

Project Summary

LIC Site B-1 Owner, LLC (the “Company”) is a limited liability company formed by Tishman Speyer Properties, L.P. (“Tishman Speyer”), a private real estate development and investment firm. The Company seeks financial assistance in connection with the developing, furnishing and equipping of an approximately 1.1 million square foot building located on an approximately 71,692 square foot parcel of land in Long Island City, Queens (the “Project”). The Project will contain approximately 1 million gross square feet of Class A office space, approximately 40,000 gross square feet of retail space and a 388 space parking garage.

Project Location

28-10 Queens Plaza South
 Long Island City, New York 11101

Actions Requested

- Inducement and Authorizing Resolution for a commercial developer transaction.
- Approval of deviation from UTEP.
- As part of a SEQRA determination, adopt the Agency Findings Statement attached to the Resolution as Exhibit A.

Anticipated Closing

June 2016

Impact Summary

Employment	
Jobs at Application:	0
Projected Tenant Jobs at Project Location (Year 3):	3,380
Total Jobs (full-time equivalents)	3,380
Estimated City Tax Revenues¹	
Impact of Operations (NPV 30 years at 6.25%)	\$ 262,857,031
One-Time Impact of Renovation	15,077,946
Total impact (net of IDA benefits)	\$ 254,523,493
Estimated Cost of Benefits Requested: New York City	
MRT Benefit	\$ 4,468,750
Sales Tax Exemption	3,864,788
Agency Financing Fee	(853,130)
Total Cost to NYC Net of Financing Fee	\$ 7,480,408
Estimated Cost of Benefits Requested: New York State	
MRT Benefit	\$ 3,231,250
Sales Tax Exemption	3,757,431
Total Cost to NYS	\$ 6,988,681
Overall Total Cost to NYC and NYS	\$ 14,469,089

¹ The following is based on the net impact of the Project as determined by the Return to the City analysis.

LIC Site B-1 Owner, LLC

Costs of Benefits Per Job ²	
Estimated Total Cost of Benefits per Job	\$ 4,281
Estimated City Tax Revenue per Job	\$ 75,303
Comparison of Agency and As-of-Right Benefits	
Available As-of-Right Benefits (ICAP) (NPV 30 years at 6.25%) ³	\$ 56,623,485
Agency Benefits In Excess of As-of-Right Benefits	N/A

Sources and Uses

Sources	Total Amount	Percent of Total Financing
Commercial Loans	\$ 208,371,998	29.5%
Partner/Affiliate Equity	353,371,998	50.0%
EB-5 Financing	145,000,000	20.5%
Total	\$ 706,743,996	100.0%

Uses	Total Amount	Percent of Total Costs
Land Total	\$ 10,793,975	1.5%
Hard Costs (Excluding Demolition)	388,380,425	55.0%
Soft Costs	72,652,024	10.3%
Fixed Tenant Improvements	89,842,507	12.7%
Furnishing and Equipment	2,000,000	0.3%
Capitalized Interest	32,566,886	4.6%
Costs of Issuance	11,595,541	1.6%
Development Fees	23,899,555	3.4%
Other ⁴	75,013,082	10.6%
Total	\$ 706,743,996	100.0%

Fees

	Paid At Closing	On-Going Fees (NPV, 25 Years)
Agency Fee	\$ 853,130	
Project Counsel	Hourly	
Annual Agency Fee	30,000	\$ 374,557
Total	854,380	374,557
Total Fees	\$ 1,228,937	

² The number of jobs to be created at year three was used in the following calculations.

³ An estimated value of the as-of-right property tax abatements to be granted by the City's Department of Finance ("DOF"). The Company will directly apply to DOF. The Agency has no authority in granting ICAP.

⁴ Includes Agency fees, costs of carry, marketing, leasing legal, leasing commissions, landlord work, G&A, contingency

LIC Site B-1 Owner, LLC

Financing and Benefits Summary

The total project costs will be approximately \$707 million. The Company expects to use a combination of commercial financing, EB-5 program financing, and Company and affiliate equity to finance the Project. It is expected that the Project will be financed with an approximately \$208 million senior secured construction loan. In addition, Federal Immigrant Investor Program (EB-5) financing in the amount of approximately \$145 million will be raised through CanAm Enterprises, LLC regional center. The Company and its affiliates will provide equity for the remainder of project costs, or approximately \$353 million. Holiday Fenoglio Fowler, L.P. is acting as the financing broker on behalf of Tishman Speyer for the Project. The financial assistance proposed to be conferred by the Agency will consist of an exemption from City and State sales and use taxes and exemption from the mortgage recording tax, pursuant to the 2008 Queens Plaza Development Agreement entered into by and among The City of New York, New York City Economic Development Corporation and Tishman Speyer. The Company is also seeking benefits through the Industrial and Commercial Abatement Program ("ICAP") provided by the City's Department of Finance.

