FFII Long Island Owner 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, Legislative Chambers, 1st Floor, 1550 Franklin Avenue, Mineola, Nassau County, New York on April 22, 2025 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:

William H. Rockensies Chair

John Coumatos Asst. Treasurer Marissa Brown Asst. Secretary

Reginald A. Spinello Member Joseph Manzella Member

NOT PRESENT:

Raymond Pinto Treasurer Marco Troiano Member

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Sheldon L. Shrenkel Chief Executive Officer/Executive Director

Anne LaMorte Chief Financial Officer
Colleen Pereira Administrative Director

Stephanie Alfano Temporary Administrative Assistant

Judge Anthony Marano (Ret.) Agency Counsel

Andrew D. Komaromi, Esq. Bond/Transactional Counsel

The attached resolution No. 2025-16 was offered by Marissa Brown, seconded by William H. Rockensies.

Resolution No. 2025-16

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM TAX EXEMPTION POLICY OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT FOR FFII LONG ISLAND OWNER 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, FFII LONG ISLAND OWNER LLC, a limited liability company organized and existing under the laws of the State of Delaware and qualified 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 an interest in an approximately 8.9 acre parcel of land located at 300 East Overlook, Port Washington, Town of North Hempstead, County of Nassau, New York (the "Land" or "Project Site"), (2) the renovation of an approximately 924,233 square foot, six-story building on the Land (collectively, the "Building"), together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), necessary for the completion thereof (collectively, the "Project Facility"), all of the foregoing to constitute a senior rental community consisting of approximately 229 senior rental independent living units, 90 additional units for use of any combination of one ore more senior rental independent living units and/or, subject to the receipt of any required licenses prior to commencement of such uses, memory care, skilled nursing or assisted living units, together with retail space and amenities and related infrastructure such as roads, sewers, utilities, parking lots, drainage areas, ponds and maintenance facilities; (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(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on March 26, 2025 (the "Preliminary Inducement Resolution"), the Agency, following a review of the Application, determined to take preliminary action toward the acquisition and straight leasing of the Project for the Company and made a determination to proceed with the Project; and

WHEREAS, on or about December 1, 2007, Amsterdam House Continuing Care Retirement Community, Inc., a not-for-profit corporation organized and existing under the laws of the State of New York ("Amsterdam") and the Agency entered into a Payment in Lieu of Taxes Agreement requiring Amsterdam to make payments in lieu of such taxes and assessments (the "2007 PILOT Agreement") for the Project Facility; and

WHEREAS, on or about June 24, 2014, the Agency approved an amendment to the 2007 PILOT Agreement, modifying the Amsterdam's obligations to make payments in lieu of such taxes and assessments as set forth in that First Amendment to Payment in Lieu of Taxes Agreement, dated as of June 1, 2014, by and between the Agency and Amsterdam (as amended, the "Amsterdam PILOT Agreement"); and

WHEREAS, Amsterdam was declared bankrupt by the United States Bankruptcy Court, Eastern District of New York and, on March 3, 2025, its assets were approved to be sold by the Bankruptcy Court, Eastern District of New York to SR HSG Acquisitions, LLC, an affiliate of the Applicant who assigned its rights to the Applicant or Amsterdam to be deeded by Amsterdam the Applicant immediately thereafter; and

WHEREAS, as part of the termination of the Amsterdam PILOT Agreement, and in accordance with the March 3, 2025 order of the United States Bankruptcy Court, Eastern District of New York, the Agency will deed the Project Facility to the Applicant; and

WHEREAS, pursuant to the March 3, 2025 order of the United States Bankruptcy Court, Eastern District of New York, it is the intent of the Agency to simultaneously terminate the Amsterdam PILOT Agreement and enter into this Agreement, with the PILOT payments due hereunder commencing upon the 2025/2026 School Year and 2026 General Tax Year, as an exempt-to-exempt transfer; 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) the Executive Director of the Agency caused a letter dated April 7, 2025 (the "PILOT Deviation Notice Letter") to be mailed to the chief executive officer of each affected tax jurisdiction and to district clerk of the applicable school district, informing said individuals that the Agency would, at its meeting on April 22, 2025 (the "IDA Meeting"), 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 Project would create or retain permanent jobs; (2) the extent to which the Project would create construction jobs; (3) the estimated value of tax exemptions to be provided with respect to the Project; (4) the amount of private sector investment generated or likely to be generated by the Project; (5) the likelihood of the 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 Project; (7) whether affected tax jurisdictions would be reimbursed by the Applicant if a Project does not fulfill the purposes for which an exemption was provided, (8) the impact of the Project on existing and proposed businesses and economic development projects in the vicinity, (9) the demonstrated public support for the Project, (10) the effect of the Project on the environment, (11) the extent to which the 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 Project.

