

**ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
AMENDATORY INDUCEMENT RESOLUTION**

**GREAT POINT OPPORTUNITY FUND B QOZB LLC, AND/OR INDIVIDUAL(S) OR
AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED
ON ITS BEHALF**

A regular meeting of the Erie County Industrial Development Agency was convened on Wednesday, November 17, 2021 at 12:00 p.m.

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

AMENDATORY INDUCEMENT RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY ACCEPTING THE AMENDED APPLICATION AND REVISED PROJECT DESCRIPTION FOR THE GREAT POINT OPPORTUNITY FUND B QOZB LLC PROJECT (AS MORE FULLY DESCRIBED BELOW) AND AUTHORIZING THE EXECUTION AND DELIVERY OF A REVISED SALES TAX EXEMPTION PACKAGE AND REVISED PILOT BENEFIT WITH RESPECT THERETO

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 293 of the Laws of 1970 of the State of New York, as amended (collectively, the “Act”), the ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing, commercial and other facilities as authorized by the Act; and

WHEREAS, GREAT POINT OPPORTUNITY FUND B QOZB LLC, AND/OR INDIVIDUAL(S) OR AFFILIATES, SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (the “Company”) submitted an application to the Agency (the “Original Application”) requesting the Agency’s assistance with a certain project (the “Original Project”) consisting of: (a) the acquisition of a leasehold interest in an approximately 3.67+/- acre parcel of land located at 1155 Niagara Street, City of Buffalo, Erie County New York; (b) the construction thereon of an approximately 55,000+/- SF television/film sound stage and studio; and (c) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property; and

WHEREAS, pursuant to General Municipal Law Section 859-a, and pursuant to Governor Cuomo’s Executive Order 202.15 issued on April 9, 2020, and as amended from time to time, authorizing the conduct of public hearings through the use of telephone conference, video conference and/or other similar service, the Agency, on July 28, 2020, at 9:00 a.m., held a public hearing with respect to the Original Project and the proposed Financial Assistance related thereto being contemplated by the Agency (the “Public Hearing”) via live stream web broadcast at www.ecidany.com/streaming, at which the Agency provided interested parties a reasonable opportunity to provide oral comments and/or their views on the Original Project, and further

instructed interested parties on the process to submit written comments with respect to the Original Project; and

WHEREAS, by resolution adopted on August 26, 2020 (the “Original Resolution”), the Agency issued a Negative Declaration, pursuant to and in accordance with applicable provisions of the State Environmental Quality Review Act and regulations promulgated thereunder (“SEQR”), and authorized financial assistance to the Company with respect to the Original Application as follows: (i) designate the Company as its agent for the purpose of undertaking the Original Project pursuant to an Agent and Financial Assistance Project Agreement (the “Agent Agreement”), (ii) negotiate and enter into a lease agreement (the “Lease Agreement”) and related leaseback agreement (the “Leaseback Agreement”) with the Company, pursuant to which the Agency will retain a leasehold interest in the Land, the Existing Improvements, the Improvements, the Equipment and personal property constituting the Facility; and (iii) provide Financial Assistance to the Company in the form of (a) an exemption benefit from all New York State and local sales and use taxes for purchases and rentals related to the Original Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction, reconstruction and/or renovation, rehabilitation or equipping of the Facility, (b) a mortgage recording tax exemption benefit for the financing related to the Original Project, and (c) a partial abatement from real property taxes benefit through a seven (7) year term PILOT Agreement for the benefit of each municipality and school district having taxing jurisdiction over the Original Project; and

WHEREAS, on October 4, 2021, the Agency received an amended application (the “Amended Application”) from the Company requesting a revision to the scope of the Original Project and requesting the Agency’s assistance with a certain revised project (the “Revised Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 3.67+/- acre parcel of land located at 1155 Niagara Street, City of Buffalo, Erie County, New York (the “Land”); (b) the construction thereon of an approximately 65,000+/- SF facility which will include three sound stages totaling 30,000+/- SF, carpentry and set construction facilities and supporting office space for production personnel (the “Improvements”); and (c) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the “Equipment”; and, collectively with the Land and the Improvements, the “Facility”) and (ii) the provision of financial assistance to the Company with respect to the Revised Project in the form of (a) an exemption benefit from all New York State and local sales and use taxes for purchases and rentals related to the Revised Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction, reconstruction and/or renovation, rehabilitation or equipping of the Facility, and (b) a ten (10) year term PILOT Agreement for the benefit of each municipality and school district having taxing jurisdiction over the Revised Project, (collectively, the sales and use tax exemption benefit and the partial abatement from real property taxes benefit, are hereinafter collectively referred to as the “Financial Assistance”); and

