

Resolution #7c

RESOLUTION TAKING PRELIMINARY ACTION TOWARD THE GRANTING OF ADDITIONAL FINANCIAL ASSISTANCE TO GARVIES POINT WORKFORCE LLC AND/OR ITS AFFILIATES IN CONNECTION WITH A CERTAIN PROJECT OF THE GLEN COVE INDUSTRIAL DEVELOPMENT AGENCY AND AUTHORIZING CERTAIN ACTION 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 (“RXR”), presented a certain application for financial assistance (the “Initial 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, New York; (B) the acquisition and construction on the Land by RXR 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, the “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, RXR leased the Facility to the Agency pursuant to the terms and conditions set forth in that certain Lease Agreement dated as of November 1, 2016 by and among RXR, Glen Cove Local Economic Assistance Corporation (“GCLEAC”) and the Agency (as amended, the “Original Lease”); and

WHEREAS, the Agency subleased the Facility to RXR, all pursuant to the terms and conditions set forth in that certain Leaseback Agreement dated as of November 1, 2016 between RXR and the Agency (as amended, the “Original Leaseback Agreement”), and the other documents, instruments and

agreements executed by RXR and/or the Agency in connection with the Project (collectively, the “Transaction Documents”); and

WHEREAS, in connection with the Project, RXR and the Agency entered into that certain Garvies Point Continuing Covenants Agreement dated as of November 22, 2016 (as amended, the “Covenants Agreement”), pursuant to which RXR made certain continuing covenants to the Agency and the City of Glen Cove, New York (the “City”), relating to the Project; and

WHEREAS, pursuant to that certain Bifurcation, Assignment and Assumption Agreement dated as of November 1, 2016 (the “Bifurcation Agreement”) among the Agency, GCLEAC, RXR and certain affiliates of RXR, RXR assigned its interest in and to the Assumed Documents (as defined in the Bifurcation Agreement) with respect to Assigned Site 2 (as defined in the Bifurcation Agreement) to RXR Garvies P1 Building H Owner LLC (“Building H Owner”); and

WHEREAS, pursuant to that certain Mortgage Modification Agreement dated as of July 1, 2017 (the “Mortgage Modification”) by and among Building H Owner, the Agency, GCLEAC and The Bank of New York Mellon, as Trustee (the “Trustee”), Building H Owner was released from its obligations with respect to the portion of Assigned Site 2 known as Private Use Improvement Area Lot 619 (the “Block G Parcel”) upon execution and delivery of (i) that certain Lease Agreement dated as of July 1, 2017 (the “Block G Lease”) by and among RXR, GCLEAC and the Agency, pursuant to which RXR leases the Block G Parcel to the Agency, and (ii) that certain Leaseback Agreement dated as of July 1, 2017 (the “Block G Leaseback Agreement”) between the Agency and RXR, pursuant to which the Agency subleases the Block G Parcel to RXR; and

WHEREAS, pursuant to a notification and consent request letter dated March 5, 2019 (the “Consent Request Letter”), RXR requested that the Agency consent to the transfer by RXR to G&G Garvies Point LLC, a limited liability company organized and existing under the laws of the State of New York (the “Assignee”), of all of RXR’s right, title and interest in and to the Block G Lease, the Block G Leaseback Agreement and the related Transaction Documents (collectively, the “Assignment Transaction”), as required by Section 18 of the Covenants Agreement; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on March 26, 2019 (the “Consent Resolution”), the Agency consented to the Assignment Transaction; and

WHEREAS, GARVIES POINT WORKFORCE LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and an affiliate of the Assignee, presented a certain application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking the following (the “Proposed Project”): (A) the consent by the Agency to the assignment of all right, title and interest of RXR in and to the Block G Lease, the Block G Leaseback Agreement and the related Transaction Documents to the Company in place of the Assignee; (B) the construction, installation and equipping of the buildings and improvements on the Block G Parcel contemplated by the Block G Leaseback Agreement (collectively, the “Block G Improvements”) by the Company as agent of the Agency; (C) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion of the Block G Improvements (collectively, the “Block G Equipment”) and together with the Block G Parcel and the Block G Improvements, collectively, the “Block G Facility”) by the Company as agent of the Agency; and (D) the granting of certain additional “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and mortgage recording taxes (collectively, the “Additional Financial Assistance”); and

WHEREAS, the granting of the Additional Financial Assistance would not represent a deviation from the Agency's uniform tax exemption policy; and

WHEREAS, the Agency has given due consideration to the Application 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 Additional Financial Assistance with respect to the Proposed Project will be an inducement to the Company to undertake the Proposed Project; (B) the completion of the Proposed Project and the leasing and operation of the Block G Facility by the Company will not result in the removal of a facility or plant of the Company or any other occupant of the Block G Facility 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 other occupant of the Block G Facility in the State but outside of the City; (C) the Proposed 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 Additional 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, any approval of the Proposed Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Proposed Project following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Proposed Project and the Additional Financial Assistance have been satisfied; and (B) the undertaking of the Proposed Project by the Agency and the granting of the Additional Financial Assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the "SEQR Act") and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, "SEQRA"), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Proposed Project or the Block G Facility (collectively, the "Applicable Laws"); and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City, and to prevent unemployment and economic deterioration, by undertaking the Proposed Project in the City;

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

The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Additional Financial Assistance with respect to the Proposed Project: (A) to establish a time, date and place for a public hearing (the "Public Hearing") of the Agency to hear all persons interested in the location and nature of the Proposed Project and the Additional Financial Assistance being contemplated by the Agency with respect to the Proposed Project, said Public Hearing to be held in the city, town or village within which the Block G Facility is or will be located; (B) to cause notice of said Public Hearing to be given to the public by publishing a notice of said Public Hearing in a newspaper of general circulation available to residents of the governmental units within which the Block G Facility is or will be located, such notice to comply with the requirements of and to be published in accordance with the requirements of the Act; (C) to cause notice of said Public Hearing, pursuant to the Act, to be given to the chief executive officer of the City, and of each county, town, village, school district and other affected tax jurisdiction in which the Block G Facility is or will be located; (D) to conduct the Public Hearing or to authorize a hearing officer to conduct the Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at said Public Hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency; and (F) to otherwise comply or cause

compliance with all other procedural and other requirements imposed on the Agency pursuant to Applicable Laws with respect to the Proposed Project and/or the Additional Financial Assistance. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its determination whether to proceed with the Proposed Project and to grant the Additional Financial Assistance; provided, however, that such authorization shall not entitle or permit the Company to commence the acquisition, construction, installation or equipping of the Block G Facility unless and until the Agency shall determine that all requirements of Applicable Laws have been fulfilled. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Proposed Project. This Resolution constitutes an authorization to conduct concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning with respect to the Proposed Project within the meaning of Section 617.3(c)(2) of the Regulations and a determination of compliance with technical requirements within the meaning of Section 617.3(c)(2) of the Regulations and does not constitute, and shall not be deemed to constitute, either an approval by the Agency of the Proposed Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Proposed Project or to grant the Additional Financial Assistance.

Any expenses incurred by the Agency with respect to the Proposed Project and/or the Additional Financial Assistance shall be paid by the Company as set forth in the Application. The findings of the Agency set forth herein are expressly conditioned upon full compliance of the Company, the Proposed Project and the Block G Facility with all Applicable Laws, and the Company shall be required to provide evidence of same satisfactory to the Agency prior to the granting of any Additional Financial Assistance.

