

**Villas at Glen Cove -
(Forbearance) Final Consent Resolution**

A regular meeting of the Glen Cove Industrial Development Agency (the "Agency") was convened in public session at City Hall, 9-13 Glen Street, Second Floor Conference Room, City of Glen Cove, Nassau County, New York, on December 10, 2024, at 6:05 p.m., local time.

The meeting was called to order by Chairperson Panzenbeck, upon roll being called, the following members of the Agency were:

PRESENT:

Pamela D. Panzenbeck	Chairperson
Vincent C. Hartley	Vice Chairperson/Treasurer
James J. Cappiello	Member
David V. Jimenez	Member
Lisa Travatello	Member
Tom Scott	Member

ABSENT:

John Fielding	Member
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THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Ann S. Fangmann	Executive Director
Camille Byrne	Secretary
Milan K. Tyler, Esq.	Transaction Counsel

The attached resolution no. 2024-7A was offered by Chairperson Panzenbeck, seconded by Vice Chair Hartley:

GC-IDA
ENTERED
12-10-24
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Resolution No. 2024-7A

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
A CONSENT UNDER THE STRAIGHT LEASE DOCUMENTS FOR A
CERTAIN PROJECT FOR GLEN COVE VILLA LLC (SUCCESSOR-BY-MERGER
TO 135 GLEN COVE AVE. CORP.)

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, 135 GLEN COVE AVE. CORP., a corporation organized and existing under the laws of the State of New York, on behalf of itself and/or its affiliates or related designees (now known as Glen Cove Villa LLC or the “Company”), presented a certain application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a proposed project consisting of the following (the “Project”): (A)(1) the acquisition of an interest in certain parcels of land located at 1 & 5 Ralph Young Avenue, 8 Craft Avenue, and 113, 127, 131, 133, 135 & 145 Glen Cove Avenue, City of Glen Cove, Nassau County, New York (Section: 21; Block: 38; Lots: 152, 196, 202 and 203; Section 21; Block: 244; Lots: 55, 60, 61, 66 and p/o 67) (collectively, the “Land”), (2) the construction of six (6) buildings aggregating approximately 353,394 square feet of space (collectively, the “Building”) on the Land, together with related improvements to the Land, and (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Company as a residential rental facility consisting of approximately 176 residential rental units, a portion of which shall be affordable units; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, on July 27, 2021, the Agency adopted a resolution (the “Approving Resolution”), authorizing the undertaking of the Project and the granting of the Financial Assistance with respect to the Project and the Project Facility; and

WHEREAS, on or about December 16, 2021, the Agency entered into a “straight lease” transaction with respect to the Project pursuant to the following: (A) a Company Lease Agreement dated as of December 1, 2021 between the Company and the Agency (the “Company Lease”); (B) a Sublease Agreement (Uniform Project Agreement) dated as of December 1, 2021 between the Agency and the Company (the “Agency Lease”); (C) a Payment in Lieu of Taxes Agreement dated as of December 1, 2021 between the Agency and the Company (the “PILOT Agreement”); and (D) certain other documents, instruments and agreements executed and delivered in connection therewith (collectively, the “Transaction Documents”); and

WHEREAS the Agency has previously entered into certain amendments to the Transaction Documents, including to recognize Glen Cove Villa LLC as the successor by merger to 135 Glen Cove Ave. Corp; and

WHEREAS, the Company has failed to timely complete construction of the Project; and

WHEREAS, by letter dated February 15, 2024, the Company has requested that the Agency consent to a forbearance of the Agency’s rights with regard to such failure (the “Forbearance”); and

WHEREAS, by Resolution dated April 9, 2024 the Agency approved the Forbearance, which expired on December 5, 2024; and

WHEREAS, the Agency has concluded that a sixty (60) day extension of the Forbearance until February 5, 2025 (the “Extension”) is beneficial to the City and the local economy and is consistent with the Agency’s mission and therefore wishes to encourage same; and

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Agency Lease.

Section 2. The Agency has considered the Company’s request with respect to the Extension and hereby finds and determines that the granting of the requested Extension by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the City of Glen Cove, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 3. No additional “financial assistance” (as such term is used in the Act) is being requested by the Company with respect to the Extension and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by 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, 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 applicable laws, rules and regulations that relate thereto.

