

RXR GLEN ISLE PARTNERS, LLC APPROVING RESOLUTION

A special meeting of the Glen Cove Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at City Hall, 9-13 Glen Street, City of Glen Cove, County of Nassau, New York, on June 30, 2016, at 6:05 p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Reginald A. Spinello	Chairman
Vincent C. Hartley	Vice Chairman/Treasurer
Michael Famiglietti	Member
Tab Hauser	Member

ABSENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Myralee Machol	Administrative Director
Anne Lamorte	Assistant Secretary

The attached resolution no. 2016-5(c) was offered by Chairman Spinello, seconded by Vincent Hartley:

ENTERED  
6-30-16 IDA

Resolution No. 2016-5 (c)

RESOLUTION TAKING FINAL ACTION TOWARD THE  
ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT FOR RXR GLEN  
ISLE PARTNERS LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND  
DELIVERY OF AGREEMENTS WITH THE COMPANY WITH RESPECT TO SUCH  
TRANSACTION

WHEREAS, the Glen Cove Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), and Chapter 374 of the 1974 Laws of New York, as amended, constituting Section 919 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, RXR GLEN ISLE PARTNERS LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to do business in the State of New York (the "Company"), presented a certain application for financial assistance (the "Application") to the Agency, which Application requested that the Agency consider undertaking a mixed-use project (the "Project") consisting of the following: (A) the acquisition of an interest in approximately 56-acres of land (the "Land") located on Garvies Point Road, Herb Hill Road and Dickson Street in the City of Glen Cove ("City"); (B) the acquisition and construction on the Land by the Company as part of a planned smart growth community of certain buildings and other improvements containing in the aggregate approximately 1,800,000 square-feet of space comprising: (i) approximately 1,720,000 square-feet of space containing a total of up to 486 rental residential units, 513 for sale condominium units and 111 workforce housing units (55 for rent and 56 for sale) (collectively, "Residential Units"), and (ii) up to approximately 75,000 square-feet of retail, restaurant, cultural and related space (collectively, the "Commercial Space", and together with the Residential Units, the "Improvements"); and (C) the acquisition and installation in and around the Improvements of certain items of machinery, personal property, fixtures and equipment (the "Equipment", and together with the Land and the Improvements, the "Facility"); and

WHEREAS, the Project would contain approximately: 28 acres of public amenities, parks and other open space for public use, that cannot be funded without the issuance by the



Glen Cove Local Economic Assistance Corporation (“Issuer”) of certain bonds to fund the public improvement project costs; and

WHEREAS, the entire Project, and each and every component thereof, including condominium units, rental units, commercial/retail space, and public amenities, open space and infrastructure, is an essential element and integral to the success of the Agency’s stated purposes of promoting employment opportunities and preventing economic deterioration in and around the City’s currently blighted and formerly contaminated waterfront area, and is in furtherance of the Agency’s purposes to encourage economic development, job opportunities and economic prosperity; and

WHEREAS, the Project cannot be financed separately but rather relies upon a unified approach to address the redevelopment goals and is anticipated to result in, among other benefits, more than 1,000 total jobs both during and after construction, a net increase in tax revenue for the City, County and School District from real property taxes, sales taxes, and other revenue sources, a regional destination generating new spending to support the City’s downtown and its businesses, new housing options in the City as part of a planned smart-growth community, including workforce units, approximately 28 acres of new waterfront-related active and passive recreational opportunities for the public to enjoy, and the environmental benefit of restoring this former contaminated property to productive economic use; and

WHEREAS, the Project will also implement the final steps related to the approximately \$120 million remediation effort coordinated by the City, EPA, DEC and DOH over the past approximately twenty (20) years to clean-up the former contaminated industrial waterfront properties and get them ready for productive economic re-use; and

WHEREAS, the Project is consistent with the Urban Renewal Plans of the Glen Cove Community Development Agency and the Agency desires to take actions to fully implement the Urban Renewal Law and the Urban Renewal Plan for this area of the City while having the Issuer issue bonds as a form of increment financing against PILOT payments in order to provide the necessary financing to proceed as contemplated by the Land Disposition Agreement, as amended, in this matter; and

WHEREAS, the Agency has given due consideration to the Application, the Urban Renewal Plans, and various reports prepared in anticipation of this Project and to the representations made by the Company therein, in certain supplemental documents and at this meeting, including, without limitation, representations of the Company that: (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to continue the Project in the City; (B) the completion of the Project and the leasing and operation of the Project Facility will not result in the removal of a facility or plant of the Company or any user or occupant thereof from one area of the State of New York (the “State”) to another area of the State or in the abandonment of one or more plants or facilities of the Company or any user or occupant thereof located in the State but outside the City; (C) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State; and (D) the granting of the Financial Assistance by the Agency will promote the job opportunities, health, general

prosperity and economic welfare of the inhabitants of the City, and improve their standard of living, and prevent unemployment and economic deterioration, and thereby serve the public purposes of the Act; and

WHEREAS, the Agency held a public hearing on June 22, 2016 with respect to the Project and after giving due consideration to the comments made at the public hearing and giving deviation notices to each of the Affected Tax Jurisdictions, the Agency desires to approve the requested forms of financial assistance to the Company.