If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Proposed Project and to grant the Additional Financial Assistance, or any portion thereof, with respect to the Proposed Project and the Company complies with all conditions set forth in the Future Resolution, then the Agency will (A) agree to amend, restate or replace the Block G Lease, the Block G Leaseback Agreement and the other documents executed and delivered in connection therewith as required to consummate the Proposed Project; and (B) provide the Additional Financial Assistance with respect to the Proposed Project, all as contemplated by the Future Resolution.

The officers, agents and employees of the Agency are hereby authorized, empowered and directed, acting individually or jointly, to proceed with the undertakings provided for therein on the part of the Agency, and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out the purposes of this Resolution.

The law firm of Phillips Lytle LLP, Garden City, New York, is hereby appointed Counsel to the Agency with respect to all matters in connection with the Proposed Project. Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

The Chairman, Vice Chairman, Executive Director and Chief Financial Officer of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

This Resolution 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:

	<u>VOTING</u>
Timothy J. Tenke	AYE
Vincent C. Hartley	AYE
Joseph Gioino	Absent
John Tetta	Absent
James J. Cappiello	AYE

The foregoing Resolution was thereupon declared duly adopted.

ENTERED
2-11-20
GC-IDA

**GLEN COVE INDUSTRIAL
DEVELOPMENT AGENCY**

APPLICATION FOR FINANCIAL ASSISTANCE

APPLICATION OF:

Garvies Point Workforce LLC c/o Georgica Green Ventures, LLC

APPLICANT NAME

Please respond to all questions in this Application for Financial Assistance (the “Application”) by, as appropriate:

- filling in blanks;
- checking the applicable term(s);
- attaching additional text (with notation in Application such as “see Schedule H, Item # 1”, etc.); or
- writing “N.A.”, signifying “not applicable”.

All attachments responsive to questions found in this Application should be clearly labeled and attached as Schedule I to the Application. If an estimate is given, enter “EST” after the figure. One signed original and one photocopy of the Application (including all attachments) must be submitted.

The following amounts are payable to the Glen Cove Industrial Development Agency (the “Agency”) at the time this Application is submitted to the Agency: (i) a \$1,000 non-refundable application fee (the “Application Fee”); (ii) a \$3,500 expense deposit for the Agency’s Transaction/Bond Counsel fees and expenses (the “Counsel Fee Deposit”), (iii) a \$2,500 expense deposit for the cost/benefit analysis with respect to the project contemplated by this Application (the “Cost/Benefit Deposit”), and (iv) a \$500 expense deposit for the real property tax valuation analysis, if applicable, with respect to the project contemplated by this Application (the “Valuation Deposit”). The Application Fee will not be credited against any other fees or expenses which are or become payable to the Agency in connection with this Application or the project contemplated herein (the “Project”). In the event that the subject transaction does not close for any reason, the Agency may use all or any part of the Counsel Fee Deposit, the Cost/Benefit Deposit and/or the Valuation Deposit to defray the cost of Transaction/Bond Counsel fees and expenses, the cost of obtaining a cost/benefit analysis and/or the cost of obtaining a real property tax valuation with respect to the Project. In the event that the subject transaction does close, the Counsel Fee Deposit, the Cost/Benefit Deposit and the Valuation Deposit shall be credited against the applicable expenses incurred by the Agency with respect to the Project.

Every signature page comprising part of this Application must be signed by the Applicant or this Application will not be considered complete or accepted for consideration by the Agency.

The Agency's acceptance of this Application for consideration does not constitute a commitment on the part of the Agency to undertake the proposed Project, to grant any financial assistance with respect to the proposed Project or to enter into any negotiations with respect to the proposed Project.

Information provided herein may be subject to disclosure under the New York Freedom of Information Law (New York Public Officers Law § 84 et seq.) ("FOIL"). If the Applicant believes that a portion of the material submitted with this Application is protected from disclosure under FOIL, the Applicant should mark the applicable section(s) or page(s) as "confidential" and state the applicable exception to disclosure under FOIL.

2/4/2020

DATE

PART I. APPLICANT

A. APPLICANT FOR FINANCIAL ASSISTANCE:

Name: Garvies Point Workforce LLC

Address: 50 Jericho Quadrangle, Suite 118, Jericho, NY 11753

Fax: _____

NY State Dept. of _____

Labor Reg #: _____ Federal Employer ID #: _____

NAICS Code #: _____

Website: _____

Name of CEO or _____

Authorized Representative Certifying Application: David Gallo

Title of Officer: Authorized Signatory

Phone Number: 516-470-9100 E-Mail: davidgallo@georgicagreen.com

B. BUSINESS TYPE (Check applicable status. Complete blanks as necessary):

Sole Proprietorship ___ General Partnership ___ Limited Partnership ___

Limited Liability Company x Privately Held Corporation ___

Publicly Held Corporation ___ Exchange listed on _____

Not-for-Profit Corporation ___

Income taxed as: Subchapter S ___ Subchapter C ___
501(c)(3) Corporation ___ Partnership x

State and Year of Incorporation/Organization: New York 2019

Qualified to do Business in New York: Yes x No ___ N/A ___

C. APPLICANT COUNSEL:

Firm name: Forchelli Deegan Terrana LLP

Address: 333 Earle Ovington Blvd., Suite 1010, Uniondale, NY 11553

Primary	_____
Contact:	<u>Daniel P. Deegan, Esq.</u>
Phone:	<u>516-248-1700</u>
Fax:	<u>516-248-1729</u>
E-Mail:	<u>ddeegan@forchellilaw.com</u>

D. Principal stockholders, members or partners, if any (i.e., owners of 10% or more of equity/voting rights in Applicant):

Name	Percentage owned	
<u>Tax Credit Investor Member</u>	<u>99</u> %	As a tax credit transaction, the Tax Credit Investor Member will not be known until the award of the tax credits are granted. The project will be under the day to day control of the Managing Member. See structure chart attached hereto.
<u>G&G Garvies Point LLC (managing member)</u>	<u>1</u> %	
_____	_____ %	

E. If any of the persons described in the response to the preceding Question, or a group of said persons, owns more than a 50% interest in the Applicant, list all other entities which are related to the Applicant by virtue of such persons having more than a 50% interest in such entities:

N/A

F. Is the Applicant related to any other entity by reason of more than 50% common ownership? If YES, indicate name of related entity and relationship:

YES NO

G. List parent corporation, sister corporations and subsidiaries, if any:

G&G Garvies Point LLC, G&G PropertyHoldings II LLC, Georgica Green Ventures, LLC
Georgica Construction LLC, Georgica Property Management LLC

H. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) been involved in, applied for or benefited by any prior industrial development financing in the City of Glen Cove? If YES, describe:

YES NO

Georgica Green Ventures, LLC was approved as the Transferee of the Block G Master
Tax Agreement

I. Is the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities involved in any litigation or aware of any threatened litigation that would have a material adverse effect on the Applicant's financial condition or the financial condition of said principal(s)? If YES, attach details at Schedule I.

YES NO

J. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, ever been involved, as debtor, in bankruptcy, creditors rights or receivership proceedings or sought protection from creditors? If YES, attach details at Schedule I.

