

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE
SUBLEASING OF A PORTION OF THE **FOUR-L REALTY CO. 2018**
FACILITY

WHEREAS, the Town of Brookhaven Industrial Development Agency (the “Agency”) was created by 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 (collectively, the “Act”), with the authority and power to, among other things, to assist with the acquisition, construction and equipping of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously provided its assistance to **FOUR-L REALTY CO.**, a New York general partnership (the “**Company**”), in the acquisition of an approximately 3.31 acre parcel of land located at 665-667 Union Avenue, Holtsville, Town of Brookhaven, Suffolk County, New York (and further identified as Tax Map No. 200-766.00-02.00-015.00 and 016.00) (the “**Land**”), the acquisition and construction of an approximately 38,280 square foot building to be located thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment (the “**Equipment**”; together with the Land and Improvements, the “**Facility**”), for lease by the Agency to the Company and to be subleased by the Company to Vantage IC, LLC, a limited liability company organized and existing under the laws of the State of New York, for the distribution of aircraft parts, electronic components and computer hardware, and office space in connection therewith, and a future tenant or tenants for use as manufacturing, distribution, warehouse and miscellaneous office space (the “**Project**”); and

WHEREAS, the Company previously leased the Facility to the Agency under a certain Company Lease Agreement, dated as of August 1, 2018 (the “**Company Lease Agreement**”), by and between the Company and the Agency; and

WHEREAS, the Agency is leasing the Facility to the Company under a certain Lease and Project Agreement, dated as of August 1, 2018 (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Company intends to sublease a portion of the Facility, totaling approximately 38,500 square feet (the “**Demised Premises**”), to North Shore Sprinkler Supply Corp., a corporation organized and existing under the laws of the State of New York (the “**Subtenant**”), under a certain sublease (the “**Sublease**”), by and between the Company and the Subtenant, for the distribution of landscape sprinkler products, and office space in connection therewith; and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the Facility may not be subleased, in whole or in part, without the prior written consent of the Agency; and

WHEREAS, the Company has requested that the Agency consent to the subleasing of a portion of the Facility to the Subtenant; and

WHEREAS, the Agency hereby consents to the subleasing of the Demised Premises subject to the provisions of this resolution;

WHEREAS, the Agency's consent may be manifested by the adoption of this resolution and the execution and delivery of a Tenant Agency Compliance Agreement (the "**Tenant Agency Compliance Agreement**"), by and between the Agency and the Subtenant; 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;

WHEREAS, the Company and the Subtenant have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the subleasing of the Demised Premises.

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) 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 subleasing of the Demised Premises to the Subtenant will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the 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

(c) Based on the certification of the Subtenant made or to be made in the Tenant Agency Compliance Agreement, and confirmed by the Subtenant by its acceptance below of this resolution, the occupancy of the Facility by the Subtenant shall not result in the removal of a facility or plant of the Subtenant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Subtenant located within the State, unless: (i) such occupation of the Facility is reasonably necessary to discourage the Subtenant from removing such other plant or facility to a location outside the State, or (ii) such occupation of the Facility is reasonably necessary to preserve the competitive position of the Subtenant in its industry; and

(d) The Agency consents to the sublease of the Demised Premises to the Subtenant subject to the execution and delivery by the Subtenant, and the acceptance thereof by the Agency, of the Tenant Agency Compliance Agreement; and

(e) The execution of the Tenant Agency Compliance Agreement will satisfy the requirement of Section 9.3 of the Lease Agreement that any sublease of the Facility be consented to in writing by the Agency; and

(f) It is desirable and in the public interest for the Agency to consent to the sublease of the Demised Premises and to enter into the Tenant Agency Compliance Agreement.

Section 2. In consequence of the foregoing, the Agency hereby determines to enter into the Tenant Agency Compliance Agreement.

Section 3. The Chairman, Chief Executive Officer and/or any other member of the Agency are hereby authorized and directed to, on behalf of and in the name of the Agency, execute, deliver and perform a Tenant Agency Compliance Agreement, and such other certificates, agreements, instruments and documents, in such form and containing such terms, conditions and provisions as the person executing same on behalf of the Agency shall deem necessary or desirable, and shall approve, such necessity, desirability, and approval, to be conclusively evidenced by his or her execution and delivery thereof. The Chairman, Chief Executive Officer and/or any other member of the Agency are hereby authorized and directed, on behalf of and in the name of the Agency, to pay all fees, charges and expenses incurred, to cause compliance with the terms, conditions and provisions of agreements binding upon the Agency, and to do all such further acts and things, in furtherance of the foregoing as such person shall deem necessary or desirable, and shall approve.

Section 4. Any and all acts, instruments, and other writings heretofore or hereafter performed and/or executed and delivered by any one or more of the Chairman, Chief Executive Officer or any member of the Agency, pursuant to the several foregoing resolutions, for and on behalf of and in the name of the Agency, in connection with the transactions contemplated thereby, be and the same hereby are, in all respects ratified, confirmed and approved.

