

Date: February 26, 2020

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held on the 26th day of February, 2020 at 12:30 p.m. local time, the Town of Brookhaven Department of Economic Development, 1 Independence Hill, 2<sup>nd</sup> Floor, Farmingville, New York 11738, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci, Jr.  
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 the consent to the subleasing of a portion of the Agency's Blue Point Brewing Company, Inc. Facility to FFP Origination LLC.

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

Voting Aye

Braun  
Callahan  
Middleton  
Pollakusky  
Trotta

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE SUBLEASING OF A PORTION OF THE BLUE POINT BREWING COMPANY, INC. FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY 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 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 assisted Blue Point Brewing Company, Inc., a business corporation, duly organized and validly existing under the laws of the State of New York, (the “**Company**”) with (i) the acquisition of a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 1,200 square foot addition to the west side of the existing building to accommodate four (4) new loading dock doors, (b) an approximately 7,100 square foot portion of the space to be used as office space, (c) approximately 61,800 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room, restaurant and retail space for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers, tables, chairs and related furnishings (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all leased by the Agency to the Company in its growth and expansion as a Long Island craft brewery (the “**Project**”); and

WHEREAS, the Company leased the Facility to the Agency pursuant to a Company Lease Agreement, dated as of December 1, 2017 (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 December 1, 2017 (the “**Lease Agreement**”), between the Agency and the Company; and

WHEREAS, the Company has requested the Agency’s consent to sublease the rooftop of the Facility for the installation and operation of approximately a solar photovoltaic array and such other related equipment, to be used as an approximately 217kW (DC) solar power generating system (the “**Demised Premises**”) to FFP Origination, LLC, a Delaware limited liability company (the “**Tenant**”), pursuant to an Energy Services Agreement, dated as of July 17, 2018 (the “**Tenant Energy Services Agreement**”), by and between the Tenant

and Anheuser-Busch Companies, LLC (the “**Purchaser**”) related to certain properties described in the Tenant Energy Services Agreement which is owned by Bud and Brewery, LLC (the “**Landlord**”), the Company is a wholly owned indirect subsidiary of the Landlord; and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the Facility may not be subleased, in whole or in part, without the prior written consent of the Agency; and

WHEREAS, the Company has requested that the Agency consent to the subleasing of a portion of the Facility to the Tenant; and

WHEREAS, the Agency hereby consents to the subleasing of the Demised Premises; and

WHEREAS, such consent may be manifested by the execution of this resolution and the Tenant Agency Compliance Agreement, dated a date to be determined (the “**Tenant Agency Compliance Agreement**”), between the Agency and the Tenant; and

WHEREAS, further, the Company has requested that the Agency enter into a Subordination and Non-Disturbance and Attornment Agreement, dated a date to be determined (the “**SNDA**”), among the Agency, the Company, the Tenant, the Purchaser and the Landlord; 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;

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 subleasing of the Demised Premises.

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 subleasing of the Demised Premises to the Tenant 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

(c) Based on the certification of the Tenant in the Tenant Agency Compliance Agreement, the occupancy of the Facility by the Tenant shall not result in the removal of a facility or plant of the Tenant from one area of the State to another area of the State or in the

abandonment of one or more plants or facilities of the Tenant located within the State; unless: (i) such occupation of the Facility is reasonably necessary to discourage the Tenant from removing such other plant or facility to a location outside the State, or (ii) such occupation of the Facility is reasonably necessary to preserve the competitive position of the Tenant in its industry; and

(d) It is desirable and in the public interest for the Agency to consent to the subleasing of a portion of the Facility and to enter into the Tenant Agency Compliance Agreement; and

(e) The Agency consents to the sublease of the Demised Premises to the Tenant; and

(f) The execution of the Tenant Agency Compliance Agreement will satisfy the requirement of Section 9.3 of the Lease Agreement that any sublease of the Facility be consented to in writing by the Agency; and

(g) The execution of the SNDA will be an effective instrument by which the Agency, the Company, the Tenant, the Purchaser and the Landlord acknowledges the Agency's consent to the subleasing of the Demised Premises and that the SNDA is subordinate to the Company lease and the Lease Agreement.

