

CONSENT OF AGENCY TO CHANGE OF OWNERSHIP IN COMPANY

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY (Middle Country Meadows, LLC 2021 Facility)

The TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY, an industrial development agency and a public benefit corporation of the State of New York, having its principal office at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738 (the “**Agency**”), previously provided assistance to Middle Country Meadows, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Company**”) with the (A) the acquisition of an approximately 13.78 acre parcel of land located at 1277 Middle Country Road, Selden, New York (collectively, the “**Land**”), (B) the construction, equipping and furnishing of approximately 136,400 square feet of residential space across multiple buildings which will provide for one-hundred twenty-four (124) two-bedroom, senior apartments (55+) (approximately 30% will be affordable at 80% of Area Median Income (“**AMI**”)) together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Land (the “**Improvements**”) including, but not limited to, a sidewalk connecting to the adjacent Independence Plaza Shopping Center, a walking/running trail for use by the community and the high school cross-country team, ballfield lighting for Selden Center Little League, memorial monument and bench and a clubhouse to be available for civic meetings, and (C) the acquisition and installation therein of certain equipment and personal property including, but not limited to, including shared common recreation areas (including an outdoor pool, community building, tennis court, BBQ/outdoor picnic area, bocci courts, and putting green) and other amenities and the furnishing thereof including, but not limited to, furniture, appliances, structures, equipment and personal property in the units (the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), which Facility is subleased by the Agency to the Company and used by the Company to provide affordable senior housing for the residents of Selden (the “**Project**”).

The Company was owned by Demetrius A. Tsunis (the “**Original Owner**”).

The Agency previously acquired a leasehold interest in the Land and Improvements and title to the Equipment pursuant to a certain Company Lease Agreement, dated as of December 1, 2021 (the “**Company Lease**”), by and between the Company and the Agency, and a certain Bill of Sale, dated December 28, 2021 (the “**Bill of Sale**”) from the Company to the Agency.

The Agency is currently leasing and subleasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of December 1, 2021 (the “**Lease Agreement**”), by and between the Agency and the Company.

Pursuant to Section 8.3 of the Lease Agreement, the Company may not transfer

ownership in the Company without the prior written consent of the Agency.

Theresa and the Boys Selden LLC, a New York limited liability company (“TBS”), has now applied to the Agency for the Agency’s consent to the acquisition by TBS of 100% of the membership interests in the Company.

The Company has requested the Agency’s consent to the sale of 100% of the membership interests in the Company to TBS pursuant to Section 8.3 the Lease Agreement.

THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY,
BY THIS INSTRUMENT HEREBY:

Consents to the transfer of the ownership in the Company to TBS, subject to

(1) the payment of all outstanding invoices of the Agency and the Agency’s general counsel, Nixon Peabody, LLP; and

(Remainder of Page Intentionally Left Blank – Signature Page Follows)

The consent set forth in this Consent of Agency to Change of Ownership in Company relates only to the matters specifically consented to and authorized herein and shall not be deemed to extend to any other matter.

Dated: April 17, 2024

**TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT
AGENCY**

By: 
Name: Lisa M. Mulligan
Title: Chief Executive Officer