

AUTHORIZING RESOLUTION

Regarding the Authorization of the
County of Rockland Industrial Development Agency
With
2021 Raymour & Flanigan Project

WHEREAS, the County of Rockland Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the "Act"), to assist in providing civic facilities for the use or benefit of the general public; and

WHEREAS, the Agency proposes to assist Raymour Furniture Company, Inc. ("Raymour") and its affiliated entity Suffern Dunnigan Drive, LLC ("Suffern Dunnigan" or "Lessee") (collectively the "Company") in financing a project consisting of the refinance of the Company's existing mortgage so as to allow the Company to obtain additional working capital so it can remain competitive, maintain employment and continue to operate its existing warehouse and office facility located at 30 Dunnigan Drive, Suffern, New York (the "Premises") in the Village of Montebello, the Town of Ramapo, Rockland County, New York (collectively with the Premises, the "Project") by entering into a Straight Lease transaction; and

WHEREAS, Raymour has caused to be formed an affiliate entity known as Suffern Dunnigan Drive, LLC for the purposes of acting, among other things, as a real estate holding entity by which Suffern Dunnigan will acquire the Premises to be used by Raymour as a warehouse, distribution facility and administrative offices; and

WHEREAS, in connection with the Straight Lease transaction, the Company, as lessor, proposes to lease to the Agency, as lessee, pursuant to a head lease agreement (the "Head Lease"), the Premises and any renovations and improvements to be constructed thereon and fixtures, furnishings and equipment to be located therein; and

WHEREAS, the Agency, as lessor, proposes to lease back to the Company, as lessee, pursuant to a lease agreement (the "Lease Agreement"), the Premises described in the Head Lease, and any renovations and improvements to be constructed thereon and fixtures, furnishings and equipment to be located therein; and

WHEREAS, Suffern Dunnigan will then concurrently enter into a sublease agreement (the "Sublease Agreement") by which Suffern Dunnigan will sublease the Premises to Raymour ("Sublessee"); and

WHEREAS, the Company has requested financial assistance from the Agency in the refinancing of its existing mortgage secured by the Premises which will be due in three (3) years and concurrently therewith increase the existing mortgage by entering into an additional mortgage in the amount of up to \$55,837,991.00 with a commercial lender (the "Mortgage"),

which will be consolidated with the existing mortgage so as to constitute a single joint consolidated first mortgage secured by the Premises in the principal amount of up to \$110,000,000.00 (the "Mortgage") and pursuant to the terms of the Mortgage, the Agency and the Company will mortgage the Premises to the Mortgagee; and

WHEREAS, the Agency will provide financial assistance to the Company in the form of an exemption from mortgage recording taxes in the amount of up to \$586,000.00 as it relates to the Mortgage on the Premises; and

WHEREAS, in order to provide financial assistance to the Company for the Project, the Agency intends to enter into the Head Lease, the Lease Agreement, an amendment to the existing PILOT Agreement and other related documents with the Agency (collectively the "Project Documents"); and

WHEREAS, based on the application to the Agency for financial assistance (the "Application for Financial Assistance") the Company represented to the Agency that the Project will allow it to continue its operations at the Premises and the Company has agreed to maintain 375 full time employees at the Premises in the Town of Ramapo, County of Rockland and State of New York over the next five years and has made additional factual representations concerning themselves and the Project which the Agency is relying upon in adopting this resolution; and

WHEREAS, the Agency has made certain findings and determinations in its inducement resolution regarding the Project adopted on May 20, 2021, which by this reference are adopted and confirmed as though made on the date hereof.

NOW, THEREFORE, be it resolved by the County of Rockland Industrial Development Agency as follows:

Section 1. To accomplish the purposes of the Act, the Agency determined that the Project will be located in the Town of Ramapo, New York and will consist of the refinancing of the Company's mortgage secured by the Premises, located at 30 Dunnigan Drive, Suffern, New York, to be leased and used by Sublessee as a warehouse, distribution facility and administrative offices. Based upon the representations contained in the Application for Financial Assistance, the Project will maintain 375 full-time jobs at the Premises for the next five (5) years.

Section 2. To accomplish the purposes of the Act and to provide for refinancing the cost of the Project, the Agency is authorized to execute and deliver the Mortgage to the Mortgagee and provide an exemption from mortgage recording tax in an amount of up to \$586,000.00, provided said Mortgage shall specify that no actions will be taken against the Agency in the event of a default.

Section 3. Any Authorized Representative of the Agency is authorized to execute, acknowledge and deliver the Mortgage as may be approved by the Authorized Representative. The execution thereof by an Authorized Representative will be conclusive evidence of any approval required by this Section.

Section 4. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver the Head Lease, the Lease Agreement, Amended PILOT Agreement and other Project Documents, as may be approved by the executing party. The execution of any such agreement by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Authorized Representative of the Agency is hereby authorized to affix the seal of the Agency on any of the foregoing agreements and attest the same.

Section 5. Any Authorized Representative of the Agency is authorized to execute, acknowledge and deliver the Amended Payment In Lieu of Taxes Agreement (the "Amended PILOT Agreement"), if agreement is reached thereon, with such changes, insertions and omissions as may be approved by the Authorized Representative. The execution thereof by an Authorized Representative will be conclusive evidence of any approval by this Section.

Section 6. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for in connection with the execution of all Project Documents and to execute and deliver all such Project Documents, additional certificates, instruments and documents, 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 this resolution and to cause compliance by the Agency with the terms, covenants and provisions of the Head Lease, the Lease Agreement, or any other Project Documents.

Section 7. The Chairman, any member of the Board of Directors, and the Executive Director of the Agency (as used in this resolution, the "Authorized Representatives") are each hereby authorized and directed to execute and deliver all Project Documents with respect to the property comprising the Project in such form as deemed reasonable or necessary.

Section 8. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, the Head Lease, the Lease Agreement, or any other Project Document 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, the Head Lease, the Lease Agreement, or any other Project 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.

Section 9. No covenant, stipulation, obligation or agreement contained in this resolution, the Head Lease, the Lease Agreement, the Mortgage or any other Project Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the County of Rockland in their individual capacity and neither the members of the Agency nor any officer shall be subject to any personal liability or

accountability by reason of the execution thereof.

Section 10. The Agency further determines that it is not the lead agency with respect to the Project under the New York State Environmental Quality Review Act (“SEQRA”), and that any determination thereunder as to the necessity of preparing an environmental impact statement shall be made by such lead agency. The actions taken hereunder shall be subject in all respect to compliance with SEQRA prior to any final action being taken by the Agency.

Section 12. The law firm of Bleakley Platt & Schmidt LLP is hereby appointed counsel to the Agency for this Straight Lease transaction.

Section 13. The Chairman of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this resolution to the County Executive of the County of Rockland for review in accordance with the Act.

Section 14. This resolution shall take effect immediately upon approval by the County Executive of the County of Rockland as provided by the Act.

ADOPTED: June 17, 2021

VOTE: Aye 5 Nay 0

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Certified to be a true, correct and complete copy of the resolution adopted on June 17, 2021, by the Board of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL
DEVELOPMENT AGENCY

By: , Secretary

Approved: , 2021

COUNTY OF ROCKLAND

By: 
EDWIN J. DAY
County Executive of the
County of Rockland