Section 5. The documents, including the proposed Tenant Agency Compliance Agreement, promptly following the execution and delivery thereof, be identified by any of the Chairman, Chief Executive Officer or any member of the Agency by his or her endorsement thereon and when so identified be filed with the official records of the Agency.

Section 6. Any expenses incurred by the Agency with respect to the Demised Premises shall be paid by the Company and/or the Subtenant. By acceptance hereof, the Company and the Subtenant agree to pay such expenses and further agree to indemnify and hold harmless the Agency, its members, directors, employees and agents from and against all claims, suits, actions, proceedings, obligations, damages, liabilities, judgments, costs and expenses, including legal fees and expenses, incurred as a result of action or inaction taken by or on behalf of the Agency in good faith with respect to the Demised Premises.

Section 7. The Chairman, Chief Executive Officer, Counsel to the Agency or any member of the Agency are hereby authorized and directed (i) to distribute copies of this

resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. This resolution shall take effect immediately.

Adopted: January 9, 2019

Accepted: January 9, 2019

FOUR-L REALTY CO.

By: _____
Partner

,

**NORTH SHORE SPRINKLER
SUPPLY CORP.**

By: _____
President

,

Date: January 9, 2019

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, on the 9th day of January, 2019, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci, Jr.
Scott Middleton
Frank C. Trotta

Also Present: Lisa M. G. 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 acquisition of a leasehold interest to a certain industrial development facility more particularly described below (ACE-Calabro Solar, LLC 2019 Facility) and the leasing of the facility to ACE-Calabro Solar, LLC.

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

Voting Aye

Braun
Callahan
Pollakusky
Scheidt

Voting Nay

AMENDED RESOLUTION OF THE TOWN OF
BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
APPROVING THE ACQUISITION, CONSTRUCTION AND
EQUIPPING OF A CERTAIN 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 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, ACE-Calabro Solar, LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware, on behalf of itself and/or the principals of ACE-Calabro Solar, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) has previously requested the Agency’s assistance with a certain industrial development facility; and

WHEREAS, the Agency by resolution duly adopted on June 5, 2018 (the “**Original Authorizing Resolution**”), authorized the acquisition, construction and equipping of such facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, subsequent to the Authorizing Resolution, amended its application for assistance, dated April 2, 2018, as amended on January 7, 2019 (collectively, the “**Application**”), to reflect the Company’s request for further financial assistance in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and

WHEREAS, the Agency intends to amend its Original Authorizing Resolution in order to reflect that the Agency contemplates that it will provide further financial assistance to the Company in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and

WHEREAS, as security for a loan or loans, the Agency and the Company will execute and deliver to a lender or lenders to be 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, construction and equipping of the Facility (collectively, the “**Loan Documents**”); 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, the Agency ratifies and confirms all terms contemplated under the Original 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 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 Original Authorizing Resolution to (i) grant financial assistance in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and (ii) authorize the execution and delivery of the Loan Documents to which the Agency is a party. The Original Authorizing Resolution shall continue to have the same force and effect except as modified hereby.

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

(c) The acquisition, construction and equipping of the Facility, the subleasing and leasing of the Facility to the 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, construction and equipping of the Facility and the provision of additional financial assistance in the form of exemptions of mortgage recording taxes is

reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) 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 3. In connection with the Facility, the Agency hereby authorizes and approves the following benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, consistent with the policies of the Agency.

Section 4. The form and substance of 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 5.

(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 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 6. The Agency hereby ratifies and confirms all terms contemplated by the Original Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents.

Section 7. This resolution shall take effect immediately.

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

I, the undersigned Secretary 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 9th day of January, 2019, 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 9th day of January, 2019.

By: _____
Secretary

Date: January 9, 2019

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, on the 9th day of January, 2019, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci, Jr.
Scott Middleton
Frank C. Trotta

Also Present: Lisa M. G. 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 acquisition of a leasehold interest to a certain industrial development facility more particularly described below (ACE-Calabro Solar 2, LLC 2019 Facility) and the leasing of the facility to ACE-Calabro Solar 2, LLC.

