

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY CONSENTING TO THE TRANSFER OF OWNERSHIP OF SHOREHAM SOLAR COMMONS LLC TO DUKE ENERGY RENEWABLES SOLAR, LLC, OR A COMPANY WHOLLY OWNED BY DUKE ENERGY RENEWABLES SOLAR, LLC, OF 100% OF THE INTEREST IN SHOREHAM SOLAR COMMONS LLC AND FINANCING IN CONNECTION THEREWITH.

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 may be 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 Agency previously provided assistance to SHOREHAM SOLAR COMMONS LLC, a Delaware limited liability company authorized to transact business in the State of New York (collectively, the “**Company**”), in the acquisition of an approximately 150 acre parcel of land located at 24 Cooper Street, Shoreham, Town of Brookhaven, New York (SCTM #0200-126.00-02.00-002.000; 0200-127.00-01.00-003.000; 0200-127.00-01.00-006.00; 0200-148.00-02.00-005.000; and 0200-148.00-02.00-006.000) (the “**Land**”), the demolition of the existing residence thereon, the renovation of existing structures thereon, including outbuildings and clubhouse, for use as offices, storage, and related uses by the Company, the construction of a solar-powered electric generation facility thereon (the “**Improvements**”), and equipping thereof, including, without limitation, approximately 25MC (AC) ground mounted, stationary/non-tracking solar array installed on mounting racks, including approximately 125,944, 72-cell polycrystalline modules, combiner boxes, inverters, transformers, and other associated interconnect infrastructure to connect to LIPA’s power grid (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is leased and sub-leased by the Agency to the Company, and used or to be used by the Company as a solar electric generating facility.

WHEREAS, the Agency previously acquired a subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of February 1, 2017 (the “**Company Lease**”), by and between the Company and the Agency, a memorandum of which Company Lease was to be recorded in the office of the Suffolk County Clerk;

WHEREAS, the Agency previously acquired title to the Equipment pursuant to a certain Bill of Sale (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of February 1, 2017 (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, pursuant to Section 8.3 of the Lease Agreement, the Company may not change, directly or indirectly, more than 49% of the ownership or control of the Company or sell or transfer, directly or indirectly, more than 49% of the equity interests in the Company without the prior written consent of the Agency; and

WHEREAS, DUKE ENERGY RENEWABLES SOLAR, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of DUKE ENERGY RENEWABLES SOLAR, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, "DERS"), has now applied to the Agency for the Agency's consent to (i) the acquisition by DERS or a company wholly owned by DERS (the "Holding Company") of one hundred percent (100%) interest in the Company; (ii) the subsequent creation and transfer of a class of passive, non-voting interests in the Company or the Holding Company to one or more institutional investors (the "Investors"), with limited veto and consent rights regarding economic and financial matters of the Company (i.e., DERS, directly or indirectly, will retain day-to-day management, and operation and control, of the Company following the investment in the Company by the Investors); (iii) the pledge of DERS' interest in the Company or the Holding Company to an institutional lender or institutional lenders to be determined as security for DERS' financial obligations to the lender or lenders; and (iv) the purchase by DERS or the Holding Company, as applicable, of the Investors' interest in the Company or the Holding Company (collectively, the "Change In Control and Ownership of the Company"); and

WHEREAS, the Company has requested the Agency's consent to the Change In Control and Ownership of the Company pursuant to Section 8.3 the Lease Agreement; 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 Company and DERS have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the Change In Control and Ownership of the Company and the continued leasing and sub-subleasing of the Facility; and

WHEREAS, a public hearing (the "Hearing") was held on October __, 2017, so that all persons with views in favor of, or opposed to either the Agency's consent to Change In Control and Ownership of the Company, 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 and DERS and to the representations by the Company and DERS that the proposed Change In Control and Ownership of the Company 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 respective industries.

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

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 "Agency Documents").

(b) The Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

(c) 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 5. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company, DERS and/or the Holding Company. By acceptance hereof, the Company, DERS and/or the Holding Company agree to pay such expenses and further agree, jointly and severally, 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 with respect to the Facility.

Section 6. This resolution shall take effect immediately.

ADOPTED: October 25, 2017

ACCEPTED: October ____, 2017

SHOREHAM SOLAR COMMONS LLC

By: _____
Name: _____
Title: _____

DUKE ENERGY RENEWABLES SOLAR, LLC

By: _____
Name: _____
Title: _____

Date: October 25, 2017

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 25th day of October, 2017, 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 (WHTB Glass LLC 2017 Facility) and the leasing of the facility to WHTB Glass LLC.

