

Date: November 18, 2015

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738 on the 18th day of November, 2015, the following members of the Agency were:

Present: Frederick C. Braun, III  
Martin Callahan  
Ann-Marie Scheidt  
Michael Kelly  
Scott Middleton  
Felix J. Grucci, Jr.

Recused:

Absent:

Also Present: Lisa MG Mulligan, Chief Executive Officer

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 a certain industrial development facility more particularly described below (Ronk Hub Phase I Facility) and the leasing of the facility to 1 Mill Road Apartments Investors RHPI, LLC.

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

Voting Aye

F. Braun  
M. Callahan  
A. Scheidt  
M. Kelly  
S. Middleton  
F. Grucci, Jr.

Voting Nay

AMENDED RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR 1 MILL ROAD APARTMENTS INVESTORS RHPI, LLC, A LIMITED LIABILITY COMPANY 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 54 parcels, aggregating approximately 53.73 acres, 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 has requested the Agency’s assistance in financing the costs of a mixed-use industrial development facility which will occur in two or more phases over the next four to six years as follows: (i) Phase I will consist of (a) the acquisition of certain parcels of 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)(collectively, the

**“Land”**), 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) Subsequent phases will consist of (a) the acquisition of the additional parcels of land comprising the balance of the TOD, and (b) the construction and equipping of additional multi-use facilities which may include, but not be limited to, approximately 1.5 million sq. ft. of multifamily residential buildings (including the Phase I Facility), approximately 360,000 sq. ft. of office and professional space in several buildings, approximately 195,000 sq. ft. of retail space in multiple buildings, including without limitation, a health club, restaurant(s) and other retail stores, approximately 5,000 parking spaces, plaza area for outdoor use and a 60,000 sq. ft. exhibition/hospitality center or hotel for leisure and business travelers visiting the Town (the Phase I Facility and subsequent phases are hereinafter collectively referred to as the **“Facility”**), including the following as they relate to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, 1 Mill Road Apartments Investors RHPI, LLC, a limited liability company, organized and existing under the laws of the State of Delaware (the **“Phase I Company”**), has been formed by the principals of the Developer for the purposes of the acquisition, demolition, construction and equipping of the Phase I Facility; and

WHEREAS, the Agency by resolution duly adopted on October 21, 2015 (the **“Authorizing Resolution”**), authorized the acquisition, construction and equipping of the Phase I Facility and the execution and delivery of the Agency Documents (as defined therein); 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 I 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

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

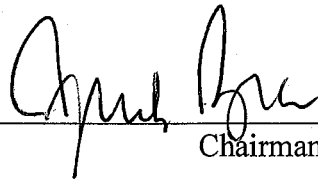
I, the undersigned Chairman of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

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 18th day of November, 2015, 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 in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 18th day of November, 2015.

By:  \_\_\_\_\_  
Chairman