YES NO

K. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, ever been convicted of any felony or misdemeanor (other than minor traffic offenses), or have any such related persons or principal(s) held positions or ownership interests in any firm or corporation

that has been convicted of a felony or misdemeanor (other than minor traffic offenses), or are any of the foregoing the subject of a pending criminal proceeding or investigation? If YES, attach details at Schedule I.

YES ___ NO x

L. Has the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, been cited for (or is there a pending proceeding or investigation with respect to) a civil violation of federal, state or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution, taxation, or other operating practices? If YES, attach details at Schedule I.

YES ___ NO x

M. Is the Applicant (or any parent company, subsidiary, affiliate or related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, delinquent or have any of the foregoing persons or entities been delinquent on any New York State, federal or local tax obligations within the past five (5) years? If YES, attach details at Schedule I.

YES ___ NO x

N. Complete the following information for principals (including, in the case of corporations, officers and members of the board of directors and, in the case of limited liability company, members and managers) of the Applicant:

<u>Name</u>	<u>Title</u>	<u>Other Business Affiliations</u>
David Gallo	indirect Member of Managing	Member
_____	_____	_____
_____	_____	_____
_____	_____	_____

Do any of the foregoing principals hold elected or appointive positions with New York State, any political division of New York State or any other governmental agency? If YES, attach details at Schedule I.

YES ___ NO x

Are any of the foregoing principals employed by any federal, state or local municipality or any agency, authority, department, board, or commission thereof or any other governmental or quasi-governmental organization?

YES ___ NO x

Q. Does one supplier or customer account for over 50% of Applicant's annual purchases or sales, respectively? If YES, attach name and contact information for supplier and/or customer, as applicable:

YES

NO

R. Does the Applicant (including any related entity or person) or any principal(s) of the Applicant or its related entities, or any other business or concern with which such entities, persons or principal(s) have been connected, have any contractual or other relationship with the Agency, the City of Glen Cove or the County of Nassau? If YES, attach details at Schedule I.

YES

NO

HOME funding from Nassau County has been provided to affiliates of Applicant in connection with other affordable housing projects.

S. Nature of Applicant's business (e.g., description of goods to be sold, products manufactured, assembled or processed, services rendered):

Affordable housing development

T. ANY RELATED PARTY PROPOSED TO BE A USER OF THE PROJECT:

Name: N/A

Relationship to Applicant: _____

Provide the information requested in Questions A through S above with respect to each such party by attachment at Schedule I.

PART II. PROPOSED PROJECT

A. Types of Financial Assistance Requested:

- Tax-Exempt Bonds
- Taxable Bonds
- Refunding Bonds
- Sales/Use Tax Exemption
- Mortgage Recording Tax Exemption
- Real Property Tax Exemption
- Other (specify): _____

B. Type of Proposed Project (check all that apply and provide requested information):

- New Construction of a Facility
Square footage: 59,236 s.f.
- Addition to Existing Facility
Square footage of existing facility: _____
Square footage of addition: _____
- Renovation of Existing Facility
Square footage of area renovated: _____
Square footage of existing facility: _____
- Acquisition of Land/Building
Acreage/square footage of land: _____
Square footage of building: _____
- Acquisition of Furniture/Machinery/Equipment
List principal items or categories:

- Other (specify): _____

C. Briefly describe the purpose of the proposed Project, the reasons why the Project is necessary to the Applicant and why the Agency's financial assistance is necessary, and the effect the Project will have on the Applicant's business or operations:

The Project is a 100% affordable housing project. Considering the below market/reduced rental to be charged on 100% of the units in the Project and the high sales taxes, limited availability of financing from New York State Homes and Community Renewal and high construction and maintenance costs, the requested assistance will be necessary to make the project financially feasible.

D. Is there a likelihood that the proposed Project would not be undertaken by the Applicant but for the granting of the financial assistance by the Agency? (If yes, explain; if no, explain why the Agency should grant the financial assistance with respect to the proposed Project)

YES x NO

Considering the below market rentals/ reduced rent to be charged on 100% of the units in the Project, high sales taxes limited availability of financing from New York State Department of Homes and Community Renewal and high construction and maintenance costs, the Project would not be financially feasible without the requested assistance.

E. If the Applicant is unable to arrange Agency financing or other Agency financial assistance for the Project, what will be the impact on the Applicant and Glen Cove? Would the Applicant proceed with the Project without Agency financing or other Agency financial assistance? Describe.

Considering the below market rentals/ reduced rent to be charged on 100% of the units in the Project, high sales taxes, limited availability of financing from New York State Department of Homes and Community Renewal and high construction and maintenance costs, the Project would not be financially feasible without the requested assistance and the affordable housing would not be built.

F. Location of Project:

Street Address: east side of Dickson Lane, Glen Cove, NY

Tax Map Section: 31 Block: G Lot: 619

Census Tract Number: 5177.01

G. Present use of the Project site: vacant land

H. (a) What are the current real estate taxes on the Project site? (If amount of current taxes is not available, provide assessed value for each):

General: \$ *
School: \$ *

*Note: The Project site is currently subject to the provisions of a Master Tax Agreement dated as of July 1, 2017 between RXR Glen Isle Partners LLC, the Agency and Glen Cove Local Economic Assistance Corporation.

(b) Are tax certiorari proceedings currently pending with respect to the Project real property? If YES, attach details at Schedule I including copies of pleadings, decisions, etc.

YES NO X

I. Describe proposed Project site ownership structure (i.e., Applicant or other entity):

Applicant to own property

J. To what purpose will the building or buildings to be acquired, constructed or renovated be used by the Applicant? (Include description of goods to be sold, products to be manufactured, assembled or processed and services to be rendered.)

The Project will be a 100% affordable housing community with fifty-five (55) rental units.

K. If any space in the Project is to be leased to or occupied by third parties (i.e., parties not related to the Applicant), or is currently leased to or occupied by third parties who will remain as tenants, provide the names and contact information for each such tenant, indicate total square footage of the Project to be leased to each tenant, and describe proposed use by each tenant:

The proposed project will provide affordable rental housing to tenants. As of the date of this application, the tenants have not been identified. An Affirmative Fair Housing Marketing Plan will be approved in conjunction with the NYSHCR for the lease up and marketing of all units.

L. Provide, to the extent available, the information requested, in Part I, Questions A, B, D and O, with respect to any party described in the preceding response.

N/A

M. Does the proposed Project meet zoning/land use requirements at proposed location?

YES NO

1. Describe present zoning/land use: MW-3 (Marine Waterfront - 3)

2. Describe required zoning/land use, if different: N/A

3. If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements:

The proposal complies with the Amended PUD Master Development Plan dated as of October 1, 2015.

N. Does the Applicant, or any related entity or person, currently hold a lease or license on the Project site? If YES, please provide details and a copy of the lease/license.

YES NO

O. Does the Applicant, or any related entity or person, currently hold fee title to (i.e. own) the Project site?

YES _____ NO x

If YES, indicate:

- (a) Date of purchase: _____
- (b) Purchase price: \$ _____
- (c) Balance of existing mortgage, if any: \$ _____
- (d) Name of mortgage holder: _____
- (e) Special conditions: _____

If NO, indicate name of present owner of Project site: RXR Glen Isle Partners LLC

P. Does the Applicant or any related person or entity have an option or a contract to purchase the Project site and/or any buildings on the Project site?

