

Georgica Green PILOT Preliminary Resolution

A special meeting of the Glen Cove Industrial Development Agency (the “Agency”) was convened in public session on April 8, 2021, at 6:00 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 Chairman Tenke, upon roll being called, the following members of the Agency were:

PRESENT:

Timothy J. Tenke	Chairperson
James J. Cappiello	Member
David Jimenez	Member
Ion Puspurica	Member
John Tetta	Member

NOT PRESENT:

Vincent C. Hartley	Vice Chair/Treasurer
Joseph Gioino	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Ann S. Fangmann	Executive Director
Margo Zoldessy	Chief Financial Officer
Camille Byrne	Secretary
Milan K. Tyler, Esq.	Transaction Counsel

The attached resolution no. 5(a) was offered by Chairman Tenke, seconded by John Tetta:

RESOLUTION TAKING PRELIMINARY ACTION TOWARD THE GRANTING OF ADDITIONAL PILOT FINANCIAL ASSISTANCE TO GEORGICA GREEN VENTURES, THROUGH ITS AFFILIATE GARVIES POINT WORKFORCE LLC AND/OR ITS OTHER 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, 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 “Proposed 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 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 Proposed Project and the granting of the Additional Financial Assistance; and

WHEREAS, by letter dated March 1, 2021 (the “Request Letter”), the Company requested that the Agency grant certain additional financial assistance with respect to the Proposed Project in the form of an exemption from real property taxes for a period of ten (10) years (the “Additional PILOT Financial Assistance”), which exemption would commence effective on the current expiry date of the PILOT Agreement (as defined in the Authorizing Resolution); and

WHEREAS, the Additional PILOT Financial Assistance, if granted, may represent a deviation from the Agency's uniform tax exemption policy and guidelines with respect to the making of payments in lieu of real property taxes; and

WHEREAS, the Agency has given due consideration to the Request Letter 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 PILOT Financial Assistance with respect to the Proposed Project is necessary in order for the Company to obtain financing with respect to the Proposed Project and, therefore, 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 PILOT 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 Additional PILOT Financial Assistance is contingent upon, among other things, a final determination by the members of the Agency to proceed with the granting of the Additional PILOT Financial Assistance following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Additional PILOT Financial Assistance have been satisfied; and (B) the granting of the Additional PILOT Financial Assistance is 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 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 in the City;

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

Section 1. The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of the Additional PILOT 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 granting of the Additional PILOT 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 consider whether to approve a proposed deviation from the Agency's uniform tax exemption policy in accordance with the Act if the Executive Director determines that the Additional PILOT Financial Assistance constitutes a deviation from such policy; (F) to cause notice of any such proposed deviation from the Agency's uniform tax exemption policy to be given to the chief executive officer of each affected tax jurisdiction in accordance with the Act; (G) 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 (H) 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 PILOT Financial Assistance.

Section 2. 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 granting of the Additional PILOT 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 Additional PILOT Financial Assistance. 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 granting of the Additional PILOT Financial Assistance for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Additional PILOT Financial Assistance.

Section 3. Any expenses incurred by the Agency with respect to the Proposed Project and/or the Additional PILOT Financial Assistance shall be paid by the Company as set forth in the Application.

Section 4. 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 the Additional PILOT Financial Assistance.

Section 5. If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the “Future Resolution”) determining to grant the Additional PILOT 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 PILOT Financial Assistance with respect to the Proposed Project, all as contemplated by the Future Resolution.

Section 6. 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.

Section 7. Phillips Lytle LLP, as 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.

Section 8. 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.

Section 9. 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	Absent
James J. Cappiello	AYE
Joseph Gioino	Absent
David Jimenez	AYE
Ion Puspurica	AYE
John Tetta	AYE

The foregoing Resolution was thereupon declared duly adopted.