



WHEREAS, the Agency leased its interest in the Premises back to the Company pursuant to a certain Leaseback Agreement dated as of April 1, 2004 (the "Leaseback Agreement"), a memorandum of which was recorded in the Tompkins County Clerk's Office on May 3, 2004 as Instrument Numbers 453253-06; and

WHEREAS, in connection with the execution of the Lease Agreement and Leaseback Agreement, the Agency and the Company entered into a certain payment-in-lieu-of-taxes agreement dated as of April 1, 2004 (the "PILOT Agreement"); and

WHEREAS, the Lease Agreement, Leaseback Agreement and PILOT Agreement will terminate on December 31, 2024; and

WHEREAS, the Company wishes to sell the Premises to Cutaia Acquisitions LLC and Fred Hanania, Sr. (collectively, the "Purchaser") and assign its interest in the Lease Agreement, Leaseback Agreement, and PILOT Agreement to Purchaser; and

WHEREAS, Purchaser wishes to accept the assignment and assume the responsibilities of the Company pursuant to the Lease Agreement, Leaseback Agreement, and PILOT Agreement; and

WHEREAS, the Agency has determined that said sale will not disqualify Purchaser for the property tax abatements provided pursuant to the Lease Agreement, Leaseback Agreement, and PILOT Agreement, and therefore wishes to cooperate with said sale provided that the formula used to compute the tax abatements is applied unchanged to the Premises after their conveyance to Purchaser; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the foregoing.

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

Section 1. The Agency finds that the proposed action and the providing of Financial Assistance to the Company constitutes a "Type II action" pursuant to 6 N.Y.C.R.R. § 617.5 and therefore is exempt from review under SEQRA.

Section 2. The Agency hereby consents to the above-described conveyance.

Section 3. The Chair, Vice Chair and/or the Administrative Director of the Agency are hereby authorized, on behalf of the Agency, to execute assignments or amendments of the Lease Agreement, Leaseback Agreement, memoranda thereof, and PILOT Agreement, and any related documents necessary to reflect said conveyance.

Section 4. This resolution 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>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Rich John	[ ✓ ]	[ ]	[ ]	[ ]
Martha Robertson	[ ✓ ]	[ ]	[ ]	[ ]
Jennifer Tavares	[ ✓ ]	[ ]	[ ]	[ ]
Mike Sigler	[ ✓ ]	[ ]	[ ]	[ ]
Leslyn McBean-Clairborne	[ ]	[ ]	[ ]	[ ✓ ]
John Guttridge	[ ✓ ]	[ ]	[ ]	[ ]
Laura Lewis	[ ✓ ]	[ ]	[ ]	[ ]

The resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION

*Cascade Plaza LLC conveyance to Cutaia Acquisitions LLC and Fred Hanania, Sr.  
130 East Seneca Street, City of Ithaca (Seneca Place on the Commons-Hilton Garden Inn)*

STATE OF NEW YORK  
COUNTY OF TOMPKINS ) SS:

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

That I have compared the annexed extract of the minutes of the meeting of the Tompkins County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 13, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of 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 such Article 7.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 13 day of February, 2019.

  
Secretary

[SEAL]