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

Voting Aye

Voting Nay

Braun
Callahan
Pollakusky
Scheidt

AMENDED RESOLUTION OF THE TOWN OF
BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
APPROVING THE ACQUISITION, CONSTRUCTION AND
EQUIPPING OF A CERTAIN 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 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, ACE-Calabro Solar 2, LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware, on behalf of itself and/or the principals of ACE-Calabro Solar 2, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) has previously requested the Agency’s assistance with a certain industrial development facility; and

WHEREAS, the Agency by resolution duly adopted on June 5, 2018 (the “**Original Authorizing Resolution**”), authorized the acquisition, construction and equipping of such facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, subsequent to the Authorizing Resolution, amended its application for assistance, dated April 2, 2018, as amended on January 7, 2019 (collectively, the “**Application**”), to reflect the Company’s request for further financial assistance in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and

WHEREAS, the Agency intends to amend its Original Authorizing Resolution in order to reflect that the Agency contemplates that it will provide further financial assistance to the Company in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and

WHEREAS, as security for a loan or loans, the Agency and the Company will execute and deliver to a lender or lenders to be 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, construction and equipping of the Facility (collectively, the “**Loan Documents**”); 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, the Agency ratifies and confirms all terms contemplated under the Original 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 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 Original Authorizing Resolution to (i) grant financial assistance in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and (ii) authorize the execution and delivery of the Loan Documents to which the Agency is a party. The Original Authorizing Resolution shall continue to have the same force and effect except as modified hereby.

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

(c) The acquisition, construction and equipping of the Facility, the subleasing and leasing of the Facility to the 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, construction and equipping of the Facility and the provision of additional financial assistance in the form of exemptions of mortgage recording taxes is

reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) 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 3. In connection with the Facility, the Agency hereby authorizes and approves the following benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$3,000,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, consistent with the policies of the Agency.

Section 4. The form and substance of 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 5.

(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 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 6. The Agency hereby ratifies and confirms all terms contemplated by the Original Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents.

Section 7. This resolution shall take effect immediately.

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

I, the undersigned Secretary 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 9th day of January, 2019, 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 9th day of January, 2019.

By: _____
Secretary

Date: January 9, 2019

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, on the 9th day of January, 2019, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci
Scott Middleton
Frank C. Trotta

Also Present: Lisa M. G. 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 acquisition of a leasehold interest to a certain industrial development facility more particularly described below (CD Ramsay Realty, LLC 2018 Facility) and the leasing of the facility to CD Ramsay Realty, LLC.

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

Voting Aye

Voting Nay

Braun
Callahan
Pollakusky
Scheidt

AMENDED RESOLUTION OF THE TOWN OF
BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
APPROVING THE ACQUISITION, CONSTRUCTION AND
EQUIPPING OF A CERTAIN 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 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, CD Ramsay Realty, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Company**”), and Creative Biolabs Inc, a business corporation duly organized and validly existing under the laws of the State of New York (the “**Sublessee**”), previously requested the Agency’s assistance with a certain industrial development facility; and

WHEREAS, the Agency, by resolution duly adopted on November 14, 2018 (the “**Original Authorizing Resolution**”), authorized the acquisition, construction and equipping of such facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, subsequent to the Authorizing Resolution, the Company and the Sublessee, by correspondence dated January 7, 2019, amended their application for assistance, dated March 20, 2018, as amended on January 7, 2019 (collectively, the “**Application**”), to reflect the Company’s request for further financial assistance in the form of additional exemptions from sales and use taxes in connection with the acquisition, construction and equipping of the Facility; and

WHEREAS, pursuant to the Original Authorizing Resolution, the Agency authorized up to \$101,889 in exemptions from sales and use taxes; and

WHEREAS, the Agency intends to amend its Original Authorizing Resolution in order to reflect the increase in sales tax benefits up to \$115,580 to include the acquisition, renovation and equipping of the increased Demised Premises; 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, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee, in the form of additional exemptions from sales and use taxes in an amount not to exceed \$13,691, for a total amount not to exceed \$115,580, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, all consistent with the policies of the Agency; and

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

WHEREAS, the Company and the Sublessee have 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 for further subleasing to the Sublessee.

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 Original Authorizing Resolution to reflect an increase in the amount of sales tax exemption, such that any reference to the sales tax exemption in the amount of \$101,889 therein is hereby amended to read \$115,580. The Original Authorizing Resolution shall continue to have the same force and effect except as modified hereby.

Section 2. In connection with the Facility, the Agency hereby authorizes and approves the following benefits to be granted to the Company and the Sublessee in connection with the acquisition, construction and equipping of the Facility in the form of additional exemptions from sales and use taxes in an amount not to exceed \$13,691, for a total amount not to exceed \$115,580 in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, consistent with the policies of the Agency.

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

Section 4. This resolution shall take effect immediately.

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

I, the undersigned Secretary 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 9th day of January, 2019, 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 9th day of January, 2019.

By: _____
Secretary

Date: January 9, 2019

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 9th day of January, 2019, the following members of the Agency were:

Present:

Recused:

Absent:

Also Present:

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 (H. O. Penn Machinery Company, Inc. 2019 Facility) and the leasing of the facility to H. O. Penn Machinery Company, Inc.

