

## **TERWILLIGER & BARTONE PROPERTIES LLC PILOT Deviation Resolution**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on May 26, 2022 at 6:48 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:**

Richard Kessel	Chairman
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member

### **THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Andrew Komaromi	Bond/Transaction Counsel

### **EXCUSED:**

Timothy Williams	Member
Catherine Fee	Director of Business Development/Chief Marketing Officer

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM  
TAX EXEMPTION POLICY OF THE NASSAU COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT  
TO A PROJECT FOR TERWILLIGER & BARTONE PROPERTIES 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 1 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, TERWILLIGER & BARTONE PROPERTIES LLC, a limited liability company organized and existing under the laws of the State of Delaware and duly authorized to do business in the State of New York, together with entities formed or to be formed on its behalf (collectively, the “Applicant”) has presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a 0.61 acre parcel of land located at 425 Railroad Avenue, Village of Westbury, Town of North Hempstead, Nassau County, New York (Section: 10; Block: 229; Lot: 32) (the “Land”), (2) the construction of an approximately 46,334 square foot building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (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 Applicant as a multi-family apartment building consisting of approximately fifty-nine (59) residential rental apartment units, including eight (8) affordable residential rental apartments; (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 Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Application states that the Applicant is 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, (A)(i) the Executive Director of the Agency caused a letter dated February 14, 2022 (the Original Pilot Deviation Notice Letter) mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on March 3, 2022, consider a proposed deviation from the Tax Exemption Policy with respect to the payments in lieu of real property taxes to be made pursuant to a payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; (ii) the Executive Director of the Agency caused a letter dated April 11, 2022 (the Second Pilot Deviation Notice Letter) mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on April 28, 2022, continue to consider a proposed deviation from the Tax Exemption Policy with respect to the payments in lieu of real property taxes to be made pursuant to a payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (iii) the Executive Director of the Agency caused a letter dated May 12, 2022 (the "Pilot Deviation Notice Letter") mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on May 26, 2022 (the "IDA Meeting"), continue to consider a proposed deviation from the Tax Exemption Policy with respect to the payments in lieu of real property taxes to be made pursuant to a payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received 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. Prior to making the determinations set forth in this resolution, the members of the Agency have considered the following factors set forth in the Tax Exemption Policy: (1) the extent to which the Proposed Project would create or retain permanent jobs; (2) the extent to which the Proposed Project would create construction jobs; (3) the estimated value of tax exemptions to be provided with respect to the Proposed Project; (4) the amount of private sector investment generated or likely to be generated by the Proposed Project; (5) the likelihood of the Proposed Project being accomplished in a timely manner; (6) the extent of new revenue that would be provided to affected tax jurisdictions as a result of the Proposed Project; (7) whether affected tax jurisdictions would be reimbursed by the Applicant if a Proposed Project does not fulfill the purposes for which an exemption was provided, (8) the impact of the Proposed Project on existing and proposed businesses and economic development projects in the vicinity, (9) the demonstrated public support for the Proposed Project, (10) the effect of the Proposed Project on the environment, (11) the extent to which the Proposed Project would require the provision of additional services, including, but not limited to, additional educational, transportation, police,

emergency, medical or fire services, and (12) any other miscellaneous public benefits that might result from the Proposed Project.

Section 2. 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 3. Having reviewed all comments and correspondence received at or prior to the IDA Meeting, 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 Applicant to undertake the Proposed Project and because the PILOT payments would not be lower than the real property taxes that should otherwise apply with respect to the Land and the existing improvements thereon as of the closing date of the transaction.

Section 4. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant 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 Applicant (the "Transaction"), the Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the 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 the Applicant, providing, among other things, that the Applicant 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 5. This Resolution shall take effect immediately, but is subject to and conditioned upon the closing of the Transaction.

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

Richard Kessel	VOTING	AYE
Chris Fusco	VOTING	AYE
John Coumatos	VOTING	AYE
Timothy Williams	VOTING	ABSENT
Reginald A. Spinello	VOTING	AYE
William H. Rockensies	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

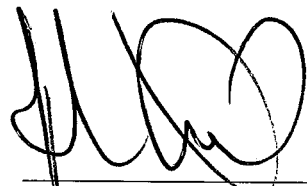
We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 26, 2022 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 26<sup>th</sup> day of May 2022.

  
[Assistant] Secretary

  
[Vice] Chairman

(SEAL)

## **PILOT DEVIATION LETTER**

May 12, 2022

CERTIFIED MAIL, RETURN  
RECEIPT REQUESTED and  
FIRST CLASS MAIL

County Executive Bruce Blakeman  
County of Nassau  
1550 Franklin Avenue  
Mineola, New York 11501

Supervisor Jennifer DeSena  
Town of North Hempstead  
220 Plandome Road  
Manhasset, NY 11030

Incorporated Village of Westbury  
Mayor Peter I. Cavallaro  
235 Lincoln Place  
Westbury, New York 11590

Superintendent Dr. Tahira A. DuPree Chase  
Westbury School District  
2 Hitchcock Lane  
Old Westbury NY 11568-1624

NOTICE OF PROPOSED DEVIATION FROM  
UNIFORM TAX EXEMPTION POLICY

Ladies and Gentlemen:

Notice is hereby given that at a meeting of the Nassau County Industrial Development Agency (the "Agency") to be held on May 26, 2022 at 6:30 p.m. local time and to be conducted in the Nassau County Legislative Chamber, 1550 Franklin Avenue, Mineola, New York 11501, the Agency will consider whether to approve the application of the Applicant (as defined below), 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 Agency previously provided notice that this matter would be considered at its meeting on April 28, 2022, the Agency, however, removed the matter from the April 28, 2022 hearing agenda and will, now, consider the "financial assistance" on May 26, 2022.



