

Date: January 23, 2024

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held on the 23rd day of January, 2024, 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
Frank C. Trotta, Asst. Treasurer (via Zoom)
Mitchell H. Pally, Member

Recused:

Excused: Felix J. Grucci, Jr., Vice Chair

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
Terri Alkon, Administrative Assistant
Annette Eaderesto, Esq., Counsel to the Agency
Barry Carrigan, Esq., Transaction Counsel
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 (Ronk Hub Nova, LLC 2024 Facility – Ronk Hub Phase 2B) and the leasing of the facility to Ronk Hub Nova, LLC.

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

Voting Aye

Braun
Callahan
Pollakusky
Scheidt
Trotta
Pally

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
APPOINTMENT OF RONK HUB NOVA, LLC, A DELAWARE
LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF
AND/OR THE PRINCIPALS OF RONK HUB NOVA, 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, the Town of Brookhaven (the “**Town**”), has implemented a long-term vision and implementation strategy for revitalization of an underutilized blighted multi-block area around the “Ronkonkoma Hub” which surrounds the Ronkonkoma Railroad Station. As such, they have designated an area and zoning district for the proposed Ronkonkoma Hub Transit-Oriented Development (“**TOD**”), as an Urban Renewal Project, including the following parcels of land: Section 799.00 Block 03.00 Lots 32.0, 33.1, 33.2, 34.0, 35.0, 36.0, 37.0, 38.0, 39.0, 40.1, 40.2, 41.0, 42.0, 43.0, 44.0, 45.1, 49.0, 50.0, Block 04.00 Lots 44.0, 47.1, 48.0, 49.0, 51.1, 52.0, 53.0, 54.0, Section 800.00 Block 01.00 Lots 27.1, 28.0, 31.1, 33.1, 34.0, 35.7, 35.8, 35.9, 36.0, 38.0, Block 02.00 Lots 09.0, 10.0, 11.0, 12.0, 13.0, 14.0, 15.0, 16.0, 17.0, 18.0, 19.0, 20.0, 21.0, 22.0, 23.0, 28.1, 28.3 and 28.4; and

WHEREAS, the TOD will result in the development and revitalization of the aforementioned tax lots, aggregating approximately 53.73 acres (the “**Land**”), of underutilized land and blighted hub area around Ronkonkoma Hub, which will create jobs, enhance the vibrancy of the TOD and provide a mixed-use downtown setting which may include residential, commercial, retail, office, educational, cultural and civic uses, if appropriate; and

WHEREAS, Ronk Hub, LLC, a limited liability company, organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of Ronk Hub, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Developer**”), has been selected by the Town to develop the TOD, pursuant to the terms of a Master Development Agreement (the “**Master Development Agreement**”); and

WHEREAS, the Developer will complete the TOD in multiple phases, and shall consist of the (a) the acquisition of the Land, and (b) the construction and equipping of multiple multi-use facilities which shall include approximately 1.5 million square feet of multifamily residential buildings, approximately 360,000 square feet of office and professional space in several buildings, approximately 195,000 square feet of retail space in multiple buildings, including without limitation, a health club, restaurants and other retail stores, approximately 5,000 parking spaces, plaza area for outdoor use and a 60,000 square feet of exhibition/hospitality center or hotel for leisure and business travelers visiting the Town (collectively, the “**Facility**”); and

WHEREAS, by resolution dated September 17, 2014 (the “**Master Authorizing Resolution**”), the Agency authorized certain financial assistance for the benefit of the Developer in connection with the TOD, including abatements of real property taxes for the TOD (the “**Master PILOT**”) as set forth in the Master Authorizing Resolution, and exemptions from sales and use taxes in an amount not to exceed \$16,042,500.00 in connection with the purchase or lease of equipment, building materials, services or other personal property (the “**Master Sales Tax Exemption**”); and

WHEREAS, prior to adoption of the Master Authorizing Resolution, the Agency held a public hearing on September 10, 2014 (the “**Public Hearing**”) at which time the Agency made its cost-benefit analysis (“**CBA**”) for all benefits proposed for the TOD available to the public for review and comment, and provided notice to certain taxing jurisdictions that the Master PILOT deviated from the Agency’s Uniform Tax Exemption Policy in effect at that time as required by Sections 859-a and 874 of the Act; and

WHEREAS, the Agency and the Developer previously entered into a Master Benefits Agreement, dated October 4, 2017 (the “**Master Benefits Agreement**”) whereby the Agency and Developer agreed to undertake the TOD and the Agency agreed to provide the Developer with the financial assistance set forth in the Master Authorizing Resolution in return for certain economic development commitments from the Developer; and