YES x NO _____

If YES, attach copy of contract or option at Schedule I and indicate:

- (a) Date signed: December 18, 2018
- (b) Purchase price: \$ 2,750,000
- (c) Closing date: April 30, 2020

Is there a relationship legally or by virtue of common control or ownership between the Applicant (and/or its principals) and the seller of the Project (and/or its principals)?
If YES, describe:

YES _____ NO x

Q. Will customers personally visit the Project site for either of the following economic activities? If YES with respect to either economic activity indicated below, complete the attached Retail Questionnaire (Schedule E).

Sales of Goods: YES _____ NO x Sales of Services: YES _____ NO x

R. Describe the social and economic conditions in the community where the Project site is or will be located and the impact of the proposed Project on the community (including

impact on infrastructure, transportation, fire and police and other government-provided services):

The Project is part of the already approved Amended PUD Master Development Plan and as such will not impose unwarranted impacts on infrastructure, transportation, fire, police or other governmental services. The Project will, however, provide much need workforce affordable housing units to the City.

S. Identify the following Project parties (if applicable):

Architect: Stephen B. Jacobs Group, P.C.
Engineer: Charles Miller PE - Site Mechanics, PLLC
Contractors: Georgica Construction LLC - David J. Gallo

T. Will the Project be designed and constructed to comply with Green Building Standards? (if YES, describe the LEED green building rating that will be achieved):

YES NO

Project is designed to meet LEED Silver standards

U. Is the proposed Project site located on a Brownfield? (if YES, provide description of contamination and proposed remediation)

YES NO

Land and groundwater contamination from former industrial uses. Over the past 20 years, the site underwent remediation under State and Federal environmental programs.

V. Will the proposed Project produce a unique service or product or provide a service that is not otherwise available in the community in which the proposed Project site is located?

YES NO

Project will provide affordable housing that is otherwise not available in the area

W. Is the proposed Project site currently subject to an IDA transaction (whether through the Agency or otherwise)? If yes, explain.

YES NO

The Project site is subject to a Master Tax Agreement between the Agency, the Glen Cove Local Economic Development Corporation and RXR Glen Isle Partners LLC.

PART III. CAPITAL COSTS OF THE PROJECT

A. Provide an estimate of cost of all items listed below:

Other Soft Costs:	<u>Item</u>	<u>Cost</u>	
Appraisals, Survey, Soil Borings, Accounting, Insurance, Taxes, Interim Interest, Closing Costs, Title and Recording, Market Study, Credit Application Fee, Credit Allocation Fee, DHCR/HTFC Fees, Lender's Engineer, Environmental reports, Permits, Expediting, Energy Consulting, Draw fees, SWPP Monitoring.	1. Land and/or Building Acquisition	\$ 2,750,000	\$18,081,035 in hard costs and \$991,624 contingency
	2. Building Demolition	\$ N/A	
	3. Construction/Reconstruction/Renovation	\$ 19,072,659	
	4. Site Work	\$ Included in Construction figure	
	5. Infrastructure Work	\$ Included in Construction figure	
	6. Architectural/Engineering Fees	\$ 942,152	
	7. Applicant's Legal Fees	\$ 270,000	
	8. Financial Fees	\$ See other Soft Costs	
	9. Other Professional Fees	\$ See other Soft Costs	
	10. Furniture, Equipment & Machinery Acquisition (not included in 3. above)	\$ Included in Construction figure	
	11. Other Soft Costs (describe)	\$ 3,133,090	
	12. Other (describe)	\$ 3,729,427	
	Other:		
	Developer Overhead Fee, Working Capital, Reserves	\$ 29,897,328	
	Total	\$ 29,897,328	

B. Estimated Sources of Funds for Project Costs:

	a. Tax-Exempt IDA Bonds:	\$ N/A
	b. Taxable IDA Bonds:	\$ N/A
	c. Conventional Mortgage Loans:	\$ 19,566,704
	d. SBA or other Governmental Financing: Identify: _____	\$ N/A
	e. Other Public Sources (e.g., grants, tax credits): Identify: _*	\$ 7,333,822
	f. Other Loans: Deferred reserves and deferred Developer fee	\$ 2,996,802
* Home Funds, MIHP Funding and Low-Income Housing Tax Credits and Housing Trust Fund	g. Equity Investment: (excluding equity attributable to grants/tax credits)	\$ _____
	TOTAL	\$ 29,897,328

What percentage of the total project costs are funded/financed from public sector sources: 24.5 %

C. Have any of the above costs been paid or incurred (including contracts of sale or purchase orders) as of the date of this application? If YES, describe particulars on a separate sheet.

YES NO

See breakdown of soft costs expended on Schedule I.

D. Are items of working capital, moving expenses, work in progress, or stock in trade included in the proposed uses of the bond proceeds (if applicable)? If YES, provide details:

YES NO NOT APPLICABLE

E. Will any of the funds to be borrowed through the Agency's issuance of bonds, if applicable, be used to repay or refinance an existing mortgage, outstanding loan or an outstanding bond issue? If YES, provide details:

YES NO NOT APPLICABLE

F. Has the Applicant made any arrangement for the marketing or the purchase of the bonds or the provision of other third party financing (if applicable)? If YES, indicate with whom (subject to Agency approval) and provide a copy of any term sheet or commitment letter issued with respect to such financing.

YES NO NOT APPLICABLE

- G. Construction Cost Breakdown:
- Total Cost of Construction: \$ 19,072,659 (sum of 2-5 and 10 in Question A above)
- Cost for materials: \$ 11,443,595
- % Sourced in County: 50 %
- % Sourced in State: 80 % (incl. County)
- Cost for labor: \$ 7,629,064
- % Sourced in County: 50 %
- % Sourced in State: 90 % (incl. County)
- Cost for "other": \$ _____
- % Sourced in County: _____ %
- % Sourced in County: _____ % (incl. County)

The Applicant acknowledges that the transaction/bond documents may include a covenant by the Applicant to undertake and document the total amount of capital investment as set forth in this Application.

PART IV. COST/BENEFIT ANALYSIS

- A. If the Applicant presently operates in Glen Cove, provide the current annual payroll. Estimate projected payroll at the Project site in First Year, Second Year and Third Year after completion of the Project:

	<u>Present</u>	<u>First Year</u>	<u>Second Year</u>	<u>Third Year</u>
Full-time:	\$ <u>0.00</u>	\$ <u>79,526</u>	\$ <u>81,117</u>	\$ <u>82,738</u>
Part-time: ¹	<u>\$0.00</u>	<u>\$26,935</u>	<u>\$27,474</u>	<u>\$28,024</u>

Note: Figures are estimates.

List the average salaries or provide ranges of salaries for the following categories of jobs (on a full-time equivalency basis) projected to be retained/created in Glen Cove as a result of the proposed Project:

<u>Category of Jobs to be Retained:</u>	<u>Average Salary or Range of Salary:</u>	<u>Average Fringe Benefits or Range of Fringe Benefits</u>
Management	N/A	N/A
Professional	N/A	N/A
Administrative	N/A	N/A
Production	N/A	N/A
Supervisor	N/A	N/A
Laborer	N/A	N/A

¹ NOTE: The Agency converts part-time jobs into FTE's for evaluation and reporting purposes by dividing the number of part-time jobs by two (2).

