

GLEN COVE IDA: GARVIES BLOCK F LLC APPLICATION FOR FINANCING

Pamela D. Panzenbeck, Chairperson and duly authorized hearing officer of the Glen Cove Industrial Development Agency (the "Agency") has been authorized to hold a public hearing on Thursday, July 13, 2023 and called the hearing to order. (TIME NOTED: 6:00 p.m.)

Chairperson Panzenbeck announced that this public hearing is being held at Glen Cove City Hall, 2nd floor conference room, 9-13 Glen Street, City of Glen Cove, County of Nassau, New York. This is a public hearing pursuant to Section 859-a of the New York General Municipal Law, as amended. The Agency has received an application for financial assistance in connection with the following matter:

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"). 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").

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").

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. Pursuant to a certain Bifurcation, Assignment and Assumption Agreement (the "Bifurcation Agreement") among the Agency, GCLEAC, RXR and certain affiliates of RXR, RXR will assign its interest in and to the Assumed Documents (as defined in the Bifurcation Agreement) with respect to the Assigned Site (as defined in the Bifurcation Agreement) to RXR Garvies P1 Building F Owner LLC ("Building F Owner").

Pursuant to a certain Mortgage Modification Agreement (the “Mortgage Modification”) by and among Building F Owner, the Agency, GCLEAC and The Bank of New York Mellon, as Trustee (the “Trustee”), Building F Owner will be released from its obligations with respect to the portion of the Assigned Site known as the northern approximately 1.99 acre portion of Section 21, Block 259, Lot 22 to be subdivided as Lot F (the “Block F Parcel”) upon execution and delivery of (i) a certain Lease Agreement (the “Block F Lease”) by and among RXR, GCLEAC and the Agency, pursuant to which RXR leases the Block F Parcel to the Agency, and (ii) a certain Leaseback Agreement (the “Block F Leaseback Agreement”) between the Agency and RXR, pursuant to which the Agency subleases the Block F Parcel to RXR.

Pursuant to a notification and consent request letter dated April 17, 2023 (the “Consent Request Letter”), RXR requested that the Agency consent to the transfer by RXR to Garvies Block F LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), of all of RXR’s right, title and interest in and to the Block F Lease, the Block F Leaseback Agreement and the related Transaction Documents (collectively, the “Assignment Transaction”), as required by Section 18 of the Covenants Agreement.

The Company 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 F Lease, the Block F Leaseback Agreement and the related Transaction Documents to the Company in place of RXR; (B) the construction, installation and equipping of the buildings and improvements on the Block F Parcel contemplated by the Block F Leaseback Agreement (collectively, the “Block F 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 F Improvements (collectively, the “Block F Equipment” and together with the Block F Parcel and the Block F Improvements, collectively, the “Block F 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”)

The Block F Facility would be initially owned, operated and/or managed by the Company or such other entity as may be designated by the Company and agreed upon by the Agency. The Company would receive the Additional Financial Assistance from the Agency in the form of potential exemptions or partial exemptions from sales and use taxes and mortgage recording taxes.

Notice of this public hearing was published in the *Glen Cove Herald* on June 29, 2023 and provided to the Chief Executive Officer of each affected tax jurisdiction within which the Block F Facility is or will be located by letter dated June 29, 2023.

The purpose of this public hearing is to provide an opportunity for all interested parties to present their views, both orally and in writing, with respect to the Proposed Project and the granting of the Additional Financial Assistance.

We received a request to extend the comment period to Monday, July 24, 2023 at 5:00 p.m. Comments may be submitted to the Agency in writing or electronically to Ann S. Fangmann, AICP, Executive Director, Glen Cove IDA, 9 Glen St., Glen Cove, NY 11542 or by email: afangmann@glencovecda.org

Chairperson Panzenbeck announced that this public hearing is being streamed on the Agency's website in real-time and a recording of the public hearing will be posted on the Agency's website, all in accordance with Section 857 of the New York General Municipal Law, as amended. In addition, this transcript of the public hearing will be made and posted on the Agency's website and such transcript or a reasonable summary of all comments received by the Agency shall be provided to the Agency's members. Comments received in writing as set forth above will also be included in the transcript and any summary of this public hearing.

Chairperson Panzenbeck asked if anyone present from the public wished to be heard with respect to the Proposed Project or the Additional Financial Assistance? There were no questions or comments regarding the application from the members present from the public. Attorney for the applicant, Daniel P. Deegan, Partner – Law firm of Forchelli Deegan Terrana - located in Uniondale, New York 11553 asked that the record reflect he was in attendance on behalf of his client, the applicant.

Having received no further questions or comments, Chairperson Panzenbeck announced to let the record show that, other than comments submitted in writing, o [other} members of the public have indicated a desire to comment with respect proposed project or the additional financial assistance. Chairperson Panzenbeck, therefore, called this public hearing to a close. (TIME NOTED: 6:11 p.m.)