Company Performance and Projections

The Gotham Center project is a catalytic commercial development in Long Island City, Queens. New York City is committed to support major commercial development in the area in order to bolster the ongoing transformation of Long Island City into a viable mixed-use district. The Company is developing two towers, which combined will add approximately 1 million gross square feet of Class A office space to the market. The towers will be approximately 29 stories and include approximately 40,000 gross square feet of retail space at their base as well as an approximately 388 space parking garage. The development will be ground-up construction on what is currently a vacant site. In 2011, Tishman Speyer developed a 22-story office building adjacent to the Project location, known as Two Gotham Center. The Project, with its two towers, will be known as One Gotham Center and Three Gotham Center.

Inducement

- I. The Project is in an emerging commercial district that the City of New York recognizes is vital to its future.
- II. The Company has stated that the assistance provided by the Agency will be a significant factor in determining the realization of the Project.

UTEP Considerations

The Agency finds that the Project meets one or more considerations from Section I-B of the Agency's Uniform Tax Exemption Policy ("UTEP"), including the following:

- I. The Project will create or retain a significant number of permanent private-sector jobs.
- II. Financial assistance is required to induce the Project.
- III. Value of Financial Assistance is reasonable relative to the level of private investment to be generated by the Project.
- IV. The Project will create additional sources of revenue for the City.

Deviation from Uniform Tax Exemption Policy ("UTEP")

It is proposed that the Agency approve a deviation from its UTEP for the Project. A deviation is necessary because the Company is seeking financial assistance for a commercial project of a type which is not currently provided for in the Agency's UTEP. In addition, the financial assistance, as proposed, includes an exemption (rather than a deferral) of mortgage recording taxes for mortgages securing financing in connection with the Project. A deviation from UTEP is justified based on the considerations outlined below. In addition, it is proposed that the Agency approve the recapture requirements described below in connection with the Project.

LIC Site B-1 Owner, LLC

Recapture

It is proposed that the Agency reserve the right to recapture Agency financial assistance provided to the Company for the Project, substantially as described herein, under each of the following circumstances: if (i) the construction of the Project has not commenced by January 31, 2017, (ii) the construction of the Project is not completed by January 31, 2020, (iii) the Project is not used as a commercial office building with retail and parking facilities for a period of at least 15 years from the date of the deed conveyance of the Project site to the Company, or (iv) if the Company or its affiliates sell a controlling interest in the Project prior to the substantial completion of the construction or the date at which 80% of the rentable square footage of the Project office space has been leased to tenants, except as otherwise permitted by the Agency.

Applicant Summary

Tishman Speyer is a private real estate firm with roots in a family business started in 1898. Established in its current form in 1978, Tishman Speyer is a leading owner, operator, developer and fund manager. Tishman Speyer and its affiliates have acquired, repositioned, developed and/or operated \$6.0 billion of real estate since 1978, including approximately 140 million square feet of office, retail and residential space. Tishman Speyer focuses on prime assets located in central business districts of key metropolitan areas across the United States, Europe, Brazil, China and India.

Jerry Speyer, Chairman

Jerry Speyer is one of the two founding partners of Tishman Speyer, formed in 1978. He remains involved in the Tishman Speyer's enterprise as well as actively involved in a number of philanthropic efforts. He is the chairman of the Museum of Modern Art and vice chair of New York-Presbyterian Hospital. He is the former chairman of the Board of Directors of the Federal Reserve Bank of New York, chairman emeritus of Columbia University, past president of the Board of Trustees of the Dalton School, as well as other board affiliations. He holds a B.A. from Columbia College and an MBA from Columbia University Graduate School of Business.

Rob Speyer, President and CEO

Rob Speyer joined Tishman Speyer in 1998 and has held leadership roles in each of the firm's major departments, including acquisitions, development, capital markets and leasing. He guided Tishman Speyer's transformation as it has grown, both in the United States and internationally, from its origins in development to its current position as a leading global real estate investment management firm. He is in his second term as Chairman of the Real Estate Board of New York and Chairman of the Advisory Board of the Mayor's Fund to Advance New York. He is also a Board member of EXOR, a leading European investment firm whose global interests include significant shareholdings in Fiat Chrysler Automobiles, CNH Industrial, PartnerRe, The Economist and Ferrari. He serves on the Board of Trustees of New York-Presbyterian Hospital and St. Patrick's Cathedral in New York, where he was Co-Chairman of the Construction Committee overseeing its renovation. He is also a member of the International Advisory Boards for Peking University in Beijing and Fudan University School of Management in Shanghai, as well as a member of the Shanghai Mayor's International Business Leaders Advisory Council. He holds a B.A. from Columbia College.