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, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE APPOINTMENT OF WHTB GLASS LLC, A DELAWARE LIMITED LIABILITY COMPANY ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF WHTB GLASS 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, 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, WHTB Glass 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 WHTB Glass LLC 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 of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Precision Drive, Yaphank, New York (the “**Land**”), the construction of an approximately 49,000 square foot manufacturing facility to be located thereon and the installation and equipping of improvements including, but not limited to, a temperable-coater, shuttle stock cutting system, digital controls, digital drilling system, convection tempered furnace, Tamglass GHF Convention Furnace, Bystronic Automatic Assembly Glassfill Press Insulation line, Automatic Intelligent Laminated Glass line and a Digital Ceramic In-Glass printer (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease by the Agency to the Company for use as a manufacturer and supplier of industry-certified solar reflective glass, curved tempered glass, fire-resistant glass and composite glass products for commercial products, including the following as they relate to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal

property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

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

WHEREAS, the Agency will acquire a leasehold interest in the Land and Improvements pursuant to a certain Company Lease Agreement, dated as of October 1, 2017 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 October 1, 2017 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 \$18,900,000 but not to exceed \$20,000,000 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, (ii) exemptions from sales and use taxes in an approximate amount not to exceed \$858,188, 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 A hereof); and

WHEREAS, as security for a loan or loans (as such term is defined in the Lease Agreement), 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, 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, a public hearing (the "**Hearing**") was held on October 25, 2017, 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 October 14, 2017 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 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 Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility by the Agency to the Company;

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

Section 1. Based upon the Questionnaire prepared by the Company and reviewed by the Agency, and other representations and information furnished regarding the Facility, the Agency determines that the action relating to the acquisition, construction, equipping and operation of the Facility in an “Unlisted” action, as that term is defined under SEQR. The Agency also determines that the Facility 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 the Chief Executive Officer 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 currently provide one hundred forty-three (143) full-time employees and expect the number of jobs to increase upon project completion; and
- (d) The acquisition, construction 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, construction 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 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
- (g) 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
- (h) It is desirable and in the public interest for the Agency to sublease and lease the Facility to the Company; and
- (i) The Company Lease will be an effective instrument whereby the Agency leases the Land and the Improvements from the Company; and
- (j) 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
- (k) 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) sublease and lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (vi) execute and deliver the Loan Documents to which the Agency is a party.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 7. In connection with the Facility 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 the Agency (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$18,900,000 but not to exceed \$20,000,000 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, (ii) exemptions from sales and use taxes in an amount not to exceed \$858,188, 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 A 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, construct and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agent of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or

streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes for the Facility in an amount not to exceed \$858,188, 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 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 Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act.

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

Section 11.

(a) The Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Chief Executive Officer 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, Vice Chairman, Chief Executive Officer 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. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 14. This resolution shall take effect immediately.

ADOPTED: October 25, 2017

ACCEPTED: _____, 2017

WHTB GLASS LLC

By: _____
Name:
Title:

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

I, the undersigned Assistant 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 25th day of October, 2017, 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 25th day of October, 2017.

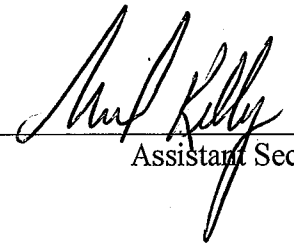
By:  _____
 Assistant Secretary

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 25th day of October 2017, at 11:00 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:

WHTB Glass 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 WHTB Glass LLC 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 of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Precision Drive, Yaphank, New York (the “**Land**”), the construction of an approximately 49,000 square foot manufacturing facility to be located thereon and the installation and equipping of improvements including, but not limited to, a temperable-coater, shuttle stock cutting system, digital controls, digital drilling system, convection tempered furnace, Tamglass GHF Convention Furnace, Bystronic Automatic Assembly Glassfill Press Insulation line, Automatic Intelligent Laminated Glass line and a Digital Ceramic In-Glass printer (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease by the Agency to the Company for use as a manufacturer and supplier of industry-certified solar reflective glass, curved tempered glass, fire-resistant glass and composite glass products for commercial products. 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 and exemptions from sales and use taxes in connection with the construction 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: October __, 2017

**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan
Title: Chief Executive Office

EXHIBIT B

[FORM OF MINUTES OF PUBLIC HEARING HELD ON
October 25, 2017]

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
(WHTB GLASS LLC 2017 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:

