

**RXR Glen Isle Consent Resolution  
(Sales Tax Exemption Extension 2020)**

A regular meeting of the Glen Cove Industrial Development Agency (the “Agency”) was convened in public session on September 24, 2020, at 6:00 p.m., local time, and held remotely by conference call in compliance with Executive Order 202.1 issued by the Governor of the State of New York on March 12, 2020, as amended and supplemented.

The meeting was called to order by the 6:00 P.M. and, upon roll being called, the following members of the Agency were:

PRESENT:

Timothy J. Tenke	Chairman
Vincent C. Hartley	Vice Chairman/Treasurer
Joseph Gioino	Member
John Tetta	Member
James J. Cappiello	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Ann S. Fangmann	Executive Director
Camille Byrne	Executive Assistant/Secretary
Margo Zoldessy	Finance Manager
Milan K. Tyler, Esq.	Transaction Counsel

The attached resolution no. 4A was offered by Chairman Tenke, seconded by Vincent Hartley:

GC-IDA  
ENTERED  
9-24-20  
CB

Resolution No. 4A

RESOLUTION OF THE GLEN COVE INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS STRAIGHT-LEASE TRANSACTION WITH RXR GLEN ISLE PARTNERS LLC AND ITS AFFILIATES

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 (the “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, 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, the Agency appointed the Company as agent of the Agency to undertake the acquisition, construction, installation and equipping of the Facility pursuant to the terms and

conditions set forth in that certain Project Agreement (Private Use Facility) dated as of November 1, 2016 between the Company and the Agency (as amended, the “Master Project Agreement”); and

WHEREAS, in connection with the Project, the Agency appointed RXR Garvies P1 Building B Owner LLC (“Building B Owner”) as agent of the Agency to undertake the acquisition, construction, installation and equipping of a portion of the Facility pursuant to the terms and conditions set forth in that certain Project Agreement (Private Use Facility) dated as of November 1, 2016 between Building B Owner and the Agency (as amended, the “Building B Project Agreement”); and

WHEREAS, in connection with the Project, the Agency appointed RXR Garvies P1 Building H Owner LLC (“Building H Owner”) as agent of the Agency to undertake the acquisition, construction, installation and equipping of a portion of the Facility pursuant to the terms and conditions set forth in that certain Project Agreement (Private Use Facility) dated as of November 1, 2016 between Building H Owner and the Agency (as amended, the “Building H Project Agreement”); and

WHEREAS, in connection with the Project, the Agency appointed RXR Garvies P1 Building I Owner LLC (“Building I Owner”) as agent of the Agency to undertake the acquisition, construction, installation and equipping of a portion of the Facility pursuant to the terms and conditions set forth in that certain Project Agreement (Private Use Facility) dated as of November 1, 2016 between Building I Owner and the Agency (as amended, the “Building I Project Agreement” and together with the Master Project Agreement, the Building B Project Agreement, and the Building H Project Agreement, collectively, the “Project Agreements”); and

WHEREAS, as a result of market conditions generally, and the COVID-19 pandemic and the resulting governmental restrictions on construction activities, the Company has been delayed in constructing, installing and equipping the Project Facility; and

WHEREAS, pursuant to a notification and consent request letter dated September 3, 2020 (the “Consent Request Letter”), the Company has requested that the Agency consent to the amendment of the Project Agreements and all related documents, instruments and agreements to extend the expiration date of the sales tax exemption granted by the Agency from September 30, 2020 to December 31, 2030 to allow for the continuing acquisition, construction, installation and equipping of the Facility (collectively, the “Proposed Transaction”); and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this Resolution;

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

1. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Project Agreements.

2. The Agency determines that the Company's request with respect to a previously approved and unchanged Project is a Type II Action pursuant to SEQRA involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(26)) and therefore no Findings or determination of significance are required under Article 8 of the New York Environmental Conservation Law.

3. No additional "financial assistance" is being requested by the Company, Building B Owner, Building H Owner or Building I Owner with respect to the transactions contemplated by this Resolution and therefore no public hearing of the Agency is required pursuant to Section 859-a of the Act.

4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chair, the Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act and all other Applicable Laws that relate thereto.

5. The Agency has considered the request made by the Company and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

7. The Agency hereby consents to the Proposed Transaction as outlined in the Consent Request Letter. The execution and delivery of amendment documents and agreements required to effectuate the Proposed Transaction (collectively, the "Amendment Documents") are hereby authorized and approved. The Chair, Vice Chair and Executive Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

8. The Chair, Vice Chair and Executive Director of the Agency are each hereby designated an authorized representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the "Consent Documents"), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents.

9. The authorizations set forth in this Resolution are subject to the condition, inter alia, that the Company shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fee in the amount of \$60,000 and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Facility or the sale or liquidation of the Facility or revenues therefrom.

