

Date: May 17, 2023

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held at 1 Independence Hill, 2<sup>nd</sup> Floor, Farmingville, New York 11738 on the 17th day of May, 2023, the following members of the Agency were:

Present: Frederick C. Braun III, Chairman  
Felix J. Grucci, Jr., Vice Chair (via Zoom)  
Martin Callahan, Treasurer  
Ann-Marie Scheidt, Secretary  
Frank C. Trotta, Asst. Treasurer  
Mitchell H. Pally, Member

Recused:

Excused: Gary Pollakusky, Asst. Secretary

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

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to expirations of applications and resolutions.

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

Voting Aye

Voting Nay

Braun  
Grucci  
Callahan  
Scheidt  
Trotta  
Pally

RESOLUTION OF THE TOWN OF BROOKHAVEN  
INDUSTRIAL DEVELOPMENT AGENCY APPROVING  
POLICIES REGARDING APPLICATIONS AND  
TIMEFRAMES REGARDING INDUCEMENT/  
AUTHORIZING RESOLUTIONS, RELATED TO  
INDUSTRIAL DEVELOPMENT FACILITIES, 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 Agency requires applicants requesting financial assistance to complete and submit to the Agency in connection to a project or a financing or with respect to the users of a facility an Application for Financial Assistance (the “**Application**”); and

WHEREAS, the information contained in the Application accepted by the Agency with respect to a project or financing or with respect to the applicants or users of the facility or contained in an inducement/authorizing resolution (the “**Inducement/Authorizing Resolution**”) adopted by the Agency with respect to a project or financing or the applicants or users, may become outdated or may no longer be accurate or complete due the passage of time or change in circumstances; and

WHEREAS, the Agency intends to adopt a policy with respect to the expiration of acceptance of Applications or the Inducement/Authorizing Resolution with respect to projects or financings that do not timely close or commence construction in accordance with the provisions of this Resolution;

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

RESOLVED: The Agency hereby determines and finds as follows:

1. The information contained in an Application accepted by the Agency with respect to a project or financing or the applicants or users of the facility or contained in the Inducement/Authorizing Resolution adopted by the Agency with respect to a project or financing or the applicants or users adopted by the Agency may become outdated or may no longer be accurate or complete due the passage of time or change in circumstances.

2. The costs of the project or the economic benefits requested by the applicant may have changed due the passage of time or change in circumstances.
3. The Agency intends to adopt a policy with respect to the expiration of acceptance of applications or the adoption of Inducement/Authorizing Resolutions with respect to projects or financings that do not timely close or commence construction in accordance with this resolution.

RESOLVED: Prior to the Agency conducting a public hearing in accordance with the provisions of the provisions of Section 859-a of the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended (the “**Code**”) if the Agency is issuing tax-exempt bonds, the Applicant must certify to the Agency that the information in the Application is still current, accurate and complete and that the information set forth in the Public Notice required by Section 859-a of the Act and Section 147(f) of the Code if the Agency is issuing tax-exempt bonds is still current, accurate and complete; provided, however, the Agency in its sole discretion, may require the Applicant to submit to the Agency a revised or updated Application prior to publishing the Public Notice or conducting a Public Hearing.

RESOLVED: Prior to the Agency adopting the Inducement/Authorizing Resolution, the Applicant must certify to the Agency that the information in the Application is still current, accurate and complete and that the information set forth in the Public Notice required by Section 859-a of the Act and Section 147(f) of the Code if the Agency is issuing tax-exempt bonds, is still current, accurate and complete; provided, however, if the Applicant notifies the Agency that such information is no longer current, accurate or complete or if the Agency shall determine that such information is no longer current, accurate or complete, the Agency, in its sole discretion, may require the Applicant to submit to the Agency, a revised or updated Application and the Agency may publish a new public notice and conduct a new public hearing prior to the Agency adopting the Inducement/Authorizing Resolution.

RESOLVED: If the Agency has not conducted the public hearing required by Section 859-a of the Act and Section 147(f) of the Code if the Agency is issuing tax-exempt bonds, and not adopted an Inducement/Authorizing Resolution within twelve (12) months from the date the Agency accepted the Application, then such acceptance by the Agency of the Application, shall terminate unless (i) prior to the passing of such twelve (12) month period the Agency shall (x) have closed the applicable transaction for the project, or (y) by subsequent resolution extend the effective period of this Resolution.

RESOLVED: If the financing or project described in an Inducement/Authorizing Resolution adopted by the Agency has not closed with one hundred eighty (180) days (the “**Closing Date**”) following the adoption of such Inducement/Authorizing Resolution, such Inducement/Authorizing Resolution shall expire and shall no longer be of any force or effect, unless such Closing Date has been extended by the Agency.



RESOLVED: If the acceptance of an Application, or the adoption of an Inducement/Authorizing Resolution by the Agency shall expire and shall no longer be of any force or effect in accordance with the provisions of this Resolution, the applicant shall be responsible for paying all of the expenses incurred by the Agency and the fees and expenses of Transaction Counsel and Counsel to the Agency.

RESOLVED: If the acceptance of an Application, or the adoption of an Inducement/Authorizing Resolution by the Agency shall expire and shall no longer be of any force or effect in accordance with the provisions of this Resolution, the applicant, with the prior approval of the Agency may submit a new application to the Agency and shall pay a new application fee to the Agency.

RESOLVED: This Resolution shall take effect (i) immediately for applications accepted by the Agency on and after the date of this Resolution and shall apply to all Inducement/Authorizing Resolutions adopted by the Agency on and after the date of this Resolution, and (ii) within ninety (90) days for all existing applications accepted by the Agency and Inducement/Authorizing Resolutions adopted by the Agency; the Agency shall post a copy of this Resolution on its Website with the application documents and the acceptance by the Agency of an Application and the adoption by the Agency of an Inducement/Authorizing Resolution shall reference this Resolution.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on the 17th day of May, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17th day of May, 2023.

By:   
Chief Executive Officer