Dan Doty, Managing Director, Development

Dan Doty joined Tishman Speyer in 2015 and currently oversees commercial development and redevelopment projects in the New York area. He provides oversight for new developments in Manhattan, Long Island City and Brooklyn, as well as various redevelopment projects in the region. Most recently prior to joining Tishman Speyer, he was a managing director at Hines Interests LP, responsible for the office development of 7 Bryant Park. Other responsibilities included acquisitions, dispositions, leasing and sourcing new business opportunities across product types. Mr. Doty has over 10 years of experience as a real estate professional, working with various product types along the risk spectrum, managing projects from inception to completion. He holds a B.A. from Duke University.

LIC Site B-1 Owner, LLC

Employee Benefits

Because this Project is commercial construction for lease to third-party entities, and the majority of tenants have not yet been identified, the benefits that employees at the Project location will receive upon completion of the Project are not known at this time.

SEQRA Determination

Agency staff has reviewed the environmental impacts of the proposed actions and recommend that the Agency adopt a SEQRA determination that such actions will not generate any additional significant adverse environmental impacts beyond those identified and analyzed in: a) the Long Island City Rezoning Environmental Impact Statement (EIS), completed by the New York City Department of City Planning on May 11, 2001 (00DCP055Q); b) the 2002 Technical Memorandum for Queens Plaza Municipal Garage Development; and c) the Gotham Center Environmental Assessment, completed on December 17, 2010 (10DME003Q), all of which are on file with the Agency. Accordingly, Staff recommends that the Agency adopt the Agency Findings Statement attached as Exhibit A to the attached Resolution, which includes the finding that the proposed Agency actions in connection with the Project will not generate any additional significant adverse environmental impacts beyond those identified and analyzed in the EIS and therefore a supplemental EIS need not be prepared for such actions.

Due Diligence

The Agency conducted a background investigation of the Company and its principals and found no derogatory information.

Compliance Check:	Not applicable
Living Wage:	Compliant
Paid Sick Leave:	Not applicable
Affordable Care Act:	Not applicable
Bank Account:	JPMorgan Chase
Bank Check:	Relationships are reported to be satisfactory.
Supplier Checks:	Relationships are reported to be satisfactory.
Unions:	No derogatory information was found.
Vendex Check:	No derogatory information was found.
Attorney:	Tal Golomb, Esq. Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, New York 10004
Accountant:	Zachary Beim Ernst & Young LLP 5 Times Square New York, NY 10036

LIC Site B-1 Owner, LLC

Consultant/Advisor: Michael Gigliotti
Holiday Fenoglio Fowler, L.P.
50 Rockefeller Plaza, 15th Floor
New York, New York 10020

Community Board: Queens, CB 2

LIC Site B-1 Owner, LLC

Operating Cash Flow:

