

**AMENDED INDUCEMENT RESOLUTION:  
South Hill Business Campus, LLC  
South Hill Business Campus combined heat and power energy project  
950 Danby Road, Town of Ithaca**

A regular meeting of the Tompkins County Industrial Development Agency was convened on March 12, 2015 at 4:00 p.m.

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

**Resolution authorizing the Tompkins County Industrial Development Agency to**

- (i) appoint South Hill Business Campus, LLC as its agent to design, construct and install a 500-kilowatt combined heat, cooling and power system in the approximately 66,508-square-foot office wing of the existing building located at 950 Danby Road in the Town of Ithaca (currently designated as tax parcel number 39.-1-1.1);**
- (ii) provide financial assistance to South Hill Business Campus, LLC in the form of a sales tax exemption for purchases and rentals related to the acquisition, construction and equipping of the project, and**
- (iii) execute related documents.**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and § 895-b of the General Municipal Law of the State of New York, as amended (hereinafter collectively called the "Act"), Tompkins County Industrial Development Agency (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, South Hill Business Campus, LLC (hereinafter called the "Company"), for itself or on behalf of an entity to be formed, desires to design, construct and install a 500-kilowatt combined heat, cooling and power system in the approximately 66,508-square-foot office wing of the existing building located at 950 Danby Road in the Town of Ithaca (currently designated as tax parcel number 39.-1-1.1) (hereinafter called the "Project"); and

WHEREAS, the Agency, by resolution adopted on December 18, 2013, authorized financial assistance for the Project, which was then contemplated as a 250-kilowatt system, with a limit of \$52,000.00 in sales and use tax exemption benefits; and

WHEREAS, the Company has determined that adding a second 250-kilowatt turbine engine to the Project, bringing the system to a total of 500 kilowatts, will allow additional power efficiency opportunities, but will increase the cost of the Project by \$533,000 and the amount of sales and use tax exemption benefits to \$94,640; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the financial assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of acquiring, constructing, and equipping the Project and (ii) provide financial assistance to the Company in the form of a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project; and

WHEREAS, Agency staff have determined, based on the application submitted by the Company, that the Project is an "Unlisted" action under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQR");

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application, the Agency hereby finds and determines that:

- 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. It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project; and
- c. The Agency has the authority to take the actions contemplated herein under the Act; and
- d. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Tompkins County and otherwise furthering the purposes of the Agency as set forth in the Act; and
- e. The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State, and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. Subject to the Company executing the Agent Agreement attached hereto as Exhibit A, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for

completing the Project, all with the same powers and the same validity that the Agency could do if acting on its own behalf; provided, however, that the Agent Agreement shall expire on **March 31, 2016** (unless extended for good cause by the Administrative Director of the Agency).

Section 3. Based upon the representations and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$1,183,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$94,640.00**. The Agency agrees to consider any requests by the Company for increase 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.

Section 4. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

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

Section 6. These resolutions shall take effect immediately.

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


<u>Member names</u>	<u>Yea</u>	<u>Nca</u>	<u>Abstain</u>	<u>Absent</u>
Jim Dennis, Chair	[✓]	[ ]	[ ]	[ ]
Svante L. Myrick	[ ]	[ ]	[ ]	[✓]
Will Burbank	[✓]	[ ]	[ ]	[ ]
Nathan Shinagawa	[✓]	[ ]	[ ]	[ ]
Grace Chiang	[✓]	[ ]	[ ]	[ ]
Martha Robertson	[✓]	[ ]	[ ]	[ ]
Jennifer Tavares	[✓]	[ ]	[ ]	[ ]

The resolutions were thereupon duly adopted.

I, Svante L. Myrick, as Secretary of the Tompkins County Industrial Development Agency, hereby certify that the above is a true and correct copy of a duly authorized resolution of the Tompkins County Industrial Development Agency.

Dated: March 12, 2015

Agency

  
~~Svante L. Myrick, Secretary of the~~  
 Tompkins County Industrial Development  
 James P. Dennis, Chair.