

Inducement Resolution

A meeting of the City of Utica Industrial Development Agency was convened in public session on October 11, 2023 at 1 Kennedy Plaza, Utica, New York.

The meeting was called to order by the Chairman and, upon the roll being called, the following were:

PRESENT:

ABSENT:

ALSO PRESENT:

The following resolution was moved and seconded:

RESOLUTION TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF TAX-EXEMPT REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$21,200,000 TO FINANCE THE COST OF THE ACQUISITION, RENOVATION AND EQUIPPING OF A CERTAIN PROJECT FOR HP UTICA PRESERVATION LLC AND APPOINTING HP UTICA PRESERVATION LLC AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE PROJECT, AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND HP UTICA PRESERVATION LLC WITH RESPECT TO SUCH FINANCING.

WHEREAS, Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "Enabling Act") was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York; and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State of New York (the "State") and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in

existence or under construction, which shall be suitable for industrial, manufacturing, warehousing, commercial, research, renewable energy or recreation facility purposes, in order to advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, City of Utica Industrial Development Agency (the “Agency”) was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 710 of the Laws of 1981 of the State, as amended, constituting Section 927-d of the General Municipal Law (said Section and the Enabling Act, as may be amended from time to time, being collectively referred to as the "Act") and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so advance the job opportunities, health, general prosperity and economic welfare of the people of the State and improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to issue its bonds to finance the cost of the acquisition, construction, renovation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, HP Utica Preservation LLC, on behalf of itself and/or the principals of HP Utica Preservation LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (the “Company”) has applied to the Agency to enter into a transaction in which the Agency will issue its special obligation revenue bonds in an aggregate principal amount not to exceed \$21,200,000 (the “Bonds”) to finance a project (the “Project”) consisting of (A) (1) the acquisition, renovation and equipping of the existing 12-story multifamily affordable housing facility located at 100 Rutger Street, in the City of Utica, Oneida County, New York known as the Historic Park Apartments (the “Facility”), and (2) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the “Equipment”) (the Facility and the Equipment are hereinafter collectively referred to as the “Project Facility”), all to be owned and operated by the Company as a multifamily affordable housing facility to enhance economic development and retain employment in downtown Utica, including, without limitation, the following as they relate to the acquisition, renovation and equipping of the Facility, whether or not any materials 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 acquisition, renovation and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with acquisition, 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 the Facility, and (B) paying costs incidental to the financing thereof; and

WHEREAS, the resolution authorizing the issuance of the Bonds has not yet been drafted for approval by the Agency; and

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

WHEREAS, the Agency will sell or lease its interest in the Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency, pursuant to the Act; and

WHEREAS, the Company will further sublease portions of the Facility to residential tenants, to be identified from time to time (the “Residential Sublessees”); and

WHEREAS, the Company will further sublease portions of the Facility to commercial and/or retail tenants, to be identified (the “Commercial Sublessees” and together with the Residential Sublessees, the “Sublessees”); and

WHEREAS, in addition to issuing its Bonds to finance the Project, 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 \$326,745; and
- Exemptions from mortgage recording taxes, the value of which is estimated at \$159,000; and
- Abatement of real property taxes for a period of thirty years, the value of which is estimated at \$26,483, during which time the Company will pay (i) all taxes with respect to the Facility prior to completion of the Project, provided that such payments shall not exceed the taxes for the Facility for the 2023 - 2024 tax year and (ii) after completion of the Project payments equal to three percent (3.00%) of the effective gross income of the Facility

which financial assistance represents 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 Agency is contemplating deviating from Policy for the following reasons:

- The nature of the proposed Facility – The mixed-use nature of the Facility will provide necessary amenities, is in furtherance of the Downtown Revitalization Initiative and is consistent with the Master Plan for the City of Utica. The Facility will also fill a demand for housing identified in the Vision2020 initiative and the City of Utica Housing Study.

