

Date: October 23, 2023

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held on the 23rd day of October, 2023, at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun III, Chairman  
Martin Callahan, Treasurer  
Ann-Marie Scheidt, Secretary  
Gary Pollakusky, Asst. Secretary

Recused: Mitchell H. Pally, Member

Excused: Felix J. Grucci, Jr., Vice Chair  
Frank C. Trotta, Asst. Treasurer

Also Present: Lisa M. G. Mulligan, Chief Executive Officer  
Amy Illardo, Director of Marketing and Project Development  
Jocelyn Linse, Executive Assistant  
Terri Alkon, Administrative Assistant  
Annette Eaderesto, Esq., Counsel to the Agency  
Barry Carrigan, Esq., Transaction Counsel (via Zoom)  
Howard Gross, Esq., Transaction Counsel (via Zoom)

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 acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (GGV Grove Apartments LLC 2023 Facility) and the leasing of the facility to GGV Grove Apartments LLC.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Braun  
Callahan  
Scheidt  
Pollakusky

Voting Nay

AMENDED RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE APPOINTMENT OF GGV GROVE APARTMENTS LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF GGV GROVE APARTMENTS LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, DEMOLISHING, CONSTRUCTING AND EQUIPPING THE FACILITY, APPROVING THE ACQUISITION, DEMOLITION, CONSTRUCTION AND EQUIPPING OF SUCH INDUSTRIAL DEVELOPMENT FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, GGV Grove Apartments LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals and/or equity investors of GGV Grove Apartments LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency for assistance in connection with: (a) the acquisition of an approximately 2.78-acre parcel of land located at 400 East Main Street, Patchogue, New York 11772 (SCTM# 0200-977.50-06.00-006.001, 006.002 & 009.000) (the “**Land**”), (b) the demolition of an approximately 8,422 square foot existing building thereon, (c) the construction and equipping of three (3) two-story buildings approximately 64,270 square feet in total consisting of fifty-five (55) units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“**AMI**”), twenty-six (26) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 80% AMI, five (5) units targeted for households earning up to 90% AMI (the “**Improvements**”), and (d) the acquisition and installation therein of certain equipment and personal property (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility will be leased by the Agency to the Company to be used by the Company to provide mixed-income, multi-family rental apartments for the residents of East Patchogue (the “**Project**”); and

WHEREAS, the Agency, by resolution duly adopted on June 26, 2023 (the “**Authorizing Resolution**”), authorized the acquisition, demolition, construction and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein), which reflected a breakdown of rental apartments to include fifty-five (55)

units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“AMI”), twenty-four (24) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 60% AMI, six (6) units targeted for households earning up to 90% AMI, and one (1) unit reserved for an on-site resident manager); and

WHEREAS, subsequent to the Authorizing Resolution, the Company notified the Agency, by email dated October 2, 2023 and sent on its behalf, of its intent to amend its application dated November 29, 2023 (the “**Original Application**”), in order to reflect (i) a change in the number of rental units being offered at 60% AMI from twenty-four (24) units, to twenty-six (26) units, (ii) a change in the number of rental units being offered at 90% AMI from six (6) units, to five (5) units, and (iii) the removal of one (1) unit to be reserved for an on-site resident manager (the “**Amendment to Application**”; and together with the Original Application, the “**Application**”); and

WHEREAS, the Company has requested the Agency to accept its Amendment to Application and permit the Company to enter into the straight-lease transaction for the Project, as contemplated by the Authorizing Resolution, as amended by this Amended Authorizing Resolution

WHEREAS, prior to this Amended Authorizing Resolution, the Agency held a supplemental public hearing (the “**Supplemental Hearing**”) on October 23, 2023, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notice of the Supplemental Hearing was given on October 10, 2023, and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the report of the Supplemental Hearing is substantially in the form annexed hereto as Exhibit B; and

WHEREAS, by correspondence dated October 17, 2023, the Company submitted to the Agency an organization chart (the “**Organization Chart**”) outlining the corporate structure of the Company which is consistent with information regarding the principals of the Company included in the Original Application; and

WHEREAS, the Agency accepts the Organization Chart as part of the Company’s application and approves the Organization Chart as consistent with information already provided to the Agency; and

