

Date: November 14, 2018

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held on the 14th day of November, 2018, at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun, III
Martin Callahan
Felix J. Grucci, Jr.
Scott Middleton
Gary Pollakusky
Frank C. Trotta

Recused:

Absent: Ann-Marie Scheidt

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 in and title 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
Grucci
Middleton
Pollakusky
Trotta

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
APPOINTMENT OF CD RAMSAY REALTY, LLC, A NEW
YORK LIMITED LIABILITY COMPANY, ON BEHALF OF
ITSELF AND/OR THE PRINCIPALS OF CD RAMSAY
REALTY, 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, CD Ramsay Realty, 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 CD Ramsay Realty, LLC and/or an entity formed or to be formed on behalf of the foregoing (collectively, the “**Company**”); Creative Biomart Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Biomart Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Biomart**”); Creative Biolabs Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Biolabs Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Biolabs**”); Creative Dynamics, Inc., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Dynamics, Inc. and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Dynamics**”); CD Biosciences Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of CD Biosciences Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**CD Biosciences**”); and BOCSCI Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of BOCSCI Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**BOCSCI**”; and together with Creative Biomart, Creative Biolabs, Creative Dynamics and CD Biosciences, the “**Sublessees**”), have applied to the Agency, to enter into a transaction in which the Agency will assist in: (a) the acquisition of an approximately 4.5-acre parcel of vacant land, located at Ramsay Road and Precision Drive, Shirley, New York 11967 (more particularly described as Suffolk County Tax Map No. 0200-584.00-01.00-004.040) (the “**Land**”), the construction of an approximately 12,000

square foot building thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property not part of the Equipment (as such term is defined herein) (the “**Facility Equipment**”; and together with the Improvements, the “**Company Facility**”), which Company Facility is to be leased by the Agency to the Company and subleased by the Company to the Sublessees; (b) the acquisition and installation of certain equipment and personal property (the “**Creative Biomart Equipment**”), which Creative Biomart Equipment is to be leased by the Agency to Creative Biomart; (c) the acquisition and installation of certain equipment and personal property (the “**Creative Biolabs Equipment**”), which Creative Biolabs Equipment is to be leased by the Agency to Creative Biolabs; (d) the acquisition and installation of certain equipment and personal property (the “**Creative Dynamics Equipment**”), which Creative Dynamics Equipment is to be leased by the Agency to Creative Dynamics; (e) the acquisition and installation of certain equipment and personal property (the “**CD Biosciences Equipment**”), which CD Biosciences Equipment is to be leased by the Agency to CD Biosciences; and (f) the acquisition and installation of certain equipment and personal property (the “**BOCSCI Equipment**”; and together with the Creative Biomart Equipment, the Creative Biolabs Equipment, the Creative Dynamics Equipment and the CD Biosciences Equipment, the “**Equipment**”), which BOCSCI Equipment is to be leased by the Agency to BOCSCI (the Company Facility and the Equipment shall be collectively known as the “**Facility**”), and which Facility is to be used by the Sublessees as laboratory and office space for the following purposes: the distribution of various proteins to the life sciences research community; providing protein expression and purification services; the distribution of antibody and antibody library services; the distribution of high quality recombinant proteins, antibodies, antigens, enzymes and ELISA assays to researchers in biology, clinical research, molecular diagnostics and biopharmaceutical drug development and related fields; the distribution of biopharmaceutical products, antibacterial pharmaceutical products, oncology products and vaccines; and providing personalized solutions for the conjugation of small molecules such as drugs, metabolites and labeled compounds with synthetic or natural compounds for synthetic applications (the “**Project**”); and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire title to the Facility 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 the Land and the Improvements and lease the Facility Equipment to the Company pursuant to a certain Lease and Project Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency will acquire title to the Creative Biomart Equipment pursuant to a certain Equipment Bill of Sale, dated the Closing Date (the “**Creative Biomart Equipment Bill of Sale**”), from Creative Biomart to the Agency; and

WHEREAS, the Agency will lease the Creative Biomart Equipment to Creative Biomart pursuant to a certain Equipment Lease Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Creative Biomart Equipment Lease Agreement**”), by and between the Agency and Creative Biomart; and

WHEREAS, the Agency and Creative Biomart will enter into either an Agency Compliance Agreement or a Tenant Agency Compliance Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Creative Biomart Agency Compliance Agreement**”), whereby Creative Biomart will make certain assurances to Agency in connection with the Facility; and

