

Motion By: Steinberg
Seconded By: Brescia

RESOLUTION
(CPG Partners, L.P. Project)

A regular meeting of the Orange County Industrial Development Agency was held on March 9, 2017 at 2:00 p.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of CPG Partners, L.P. (the "Company").

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE
EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND
RELATED DOCUMENTS WITH RESPECT THERETO.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **CPG PARTNERS, L.P.**, (the "Company"), has previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) if necessary, the acquisition by the Agency of a leasehold or other interest in certain parcels of land aggregating approximately 149.2 acres located at the junction of NY Thruway Exit 16 and NYS Route 32 in the Village of Woodbury, Orange County, New York at the Woodbury Common Premium Outlets having an address of 498 Red Apple Court, Central Valley, Orange County, New York (Tax Map Nos. 225-1-70.2 and 226-1-1) (collectively, the "Land") and the approximately 852,728 gross leasable square-foot open air outlet mall facility located thereon (the "Existing Facility"), together with supportive restaurants, court yards, kiosks, landscaping and parking (the "Existing Improvements" and, together with the Existing Facility and the Land, the "Original Facility"); (ii) the renovation and expansion of the Original Facility, including, but not limited to, the following: (A) renovations to the façade and roof, (B) new landscaping, (C) new hardscape for walkways and common pedestrian areas, (D) new seating areas and site amenities, (E) the rehabilitation of existing bathrooms and the construction of new restrooms, (F) the construction of a new main entrance and an approximately 50,000 square-foot new main tower building, (G) the relocation and reconstruction of the food court within the main tower building, (H) the construction of five new retail buildings aggregating approximately 100,000 square feet, (I) the expansion of existing retail buildings by approximately 6,000 square feet, (J) the construction of new and improved kiosks and retail merchandising units, (K) the removal and realignment of certain buildings and straightening of certain courts and new pedestrian crosswalks, (L) new signage, (M) the construction of new pick-up and drop-off laybys for tour buses and public transit bus traffic, (N)

the construction of a new approximately 5,000 square-foot welcome center, (O) the construction of new maintenance facilities aggregating approximately 5,000 square feet, (P) the reconfiguring of existing surface parking spaces, (Q) the construction of a four-level parking structure containing approximately 2,223 total parking spaces, and (R) various storm water management improvements, utility upgrades and infrastructure modifications (collectively, the "Improvements"); and (iii) the acquisition and installation in, on and around the Original Facility and the Improvements of certain items of equipment and other tangible personal property (the "Equipment" and, collectively with the Original Facility and the Improvements, the "Facility")); and

WHEREAS, on July 17, 2013, the Agency adopted a resolution (the "Final Resolution") appointing the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax in an amount up to \$55,000,000, which would result in New York State and local sales and use tax exemption benefits ("Original Sales and Use Tax Exemption Benefits") not to exceed \$4,440,000; and

WHEREAS, in connection with the Project, the Agency and the Company executed a certain Agent Agreement, dated July 1, 2013 (the "Original Agent Agreement") pursuant to which, among other things, the Agency appointed the Company as its true and lawful agent to undertake the Project and incur the Original Sales and Use Tax Exemption Benefits; and

WHEREAS, on or about January 24, 2017, the Company submitted correspondence to the Agency requesting the extension of the sales tax exemption to December 31, 2017 and the execution of an Agent Agreement (the "Agent Agreement") and related documents; and

WHEREAS, the Agency desires to adopt a resolution authorizing the execution and delivery of the Agent Agreement, and any document necessary and incidental thereto.

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

Section 1. Based upon the representation and warranties made by the Company the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax exempt from such taxes through December 31, 2017. The Agency agrees to consider any requests by the Company for increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 2. The Agent Agreement and Sales and Use Tax Exemption Benefits are hereby extended thru December 31, 2017.

Section 3. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party

authorized to make purchases for the benefit of the Project, is not entitled to the Sales and Use Tax Exemption Benefits; (ii) the Sales and Use Tax Exemption Benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the Sales and Use Tax Exemption Benefits are for property or services not authorized by the Agency as part of the Project; or (iv) The Sales and Use Tax Exemption Benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 4. The Chairman, Vice Chairman and/or Chief Operating Officer and Executive Vice President of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement and any documents necessary and incidental to provide the Company with the Sales and Use Tax Exemption Benefits with such changes as shall be approved by the Chairman, Vice Chairman and/or Chief Operating Officer and Executive Vice President upon execution.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 6. These Resolutions shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Robert T. Armistead			✓	
Mary Ellen Rogulski	✓			
Stephen Brescia	✓			
John Steinberg, Jr.	✓			
Robert J. Schreibeis, Sr.	✓			
Edward A. Diana			✓	
Michael Bonura	✓			

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Secretary of the Orange County Industrial Development Agency, DO
HEREBY CERTIFY:


That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 9, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency 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 Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

9 IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this
day of March, 2017.



Stephen Brescia, Secretary