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

Voting Aye

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY APPROVING
THE ACQUISITION, RENOVATION AND EQUIPPING OF
A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY
AND APPROVING THE APPOINTMENT OF H. O. PENN
MACHINERY COMPANY, INC., A NEW YORK
BUSINESS CORPORATION ON BEHALF OF ITSELF
AND/OR THE PRINCIPALS OF H. O. PENN MACHINERY
COMPANY, INC. 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, RENOVATING 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, H. O. Penn Machinery Company, Inc., a business corporation duly organized and validly existing under the laws of the State of New York, on behalf of itself and/or the principals of H. O. Penn Machinery Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) has requested the Agency’s assistance with the acquisition by the Company of fee title to or a leasehold interest in an approximately 1.54 acre parcel of land located at 20 Platinum Court, Medford, New York (the “**Land**”), the renovation and equipping of an approximately 20,000 square foot building located thereon (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease or sublease by the Agency to the Company for use as office space, distribution space and warehouse storage in its business as a distributor of electric and power generators and equipment to owners and renters throughout the United States and Puerto Rico (collectively, the “**Project**”); and

WHEREAS, the Company will acquire a ground lease interest in the Facility, or, in the alternative, a fee interest in the Facility; and

WHEREAS, the Agency will acquire a leasehold or subleasehold interest in the Facility and will sublease and lease the Facility to the Company all pursuant to the Act; and

WHEREAS, the Agency will acquire a leasehold or a subleasehold interest in the Land and Improvements pursuant to a certain Company Lease Agreement, dated as of January 1, 2019 or such other date as the Chairman or 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 January 1, 2019 or such other date as the Chairman or 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 consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$2,800,000 but not to exceed \$3,500,000 in connection with the financing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an approximate amount not to exceed \$48,300, 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, if the Company acquires fee title to the Facility and enters into a loan with a lender, 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, renovation and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, a public hearing (the “**Hearing**”) was held on January 8, 2019, 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 Hearing was given on December 29, 2018 and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A; and

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

WHEREAS, the Company has represented to the Agency that the approval of the Project and the transactions contemplated by the Lease Agreement will result in the removal of a facility located at 15 Middle Avenue, Holtsville, New York and the Agency would otherwise be prohibited from granting benefits pursuant to the provisions of Section 862 of the Act; and

WHEREAS, based upon the representations of the Company in the Application for financial assistance filed by the Company with the Agency (the “**Application**”), the Project is reasonably necessary to discourage the Company from removing such other plant or facility to Connecticut and therefore not subject to the prohibitions contained in Section 862 of the Act; and

WHEREAS, in accordance with Section 859-a(5)(d) of the Act, the Agency has notified the chief executive officer of Brookhaven of the removal of the Company's facilities in Holtsville and its relocation to Medford; 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 the competitive position of the 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, 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 Issuer 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 Issuer 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, renovation and equipping 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 Executive Director of the Agency or counsel to the Agency.

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

(c) The Facility preserves the public purposes of the Act by preserving or increasing the number of permanent private sector jobs in the Town of Brookhaven. The Company has represented to the Agency that they expect to maintain approximately twenty-six (26) jobs within two (2) years of completion of the acquisition, renovation and equipping of the Facility; and

(d) The acquisition, renovation and equipping of the Facility and the leasing and subleasing of the Facility to the 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

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

(f) Based upon the representations of the Company, the Project and the related financial assistance is reasonably necessary to discourage the Facility occupant(s) from removing a facility or plant of the Facility occupant(s) located within the State to a location outside of the State; and

(g) 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

(h) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

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

(j) The Company Lease will be an effective instrument whereby the Agency leases the Facility from the Company; and

(k) 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 Agreement may recapture some or all of the benefits granted to the Company; and

(l) If the Company acquires fee title to the Facility and enters into a Loan with the Lender, 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 3. 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 4. 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) lease and sublease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) if the Company acquires fee title and enters into a Loan with the Lender, the Agency will grant a mortgage on and security interest in and to the Facility pursuant to the Loan Documents, and (vi) if the Company acquires fee title and enters into a Loan with the Lender, the Agency will execute, deliver and perform the Loan Documents to which the Agency is a party.

Section 5. The Agency is hereby authorized to acquire the Facility 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. If the Company acquires fee title to the facility and a mortgage is granted, the Agency is hereby authorized to execute and deliver the Loan Documents in connection with the financing of the costs of acquiring, renovating and equipping of the Facility and any future Loan Documents in connection with any future refinancing or permanent financing of such costs of acquiring, renovating and equipping of the Facility without the need for any future approvals of the Agency.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation 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 \$2,800,000 but not to exceed \$3,500,000 in connection with the financing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the

costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an approximate amount not to exceed \$48,300, 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), 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, renovate 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, renovate 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, renovate 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 for the Facility in an amount not to exceed \$48,300, 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, if applicable, 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, if applicable, 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, Vice Chairman, Chief Executive Officer 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 agrees to pay expenses and 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 Secretary 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 9th day of January, 2019, 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 9th day of January, 2019.