Section 2. In consequence of the foregoing, the Agency hereby determines to enter into the Tenant Agency Compliance Agreement and the SNDA.

Section 3. The form and substance of the Tenant Agency Compliance Agreement and the SNDA (each in substantially the form presented to the Agency and which, prior to the execution and delivery thereof, may be redated) is hereby approved.

Section 4.

(a) The Chairman, Chief Executive Officer, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Tenant Agency Compliance Agreement and the SNDA in the form the 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, Chief Executive Officer, or any member and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "**Agency Documents**"). The execution thereof by Chairman, Vice Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The 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 5. 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 6. This resolution shall take effect immediately.

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

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

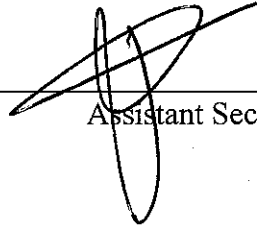
That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 26th day of February, 2020, with the original thereof on file in my office, and that the same is a true 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 26th day of February, 2020.

By \_\_\_\_\_



Assistant Secretary

Date: October 19, 2016

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held on the 19th day of October, 2016 at 12:00 p.m., 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.  
Michael Kelly  
Gary Pollakusky  
Ann-Marie Scheidt

Recused:

Absent: 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 acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (Blue Point Brewing Company, Inc. 2016 Facility) and the leasing of the facility to Blue Point Brewing Company, Inc.

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

Voting Aye

Voting Nay

Braun  
Callahan  
Grucci  
Kelly  
Pollakusky  
Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN  
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE  
APPOINTMENT OF BLUE POINT BREWING COMPANY,  
INC., A NEW YORK BUSINESS CORPORATION, ON  
BEHALF OF ITSELF AND/OR THE PRINCIPALS OF BLUE  
POINT BREWING COMPANY, INC. 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, DEMOLISHING, RENOVATING,  
CONSTRUCTING AND EQUIPPING THE FACILITY,  
APPROVING THE ACQUISITION, DEMOLITION,  
RENOVATION, CONSTRUCTION AND EQUIPPING OF  
SUCH INDUSTRIAL DEVELOPMENT FACILITY 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 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, Blue Point Brewing Company, 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 Blue Point Brewing Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Town of Brookhaven Industrial Development Agency (the “**Agency**”) to enter into a transaction in which the Agency will assist in: (i) the acquisition of a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 1,200 square foot addition to the west side of the existing building to accommodate four (4) new loading dock doors, (b) an approximately 7,100 square foot portion of the space to be used as office space, (c) approximately 61,800 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room, restaurant and retail space for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers, tables, chairs and related furnishings (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all to be leased by the Agency to the Company in its growth and expansion as a Long Island craft brewery, including the following as they relate to the acquisition, demolition, renovation, 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, demolition, renovation, 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, demolition, renovation, 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 pursuant to a certain Company Lease Agreement, dated as of November 1, 2016 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 sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of November 1, 2016 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 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 in an amount not to exceed \$2,000,000, 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, a public hearing (the “**Hearing**”) was held on October 19, 2016 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 to representations by the Company that the proposed Facility is either an inducement to the Company to maintain and expand the Facility in the Town of Brookhaven or is necessary 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 Agency constitutes an “Involved Agency”(as defined in SEQR); and

WHEREAS, the construction and operation of the Facility is an “Action” under SEQR; and

WHEREAS, the Board of Trustees of the Incorporated Village of Patchogue (the “**Board**”), as an Involved Agency under SEQR, declared its intent to act as Lead Agency for purposes of review of the Facility under SEQR, and coordinated review with Involved and Interested Agencies; and

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

WHEREAS, on October 11, 2016, the Lead Agency, following a coordinated review, determined that the Facility to be a Type I Action as identified under SEQR; and