- The nature of the Facility before the project begins – The Historic Park Apartment complex is an historic building that is underutilized and in need of rehabilitation.
- The economic condition of the area at the time of the application – the Facility is located in an area that has been designated an economic development zone pursuant to Article 18-B of the General Municipal Law, and is therefore located in a “highly distressed area” (as defined in Section 854(18) of the New York General Municipal Law) because the Facility is located in a former Empire Development Zone as described in Article 18-B of the General Municipal Law
- The impact of the proposed Facility on existing and proposed businesses and economic development projects in the vicinity – redeveloping and stabilizing the Facility will help to revitalize downtown Utica and will support and complement new and future projects, including the Mohawk Valley Health Services downtown campus, the Nexus Center and the Wolfsped facility.
- The extent to which the Facility will retain and increase permanent, private sector jobs.
- The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located – as the building has been underutilized for several years, private development and ownership may be a boost to the local taxing jurisdictions by providing for additional real property tax revenues through the possibility of a higher assessed value.

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), interest on the Bonds will not be excludable from gross income for federal income tax purposes unless the issuance of the Bonds is approved by the “applicable elected representative” of the City after a public hearing on the Project Facility and the issuance of the Bonds; and

WHEREAS, the Agency is hereby authorized to hold a public hearing regarding the Project, in accordance with the Act and Code Section 147(f) (the “Public Hearing”), notice of which will be published in accordance with the Act and Code Section 147(f); and

WHEREAS, prior to the issuance of the Bonds, and the granting of any financial

assistance, the Public 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, prior to the issuance of the Bonds, and the granting of any financial assistance, the Agency must make a finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

WHEREAS, the Company has submitted to the Agency an application and supporting materials to support said finding, including but not limited to the memorandum dated October 1, 2023 from Matt Sislen (and accompanying information) regarding the economic and other benefits to the City of Utica expected to result from the Project; and

WHEREAS, the Agency has given due consideration to the application and other materials submitted by the Company and to representations by the Company that the proposed issuance of the Bonds and grant of financial assistance, is an inducement to the Company to acquire and renovate the Facility, and will promote employment opportunities and prevent economic deterioration in the City of Utica; and

WHEREAS, the members of the Agency now desire to take certain initial actions to authorize the Project.

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

Section 1. Based upon the Environmental Assessment Form completed by the Company and delivered to the Agency pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations”) and other representations and information furnished by the Company regarding the Project, the Agency determines that the action relating to the Project constitutes the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, and is therefore a “Type II” action, as that term is defined in the SEQR Act and the Regulations, for which no further environmental review is required under the SEQR Act and the Regulations.

Section 2. Based upon the representations made by the Company to the Agency, the Agency hereby finds and determines that:

(a) The Project constitutes a “project” within the meaning of the Act.

(b) The issuance of the Bonds and undertaking of the Project by the Agency will induce the Company acquire and renovate the Project Facility in the City, thereby preserving the supply of adequate, safe and sanitary low rent

housing accommodations for persons and families of low income, and 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 issue the Bonds and provide financial assistance for the purpose of financing the costs of the acquisition, 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 Bond transaction.

(d) Based on the representations made by the Company and the materials provided in the Application, the Project will promote employment opportunities and prevent economic deterioration in the City of Utica.

Section 3. 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 issuance of the Bonds and the acquisition, renovation and equipping of the Project 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 4. Subject to the approval of the issuance of the Bonds by the City Mayor as required by Code Section 147(f), and subject to the conditions set forth in Section 4.02 of the Agreement and subject to receipt of an updated cost-benefit analysis satisfactory to the Agency members, the Agency will (i) issue the Bonds in such principal amount and with such maturities, interest rate or rates, redemption terms and other terms and provisions to be determined by a further resolution of the Agency, (ii) acquire and renovate the Project Facility, or cause the Project Facility to be acquired and renovated, (iii) lease (with an obligation to purchase) or sell the Agency's interest in the Project Facility to the Company pursuant to an agreement to be entered into between the Agency and the Company whereby the Company will be obligated, among other things, to make payments to the Agency in amounts and at times so that such payments will be adequate to pay the principal of, premium, if any, and interest on the Bonds, and (iv) secure the Bonds in such manner as the Agency, the Company and the purchaser(s) of the Bonds mutually deem appropriate. If the proceeds from the sale of the Bonds are insufficient to finance the entire cost of acquiring, renovating and equipping the Project Facility, the Agency will, upon request of the Company and subject to Section 4.02 of the Preliminary Agreement, use its best efforts to effect the issuance from time to time in the future of additional bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the cost of acquiring, renovating and equipping the Project Facility.