No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Amendment Document or any Consent Document shall be liable personally on the Amendment Documents or the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

11. The Chair, Vice Chair and Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

12. The Amendment Documents shall require the Company, on or before December 31, 2020, produce a construction schedule for the remainder of the Project, subject to the Agency's reasonable approval. Such construction schedule shall be incorporated into the relevant Project documents, together with such other provisions and amendments as the Agency shall require.

13. 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:

VOTING

Timothy J. Tenke	AYE
Vincent C. Hartley	AYE
Joseph Gioino	AYE
John Tetta	AYE
James J. Cappiello	AYE

The foregoing Resolution was thereupon declared duly adopted.

GC-IDA  
ENTERED  
9-24-20  
CB

**Garvies Point Resolution  
(PUD Amendment Consent)**

A regular meeting of the Glen Cove Industrial Development Agency (the "Agency") was convened in public session on September 24, 2020, at 6:00 p.m., local time, and held remotely by conference call in compliance with Executive Order 202.1 issued by the Governor of the State of New York on March 12, 2020, as amended and supplemented.

The meeting was called to order by the 6:00 P.M. and, upon roll being called, the following members of the Agency were:

PRESENT:

Timothy J. Tenke	Chairman
Vincent C. Hartley	Vice Chairman/Treasurer
Joseph Gioino	Member
John Tetta	Member
James J. Capiello	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Ann S. Fangmann	Executive Director
Camille Byrne	Executive Assistant/Secretary
Margo Zoldessy	Finance Manager
Milan K. Tyler, Esq.	Transaction Counsel
Brad Schwartz, Esq.	Special Counsel

The attached resolution no. **4B** was offered by Chairman Tenke, seconded by Vincent Hartley:

GC-IDA  
**ENTERED**  
9-24-20

CB

Resolution No. **4B**

RESOLUTION OF THE GLEN COVE INDUSTRIAL DEVELOPMENT AGENCY CONSENTING TO THE COMPANY FILING AN AMENDED PUD MASTER DEVELOPMENT PLAN APPLICATION FOR THE GARVIES POINT PROJECT WITH THE GLEN COVE PLANNING BOARD

WHEREAS, the Glen Cove Industrial Development Agency (the “IDA”) is a public benefit corporation created pursuant to Section 919 of the New York General Municipal Law (“GML”) to accomplish any and all of the purposes and powers set forth in GML Article 18-A, Title 1; 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 (“Company”), is the master redeveloper of the mixed-use waterfront project known as Garvies Point (“Project”), encompassing approximately 56 acres on the north side of Glen Cove Creek in the City of Glen Cove; and

WHEREAS, on October 6, 2015, the Glen Cove Planning Board approved an amendment to the Planned Unit Development (“PUD”) Master Development Plan for the Project (“2015 PUD”); and

WHEREAS, the IDA and the Company previously entered into that certain Garvies Point Continuing Covenants Agreement, dated as of November 22, 2016 (“CCA”), regarding the Project; and

WHEREAS, on or about September 4, 2020, the Company submitted to the IDA a request pursuant to the CCA for the IDA’s approval to file an application for certain proposed amendments to the 2015 PUD (“Amended PUD”); and

WHEREAS, the proposed Amended PUD is outlined in the presentation made by the Company to the IDA at its meeting on September 9, 2020, a copy of which is annexed hereto and made a part hereof; and

WHEREAS, the Amended PUD is intended to, among other things, enhance the public’s enjoyment of the public open space and amenities on the west side of the Project, reconfigure Blocks A, D, E and F, and take into account market conditions generally and the COVID-19 pandemic specifically ; and

WHEREAS, the Amended PUD proposes to relocate certain public open space and amenities on the Project’s west side so that they predominantly overlook Hempstead Harbor; and



WHEREAS, the Amended PUD would also reduce the building heights/stories and massing on Block A so as to improve the visual corridors into and through the Project site; and

WHEREAS, the Amended PUD would further include a new public parking lot on Block D to serve the City's ferry terminal and other uses along the waterfront; and

WHEREAS, the IDA is aware that the Amended PUD also proposes to remove 50,000 GSF of office space from Block D, and add approximately 71 additional rental units (plus additional workforce housing), together with a restaurant and wellness center, in the reconfigured rental building on Blocks E&F; and

WHEREAS, the IDA has expressed certain comments regarding the proposed Amended PUD, including, for example, with respect to traffic, views and visual corridors (including toward Garvies Point Preserve), infrastructure, public school children generation, sanitation pick-up, and location and integration of the Project's workforce housing, and recommends that the Planning Board consider these matters during its review of the Amended PUD, and/or during the more detailed individual PUD Site Plan reviews, as appropriate; and

WHEREAS, Company shall file an application for Amended PUD approval with the Planning Board, including any necessary additional SEQRA review, and all other matters properly before the Planning Board;

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

1. Subject to the terms of this Resolution, the IDA hereby approves and consents to the Company filing an application with the Planning Board for review and approval of the Amended PUD as conceptually outlined in the presentation annexed hereto as Exhibit "A," pursuant to Section 19b of the CCA.