By: _____
Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

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 9th day of January, 2019, at 10:00 a.m. local time, at the Town of Brookhaven Division of Economic Development, 2nd Floor, One Independence Hill, Farmingville, New York 11738, in connection with the following matters, New York in connection with the following matters:

H. O. Penn Machinery Company, Inc., a business corporation duly organized and validly existing under the laws of the State of New York, on behalf of itself and/or the principals of H. O. Penn Machinery Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) has requested the Agency’s assistance with the acquisition by the Company of fee title to or a leasehold interest in an approximately 1.54 acre parcel of land located at 20 Platinum Court, Medford, New York (the “**Land**”), the renovation and equipping of an approximately 20,000 square foot building located thereon (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease or sublease by the Agency to the Company for use as office space, distribution space and warehouse storage in its business as a distributor of electric and power generators and equipment to owners and renters throughout the United States and Puerto Rico. The Facility will be initially owned, operated and/or managed by 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 renovation and equipping of the Facility, and abatement of real property taxes, all consistent with the policies 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. At the hearing, all persons will have the opportunity to review 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: December 29, 2018

**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan
Title: Chief Executive Officer

EXHIBIT B

FORM OF MINUTES OF PUBLIC HEARING HELD ON JANUARY 9, 2019

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY (H. O. PENN MACHINERY COMPANY, INC. 2019 FACILITY)

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:

H. O. Penn Machinery Company, Inc., a business corporation duly organized and validly existing under the laws of the State of New York, on behalf of itself and/or the principals of H. O. Penn Machinery Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) has requested the Agency’s assistance with the acquisition by the Company of fee title to or a leasehold interest in an approximately 1.54 acre parcel of land located at 20 Platinum Court, Medford, New York (the “**Land**”), the renovation and equipping of an approximately 20,000 square foot building located thereon (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease or sublease by the Agency to the Company for use as office space, distribution space and warehouse storage in its business as a distributor of electric and power generators and equipment to owners and renters throughout the United States and Puerto Rico. The Facility will be initially owned, operated and/or managed by 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 renovation and equipping of the Facility, and abatement of real property taxes, all consistent with the policies of the Agency.

Section 4. The hearing officer then opened the hearing for comments from the floor for or against the proposed transfer of the Facility, 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

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

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Brookhaven Industrial Development Agency (the “**Agency**”) on January 9, 2019, at 10:00 a.m., local time, at Town of Brookhaven Division of Economic Development, 2nd Floor, One Independence Hill, Farmingville, New York 11738, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of January 9, 2019.

Secretary

[END OF FORM OF MINUTES OF PUBLIC HEARING]

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), Longwood Central School District, Suffolk County and Appropriate Special Districts

<u>Year</u>	<u>Tax Year</u>	<u>Payment</u>
1.	2019/2020	\$24,124.00
2.	2020/2021	\$24,607.00
3.	2021/2022	\$26,103.00
4.	2022/2023	\$27,649.00
5.	2023/2024	\$29,247.00
6.	2024/2025	\$30,897.00
7.	2025/2026	\$32,602.00
8.	2026/2027	\$34,362.00
9.	2027/2028	\$36,180.00
10.	2028/2029	\$38,057.00
11.	and thereafter	100% of full taxes and assessments on the Facility

Date: January 9, 2019

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held on the 9th day of January, 2019, at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, the following members of the Agency were:

Present:

Recused:

Absent:

Also Present:

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 (Engel Burman at Mt. Sinai, LLC 2019 Facility) and the leasing of the facility to Engel Burman at Mt. Sinai, LLC.

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

Voting Aye

Voting Nay

AMENDED TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY APPROVING THE APPOINTMENT OF
ENGEL BURMAN AT MT. SINAI, LLC, A NEW YORK LIMITED
LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE
PRINCIPALS OF ENGEL BURMAN AT MT. SINAI, 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, CONSTRUCTING AND EQUIPPING
THE FACILITY, APPROVING THE ACQUISITION,
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, Engel Burman at Mt. Sinai, 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 Engel Burman at Mt. Sinai, 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 to provide its assistance to finance certain costs of an industrial development facility consisting of (A) the acquisition of an approximately 17.81 acre parcel of land located at 879 Route 25A, Mount Sinai, Town of Brookhaven, New York (the “**Land**”), (B) the construction, equipping and furnishing of approximately 225 new senior independent residential rental units across approximately thirty (30) buildings of one (1) and two (2) story heights for use by the Company as a senior living residential facility, including, a clubhouse, community building and swimming pool (collectively, the “**Equipment**” and “**Improvements**”) and (C) the construction of (i) roadways, drive aisles and parking for approximately 423 vehicles and sidewalks, lighting and landscaping, (ii) a new wastewater collection system to be connected to an existing sanitary manhole being part of the Suffolk County Sewer District #2 (Talmadge Woods sewage treatment plant), (iii) storm-water drainage facilities in the forms of dry-well systems, culverts, collection and drain pipes to manage storm-water from new impervious areas on-site, and (iv) utility service connections including electrical, gas, water service, cable and internet service (the “**Related Improvements**”; and, together with the Land, the Equipment and the Improvements, the “**Facility**”), which Facility will be leased by the Agency to the Company, and used by the Company as a senior living community (the “**Project**”); and