WHEREAS, the Agency will acquire a subleasehold interest in the Land and a leasehold interest in the Improvements pursuant to a certain Company Lease Agreement, dated as of November 1, 2023 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire title to the Equipment pursuant to a certain Bill of Sale, dated the Closing Date (as defined in the hereinafter defined Lease Agreement) (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency will sub-lease the Land, sublease the Improvements and lease the Equipment to the Company pursuant to a certain Lease and Project Agreement, dated as of November 1, 2023 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency has given due consideration to the Application of the Company and to representations by the Company that the proposed transaction is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, the Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents (as defined therein); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the sub-subleasing, subleasing and leasing of the Facility by the Agency to the Company.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby amends the Authorizing Resolution to amend the Facility’s breakdown of affordable rental units in order to reflect; (i) a change in the number of rental units being offered at 60% AMI from twenty-four (24) units, to twenty-six (26) units, (ii) a change in the number of rental units being offered at 90% AMI from six (6) units, to five (5) units, and (iii) the removal of one (1) unit to be reserved for an on-site resident manager.

Section 2. The Agency hereby accepts and approves of the Organization Chart.

Section 3. The Agency hereby ratifies and confirms all terms contemplated by the Authorizing resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents.

Section 4. The Chairman, the Chief Executive Officer of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents (as defined in the Authorizing Resolution), to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Chief Executive Officer of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof

by the Chairman, the Chief Executive Officer of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.

(a) The Chairman, the Chief Executive Officer of the Agency or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such 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 the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. The Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, 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 Facility

Section 7. This resolution amends the Authorizing Resolution of the Agency dated, June 26, 2023.

Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK     )  
                                      : SS.:  
COUNTY OF SUFFOLK     )

I, the undersigned Chief Executive Officer of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 23rd day of October, 2023, 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 resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 23rd day of October, 2023.

By:   
Chief Executive Officer

## EXHIBIT A

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### SUPPLEMENTAL NOTICE OF PUBLIC HEARING

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SUPPLEMENTAL NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency (the “Agency”) on the 23rd day of October, 2023, at 10:30 a.m. local time, at the Agency’s offices located at Town of Brookhaven Town Hall, 1 Independence Hill, 2<sup>nd</sup> Floor, Farmingville, New York 11738, in connection with the following matters:

GGV Grove Apartments LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals and/or equity investors of GGV Grove Apartments LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), has applied to the Agency for assistance in connection with: (a) the acquisition of an approximately 2.78-acre parcel of land located at 400 East Main Street, Patchogue, New York 11772 (SCTM# 0200-977.50-06.00-006.001, 006.002 & 009.000) (the “Land”), (b) the demolition of an approximately 8,422 square foot existing building thereon, (c) the construction and equipping of three (3) two-story buildings approximately 64,270 square feet in total consisting of fifty-five (55) units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“AMI”), twenty-six (26) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 80% AMI, five (5) units targeted for households earning up to 90% AMI (the “Improvements”), and (d) the acquisition and installation therein of certain equipment and personal property (the “Equipment”; and together with the Land and the Improvements, the “Facility”), which Facility will be leased by the Agency to the Company to be used by the Company to provide mixed-income, multi-family rental apartments for the residents of East Patchogue (the “Project”) The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency will sublease and lease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and abatement of real property taxes consistent with the uniform tax exemption policies (“UTEP”) of the Agency.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Prior to the hearing, all persons will have the opportunity to review on the Agency’s website (<https://brookhaven.org/>) the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Facility.

This Supplemental Notice of Public Hearing amends the Notice of Public Hearing originally published by the Agency on June 2, 2023 and the revision made in this Supplemental Notice of Public Hearing is to reflect (i) a change in the number of rental units being offered at 60% AMI from twenty-four (24) units, to twenty-six (26) units, (ii) a change in the number of rental units being offered at 90% AMI from six (6) units, to five (5) units, and (iii) the removal of one (1) unit to be reserved for an on-site resident manager.

Dated: October 13, 2023

TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY

By: Lisa MG Mulligan  
Title: Chief Executive Officer



## EXHIBIT B

MINUTES OF SUPPLEMENTAL PUBLIC HEARING HELD ON  
OCTOBER 23, 2023 AT 10:30 A.M.

