

**Georgica Green
Approving Resolution**

A regular meeting of the Glen Cove Industrial Development Agency (the "Agency") was convened in public session on May 20, 2021, at 6:14 p.m., local time, [and held remotely 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 Chairman Tenke, upon roll being called, the following members of the Agency were:

PRESENT:

Timothy J. Tenke	Chair
Vincent C. Hartley	Vice Chair/Treasurer
James J. Cappiello	Member
John Tetta	Member
David Jimenez	Member
Ion Puspurica	Member

NOT PRESENT:

Joseph Gioino	Member
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THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

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

The attached resolution no. 7(a) was offered by Chairman Tenke, seconded by Ion Puspurica:

ENTERED
5-20-21
GCIDA

Resolution No. 7(a)

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR
GEORGICA GREEN VENTURES AND/OR 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, Georgica Green Ventures (“Georgica Green”) is an affordable housing developer based on Long Island and has developed myriad such projects across the region; and

WHEREAS, Georgica Green, through its affiliate 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 G&G Garvies Point LLC, a limited liability company organized and existing under the laws of the State of New York (“G&G”), presented a certain application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking the following (the “Project”): (A) the consent by the Agency to the assignment of all right, title and interest in and to the Block G Lease, the Block G Leaseback Agreement and the related Original Transaction Documents (as such capitalized terms are defined in the hereinafter defined Authorizing Resolution) to the Company in place of G&G; (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, by resolution adopted by the members of the Agency on August 18, 2020 (the “Authorizing Resolution”), the Agency approved the Project and the granting of the Additional Financial Assistance to the Company; and

WHEREAS, the Company submitted an amended application requesting that the Agency grant certain additional financial assistance with respect to the Project in the form of (A) additional exemptions from sales and use taxes (the “Additional Sales Tax Financial Assistance”), (B) additional exemptions from mortgage recording taxes (the “Additional MRT Financial Assistance”), and (C) an exemption from real property taxes for a period of ten (10) years (the “Additional PILOT Financial Assistance” and together with the Additional MRT Financial Assistance and the Additional Sales Tax Financial Assistance, collectively, the “2021 Additional Financial Assistance”), which exemption would commence effective on the current expiry date of the existing Master Tax Agreement with respect to the Block G Project Facility; and

WHEREAS, any approval of the 2021 Additional Financial Assistance is contingent upon, inter alia, a determination by the members of the Agency to grant the 2021 Additional Financial Assistance following a determination by the Agency that (A) the applicable procedural requirements contained in the Act relating to the Project and the 2021 Additional Financial Assistance have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the 2021 Additional Financial Assistance are and will be in compliance with all other applicable requirements of the Act, SEQRA, and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project and/or the Block G Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the 2021 Additional Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on April 22, 2021 to the chief executive officer of the City of Glen Cove, New York, and of each other affected tax jurisdiction within which the Block G Project Facility is or is to be located; (B) caused notice of the Public Hearing to be published on April 22, 2021 in the *Glen Cove Herald Gazette*, a newspaper of general circulation available to residents of the City of Glen Cove, New York; (C) caused the Public Hearing to be conducted on May 6, 2021 at 6:00 p.m., local time, from City Hall, 9-13 Glen Street, Glen Cove, New York, held remotely in accordance with Executive Order 202.15, as amended and supplemented, issued by the Governor of the State of New York in connection with the COVID-19 pandemic; (D) caused the Public Hearing to be streamed on the Agency’s website in real-time and caused a video recording of the Public Hearing to be posted on the Agency’s website, all in accordance with Section 857 of the Act; and (E) prepared a report of the Public Hearing (the “Report”), which fairly summarizes the views presented at the Public Hearing and distributed the Report to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the New York Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “NYSDEC”), being 6 N.Y.C.R.R. Part 617, et. seq., as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the

requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, if the 2021 Additional Financial Assistance is approved by the Agency, (A) the Company will execute and deliver an Lease Agreement (the “Lease Agreement”), pursuant to which the Company leases the Block G Project Facility to the Agency; (B) the Company will execute and deliver Leaseback Agreement (Uniform Project Agreement) (the “Leaseback Agreement”), pursuant to which the Agency subleases the Block G Project Facility back to the Company, (C) the Company will execute and deliver a Payment in Lieu of Taxes Agreement (the “PILOT Agreement”), pursuant to which the Company shall covenant and agree with the Agency to make certain payments in lieu of taxes with respect to the Block G Project Facility, (D) the Company will execute and deliver or cause to be executed and delivered a certain Mortgage in favor of the City of Glen Cove, New York (the “PILOT Mortgage”) to secure the Company’s obligations under the PILOT Agreement, and (E) the Company will execute and deliver and/or cause to be executed and delivered certain other certificates, documents, instruments and agreements related to the Project, including, without limitation, those required to consummate the 2021 Additional Financial Assistance (together with the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the PILOT Mortgage, collectively, the “Transaction Documents”);