WHEREAS, the Agency, by resolution duly adopted on November 14, 2018 (the “**Original Authorizing Resolution**”), decided to proceed under the provisions of the Act and authorized the acquisition and leasing of the Facility and entering into the Lease Agreement (as defined therein); and

WHEREAS, the Original Authorizing Resolution contemplated that the Agency would provide the Company with exemptions from sales and use taxes in an amount not to exceed \$1,828,500, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility; and

WHEREAS, subsequent to the Original Authorizing Resolution, the Agency identified a scrivener’s error in the amount of exemptions from sales and use taxes and desires to amend the Original Authorizing Resolution to conform with the requested amount of exemptions from sales and use taxes, as stated in the Company’s application to the Agency for financial assistance; and

WHEREAS, the Agency intends to amend its Original Authorizing Resolution to reflect that the Agency will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from sales and use taxes in an amount not to exceed \$2,397,750, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility; 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, the Agency ratifies and confirms all terms contemplated under the Original 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 leasing of the Facility to the Agency and the lease of the Facility 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 Original Authorizing Resolution to reflect the exemptions from sales and use taxes in an amount not to exceed \$2,397,750, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility.

Section 2. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of exemptions from sales and use taxes in an amount not to exceed \$2,397,750, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility.

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

Section 4. This amended resolution shall take effect immediately.

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

I, the undersigned Secretary 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 9th day of January, 2019, 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 9th day of January, 2019.

By: _____
Secretary

Date: January 9, 2019

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held on the 9th day of January, 2019, at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, the following members of the Agency were:

Present:

Recused:

Absent:

Also Present:

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 (HSRE-EB Mount Sinai, LLC 2019 Facility) and the leasing of the facility to HSRE-EB Mount Sinai, LLC.

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

Voting Aye

Voting Nay

AMENDED RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
APPOINTMENT OF HSRE-EB MOUNT SINAI, LLC, A DELAWARE
LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR
THE PRINCIPALS OF HSRE-EB MOUNT SINAI, 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, CONSTRUCTING AND EQUIPPING
THE FACILITY, APPROVING THE ACQUISITION,
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, HSRE-EB Mount Sinai, LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, on behalf of itself and/or the principals of HSRE-EB Mount Sinai, 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 to provide its assistance to finance certain costs of an industrial development facility consisting of (A) the acquisition of an approximately 6.5 acre parcel of located at 400 Sutton Court, Mount Sinai, Town of Brookhaven, New York (the “**Land**”), (B) the construction, equipping and furnishing of a two (2) story 120 unit assisted living facility including approximately 137 beds and common areas consisting of dining facilities, recreational areas, common meeting and reading areas, and other amenities catering to the needs of local seniors and the furnishing thereof including, but not limited to furniture, appliances in the units, kitchen equipment, telephone systems, audio-visual equipment, security equipment and exercise equipment (collectively, the “**Equipment**” and “**Improvements**”), including an approximately 1,200 square foot space to be leased by the Company to a tenant not yet determined (the “**Tenant**”) as a hair salon and (C) the construction of (i) roadways, drive aisles and parking for approximately 90 vehicles and sidewalks, lighting and landscaping, (ii) a new wastewater collection system to be connected to an existing sanitary manhole being part of the Suffolk County Sewer District #2 (Talmadge Woods sewage treatment plant), (iii) storm-water drainage facilities in the forms of dry-well systems, culverts, collection and drain pipes to manage storm-water from new impervious areas on-site, and (iv) utility service connections including electrical, gas, water service, cable and internet service (the “**Related Improvements**”; and, together with the Land, the Equipment and the Improvements, the “**Facility**”), which Facility will be leased by the Agency to the Company, and used by the Company as an assisted living and memory care facility (the “**Project**”); and

WHEREAS, the Agency, by resolution duly adopted on November 14, 2018 (the “**Original Authorizing Resolution**”), decided to proceed under the provisions of the Act and authorized the acquisition and leasing of the Facility and entering into the Lease Agreement (as defined therein); and

WHEREAS, the Original Authorizing Resolution contemplated that the Agency would provide the Company with exemptions from sales and use taxes in an amount not to exceed \$1,483,500, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility; and

WHEREAS, subsequent to the Original Authorizing Resolution, the Agency identified a scrivener’s error in the amount of exemptions from sales and use taxes and desires to amend the Original Authorizing Resolution to conform with the requested amount of exemptions from sales and use taxes, as stated in the Company’s application to the Agency for financial assistance; and

WHEREAS, the Agency intends to amend its Original Authorizing Resolution to reflect that the Agency will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from sales and use taxes in an amount not to exceed \$1,807,800, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility; 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, the Agency ratifies and confirms all terms contemplated under the Original 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 leasing of the Facility to the Agency and the lease of the Facility 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 Original Authorizing Resolution to reflect the exemptions from sales and use taxes in an amount not to exceed \$1,807,800, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility.

