

JQIII/Publishers Tax Deviation Resolution

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 1550 Franklin Avenue, Mincola, Nassau County, New York on June 30, 2015 at 5:00 p.m., local time.

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

PRESENT:

Timothy Williams	Chairman
John Coumatos	Vice Chairman
Gary Weiss	Secretary
Christopher Fusco	Asst. Secretary

NOT PRESENT:

Michael Rodin

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph J. Kearney	Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicholas Terzulli	Director of Business Development
Paul O'Brien, Esq.	Bond/Transaction Counsel

The attached resolution no. 2015-35 was offered by C. Fusco, seconded by G. Weiss:

Resolution No. 2015-35

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE NASSAU COUNTY
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR JQ III ASSOCIATES, LLC AND
PUBLISHERS CLEARING HOUSE, LLC

WHEREAS, the Nassau County 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 674 of the 1975 Laws of New York, as amended, constituting Section 922 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, JQ III ASSOCIATES, LLC, a limited liability company organized and existing under the laws of the State of New York ("JQIII"), and PUBLISHERS CLEARING HOUSE, LLC, a limited liability company organized and existing under the laws of the State of New York ("Publishers" and together with JQIII, the "Applicants"), presented joint applications for financial assistance (collectively, the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 29.94 acre parcel of land located at 300 Jericho Quadrangle, Jericho, Town of Oyster Bay, Nassau County, New York (Section: 17; Block: 11; Lot: 50) (the "Land"), (2) the renovation of the existing approximately 305,000 square foot building (the "Building") on the Land, together with related improvements to the Land, and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "Equipment"), all of the foregoing for use by JQIII as a multi-tenant office facility (collectively, the "Project Facility"); (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"); (C) the lease (with an obligation to purchase), license or sale of the Project Facility to JQIII or such other entity as may be designated by JQIII and agreed upon by the Agency; and (D) the sublease of a portion of the Project Facility by JQIII (or such other entity designated by JQIII and agreed upon by the Agency) to Publishers; and

WHEREAS, the Application states that the Applicants are seeking an exemption from real property taxes with respect to the Project Facility that constitutes a deviation from the Agency's Uniform Tax Exemption Policy (the "Tax Exemption Policy"); and

WHEREAS, pursuant to Section 874(4) of the Act, the Executive Director of the Agency (A) caused a letter dated June 12, 2015 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on June 30, 2015 (the "IDA Meeting"), consider a proposed deviation from the Tax Exemption Policy with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received from the affected tax jurisdictions with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 2. Having reviewed all comments and correspondence received at or prior to the IDA Meeting from the affected tax jurisdictions, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letter (a copy of which is attached hereto as Exhibit A) because the proposed deviation is necessary to induce the Applicants to undertake the Project and because the Base Year PILOT Amount (as defined in the PILOT Deviation Notice Letter) would not be lower than the real property taxes that should otherwise apply with respect to the Project Facility as of the 2018/19 tax year.

Section 3. The Chairman, Vice Chairman, Administrative Director and Executive Director of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicants and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving

resolutions with respect to the proposed straight-lease transaction with the Applicants (the "Transaction"), the Chairman, Vice Chairman, Executive Director and Administrative Director of the Agency are each hereby authorized and directed, acting individually or jointly, to cause the Agency to (A) enter into a Payment in Lieu of Taxes Agreement with either or both Applicants providing, among other things, that such Applicant(s) shall make payments in lieu of taxes consistent with the formula set forth in the Pilot Deviation Notice Letter, and (B) file an application for real property tax exemption with the appropriate assessor(s) with respect to the Project Facility.

Section 4. This Resolution shall take effect immediately but is subject to and conditioned upon the closing of the Transaction.

ADOPTED: June 30, 2015

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Timothy Williams	VOTING	Aye
John Coumatos	VOTING	Aye
Gary Weiss	VOTING	Aye
Christopher Fusco	VOTING	Aye
Michael Rodin	EXCUSED	

The foregoing Resolution was thereupon declared duly adopted.

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

We, the undersigned [~~Assistant~~] Secretary and [~~Vice~~] Chairman of the Nassau County 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 June 30, 2015, with the original thereof on file in our office, 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 respective hands and affixed the seal of the Agency this 30th day of June, 2015.