WHTB Glass 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 WHTB Glass LLC 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 of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Precision Drive, Yaphank, New York (the “**Land**”), the construction of an approximately 49,000 square foot manufacturing facility to be located thereon and the installation and equipping of improvements including, but not limited to, a temperable-coater, shuttle stock cutting system, digital controls, digital drilling system, convection tempered furnace, Tamglass GHF Convention Furnace, Bystronic Automatic Assembly Glassfill Press Insulation line, Automatic Intelligent Laminated Glass line and a Digital Ceramic In-Glass printer (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease by the Agency to the Company for use as a manufacturer and supplier of industry-certified solar reflective glass, curved tempered glass, fire-resistant glass and composite glass products for commercial products. 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 and exemptions from sales and use taxes in connection with the construction and equipping of the Facility, and abatement of real property taxes, all consistent with the policies of the Agency.

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

I, the undersigned Assistant 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 October 25, 2017, at 11:00 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 October 25, 2017.



Assistant 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.	2018/2019	\$ 6,607
2.	2019/2020	\$ 6,740
3.	2020/2021	\$ 6,874
4.	2021/2022	\$ 7,012
5.	2022/2023	\$ 7,152
6.	2023/2024	\$ 7,295
7.	2024/2025	\$ 7,441
8.	2025/2026	\$ 7,590
9.	2026/2027	\$ 7,742
10.	2027/2028	\$ 7,896
	and thereafter	100% of full taxes and assessments on the Facility

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO, AND APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF, A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY TO BE LEASED TO THE VISTAS AT PORT JEFFERSON LLC, AND TAKING OFFICIAL ACTION AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF AGREEMENTS PERTAINING TO THE 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, 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 VISTAS AT PORT JEFFERSON LLC**, a New York limited liability company on behalf of itself and/or the principals of **THE VISTAS AT PORT JEFFERSON LLC** and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company"), has applied to the Agency for assistance in connection with: (a) the acquisition and construction of a senior housing rental community with approximately 244 senior citizen rental housing units and appurtenances (the "Improvements"), including one and two bedroom apartments, a clubhouse and fitness center and other amenities, maintenance facilities, and a sewage pump station, 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. 0200-229.00-01.00-002.11 through 002.15 and 0200-206.00-05.00-040.001) (the "Land"), and (b) the acquisition and installation thereat of equipment and other personal property (the "Equipment"), including appliances, furniture, fixtures, pool equipment and other equipment (the Land, Improvements and Equipment may be collectively referred to as the "Facility"), which Facility is to be initially leased by the Agency to the Company and the rental units subleased by the Company to qualified senior residents of at least 55 years of age (the "Project"), including the following as they relate to the acquisition, construction and equipping of the Facility, whether or not any materials 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 the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction, renovation and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under the Facility; and

WHEREAS, a public hearing (the "Initial Hearing") was held on August 28, 2017 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 Initial 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 Initial Hearing having been filed with the records of this Agency; and

WHEREAS, thereafter the Company amended its application to the Agency for assistance; 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, based upon the application of the Company, as amended, 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 sales and use taxes on the acquisition, construction and equipping of the Facility, including fixtures, furniture and equipment to be installed in the Facility or in connection with the acquisition, installation, purchase or lease of the Equipment and equipment, building materials, services or other personal property part of or to become part of the Facility, in an amount not to exceed \$1,500,000.00, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof), all consistent with the policies of the Agency; and

WHEREAS, the Agency contemplates that it will not provide financial assistance to the Company in the form of exemptions from mortgage recording taxes; and

WHEREAS, the Agency contemplates it will acquire a leasehold interest in the Land and Improvements under a certain Company Lease Agreement (the "Company Lease Agreement") for a term of approximately thirteen (13) years, by and between the Company and the Agency, and

WHEREAS, the Agency contemplates it will acquire title to the Equipment pursuant to a certain Bill of Sale (the "Bill of Sale"), from the Company to the Agency; and

WHEREAS, the Agency contemplates that it will lease and sublease the Facility to the Company under a certain Lease and Project Agreement (the "Lease Agreement") for a term of approximately thirteen (13) years, by and between the Agency and the Company, which Lease Agreement will provide, *inter alia*, for the Company's obligations regarding payments in lieu of taxes with respect to the Facility, and assurances of the Company with respect to the recapture of certain benefits, including sales and use tax exemptions, granted under or by virtue of the Lease Agreement and other agreements; and

WHEREAS, the Company will sub-sublease the rental units at the Facility to qualified senior residents of at least 55 years of age, of which at least thirty six (36) rental units will be affordable; and