WHEREAS, the Board has completed Parts 2 and 3 of the full Environmental Assessment Form, reviewed the criteria for making a determination of significance comparing these criteria to identified impacts and has made a determination pursuant to Resolution #172-2016, that the proposed Facility will not result in significant adverse impacts to the environment for the Action; 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 completed by the Company and reviewed by the Agency and other representations and information furnished by the Company, the Lead Agency, following coordinated review, determined that, based upon its review of the EAF, the appropriate criteria for determination of significance, and such other and further information which the Lead Agency felt necessary to review, the Facility will not result in significant adverse impacts to the environment and, therefore an environmental impact statement will not be prepared. That determination constitutes a negative declaration for purposes of SEQR, which is binding on 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 acquisition, demolition, renovation, construction and equipping of the Facility and the 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, demolition, renovation, 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 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

(f) 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

(g) It is desirable and in the public interest for the Agency to lease the Facility to the Company; 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 leases 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 Agency may recapture some or all of the benefits granted to the Company.

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) lease and sublease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

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. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, demolition, renovation, construction and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$2,000,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, 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 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, demolish, renovate, 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, demolish, renovate, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company 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, 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, demolish, renovate, 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 in an amount not to exceed \$2,000,000 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 completion of the transaction and 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 and the Lease Agreement.

Section 10. The form and substance of the Company Lease and the Lease Agreement (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, 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 and the Lease Agreement, 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 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 agree 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 19, 2016

ACCEPTED: \_\_\_\_\_, 2016

**BLUE POINT BREWING  
COMPANY, INC.**

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 19th day of October, 2016, 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 19th day of October, 2016.

By:  \_\_\_\_\_  
Assistant Secretary

EXHIBIT A

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**NOTICE OF PUBLIC HEARING**

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NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency on the 19th day of October, 2016, at 10:00 a.m., local time, at the boardroom/courtroom at Patchogue Village Hall, 14 Baker Street, Patchogue, New York 11772, in connection with the following matters:

Blue Point Brewing Company, 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 Blue Point Brewing Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Town of Brookhaven Industrial Development Agency (the “**Agency**”) to enter into a transaction in which the Agency will assist in: (i) the acquisition of a leasehold interest in a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 1,200 square foot addition to the west side of the existing building to accommodate four (4) new loading dock doors, (b) an approximately 7,100 square foot portion of the space to be used as office space, (c) approximately 61,800 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room, restaurant and retail space for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers, tables, chairs and related furnishings (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all to be leased by the Agency to the Company in its growth and expansion as a Long Island craft brewery. The Facility will be initially owned and managed by the Company.

The Agency will acquire a leasehold interest in the Facility and will lease or sublease the Facility to the Company. 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 acquisition, construction, renovation, equipping and financing of the Facility, exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing or permanent financing 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.

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 9, 2016

TOWN OF BROOKHAVEN  
INDUSTRIAL DEVELOPMENT  
AGENCY

By: Lisa MG Mulligan  
Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON  
OCTOBER 19, 2016 at 10:02 A.M.

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY  
(BLUE POINT BREWING COMPANY, INC. 2016 FACILITY)

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1. James M. Tullo, Deputy Director of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

2. The Deputy Director then described the location and nature of the Facility to be financed as follows:

Blue Point Brewing Company, 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 Blue Point Brewing Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Town of Brookhaven Industrial Development Agency (the “**Agency**”) to enter into a transaction in which the Agency will assist in: (i) the acquisition of a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 1,200 square foot addition to the west side of the existing building to accommodate four (4) new loading dock doors, (b) an approximately 9,650 square foot portion of the space to be used as office space, (c) approximately 48,700 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all to be leased by the Agency to the Company in its growth and expansion as a Long Island craft brewery. The Facility will be initially owned and managed by the Company.