WHEREAS, the Agency will acquire title to the Creative Biolabs Equipment pursuant to a certain Equipment Bill of Sale, dated the Closing Date (the “**Creative Biolabs Equipment Bill of Sale**”), from Creative Biolabs to the Agency; and

WHEREAS, the Agency will lease the Creative Biolabs Equipment to Creative Biolabs pursuant to a certain Equipment Lease Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Creative Biolabs Equipment Lease Agreement**”), by and between the Agency and Creative Biolabs; and

WHEREAS, the Agency and Creative Biolabs will enter into either an Agency Compliance Agreement or a Tenant Agency Compliance Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Creative Biolabs Agency Compliance Agreement**”), whereby Creative Biolabs will make certain assurances to Agency in connection with the Facility; and

WHEREAS, the Agency will acquire title to the Creative Dynamics Equipment pursuant to a certain Equipment Bill of Sale, dated the Closing Date (the “**Creative Dynamics Equipment Bill of Sale**”), from Creative Dynamics to the Agency; and

WHEREAS, the Agency will lease the Creative Dynamics Equipment to Creative Dynamics pursuant to a certain Equipment Lease Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Creative Dynamics Equipment Lease Agreement**”), by and between the Agency and Creative Dynamics; and

WHEREAS, the Agency and Creative Dynamics will enter into either an Agency Compliance Agreement or a Tenant Agency Compliance Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Creative Dynamics Agency Compliance**”),

Agreement”), whereby Creative Dynamics will make certain assurances to Agency in connection with the Facility; and

WHEREAS, the Agency will acquire title to the CD Biosciences Equipment pursuant to a certain Equipment Bill of Sale, dated the Closing Date (the “**CD Biosciences Equipment Bill of Sale**”), from CD Biosciences to the Agency; and

WHEREAS, the Agency will lease the CD Biosciences Equipment to CD Biosciences pursuant to a certain Equipment Lease Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**CD Biosciences Equipment Lease Agreement**”), by and between the Agency and CD Biosciences; and

WHEREAS, the Agency and CD Biosciences will enter into either an Agency Compliance Agreement or a Tenant Agency Compliance Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**CD Biosciences Agency Compliance Agreement**”), whereby CD Biosciences will make certain assurances to Agency in connection with the Facility; and

WHEREAS, the Agency will acquire title to the BOCSCI Equipment pursuant to a certain Equipment Bill of Sale, dated the Closing Date (the “**BOCSCI Equipment Bill of Sale**”); and together with the Creative Biomart Equipment Bill of Sale, the Creative Biolabs Equipment Bill of Sale, the Creative Dynamics Equipment Bill of Sale and the CD Biosciences Equipment Bill of Sale, the “**Equipment Bills of Sale**”), from BOCSCI to the Agency; and

WHEREAS, the Agency will lease the BOCSCI Equipment to BOCSCI pursuant to a certain Equipment Lease Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**BOCSCI Equipment Lease Agreement**”); and together with the Creative Biomart Equipment Lease Agreement, the Creative Biolabs Equipment Lease Agreement, the Creative Dynamics Equipment Lease Agreement and the CD Biosciences Equipment Lease Agreement, the “**Equipment Lease Agreements**”), by and between the Agency and BOCSCI; and

WHEREAS, the Agency and BOCSCI will enter into either an Agency Compliance Agreement or a Tenant Agency Compliance Agreement, dated as of November 1, 2018 or such other date as the Chairman, the Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**BOCSCI Agency Compliance Agreement**”); and together with the Creative Biomart Equipment Agency Compliance Agreement, the Creative Biolabs Equipment Agency Compliance Agreement, the Creative Dynamics Equipment Agency Compliance Agreement and the CD Biosciences Equipment Agency Compliance Agreement, the “**Agency Compliance Agreements**”), whereby BOCSCI will make certain assurances to Agency in connection with the Facility; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessees in the form of: (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$2,500,000 but not to exceed \$3,500,000 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 \$101,889, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; 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, 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, a public hearing (the “**Hearing**”) was held on November 5, 2018 and notice of the Hearing was given and such notice (together with proof of publication) together with the minutes of the Hearing are in substantially in the form annexed hereto as Exhibits A and B respectively; and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessees and to representations by the Company and the Sublessees that the proposed Facility is either an inducement to the Company and the Sublessees to maintain and expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Company and the Sublessees in their respective industries; 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 (collectively, 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 Town of Brookhaven Planning Board (the “**Town Board**”) determined that the Action in connection with the Facility (the “**Action**”), is an Unlisted Action for SEQR purposes, coordinated review with all potential Involved Agencies, and requested to act as Lead Agency for purposes of review of the Action under SEQR; and