Independent Contractor ²		
Other		

<u>Category of Jobs to be Created:</u>	<u>Average Salary or Range of Salary:</u>	<u>Average Fringe Benefits or Range of Fringe Benefits</u>
Management	\$70,000 - \$90,000,0	\$19,600 - \$25,200
Professional	N/A	N/A
Administrative	N/A	N/A
Production	N/A	N/A
Supervisor	N/A	N/A
Laborer	N/A	N/A
Independent Contractor ³	N/A	N/A
Other (maintenance)	\$20,000- \$30,000	\$5,600 -\$8,400

The Agency may utilize the foregoing employment projections and the projections set forth in Schedule C, among other things, to determine the financial assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction/bond documents may include a covenant by the Applicant to retain the number of jobs, types of occupations and amount of payroll with respect to the Project set forth in this Application.

- B. (i) Will the Applicant transfer current employees from existing location(s)? If YES, describe, please describe the number of current employees to be transferred and the location from which such employees would be transferred:

YES _____

NO x

- (ii) Describe the number of estimated full time equivalent construction jobs to be created as a result of undertaking the project, to the extent any:

100

² As used in this chart, this category includes employees of independent contractors.

³ As used in this chart, this category includes employees of independent contractors.

C. What, if any, is the anticipated increase in the dollar amount of production, sales or services following completion of the Project?

\$ N/A

What percentage of the foregoing amount is subject to New York sales and use tax?

N/A %

What percentage of the Applicant's total dollar amount of production, sales or services (including production, sales or services rendered following completion of the Project) are made to customers outside the economic development region (i.e., Nassau and Suffolk Counties)?

N/A %

Describe any other municipal revenues that will result from the Project (excluding the above and any PILOT payments):

Glen Cove Planning Board application fees

D. What is the estimated aggregate annual amount of goods and services to be purchased by the Applicant for each year after completion of the Project and what portion will be sourced from businesses located in the City of Glen Cove and the State (including the City of Glen Cove):

	<u>Amount</u>	<u>% Sourced in City of Glen Cove</u>	<u>% Sourced in State</u>
Year 1	\$ <u>9,196</u>	<u>50%</u>	<u>90%</u>
Year 2	\$ <u>9,380</u>	<u>50%</u>	<u>90%</u>
Year 3	\$ <u>9,568</u>	<u>50%</u>	<u>90%</u>

E. Describe, if applicable, other benefits to the City of Glen Cove anticipated as a result of the Project, including a projected annual estimate of additional sales tax revenue generated, directly and indirectly, as a result of undertaking the project:

Once operational, approximately \$2,500 per year in sales taxes will be generated.

F. Estimated Value of Requested Financial Assistance:

Estimated Value of Sales Tax Benefit: \$ 987,010
 (i.e., gross amount of cost of goods and services)

that are subject to state and local sales and use taxes multiplied by [8.625%])

Estimated Value of Mortgage Tax Benefit: \$ 146,750.28
(i.e., principal amount of mortgage loans multiplied by [1.05%])

Estimated Property Tax Benefit:

Will the proposed Project utilize a property tax exemption benefit other than from the Agency: No
(if so, please describe)

Term of PILOT Requested: N/A

Existing Property Taxes on Land and Building: \$ N/A

Property is subject to the Master Tax Agreement

Estimated Property Taxes on completed Project: \$ N/A
(without Agency financial assistance)

NOTE: Upon acceptance of this Application by the Agency, the Agency's staff will create a PILOT schedule and indicate the estimated amount of PILOT Benefit/Cost utilizing anticipated tax rates and assessed valuation, make an estimate of the allocation of PILOT payments among the affected tax jurisdictions, and attach such information as Exhibit A hereto.

G. Describe and estimate any other one-time municipal revenues (not including fees payable to the Agency) that the Project will create:

Glen Cove Planning Board application fees

PART V. PROJECT SCHEDULE

A. If applicable, has construction/reconstruction/renovation work on the Project begun? If YES, indicate the percentage of completion:

- 1. (a) Site clearance YES ___ NO X ___% complete
- (b) Environmental Remediation YES ___ NO X ___% complete
- (c) Foundation YES ___ NO X ___% complete

- | | | | |
|-----------------------------|---------|-------------|------------------|
| (d) Footings | YES ___ | NO <u>X</u> | _____ % complete |
| (e) Steel | YES ___ | NO <u>X</u> | _____ % complete |
| (f) Masonry | YES ___ | NO <u>X</u> | _____ % complete |
| (g) Interior | YES ___ | NO <u>X</u> | _____ % complete |
| (h) Other (describe below): | YES ___ | NO <u>X</u> | _____ % complete |

2. If NO to all of the above categories, what is the proposed date of commencement of construction, reconstruction, renovation, installation or equipping of the Project?

Upon closing .

B. Provide an estimate of time schedule to complete the Project and when the first use of the Project is expected to occur:

Completion will be 18-24 months from closing of the land from Seller to Purchaser and a construction financing.

Applicant estimates May, 2020. First use anticipated to be immediately upon completion.

PART VI. ENVIRONMENTAL IMPACT

A. What is the expected environmental impact of the Project? (Complete the attached Environmental Assessment Form (Schedule G)).

See attached Environmental Assessment Form and SEQRA Findings of the Planning Board of the City of Glen Cove

B. Is an environmental impact statement required by Article 8 of the N.Y. Environmental Conservation Law (i.e., the New York State Environmental Quality Review Act)?


YES *

NO ___

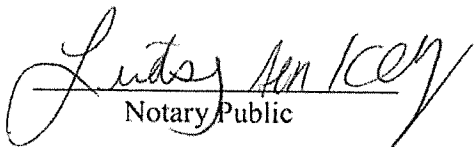
C. Please be advised that the Agency may require at the sole cost and expense of the Applicant the preparation and delivery to the Agency of an environmental report in form and scope satisfactory to the Agency, depending on the responses set forth in the Environmental Assessment Form. If an environmental report has been or is being prepared in connection with the Project, please provide a copy.

D. The Applicant authorizes the Agency to make inquiry of the United States Environmental Protection Agency, the New York State Department of Environmental Conservation or any other appropriate federal, state or local governmental agency or authority as to whether the Project site or any property adjacent to or within the immediate vicinity of the Project site is or has been identified as a site at which hazardous substances are being or have been used, stored, treated, generated, transported, processed, handled, produced, released or disposed of. The Applicant will be required to secure the written consent of the owner of the Project site to such inquiries (if the Applicant is not the owner), upon request of the Agency.

THE UNDERSIGNED HEREBY CERTIFIES, under penalties of perjury, that the answers and information provided above and in any schedule, exhibit or statement attached hereto are true, accurate and complete, to the best of the knowledge of the undersigned.

Name of Applicant: Garvies Point Workforce LLC
Signature: 
Name: David Gallo
Title: Member
Date: 2/5/2020

Sworn to before me this 5th
day of February 2020


Notary Public

LINDSEY ANN KELLY
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KE6392911
Qualified in Suffolk County
My Commission Expires 06-03-2023

**CERTIFICATIONS AND ACKNOWLEDGMENTS
OF THE APPLICANT**

FIRST:

The Applicant hereby certifies that, if financial assistance is provided by the Agency for the proposed project, no funds of the Agency (i) shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant or for the purpose of advertising or promotional materials which depict elected or appointed government officials in either print or electronic media, (ii) be given to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State

SECOND:

The Applicant hereby certifies that no member, manager, principal, officer or director of the Applicant or any affiliate thereof has any blood, marital or business relationship with any member of the Agency (or any member of the family of any member of the Agency).

