



Yonkers Economic Development Corporation

SPECIAL BOARD MEETING

PRELIMINARY

AGENDA

April 28, 2022

At

12:30 p.m.

Agenda Subject to Change

- 1) Roll Call**
- 2) Resolutions for Consideration:**
 - I. Amended and Restated Resolution Authorizing Ridge Hill Property Owner LLC and Ridge Hill Property Owner III LLC Mortgage Recording Tax and Acquisition Mortgage**
- 3) Legal Updates**
- 4) Other Business/and Any Other Business that Comes Before the Board**
- 5) Adjournment**

AMENDED AND RESTATED RESOLUTION

Ridge Hill Property Owner LLC and Ridge Hill Property Owner III LLC – Acquisition Mortgage

A special meeting of the Yonkers Economic Development Corporation was convened on April 28, 2022.

The following resolution was duly offered and seconded, to wit:

Resolution No. 04/2022-09

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION (i) APPROVING CERTAIN FINANCIAL ASSISTANCE TO RIDGE HILL PROPERTY OWNER LLC AND RIDGE HILL PROPERTY OWNER III LLC IN THE FORM OF A MORTGAGE RECORDING TAX EXEMPTION, AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF AN CERTAIN DOCUMENTS, CERTIFICATES AND AGREEMENTS IN CONNECTION WITH SAME

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the “State”), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVLEOPMENT CORPORATION** (the “Corporation”) was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **Ridge Hill Property Owner LLC** (the “Company”) and **Ridge Hill Property Owner III LLC** (“Company III”) are to acquire that certain Facility (as defined below) in connection with a certain project (the “Project”) undertaken previously by the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) for the benefit of **YONKERS ASSOCIATES, LLC** (f/k/a **FC YONKERS ASSOCIATES, LLC**) (“YA”), which Project consisted of: (i) the acquisition, construction and equipping on an approximately 81.4 acre parcel or parcels of land located at One Ridge Hill in Yonkers, New York (the “Land”) of a building or buildings containing in the aggregate approximately 1.3 million square feet of single- and multi-story retail space for use by several “anchor” tenants, numerous smaller tenant spaces, restaurants and a multi-screen cinema, all designed and configured to replicate the layout of a traditional town square (the “Retail Improvements”); (ii) multi-story residential rental units of up to 500 units, some of which will be integrated with the Retail Improvements (the “Residential Improvements”); (iii) commercial office space and redevelopment of the existing 220,000 square-foot office building (the “Commercial Improvements”); (iv) a hotel and conference center (the “Hotel Improvements”); (v) the acquisition, constructing and equipping of

tenant improvements for tenants designated by the Company and performing initial fit out of tenant space (the “Tenant Improvements”); (vi) the acquisition, construction and equipping of all related parking structures and ramps providing access to the parking structures (collectively referred to as the “Parking Improvements”, and together with the Retail Improvements, the Residential Improvements, the Commercial Improvements, the Hotel Improvements and the Tenant Improvements, the “Improvements”); and (vii) the acquisition and installation in and around the Improvements of certain items of equipment and other tangible personal property (the “Equipment”, and collectively with the Land and the Improvements, the “Facility”); and

WHEREAS, Company III will be acquiring that portion of the Facility known as “Site O” (Section 4, Block 4074, Lot 1) while the Company will be acquiring the balance of the Facility; and

WHEREAS, the Company and Company III are affiliated with Nuveen Real Estate, Taconic Partners, and North American Properties, real estate development and investment firms managing assets and developments valued at over \$150 billion dollars with experience in reinvigorating underperforming open air shopping centers; and

WHEREAS, the Company and Company III will be obtaining mortgage financing in the approximate amount of \$181,300,000 with respect to the acquisition of its portion of the Facility (the “Acquisition Financing”); and

WHEREAS, Company (on behalf of itself and on behalf of Company III) initially requested that the Agency provide a mortgage recording tax exemption (calculated at up to 1.5%) upon the recording of an up to \$181,300,000 principal amount mortgage (the “Mortgage”) in the approximate amount of up to \$214,500 (based on (A) \$14,300,000 of “new money” and (B) information from YA that the existing principal due and owing on its mortgage to be assigned to Company and Company III was \$167,000,000); and

WHEREAS, on April 20, 2022, the Agency adopted a resolution (the “Original Resolution”) with respect to the Project approving certain financial assistance to the Company and Company III being in the form of a mortgage recording tax exemption as permitted by New York State law; and

WHEREAS, shortly after adoption of the Original Resolution, Company and Company III learned from YA that the amount of outstanding principal due on the mortgage to be assigned to Company and Company III will now be \$115,770,000; and

WHEREAS, the Company and Company III, by correspondence from its counsel, dated April 25, 2022 (the “Correspondence”), have requested that the Corporation modify the Original Resolution to increase the mortgage recording tax exemption limit by providing a mortgage recording tax exemption (calculated at up to 1.5%) upon the recording of the Mortgage in the approximate amount of up to **\$982,950 (based on (A) \$65,530,000 of “new money” (an increase of \$51,230,000 from the Original Resolution) and (B) information from YA that**

the existing principal due and owing on its mortgage to be assigned to Company and Company III will now be \$115,770,000); and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as “SEQRA”), the Corporation must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Acquisition Financing and the execution of the Mortgage and related documents; and

WHEREAS, the Acquisition Financing and the execution of the Mortgage and related documents constitutes a “Type II action” pursuant to 6 N.Y.C.R.R. § 617.5 (26) and therefore is exempt from review under SEQRA.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Corporation determines that the Acquisition Financing and the execution of the Mortgage and related documents constitutes a “Type II action” pursuant to 6 N.Y.C.R.R. § 617.5 (26) and therefore is exempt from review under SEQRA.