WHEREAS, the City of Buffalo Planning Board (the “Planning Board”) in accordance with SEQR, undertook uncoordinated review with respect to the Revised Project, established itself as Lead Agency as defined in SEQR, determined that the Revised Project was an Unlisted Action, and issued a negative declaration (“Buffalo Planning Board Negative Declaration”) under SEQR on July 12, 2021, with respect to the Revised Project; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on October 25, 2021 at 9:00 a.m. at the Erie County Industrial Development Agency, 95 Perry Street, Suite 403, Buffalo, New York 14203, the Agency held a public hearing with respect to the Revised Project and the proposed financial assistance, as described below, being contemplated by the Agency (the “Second Public Hearing”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, the Agency has prepared a written cost-benefit analysis identifying the extent to which the Revised Project will create or retain permanent, private sector jobs, the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Revised Project, the likelihood of accomplishing the Revised Project in a timely fashion, and the extent to which the Revised Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Revised Project; and

WHEREAS, the Agency desires to amend the Original Resolution and approve this Amendatory Inducement Resolution with respect to the Revised Project.

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

Section 1. The Revised Project involves an “Unlisted Action” as said term is defined pursuant to 6 N.Y.C.R.R. Section 617.2(ak) of the SEQR regulations. The Agency has conducted an uncoordinated review of the Revised Project pursuant to 6 N.Y.C.R.R. Section 617.6(b)(4)(i). Based upon a comprehensive and thorough review by the Agency of the Original Project and related documents delivered by the Company to the Agency, the Buffalo Planning Board Negative Declaration, the criteria set forth in 6 N.Y.C.R.R. Section 617.7 of the SEQR regulations, and the additional representations made by the Company to the Agency in connection with the Revised Project, the Agency hereby finds that the site was previously developed and construction and site improvements will not adversely impact the land, there will be no air impacts requiring issuance of an air permit and there will be no impacts on ground or surface water quality or quantity, the Revised Project is served by public transportation and no substantial changes in existing traffic levels are anticipated, there will be no adverse changes on noise levels, solid waste production, and lighting will be code compliant, no flooding impacts are anticipated, the Revised Project will not impact any flora or fauna or habitat of such species nor will it impact any critical environmental areas, the Revised Project is generally consistent with the community’s current plans including development of vacant land into viable commercial uses, there will be no significant adverse impacts on historic or archeological resources as there are no historic or cultural resources on the site, slight increases in energy use will not require utility upgrades such that there will be no impacts on energy use, the Revised Project will not create a hazard to human health, the Revised Project will not create a change in the use or intensity of use of the land or in the capacity of the area to support existing uses, the Revised Project will not encourage large numbers of people to visit the site, the Revised Project does not include two or more changes to the environment that, when considered together would result in a substantial adverse impact to the environment, and the Revised Project does not include two or more related actions undertaken or funded by an agency that when considered cumulatively, would result in a substantial adverse environmental impact. Based on the foregoing, the Agency

determines that the Revised Project will not have a potential significant adverse environmental impact warranting the preparation of an environmental impact statement and also determines that all of the provisions of SEQR that are required to be complied with as a condition precedent to the approval of the Financial Assistance contemplated by the Agency with respect to the Revised Project, and the participation by the Agency in undertaking the Revised Project, have been satisfied. This determination constitutes a “negative declaration” (as such quoted terms are defined under SEQR) for purposes of SEQR.

Section 2. The Company has presented an Amended Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company’s Amended Application and other correspondence submitted by the Company to the Agency, public hearing comments, if any, Agency Policy Committee review and approval of the Revised Project and its November 4, 2021 resolution to approve the Revised Project subject to the terms and conditions as described herein, the Policy Committee and Agency board member review of the Revised Project’s cost benefit ratio, the costs of incentives so applied for, the anticipated new tax revenues to be generated by the Revised Project, as well as the Revised Project’s contemplated community benefits, and Agency board member review, discussion, and consideration of the foregoing, the Agency hereby finds and determines approves of the Revised Project and provide the Financial Assistance as so described herein.