[~~Vice~~] Chairman



[~~Assistant~~] Secretary

(SEAL)

EXHIBIT A

Pilot Deviation Notice Letter

See Attached

EDWARD P. MANGANO
COUNTY EXECUTIVE



JOSEPH J. KEARNEY
EXECUTIVE DIRECTOR

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
THEODORE ROOSEVELT COUNTY EXECUTIVE & LEGISLATIVE BLDG.
1550 FRANKLIN AVENUE, SUITE 235
MINEOLA, NY 11501
TELEPHONE (516) 571-1945 FAX (516) 571-1076
www.nassauida.org

June 12, 2015

CERTIFIED MAIL, RETURN
RECEIPT REQUESTED and
FIRST CLASS MAIL

County Executive Edward P. Mangano
County of Nassau
1550 Franklin Avenue
Mineola, NY 11501

NOTICE OF PROPOSED DEVIATION FROM UNIFORM TAX EXEMPTION POLICY

County Executive Edward P. Mangano:

Notice is hereby given that at a meeting of the Nassau County Industrial Development Agency (the "Agency") to be held on June 30, 2015 at 5:00 p.m. local time at the offices of the Agency at 1550 Franklin Avenue, Suite 235, Mineola, New York, the Agency will consider whether to approve the joint applications of JQ III ASSOCIATES, LLC, a limited liability company organized and existing under the laws of the State of New York ("JQIII"), and PUBLISHERS CLEARING HOUSE, LLC, a limited liability company organized and existing under the laws of the State of New York ("Publishers" and together with JQIII, the "Applicants"), for certain "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy") with respect to the payment of real property taxes. The meeting of the Agency will be open to the public.

The Applicants submitted joint applications for financial assistance (collectively, the "Application") to the Agency requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 29.94 acre parcel of land located at 300 Jericho Quadrangle, Jericho, Town of Oyster Bay, Nassau County, New York (Section: 17; Block: 11; Lot: 50) (the "Land"), (2) the renovation of the existing approximately 305,000 square foot building (the "Building") on the Land, together with related improvements to the Land, and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "Equipment"), all of the

foregoing for use by JQIII as a multi-tenant office facility (collectively, the "Project Facility"); (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"); (C) the lease (with an obligation to purchase), license or sale of the Project Facility to JQIII or such other entity as may be designated by JQIII and agreed upon by the Agency; and (D) the sublease of a portion of the Project Facility by JQIII (or such other entity designated by JQIII and agreed upon by the Agency) to Publishers.

The Application states that the Applicants are seeking an abatement of real property taxes. However, based upon preliminary negotiations between representatives of the Applicants and the Agency, the parties contemplate that the Agency may agree to grant an approximately ten (10) year real property tax exemption (the "Base Property Tax Exemption") with respect to the Project Facility as follows: payments shall be equal to one hundred percent (100%) of the real property taxes and assessments that should be levied upon the Project Facility as of the 2018/19 tax year without taking into consideration the transfer of ownership, jurisdiction, supervision or control of the Project Facility (the "Base Year PILOT Amount"), which Base Year PILOT Amount would be payable each fiscal tax year for a period of five (5) fiscal tax years without increase, followed by a period of five (5) fiscal tax years with annual increases of 1.66% per year (compounded) each fiscal tax year after the fifth (5th) fiscal tax year (i.e., Years 6-10 of the term of the PILOT).

Notwithstanding the foregoing, the parties contemplate that the Agency may agree to grant, in lieu of the Base Property Tax Exemption, an approximately twenty (20) year real property tax exemption (the "Extended Property Tax Exemption") with respect to the Project Facility as follows: payments shall be equal to the Base Year PILOT Amount, which Base Year PILOT Amount would be payable each fiscal tax year for a period of seventeen (17) fiscal tax years without increase, followed by a period of three (3) fiscal tax years with annual increases of 1.66% per year (compounded) each fiscal tax year after the seventeenth (17th) fiscal tax year (i.e., Years 18-20 of the term of the PILOT), subject to the following: (i) if Publishers fails to comply with its obligations to the Agency at any time during the first ten (10) fiscal tax years of the term of the PILOT (i.e., Years 1-10 of the term of the PILOT), then, at the option of the Agency, the Extended Property Tax Exemption shall be canceled and shall revert to the Base Property Tax Exemption, and (ii) if Publishers fails to comply with its obligations to the Agency at any time during the second ten (10) fiscal tax years of the term of the PILOT (i.e., Years 11-20 of the term of the PILOT), then, at the option of the Agency, the Agency may exercise its rights and remedies, including, without limitation, its right to terminate the PILOT.