	1/1/2020 12/31/2020	1/1/2021 12/31/2021	1/1/2022 12/31/2022	1/1/2023 12/31/2023	1/1/2024 12/31/2024	1/1/2025 12/31/2025	1/1/2026 12/31/2026	1/1/2027 12/31/2027	1/1/2028 12/31/2028	1/1/2029 12/31/2029
Office										
Total Office Rent	\$55,167,747	\$61,216,956	\$61,513,947	\$61,725,948	\$64,337,975	\$66,995,950	\$67,510,704	\$67,638,890	\$67,878,842	\$70,618,465
Total Office Free Rent	(\$27,156,844)	(\$4,683,608)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total Expense Reimbursement	\$2,035,972	\$2,256,468	\$2,595,553	\$2,945,259	\$3,305,928	\$3,677,910	\$4,061,572	\$4,457,289	\$4,865,449	\$5,286,456
Total Office Revenue	\$30,046,875	\$58,789,816	\$64,109,500	\$64,671,207	\$67,643,903	\$70,673,861	\$71,572,276	\$72,096,179	\$72,744,292	\$75,904,921
Total Expenses	(\$13,111,812)	(\$14,579,036)	(\$15,132,058)	(\$15,554,591)	(\$16,062,096)	(\$16,584,363)	(\$17,056,144)	(\$17,530,580)	(\$18,023,076)	(\$18,605,741)
Office NOI	\$16,935,063	\$44,210,780	\$48,977,442	\$49,116,616	\$51,581,806	\$54,089,497	\$54,516,131	\$54,565,599	\$54,721,215	\$57,299,180
Total Capital Expenditures	(\$37,615,708)	(\$8,554,823)	(\$346,249)	(\$356,637)	(\$367,336)	(\$378,356)	(\$389,707)	(\$401,398)	(\$413,440)	(\$425,843)
Office Net CF Before Debt Service	(\$20,680,645)	\$35,655,957	\$48,631,193	\$48,759,979	\$51,214,470	\$53,711,141	\$54,126,425	\$54,164,201	\$54,307,776	\$56,873,337
Retail										
Total Retail Rent	\$1,198,067	\$1,199,570	\$1,233,715	\$1,291,910	\$1,293,551	\$1,331,100	\$1,395,103	\$1,396,897	\$1,438,188	\$1,736,791
Total Retail Free Rent	(\$443,347)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$282,750)
Total Expense Reimbursement	\$0	\$799	\$1,520	\$2,277	\$3,072	\$3,907	\$4,784	\$5,704	\$6,670	\$5,899
Total Retail Revenue	\$754,720	\$1,200,369	\$1,235,235	\$1,294,187	\$1,296,624	\$1,335,007	\$1,399,886	\$1,402,600	\$1,444,858	\$1,459,939
Total Expenses	(\$36,264)	(\$50,433)	(\$52,200)	(\$54,726)	(\$55,594)	(\$57,580)	(\$60,403)	(\$61,405)	(\$63,639)	(\$65,106)
Retail NOI	\$718,456	\$1,149,936	\$1,183,035	\$1,239,461	\$1,241,030	\$1,277,427	\$1,339,483	\$1,341,196	\$1,381,219	\$1,394,833
Total Capital Expenditures	(\$4,218,712)	(\$12,840)	(\$13,225)	(\$13,622)	(\$14,030)	(\$14,451)	(\$14,885)	(\$15,331)	(\$15,791)	(\$2,061,195)
Retail Net CF Before Debt Service	(\$3,500,257)	\$1,137,096	\$1,169,810	\$1,225,839	\$1,226,999	\$1,262,976	\$1,324,598	\$1,325,864	\$1,365,428	(\$666,362)
Cash Flow (Combined)										
Combined Net CF Before Debt Service	(\$24,180,901)	\$36,793,053	\$49,801,003	\$49,985,819	\$52,441,470	\$54,974,117	\$55,451,023	\$55,490,065	\$55,673,203	\$56,206,976
Projected Debt Service	(\$16,008,147)	(\$22,902,582)	(\$24,182,159)	(\$24,182,159)	(\$24,248,411)	(\$24,182,159)	(\$30,157,226)	(\$34,548,171)	(\$34,548,171)	(\$34,548,171)
Net Cash Flow After Debt Service	(\$40,189,048)	\$13,890,470	\$25,618,845	\$25,803,660	\$28,193,059	\$30,791,958	\$25,293,797	\$20,941,894	\$21,125,033	\$21,658,805

LIC Site B-1 Owner, L.L.C.

c/o Tishman Speyer
45 Rockefeller Plaza
New York, New York 10111

March 29, 2016

New York City Industrial Development Agency
c/o Mr. William Stein
Senior Project Manager, Strategic Investments Group
New York City Economic Development Corporation
110 William Street, 5th Floor
New York, NY 10038

Re: LIC Site B-1 Owner, L.L.C. – IDA Benefits for LIC Site B Commercial Construction Project

Dear Mr. Stein:

This letter is being delivered by LIC Site B-1 Owner, L.L.C. (the “Applicant”), a joint venture among multiple affiliates of Tishman Speyer Properties, L.P. (“Tishman Speyer”), in connection with the Applicant’s application to the New York City Industrial Development Agency (the “NYCIDA”) for financial assistance pursuant to the NYCIDA tax incentive programs. The Applicant is seeking tax incentive benefits for the building to be developed by the Applicant on a parcel of land that will include all or a portion of Block 420, Lot 1 on the current Tax Map for the Borough of Queens, located at 28-10 Queens Plaza South, Long Island City, New York 11101 (the “Project”).

The Project is anticipated to be a 1.1 million gross square foot, Class A development to be built along the intersection of Jackson Avenue and Queens Boulevard in the heart of Queens Plaza. The Project’s location at the intersection of a number of subway lines and its mix of offices and street-level retail will make an immediate contribution to the establishment of Long Island City as a viable alternative to Manhattan for Class A office and retail.

The tax incentive benefits for which the Applicant has applied to the NYCIDA are vital to the economic feasibility of the Project. Without this financial assistance the Applicant could not proceed with the Project, as the required gross rental rates for a newly constructed building would be in excess of market rents, a considerable impediment to attracting prospective tenants weighing numerous options both within and outside of New York City. The benefits afforded to the Project by the IDA will also help to ensure the creation of new construction jobs and tax revenues for the City.

The Applicant looks forward to working closely with the NYCIDA and other City agencies in developing the Project.

Very truly yours,

LIC Site B-1 Owner, L.L.C.

