

Date: February 20, 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 20th day of February, 2019, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci, Jr.  
Scott Middleton

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 a certain industrial development facility more particularly described below (WHTB Glass LLC 2018 Facility).

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

Voting Aye

Voting Nay

Braun  
Callahan  
Pollakusky  
Scheidt  
Trotta

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY RE-AUTHORIZING THE EXTENSION OF SALES TAX ABATEMENTS FOR WHTB GLASS LLC FACILITY, AND THE 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, the Agency previously provided assistance to WHTB Glass LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware (the “**Company**”), in the acquisition of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Shirley, 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 “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on October 25, 2017, as amended on February 21, 2018 (the “**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, pursuant to the Authorizing Resolution, the Agency contemplated providing financial assistance to the Company in the form of exemptions from sales and use taxes in an amount not to exceed \$858,188.00, 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 (the “**Original Sales Tax Benefit**”); and

WHEREAS, the Company leased the Facility to the Agency pursuant to a Company Lease Agreement, dated as of April 1, 2018 (the “**Company Lease**”), between the Company and the Agency; and

WHEREAS, the Agency leased the Facility to the Company pursuant to a Lease and Project Agreement, dated as of April 1, 2018 (the "**Lease Agreement**"), between the Agency and the Company; and

WHEREAS, pursuant to Section 3.6 of the Lease Agreement, the Company agreed to complete the acquisition, construction and equipping of the Facility no later than December 31, 2018 (the "**Completion Date**"); and

WHEREAS, in order to complete the costs of the acquisition, construction and equipping of the Facility the Company has now requested that the Agency extend the expiration date of the Completion Date and the Original Sales Tax Benefit to December 31, 2019 (the "**Completion Date Extension**"); and

WHEREAS, in connection with the Completion Date Extension, the Company has requested an increase in the Original Sales Tax Benefit of an amount not to exceed \$174,225.00 (the "**Sales Tax Benefit Increase**"; and together with the Original Sales Tax Benefit, the "**Sales Tax Benefit**"); and

WHEREAS, in connection therewith, the Agency contemplates it will re-authorize the Original Sales Tax Benefit in the amount of \$858,188.00 less the amount of Original Sales Tax Benefit utilized by the Company prior to the Completion Date, and the Agency contemplates granting additional financial assistance to the Company in the form of the Sales Tax Benefit Increase of \$174,225.00, for a total Sales Tax Benefit of \$1,032,413.00 less the amount of Sales Tax Benefit utilized by the Company prior to the Completion Date, all consistent with the policies of the Agency; and

WHEREAS, a public hearing (the "**Hearing**") was held on February 8, 2019, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notice of the Hearing was given on January 28, 2019, and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are annexed hereto as Exhibit B; and

WHEREAS, to provide for the Completion Date Extension, the Agency and the Company will enter into a certain Letter Agreement, dated as of February 1, 2019, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the "**Letter Agreement**"), by and between the Agency and the Company; 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

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

Section 1. The Agency hereby finds and determines:

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

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

(c) The acquisition, construction and equipping of the Facility, the continued subleasing and leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Town of Brookhaven, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

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

(e) The Letter Agreement will be effective instruments whereby the Agency grants the Completion Date Extension and the Sales Tax Benefit Increase to the Company.

Section 2. In consequence of the foregoing, the Agency hereby (i) approves the Completion Date Extension, (ii) approves the Sales Tax Benefit Increase, (iii) approves the form and substance of the Letter Agreement, and (iv) authorizes the execution and delivery of the Letter Agreement and such other related documents as may be necessary or appropriate to effect the Completion Date Extension and the Sales Tax Benefit Increase.

Section 3.

(a) The Agency hereby re-authorizes and re-approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of exemptions from sales and use taxes in an amount not to exceed \$858,188.00, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, less the amount of Original Sales Tax Benefit utilized by the Company prior to the Completion Date, consistent with the policies of the Agency.

(b) The Agency hereby authorizes and approves the following additional economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of exemptions from sales and use taxes in an amount not to exceed \$174,225.00, 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 4. Counsel to the Agency and Nixon Peabody LLP, Transaction Counsel to the Agency are hereby authorized and directed to prepare, for submission to the Agency,

the Letter Agreement and all documents necessary to effect the Completion Date Extension and the Sales Tax Benefit Increase described in the foregoing resolution.

Section 5. The Chairman, the Chief Executive Officer, and any member of the Agency are each 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 6. This resolution shall take effect immediately.



EXHIBIT A

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**NOTICE OF PUBLIC HEARING**

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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 8th day of February, 2019, at 10:00 a.m. local time, at the Town of Brookhaven Division of Economic Development, 2<sup>nd</sup> Floor, One Independence Hill, Farmingville, New York 11738, in connection with the following matters:

The Agency has previously provided its assistance to 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**”) in connection with the acquisition of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Shirley, 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**”), which Facility is presently leased 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 Company has notified the Agency that it will require an extension of time to complete the Facility and in connection with such extension, the Company will need sales tax exemptions.

The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes in connection with the construction and equipping of the Facility 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 extension of completion of the Facility.

Dated: January 28, 2019

**TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan  
Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON  
FEBRUARY 8, 2019

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY  
(WHTB GLASS LLC 2018 FACILITY)

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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:

The Agency has previously provided its assistance to 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**”) in connection with the acquisition of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Shirley, 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**”), which Facility is presently leased 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 Company has notified the Agency that it will require an extension of time to complete the Facility and in connection with such extension, the Company will need sales tax exemptions.

The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes in

connection with the construction and equipping of the Facility all consistent with the policies of the Agency.

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

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.