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY  
(GGV GROVE APARTMENTS LLC 2023 FACILITY)

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Section 1. Lisa MG Mulligan, Chief Executive Officer of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

Section 2. Lisa MG Mulligan then appointed herself the hearing officer of the Agency, to record the minutes of the hearing.

Section 3. The hearing officer then described the proposed transfer of the real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility as follows:

GGV Grove Apartments LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals and/or equity investors of GGV Grove Apartments LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency for assistance in connection with: (a) the acquisition of an approximately 2.78-acre parcel of land located at 400 East Main Street, Patchogue, New York 11772 (SCTM# 0200-977.50-06.00-006.001, 006.002 & 009.000) (the “**Land**”), (b) the demolition of an approximately 8,422 square foot existing building thereon, (c) the construction and equipping of three (3) two-story buildings approximately 64,270 square feet in total consisting of fifty-five (55) units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“**AMI**”), twenty-six (26) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 80% AMI, five (5) units targeted for households earning up to 90% AMI (the “**Improvements**”), and (d) the acquisition and installation therein of certain equipment and personal property (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility will be leased by the Agency to the Company to be used by the Company to provide mixed-income, multi-family rental apartments for the residents of East Patchogue (the “**Project**”) The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency will sublease and lease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from

mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and abatement of real property taxes consistent with the uniform tax exemption policies (“UTEF”) of the Agency.

This Supplemental Notice of Public Hearing amends the Notice of Public Hearing originally published by the Agency on June 2, 2023 and the revision made in this Supplemental Notice of Public Hearing is to reflect (i) a change in the number of rental units being offered at 60% AMI from twenty-four (24) units, to twenty-six (26) units, (ii) a change in the number of rental units being offered at 90% AMI from six (6) units, to five (5) units, and (iii) the removal of one (1) unit to be reserved for an on-site resident manager.

Section 4. The hearing officer then opened the hearing for comments from the floor for or against the proposed transfer of real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

N/A

Section 5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at 10:45 a.m.



Date: June 26, 2023

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held on the 26th day of June, 2023, at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun III, Chairman  
Martin Callahan, Treasurer  
Ann-Marie Scheidt, Secretary  
Frank C. Trotta, Asst. Treasurer

Recused: Mitchell H. Pally, Member

Excused: Felix J. Grucci, Jr., Vice Chair  
Gary Pollakusky, Asst. Secretary

Also Present: Lisa M. G. Mulligan, Chief Executive Officer  
Lori LaPonte, Chief Financial Officer  
Amy Illardo, Director of Marketing and Project Development  
Jocelyn Linse, Executive Assistant  
William F. Weir, Esq., Transaction Counsel (via phone)

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 acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (GGV Grove Apartments LLC 2023 Facility) and the leasing of the facility to GGV Grove Apartments LLC.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

Braun  
Callahan  
Scheidt  
Trotta

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, DEMOLITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE APPOINTMENT OF GGV GROVE APARTMENTS LLC, A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF GGV GROVE APARTMENTS LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, DEMOLISHING, CONSTRUCTING AND EQUIPPING THE FACILITY, AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, GGV Grove Apartments LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals and/or equity investors of GGV Grove Apartments LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency for assistance in connection with: (a) the acquisition of an approximately 2.78-acre parcel of land located at 400 East Main Street, Patchogue, New York 11772 (SCTM# 0200-977.50-06.00-006.001, 006.002 & 009.000) (the “**Land**”), (b) the demolition of an approximately 8,422 square foot existing building thereon, (c) the construction and equipping of three (3) two-story buildings approximately 64,270 square feet in total consisting of fifty-five (55) units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“**AMI**”), twenty-four (24) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 80% AMI, six (6) units targeted for households earning up to 90% AMI, and one (1) unit reserved for an on-site resident manager) (the “**Improvements**”), and (d) the acquisition and installation therein of certain equipment and personal property (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility will be leased by the Agency to the Company to be used by the Company to provide mixed-income, multi-family rental apartments for the residents of East Patchogue (the “**Project**”); and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of June 1, 2023, or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to