Section 5. The Agency hereby determines that the Company’s request for consent 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)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other applicable laws, rules and regulations that relate to the requested Extension.

Section 7. Based upon the representations made by the Company to the Agency, the Agency hereby approves and consents to the Extension; provided, however, that (a) nothing herein shall be construed as an agreement by the Agency to grant the Company any other or further consent, waiver or amendment, (b) the Agency’s consent to the Extension shall not affect or impair in any way the validity, binding effect or enforceability of the Company Lease, the Agency Lease, the PILOT Agreement or any other Transaction Document, and (c) nothing herein shall constitute a waiver by the Agency of any default or Event of Default under the Company Lease, the Agency Lease, the PILOT Agreement or any other Transaction Document, except as expressly set forth herein. The foregoing consent is subject to the execution and delivery of all Extension Documents (as defined below).

Section 8. The Agency hereby consents to the execution and delivery of such documents, instruments and agreements as the Chair, Vice Chair and Executive Director of the Agency, acting individually or jointly, shall deem necessary or desirable to effectuate the Extension (collectively, the “Extension Documents”). The execution and delivery of the Extension Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The Company shall provide to the Agency, in form and substance satisfactory to the Agency in its sole and absolute discretion the following, on or before the respective deadlines indicated:

- (i) evidence that all mechanic’s liens on the Project have been dismissed or bonded-over (by January 5, 2025),
- (ii) evidence that the Building Permit issued by the City of Glen Cove for the Project has been extended until at least December 1, 2025 (by January 5, 2025),

- (iii) copies of all documents executed at the closing of the bridge loan for the Project (by January 5, 2025) and a signed binding term sheet for the construction loan for the Project (by February 5, 2025),
- (iv) copies of an executed Construction Management Agreement (by February 5, 2025),
- (v) the identification of, and background information with regard to, any proposed co-developer and/or equity partner (including an updated organizational chart and background check authorizations for any equity owners of the Company greater than 10%) (by February 5, 2025),
- (vi) an amended updated Application (including any requested revision to the Financial Assistance) (by February 5, 2025),
- (vii) a copy of the bridge loan lender's due diligence checklist (by December 20, 2024), and
- (viii) such other documents, agreements, certificates or opinions as the Agency may request in its sole and absolute discretion.

The Company shall also provide concise weekly written updates to the Agency's Executive Director and Counsel on all of the foregoing, and development of the Project generally, by noon on Thursday of each calendar week.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Extension 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 any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred, and duties and liabilities imposed, upon the Agency or the members thereof by the provisions of this Resolution, and the Extension Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 11. No covenant, stipulation, obligation or agreement herein contained or contained in any Extension 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 Extension Document shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 12. The authorizations set forth in this Resolution are subject to the condition 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, all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP. The Agency's consent fee with respect to the Extension shall be \$5,000, payable within ten (10) days after the date hereof.

Section 13. 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 are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of said officers of the Extension Documents containing such modifications.

Section 14. The Chair, Vice Chair and Executive Director of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Company and such other parties as any such officer may determine.

Section 15. 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>
Pamela D. Panzenbeck	AYE
Vincent C. Hartley	AYE
James J. Cappiello	AYE
John Fielding	Absent
David V. Jimenez	AYE
Lisa Travatello	AYE
Tom Scott	AYE

The foregoing Resolution was thereupon declared duly adopted.

GC-IDA
ENTERED
12-10-24

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

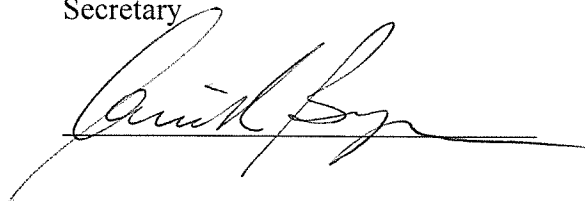
WE, the undersigned officers of the Glen Cove Industrial Development Agency (the “Agency”), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 10, 2024 with the original 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 13th day of December, 2024.

Secretary



Chairperson