THIRD:

The Applicant hereby certifies that neither the Applicant nor any of its affiliates, nor any of their respective partners, members, shareholders or other equity owners (other than equity owners of publicly-traded companies), nor any of their respective employees, officers, directors, or representatives (i) is a person or entity with whom United States persons or entities are restricted from doing business under regulations of the Office of Foreign Asset Control (OFAC) of the Department of the Treasury, including those named on OFAC's Specially Designated and Blocked Persons List, or under any statute, executive order or other governmental action, or (ii) has engaged in any dealings or transactions or is otherwise associated with such persons or entities.

FOURTH:

The Applicant hereby acknowledges that the Agency shall obtain and hereby authorizes the Agency to obtain credit reports and other financial background information and perform other due diligence on the Applicant and/or any other entity or individual related thereto, as the Agency may deem necessary to provide the requested financial assistance.

FIFTH:

The Applicant hereby certifies that each owner, occupant or operator that would receive financial assistance with respect to the proposed Project is in substantial compliance with applicable federal, state and local tax, worker protection and environmental laws, rules and regulations.


SIXTH:

The Applicant hereby acknowledges that the submission to the Agency of any knowingly false or knowingly misleading information may lead to the immediate termination of any financial assistance and the recapture from the Applicant of an amount equal to all or any part of any tax exemption claimed by reason of the Agency's involvement in the Project.

SEVENTH:

The Applicant hereby certifies that, as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the General Municipal Law, including, but not limited to, the provisions of Section 859-a and Section 862(1) thereof.

Name of
Applicant: Garvies Point Workforce LLC

By:  _____
Name: David Gallo
Title: Member

**CERTIFICATION AND AGREEMENT
WITH RESPECT TO FEES AND COSTS**

Capitalized terms used but not otherwise defined in this Certification and Agreement shall have the meanings assigned to such terms in the Application.

The undersigned, being duly sworn, deposes and says, under penalties of perjury, as follows: that I am the chief executive officer or other representative authorized to bind the Applicant named in the attached application for financial assistance ("Application") and that I hold the office specified below my signature at the end of this Certification and Agreement, that I am authorized and empowered to deliver this Certification and Agreement and the Application for and on behalf of the Applicant, that I am familiar with the contents of said Application (including all schedules, exhibits and attachments thereto), and that said contents are true, accurate and complete to the best of my knowledge and belief.

The grounds of my belief relative to all matters in the Application that are not based upon my own personal knowledge are based upon investigations I have made or have caused to be made concerning the subject matter of this Application, as well as upon information acquired in the course of my duties and from the books and records of the Applicant.

As an authorized representative of the Applicant, I acknowledge and agree on behalf of the Applicant that the Applicant hereby releases the Glen Cove Industrial Development Agency, its members, officers, servants, attorneys, agents and employees (collectively, the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend (with counsel selected by the Agency) and hold the Agency harmless from and against any and all liability, damages, causes of actions, losses, costs or expenses incurred by the Agency in connection with: (A) examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the financial assistance requested therein are favorably acted upon by the Agency, (B) the acquisition, construction, reconstruction, renovation, installation and/or equipping of the Project by the Agency, and (C) any further action taken by the Agency with respect to the Project; including, without limiting the generality of the foregoing, (i) all fees and expenses of the Agency's general counsel, bond counsel, economic development consultant, real property tax valuation consultant and other experts and consultants (if deemed necessary or advisable by the Agency), and (ii) all other expenses incurred by the Agency in defending any suits, actions or proceedings that may arise as a result of any of the foregoing. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails within a reasonable or specified period of time to take reasonable, proper or requested action or withdraws, abandons, cancels, or neglects the Application or if the Applicant is unable to find buyers willing to purchase the total bond issue required or is unable to secure other third party financing or otherwise fails to conclude the Project, then upon presentation of an invoice by the Agency, its agents, attorneys or assigns, the Applicant shall pay to the Agency, its agents, attorneys or assigns, as the case may be, all fees and expenses reflected in any such invoice.

As an authorized representative of the Applicant, I acknowledge and agree on behalf of the Applicant that each of the Agency's general counsel, bond counsel, economic development consultant, real property tax valuation consultant and other experts and consultants is an intended third-party beneficiary of this Certification and Agreement, and that each of them may (but shall not be obligated to) enforce the provisions of the immediately preceding paragraph, whether by lawsuit or otherwise, to collect the fees and expenses of such party or person incurred by the Agency (whether or not first paid by the Agency) with respect to the Application.

Upon successful closing of the required bond issue or other form of financing or Agency assistance, the Applicant shall pay to the Agency an administrative fee set by the Agency (which amount is payable at closing) in accordance with the following schedule:


- (A) All Initial Transactions - Seventy-Five basis points (0.75%) of total project costs.
- (B) All Initial Transactions - Two Thousand Five Hundred Dollars (\$2,500) closing compliance fee payable at closing and One Thousand Dollars (\$1,000) per year (or part thereof) administrative fee, payable in advance, at the closing for the first year (or part thereof) and on January 1st of each year for the term of the financing. The annual service fee is subject to periodic review and may be adjusted from time to time in the discretion of the Agency.
- (C) Refundings – The Agency fee shall be determined on a case-by-case basis.
- (D) Assumptions – The Agency fee shall be determined on a case-by-case basis.
- (E) Modifications – The Agency fee shall be determined on a case-by-case basis.

The Agency's bond counsel fees and expenses are payable at closing and are based on the work performed in connection with the Project.

The Agency's bond counsel's fees, general counsel fee and the administrative fees may be considered as a cost of the Project and included as part of any resultant financing, subject to compliance with applicable law.

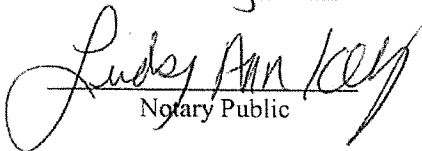
Upon the termination of the financing of the Project, Applicant agrees to pay all costs in connection with any conveyance by the Agency to the Applicant of the Agency's interest in the Project and the termination of all related Project documents, including the fees and expenses of the Agency's general counsel, bond counsel, and all applicable recording, filing or other related fees, taxes and charges.

I further acknowledge and agree on behalf of the Applicant that, in the event the Agency shall have used all of its available tax-exempt bond financing allocation from the State of New York, if applicable, and shall accordingly be unable to obtain an additional allocation for the benefit of the Applicant, the Agency shall have no liability or responsibility as a result of the inability of the Agency to issue and deliver tax-exempt bonds for the benefit of the Applicant.