WHEREAS, in order to finance a portion of the costs of the Project, the Company anticipates obtaining loans from a lender or lenders yet to be (collectively, the "Lender"), and in order to secure the obligations of the Company and/or others to the Lender, the Agency contemplates that, at the request of the Company, the Agency, the Company and/or others will execute and deliver a mortgage or mortgages or a security agreement or security agreements in favor of the Lender, including replacements, substitutions, extensions and additions to such mortgages), with a limitation of the Agency's liability thereunder (collectively, the "Mortgage") for the purpose of subjecting the Facility to the lien of the Mortgage; and

WHEREAS, a second public hearing (the "Second Hearing"; together with the Initial Hearing, the "Hearing") was held on October 18, 2017, 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 Second 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 Second 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 proposed 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; and

WHEREAS, the Agency 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, 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 "SEQRA"), 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.

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

Section 1. Based upon the Environmental Assessment Form completed by the Company and reviewed by the Agency and the Town of Brookhaven Planning Board (the "Lead Agency") and other representations and information furnished by the Company regarding the Facility, the Agency determines that action relating to the acquisition, construction, equipping and operation of the Facility is a "Unlisted" action, as that term is defined in the State Environmental Quality Review Act ("SEQRA") (Article 8 of the Environmental Conservation Law). An environmental review of the Facility pursuant to SEQRA was conducted by the Lead Agency and, on January 23, 2017, a negative declaration for purposes of SEQRA was adopted by the Lead Agency. The Agency concurs with the findings of the Lead Agency, and as of the date of this resolution, determines that the action will not have a "significant effect" on the environment and, therefore, an environmental impact statement will not be required. This determination constitutes a negative declaration for the purposes of SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under that Act or as may be deemed advisable by the Chairman, Chief Executive Officer of the Agency or counsel to the Agency.

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

a. Older adult residents of the Town of Brookhaven often need to sell their homes to decrease housing-related spending, and to reduce the need for home maintenance;

b. There is a lack of an adequate of senior rental housing, with an affordable component, in the Town of Brookhaven so as to permit older residents to remain within their communities after the sale of their local homes;

c. The lack of adequate opportunities for senior adults to relocate within the Town of Brookhaven to senior rental housing is likely to result in individuals leaving the Town of Brookhaven, and, therefore, adversely affecting employers, businesses, retailers, banks, financial institutions, insurance companies, health and legal services providers and other merchants in the Town of Brookhaven and otherwise adversely impacting the economic health and well-being of the residents of the Town of Brookhaven, employers, and the tax base of the Town of Brookhaven;

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

e. The Facility will increase the Town of Brookhaven's age-restricted rental housing opportunities.

Section 3. The Agency hereby finds and determines:

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

b. The Facility constitutes a "project", as such term as defined in the Act; and

c. The leasing of the Land and Improvements by the Agency from the Company, the acquisition, construction, and equipping of the Facility, the leasing and subleasing of the Facility to the Company, the providing of financial assistance to the Company within the meaning of the Act, and the granting of mortgages on, and security interests in, the Facility, 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

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

e. Based upon the representations of the Company:

i. the Facility conforms with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local use plans for the area in which the Facility is located; and

ii. The Facility and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the Town of Brookhaven; and

iii. The Agency approves the location of the site of the Facility; and

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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 \$1,500,000.00 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 exclude 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 8. 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 Company Lease Agreement, Lease Agreement, Mortgage (including construction, permanent and refinancing mortgages, and replacements, substitutions, extensions and additions to such mortgages) with a limitation of the Agency's liability thereunder, 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 9. 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.

Section 10. Weinberg Gross & Pergament LLP are hereby appointed Transaction Counsel to the Agency, and is authorized and directed to work with Counsel to the Company, and others, to prepare, for submission to the Agency, all documents necessary to effect the transaction described in these resolutions.

Section 11. 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 12. The documents, including the proposed Company Lease Agreement, Lease Agreement and Mortgage, 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 13. 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 14. 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 15. 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 closing contemplated hereunder has not occurred prior to such expiration, subject to extension at the discretion of the Agency upon the written request of the Company.

EXHIBIT A

PROPOSED PILOT BENEFITS ARE FOR DISCUSSION PURPOSES ONLY
AND HAVE NOT APPROVED BY THE AGENCY BOARD.

October __, 2017

<u>Year</u>	<u>PILOT Amount</u>
1	\$51,928.00
2	\$52,967.00
3	\$54,026.00
4	\$89,906.00
5	\$190,423.00
6	\$315,453.00
7	\$471,910.00
8	\$655,730.00
9	\$854,564.00
10	\$1,055,557.00
11	\$1,252,293.00
12	\$1,445,900.00
13	\$1,516,043.00