the Agency shall agree (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire title to the Equipment pursuant to a certain Bill of Sale, dated the Closing Date (as defined in the hereinafter defined Lease Agreement) (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of June 1, 2023, or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of: (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$29,735,000 but not to exceed \$33,000,000, corresponding to mortgage recording tax exemptions presently estimated to be \$223,013 but not to exceed \$247,500, in connection with the financing of the acquisition, demolition, construction, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of the acquisition, demolition, construction and equipping of the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$910,552, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, in connection with the abatement of real property taxes as set forth in the PILOT Schedule on Exhibit C hereof, the current pro-rata allocation of PILOT payments to each affected tax jurisdiction in accordance with Section 858(15) of the Act and the estimated difference between the real property taxes on the Facility and the PILOT payments set forth on the PILOT Schedule on Exhibit C hereof are more fully described in the Cost Benefit Analysis (“**CBA**”) developed by the Agency in accordance with the provisions of Section 859-a(5)(b) of the Act, a copy of which CBA is attached hereto as Exhibit F; and

WHEREAS, the Agency’s Uniform Tax Exemption Policy adopted June 20, 2012, as amended on October 15, 2014, September 20, 2017 and June 17, 2020 (“**UTEP**”), which such UTEP is annexed hereto as Exhibit E, provides for the granting of financial assistance by the Agency for affordable residential projects pursuant to Section 7(D)(f); and

WHEREAS, as security for a loan or loans, the Agency and the Company will execute and deliver to a lender or lenders not yet determined (collectively, the “**Lender**”), a mortgage or mortgages, and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or

permanent financing of the costs of the acquisition, demolition, construction and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, a public hearing (the “**Hearing**”) was held on June 13, 2023 and notice of the Hearing was given and such notice (together with proof of publication) together with the minutes of the Hearing are in substantially in the form annexed hereto as Exhibits A and B respectively; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an inducement to the Company to maintain and expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, the Agency required the Company to provide to the Agency a feasibility report (the “**Feasibility Study**”) and together with the below listed items, collectively, the “**Requisite Materials**”) to enable the Agency to make findings and determinations that the Facility qualifies as a “project” under the Act and that the Facility satisfies all other requirements of the Act, and such Requisite Materials are listed below and attached as Exhibit D 1-4 hereof:

1. Reasonableness Assessment for Financial Assistance of GGV Grove Apartments LLC, East Patchogue, New York, dated May, 2023, by Camoin Associates;
2. Economic Impact Analysis, The Grove Apartments Multifamily Residential, dated December 6, 2022, by Nelson Pope Voorhis;
3. New York Law Journal Article, dated March 22, 2017 on Eligibility of Residential Developments for IDA Benefits by Anthony Guardino, Esq.; and
4. Ryan et al. v. Town of Hempstead Industrial Development Agency et al.; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “**SEQR Act**” or “**SEQR**”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the “**Questionnaire**”) with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility by the Agency to the Company;



NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Based upon the Environmental Assessment Form completed by the Company and reviewed by the Agency and other representations and information furnished by the Company regarding the Facility, the Agency determines that the action relating to the acquisition, demolition, construction, equipping, and operation of the Facility is an "unlisted" action, as that term is defined in the SEQR Act. The Agency also determines that the action will not have a "significant effect" on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Chief Executive Officer of the Agency or counsel to the Agency.

Section 2. In connection with the acquisition, demolition, construction and equipping of the Facility the Agency hereby makes the following determinations and findings based upon the Agency's review of the information provided by the Company with respect to the Facility, including, the Company's Application, the Requisite Materials and other public information:

(a) There is a lack of affordable, safe, clean and modern housing in the Town of Brookhaven;

(b) Such lack of affordable housing has resulted in individuals leaving the Town of Brookhaven and therefore adversely affecting employers, businesses, retailers, banks, financial institutions, insurance companies, health and legal services providers and other merchants in the Town of Brookhaven and otherwise adversely impacting the economic health and well-being of the residents of the Town of Brookhaven, employers, and the tax base of the Town of Brookhaven;

(c) The Facility, by providing such affordable housing will enable persons to remain in the Town of Brookhaven and thereby to support the businesses, retailers, banks, and other financial institutions, insurance companies, health care and legal services providers and other merchants in the Town of Brookhaven which will increase the economic health and well-being of the residents of the Town of Brookhaven, help preserve and increase permanent private sector jobs in furtherance of the Agency's public purposes as set forth in the Act, and therefore the Agency finds and determines that the Facility is a commercial project within the meaning of Section 854(4) of the Act;

(d) The Facility will provide services, i.e., affordable housing, which but for the Facility, would not otherwise be reasonably accessible to the residents of the Town of Brookhaven.

