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ORDER OF THE NEW HAVEN BOARD OF ALDERS APPROVING A DEVELOPMENT AND LAND DISPOSITION AGREEMENT BY AND AMONG THE CITY OF NEW HAVEN, THE NEW HAVEN PARKING AUTHORITY AND WE 2 CHURCH STREET LLC FOR THE DEVELOPMENT AND DISPOSITION OF 2 CHURCH STREET TOGETHER WITH ALL SUCH ANCILLARY DOCUMENTATION AS MAY BE REQUIRED TO IMPLEMENT THE INNOVATION CLUSTER

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WHEREAS, the City of New Haven (the “City”) has recently adopted a Comprehensive Plan of Conservation and Development entitled “Vision 2034”, which states that the City should support the growth of an innovation cluster for quantum technologies and bioscience (the “Innovation Cluster”) in proximity to the City’s Downtown area (“Downtown”); and

WHEREAS, the City has embarked on a phased project known as Downtown Crossing (“Downtown Crossing”) to transform the State Route 34 Connector located in the City (“Route 34”) between Union Avenue and the former Exit 3 of Route 34 from a limited access highway into an urban street grid with development parcels”); and

WHEREAS, Vision 2034 notes that the Downtown Crossing area now provides “a true connection between the Hill neighborhood, the Medical District, Union Station, and Downtown, as well as unlocking new sites for development;” and writes, “[t]hese areas should be targeted for the development of new innovation districts and complexes for industries such as quantum computing and bioscience”; and

WHEREAS, the Connecticut Department of Economic and Community Development (“DECD”) is making available funding to support the growth of innovation clusters to advance key economic sectors, including) biotechnology, financial services and technology, advanced manufacturing, renewable energy, insurance services and technology, software development, artificial intelligence, quantum technology and advanced computing; and

WHEREAS, the New Haven region has a competitive advantage in the fields of bioscience and quantum technologies due, in part, to scientific research and development currently occurring within the City and in part to the region’s sustained focus on economic development related to research and development; and

WHEREAS, the Board of Alders of the City (the “Board of Alders”) previously approved the City joining the Quantum & Bioscience Innovation Cluster for the purpose of applying for and accepting funding from DECD in a Resolution of the Board of Alders LM-2025-0118 adopted April 7, 2025; and

WHEREAS, following a competitive process, DECD awarded funding for a new development project at 2 Church Street, an innovation center to be housed at 101 College Street and public infrastructure for such facilities to support the growth of the quantum and bioscience ecosystems in Connecticut; and

WHEREAS, the City, WE 2 Church Street LLC (the “Developer”), QuantumCT, and BioCT and other partners have agreed to implement the Innovation Cluster, the purpose of which is to promote research and development and entrepreneurship in the areas of life sciences and medical technology, quantum computing and advanced physics, artificial intelligence and machine learning, and clean technology; and

WHEREAS, the Developer is an affiliate of Winstanley Enterprises LLC (“Winstanley”); and

WHEREAS, the City wishes to enter into agreements with project partners in furtherance of the implementation of the Innovation Cluster; and

WHEREAS, pursuant to Special Act No. 15-1, enacted during the June 2015 Special Session of the Connecticut General Assembly, the Commissioner of the Connecticut Department of Transportation (the “DOT”) was directed to convey 4.5 acres of land owned by the State of Connecticut (the “State”) and bounded by College Street on the west, Martin Luther King, Jr. Boulevard (“MLK Blvd”) on the north, Church Street on the east, and South Frontage Road on the south (the “Route 34 Land”) to the City for economic development purposes; and

WHEREAS, during Phase 3 of Downtown Crossing, the State conveyed a portion of the Route 34 Land to the City, and the City created two development parcels therefrom, being (i) the “101 College Street Parcel”, comprising approximately 1.75 acres bounded by College Street on the west, MLK Blvd on the north, the 2 Church Street parcel on the east (the “2 Church Street Parcel” formerly known as Parcel B), and South Frontage Road on the south and (ii) the 2 Church Street Parcel, comprising approximately 1.795 acres and bounded on the west by the 101 College Street Parcel, on the north by MLK Blvd, on the east by Church Street, and on the south by South Frontage Road; and

WHEREAS, during Phase 3 of Downtown Crossing, the City conveyed the 101 College Street Parcel to an affiliate of Winstanley (the “101 College Affiliate”), which developed the 101 College Street Parcel into a 497,762 square foot laboratory and office building with a parking facility (the “101 College Building”) and constructed tunnels and driveways under the 101 College Street Parcel which connected to Route 34 over a portion of the service drives located on the 2 Church Street Parcel and to the tunnels and driveways under 100 College Street in accordance with the terms of a Development and Land Disposition Agreement approved by the Board of Alders, by and among the 101 College Affiliate, the City and the New Haven Parking Authority (the “NHPA”) dated as of August 1, 2020 and thereafter amended; and

WHEREAS, the City wishes to convey the 2 Church Street Parcel to the Developer so that the Developer can construct a building on the 2 Church Street Parcel which will house certain activities of the Innovation Cluster, and the Developer wishes to undertake such a development (the “2 Church Street Building”); and