At the meeting of the Agency, the Agency will consider the application of TERWILLIGER & BARTONE PROPERTIES LLC, a limited liability company organized and existing under the laws of the State of Delaware and duly authorized to do business in the State of New York, together with entities formed or to be formed on its behalf (collectively, the "Applicant") which has presented an application for financial assistance (the "Application") to the Agency, which Application requests that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a 0.61 acre parcel of land located at 425 Railroad Avenue, Village of Westbury, Town of North Hempstead, Nassau County, New York (Section: 10; Block: 229; Lot: 32) (the "Land"), (2) the construction of an approximately 46,334 square foot building (collectively, the "Building") on the Land, together with related improvements to the Land, including surface parking spaces, (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 Applicant as a multi-family apartment building consisting of approximately fifty-nine (59) residential rental apartment units, including eight (8) affordable residential rental apartments; (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 Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency.

The Application states that the Applicant is seeking an abatement of real property taxes. However, based upon preliminary negotiations between representatives of the Applicant and the Agency, the parties contemplate that the Agency may agree to grant a real property tax exemption (the "Property Tax Exemption") with respect to the Project Facility as follows, assuming the Closing Date occurs in the current fiscal tax year of all affected tax jurisdictions:

(i) for the period commencing on the date of the closing of the Project transaction (the "Closing Date") to and including the day prior to the Effective Date (as defined below), payments shall be equal to one hundred percent (100%) of the real property taxes and assessments that would be levied annually upon the Land and the existing improvements thereon as of the date of closing without taking into consideration the transfer of ownership, jurisdiction, supervision or control of the Project Facility to the Agency; and

(ii) for the period commencing on the Effective Date and continuing for twenty-one (21) full fiscal tax years thereafter, fixed payments equal to the sum of the PILOT PAYMENTS shown on **Exhibit A** hereto.

Thereafter, and through the end of the term of the project agreement, 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.



For the purposes of the foregoing, "Effective Date" shall be deemed to mean for each affected tax jurisdiction the first day of the first fiscal tax year following the first taxable status date occurring subsequent to the last to occur of (i) the Agency acquiring an interest in the Project Facility, (ii) the filing by the Agency of the appropriate application for tax exemption with the Nassau County Tax Assessor, and (iii) the acceptance of such Application by such assessor.

The PILOT Payments shall not increase or decrease during the term of the PILOT Agreement. The PILOT Payments shall be reduced by any special taxes, assessments or levies that the Applicant is required to pay separately to 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 Applicant to undertake the Project and that the PILOT Payments would not be lower than the real property taxes that should otherwise apply with respect to the Land and the existing improvements thereon as of the Closing Date.

Sincerely,

NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By:  \_\_\_\_\_

Colleen Pereira  
Administrative Director

**EXHIBIT A**

<b>PILOT YEAR</b>	<b>Operation Year</b>	<b>PILOT PAYMENT</b>
1 (As of the Effective Date)	Construction	\$76,004
2	Construction	\$76,004
3	1	\$106,890
4	2	\$137,776
5	3	\$168,662
6	4	\$199,548
7	5	\$230,434
8	6	\$261,320
9	7	\$292,206
10	8	\$323,092
11	9	\$353,978
12	10	\$384,864
13	11	\$415,750
14	12	\$446,636
15	13	\$477,522
16	14	\$508,408
17	15	\$539,294
18	16	\$570,180
19	17	\$601,066
20	18	\$631,952
21	19	\$662,838
22	20	\$693,724

## SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

## 1. Article Addressed to:

Westbury School District  
2 Hitchcock Lane  
Old Westbury, NY 11568-1624  
Attn: Superintendent Dr. Tahira A.  
DuPree Chase



9590 9402 6389 0303 4563 00

## 2. Article Number (Transfer from service label)

7020 3160 0000 5567 6552

PS Form 3811, July 2020 PSN 7530-02-000-9053

## COMPLETE THIS SECTION ON DELIVERY

## A. Signature

X

- ☐ Agent  
☐ Addressee

## B. Received by (Printed Name)

## C. Date of Delivery

- D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

## 3. Service Type

- ☐ Adult Signature  
☐ Adult Signature Restricted Delivery  
☒ Certified Mail®  
☐ Certified Mail Restricted Delivery  
☐ Collect on Delivery  
☐ Collect on Delivery Restricted Delivery  
☐ Registered Mail™  
☐ Registered Mail Restricted Delivery  
☐ Signature Confirmation™  
☐ Signature Confirmation Restricted Delivery

red Mail  
red Mail Restricted Delivery  
(over \$500)

Domestic Return Receipt

# U.S. Postal Service™

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## Extra Services &amp; Fees (check box, add fee as appropriate)

- ☐ Return Receipt (hardcopy) \$  
☐ Return Receipt (electronic) \$  
☐ Certified Mail Restricted Delivery \$  
☐ Adult Signature Required \$  
☐ Adult Signature Restricted Delivery \$

## Postage

\$

## Total Postage and

\$

## Sent To

Street and Apt. No.

