprising the Facility to residential tenants (each a "Residential Sublessee" and collectively the "Residential Sublessees"); and

WHEREAS, Housing Trust Fund Corporation ("HTFC") intends to finance a portion of the costs of the Facility by extending a loan to the Company to be secured by a Mortgage and Security Agreement (the "Mortgage") from the Agency, Company and HDFC to HTFC; and

WHEREAS, the Company has requested the Agency execute the Mortgage as well as a Subordination Agreement and a Regulatory Agreement (collectively, the "HTFC Loan Documents"); and

WHEREAS, the Company has not requested the Agency provide financial assistance in the form of mortgage recording tax exemptions; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the HTFC Loan Documents.

NOW, THEREFORE, BE IT RESOLVED by the City of Utica Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a “project”, as such term is defined in the Act;
and

(c) The financing of the Facility through the HTFC Loan Documents will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the City of Utica and the State of New York and improve their standard of living and thereby serve the public purposes of the Act, and, based upon representations made by the Company, the Facility will promote employment opportunities and prevent economic deterioration in the area served by the Agency;
and

(d) The financing of the Facility through the HTFC Loan Documents is reasonably necessary to induce the Company to maintain and expand its business operation in the State of New York; and

(e) Based upon representations of the Company and the Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of the City of Utica and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to enter into the HTFC Loan Documents; and

(g) The SEQRA findings adopted by the Agency on November 2, 2022, encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(h) The HTFC Loan Documents will be effective instruments whereby the Agency mortgages to HTFC its leasehold interest in the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to execute, deliver and perform the HTFC Loan Documents.

Section 3. The Agency is hereby authorized to execute the HTFC Loan Documents and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the HTFC Loan Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the the HTFC Loan Documents, in form satisfactory to the Chairman and Agency Counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

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

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extracts of the minutes of the meetings of the City of Utica Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on October 21, 2026, 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 resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the HTFC Loan Documents contained in this transcript of proceedings are each in substantially the forms presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of October 21, 2026.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Jack Spaeth, Assistant Secretary