The Agency anticipates that the first (1st) year of the PILOT term will be the 2018/19 tax year (i.e., 2018/19 School Year and 2019 General Year). Prior to the first (1st) year of the PILOT term, payments shall be equal to one hundred percent (100%) of the real property taxes and assessments that would be levied upon the Project Facility by the respective affected taxing jurisdictions without taking into consideration the transfer of ownership, jurisdiction, supervision or control of the Project Facility to the Agency.

In calculating the Base Year PILOT Amount, the Agency shall take into account the most recent assessment data (i.e., assessed value and tax rates) available as of the closing including, without limitation, any applicable approved tax certiorari stipulation, memorandum of understanding or other settlement or arrangement with the applicable tax assessor(s) or the report of a tax consultant satisfactory to the Agency.

Thereafter, and through the end of the term of the lease or installment sale agreement with respect to the Project Facility, the payments would be equal to the real property taxes and assessments that would be payable as if the Project Facility were returned to the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

The Property Tax Exemption, if approved by the Agency, would constitute a deviation from the Policy.

The reason for the deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Applicants to undertake the Project and that the Base Year PILOT Amount would not be lower than the real property taxes that should otherwise apply with respect to the Project Facility as of the 2018/19 tax year.

Sincerely,

NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____


Joseph J. Kearney
Executive Director

EDWARD P. MANGANO
COUNTY EXECUTIVE



JOSEPH J. KEARNEY
EXECUTIVE DIRECTOR

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
THURGOOD ROOSEVELT COUNTY EXECUTIVE & LEGISLATIVE BLDG.
1550 FRANKLIN AVENUE, SUITE 235
MINEOLA, NY 11501
TELEPHONE (516) 571-1945 FAX (516) 571-1076 June 12, 2015
www.nassquida.org

**CERTIFIED MAIL, RETURN
RECEIPT REQUESTED and
FIRST CLASS MAIL**

Superintendent Henry L. Grishman
Jericho Union Free School District
99 Cedar Swamp Road
Jericho, NY 11753

**NOTICE OF PROPOSED DEVIATION FROM
UNIFORM TAX EXEMPTION POLICY**

Superintendent Henry L. Grishman:

Notice is hereby given that at a meeting of the Nassau County Industrial Development Agency (the "Agency") to be held on June 30, 2015 at 5:00 p.m. local time at the offices of the Agency at 1550 Franklin Avenue, Suite 235, Mineola, New York, the Agency will consider whether to approve the joint applications of JQ III ASSOCIATES, LLC, a limited liability company organized and existing under the laws of the State of New York ("JQIII"), and PUBLISHERS CLEARING HOUSE, LLC, a limited liability company organized and existing under the laws of the State of New York ("Publishers" and together with JQIII, the "Applicants"), for certain "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy") with respect to the payment of real property taxes. The meeting of the Agency will be open to the public.

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foregoing for use by JQIII as a multi-tenant office facility (collectively, the "Project Facility"); (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"); (C) the lease (with an obligation to purchase), license or sale of the Project Facility to JQIII or such other entity as may be designated by JQIII and agreed upon by the Agency; and (D) the sublease of a portion of the Project Facility by JQIII (or such other entity designated by JQIII and agreed upon by the Agency) to Publishers.

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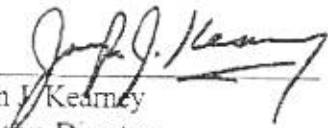
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Sincerely,

NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By:


Joseph J. Kearney
Executive Director

EDWARD P. MANGANO
COUNTY EXECUTIVE



JOSEPH J. KEARNEY
EXECUTIVE DIRECTOR

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
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www.nassaidfa.org

June 12, 2015

**CERTIFIED MAIL, RETURN
RECEIPT REQUESTED and
FIRST CLASS MAIL**

Supervisor John Venditto
Town of Oyster Bay
54 Audrey Avenue
Oyster Bay, NY 11771

**NOTICE OF PROPOSED DEVIATION FROM
UNIFORM TAX EXEMPTION POLICY**

Supervisor John Venditto:

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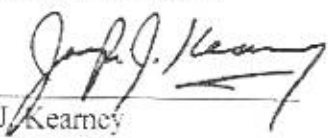
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Sincerely,

NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By:


Joseph J. Kearney
Executive Director