

..title

ORDER OF THE BOARD OF ALDERS OF THE CITY OF NEW HAVEN APPROVING AN AMENDED AND RESTATED DEVELOPMENT AND LAND DISPOSITION AGREEMENT BETWEEN THE CITY OF NEW HAVEN AND DISTRICT NHV, LLC

..BODY

WHEREAS, the City of New Haven (the “City”) partnered with the State of Connecticut (the “State”) to pursue the redevelopment of a certain parcel of land in the Fair Haven neighborhood, lying within the Mill River District, consisting of approximately 6.95 acres and located at 470 James Street, New Haven, Connecticut (the “Property”); and,

WHEREAS, the State conveyed the Property to the City for redevelopment purposes; and,

WHEREAS, pursuant to a Request for Proposal process, the City selected Digital Surgeons LLC and Urbane NewHaven LLC, which together formed District NHV LLC (the “Developer”) as a single-purpose entity to acquire the Property from the City and to develop the same in accordance with a plan developed and agreed to by the City and the Developer, to implement the Project; and,

WHEREAS, said plan for the Property’s redevelopment focused on the creation of an environment that would create jobs for residents, bring in new taxes for the City and State, and re-invigorate the Fair Haven neighborhood (the “Project”) through redevelopment of the Property into a forward-thinking campus, with a portion of the building currently located at the Property (the “Building”) acting as a unique incubation space for entrepreneurs to thrive and a portion of the property dedicated to public access to the Mill River through a riverwalk garden, a kayak launch, and an amphitheater for educational, inspirational, and entertaining events for local community members and visitors alike, in accordance with the Mill River Planning Study previously approved by the City’s Board of Alders; and,

WHEREAS, the City’s Board of Alders approved a form of Development and Land Disposition Agreement (the “DLDA”) on March 7, 2016 that set forth the basic elements to be included in the Project, and the City and the Developer entered into that DLDA on April 21, 2016; and,

WHEREAS, the Project is now substantially complete, but the City and the Developer wish to address minor issues that have arisen by revising the DLDA by:

- Removing requirements that DISTRICT construct an amphitheater, riverwalk garden, and interior courtyard; and
- Suspending the requirement that DISTRICT construct a kayak launch, pending state approval of same; and
- Clarifying that DISTRICT must pay the City its share of annual billboard revenue, regardless of the intended use of those funds; and
- Creating a new Mill River Special Funds Account to hold and expend the City's billboard revenue share for three (3) specific purposes:
  - To improve the streetscape at the corner of State and James Streets; and
  - To perform maintenance in the Mill River Special Services District; and
  - To conduct cultural equity education, events, and other programming; and
- Allowing DISTRICT to retain the City's accrued annual billboard revenue share to expedite construction of the streetscape improvement project at the corner of State and James Streets; and
- Providing for the creation of a Mill River Special Services District to approve expenditures from the Mill River Special Funds Account, or, failing such creation, provide for the creation of a Mill River Improvements Committee to approve such expenditures; and
- Requiring that DISTRICT make good-faith efforts to support public access to the Mill River Trail.

NOW, THEREFORE, BE IT ORDERED that the DLDA, amended and restated in the manner shown on the redlined DLDA submitted herewith to the Board of Alders, be approved together with any and all ancillary documentation to be entered into thereunder, which shall mean any and all instruments and agreements described in the DLDA, together with any and all easements and licenses described in the DLDA and all other agreements among the parties and/or with third parties which may be required to further the implementation of the Project (the “Ancillary Documents).

AND FURTHER, BE IT ORDERED that the Mayor of the City of New Haven (the “Mayor”) be and hereby is authorized to execute and deliver on behalf of the City the amended DLDA in a form substantially similar to that approved hereby and to execute and deliver the Ancillary Documents on

behalf of the City of New Haven, and that the City-Town Clerk of the City of New Haven be and hereby is authorized and directed to impress and attest the official seal of the City of New Haven upon the DLDA and the Ancillary Documents (to the extent required) and upon this Order.

AND FURTHER, BE IT ORDERED that the Mayor be and is hereby authorized and empowered to execute, acknowledge, and deliver such other documents as may be considered necessary or appropriate, from time to time, to implement and effect the intent and purposes set forth in the amended and restated DLDA and/or this Order.