By: Michael B. Benner
Michael B. Benner,
Vice President and Secretary

Resolution inducing the financing of a commercial facility for LIC Site B-1 Owner, LLC, an affiliate of Tishman Speyer Properties, L.P., as a Straight-Lease Transaction and authorizing and approving the execution and delivery of agreements in connection therewith

WHEREAS, New York City Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 1082 of the 1974 Laws of New York, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, LIC Site B-1 Owner, LLC, a Delaware limited liability company (the “Applicant”) and an affiliate of Tishman Speyer Properties, L.P., has entered into negotiations with officials of the Agency for the acquisition, construction, furnishing and equipping a commercial facility in Long Island City, New York (the “Facility”), consisting of the acquisition, construction, renovation, furnishing and equipping of two twenty-nine story towers comprising approximately 1.1 million square feet located on an approximately 71,692 square foot parcel of land located at 28-10 Queens Plaza South, Queens, New York 11101, all for a development to consist of approximately 1.1 million gross square feet of Class A office space, approximately 40,000 gross square feet of retail space and a 388 space parking garage, for lease to the Agency by the Applicant and sublease by the Applicant to various office, retail and other commercial tenants, and having a project cost of approximately \$707,000,000 (the “Project”); and

WHEREAS, the Applicant has submitted a Project Application (the “Application”) to the Agency to initiate the accomplishment of the above; and

WHEREAS, the Application sets forth certain information with respect to the Applicant and the Project, including the following: that the Project’s location at the intersection of a number of subway lines and its mix of offices and street level retail will make an immediate contribution to the establishment of Long Island City as a viable alternative to Manhattan for Class A office and retail space and parking; that the Project will complete the City’s vision for the transformation of the Queens Plaza sub-market by converting an under-utilized public parking garage and turning it into a center for office, retail, and parking and thereby attracting tenants from across the City; that the Project will deliver class A office space with a dynamic design and flexible floorplates to meet the need of many different tenants; that the financial assistance provided by the Agency will help to ensure the creation of new construction jobs and tax revenues for The City of New York (the “City”) with a projected 3,380 full-time equivalent jobs created by the third year following completion of the Project; that without such financial assistance from the Agency, the Project would not be feasible nor financeable, and the Applicant could not proceed with the Project, as the required gross rental rates for a newly constructed building would be in excess of market rents, thereby resulting in a considerable impediment to

attracting prospective tenants weighing numerous options both within and outside of the City; that the financial assistance to be provided by the Agency is vital to the economic feasibility of the Project; that the Applicant must obtain Agency financial assistance in the form of a straight-lease transaction to enable the Applicant to proceed with the Project and that, based upon the financial assistance provided through the Agency, the Applicant desires to proceed with the Project; and

WHEREAS, based upon the Application, the Agency hereby determines that Agency financial assistance and related benefits in the form of a straight-lease transaction between the Agency and the Applicant are necessary to induce the Applicant to proceed with the Project; and

WHEREAS, in order to finance a portion of the costs of the Project, the Applicant intends to enter into a loan agreement with one or more other banks or financial institutions acceptable to the Applicant and the Agency, and as set forth in a certificate of determination of an Agency officer (collectively, the “Lender”), pursuant to which the Lender will lend approximately \$275,000,000 to the Applicant, and the Agency and the Applicant will grant one or more mortgage(s) and assignments of leases and rents on the Facility to the Lender (collectively, the “Lender Mortgage”), with the remaining costs of the Project to be financed with funds in the approximate amount of \$145,000,000 derived from the federal Immigrant Investor Program (EB-5) and the balance with equity; and

WHEREAS, for purposes of refinancing from time to time the indebtedness secured by the Lender Mortgage (the “Original Mortgage Indebtedness”) (whether such refinancing is in an amount equal to or greater than the outstanding principal balance of the Original Mortgage Indebtedness), the Applicant may from time to time desire to enter into new mortgage arrangements, including but not limited to consolidation with mortgages granted subsequent to the Lender Mortgage; and therefore the Applicant may request the Agency to enter into the mortgage instruments required for such new mortgage arrangements (collectively, the “Refinancing Mortgages”); and

WHEREAS, in order to provide financial assistance to the Applicant for the Project, the Agency intends to grant the Applicant financial assistance through a straight-lease transaction in the form of mortgage recording tax exemptions and sales and use tax exemptions, all pursuant to the Act;

NOW, THEREFORE, NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:

Section 1. The Agency hereby determines that the Project and the provision by the Agency of financial assistance to the Applicant pursuant to the Act in the form of a straight-lease transaction will promote and is authorized by and will be in furtherance of the policy of the State of New York as set forth in the Act and hereby authorizes the Applicant to proceed with the Project. The Agency further determines:

(a) that the Project shall not result in the removal of any facility or plant of the Applicant or any other occupant or user of the Project from outside of the City (but within the State of New York) to within the City or in the abandonment of one or more facilities or plants of the Applicant or any other occupant or user of the Project located within the State of New York (but outside of the City);

(b) that no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant or for the purpose of advertising or promotional materials which depict elected or appointed government officials in either print or electronic media, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State of New York; and

(c) that not more than one-third of the total Project cost is in respect of facilities or property primarily used in making retail sales of goods or services to customers who personally visit such facilities within the meaning of Section 862 of the New York General Municipal Law.