WHEREAS, the Developer has previously requested the Agency’s financial assistance, in the form of allocations of the previously authorized Master PILOT and Master Sales Tax Exemption in connection with prior phases of the TOD as follows: (i) Phase I consisting of: (a) the acquisition of certain parcels of the Land aggregating approximately 11.2 acres, located on the south side of Railroad Avenue and the east side of Mill Road in Ronkonkoma, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map Nos. Section 800.00 Block 02.00 Lots 28.3 and 28.4, and Section 800.00 Block 01.00 p/o Lot 38.000), together with existing structures located thereon, (b) the demolition of existing structures, and (c) the construction and equipping of an approximately 380,000 square foot building or buildings located thereon, including, but not limited to paint, flooring, carpet, furniture, fixtures, equipment, kitchen fixtures, bathroom fixtures, for use as a multifamily residential building, together with surface parking (the “**Phase I Facility**”); and (ii) Phase 2A consisting of (a) the acquisition of certain parcels of the Land aggregating approximately 7.49 acres, located on the north side of Railroad Avenue and the east side of Hawkins Avenue in Ronkonkoma, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map Nos. Section 799.00 Block 04.00 Lots 027.001, 044.000, 047.001,

048.000, 049.000, 051.001, 052.000, 053.000, & 054.000), together with existing structures located thereon, (b) the demolition of existing structures and the construction and equipping of an approximately 410,690 square foot building or buildings located thereon, including, but not limited to paint, flooring and carpet, and (c) the acquisition and installation of certain equipment and personal property, including, but not limited to, furniture, fixtures, equipment, kitchen fixtures, bathroom fixtures, which is used as a mixed-use multifamily residential building, consisting of approximately 388 residential units totaling approximately 321,729 square feet of residential rental space, together with surface parking, approximately 73,060 square feet of retail space, and approximately 15,901 square feet of commercial space, together with surface parking (the “**Phase 2A Facility**”); and

WHEREAS, the Developer has now requested the Agency’s financial assistance in connection with Phase 2B of the TOD consisting of (a) the acquisition of certain parcels of land aggregating approximately 3.90 acres, located on the land bounded by Railroad Avenue, Hawkins Avenue, Union Street, and Garrity Avenue in Ronkonkoma, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map Nos. Section 799.00 Block 04.00 Lots 032.000, 033.001, 034.000, 036.000, 037.000, 041.000, 042.000, 033.002, 038.000, 039.000, 040.001, 040.002, 043.000, and 044.000, and Section 799.000 Block 01.00 Lot 035.000) (collectively, the “**Phase 2B Land**”), together with the existing structures located thereon, (b) the demolition of existing structures totaling approximately 34,110 square feet, and the construction and equipping of an approximately 200,673 square foot building or buildings located thereon (the “**Phase 2B Improvements**”), including but not limited to paint, flooring and carpet, and (c) the acquisition and installation of certain equipment and personal property, including but not limited to, furniture, fixtures, equipment, kitchen fixtures, bathroom fixtures (the “**Phase 2B Equipment**”; and together with the Phase 2B Land and the Phase 2B Improvements, the “**Phase 2B Facility**”), which Phase 2B Facility is to be used as a mixed-use multifamily residential building, consisting of approximately 175 residential units totaling approximately 199,254 square feet of residential rental space, approximately 1,419 square feet of retail space, together with a structured parking garage (the “**Phase 2B Project**”); and

WHEREAS, Ronk Hub Nova, LLC, a limited liability company, organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of Ronk Hub Nova, LLC, and/or on behalf of the Developer and/or the principals of the Developer, and/or an entity formed or to be formed on behalf of any of the foregoing (the “**Phase 2B Company**”), has been formed by the principals of the Developer for the purposes of the acquisition, demolition, construction and equipping of the Phase 2B Facility; and

WHEREAS, the Agency will acquire a leasehold interest in the Phase 2B Land and the Phase 2B Improvements pursuant to a certain Company Lease Agreement, dated as of February 1, 2024 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 Phase 2B Company and the Agency; and

WHEREAS, the Agency will acquire title to the Phase 2B 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 Phase 2B Company to the Agency; and

WHEREAS, the Agency will sublease the Phase 2B Land and the Phase 2B Improvements and lease the Phase 2B Equipment to the Phase 2B Company pursuant to a certain Lease and Project Agreement, dated as of February 1, 2024 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 Phase 2B Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Phase 2B Company in the form of: (i) an allocation of the Master Sales Tax Exemption in an approximate amount not to exceed \$5,295,824, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Phase 2B Facility, and (ii) allocation of the Master PILOT (as set forth in the PILOT Schedule attached as Exhibit A hereof); and