3. 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 acquisition, construction, renovation, equipping and financing of the Facility, exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing or permanent financing of the Facility and abatement of real property taxes, all consistent with the policies of the Agency.

4. The hearing officer then opened up the hearing for comments from the floor for or against the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

John Bogack – “I support the application with full pro-rata adjustment for Patchogue Village taxpayers (PILOT).”

Michael White, Greater Patchogue.com – no comment

David P. Leno, Rivkin Radler – no comment

5. The Deputy Director then asked if there were any further comments and, there being none, the hearing was closed at 10:32 a.m.



EXHIBIT C

Proposed PILOT Schedule

Schedule of payments-in-lieu-of-taxes: Village of Patchogue, 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), Patchogue-Medford School District, Suffolk County and Appropriate Special Districts

<u>Tax Year</u>	<u>PILOT Payment Amount</u>
1	\$270,747
2	\$270,747
3	\$276,161
4	\$281,685
5	\$287,318
6	\$293,065
7	\$298,926
8	\$304,905
9	\$311,003
10	\$317,223

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD AUTHORIZING THE EXTENSION OF AND AN INCREASE OF THE SALES TAX ABATEMENTS FOR BLUE POINT BREWING COMPANY, INC. 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, Blue Point Brewing Company, Inc., a business corporation, duly organized and validly existing under the laws of the State of New York, (the “**Company**”), previously applied to the Agency to enter into a transaction in which the Agency will assist in with (i) the acquisition of a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 1,200 square foot addition to the west side of the existing building to accommodate four (4) new loading dock doors, (b) an approximately 7,100 square foot portion of the space to be used as office space, (c) approximately 61,800 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room, restaurant and retail space for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers, tables, chairs and related furnishings (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all to be leased by the Agency to the Company in its growth and expansion as a Long Island craft brewery (the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on October 19, 2016 (the “**Authorizing Resolution**”), authorized the acquisition, renovation and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, the Company leased the Facility to the Agency pursuant to a Company Lease Agreement, dated as of December 1, 2017 (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 December 1, 2017 (the “**Lease Agreement**”), between the Agency and the Company; and

WHEREAS, the Agency appointed the Company as its agent to complete the acquisition, renovation and equipping of the Facility and approved permitted abatement of sales tax benefits on purchases to a total not to exceed \$23,188,405.79; and

WHEREAS, the Company previously submitted its request to the Agency to extend the completion date (as defined in Lease Agreement), from August 1, 2018 (the “**Original Completion Date**”), to March 31, 2019 (the “**First Extension Completion Date**”); and, together with the Original Completion Date, the “**Completion Date**”); and

WHEREAS, the Agency and the Company entered into a Letter Agreement, dated as of August 1, 2018 (the “**First Extension**”), wherein the Agency agreed to extend the Completion Date; and

WHEREAS, in order to complete the costs of the acquisition, renovation and equipping of the Facility the Company has now requested that the Agency (i) extend the expiration date of the Completion Date to July 31, 2019, and (ii) increase the permitted abatement of sales tax benefits on purchases to permit an additional \$890,500 in exemptions (collectively, the “**Second Extension and Increase**”); 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 exemptions from sales and use taxes in an amount not to exceed \$24,078,905.79, 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; 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 November 13, 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, to provide for the Second Extension and Increase, the Agency and the Company will enter into a certain Letter Agreement, dated as of November 1, 2018, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Second Extension Letter Agreement**”), by and between the Agency and the Company; and

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Industrial Development 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, renovation and equipping of the Facility, the continued 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, renovation 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 will be an effective instrument whereby the Agency will grant the Second Extension and Increase to the Company.

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

Section 3. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of exemptions from sales and use taxes in an amount not to exceed \$24,078,905.79, in connection with the purchase or lease of equipment, building materials, services or other personal property, consistent with the policies of the Agency.

Section 5. 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 Second Extension Letter Agreement and all documents necessary to effect the Second Extension and Increase described in the foregoing resolution.

Section 6. 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 7. 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 and the Lease Agreement.