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

WHEREAS, pursuant to resolution dated October 15, 2018, the Town Board determined that the Action will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared; and

WHEREAS, this determination constitutes a negative declaration for purposes of SEQR; and

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

WHEREAS, the Agency has reviewed the Questionnaire and such other documents as the Agency felt it necessary or appropriate to examine to adequately review the proposed Action; and

WHEREAS, the Agency finds that the negative declaration of the Town Board accurately and adequately examines environmental issues presented by the Action; and

WHEREAS, the Company and the Sublessees 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 and leasing of the Facility by the Agency to the Company for further subleasing to the Sublessees.

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

Section 1. Based upon the Questionnaire completed by the Company and other representations and information furnished regarding the Action, the Lead Agency, following coordinated review, determined that, based upon its review of the Questionnaire, the appropriate criteria for determination of significance, and such other and further information which the Lead Agency felt necessary to review the Action, that the Action would 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. The Agency hereby adopts the Lead Agency’s negative declaration as its own negative declaration under SEQR.

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 Company Facility to the Company, and the leasing of the Equipment to the Sublessees 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 is reasonably necessary to induce the Company and the Sublessees to maintain and expand their respective business operations in the State of New York; and

(e) Based upon representations of the Company and the Sublessees and counsel to the Company and the Sublessees, 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

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

(g) It is desirable and in the public interest for the Agency to lease the Equipment to the Sublessees; and

(h) The Company Lease will be an effective instrument whereby the Agency leases the Land and the Improvements from the Company; and

(i) The Lease Agreement will be an effective instrument whereby the Agency subleases and leases the Company 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 Company Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(j) The Equipment Lease Agreements will be effective instruments whereby the Agency leases the Equipment to the Sublessees; and

(k) The Agency Compliance Agreements will be effective instrument whereby the Sublessees will provide certain assurances regarding the Facility to the Agency; and

(l) 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 and Sublessees' 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 and the Sublessees.

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 Company Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) lease the Equipment to the Sublessees pursuant to the Equipment Lease Agreements, (vi) execute, deliver and perform the Equipment Lease Agreements, (vii) execute and deliver the Agency Compliance Agreements, (viii) grant a mortgage on and security interest in and to the Company Facility pursuant to the Loan Documents, and (ix) execute, deliver and perform 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 the personal property described in Exhibit B to the Equipment Lease Agreements, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company and the Sublessees in connection with the acquisition, construction 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 \$2,500,000 but not to exceed \$3,500,000 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 \$101,889, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) 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 7. Subject to the provisions of this resolution, the Company and the Sublessees are herewith and hereby appointed the agents of the Agency to acquire, construct and equip the Facility. The Company and the Sublessees are hereby empowered to delegate their respective status as agent of the Agency to their respective agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company and the Sublessees 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 and the Sublessees as agents 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 or the Sublessees, 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 and the Sublessees 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 and the Sublessees 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 and the Sublessees, as agent of the Agency. The aforesaid appointment of the Company and the Sublessees as agents 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 and the Sublessees have received exemptions from sales and use taxes in an amount not to exceed \$101,889 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 and the Sublessees if such activities and improvements are not completed by such time. The aforesaid appointment of the Company and the Sublessees is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 8. The Company and the Sublessees are hereby notified that they 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 Sublessees shall be required to agree to the terms of Section 875 pursuant to the Agency Compliance Agreements. The Company and the Sublessees are further notified that the tax exemptions and abatements provided pursuant to the Act and the appointment of the Company and the Sublessees as agents 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 and the Agency Compliance Agreements.

Section 9. The form and substance of the Company Lease, the Lease Agreement, the Equipment Lease Agreements, the Agency Compliance Agreements 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 10.

(a) The Chairman, the Chief Executive Officer of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, the Equipment Lease Agreements, the Agency Compliance Agreements 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, the Chief Executive Officer of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, the Chief Executive Officer of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, the Chief Executive Officer of the Agency or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company and the Sublessees. The Company and the Sublessees agree 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 13. This resolution shall take effect immediately.

ADOPTED: November 14, 2018

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 14th day of November, 2018, 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 14th day of November, 2018.