Section 3. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a “project”, as such term is defined in the Act; and

(c) The acquisition, demolition, construction and equipping of the Facility by the Agency, the subleasing and leasing of the Facility to the Company and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town of Brookhaven and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved; and

(d) The acquisition, demolition, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of the Town of Brookhaven, Suffolk County, and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to lease the Facility to the Company; and

(g) The Company Lease will be an effective instrument whereby the Agency leases the Land and the Improvements from the Company; and

(h) The Lease Agreement will be an effective instrument whereby the Agency leases and subleases the Facility to the Company, the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(i) The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the loan made to the Company by the Lender.

Section 4. The Agency has assessed all material information included in connection with the Company’s application for financial assistance, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the financial assistance described herein to the Company.

Section 5. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sublease and lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (vi) execute and deliver the Loan Documents to which the Agency is a party.

Section 6. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, demolition, construction and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$29,735,000 but not to exceed \$33,000,000, corresponding to mortgage recording tax exemptions presently estimated to be \$223,013 but not to exceed \$247,500, in connection with the financing of the acquisition, demolition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, demolishing, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$910,552, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), all consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, demolish, construct and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company, as agent of the Agency, solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company, as agent of the Agency, to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received

exemptions from sales and use taxes in an amount not to exceed \$910,552 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the execution of the documents contemplated by this resolution.

Section 9. The Company is hereby notified that it will be required to comply with Section 875 of the Act. The Company shall be required to agree to the terms of Section 875 pursuant to the Lease Agreement. The Company is further notified that the tax exemptions and abatements provided pursuant to the Act and the appointment of the Company, as agent of the Agency pursuant to this Authorizing Resolution are subject to termination and recapture of benefits pursuant to Sections 859-a and 875 of the Act and the recapture provisions of the Lease Agreement.

Section 10. The form and substance of the Company Lease, the Lease Agreement and the Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 11.

(a) The Chairman, the Chief Executive Officer of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Chief Executive Officer of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "**Agency Documents**"). The execution thereof by the Chairman, the Chief Executive Officer of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, the Chief Executive Officer of the Agency or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 12. 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such 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 the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. The Company shall agree to pay such expenses and further agrees to indemnify the Agency, its members, directors, 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 Facility.

Section 14. This resolution shall take effect immediately.

STATE OF NEW YORK    )  
  : SS.:  
COUNTY OF SUFFOLK    )

I, the undersigned Chief Executive Officer of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), including the resolutions contained therein, held on the 26th day of June, 2023, 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 resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 26th day of June, 2023.

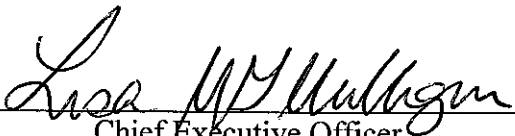
By:   
Chief Executive Officer

EXHIBIT A

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NOTICE OF PUBLIC HEARING

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NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency (the “Agency”) on the 13th day of June, 2023, at 10:00 a.m. local time, the Agency’s offices located at the Town of Brookhaven Town Hall, 2<sup>nd</sup> Floor, One Independence Hill, Farmingville, New York 11738, in connection with the following matters:

GGV Grove Apartments LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals and/or equity investors of GGV Grove Apartments LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), has applied to the Agency for assistance in connection with: (a) the acquisition of an approximately 2.78-acre parcel of land located at 400 East Main Street, Patchogue, New York 11772 (SCTM# 0200-977.50-06.00-006.001, 006.002 & 009.000) (the “Land”), (b) the demolition of an approximately 8,422 square foot existing building thereon, (c) the construction and equipping of three (3) two-story buildings approximately 64,270 square feet in total consisting of fifty-five (55) units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“AMI”), twenty-four (24) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 80% AMI, six (6) units targeted for households earning up to 90% AMI, and one (1) unit reserved for an on-site resident manager) (the “Improvements”), and (d) the acquisition and installation therein of certain equipment and personal property (the “Equipment”; and together with the Land and the Improvements, the “Facility”), which Facility will be leased by the Agency to the Company to be used by the Company to provide mixed-income, multi-family rental apartments for the residents of East Patchogue (the “Project”). The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency will sublease and lease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and abatement of real property taxes consistent with the uniform tax exemption policies (“UTEP”) of the Agency.