Section 8. This resolution shall take effect immediately.

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 a resolution of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on November 14, 2018 at 1 Independence Hill, Farmingville, New York 11738, at which the following members were:

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

Recused:

Absent:           Ann-Marie Scheidt

Also Present: Lisa MG Mulligan. Chief Executive Officer

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Voting Aye

Voting Nay

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 14th day of November, 2018.

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Assistant Secretary

## EXHIBIT A

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### NOTICE OF PUBLIC HEARING

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NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency on the 13th day of November, 2018, at 10:00 a.m., local time, at the boardroom at Patchogue Village Hall, 14 Baker Street, Patchogue, New York 11772, in connection with the following matters:

The Town of Brookhaven Industrial Development Agency (the “**Agency**”) has previously provided its assistance to Blue Point Brewing Company, Inc., a business corporation organized and existing under the laws of the State of New York (the “**Company**”) in connection with (i) the acquisition of a leasehold interest in a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 7,100 square foot portion of the space to be used as office space, (b) approximately 61,800 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room, restaurant and retail space for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers, tables, chairs and related furnishings (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all currently leased by the Agency to the Company for use by the Company in its growth and expansion as a Long Island craft brewery. The Facility is leased, owned and managed by the Company.

The Agency has received a request from the Company for its assistance to provide additional benefits for the completion of the acquisition, construction, renovation, and equipping of the Facility.

The Agency will continue to hold its leasehold interest in the Facility and will continue to lease or sublease the Facility to the Company. 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 completion of the acquisition, construction, renovation, equipping and financing 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 Facility.

Dated: November 3, 2018

TOWN OF BROOKHAVEN  
INDUSTRIAL DEVELOPMENT  
AGENCY

By: Lisa MG Mulligan  
Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON  
NOVEMBER 13, 2018 at 10:00 A.M.

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY  
(BLUE POINT BREWING COMPANY, INC. 2016 FACILITY)

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1. James M. Tullo, Deputy Director of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

2. The Deputy Director then described the location and nature of the Facility to be financed as follows:

The Town of Brookhaven Industrial Development Agency (the “**Agency**”) has previously provided its assistance to Blue Point Brewing Company, Inc., a business corporation organized and existing under the laws of the State of New York (the “**Company**”) in connection with (i) the acquisition of a leasehold interest in a parcel of land totaling approximately 8.0 acre located at 225 West Main Street, Village of Patchogue, Town of Brookhaven, Suffolk County, New York (the “**Land**”), (ii) the demolition and renovation of interior building spaces located in an existing two-story approximately 109,200 square foot building located thereon including, but not limited to, the construction and equipping of (a) an approximately 7,100 square foot portion of the space to be used as office space, (b) approximately 61,800 square foot portion of the space to be used for production, packaging, warehousing space and a tasting room, restaurant and retail space for the public (the “**Improvements**”); and (iii) the acquisition and installation of furniture, fixtures and equipment including, but not limited to, state-of-the-art craft beer manufacturing equipment including brew kettles, beer packers, keg fillers and palletizers, tables, chairs and related furnishings (collectively, the “**Equipment**”; and, together with the Land and the Improvements, the “**Facility**”), all currently leased by the Agency to the Company for use by the Company in its growth and expansion as a Long Island craft brewery. The Facility is leased, owned and managed by the Company.

The Agency has received a request from the Company for its assistance to provide additional benefits for the completion of the acquisition, construction, renovation, and equipping of the Facility.

The Agency will continue to hold its leasehold interest in the Facility and will continue to lease or sublease the Facility to the Company. 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 completion of the acquisition, construction, renovation, equipping and financing of the Facility, all consistent with the policies of the Agency.

3. The hearing officer then opened up the hearing for comments from the floor for or against the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

N/A

4. The Deputy Director 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 13, 2018, at 10:00 a.m. local time, at the Village of Patchogue, 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 13, 2018.

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Assistant Secretary