

Order of the Board of Alders of the City of New Haven accepting the conveyance of land from the State of Connecticut and approving a Development and Land Disposition Agreement among the City of New Haven, the New Haven Parking Authority and WE 101 College Street LLC for the disposition and development of 101 College Street together with all ancillary documentation as required to implement the project.

WHEREAS, the City of New Haven (the "City") has embarked on a project known as Downtown Crossing ("Downtown Crossing") which is intended 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 which, in turn, will create a livable, walkable transit oriented neighborhood that supports economic development, grows jobs and the City's tax base, relieve congestion, improve safe multi-modal travel through complete streets for motorists, pedestrians and cyclists, and addresses local flooding through resiliency and green infrastructure; and

WHEREAS, during Phase 1 of Downtown Crossing, which was completed in 2016, the City converted portions of Route 34 from an expressway into an urban boulevard system comprised of two one-way roadways, Rev. Dr. Martin Luther King, Jr. Boulevard ("MLK Blvd") heading west and South Frontage Road heading east; and

WHEREAS, also during Phase 1 of Downtown Crossing, the bridge over College Street was reconstructed (the "College Street Bridge Structure"), extensive pedestrian and bicycle friendly improvements were constructed, and the first development parcel in Downtown Crossing, consisting of approximately 2.4 acres was created, which parcel is bounded on the north by MLK Blvd, on the east by College Street, on the south by South Frontage Road, and on the west by a parking structure owned by the City and operated by the NHPA, known as the "Air Rights Garage" (the "100 College Street Property"); and

WHEREAS, also during Phase 1 of Downtown Crossing, the City constructed below-grade roads (the "Service Drives") which provided access and egress to and from Route 34 to the 100 College Street Property; and

WHEREAS, during Phase 1 of Downtown Crossing, WE 100 College Street, LLC constructed a 14-story, 513,000 square foot laboratory, research and office building

along with an 850-space parking structure on the 100 College Street Property as well as tunnels and driveways connecting the Service Drives to the parking structure on the 100 College Street Property and thereafter to the Air Rights Garage; and

WHEREAS, funding for a portion of the design, engineering and construction costs of certain of the public improvements made during Phase 1 of Downtown Crossing was provided in part by a \$16 million grant from the United States Department of Transportation to the City under the provisions of the Transportation Housing and Urban Development, and Related Agencies Appropriations Act for 2010 (Div. A of the Consolidated Appropriations Act, 2010 (Pub. L. 111-117, Dec. 16, 2009)) for the National Infrastructure Investment Discretionary Grant Program ("TIGER II") together with state, local and private funding; and

WHEREAS, during Phase 2 of Downtown Crossing ("Downtown Crossing, Phase 2") which is currently under construction and is expected to be completed in 2021, the City will reconnect Orange Street and South Orange Street across Route 34 with an at-grade intersection, pedestrian and bicycle infrastructure improvements, including a protected bicycle intersection, and streetscape and landscape improvements, which will improve access to Union Station from downtown and create a new gateway to the City; and

WHEREAS, during Downtown Crossing, Phase 2, the City will undertake certain City Traffic Improvements, as described below, which are required for the Project described in this Agreement; and

WHEREAS, during Phase 3 of Downtown Crossing ("Downtown Crossing, Phase 3"), MLK Blvd and South Frontage Road will be raised and Temple Street may be extended by means of a bridge over Route 34 to South Frontage Road and Congress Avenue; and

WHEREAS, funding for a portion of the design, engineering and construction cost of certain of the improvements to be made during Downtown Crossing, Phase 2 and Downtown Crossing, Phase 3 will be, in part, provided by a Twenty (\$20,000,000.00) million dollar grant dated January 11, 2019 from the United States

Department of Transportation to the City under the provisions of the Transportation Housing and Urban Development, and Related Agencies Appropriations Act for 2010 (Div. A of the Consolidated Appropriations Act, 2010 (Pub. L. 111-117, Dec. 16, 2009)) for the National Infrastructure Investment Discretionary Grant Program ("TIGER 8") and a \$21.5 million grant dated September 8, 2015 as amended, from the State of Connecticut; 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 "CDOT") was directed to convey to the City 4.5 acres of land owned by the State and bounded by College Street on the west, MLK Blvd on the north, Church Street on the east and South Frontage Road on the South as shown on Exhibit Y (the "State Land") for economic development purposes; and

WHEREAS, Special Act No. 15-1 authorizes the City to sell the State Land for economic development purposes to a third party; and

WHEREAS, Downtown Crossing, Phase 3 will create two development parcels, which are the 101 College Street Parcel, which will be located on the westerly portion of the State Land, and Parcel B, which will be located on the easterly portion of the State Land; and

WHEREAS, the 101 College Street Parcel will consist of approximately 75,000 square feet or 1.75 acres to be created from (i) the most westerly portion of the State Land together with (ii) a sliver of land owned by the City which is located to the south and west of the State Land, which new development parcel will be bounded by College Street on the west, MLK Blvd on the north, Parcel B on the east, and South Frontage Road on the south and will be known as the "101 College Street Parcel"; and

WHEREAS, it is anticipated that because of the proximity of the 101 College Street Parcel to the 100 College Street Property, Yale-New Haven Health (including the Smilow Cancer Hospital and 55 Park Street), Yale University School of Medicine, the Connecticut Mental Health Center and the 300 George Street Property (which houses

biotechnology laboratories, biomedical research companies and laboratories), life sciences, research and development, and/or medical offices are likely to locate to the 101 College Street Parcel; and

WHEREAS, recent economic assessments focus on innovation as an emerging area of growth for the City, including the bioscience, quantum, medical/tech and food service sectors; and

WHEREAS, various economic development organizations including BioCT, the Economic Development Corporation of New Haven and the Elm City Innovation Collaborative have called for the creation of laboratory incubator space and flex space, particularly in the life sciences in order to grow these sectors of the City's economy; and

WHEREAS, the COVID-19 pandemic and public health emergency has severely impacted the economy of Southern Connecticut and necessitates forward thinking approaches towards the goal of creating jobs and economic impact that is inclusive and connected to opportunity for all New Haven residents; and

WHEREAS, the Developer plans to make efforts to develop space for an incubator in the building to be constructed on the 101 College Street Parcel; and

WHEREAS, it is anticipated that the development of the 101 College Street Parcel together with the City's Traffic Improvements (as hereinafter defined) will create between 700 - 1,000 permanent jobs at all skill levels, support over 3,000 jobs in the regional economy and generate over \$250 million in wages, support business acceleration in an incubator setting and generate significant tax revenues and permit fees for the City; and

WHEREAS, Winstanley Enterprises LLC is a limited liability company organized and existing under the laws of the State of Delaware ("Winstanley Enterprises"); and

WHEREAS, Winstanley Enterprises and its affiliates are among New England's leading developers of biotechnology laboratories and offices and have developed

over approximately one million and five hundred thousand (1,500,000) square feet of laboratory and office space in the City, including space at the 300 George Street Property, 25 Science Park, 115 Munson Street, 344 Winchester Avenue, and the 100 College Street Property; and

WHEREAS, Winstanley Enterprises is a member of the Developer; and

WHEREAS, the City and the Developer as well as the NHPA have negotiated the terms and conditions for the acquisition of the 101 College Street Parcel by the Developer upon the terms and conditions, as set forth in the proposed DLDA; and

WHEREAS, it is the intention of the City, the NHPA and the Developer that the Project will result in minimal disruption to the operation of neighboring institutions and property owners; and

WHEREAS, it is the further intention of the City, the NHPA and the Developer to minimize the need for new parking facilities in connection with the development of the 101 College Street Parcel and to use existing parking accommodations at Temple Medical Garage and Temple Street Garage with costs for improvements associated with Downtown Crossing Phase 3 to be carried out by the NHPA and reimbursed by the City;

NOW THEREFORE, BE IT ORDERED, by the Board of Alders of the City of New Haven that the City accept the conveyance of the State Land by the State of Connecticut together with related maintenance and stewardship responsibilities as may be necessary for the construction of City streets as set forth herein and / or as related to the long-term custody and stewardship of the former Route 34 connector for that portion of the former connector east of Orange Street and west of York Street; and

FURTHER, IT IS HEREBY ORDERED, that in accordance with the provisions of the DLDA, the Tunnels and Driveways, the future Temple Street Extension and the related adjustments to the rights-of-way for Temple Street, Congress Avenue, South Frontage Road and MLK Boulevard shall be accepted as City streets or public rights-of-way in

accordance with the terms and conditions of the DLDA including but not limited to an indemnification of the Developer for public travel on the Tunnels and Driveways; and

FURTHER, IT IS HEREBY ORDERED, that the DLDA be approved together with the Quit Claim 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 in herein and all other agreements among the parties and/or third parties which are reasonably required to further the implementation of the Project (the "Ancillary Documents"); and

FURTHER, IT IS HEREBY ORDERED, that the Mayor be and hereby is authorized to execute and deliver on behalf of the City of New Haven, the DLDA and the Quit Claim Deed in a form substantially similar to those hereby 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 Development Agreement, the Quit Claim Deed, the Ancillary Documents (to the extent necessary) and this Order; and

FURTHER, IT IS HEREBY ORDERED, that the Mayor (or the Economic Development Administrator, to the extent expressly empowered under the Development Agreement) 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

FURTHER, IT IS HEREBY ORDERED, that the City shall approve capital funding in FY22 as may be necessary to carry out the City's financial responsibilities pursuant to the DLDA to the extent required and not covered by State and/or Federal grants; and

FURTHER, IT IS HEREBY RESOLVED, 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 agreement for State and Federal financing including but not limited to State funding from the Department of Economic and Community Development and/or the Department of Transportation and federal

funding from the United States Department of Transportation 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 of this 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.