 Name: Garvies Point Workforce LLC
 Title: By: David Gallo
 Title: Member

Subscribed and affirmed to me this 5th
 day of February, 2020



 Notary Public

LINDSEY ANN KELLY
 NOTARY PUBLIC-STATE OF NEW YORK
 No. 02KE6392911
 Qualified in Suffolk County
 My Commission Expires 06-03-2023

TABLE OF SCHEDULES:

<u>Schedule</u>	<u>Title</u>	<u>Complete as Indicated Below</u>
A.	Tax-Exempt Bond Manufacturing Questionnaire	If Applicant checked “YES” in Part I, Question H of Application, if applicable[[
B.	New York State Financial and Employment Requirements for Industrial Development Agencies	All applicants
C.	Guidelines for Access to Employment Opportunities	All applicants
D.	Anti-Raiding Questionnaire	If Applicant checked “YES” in Part I, Question O.2. of Application
E.	Retail Questionnaire	If Applicant checked “YES” in Part II, Question Q of Application
F.	Applicant’s Financial Attachments, consisting of:	All applicants
	1. Applicant’s financial statements for the last two fiscal years (unless included in Applicant’s annual reports).	
	2. Applicant’s annual reports (or Form 10-K’s) for the two most recent fiscal years.	
	3. Applicant’s quarterly reports (Form 10-Q’s) and current reports (Form 8-K’s) since the most recent Annual Report, if any.	
	4. In addition, attach the financial information described above in items F1, F2, and F3 of any anticipated Guarantor of the proposed transaction, if different than the Applicant, including the personal financial statement of any anticipated Guarantor that is a natural person.	
G.	Environmental Assessment Form	All applicants
H.	Form NYS-45-MN	All applicants
I.	Other Attachments	As required

TAX-EXEMPT BOND MANUFACTURING QUESTIONNAIRE

(To be completed by the Applicant if the Applicant checked "YES" in Part I, Question H of the Application for Financial Assistance, if applicable).

Please complete the following questions for each facility to be financed. Use additional pages as necessary.

- 1. Describe the production process which occurs at the facility to be financed.

- 2. Allocate the facility to be financed by function (expressed in square footage) (e.g., production line, employee lunchroom, offices, restrooms, storage, warehouse, loading dock, repair shop, parking, research, sales, etc.) and location in relation to production (e.g., same building, adjacent land or building, off-site, etc.). Please attach blueprints of the facility to be financed.

<u>FUNCTION</u>	<u>LOCATION</u>	<u>SQ. FOOTAGE</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

TOTAL

- 3. Of the space allocated to offices above, identify by function (e.g., executive offices, payroll, production, etc.) and location in relation to production (e.g., same building, adjacent land or building, off-site, etc.).

<u>FUNCTION</u>	<u>LOCATION</u>	<u>SQ. FOOTAGE</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

TOTAL

- 4. Of the space allocated to storage or warehousing above, identify the square footage and location of the areas devoted to storage of the following:

SQ. FOOTAGE

LOCATION

Raw Materials used
for production of
manufactured goods

Finished product storage

Component parts of
goods manufactured at
the facility

Purchased component
parts

Other (specify)

TOTAL

5. List raw materials used at the facility to be financed in the processing of the finished product(s).

6. List finished product(s) which are produced at the facility to be financed.

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true and correct.

Name of
Applicant:

Signature:

Name:

Title:

Date:

**NEW YORK STATE FINANCIAL AND EMPLOYMENT REPORTING
REQUIREMENTS FOR INDUSTRIAL DEVELOPMENT AGENCIES**

- A. Pursuant to applicable law, the Agency requires the completion of an Initial Employment Plan (see Schedule C) and a year-end employment plan status report, both of which shall be filed by the Glen Cove Industrial Development Agency (the "Agency") with the New York State Department of Economic Development. The Project documents will require the Applicant to provide such report to the Agency on or before February 11 of the succeeding year, together with such employment verification information as the Agency may require.

Except as otherwise provided by collective bargaining agreements, the Applicant agrees to list any new employment opportunities with the New York Department of Labor Community Services Division and the administrative entity of the service delivery area created by the Federal Job Training Partnership Act (P.L. 97-300), or any successor statute thereto (the "JTPA Entities"). In addition, except as otherwise provided by collective bargaining agreements, the Applicant, where practicable, will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for such new employment opportunities.

- B. The Applicant will be required to file annually a statement with the New York State Department of Taxation and Finance and the Agency of the value of all sales or use tax exemptions claimed in connection with the Project by reason of the involvement of the Agency.
- C. The following information must be provided for all bonds issued, outstanding or retired during the year:


Name, address and owner of the project; total amount of tax exemptions granted (broken out by state and local sales tax, property taxes, and mortgage recording tax); payments in lieu of taxes made; total real estate taxes on the Project prior to exemption; number of jobs created and retained, and other economic benefits realized.

Date of issue; interest rate at end of year; bonds outstanding at beginning of year; bonds issued during year; principal payments made during year; bonds outstanding at end of year; federal tax status; and maturity date(s).

Failure to provide any of the aforesaid information will be constitute a DEFAULT under the Project documents to be entered into by the Agency and the Applicant in connection with the proposed Project.

Please sign below to indicate that the Applicant has read and understood the above and agrees to provide the described information on a timely basis.

Name of Applicant: Garvies Point Workforce LLC

Signature: 

Name: David Gallo

Title: Member

Date: 2/5/2020

GUIDELINES FOR ACCESS TO EMPLOYMENT OPPORTUNITIES**INITIAL EMPLOYMENT PLAN**

Prior to the expenditure of bond proceeds or the granting of other financial assistance, the Applicant shall complete the following initial employment plan:

Applicant Name: Garvies Point Workforce LLC

Address: 50 Jericho Quadrangle, Suite 118, Jericho, NY 11753

Type of Business: Affordable Housing Development

Contact Person: David Gallo Tel. No.: 516-620-4530

Please complete the following table describing the projected full-time equivalent employment plan for the proposed Project following receipt of financial assistance:

<u>Current and Planned Occupations</u>	<u>Present Jobs Per Occupation</u>	<u>Estimated Number of Full Time Equivalent Jobs After Completion of the Project:⁴</u>			<u>Estimate of Number of Residents of the LMA⁵ that would fill such jobs by the third year</u>
		<u>1 year</u>	<u>2 years</u>	<u>3 years</u>	
<u>Management</u>	<u>0</u>	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>
<u>Professional</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<u>Administrative</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<u>Production</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<u>Supervisor</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<u>Laborer</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<u>Independent Contractor</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<u>Other (describe)</u> (maintenance)	<u>0</u>	<u>.5</u>	<u>.5</u>	<u>.5</u>	<u>.5</u>

⁴ NOTE: Convert part-time jobs into FTE's for evaluation and reporting purposes by dividing the number of part-time jobs by two (2).

⁵ The "LMA" means the Local Market Area, which is defined by the Agency as Nassau and Suffolk Counties. The Labor Market Area is the same as the Long Island Economic Development Region, as established pursuant to Section 230 of the New York State Economic Development Law.

Please indicate the number of temporary construction jobs anticipated to be created in connection with the acquisition, construction and/or renovation of the Project: 100

Please indicate the estimated hiring dates for the new jobs shown above and any special recruitment or training that will be required:

Upon closing to the Project site.

Are the Applicant's employees currently covered by a collective bargaining agreement?

YES _____

NO X

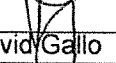
IF YES, Union Name and Local: _____

Please note that the Agency may utilize the foregoing employment projections, among other things, to determine the financial assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction/bond documents may include a covenant by the Applicant to retain the above number of jobs, types of occupations and amount of payroll with respect to the proposed project.

Attached hereto as Schedule H is a true, correct and complete copy of the Applicant's most recent Quarterly Combined Withholding, Wage Reporting, and Unemployment Insurance Return (Form NYS-45-MN). Upon request of the Agency, the Applicant shall provide such other or additional information or documentation as the Agency may require with respect to the Applicant's current employment levels in the State of New York.