Section 2. To accomplish the purposes of the Act and to provide financial assistance to the Applicant for the Project, a straight-lease transaction is hereby authorized subject to the provisions of this Resolution.

Section 3. The Agency hereby authorizes the Applicant to proceed with the Project on behalf of the Agency as set forth in this Resolution; provided, however, that it is acknowledged and agreed by the Applicant that (i) leasehold title to or other interest of the Agency in the Facility shall be in the Agency for purposes of granting financial assistance, and (ii) the Applicant is hereby constituted the agent for the Agency solely for the purpose of effecting the Project, and neither the Agency nor any of its members, directors, officers, employees, agents or servants, shall have any personal liability for any such action taken by the Applicant for such purpose.

Section 4. The execution and delivery of a Company Lease Agreement from the Applicant leasing the Facility to the Agency, an Agency Lease Agreement from the Agency subleasing the Facility to the Applicant (the "Lease Agreement"), the Lender Mortgage and the Refinancing Mortgages, a Sales Tax Agent Authorization Letter from the Agency to the Applicant, and such subordination agreements and subordination, recognition, non-disturbance and/or attornment agreements as are necessary or proper to carry out the intent of this Resolution, and the acceptance of a Guaranty Agreement from the Applicant and any other such entity related to the Applicant as determined by certificate of determination of an Agency officer, in favor of the Agency (the "Guaranty Agreement") (each document referenced in this Section 4 being, collectively, the "Agency Documents"), each being substantively the same as approved by the Agency for prior transactions, are hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director, General Counsel and Vice President for Legal Affairs of the Agency are each hereby authorized to execute, acknowledge and deliver each such

Agency Document. The execution and delivery of each such agreement by one of said officers shall be conclusive evidence of due authorization and approval.

Section 5. The officers of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to take whatever steps may be necessary to cooperate with the Applicant to assist in the Project.

Section 6. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and contained in the Agency 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 and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Resolution or the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, director, officer, agent or employee of the Agency in his or her individual capacity and neither the members nor the directors of the Agency nor any officer executing any Agency Document shall be liable personally for any amounts payable thereunder or arising from claims thereon or be subject to any personal liability or accountability by reason of the execution and delivery or acceptance thereof.

Section 7. The officers of the Agency are hereby designated the authorized representatives of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution. The Agency recognizes that due to the unusual complexities of the transaction it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Executive Director, Deputy Executive Director, General Counsel or Vice President for Legal Affairs to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by a certificate of determination of an Agency officer.

Section 8. Any expenses incurred by the Agency with respect to the Project (including the expenses, fees and costs of the Agency's legal counsel) shall be paid by the Applicant. By acceptance hereof, the Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, officers, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses

or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project and the financing thereof.

Section 9. This Resolution is subject to approval based on an investigative report with respect to the Applicant and Tishman Speyer Properties, L.P. The provisions of this Resolution shall continue to be effective for one year from the date hereof, whereupon the Agency may, at its option, terminate the effectiveness of this Resolution (except with respect to the matters contained in Section 8 hereof).

Section 10. Pursuant to the State Environmental Quality Review Act, being Article 8 of the New York State Environmental Conservation Law and the implementing regulations, the Agency, as lead agency, hereby makes the findings set forth in Exhibit A hereto and incorporated by reference herein. This determination is based upon the Agency's review of information provided by the Applicant and such other information as the Agency has deemed necessary and appropriate to make this determination.

Section 11. In connection with the Project, the Applicant covenants and agrees to comply, and to cause each of its contractors, subcontractors, agents, persons or entities to comply, with the requirements of General Municipal Law Sections 875(1) and (3), as such provisions may be amended from time to time.

(1) The Applicant acknowledges and agrees that pursuant to General Municipal Law Section 875(3) the Agency shall have the right to recover, recapture, receive, or otherwise obtain from the Applicant New York State sales or use tax savings taken or purported to be taken by the Applicant, and any agent or any other person or entity acting on behalf of the Applicant, to which the Applicant is not entitled or which are in excess of the maximum sales or use tax exemption amount authorized in Section 12 of this Resolution or which are for property or services not authorized or taken in cases where the Applicant, or any agent or any other person or entity acting on behalf of the Applicant, failed to comply with a material term or condition to use property or services in the manner required by this Resolution or any agreements entered into among the Agency, the Applicant, and/or any agent or any other person or entity acting on behalf of the Applicant. The Applicant shall, and shall require each agent and any other person or entity acting on behalf of the Applicant, to cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such New York State sales or use tax savings and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the Commissioner of the New York State Department of Taxation and Finance (the "Commissioner") to assess and determine New York State sales or use taxes due from the Applicant under Article Twenty-Eight of the New York State Tax Law, together with any relevant penalties and interest due on such amounts.

