

PROJECT MODIFICATION REQUEST

If you have any questions or need assistance, please call 585.753.2000.

Applicant:	Mid-Town Athletic Club, LLC	
Project Address:	200 E. Highland Drive, Rochester, NY 14610	
Contact Name:	Jill Zordan	
Contact Company:	Midtown Athletic Club	
Contact Address:	3611 N. Kedzie Ave, Chicago, IL 60618	
Contact Email:	jill.zordan@midtown.com	Contact Phone: 773-644-2352

Employment in Monroe County:	<u>67</u>	<u>144</u>	<u>11/01/2020</u>
	Full Time	Part Time	As of Date

Modification Requested: Check all that apply. (Attach additional page if necessary). Legal fees apply.
 A substantial change in project costs or scope may require a new application.

Increase in Project Costs: Must complete page 2. (If there is a significant change in Project Scope, an application will be required.)

Assistance Requested: Check all that apply.

Property Tax Abatement Mortgage Tax Exemption Sales Tax Exemption

Project Cost Information: \$ _____ \$ _____ \$ 0

Original Project Cost Increase in Project Costs New Project Costs

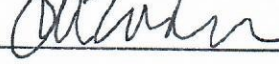
Extend or Renew Sales Tax Exemption: (If exemption date has expired, a \$350 fee applies.)

<u>12/31/2020</u>	<u>08/31/2021</u>	<u>\$425,000</u>
Current Expiration Date	Requested Expiration Date	Amount of Exemptions Taken to Date

Reason for Extension:
 State-mandated shutdown of construction activity due to COVID-19 mitigations, plus subsequent reduction/reallocation of labor force in given spaces to allow for safe social distancing has negatively impacted our construction schedule.

New Tenant: Include name, business description, and square feet to be occupied.

Applicant hereby represents that (i) it is not in default under any documents executed in connection with the Project being modified; (ii) Applicant will pay all applicable fees of the Agency and its counsel in connection with the modification of the Project.

Signed:  Date: 12/03/2020

Print Name and Title: Jill Zordan, National Director Facilities & Development

Staff Use Only:
 Date Received 12/4/20 Date of Original Approval: 9/17/19 New Code 2602 19 042 B 2/20

Motion By:
Seconded By:

R. King
J. Popli

RESOLUTION
(Mid-Town Athletic Club, LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on December 15, 2020, in accordance with Executive Order Number 202.1, as extended by subsequent executive orders.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO MID-TOWN ATHLETIC CLUB, LLC (THE "COMPANY") THROUGH DECEMBER 31, 2021; AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, by Resolution duly adopted on September 17, 2019 (the "Authorizing Resolution"), the Agency appointed **MID-TOWN ATHLETIC CLUB, LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (A) the acquisition or retention of a leasehold interest in an approximately 8±-acre parcel of land located at 200-210 E. Highland Drive in the City of Rochester, New York (the "Land") together with the existing approximately 125,000 square-foot health club thereon (the "Existing Improvements"); (B) the renovation of approximately 57,000 square feet of space within the Existing Improvements consisting of a fully renovated front façade/entrance lobby as well as refurbishing the fitness, relaxation and social areas, new stationary cycling, group fitness, boxing and cross training studios and an expansive indoor turf field and renovation of the existing fitness, weight, yoga, retail, spa and restaurant/café areas and locker rooms (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2020; and

WHEREAS, the Company, pursuant to a certain Project Modification Request dated December 3, 2020, has requested the Agency grant an extension to its sales tax exemption through December 31, 2021; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue 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 through **December 31, 2021**. The Agency agrees to consider any requests by the Company for another extension or an 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 2. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described changes with respect to the Facility.

Section 3. The Executive Director, Chairman or Vice Chairman 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 such Executive Director, Chairman or Vice Chairman of the Agency 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 4. This resolution shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Jay Popli	X			
Anthony Meleo	X			
Troy Milne	X			
Lisa Bolzner	X			
Joseph Alloco	X			
Rhett King	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.

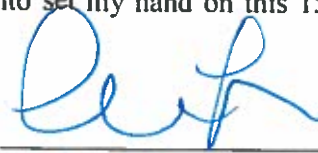
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on December 15, 2020, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of December, 2020.



Ana J. Liss, Executive Director