A representative of the Agency will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Prior to the hearing, all persons will have the opportunity to review on the Agency’s website (<https://brookhavenida.org/>), the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: June 2, 2023

TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY

By: Lisa MG Mulligan  
Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON  
JUNE 13, 2023 AT 10:00 A.M.

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY  
(GGV GROVE APARTMENTS LLC 2023 FACILITY)

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Section 15. Lisa MG Mulligan, Chief Executive Officer of the Town of Brookhaven Industrial Development Agency (the “Agency”) called the hearing to order.

Section 16. Lisa MG Mulligan then appointed herself the hearing officer of the Agency, to record the minutes of the hearing.

Section 17. The hearing officer then described the proposed transfer of the real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility as follows:

GGV Grove Apartments LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals and/or equity investors of GGV Grove Apartments LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), has applied to the Agency for assistance in connection with: (a) the acquisition of an approximately 2.78-acre parcel of land located at 400 East Main Street, Patchogue, New York 11772 (SCTM# 0200-977.50-06.00-006.001, 006.002 & 009.000) (the “Land”), (b) the demolition of an approximately 8,422 square foot existing building thereon, (c) the construction and equipping of three (3) two-story buildings approximately 64,270 square feet in total consisting of fifty-five (55) units of mixed-income multifamily rental apartments (including seventeen (17) units targeted for households earning up to 50% area median income (“AMI”), twenty-four (24) units targeted for households earning up to 60% AMI, seven (7) units targeted for households earning up to 80% AMI, six (6) units targeted for households earning up to 90% AMI, and one (1) unit reserved for an on-site resident manager) (the “Improvements”), and (d) the acquisition and installation therein of certain equipment and personal property (the “Equipment”; and together with the Land and the Improvements, the “Facility”), which Facility will be leased by the Agency to the Company to be used by the Company to provide mixed-income, multi-family rental apartments for the residents of East Patchogue (the “Project”). The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency will sublease and



lease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and abatement of real property taxes consistent with the uniform tax exemption policies (“**UTEF**”) of the Agency.

Section 18. The hearing officer then opened the hearing for comments from the floor for or against the proposed transfer of real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

N/A

Section 19. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at 10:30 a.m.



EXHIBIT C

Proposed PILOT Schedule

Schedule of payments-in-lieu-of-taxes: Town of Brookhaven, (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Patchogue-Medford School District, Suffolk County and Appropriate Special Districts

Property Address: 400 East Main Street, East Patchogue, New York 11772

Tax Map Nos. 0200-977.50-06.00-006.001, 006.002 & 009.000

School District: Patchogue-Medford

Tax Year                      PILOT Payment Amount

1.	\$55,000
2.	\$56,100
3.	\$57,222
4.	\$58,366
5.	\$59,534
6.	\$60,724
7.	\$61,939
8.	\$63,178
9.	\$64,441
10.	\$65,730
11.	\$67,045
12.	\$68,386
13.	\$69,753
14.	\$71,148
15.	\$72,571
16.	\$74,023
17.	\$75,503
18.	\$77,013
19.	\$78,554
20.	\$80,125
21.	\$81,727
22.	\$83,362
23.	\$85,029
24.	\$86,729
25.	\$88,464
26.	\$90,233
27.	\$92,038
28.	\$93,879
29.	\$95,756
30.	\$97,671
And thereafter	Full taxes due

## EXHIBIT D

### Requisite Materials

1. Reasonableness Assessment for Financial Assistance of GGV Grove Apartments LLC, East Patchogue, New York, dated May, 2023, by Camoin Associates;
2. Economic Impact Analysis, The Grove Apartments Multifamily Residential, dated December 6, 2022, by Nelson Pope Voorhis;
3. New York Law Journal Article, dated March 22, 2017 on Eligibility of Residential Developments for IDA Benefits by Anthony Guardino, Esq.; and
4. Ryan et al. v. Town of Hempstead Industrial Development Agency et al.; and

EXHIBIT E

Town of Brookhaven Industrial Development Agency Uniform Tax Exemption Policy

EXHIBIT F

Cost Benefit Analysis