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 5th day of November, 2018, at 10:00 a.m. local time, at the Town of Brookhaven, Division of Economic Development, One Independence Hill, 2nd Floor, Farmingville, New York, in connection with the following matters:

CD Ramsay Realty, 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 CD Ramsay Realty, LLC and/or an entity formed or to be formed on behalf of the foregoing (collectively, the “**Company**”); Creative Biomart Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Biomart Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Biomart**”); Creative Biolabs Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Biolabs Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Biolabs**”); Creative Dynamics, Inc., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Dynamics, Inc. and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Dynamics**”); CD Biosciences Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of CD Biosciences Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**CD Biosciences**”); and BOCSCI Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of BOCSCI Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**BOCSCI**”; and together with Creative Biomart, Creative Biolabs, Creative Dynamics and CD Biosciences, the “**Sublessees**”); have applied to the Town of Brookhaven Industrial Development Agency (the “**Agency**”), for assistance in: (a) the acquisition of an approximately 4.5-acre parcel of vacant land, located at Ramsay Road and Precision Drive, Shirley, New York 11967 (more particularly described as Suffolk County Tax Map No. 0200-584.00-01.00-004.040) (the “**Land**”), the construction of an approximately 12,000 square foot building thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property not part of the Equipment (as such term is defined herein) (the “**Facility Equipment**”; and together with the Improvements, the “**Company Facility**”), which Company Facility is to be leased by the Agency to the Company and subleased by the Company to the Sublessees; (b) the acquisition and installation of certain equipment and personal property (the “**Creative Biomart Equipment**”), which Creative Biomart Equipment is to be leased by the Agency to Creative Biomart; (c) the acquisition and installation of certain equipment and personal property (the “**Creative Biolabs Equipment**”), which Creative Biolabs Equipment is to be leased by the Agency to Creative Biolabs; (d) the acquisition and installation of certain equipment and personal property (the “**Creative Dynamics Equipment**”), which Creative Dynamics

Equipment is to be leased by the Agency to Creative Dynamics; (e) the acquisition and installation of certain equipment and personal property (the “**CD Biosciences Equipment**”), which CD Biosciences Equipment is to be leased by the Agency to CD Biosciences; and (f) the acquisition and installation of certain equipment and personal property (the “**BOCSCI Equipment**”; and together with the Creative Biomart Equipment, the Creative Biolabs Equipment, the Creative Dynamics Equipment and the CD Biosciences Equipment, the “**Equipment**”), which BOCSCI Equipment is to be leased by the Agency to BOCSCI (the Company Facility and the Equipment shall be collectively known as the “**Facility**”), and which Facility is to be used by the Sublessees as laboratory and office space for the following purposes: the distribution of various proteins to the life sciences research community; providing protein expression and purification services; the distribution of antibody and antibody library services; the distribution of high quality recombinant proteins, antibodies, antigens, enzymes and ELISA assays to researchers in biology, clinical research, molecular diagnostics and biopharmaceutical drug development and related fields; the distribution of biopharmaceutical products, antibacterial pharmaceutical products, oncology products and vaccines; and providing personalized solutions for the conjugation of small molecules such as drugs, metabolites and labeled compounds with synthetic or natural compounds for synthetic applications (the “**Project**”). The Company Facility will be initially owned, operated and/or managed by the Company. The Equipment will be initially owned, operated and/or managed by the Sublessees.

The Agency will acquire a leasehold interest in the Land and the Improvements and title to the Facility Equipment and the Equipment and will sublease and lease the Company Facility to the Company for further subleasing to the Sublessees and will lease the Equipment to the Sublessees. The Agency contemplates that it will provide financial assistance to the Company and the Sublessees 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 construction and equipping of the Facility and exemption of real property taxes 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 and the Sublessees 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 and the Sublessees with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: October 24, 2018

TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY

By: Lisa MG Mulligan
Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON November 5, 2018

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY (CD RAMSAY REALTY, LLC 2018 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:

CD Ramsay Realty, 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 CD Ramsay Realty, LLC and/or an entity formed or to be formed on behalf of the foregoing (collectively, the “**Company**”); Creative Biomart Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Biomart Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Biomart**”); Creative Biolabs Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Biolabs Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Biolabs**”); Creative Dynamics, Inc., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Creative Dynamics, Inc. and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**Creative Dynamics**”); CD Biosciences Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of CD Biosciences Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**CD Biosciences**”); and BOCSCI Inc, a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of BOCSCI Inc and/or an entity formed or to be formed on behalf of the foregoing (collectively, “**BOCSCI**”; and together with Creative Biomart, Creative Biolabs, Creative Dynamics and CD Biosciences, the “**Sublessees**”); have applied to the Town of