WHEREAS, DECD has awarded the Developer an infrastructure grant for the 2 Church Street Building in the amount of \$17.5 million (the “DECD Public Infrastructure Grant”) to fund in part the design and construction of tunnels and driveways under the 2 Church Street Building (the “2 Church Tunnels and Driveways”), which 2 Church Tunnels and Driveways will connect to the tunnels and driveways underneath the 101 College Street Parcel on the west and to Route 34 over the remaining service drives (the “Remaining Service Drives”) on the east and which grant will also fund streetscape improvements adjacent to the 2 Church Street Parcel, including public sidewalks, landscaping and lighting in the public right-of-way, a portion of the driveway from the 2 Church Street Parcel to the public right-of-way, bioswales, and signage (collectively the “Streetscape Improvements”), stormwater management on the 2 Church Street Parcel, a public plaza on the 2 Church Street Parcel, and other Developer’s on site public improvements, such as the hardscape between the 2 Church Street Building and the public right-of-way, way finding signs, a stormwater management system, maintenance and protection of traffic during construction, and removal of soil (collectively the 2 Church Tunnels and Driveways, the Streetscape Improvements and the On-Site Public Improvements may be referred to as the “Developer’s Site and Traffic Improvements”); and

WHEREAS, DECD has agreed to enter into an interagency agreement with DOT to make available an additional \$13.0 million (the “DOT Allocation”) to fund the Developer’s Site and Traffic Improvements; and

WHEREAS, DECD has awarded the City an infrastructure grant for the Arc Bridge portion of the Church Street Promenade project in the amount of \$4.2 million, and the City and

DECD have agreed to reallocate such grant funds to fund the Developer's Site and Traffic Improvements (the "DECD Innovation Cluster Arc Bridge Grant"); and

WHEREAS, the Developer and DECD intend to enter into an agreement (the "DECD Agreement") with respect to the disbursement of the DECD Innovation Cluster Grant, the DOT Allocation and the DECD Innovation Cluster Arc Bridge Grant, which grants total \$34.7 million (collectively the "DECD Financing"); and

WHEREAS, DECD and DOT have agreed to collaborate with the City on an application to the Connecticut Local Transportation Capital Improvement Program (LOTCIP) as well as application(s) to the Transportation Improvement Program as may be necessary to carry out the Arc Bridge portion of the Church Street Promenade and other City priorities eligible under such programs; and

WHEREAS, the City and Winstanley entered into a Memorandum of Understanding (the "Memorandum of Understanding") dated October 25, 2025 designating Winstanley or its affiliate as the preferred developer for Parcel B (now known as the 2 Church Street Parcel), which Memorandum of Understanding provided that Winstanley or its affiliate and the City would negotiate the terms under which the 2 Church Street Parcel would be acquired; and

WHEREAS, the City and the Developer have negotiated the terms and conditions for the acquisition of the 2 Church Street Parcel by the Developer and the development of the 2 Church Street Parcel and its surroundings by the City and the Developer (the "2 Church Street Project") as memorialized in the proposed Development and Land Disposition Agreement presented to the Board of Alders (the "DLDA") and the Parking Authority has participated in such negotiations of the DLDA for the purpose of minimizing the need for new parking facilities in connection with the development of the 2 Church Street Parcel; and

NOW THEREFORE, BE IT ORDERED by the New Haven Board of Alders, that in accordance with the provisions of the DLDA, the 2 Church Tunnels and Driveways shall be accepted as City streets or public rights-of-way in accordance with the terms and conditions of the DLDA, which terms and conditions include (without limitation) an indemnification of the Developer for public travel on the 2 Church Tunnels and Driveways; and

BE IT FURTHER ORDERED by the New Haven Board of Alders that the DLDA be approved together with the Quit Claim Deed (the "Deed") and together with all ancillary documentation to be entered thereunder, which shall mean any and all instruments and agreements described in the DLDA including (without limitation) all those easements and licenses described therein and all other agreements among the parties and/or third parties

which are reasonably required to further the implementation of the 2 Church Street Project (the “Ancillary Documents”); and

BE IT FURTHER ORDERED by the New Haven Board of Alders that the Mayor be and hereby is authorized to execute and deliver on behalf of the City of New Haven, the DLDA and the Deed substantially in the forms attached hereto and to execute and deliver the Ancillary Documents on behalf of the City of New Haven and 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 on the DLDA, the Quit Claim Deed, the Ancillary Documents (to the extent necessary) and this Order; and

BE IT FURTHER ORDERED by the New Haven Board of Alders that the Mayor (or the Economic Development Administrator, to the extent expressly empowered under the DLDA) are each hereby authorized and empowered to execute, acknowledge and deliver such other documents as may be considered necessary and appropriate, from time to time, to implement and effect the intent and purposes set forth in the DLDA and this Order; and

BE IT FURTHER ORDERED by the New Haven Board of Alders that the Mayor is authorized to use capital funding previously authorized for the Route 34 / Downtown Crossing project as may be necessary to carry out the City’s financial responsibilities pursuant to the Innovation Cluster Grant, including but not limited to the Quantum Innovation Center, DECD Agreement and DLDA to the extent required and not covered by other State and/or Federal grants; and

BE IT FURTHER ORDERED by the New Haven Board of Alders that in view of any State and/or Federal requirements concerning resolutions of municipal actions related to applying for and accepting and/or modifying terms of agreements for State and Federal financing including but not limited to State funding from DECD and/or DOT and federal funding from the United States Department of Transportation, the National Science Foundation and/or the United States Department of Commerce any such application and/or acceptance of such funding which is related to the financing of activities to be paid for by the City pursuant to the terms and conditions of the DLDA is approved, and the Mayor is authorized to execute and deliver any assistance agreement or grant agreement or other such agreement (which may contain an indemnification of the State and/or appropriate State Agency) as may be required by any such governmental body or agency.