<u>Section 2</u>. 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 Project and that the starting PILOT payment would not be lower than the current fiscal tax year payment in lieu of taxes payable with respect to the Land and the improvements thereon existing as of the Closing Date pursuant to the existing payment in lieu of taxes agreement with respect to the Land and the 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. As required by paragraph 16 of the March 3, 2025 order of the United States Bankruptcy Court, Eastern District of New York, the termination of the Amsterdam PILOT Agreement and commencement of a new PILOT Agreement consistent with the PILOT Deviation Notice Letter "shall be deemed to occur simultaneously such that the Real Property is not returned to the tax rolls of the County", but rather the effectiveness and benefit of the new PILOT Agreement shall be effective pursuant to its terms immediately upon closing with the Agency.

<u>Section 6</u>. 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:

William H. Rockensies	VOTING	AYE
John Coumatos	VOTING	AYE
Raymond Pinto	EXCUSED	
Reginald A. Spinello	VOTING	AYE
Marco Troiano	EXCUSED	
Joseph Manzella	ABSTAIN	
Marissa Brown	VOTING	AYE

The foregoing Resolution was thereupon declared duly approved.

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

We, the undersigned [Vice] Chair 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 April 22, 2025 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; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 April, 2025.

[Assistant] Secretary

Vicel Chair

(SEAL)

PILOT DEVIATION LETTER



April 7, 2025

CERTIFIED MAIL, RETURN RECEIPT REQUESTED and FIRST CLASS MAIL

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

County Assessor County of Nassau 240 Old Country Road 4th Floor Mineola, New York 11501

Supervisor Jennifer DeSena Town of North Hempstead 220 Plandome Road Manhasset, NY 11030 Interim Superintendent Dr. Christopher Shields, Ed.D.
Port Washington School District
100 Campus Drive
Port Washington, NY 11050

President Adam Smith
Port Washington School District
Board of Education
100 Campus Drive
Port Washington, NY 11050

District Clerk Port Washington School District 100 Campus Drive Port Washington, NY 11050

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 April 22, 2025 at 6:45 p.m. local time at the Nassau County Executive & Legislative Building, Legislative Chambers, 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.

FFII Long Island Owner LLC, a limited liability company organized and existing under the laws of the State of Delaware and qualified 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 an interest in an approximately 8.9 acre parcel of land located at 300 East Overlook, Port Washington, Town of North Hempstead, County of Nassau, New York (the "Land"), (2) the renovation of an approximately 924,233 square feet, six-story building on the Land (collectively, the "Building"), together with related improvements to the Land, and (3) the acquisition and installation







therein and thereon of certain furniture, fixtures, machinery, equipment and building materials (the "Equipment") necessary for the completion thereof (collectively, the "Project Facility"), all of the foregoing to constitute a senior rental community consisting of approximately 229 senior rental independent living units, 90 additional units for use of any combination of one or more senior rental independent living units and/or, subject to the receipt of any required licenses prior to commencement of such uses, memory care, skilled nursing or assisted living units, together with retail space and amenities and related infrastructure such as roads, sewers, utilities, parking lots, drainage areas, ponds and maintenance facilities; (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(ies) 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") such that the Applicant would pay the PILOT Payments set forth under the column "PILOT Payments" in Exhibit A attached hereto, for illustration purposes, assuming closing of the transaction occurs in the current fiscal tax year.

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. 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 starting PILOT payment would not be lower than the current fiscal tax year payment in lieu of taxes payable with respect to the Land and the improvements thereon existing as of the Closing Date pursuant to the existing payment in lieu of taxes agreement with respect to the Land and the improvements thereon.

Sincerely,

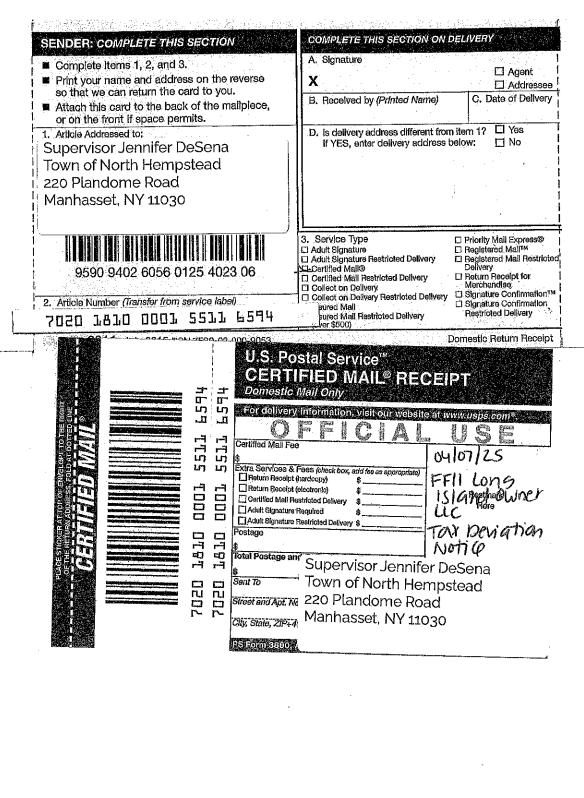
NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