Section 2. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of exemptions from sales and use taxes in an amount not

to exceed \$1,807,800, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility.

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

Section 4. This amended resolution shall take effect immediately.

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

I, the undersigned Secretary 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 9th day of January, 2019, 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 9th day of January, 2019.

By: _____
Secretary

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING AN INCREASE OF THE SALES AND USE TAX EXEMPTION BENEFITS PERTAINING TO A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY LEASED TO **THE VISTAS AT PORT JEFFERSON LLC** AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDMENT OF THE LEASE AGREEMENT AND RELATED DOCUMENTS

WHEREAS, the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created by 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 (collectively, the “**Act**”), with the authority and power to, among other things, acquire, construct, renovate and equip a project, provide financial assistance, and mortgage, lease, grant options with respect to and dispose of property; and

WHEREAS, the Agency has previously granted, in accordance with the Agency’s resolutions adopted on October 25, 2017, as amended by resolutions adopted February 21, 2018 and July 11, 2018 (collectively the “**Prior Resolutions**”), to **THE VISTAS AT PORT JEFFERSON LLC**, a New York limited liability company (the “**Company**”), assistance in connection with: (a) the acquisition and construction of a senior housing rental community with approximately 244 senior citizen rental housing units and appurtenances (the “**Improvements**”), located or to be located on an approximately 27.324 acre parcel of land situated at Bicycle Path, Port Jefferson Station, Town of Brookhaven, Suffolk County, New York (and further identified as Tax Map No. 0200-229.00-01.00-002.16 (formerly, 0200-229.00-01.00-002.11 through 002.15 and 0200-206.00-05.00-040.001)) (the “**Land**”), and (b) the acquisition and installation thereof of equipment and other personal property (the “**Equipment**”) (the Land, Improvements and Equipment may be collectively referred to as the “**Facility**”), which Facility is initially leased by the Agency to the Company for sublease of the rental units by the Company to qualified senior residents of at least 55 years of age (the “**Project**”); and

WHEREAS, the Agency leases from the Company the Land and Improvements under a certain Company Lease Agreement, dated as of July 1, 2018 (the “**Company Lease Agreement**”), a memorandum of which Company Lease Agreement was to be recorded in the Suffolk County Clerk’s Office, and

WHEREAS, the Agency subleases and leases the Facility to the Company under a certain Lease and Project Agreement, dated as of July 1, 2018 (the “**Lease Agreement**”), a memorandum of which Lease Agreement was to be recorded in the Suffolk County Clerk’s Office, and

WHEREAS, the Company has requested an increase of \$400,000.00 in the sales and use tax exemption benefits granted by the Agency to the Company under the Lease Agreement by reason of the increased costs of the construction and equipping of the Project (the “**Sales and Use Tax Increase**”); and

WHEREAS, the Agency previously required the Company to provide to the Agency a benefit analysis (the “**Benefit Study**”) 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, a copy of which has been filed with the records of the Agency; and

WHEREAS, the Agency’s Uniform Tax Exemption Policy (“**UTEP**”) provides for the granting of financial assistance by the Agency for unusual projects pursuant to Sections 3(B), 8(A) and 8(C) thereof; and

WHEREAS, the Agency contemplates that it will provide additional financial assistance to the Company, consistent with the policies of the Agency, in the form of an additional \$400,000.00 exemption from sales and use taxes on the acquisition, construction and equipping of the Facility, consistent with the policies of the Agency, pursuant to an Amendment to the Lease Agreement (the “**Amendment of Lease**”); and

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

WHEREAS, a public hearing (the “**Hearing**”) was held on January 9, 2019 with respect to the Project and the financial assistance contemplated by the Agency, 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 Hearing was given more than ten days prior thereto, such notice (together with proof of publication) having been filed with the records of this Agency; and

WHEREAS, the minutes of the Hearing having been filed with the records of this Agency; and

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

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. The Agency hereby confirms its findings, determinations, authorizations, approvals and resolutions set forth in the Prior Resolutions, as amended hereby.