WHEREAS, in connection with the abatement of real property taxes as set forth in the PILOT Schedule on Exhibit A hereof, the current pro-rata allocation of PILOT payments to each affected tax jurisdiction in accordance with Section 858(15) of the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Phase 2B Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency has given due consideration to the application of the Phase 2B Company and to representations by the Phase 2B Company that the proposed allocation of financial assistance for the Phase 2B Facility is either an inducement to the Phase 2B Company to maintain and expand the Phase 2B Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Phase 2B Company in its industry; 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, the Phase 2B Facility is part of a larger Action, specifically, the TOD; and

WHEREAS, the Town Board of the Town of Brookhaven (the “**Town Board**”) determined that the Action is an “Type I Action” for SEQR purposes, coordinated review with all potential Involved Agencies, and requested to act as Lead Agency for purposes of review of the Action under SEQR; and

WHEREAS, no Involved Agency objected to the Town Board, acting as Lead Agency for purposes of review of the Phase 2B Facility under SEQR, and therefore, the Town Board, was the Lead Agency; and

WHEREAS, the Town Board, following a coordinated review, adopted a positive declaration on September 1, 2010; and

WHEREAS, the Town Board accepted a Draft Generic Environmental Impact Statement (“**DGEIS**”) on September 21, 2010; and

WHEREAS, the Town Board held a public hearing on the Action, and the Town Board accepted written comments; and

WHEREAS, subsequent revisions to the scope of the development were proposed, therefore requiring the preparation of a Draft Supplemental Generic Environmental Impact Statement (“**DSGEIS**”), which DSGEIS was accepted by the Town Board on November 12, 2013; and

WHEREAS, on January 9, 2014, a public hearing was held on the DSGEIS, at which time all interested parties were given an opportunity to be heard; and

WHEREAS, the public comment period on the DSGEIS was closed on February 10, 2014; and

WHEREAS, on May 2, 2014, the Town Board accepted the Final Generic Environmental Impact Statement (“**FGEIS**”); and

WHEREAS, the Town Board issued its Lead Agency findings statement on June 24, 2014 (the “**Findings Statement**”); and

WHEREAS, as an Involved Agency, the Agency must make its own findings under SEQR prior to funding, undertaking, or approving an Action; and

WHEREAS, the Agency has reviewed the Requisite Materials and the documents incorporated by reference therein, as well as such other documents as the Agency felt it necessary or appropriate to examine to adequately review the proposed Action; and

WHEREAS, by resolution dated November 18, 2015, amending and supplementing the Authorizing Resolution (the “**Amended Authorizing Resolution**”), the Agency determined that the Findings Statement attached to the Amended Authorizing Resolution as Exhibit A accurately and adequately examines environmental issues presented by the Action; and

WHEREAS, the Phase 2B 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 Phase 2B Company.

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

Section 1. The Agency hereby finds and determines:

(a) The Action is a Type 1 Action pursuant to SEQR.

(b) The Agency's jurisdiction over the Facility is the provision of financial and other assistance as authorized under Article 18-A of the General Municipal Law of the State of New York and Chapter 1030 of the Laws of 1969 of the State of New York; together with Chapter 358 of the Laws of 1970 of the State of New York for certain components of the Action.

(c) Based upon an independent review by the Agency of the DGEIS, DSGEIS, FGEIS, and the Lead Agency's Findings Statement, the Agency hereby concurs in the Lead Agency's findings and decisions contained in the Findings Statement and hereby adopts the Findings Statement attached to the Amended Authorizing Resolution as Exhibit A as its own Findings Statement under SEQR.

(d) Having considered the DGEIS, DSGEIS, FGEIS, the Findings Statement, and such other documents as may be necessary or appropriate, the Agency certifies that:

(i) The requirements of 6 NYCRR Part 617 have been met;

(ii) Consistent with the social, economic and other essential considerations, from among the reasonable alternatives thereto, the Action is one which minimizes or avoids adverse environmental effects to the maximum extent practicable, including effects disclosed in the DGEIS, DSGEIS, FGEIS, and the Findings Statement; and

(iii) Consistent with social, economic, and other essential considerations, to the maximum extent practicable, adverse environmental effects revealed in the DGEIS, DSGEIS, FGEIS, and the Findings Statement will be minimized or avoided by incorporating as conditions those mitigative measures which were identified as practicable.

(e) The basis for this decision is set forth in the Findings Statement attached to the Amended Authorizing Resolution as Exhibit A and incorporated by reference herein, and thus all of the provisions of SEQR have been complied with.