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of Applicant: Garvies Point Workforce LLC

Signature: 
Name: David Gallo
Title: Member
Date: 2/5/2020

LINDSEY ANN KELLY
NOTARY PUBLIC-STATE OF NEW YORK
No. 02KE6392911
Qualified in Suffolk County
My Commission Expires 06-03-2023

ANTI-RAIDING QUESTIONNAIRE

(To be completed by Applicant if Applicant checked "YES" in Part I, Question O of the Application for Financial Assistance)

A. Will the completion of the Project result in the removal of a plant or facility of the Applicant, or of a proposed user, occupant or tenant of the Project, or a relocation of any employee of the Applicant or of a proposed user, occupant or tenant of the Project, from an area in New York State (but outside of Glen Cove) to an area within Glen Cove?

YES _____ NO _____

If the answer to Question A is YES, please provide the following information:

Address of the to-be-removed plant or facility or the plants or facilities from which employees are relocated: _____

Names of all current users, occupants or tenants of the to-be-removed plant or facility: _____

B. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Applicant, or of a proposed user, occupant or tenant of the Project, located in an area of the State of New York other than in Glen Cove?

YES _____ NO _____

If the answer to Question B is YES, please provide the following information:

Addresses of the to-be-abandoned plants or facilities: _____

Names of all current occupants of the to-be-abandoned plants or facilities: _____

C. Has the Applicant contacted the local industrial development agency at which its current plants or facilities in New York State are located with respect to the Applicant's intention to move or abandon such plants or facilities?

YES _____

NO _____

If the answer to Question C is YES, please provide details in a separate attachment.

IF THE ANSWER TO EITHER QUESTION A OR B IS "YES", ANSWER QUESTIONS D AND E.

D. Is the Project reasonably necessary to preserve the competitive position of the Applicant, or of a proposed user, occupant or tenant of the Project, in its industry?

YES _____

NO _____

E. Is the Project reasonably necessary to discourage the Applicant, or a proposed user, occupant or tenant of the Project, from removing such plant or facility to a location outside of the State of New York?

YES _____

NO _____

IF THE ANSWER TO EITHER QUESTION D OR E IS "YES", PLEASE PROVIDE DETAILS IN A SEPARATE ATTACHMENT.

Accordingly, the Applicant certifies that the provisions of Section 862(1) of the General Municipal Law will not be violated if financial assistance is provided by the Agency for the proposed Project.

NOTE: If the proposed Project involves the removal or abandonment of a plant or facility of the Applicant, or a proposed user, occupant or tenant of the Project, within the State of New York, notification will be made by the Agency to the chief executive officer(s) of the municipality or municipalities in which such plant or facility was located.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of Applicant: _____

Signature: _____

Name: _____

Title: _____

Date: _____

NOT APPLICABLE
RETAIL QUESTIONNAIRE

(To be completed by Applicant if Applicant checked either "YES" in Part II, Question Q of the Application for Financial Assistance)

A. Will any portion of the Project (including that portion of the cost to be financed from equity or sources other than Agency financing) consist of facilities or property that are or will be primarily used in making retail sales to customers who personally visit the Project?

YES _____ NO X _____

For purposes of Question A, the term "retail sales" means (i) sales by a registered vendor under Article 28 of Tax Law of the State of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

B. If the answer to Question A is YES, what percentage of the cost of the Project (including that portion of the cost to be financed from equity or sources other than Agency financing) will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project?

_____ %

C. If the answer to Question A is YES, and the amount entered for Question B is greater than 33.33%, indicate whether any of the following apply to the Project:

1. Is the Project likely to attract a significant number of visitors from outside the economic development region (i.e., Nassau and Suffolk Counties) in which the Project is or will be located?

YES _____ NO _____

2. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services?

YES _____ NO _____

3. Will the Project be located in one of the following: (a) an area designated as an empire zone pursuant to Article 18-B of the General Municipal Law; or (b) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (i) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of the households receiving public assistance, and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?

YES _____ NO _____

If the answer to any of the subdivisions 1 through 3 of Question C is YES, attach details.

- D. If the answer to any of the subdivisions 2 through 3 of Question C is YES, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? If YES, attach details.

YES _____

NO _____

- E. State percentage of the Applicant's annual gross revenues comprised of each of the following:

Retail Sales: _____%

Services: _____%

- F. State percentage of Project premises utilized for same:

Retail Sales: _____%

Services: _____%

The UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above and in any statement attached hereto are true, correct and complete.

Name of
Applicant:

Signature:

Name:

Title:

Date:

APPLICANT'S FINANCIAL ATTACHMENTS

Applicant has no financial due to a lack of financial activity as of this date. Financial information for David Gallo will be provided under separate cover to be exempt from disclosure under FOIL.

ENVIRONMENTAL ASSESSMENT FORM

FORM NYS-45-MN

Attach most recent quarterly filing of Form NYS-45-MN, as well as the most recent fourth quarter filing. Please remove the employee social security numbers and note which employees are part-time.

Not Applicable

OTHER ATTACHMENTS

List of Costs expended as of the date hereof, supplementing Part III(C)

Garvies Point - GGV Block G Paid Expenses		
Date	Amount	Notes
11/21/17	\$4,500.00	Market Study
11/21/17	\$6,000.00	Appraisal
8/20/18	\$474.00	Legal
8/23/18	\$622.08	Legal
12/18/17	\$6,000.00	Funding Application
10/29/19	\$6,000.00	Funding Application
12/21/18	\$5,985.50	Legal
12/21/18	\$3,800.00	Appraisal Update
12/21/18	\$5,800.00	Market Study
12/26/18	\$15,000.00	Architect
2/7/19	\$2,500.00	Engineering
2/25/19	\$3,667.50	Engineering
2/25/19	\$20,000.00	Architect
4/15/19	\$8,725.00	Survey
4/15/19	\$2,500.00	Survey
4/15/19	\$270.00	Consulting
5/13/19	\$5,000.00	Planning Board Escrow Deposit
5/13/19	\$2,530.00	Engineering
5/16/19	\$750.00	Planning Board
5/29/19	\$1,129.70	Renderings
6/5/19	\$5,467.50	Engineering
6/17/19	\$25,000.00	Architect
7/12/19	\$31,173.93	Architect
7/12/19	\$1,920.00	Engineering
9/5/19	\$30,000.00	Architect
9/18/19	\$83,160.17	Architect
9/18/19	\$2,326.00	Survey
9/18/19	\$830.40	Renderings
9/18/19	\$9,500.00	Architect
9/18/19	\$31,700.00	Engineering
9/18/19	\$6,706.69	Engineering
9/23/19	\$450.00	Hydrant flow test fee
10/15/19	\$61,492.76	Architect
10/16/19	\$3,050.00	Appraisal
11/19/19	\$8,680.06	Engineering
11/19/19	\$4,950.00	Energy Consulting
11/19/19	\$3,050.00	Market Study
11/19/19	\$4,495.00	Legal
11/19/19	\$60,759.05	Architect
12/17/19	\$22,987.46	Consultants
12/5/19	\$2,500.00	Survey
12/5/19	\$1,194.88	Renderings
12/5/19	\$5,462.56	Engineering
1/9/20	\$60,404.33	Architect
Total Paid	\$568,514.57	

Exhibit A

Upon acceptance of the Application of the Application by the Agency and completion of the Cost/Benefit Analysis, the Agency will attach the proposed PILOT Schedule hereto, together with an estimate of the net tax benefit/cost of the proposed PILOT Schedule.