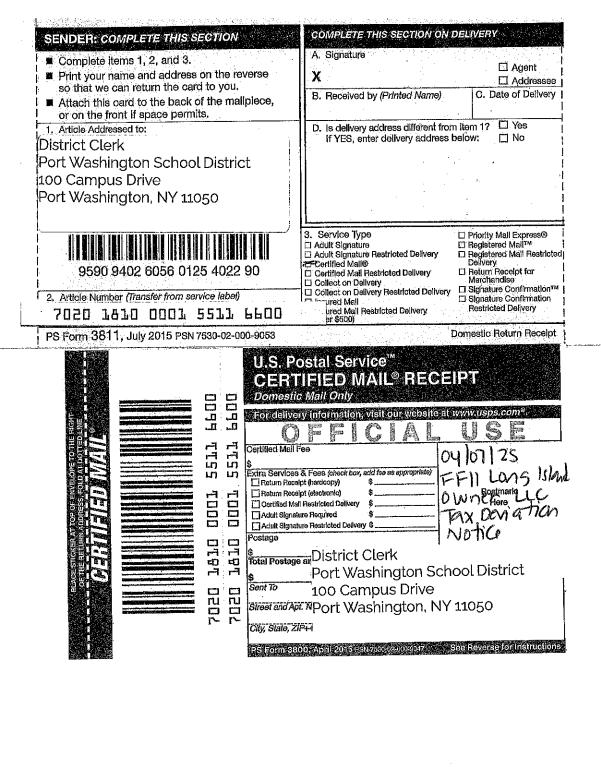
Colleen Pereira

Administrative Director

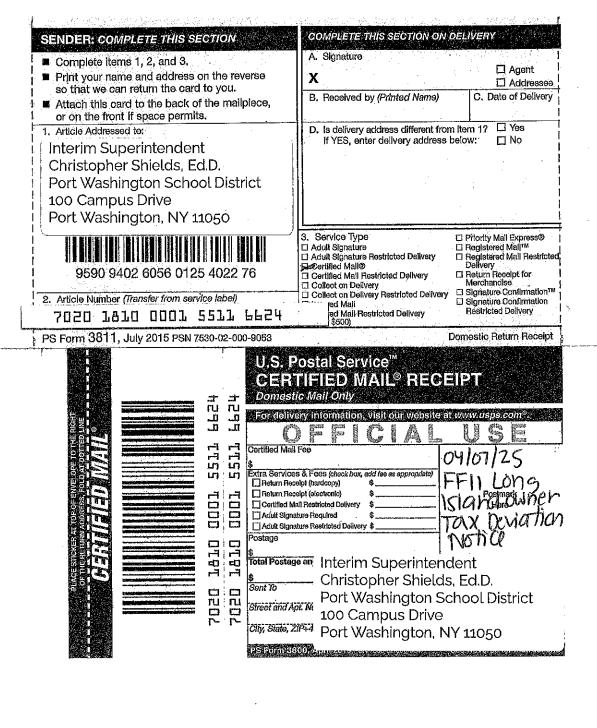
Exhibit "A"

PILOT Year	PILOT Payments
26 General / 25-26 School	\$1,556,132
27 General / 26-27 School	\$1,587,254
28 General / 27-28 School	\$1,618,999
29 General / 28-29 School	\$1,651,379
30 General / 29-30 School	\$1,684,407
31 General / 30-31 School	\$1,718,095
32 General / 31-32 School	\$1,752,457
33 General / 32-33 School	\$1,787,506
34 General / 33-34 School	\$1,823,256
35 General / 34-35 School	\$1,859,721
36 General / 35-36 School	\$2,328,406
37 General / 36-37 School	\$2,561,246
38 General / 37-38 School	\$2,794,087
39 General / 38-39 School	\$3,026,927
40 General / 39-40 School	\$3,259,768
41 General / 40-41 School	\$3,492,608
42 General / 41-42 School	\$3,725,449
43 General / 42-43 School	\$3,958,289
44 General / 43-44 School	\$4,191,130
45 General / 44-45 School	\$4,423,971





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