Brookhaven Industrial Development Agency (the “**Agency**”), for assistance in: (a) the acquisition of an approximately 4.5-acre parcel of vacant land, located at Ramsay Road and Precision Drive, Shirley, New York 11967 (more particularly described as Suffolk County Tax Map No. 0200-584.00-01.00-004.040) (the “**Land**”), the construction of an approximately 12,000 square foot building thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property not part of the Equipment (as such term is defined herein) (the “**Facility Equipment**”; and together with the Improvements, the “**Company Facility**”), which Company Facility is to be leased by the Agency to the Company and subleased by the Company to the Sublessees; (b) the acquisition and installation of certain equipment and personal property (the “**Creative Biomart Equipment**”), which Creative Biomart Equipment is to be leased by the Agency to Creative Biomart; (c) the acquisition and installation of certain equipment and personal property (the “**Creative Biolabs Equipment**”), which Creative Biolabs Equipment is to be leased by the Agency to Creative Biolabs; (d) the acquisition and installation of certain equipment and personal property (the “**Creative Dynamics Equipment**”), which Creative Dynamics Equipment is to be leased by the Agency to Creative Dynamics; (e) the acquisition and installation of certain equipment and personal property (the “**CD Biosciences Equipment**”), which CD Biosciences Equipment is to be leased by the Agency to CD Biosciences; and (f) the acquisition and installation of certain equipment and personal property (the “**BOCSCI Equipment**”; and together with the Creative Biomart Equipment, the Creative Biolabs Equipment, the Creative Dynamics Equipment and the CD Biosciences Equipment, the “**Equipment**”), which BOCSCI Equipment is to be leased by the Agency to BOCSCI (the Company Facility and the Equipment shall be collectively known as the “**Facility**”), and which Facility is to be used by the Sublessees as laboratory and office space for the following purposes: the distribution of various proteins to the life sciences research community; providing protein expression and purification services; the distribution of antibody and antibody library services; the distribution of high quality recombinant proteins, antibodies, antigens, enzymes and ELISA assays to researchers in biology, clinical research, molecular diagnostics and biopharmaceutical drug development and related fields; the distribution of biopharmaceutical products, antibacterial pharmaceutical products, oncology products and vaccines; and providing personalized solutions for the conjugation of small molecules such as drugs, metabolites and labeled compounds with synthetic or natural compounds for synthetic applications (the “**Project**”). The

Company Facility will be initially owned, operated and/or managed by the Company. The Equipment will be initially owned, operated and/or managed by the Sublessees.

The Agency will acquire a leasehold interest in the Land and the Improvements and title to the Facility Equipment and the Equipment and will sublease and lease the Company Facility to the Company for further subleasing to the Sublessees and will lease the Equipment to the Sublessees. The Agency contemplates that it will provide financial assistance to the Company and the Sublessees 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 construction and equipping of the Facility and exemption of real property taxes 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 real estate, 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

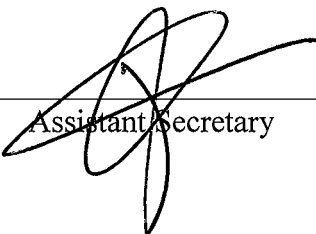
Section 5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at 10:30 a.m.

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

I, the undersigned 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 November 5, 2018, at 10:00 a.m., local time, at Brookhaven Town Hall, Division of Economic Development, One Independence Hill, 2nd Floor, 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 November 5, 2018.



Assistant Secretary

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 School District, Suffolk County and Appropriate Special Districts

Definitions:

Normal Tax Due = Those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Brookhaven (including any existing incorporated village or any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Longwood School District, Suffolk County which are or may be imposed for special improvements or special district improvements, that the Company would pay without exemption.

<u>Year</u>	<u>Payment</u>
1	\$7,632.00
2	\$7,785.00
3	\$7,940.00
4	\$8,099.00
5	\$8,261.00
6	\$8,426.00
7	\$8,595.00
8	\$8,767.00
9	\$8,942.00
10	\$9,121.00

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: 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

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, 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)

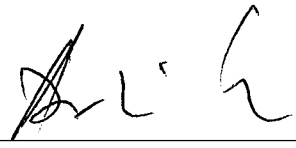
I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

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