

RXR Village Square PILOT Deviation Resolution

A special meeting of the Glen Cove Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency at City Hall, 9-13 Glen Street, City of Glen Cove, Nassau County, New York, on August 22, 2017, at 6:30 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
Mike Famiglietti	Member
Tab Hauser	Member
James Cappiello	Member

ABSENT:

None

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Barbara A. Peebles	Executive Director
Ann S. Fangmann	Administrative Director
Anne LaMorte	Chief Financial Officer
Camille Byrne	Secretary
Milan K. Tyler, Esq.	Transaction Counsel
Frank Haftel & Staff	RXR Glen Cove Village Square Owner LLC

The attached resolution no. 2017-5(A) was offered by Chairman Spinello, seconded by Vincent Hartley:

ENTERED
8-22-17

Resolution No. 2017-5(A)

RESOLUTION OF THE GLEN COVE INDUSTRIAL DEVELOPMENT
AGENCY AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE GLEN COVE
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR RXR GLEN COVE VILLAGE SQUARE OWNER LLC

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 COVE VILLAGE SQUARE OWNER 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 "Applicant"), 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 an approximately 2.5-acre parcel of land located on Village Square, City of Glen Cove, County of Nassau, New York (Section 31, Block 85, Lots 16, 37) (the "Land"), together with related improvements to the Land, the demolition of the existing structures on the Land, and the acquisition and installation therein and thereon of certain buildings aggregating approximately 165,000 square feet (together, the "Building"), as well as furniture, fixtures, machinery and equipment (together, the "Equipment"), all of the foregoing for use as a mixed-use residential, commercial and public use facility, including certain public infrastructure and amenity work (collectively, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions

from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Applicant; and

WHEREAS, the Application states that the Applicant is seeking an exemption from real property taxes with respect to the Project Facility that constitutes a deviation from the Agency’s Uniform Tax Exemption and Payments-in-Lieu-of-Taxes Policy (the “Tax Exemption Policy”); and

WHEREAS, pursuant to Section 874(4) of the Act, the Executive Director of the Agency (A) caused a letter dated August 3, 2017 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on August 22, 2017 (the “IDA Meeting”), consider a proposed deviation from the Tax Exemption Policy with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received from the affected tax jurisdictions with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 2. Having reviewed all comments and correspondence received prior to the IDA Meeting from the affected tax jurisdictions and having heard all comments made at this meeting, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letter (a copy of which is attached hereto as Exhibit A) because the proposed deviation is necessary to induce the Applicant to undertake the Project and the payment in lieu of taxes would not be decreased below their current levels.

Section 3. The Chairman, Vice Chairman, Executive Director and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving resolutions with respect to the proposed amendment transaction with the Applicant (the “Transaction”), the Chairman, Vice Chairman, Executive Director and Chief Financial Officer of the Agency are each hereby authorized and directed, acting

individually or jointly, to cause the Agency to (A) enter into a Payment in Lieu of Taxes Agreement with the Applicant providing, among other things, that the Applicant shall make payments in lieu of taxes consistent with the formula set forth in the Pilot Deviation Notice Letter, and (B) file an application for real property tax exemption with the appropriate assessor(s) with respect to the Project Facility.

Section 4. This Resolution shall take effect immediately and shall be effective for one hundred eighty (180) days from the date of its adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<u>VOTING</u>
Reginald A. Spinello	AYE
Vincent C. Hartley	AYE
Mike Famiglietti	AYE
Tab Hauser	AYE
James Cappiello	AYE

The foregoing Resolution was thereupon declared duly adopted.

ENTERED
8-22-17

EXHIBIT A

Pilot Deviation Notice Letter

See Attached

Village Square

PILOT Payment Schedule

<u>Year</u>	<u>PILOT</u>
Construction 1	\$183,062
Construction 2	183,062
Construction 3	183,062
Stabilization 1	186,723
Stabilization 2	190,458
Stabilization 3	194,267
Stabilization 4	198,152
Stabilization 5	202,115
Stabilization 6	206,158
Stabilization 7	210,281
Stabilization 8	214,486
Stabilization 9	218,776
Stabilization 10	223,152
Stabilization 11	227,615
Stabilization 12	232,167
Stabilization 13	236,810
Stabilization 14	241,546
Stabilization 15	246,377


STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

WE, the undersigned officers of the Glen Cove Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 22, 2017 with the original thereof on file in our offices, 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.

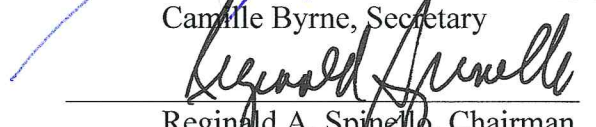
WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said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

WE 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, we have hereunto set our hand this 23 day of August, 2017.



Camille Byrne, Secretary



Reginald A. Spinnello, Chairman