(2) The Applicant is hereby notified (provided that such notification is not a covenant or obligation and does not create a duty on the part of the Agency to the Applicant or any other party) that the Agency is subject to certain requirements under the General Municipal Law, including the following:

(i) In accordance with General Municipal Law Section 875(3)(c), if the Agency recovers, recaptures, receives, or otherwise obtains, any amount of New York State sales or use tax savings from the Applicant, any agent or other person or entity, the Agency shall, within thirty days of coming into possession of such amount, remit it to the Commissioner, together with such information and report that the Commissioner deems necessary to administer payment over of such amount. The Agency shall join the Commissioner as a party in any action or proceeding that the Agency commences to recover, recapture, obtain, or otherwise seek the return of, New York State sales or use tax savings from Applicant or any other agent, person or entity.

(ii) In accordance with General Municipal Law Section 875(3)(d), the Agency shall prepare an annual compliance report detailing its terms and conditions described in General Municipal Law Section 875(3)(a) and its activities and efforts to recover, recapture, receive, or otherwise obtain State sales or user tax savings described in General Municipal Law Section 875(3)(b), together with such other information as the Commissioner and the New York State Commissioner of Economic Development may require. Such report shall be filed with the Commissioner, the Director of the Division of the Budget of The State of New York, the New York State Commissioner of Economic Development, the New York State Comptroller, the Council of the City of New York, and may be included with the annual financial statement required by General Municipal Law Section 859(1)(b). Such report shall be filed regardless of whether the Agency is required to file such financial statement described by General Municipal Law Section 859(1)(b). The failure to file or substantially complete such report shall be deemed to be the failure to file or substantially complete the statement required by such General Municipal Law Section 859(1)(b), and the consequences shall be the same as provided in General Municipal Law Section 859(1)(e).

(3) The foregoing requirements of this Section 11 shall apply to any amounts of New York State sales or use tax savings that the Agency recovers, recaptures, receives, or otherwise obtains, regardless of whether the Agency, the Applicant, or any agent or other person or entity acting on behalf of the Applicant characterizes such benefits recovered, recaptured, received, or otherwise obtained, as a penalty or liquidated or contract damages or otherwise. The foregoing requirements shall also apply to any interest or penalty that the Agency imposes on any such amounts or that are imposed on such amounts by operation of law or by judicial order or otherwise. Any such amounts or payments that the Agency recovers, recaptures, receives, or otherwise obtains, together with any interest or penalties thereon, shall be deemed to be New York State sales or use taxes and the Agency shall receive any such amounts or payments, whether as a result of court action or otherwise, as trustee for and on account of New York State.

Section 12. In connection with the Project, the Agency intends to grant the Applicant, sales and use tax exemptions in an amount not to exceed \$7,622,219, and mortgage recording tax exemptions.

Section 13. This Resolution shall take effect immediately

ADOPTED: May 10, 2016

Accepted: _____, 2016

LIC SITE B-1 OWNER, LLC

By: _____

Name:

Title:

EXHIBIT A

**NYCIDA FINDINGS STATEMENT
PURSUANT TO THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT**

1. INTRODUCTION AND DESCRIPTION OF THE PROPOSED ACTION

This Findings Statement has been prepared in accordance with Article 8 of the Environmental Conservation Law, the State Environmental Quality Review Act (SEQRA), and its implementing regulations promulgated at 6 NYCRR Part 617.

This Findings Statement sets forth the findings of the New York City Industrial Development Agency (the "Agency") with respect to potential environmental impacts related to a proposed action, comprising financial assistance to LIC Site B-1 Owner, an affiliate of Tishman Speyer Properties, a real estate company. The company seeks financial assistance in connection with the acquisition of an approximately 71,692 square foot parcel of land at 28-10 Queens Plaza South in Queens (Block 420 Lot 1). The company proposed to construct a 29-story two-tower commercial building which will contain up to 1.1 million gross square feet of Class A office space, up to 40,000 gross square feet of retail space, and an approximately 388 space parking garage.

The financial assistance proposed to be conferred by the New York City Industrial Development Agency would be deferral of City and State mortgage recording taxes, and exemption from City and State sales and use taxes.

2. RELEVANT DOCUMENTS

This Findings Statement is based on: a) the Long Island City Rezoning Environmental Impact Statement (EIS), completed by the New York City Department of City Planning on May 11, 2001 (OODCP055Q); b) the 2002 Technical Memorandum for Queens Plaza Municipal Garage Development; and c) the Gotham Center Environmental Assessment, completed on December 17, 2010 (10DME003Q), all of which are on file with the Agency.

a) 2001 Long Island City Rezoning EIS

The 2001 Long Island City Rezoning EIS analyzed several zoning and map amendments in Long Island City, intended to promote the City's plan to create a central business district in Long Island City and strengthen the mixed-use character of the area by stimulating new commercial and residential development. The rezoning proposal included several zoning text amendments (including the creation of the Special LIC District); several zoning map amendments (including mapping the Special LIC district, and upzoning manufacturing and residential districts in the area); and establishment of E-designations. The rezoning action also incorporated related actions by private developers.