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

Section 1. In accordance with Section 859-a of the Act, the Agency has prepared a written cost-benefit analysis with respect to the Project and the granting of the 2021 Additional Financial Assistance (the “Analysis”). The Agency has reviewed the Application, the Report and the Analysis, and, based upon the representations made by the Company to the Agency and information obtained by the Agency, the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the 2021 Additional Financial Assistance. In addition, the Agency hereby makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Block G Project Facility as set forth in the Application (i.e., a 55-unit, 100% affordable housing rental facility subject to a regulatory agreement), the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the City and the prevention of economic deterioration in the City, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency’s purposes by promoting employment opportunities and preventing economic deterioration in the City. Therefore, the Project constitutes a “project” within the meaning of the Act;

(b) the granting by the Agency of the 2021 Additional Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in the City;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the 2021 Additional Financial Assistance by the Agency to the Company;

(d) the completion of the Block G Project Facility and the operation thereof by the Company will not result in the removal of a facility or plant of the Company or any other occupant, tenant or user of the Block G Project 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, tenant or user located within the State (but outside of the City). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the 2021 Additional Financial Assistance by the Agency to the Company;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs, and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the Block G Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. Therefore, the Project does not violate the provisions of Section 862 of the Act. For purposes of this representation, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers; and

(h) the granting of the 2021 Additional Financial Assistance by the Agency with respect to the Project will encourage and assist the Company in undertaking the Project in the City, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the City and the State and improve their standard of living, and thereby serve the public purposes of the Act.

Section 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 N.Y.C.R.R. §617.5(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 3. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Executive Director and staff of the Agency with respect to the Application, the Public Hearing and the Authorizing Resolution, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project and the 2021 Additional Financial Assistance, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 4. 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 Project and the 2021 Additional Financial Assistance.

Section 5. Having considered fully all comments received at the Public Hearing or otherwise in connection with the Project and/or the 2021 Additional Financial Assistance, including correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the granting of the 2021 Additional Financial Assistance, subject to the terms hereof. The Agency hereby approves the granting of the Additional PILOT Financial Assistance, which the Agency estimates to have a value of \$4,287,014, the Additional MRT Financial Assistance in the maximum amount of \$174,375, and the Additional Sales Tax Financial Assistance in the maximum amount of \$1,328,250.

Section 6. The Agency is hereby authorized to (a) execute and deliver the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the other Transaction Documents, (b) execute the PILOT Mortgage for the sole purpose of encumbering its interest in the Block G Project Facility or accept such other collateral as the Executive Director shall determine to secure the performance by the Company of its obligations under the PILOT Agreement, and (c) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 7. The form and substance of the Transaction Documents, in the forms presented to the members of the Agency, together with such changes as the Chair, Vice Chair or Executive Director may hereafter deem necessary or appropriate, are hereby approved. The Chair, Vice Chair and Executive Director are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents to which the Agency is a party and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such document, instrument and agreement by such person(s) shall be conclusive evidence of such approval.

Section 8. The Chair, Vice Chair and Executive Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Leaseback Agreement) of the Agency.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements and documents, to pay all such fees, charges and expenses, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 10. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chair, Vice Chair and Executive Director of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution, but may include adjustments to the 2021 Additional Financial Assistance granted hereunder. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 11. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. To the extent applicable, the members hereby direct the officers of the Agency to comply with such terms and conditions with respect to the Project and hereby direct Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 12. The Chair, Vice Chair and Executive Director of the Agency are 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.

Section 13. The Agency hereby resolves that the term “Company” as used in the Authorizing Resolution shall have the same meaning given to such term in this Resolution.

Section 14. 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
John Tetta	AYE
James J. Cappiello	AYE
David Jimenez	AYE
Ion Puspurica	AYE
<i>Joseph Gioino</i>	<i>Absent</i>

The foregoing Resolution was thereupon declared duly adopted.

ENTERED
5-20-21
GC FDA

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

WE, the undersigned officers of the Glen Cove Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 20, 2021 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held 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 “Executive Order”); (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), due notice of the time and place of said meeting was duly given in accordance with the Open Meetings Law; (D) the public had the ability to listen to the proceedings in accordance with the Executive Order; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 21 day of May, 2021.


Secretary

Chair