2. The Planning Board is hereby authorized to process the proposed Amended PUD pursuant to Section 280-73.2 of the Zoning Ordinance (MW-3 District), as well as all other matters properly before the Planning Board, including, review of the Amended PUD under SEQRA (collectively, the "Land Use Approvals"), and the Company shall diligently process the Land Use Approvals.

3. The Planning Board shall have discretion to approve certain future modifications to the proposed Amended PUD during its review of the Amended PUD and/or the individual PUD Site Plan reviews, as appropriate, without the further consent and approval of the IDA, including, but not limited to, (i) the square foot area and footprint of each building per block, (ii) the number of residential units in the Project's aggregate and per block, (iii) the square foot area of individual residential units, (iv) the number of bedrooms per residential unit, (v) height and number of stories of buildings, (vi) residential product mix, (vii) location of workforce housing, and (viii) location of retail space, provided, that there shall be no material

effect on the overall design and scope of the Project, including, but not limited to, the amount or general location of public open space and public amenities.

4. The IDA recommends to the Planning Board that it consider the following matters during its review of the proposed Amended PUD, and/or during the more detailed individual PUD Site Plan reviews, as appropriate: (i) additional programming of the west side of the Project so that it serves as a destination for the City's residents and visitors who do not reside at the Project, potentially including, but not limited to, variety of restaurant(s)/food kiosk(s), and passive and active programming within the great lawn overlooking Hempstead Harbor; (ii) ensuring that the proposed restaurant on Block A contributes to the public's enjoyment of the waterfront; (iii) traffic, views and visual corridors (including toward Garvies Point Preserve), infrastructure, public school children generation, sanitation pick-up, location and integration of the Project's workforce housing, and other similar considerations that may arise during the Planning Board's SEQRA review, and (iv) ensuring adequate public parking for the west side public amenities and open spaces.

5. The Company shall submit a monthly update letter to the IDA, in such detail and at such other or additional times as may be reasonably requested by the IDA, as to the actual progress and status of the Amended PUD review process before the Planning Board. The Company shall also provide the IDA with a copy of all submissions to the Planning Board as they are made, and consult regularly with the Chair and Executive Director, as well as members of the IDA upon request, regarding matters pertaining to the Amended PUD during the review process.

6. The Company's submission of the Amended PUD to the IDA, and the IDA's consent and approval thereof, is in accordance with the requirements of the CCA and shall not be construed as or deemed to constitute either an approval under Section 280-73.2 of the Zoning Ordinance or an amendment of any of the terms or provisions of the CCA or other document, or a waiver of the rights of any party thereunder.

7. Subject to the terms of this Resolution and upon the request of the Company, the IDA hereby authorizes and directs the Chair and the Executive Director of the IDA, acting individually or jointly, on behalf of the IDA, to take such action as the Planning Board and the Company reasonably require to file the Amended PUD with the Planning Board for its review and approval, together with such other documents or authorizations as the Company or such officer(s) may reasonably deem advisable or necessary to commence and complete the formal review and processing of the Amended PUD and the Land Use Approvals (collectively, the "Consent Documents"), the execution and delivery of such Consent Documents by the IDA being on such terms and conditions as such officer(s) shall deem necessary or advisable. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

8. Upon an approval by the Planning Board of the Amended PUD, the IDA and the Company shall work together to enter into and/or amend any agreement and/or undertake any other actions with respect to the Project that may be deemed necessary or

appropriate by the IDA to implement the Amended PUD and accomplish the purposes of this Resolution.

9. The Chair and the Executive Director, acting individually or jointly on behalf of the IDA, are hereby authorized to approve modifications to the terms approved herein, which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution and delivery by any one of such officers of the Consent Documents, as the case may be, containing such modifications.

10. The Chair and the Executive Director, acting individually or jointly on behalf of the IDA, are hereby authorized to do all things necessary, convenient or appropriate for the accomplishment of the purposes of this Resolution. All acts heretofore taken by the IDA with respect to the foregoing are hereby approved, ratified and confirmed.

11. This Resolution is adopted in furtherance of the SEQRA process for the Project, and the Amended PUD consented to and approved herein constitutes "preliminary planning . . . necessary to the formulation of a proposal for action," and, as such, is a Type II Action under SEQRA. 6 N.Y.C.R.R. §617.5(c)(27). Therefore, no findings or determination of significance are required under SEQRA.

12. The recitals set forth above are hereby specifically incorporated into the body of this Resolution and shall be deemed part of the Resolution with the same force and effect of the formal Sections of this Resolution.

13. 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	AYE
John Tetta	AYE
James J. Cappiello	AYE

The foregoing Resolution was thereupon declared duly adopted.

GC-IDA  
ENTERED  
9-24-20  
CB