

**RESOLUTION AUTHORIZING AND APPROVING THE
EXECUTION AND DELIVERY OF AGREEMENTS IN
CONNECTION WITH A HUDSON YARDS COMMERCIAL
CONSTRUCTION PROJECT (STRAIGHT-LEASE) TRANSACTION
FOR LEGACY YARDS LLC**

WHEREAS, the 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, ERY Tenant LLC, a real estate development company (the "Applicant"), has entered into negotiations with officials of the Agency in connection with the construction, furnishing and equipping, by the Applicant, of an approximately 1,840,000 gross square foot, class-A office building, which will include approximately 41,000 gross square feet of ground-level retail space, to be located on an approximately 122,500 square foot parcel of land located at the southeast corner of the Eastern Rail Yard bounded by 10th Avenue, 30th Street, 11th Avenue and the prolongation of the southerly line of 31st Street, in New York, New York (collectively, the "Facility"), all intended for use by commercial tenants (together with the Facility, the "Project"); and

WHEREAS, on July 24, 2012, the Agency adopted an inducement resolution approving the taking of preliminary action with respect to providing financial assistance in the form of a straight-lease transaction; and

WHEREAS, subsequent to the adoption of the inducement resolution, the Applicant advised the Agency that it has formed a new entity, Legacy Yards LLC, a Delaware limited liability company, which entity will develop the Project (the "Company"); and

WHEREAS, in order to finance a portion of the costs of the Project, a consortium of banks including Bank of America as administrative agent, Canadian Imperial Bank of Commerce, JP Morgan and Wells Fargo (such financial institutions, or any other financial institutions as may be approved by a certificate of determination of an Agency officer, collectively the "Lender") have agreed to enter into a loan arrangement with the Company pursuant to which the Lender will lend approximately \$461 million to the Company, and the Agency and the Company will grant a leasehold mortgage on the Facility to the Lender (the "Lender Mortgage"); 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 Company 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 Company may request the Agency to enter into the mortgage instruments required for such new mortgage arrangements ("Refinancing Mortgages"); and

WHEREAS, in order to provide financial assistance to the Company for the Project, the Agency intends to grant the Company financial assistance through a straight-lease transaction in the form of real property tax abatements and a mortgage recording tax exemption all pursuant to the Act;

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

Section 1. To accomplish the purposes of the Act and to provide financial assistance to the Company for the Project, a straight-lease transaction is hereby authorized subject to the provisions of this Resolution and the Lease Agreement hereinafter authorized.

Section 2. The execution and delivery of a Company Lease Agreement from the Company leasing the Facility to the Agency, an Agency Lease Agreement from the Agency subleasing the Facility to the Company (the "Lease Agreement"), the Lender Mortgage and the Refinancing Mortgages, Leasehold PILOT Mortgages from the Agency and the Company to the Agency securing the Company's obligations to make certain payments-in-lieu of real property taxes under the Lease Agreement, and the acceptance of a Guaranty Agreement from the Company, in favor of the Agency (the "Guaranty Agreement") (each document referenced in this Section 2 being, collectively, the "Agency Documents"), each being substantively the same as approved by the Agency for prior transactions, is 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 3. 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 4. 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 5. This Resolution shall take effect immediately.

Adopted: November 13, 2012

Accepted: _____, 2012

LEGACY YARDS LLC

By: _____
Name:
Title: