

AUTHORIZING RESOLUTION
(RC Car Wash, LLC Project)

A regular meeting of the City of Hornell Industrial Development Agency was convened on April 24, 2025.

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

Resolution No. 04/2025 – 002

RESOLUTION AUTHORIZING THE CITY OF HORNELL INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON APRIL 8, 2025 WITH RESPECT TO THE RC CAR WASH, LLC PROJECT, (ii) MAKING A DETERMINATION IN ACCORDANCE WITH SECTION 862(2)(c) OF THE ACT; (iii) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN AN AMOUNT TO \$100,000; (iv) AUTHORIZING, BY INCREASE TO \$204,678, OF THE SALES AND USE TAX EXEMPTION BENEFITS TO BE PROVIDED TO RC CAR WASH, LLC BY THE AGENCY; AND (v) AUTHORIZING THE EXECUTION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, MORTGAGE AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 670 of the Laws of 1974 of the State of New York, as amended (hereinafter collectively called the "Act"), the **CITY OF HORNELL 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 and commercial facilities as authorized by the Act; and

WHEREAS, **RC CAR WASH LLC**, on behalf of itself or an entity to be formed (the "Company"), previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition, construction and equipping of an approximately a new tunnel express car wash on approximately 2.25 acres of vacant land (the "Improvements") located at Hornell Street Extension, City of Hornell, New York (being more fully identified as tax map number 151.10-01-070.000) and on any lands located in the City of Hornell and occupied by license or easement during construction or improved by third parties for the benefit of the Project. (the "Land"), and (ii) the acquisition and installation by the Company in and around the Improvements certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, by resolution adopted by the Agency on March 6, 2025 (the "Inducement Resolution"), the Agency accepted the Application as submitted by the Company and, among other things, (i) made a determination with respect to Article 8 of the Environmental

Conservation Law and 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), (ii) described the financial assistance being contemplated by the Agency for the benefit of the Company, consisting of sales and use tax exemptions and a mortgage recording tax exemption, consistent with the policies of the Agency (the "Financial Assistance"), (iii) authorized the Agency to hold a public hearing regarding the contemplated Financial Assistance; and (iv) authorized Financial Assistance to the Company in an amount not to exceed \$100,000 subject to the holding of the Public Hearing and the confirming approval of the Mayor of the City of Hornell under Section 862(2)(b) of the Act; and

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, April 8, 2025, at 10:00 a.m., local time, at the Agency's offices at 40 Main Street, Hornell, New York 14843, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views (a copy of the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions are attached hereto as Exhibit A); and

WHEREAS, the Agency desires to adopt a resolution (i) acknowledging the Public Hearing held in compliance with the Act, (ii) making a determination with respect to the Project in accordance with Section 862(2)(c) of the Act; (iii) authorizing an amendment, by increase to \$204,678.00, of the sales and use tax exemption benefits to be provided to the Company by the Agency; and (iv) authorizing the negotiation, execution and delivery of a Lease Agreement, Leaseback Agreement, mortgage and related documents; and

WHEREAS, the Lease Agreement, Leaseback Agreement, mortgage and related documents (the "Project Documents") will be negotiated and presented to the Chair, Vice Chair and /or Executive Director of the Agency for execution subject to approval of this Resolution.

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

Section 1. The Public Hearing held by the Agency on Tuesday, April 8, 2025, at 10:00 a.m., local time, at the Agency's offices at 40 Main Street, Hornell, New York 14843 concerning the Project and the Financial Assistance was duly held in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Public Hearing (such notice also provided to the Chief Executive Officer of each affected tax jurisdiction), affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project.

Section 2. Based upon the Agency's prior review of the Application submitted by the Company, along with supporting materials, the Project will include facilities or property that are primarily used in making retail sales, as defined within Section 862(2) of the Act, to customers who personally visit the Facility. Notwithstanding the foregoing, and based upon the Application and supporting materials prepared and presented by the Company to the Agency, and pursuant to Section 862(2)(b) of the Act, the predominant purpose of the Project will be to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the City of Hornell because of a lack of reasonably accessible retail trade facilities offering such goods or services. In accordance with the foregoing, and pursuant to Section 862(2)(c) of

the Act, the Agency hereby finds that the undertaking of the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and/or increasing the overall number of permanent, private sector jobs in the State.

Section 3. Inasmuch as the Agency has held the Public Hearing, the Financial Assistance being provided and to be provided to the Company by the Agency may exceed \$100,000.

Section 4. The Chair, Vice Chair and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Project Documents, all with such changes, variations, omissions and insertions as the Chair, Vice Chair or Executive Director of the Agency shall approve, the execution thereof by the Chair, Vice Chair or Executive Director of the Agency to constitute conclusive evidence of such approval.

Section 5. Based upon representations and warranties made by the Company in the Application and subject to Section 4 hereinabove, the Agency hereby authorizes and approves the Company, as its agent, to make purchases and/or rentals of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount, *as revised*, up to **\$2,558,475.00**, which result in New York State and local sales and use tax exemption benefits ("Sales and Use Tax Exemption Benefits") in an amount, *as revised*, not to exceed **\$204,678.00**. 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 and/or rentals of property or services.

Section 6. 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 and/or rentals 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 and/or rentals 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 and/or rentals 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 and/or rentals 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 and/or rentals 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 to receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases and/or rentals for the benefit of the Project, shall (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 7. The Chair, Vice Chair and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender/financial institution identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, to acquire, construct and/or equip the Facility and/or finance or re-finance equipment and other personal property and related transactional costs (hereinafter, with the Project Documents collectively called the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chair, Vice Chair and/or Executive Director of the Agency shall approve, the execution thereof by the Chair, Vice Chair and/or Executive Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 8. 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 9. These Resolutions 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:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
David Parmley	[]	[]	[X]	[]
John Carbone	[X]	[]	[]	[]
Ed Flaitz	[X]	[]	[]	[]
John Buckley	[X]	[]	[]	[]
Richard Andolina Jr.	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.

CERTIFICATION
(RC Car Wash, LLC Project)

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

I, the undersigned, Executive Director of the City of Hornell Industrial Development Agency, DO HEREBY CERTIFY:


That I have compared the annexed extract of minutes of the meeting of the City of Hornell Industrial Development Agency (the "Agency"), including the resolution contained therein, held on April 24, 2025, 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 said 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 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 said Agency this 24 day of April, 2025.



Secretary