The 2001 EIS identified the following:

- An unmitigable Open Space impact from the addition of workers in the rezoning area (not just from the proposed project site).
- Potential for hazardous materials impacts. The EIS also discussed the placement of e-designations on certain sites within the rezoning area, which would ensure that sites are tested and remediated during development. An e-designation for potential soil and groundwater contamination was placed on Block 420, Lot 1.
- Potential for noise impacts, requiring the implementation of attenuation. The requirement for attenuation would be achieved with an E-designation; one was placed on Block 420, Lot 1.
- A number of pedestrian, public transit, and traffic impacts, including in the vicinity of the proposed project site. The 2001 EIS suggested various measures to mitigate these impacts.

i. Analysis Framework for the Site of the Proposed NYCIDA Action

The site of the proposed action (Block 420, Lot 1) was analyzed as a potential 2010 development site in the 2001 EIS. The EIS contemplated 1,488,000 square feet of office space, 25,000 of retail space, and a maximum of 200 on-site parking spaces (to augment the 1,150 parking spaces that would be replaced on the site after the demolition of a municipal parking garage that existed on the site at the time).

b) Technical Memorandum for Queens Plaza Municipal Garage Development

One of the alternatives analyzed in the 2001 EIS was a Queens Plaza Subdistrict Zoning Alternative, which was ultimately adopted in the rezoning action. The 2002 Technical Memorandum analyzed the developer's request to allow ground floor parking (which would modify the building envelope) and to make minor alterations to the plans for the parking garage.

c) 2010 Gotham Center Environmental Assessment

The 2001 EIS assumed that all of the approved 1,150 public parking spaces from the then-extant municipal parking garage would be replaced on site, either underground or on the lower floors, and accessory parking spaces. Since then land use and traffic conditions in the project area have changed significantly. The municipal parking garage has not been in operation for over two years; it was closed on February 14, 2008 and subsequently demolished. The traffic circulation network on Jackson Avenue and Queens Plaza, bordering the site on the east and north, is considerably different due to two City-sponsored streetscape projects. Additionally, substantially more residential than commercial development has occurred than what was projected in the 2001 FEIS. Therefore, the 2010 EAS analyzed the reduction of the 1,150 space requirement to 550; 162 spaces would be provided in the Phase I development (already constructed), and the remaining 388 spaces would be provided in Phase II.

AGENCY FINDINGS

The financial assistance proposed to be conferred by the Agency comprises exemption from

City and State sales and use taxes and a waiver of the Mortgage Recording Tax. The proposed financial assistance would be granted to LIC Site B-1 Owner, an affiliate of Tishman Speyer Properties, proposing to develop up to 1.1 million gross square feet of office space, up to 40,000 gross square feet of retail space, and an approximate 388 space parking garage.

Upon reviewing the previously completed environmental review, and the material provided to the Agency by the Company in support of the proposed action, the Agency has determined that the proposed project is comparable to the analysis framework presented and analyzed in the previously completed environmental review. The proposed program is comparable to what was assumed for Phase II development in the 2001 EIS and subsequent actions.

The Agency finds that the previously completed environmental review had made a thorough and comprehensive analysis of the relevant areas of concern under SEQRA and its implementing regulations, considered a reasonable range of alternatives, appropriately assessed the potential environmental and land use impacts of the proposed project, identified measures to avoid or mitigate adverse impacts to the extent practicable, and set forth appropriate conditions to be imposed as conditions of approval. The Board of Directors of the Agency hereby adopts the Notice of Completion.

Having considered the previously completed environmental review, the Agency certifies that:

- the requirements of SEQRA, including 6 NYCRR §617.9, have been met and fully satisfied;
- the Agency has considered the relevant environmental impacts, facts and conclusions disclosed in the previously completed environmental review and weighed and balanced relevant environmental impacts with social, economic and other considerations;
- the proposed project is expected to achieve project goals and objectives while minimizing the potential for significant adverse environmental impacts; and that
- consistent with social, economic and other essential considerations, the proposed project would avoid or minimize adverse environmental impacts to the maximum extent practicable by incorporating as conditions to the decision those avoidance/minimization/mitigation measures discussed above, identified as practicable in the previously completed environmental review and enforceable by aforementioned responsible City agencies.

Based on the foregoing, the Agency finds that the proposed project will not generate any additional significant adverse environmental impacts beyond those identified and analyzed in the previously completed environmental review and therefore concludes that the preparation of an EIS is not required.