Section 3. All recitals, findings and determinations of the Agency contained in the Original Resolution are hereby reaffirmed, ratified, restated and incorporated herein by reference as if set forth herein in their entirety, except as modified by this Amendatory Inducement Resolution. The Agency hereby amends Section 3(A) of the Original Resolution in its entirety to read as follows:

(A) Financial Assistance. With respect to the foregoing, and based upon the representations and warranties made by the Company in its Amended Application for Financial Assistance, the Agency hereby:

(i) authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Revised Project and that would otherwise be subject to New York State and local sales and use tax in an amount estimated up to \$10,277,148, and, therefore, the value of the sales and use tax exemption benefits (“sales and use tax exemption benefits”) authorized and approved by the Agency cannot exceed \$899,250, however, the Agency may consider any requests by the Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and

(ii) authorizes and approves that the ten (10) year term real property tax abatement benefits (“PILOT benefits”) to be provided over the term of the PILOT Agreement are estimated to be approximately \$928,092, resulting in estimated total PILOT payments of \$246,708 over the term of the PILOT Agreement.

Section 4. Section 3(B)(i) and (ii) of the Original Resolution is hereby replaced in its entirety to read as follows:

(i) Investment Commitment - the total investment actually made with respect to the Revised Project at the time of completion of the Revised Project equals or exceeds \$17,792,198 (which represents the product of 85% multiplied by \$20,931,998, being the total project cost as stated in the Company's Amended Application for Financial Assistance).

(ii) Employment Commitment – that there at least ten (10) full time equivalent ("FTE") employees and eight (8) part time equivalent ("PTE") employees in the then current year located at the Facility as stated in the Company's Amended Application for Financial Assistance and as described below:

- the number of current FTE and PTE employees in the then current year at the Facility; and
- that within two (2) years of completion of the Revised Project, the Company has maintained and created FTE employment at the Facility equal to 10 FTE employees [representing the product of 85% multiplied by 12 (being the 12 new FTE employee positions proposed to be created by the Company as stated in its Amended Application)], and 8 PTE employees [representing the product of 85% multiplied by 10 (being the 10 new PTE employee positions proposed to be created by the Company as stated in its Amended Application)]. In an effort to confirm and verify the Company's employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, said information to be provided on the Agency's "Quarterly Employment Survey" form to be made available to the Company by the Agency.

Section 4. Subject to the terms of this Inducement Resolution, the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer and/or the Assistant Treasurer, are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver (A) an Agent Agreement, (B) the Lease Agreement whereby the Company leases the Revised Project to the Agency, (C) the related Leaseback Agreement whereby the Agency leases the Revised Project back to the Company, and (D) the PILOT Agreement and (E) related documents; provided, however, that (i) the rental payments under the Leaseback Agreement to the Company include payments of all costs incurred by the Agency arising out of or related to the Revised Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Revised Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy, or procedures for deviation have been complied with accordingly.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to negotiate, execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 6. The provision by the Agency of Financial Assistance with respect to the Revised Project as described herein is subject to the execution and delivery of the Agency's Administrative Fee Agreement (the "Fee Agreement") and payment by the Company of an administrative fee calculated in accordance with the Fee Agreement, all within sixty (60) days of the date of this resolution. In the event the Agency has not received the executed Fee Agreement and the appropriate fee within such sixty (60) day period, this resolution shall become automatically null and void and of no further effect and the Agency shall have no liability to the Company hereunder or otherwise, unless extended in the discretion of the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer, or the Assistant Treasurer for good cause shown.

Section 7. This resolution shall take effect immediately, and shall expire one (1) year from the date hereof unless extended for good cause by the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer, or the Assistant Treasurer.

Dated: November 17, 2021

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

I, the undersigned Assistant Secretary of the Erie County Industrial Development Agency, DO HEREBY CERTIFY:

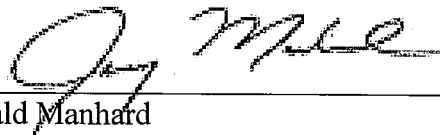
That I have compared the annexed extract of minutes of the meeting of the Erie County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on November 17, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of the Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 17th day of November, 2021.



Gerald Manhard
Assistant Secretary