City, State, ZIP+4®

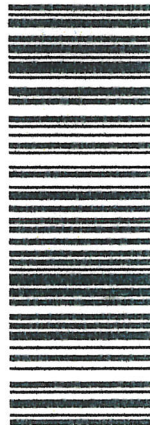
Westbury School District  
2 Hitchcock Lane  
Old Westbury, NY 11568-1624  
Attn: Superintendent Dr. Tahira A.  
DuPree Chase

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS. FOLD AT DOTTED LINE.

CERTIFIED MAIL®



7020 3160 0000 5567 6552

7020 3160 0000 5567 6552

5/12/2022  
1. Tax Deviation  
UTB  
T&B-425



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- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

## 1. Article Addressed to:

Town of North Hempstead  
220 Plandome Road  
Manhasset, NY 11030  
Attn: Supervisor Jennifer DeSena



9590 9402 6389 0303 4562 94

## 2. Article Number (Transfer from service label)

7020 3160 0000 5567 6545

## COMPLETE THIS SECTION ON DELIVERY

## A. Signature

X

- ☐ Agent  
☐ Addressee

## B. Received by (Printed Name)

## C. Date of Delivery

- D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

## 3. Service Type

- ☐ Adult Signature  
☐ Adult Signature Restricted Delivery  
☒ Certified Mail®  
☐ Certified Mail Restricted Delivery  
☐ Collect on Delivery  
☐ Collect on Delivery Restricted Delivery  
☐ Insured Mail  
☐ Registered Mail™  
☐ Registered Mail Restricted Delivery  
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☐ Signature Confirmation Restricted Delivery

ured Mail Restricted Delivery  
er \$500)

PS Form 3811, July 2020 PSN 7530-02-000-9053

Domestic Return Receipt

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## Extra Services &amp; Fees (check box, add fee as appropriate)

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☐ Return Receipt (electronic) \$  
☐ Certified Mail Restricted Delivery \$  
☐ Adult Signature Required \$  
☐ Adult Signature Restricted Delivery \$

## Postage

\$

## Total Postage and

\$

## Sent To

## Street and Apt. No.

## City, State, ZIP+4®

Town of North Hempstead  
220 Plandome Road  
Manhasset, NY 11030  
Attn: Supervisor Jennifer DeSena

5/12/2022  
1. Tax Declaration  
Letter  
Postmark  
Here  
TAB-425

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions



## SENDER: COMPLETE THIS SECTION

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- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

## 1. Article Addressed to:

Incorporated Village of Westbury  
235 Lincoln Place  
Westbury, NY 11590  
Attn: Mayor Peter I. Cavallaro



9590 9402 6389 0303 4563 17

## 2. Article Number (Transfer from service label)

7020 3160 0000 5567 6569

PS Form 3811, July 2020 PSN 7530-02-000-9053

## COMPLETE THIS SECTION ON DELIVERY

## A. Signature

X

☐ Agent☐ Addressee

## B. Received by (Printed Name)

## C. Date of Delivery

- D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

## 3. Service Type

- ☐ Adult Signature ☐ Priority Mail Express®  
☐ Adult Signature Restricted Delivery ☐ Registered Mail™  
☒ Certified Mail® ☐ Registered Mail Restricted Delivery  
☐ Certified Mail Restricted Delivery ☐ Signature Confirmation™  
☐ Collect on Delivery ☐ Signature Confirmation Restricted Delivery  
☐ Collect on Delivery Restricted Delivery  
☐ Insured Mail ☐ Registered Mail Restricted Delivery (\$500)

Domestic Return Receipt

## U.S. Postal Service™

## CERTIFIED MAIL® RECEIPT

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## OFFICIAL USE

## Certified Mail Fee

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## Extra Services &amp; Fees (check box, add fee as appropriate)

- ☐ Return Receipt (hardcopy) \$  
☐ Return Receipt (Electronic) \$  
☐ Certified Mail Restricted Delivery \$  
☐ Adult Signature Required \$  
☐ Adult Signature Restricted Delivery \$

## Postage

\$

## Total Postage and

\$

## Sent To

## Street and Apt. No

## City, State, ZIP+4®

Incorporated Village of Westbury  
235 Lincoln Place  
Westbury, NY 11590  
Attn: Mayor Peter I. Cavallaro

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS. FOLD AT DOTTED LINE.

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7020 3160 0000 5567 6569

5/12/2022  
1. Tax Deviation  
LO-100  
Here  
T2B-425