

Pine Town - Consent 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 September 22, 2022 at 6:45 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
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel
Milan Tyler	Bond/Transaction Counsel

EXCUSED:

Raymond Pinto	Member
Victor LaGreca	Member
Catherine Fee	Director of Business Development/Chief Marketing Officer

The attached resolution No. 2022-76 was offered by Timothy Williams, seconded by William H. Rockensies.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE
ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT
FOR PINE TOWN HOMES, L.P.

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, Pine Town Homes, L.P., a limited partnership organized and existing under the laws of the State of New York (the “Company”), presented an application for financial assistance (the “Application”) requesting that the Agency undertake a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximately 3.6 acre parcel of land located at 151B East Pine Street, Long Beach, Nassau County, New York (the “Land”), (2) the renovation of eight (8) existing two-story multifamily housing structures (comprised of approximately 130 low-income housing units) with a collective gross residential square footage of approximately 125,000 sq. ft., located on the Land, together with related improvements (collectively, the “Building”), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to continue to constitute a housing complex comprised of approximately 130 low-income housing rental units, (collectively, the “Project Facility”); (B) the granting of certain “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 real property taxes (but not including special assessments and ad valorem levies) (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, the Agency appointed the Company as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and the Agency subleased the Project Facility to the Company, all pursuant to the terms and conditions set forth

in the Lease Agreement dated as of September 1, 2011 between the Company and the Agency (as amended, the "Lease"), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, in 2018, the Company requested that the Agency consent to (i) the transfer by Anthony A. Nickas ("Nickas") of his 50% interest in Pine Town Homes GP, LLC ("Pine Town GP") to SE Pine Town LLC ("SE Pine Town"), (ii) the replacement of Nickas by Scott Jaffee as guarantor under the Transaction Documents, (iii) Pilot House Manager, Inc. withdrawing as a Manager of Long Beach Apartments 11, LLC ("Long Beach Apartments"), and (iv) the transfer by Edward Lubitz of his 10% Class B interest in Long Beach Apartments to Pine Town GP (collectively, the "2018 Transaction"); and

WHEREAS, the 2018 Transaction was approved by the Agency pursuant to Resolution 2018-24, dated May 8, 2018; and

WHEREAS, pursuant to a notification and consent request letter from the Company, dated June 22, 2022, the Company has requested that the Agency consent to the transfer of the limited partnership interests in the Company owned by Hudson SLP, LLC, owning .01% of the partnership interests in the Company, and Hudson Pine Town LLC, Low Income Housing Tax Credit investors, with no day-to-day management obligations for the Project, owning 99.98% of the partnership interests in the Company, to a limited liability company to be formed and solely owned by the members of SE Pine Town (for the benefit of the immediate family members of both members thereof (the "June 2022 Transaction"); and

WHEREAS, the June 2022 Transaction was approved by the Agency pursuant to Resolution 2022-57, dated June 30, 2022; and

WHEREAS, pursuant to a notification and consent request letter from the Company, dated August 12, 2022 (the "Consent Request"), the Company has requested that the Agency consent to (a) the refinance of the existing lender mortgages with a new Freddie Mac mortgage to pay off the existing mortgages, distribute the proceeds to Pine Town Homes GP LLC and Pine Town Investors LLC for the purpose of, among other things, the repayment of the debt incurred in connection with the June 2022 Transaction, and for use in developing new affordable housing communities in the County, (b) the transfer of the limited partnership interests in the Company owned by and among SE Pine Town LLC, owning .01% of the partnership interests in the Company (the "Existing General Partner"), and Pine Town Investors, LLC, owning 99.99% of the partnership interests in the Company (the "Limited Partner"), to grant the Existing General Partner a 1% interest in the Company and the Limited Partner a 99% interest in the Company, (c) the replacement of the Existing General Partner of the Company by Pine Town Homes GP LLC, (d) the transfer of 50% of the membership interest in the Existing General Partner to Belveron Partners Fund V JV, LLC ("Belveron"), (e) the transfer of the interests in the Limited Partner as follows: to the following assignees (the "Limited Partner Assignees") Matthew L. Jaffee 2020 Trust (12.5% interest), the Aaron R. Jaffee 2020 Trust (12.5% interest), the Emily Rose Nelson 2018 Trust (22.5% interest), the Jack Henry Nelson 2018 Trust (22.5% interest in), MRB Acquisitions LLC, an LLC owned by Mitchell Reiter (the General Counsel of the Company) and his wife Marci Reiter (5% interest), and GDG Acquisitions LLC, an LLC owned by Philip Gambino (the Chief Financial Officer of the Company) (5% interest) (collectively, the "Proposed Transaction"); and

WHEREAS, Pine Town Homes GP LLC shall be managed solely by the Existing General Partner, which shall remain solely managed by Scott Jaffee; and

WHEREAS, the transfer of interests in the Limited Partner are to members of the existing members families or employees of the Company; and

WHEREAS, the transfer of interest to Belveron constitutes a 0.5 % interest in the Company;

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

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

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director and 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 that relate thereto.

Section 3. The Agency determines that the Company's request with respect to 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 4. No additional Financial Assistance is being requested by the Company with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Company and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the

Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, amendments, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the "Consent Documents"), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignees and the New Indemnitor, and (ii) the Assignees shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent 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 the Agency and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent 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 Amendment Document or any Consent Document shall be liable personally on the Amendment Documents or the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11. The Chairman and Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent

Documents containing such modifications.

Section 12. The Assignees shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a foreign limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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:

Richard Kessel	VOTING	AYE
Timothy Williams	VOTING	AYE
John Coumatos	VOTING	AYE
Reginald A. Spinello	VOTING	AYE
William H. Rockensies	VOTING	AYE
Raymond Pinto	VOTING	EXCUSED
Victor Lagreca	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

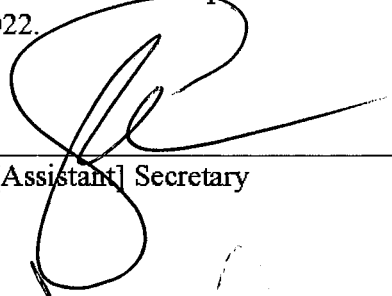
COUNTY OF NASSAU

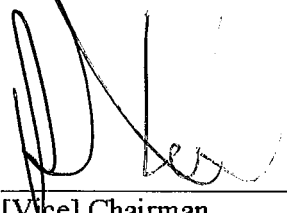
We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 22, 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 22nd day of September 2022.



[Assistant] Secretary

[Vice] Chairman

(SEAL)