Section 2. The Corporation agrees to accept a leasehold interest in the Facility on the same terms and conditions as those accepted by the Agency, pursuant to the terms a certain Lease Agreement by and among the Agency, the Corporation and YA (or similar document), except that the term of the Corporation’s leasehold interest shall expire no later than December 31, 2022 (or such other date acceptable to the Executive Director, President, Chair or Secretary of the Corporation (each an “Authorized Officer”)), and to execute and deliver all documents, certificates and agreements necessary to establish such interest of the Corporation, (collectively, the “Corporation Documents”).

Section 3. Each Authorized Officer is hereby further authorized, on behalf of the Corporation, to execute, deliver and record the Mortgage and any assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by Company (the “Lender”) up to a maximum principal amount necessary to undertake the Project and/or finance or re-finance acquisition and Project costs, equipment and other personal property and related transactional costs (the “Lender Documents”; and, together with the Corporation Documents, the “Project Documents”) and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to the Project Documents and to attest the same, all with such changes, variations, omissions and insertions as the Authorized Officer shall approve.

Section 4. (a) Each Authorized Officer is hereby authorized, on behalf of the Corporation, to execute and deliver the Project Documents to which it is a party in the forms

acceptable to such Authorized Officer. The execution of the Corporation Documents by such Authorized Officer shall constitute conclusive evidence of such approval; provided, in all events, recourse against the Corporation is limited to the Corporation's interest in the Project.

(b) Each Authorized Officer is further hereby authorized, on behalf of the Corporation, to designate any additional authorized representatives of the Corporation.

Section 5. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 6. The Corporation is hereby authorized to provide Company with financial assistance (the "Financial Assistance") in the form of a mortgage recording tax exemption as permitted by New York State law.

Section 7. Due to the complex nature of this transaction, the Corporation hereby authorizes each Authorized Officer to approve, execute and deliver such further agreements, documents and certificates as the Corporation may be advised by counsel to the Corporation or Transaction Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by such Authorized Officer.

Section 8. These resolutions 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:

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Mayor Mike Spano	[]	[]	[]	[]
Marlyn Anderson	[]	[]	[]	[]
Melissa Nacerino	[]	[]	[]	[]
Hon. Cecile D. Singer	[]	[]	[]	[]
Peter Kischak	[]	[]	[]	[]

The Resolutions were thereupon duly adopted.

SECRETARY’S CERTIFICATION

Ridge Hill Property Owner LLC and Ridge Hill Property Owner III LLC – Acquisition Mortgage

STATE OF NEW YORK)
) ss:
COUNTY OF WESTCHESTER)

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Yonkers
Economic Development Corporation (the “Corporation”), including the resolutions contained
therein, held on April 28, 2022, with the original thereof on file in my office, and that the same is
a true and correct copy of the proceedings of the Corporation and of such resolutions set forth
therein and of the whole of said original insofar as the same related to the subject matters therein
referred to.

I FURTHER CERTIFY, that all directors of said Corporation had due notice of said
meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the
Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that
public notice of the time and place of said meeting was duly given in accordance with such
Article 7.

I FURTHER CERTIFY, that there was a quorum of the directors of the Corporation
present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full
force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal, if any, of
said Corporation this ____ day of _____ 2022.

Marlyn Anderson, Secretary



LOUIS H. FIORE
PARTNER
DDEEGAN@FORCHELLILAW.COM

April 25, 2022

Yonkers Economic Development Corporation
470 Nepperhan Avenue, Suite 200
Yonkers, New York 10701
Att: Jaime McGill, Executive Director

***Re: Ridge Hill Facility
Application for Mortgage Recording Tax Exemption***

Dear Ms. McGill:

As you know, this firm represents Ridge Hill Property Owner LLC and Ridge Hill Property Owner II LLC (collectively, the "Applicant") in connection with the purchase of One Ridge Hill, Yonkers, New York ("Existing Facility"). We appreciate all of your staff's, counsel's and board members' assistance with respect to Applicant's request for a mortgage tax exemption from the City of Yonkers Economic Development Corporation (the "YEDC") in connection with Applicant's acquisition of the Existing Facility.

As you may recall, Applicant requested that YEDC grant a Mortgage Recording Tax exemption in the amount of \$214,500 (based upon the portion of Applicant's planned \$181,300,000 financing that was not covered by the assignment of Seller's mortgage). Such request was made based upon the Seller's information that the existing principal due and owing on its mortgage to be assigned was \$167,000,000.

Unfortunately, just hours after the YEDC Board approved Applicant's request, we learned from Seller that the amount of outstanding principal due on the mortgage being assigned was only \$115,770,000. Therefore, based upon the approved application, a \$51,230,000 portion of Applicant's financing would not be subject to any Mortgage Recording Tax exemption.

Accordingly, Applicant respectfully requests that YEDC consent to the modification of Applicant's application to reflect a request for a Mortgage Tax Exemption with respect to \$65,530,000 of Applicant's new mortgage financing (as opposed to the \$14,300,000 portion currently approved). This would correspond to a partial Mortgage Recording Tax exemption of \$982,950.

Finally, because Applicant is facing a hard closing date, we respectfully request that the YEDC board convene a special meeting for the approval of Applicant's request as soon as possible.

April 25, 2022

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We are most appreciative of all of YEDC's efforts in connection with our client's project to date and the spirit of cooperation you, your staff and counsel exhibit. We are confident that the YEDC's assistance will help make Ridge Hill the quality community-integrated center that the City deserves.

Please do not hesitate to call or contact me with any questions or concerns.

Very truly yours,

FORCHELLI DEEGAN TERRANA LLP

By: *Louis H. Fiore*

Louis H. Fiore