Section 2. The Agency hereby finds and determines:

i. 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;

ii. The Facility constitutes a “project”, as such term is defined in the Act;

iii. The continued leasing and subleasing of the Facility by the Agency to the Company, the acquisition, construction, and equipping of the Facility, and the providing of financial assistance to the Company within the meaning of the Act, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act;

iv. Based upon representations of the Company, and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility are located;

v. The Facility and the operations conducted therein does not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder;

vi. The Agency has determined that the proposed Sales and Use Tax Increase will promote and further the purposes of the Act;

vii. It is desirable and in the public interest for the Agency to grant the Sales and Use Tax Increase and to continue to lease the Facility to the Company for further subleasing of the rental units by the Company to qualified senior residents of at least 55 years of age;

viii. The Amendment of Lease will be an effective instrument whereby the Agency and the Company agree to increase the sales and use tax exemption benefits applicable to the Project by \$400,000.00 for a maximum aggregate amount of the sales and use tax exemption benefits of \$1,900,000.00, and the Agency will continue to lease the Facility to the Company and the Company will further sublease the Facility’s rental units to qualified senior residents of at least 55 years of age; and

Section 3. Subject to the provisions of this resolution, the Agency hereby determines to grant an increase of the sales and use tax exemption benefits applicable to the Project by \$400,000.00 for a maximum aggregate amount of the sales and use tax exemption benefits of \$1,900,000.00 pursuant to the Amendment of Lease; and

Section 4. Subject to, and conditioned upon, the execution and delivery by the Company and such other persons as may be required by the Agency, and the acceptance by the Agency, of the Amendment of Lease and such other documents required by the Agency, the Company is hereby appointed the true and lawful agent of the Agency to acquire, construct, and equip the Facility, and is authorized to delegate its status as agent of the Agency to the Company's agents, subagents, contractors, subcontractors, suppliers, vendors and other parties as the Company may choose for the purpose of acquiring, constructing, or equipping the Facility. The appointment described above includes the following activities as they relate to the acquiring, constructing, and equipping of the Facility, whether or not the materials, services or supplies described below are incorporated into or become an integral part of the Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, and equipping the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, and equipping 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 the Facility. This Agency appointment includes the power to make, execute, acknowledge and deliver any contracts, orders receipts writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. The appointment hereunder shall expire upon the earliest of (a) the last day of the calendar month in which the expiration of three years after the commencement of the term of the Lease Agreement occurs, (b) completion of the initial acquisition, construction, and equipping of the Facility, and (c) the date on which the Company has realized exemptions from sales and use taxes by reason of the Agency's participation in the Project in an aggregate amount of \$1,900,000.00 or more, provided however, such appointment may be extended and the amount of the exemption may be increased at the sole discretion of the Agency, upon the written request of the Company, if such activities and improvements are not completed by such time or the additional sales and uses tax exemptions are necessary. 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 agency appointment expressly excludes the Company from purchasing 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.

Section 5. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act, and the Lease Agreement, as amended.

Section 6. The Chairman, Chief Executive Officer and/or any other member of the Agency are hereby authorized and directed to, on behalf of and in the name of the Agency, execute, deliver and perform an Amendment of the Lease, and other certificates, agreements, instruments and documents, as above contemplated or in furtherance of the foregoing, in such form and substance as the person executing same on behalf of the Agency shall deem necessary

or desirable, and shall approve, such necessity, desirability, and approval, to be conclusively evidenced by his or her execution and delivery thereof. The Chairman, Chief Executive Officer and/or any other member of the Agency are hereby authorized and directed, on behalf of and in the name of the Agency, to pay all fees, charges and expenses incurred, to cause compliance with the terms, conditions and provisions of agreements binding upon the Agency, and to do all such further acts and things, in furtherance of the foregoing as such person shall deem necessary or desirable, and shall approve.

Section 7. Any and all acts, instruments, and other writings heretofore or hereafter performed and/or executed and delivered by any one or more of the Chairman, Chief Executive Officer or any member of the Agency, pursuant to the several foregoing resolutions, for and on behalf of and in the name of the Agency, in connection with the transactions contemplated thereby, be and the same hereby are, in all respects ratified, confirmed and approved.

Section 8. The documents, including the proposed Amendment of Lease, promptly following the execution, and delivery thereof, be identified by any of the Chairman, Chief Executive Officer or any member of the Agency by his or her endorsement thereon and when so identified be filed with the official records of the Agency.

Section 9. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify and hold harmless the Agency, its members, directors, employees and agents from and against all claims, suits, actions, proceedings, obligations, damages, liabilities, judgments, costs and expenses, including legal fees and expenses, incurred as a result of action or inaction taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 10. The Chairman, Chief Executive Officer, Counsel to the Agency or any member of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 11. This resolution shall take effect immediately, and, unless sooner rescinded or amended, shall be deemed rescinded at the expiration of six (6) months after the date of the adoption of this resolution if the execution and delivery of the Amendment of Lease, and such other instruments as required by the Agency, has not occurred prior to such expiration, subject to extension at the discretion of the Agency upon the written request of the Company.

Adopted: January 9, 2019

Accepted: January 9, 2019

THE VISTAS AT PORT JEFFERSON LLC

By: _____, Member