Section 5. The Company is hereby authorized to proceed with the acquisition, renovation and equipping of the Project Facility and advance such funds as may be necessary to accomplish such purposes and, to the extent permitted by law, the Agency agrees to reimburse the Company therefor from the proceeds of the Bonds.

Section 6. The Company is appointed the true and lawful agent of the Agency to (i) prepare or cause to be prepared all necessary plans for the Project Facility, (ii) acquire and renovate the Project Facility, and (iii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for acquiring, renovating and equipping the Project Facility, all with the same powers and the same validity as if the Agency were acting in its own behalf. 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 acquire, 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 A 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 7. The Agency hereby declares that this resolution shall represent its declaration of “official intention” in accordance with final Treasury Regulation Section 1.150-2 with respect to the issuance of the Bonds to pay costs of the Project. The Agency reasonably expects to reimburse the Company for its expenditures incurred in connection with the Project Facility with the proceeds of the Bonds.

Section 8. The law firm of Bond, Schoeneck & King, PLLC is hereby appointed Bond Counsel to the Agency in connection with the issuance of the Bonds and further appointed as Transaction Counsel and Agency Counsel in connection with the Project.

Section 9. Bond Counsel, 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 issuance of the Bonds and the acquisition, renovation and equipping of the Project.

Section 10. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 11. A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 12. This resolution shall take effect immediately.

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

The resolution was thereupon declared duly adopted.

EXHIBIT A

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

October __, 2023

Eliot Reid, Principal
HP Preservation LLC
5272 River Road, Suite 450
Bethesda, Maryland 20816

Re: *City of Utica Industrial Development Agency HP Preservation LLC Facility*

Dear Mr. Reid:

Pursuant to a resolution duly adopted on October 11, 2023, the City of Utica Industrial Development Agency (the “Agency”) appointed HP Preservation LLC, on behalf of itself and/or the principals of HP Preservation LLC, 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 a project (the “Project”) consisting of (A) (1) the acquisition, renovation and equipping of the existing 12-story multifamily affordable housing facility located at 100 Rutger Street, in the City of Utica, Oneida County, New York known as the Historic Park Apartments (the “Facility”), and (2) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the “Equipment”) (the Facility and the Equipment are hereinafter collectively referred to as the “Project Facility”), all to be owned and operated by the Company as a multifamily affordable housing facility to enhance economic development and retain employment in downtown Utica.

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. "HP Preservation LLC as agent for the City of Utica Industrial Development Agency"). The supplier or vendor should identify the Facility as the "**HP Preservation 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 shall not exceed \$326,745 in the aggregate. If the exemptions claimed by the Company exceed (a) \$100,000.00 for purchases made between October 11, 2023 and the date of the public hearing or (b) \$326,745 in the aggregate, it may subject the Company to recapture of the New York State portion of sales tax.

Eliot Reid
October __, 2023
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The aforesaid appointment of the Company as agent of the Agency to renovate and equip the Facility shall expire on October __, 2024. 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

HP PRESERVATION LLC

By: _____
Eliot Reid
Principal

TO: All Contractors, Subcontractors,
Suppliers and Vendors, etc. of
HP Preservation LLC

Attached please find a “Contract in Lieu of Exemption Certificate” (the “Contract”) which will serve as documentation for not charging HP Preservation 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 acquiring, 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,

HP PRESERVATION 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 **HP Preservation 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 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 title to or 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, rehabilitate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) October 11, 2024, 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 \$326,745 in the aggregate. If the exemptions claimed by the Company exceed (a) \$100,000.00 for purchases made between October 11, 2023 and the date of the public hearing or (b) \$326,745 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:

HP PRESERVATION LLC

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

[Insert name of Contractor or
Subcontractor]

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 acquisition, renovation and equipping of a project (the “Project”) consisting of (A) (1) the acquisition, renovation and equipping of the existing 12-story multifamily affordable housing facility located at 100 Rutger Street, in the City of Utica, Oneida County, New York known as the Historic Park Apartments (the “Facility”), and (2) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the “Equipment”) (the Facility and the Equipment are hereinafter collectively referred to as the “Project Facility”), all to be owned and operated by the Company as a multifamily affordable housing facility to enhance economic development and retain employment in downtown Utica.