Section 2. 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 Phase 2B Facility constitutes a "project", as such term is defined in the Act; and

(c) The acquisition, demolition, construction and equipping of the Phase 2B Facility and the leasing of the Phase 2B Facility to the Phase 2B Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Town of Brookhaven, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The acquisition, demolition, construction and equipping of the Phase 2B Facility is reasonably necessary to induce the Phase 2B Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Phase 2B Company and counsel to the Phase 2B Company, the Phase 2B 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 Phase 2B Facility is located; and

(f) It is desirable and in the public interest for the Agency to lease the Phase 2B Facility to the Phase 2B Company; and

(g) The Company Lease will be an effective instrument whereby the Agency leases the Land and the Improvements from the Phase 2B Company; and

(h) The Lease Agreement will be an effective instrument whereby the Agency subleases and leases the Phase 2B Facility to the Phase 2B Company, the Agency and the Phase 2B Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Phase 2B Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Phase 2B Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Phase 2B Company.

Section 3. The Agency has assessed all material information included in connection with the Phase 2B Company's application for financial assistance, including but not limited to, and such information has provided the Agency a reasonable basis for its decision to provide the financial assistance described herein to the Phase 2B Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Phase 2B Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease and sublease the Phase 2B Facility to the Phase 2B Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 5. 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 6. The Agency hereby authorizes and approves the following economic benefits to be granted to the Phase 2B Company in connection with the acquisition, demolition, construction and equipping of the Phase 2B Facility in the form of: (i) an allocation of the Master Sales Tax Exemption in an approximate amount not to exceed \$5,295,824, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Phase 2B Facility, and (ii) an allocation of the Master PILOT (as set forth in the PILOT Schedule attached as Exhibit A hereof), all consistent with the policies of the Agency. In connection with the abatement of

real property taxes as set forth in the PILOT Schedule on Exhibit A hereof, the current pro-rata allocation of PILOT payments to each affected tax jurisdiction in accordance with Section 858(15) of the Act.

Section 7. Subject to the provisions of this resolution, the Phase 2B Company is herewith and hereby appointed the agent of the Agency to acquire, demolish, construct and equip the Phase 2B Facility. The Phase 2B 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 Phase 2B Company may choose in order to acquire, demolish, construct and equip the Phase 2B Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Phase 2B Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Phase 2B Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Phase 2B Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Phase 2B Facility. This agency appointment expressly excludes the purchase by the Phase 2B 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 Phase 2B 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 Phase 2B Company, as agent of the Agency. The aforesaid appointment of the Phase 2B Company as agent of the Agency to acquire, demolish, construct and equip the Phase 2B 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 Phase 2B Company has received exemptions from sales and use taxes in an amount not to exceed \$5,295,824 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 Phase 2B Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Phase 2B Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 8. The Phase 2B Company is hereby notified that it will be required to comply with Section 875 of the Act. The Phase 2B Company shall be required to agree to the terms of Section 875 pursuant to the Lease Agreement. The Phase 2B Company is further notified that the tax exemptions and abatements provided pursuant to the Act and the appointment of the Phase 2B 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 9. The form and substance of the Company Lease and the Lease Agreement are hereby approved.

Section 10.

(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 and the Lease Agreement, each 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 11. 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 12. Any expenses incurred by the Agency with respect to the Phase 2B Facility shall be paid by the Phase 2B Company. The Phase 2B 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 Phase 2B Facility.

Section 13. This resolution shall take effect immediately.

ADOPTED: January 23, 2024

STATE OF NEW YORK)

COUNTY OF SUFFOLK) : SS.:

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

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 January 23, 2024, with the original thereof on file in the office of the Agency, 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.

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 January, 2024.

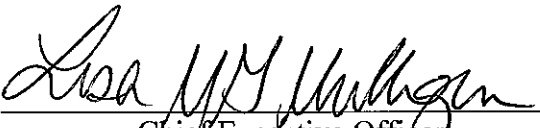
By: 
Chief Executive Officer

EXHIBIT A

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), Sachem School District, Suffolk County and Appropriate Special Districts

<u>Year</u>	<u>Payment</u>
1	\$50,000.00
2	\$50,000.00
3	\$50,000.00
4	\$50,000.00
5	\$50,000.00
6	\$50,000.00
7	\$50,000.00
8	\$50,000.00
9	\$50,000.00
10	\$50,000.00
11	\$50,000.00
12	\$50,000.00
13	\$50,000.00
14	\$50,000.00
15	\$50,000.00
16	\$68,533.00
17	\$94,574.00
18	\$121,646.00
19	\$149,779.00
20	\$179,004.00
21	\$209,355.00
22	\$240,864.00
23	\$273,565.00
24	\$307,494.00
25	\$342,687.00
26	and thereafter, Full taxes