

July 21, 2026

114131

TO: Honorable Board of Acquisition and Contract

FROM: Hugh J. Greechan, Jr., P.E.
Commissioner of Public Works and Transportation

SUBJECT: Authority to enter into a consent and estoppel agreement with White Plains Aviation Partners LLC d/b/a Million Air White Plains, Million Air Two LLC, and U.S. Bank Trust Company, National Association in connection with a leasehold mortgage on approximately 22.4 acres at Westchester County Airport leased by the County to Million Air White Plains (Agreement No. WCA 26009).

On May 26, 2016, your Honorable Board authorized the County of Westchester (the "County") to terminate a ground lease agreement with White Plains Aviation Partners LLC d/b/a Million Air White Plains ("Tenant") for approximately 22.4 acres ("Leased Premises") at Westchester County Airport (the "Airport"), and enter into a new ground lease agreement for a term of thirty (30) years (the "Lease"). The Lease was subsequently executed.

Under the terms of the Lease, Tenant has the right to assign, mortgage, pledge or otherwise encumber the leasehold estate created by the Lease ("Leasehold Mortgage") to an institutional investor and give as collateral its interest in the Leased Premises. In 2017, Tenant entered into a Leasehold Mortgage with the County of Westchester Industrial Development Agency ("WIDA") and WIDA issued bonds to finance a portion of the costs of certain fixed base operator facilities at the Leased Premises. Tenant is seeking to refinance its debt by having Public Finance Authority, a joint powers commission created under Section 66.0304 of the Wisconsin Statutes ("Bond Issuer"), issue its own bonds. Bond Issuer will use the bond proceeds in part to refinance the outstanding principal amount of the WIDA bonds. In order to secure repayment of the loan, Tenant will deliver all revenue from the project to U.S. Bank Trust Company, National Association ("Master Trustee"). Million Air Two LLC ("Parent") owns 100% of the membership interests of Tenant and will grant a security interest to Master Trustee in Parent's ownership interests in Tenant (the "Ownership Pledge").

In connection with this transaction, the County has been asked to enter into a consent and estoppel agreement acknowledging the execution of the Leasehold Mortgage and confirming that the Leasehold Mortgage is a "Leasehold Mortgage" for purposes of the Lease and the Master Trustee will be entitled to the rights of a "Leasehold Mortgagee" under the Lease. In addition, the County will consent to the Ownership Pledge and agree that in the event Master Trustee or a designee of Master Trustee takes ownership of the membership interests of Tenant, such action will not be deemed a violation of Article 13 of the Lease dealing with assignments and subleases. Finally, the County will represent that the Lease is in full force and effect and the Tenant is not in default of any terms, covenants or conditions of the Lease.

I recommend approval of the annexed Resolution.

HJG/ALG/dlv

RESOLUTION

Upon a communication from the Commissioner of Public Works and Transportation, be it hereby

RESOLVED, that the County of Westchester (the "County") is hereby authorized to enter into a consent and estoppel agreement with White Plains Aviation Partners LLC d/b/a Million Air White Plains ("Tenant"), Million Air Two LLC ("Parent"), and U.S. Bank Trust Company, National Association ("Master Trustee") in connection with a leasehold mortgage on approximately 22.4 acres ("Leased Premises") at Westchester County Airport (the "Airport") that are the subject of a ground lease agreement for a term of thirty (30) years (the "Lease") between the County and Tenant; and be it further

RESOLVED, that under the terms of the Lease, Tenant has the right to assign, mortgage, pledge or otherwise encumber the leasehold estate created by the Lease ("Leasehold Mortgage") to an institutional investor and give as collateral its interest in the Leased Premises. In 2017, Tenant entered into a Leasehold Mortgage with the County of Westchester Industrial Development Agency ("WIDA") and WIDA issued bonds to finance a portion of the costs of certain fixed base operator facilities at the Leased Premises. Tenant is seeking to refinance its debt by having Public Finance Authority, a joint powers commission created under Section 66.0304 of the Wisconsin Statutes ("Bond Issuer") issue its own bonds. Bond Issuer will use the bond proceeds in part to refinance the outstanding principal amount of the WIDA bonds. In order to secure repayment of the loan, Tenant will deliver all revenue from the project to U.S. Bank Trust Company, National Association ("Master Trustee"). Million Air Two LLC ("Parent") owns 100% of the membership interests of Tenant and will grant a security interest to Master Trustee in Parent's ownership interests in Tenant (the "Ownership Pledge"); and be it further

RESOLVED, that pursuant to the consent and estoppel agreement, the County will acknowledge the execution of the Leasehold Mortgage and confirm that the Leasehold Mortgage is a "Leasehold Mortgage" for purposes of the Lease and the Master Trustee will be entitled to the rights of a "Leasehold Mortgagee" under the Lease. In addition, the County will consent to the Ownership Pledge and agree that in the event Master Trustee or a designee of Master Trustee takes ownership of the membership interests of Tenant, such action will not be deemed a violation of Article 13 of the Lease dealing with assignments and subleases. Finally, the County will represent that the Lease is in full force and effect and the Tenant is not in default of any terms, covenants or conditions of the Lease; and be it further

RESOLVED, that the County Executive or his authorized designee is hereby authorized to execute all instruments necessary to implement this Resolution.

Agreement No. WCA 26009

Account to be
Charged/credited

				Fund	Dept	Major Program, Program & Phase Or Unit	Object/ Sub Object	Trust Account	Dollars
									NA

Budget Funding Year(s) NA Start Date _____ End Date _____
(must match resolution)

Funding Source Tax Dollars _____
 State Aid _____
\$ NA Federal Aid _____
(must match resolution)
 Other _____

APPROVED BOARD OF ACQUISITION & CONTRACT - 07/22/2026 - RAYMOND SCULKY, SECRETARY