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

Section 1. The Agency hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all the powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- (B) The Facility constitutes a "project" as such term is defined in the Act; and
- (C) The Financial Assistance will serve the public purposes of the Act by promoting and maintaining permanent private sector jobs, health, general prosperity and economic welfare of the citizens of the State and improve their standard of living and will increase the overall number of permanent private sector jobs in the State and thereby serve the public purposes of the Act; and
- (D) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and
- (E) The Project is consistent with the Urban Renewal Plans of the Glen Cove Community Development Agency and the Agency desires to take actions to fully implement the Urban Renewal Law and the Urban Renewal Plan for this area of the City while having the Issuer issue bonds as a form of increment financing against PILOT payments in order to provide the necessary financing to proceed as contemplated by the Land Disposition Agreement, as amended, in this matter; and
- (F) The public hearing held by the Agency on June 22, 2016, 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. The Notice of Public Hearing is attached hereto as Exhibit A. The transcript of the Public Hearing has been reviewed by members of the Agency.



Notices of deviation were distributed to each Affected Tax Jurisdiction in the form attached hereto as Exhibit B; and

(G) The Agency desires to provide a sales and use tax exemption for all costs and rentals arising out of or related to the Project; a mortgage tax exemption for all mortgages arising out of or related to the Project and a property tax agreement (“Tax Agreement”) providing for payments in lieu of real property taxes as set forth in the deviation. The Tax Agreement constitutes a deviation from the Agency policy of providing RPTL 485-b type benefits. The Agency provided notice to the Affected Tax Jurisdictions. The Agency finds that the deviation is warranted for the following reasons:

- (i) The nature of the proposed Project involves transformational redevelopment on the waterfront that is consistent with the Urban Renewal Plan and generates a long term increase in the local tax base;
- (ii) The Land was formerly a brownfield site that will be fully remediated through the Project;
- (iii) The economic conditions for the area are favorable for this type of development at this time;
- (iv) The Project will create construction jobs for multiple years and permanent private sector jobs;
- (v) The Land currently generates nominal tax revenues and will have known fixed dollar, fixed allocation payments to the Affected tax Jurisdictions creating new tax revenues and certainty for the Affected Tax Jurisdictions in excess of additional costs to be incurred by the Affected Tax Jurisdictions;
- (vi) This Project will have positive impacts on surrounding development opportunities;
- (vii) Significant private sector investment is involved with this Project; and
- (viii) The Public Use Improvements are a critical element of the overall Project and cannot be funded, and therefore the Project cannot proceed, without the Tax Agreement and related first distribution to interest on the Bonds.

Section 2. Subject to the Company executing certain Project agreements and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project

including the Private Use Improvements to be owned by the Company and certain of the Public Use Improvements to be owned by the Agency or the City; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf.

Section 3. The Project contemplates that the Agency shall transfer all lands to the Company under the terms of the Land Disposition Agreement among the Agency, GCCDA and Company as amended to date ("LDA") while reserving an easement for public use to areas where certain of the public use improvements are to be located ("Public Use Easement"). The Agency is hereby authorized to execute and deliver said deeds and to reserve said easement.

Section 4. The Chairman, Vice Chairman, President and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver:

- (A) the deeds with respect to the Land to acknowledge the retained easement for public use and the related Easement for Public Use for the Public Use Improvement Areas,
- (B) the Lease Agreement from Agency to the Company and related Leaseback Agreement for the Private Use Improvement Areas,
- (C) the Tax Agreement, Tax Agreement Mortgage, Assignment of Mortgage, Assignment of Tax Agreement, Loan Agreement and related assignment of payments to a trustee to be identified by the Issuer;
- (D) the Project Agreement and any and all other and related documents and agreements,

all the foregoing with such changes as shall be approved by the Chairman, Vice Chairman, and or Executive Director upon execution; provided, the rental payments under the Lease Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 5. The Chairman, Vice Chairman, and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Tax Agreement Mortgage in an amount up to the maximum amount of the Bonds to be issued by the Issuer, 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 identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter collectively 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 Chairman, Vice Chairman, and/or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, 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 6. 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 7. 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:

VOTING

Reginald A. Spinello	AYE
Vincent C. Hartley, CPA	AYE
Michael Famiglietti	AYE
Tab Hauser	AYE

ENTERED  
6-30-16 IDA

The foregoing Resolution was thereupon declared duly adopted.



STATE OF NEW YORK )

) SS.:

COUNTY OF NASSAU )

I, the undersigned Assistant Secretary of the Glen Cove Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 30, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30<sup>th</sup> day of June, 2016.



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Assistant Secretary