

Date: September 23, 2026

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738, on the 23rd day of September, 2026, the following members of the Agency were:

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

Recused:

Excused: Vincent Bonacasa, Member

Also Present: Lisa MG Mulligan, Chief Executive Officer
Lori LaPonte, Chief Financial Officer
Jocelyn Linse, Executive Assistant
Annette Eaderesto, Esq., Counsel to the Agency
Barry Carrigan, Esq., Transaction Counsel
Howard Gross, Esq., Transaction Counsel (via Zoom)
Andrew Komaromi, Transaction Counsel

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 and providing sales tax benefits of a portion of the Agency’s Brookhaven Logistics Center II, LLC 2026 Facility to Home Depot U.S.A., Inc.

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

Voting Aye

Braun
Callahan
Pally
Scheidt
Trotta
Rose

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE SUBLEASING OF A PORTION OF THE BROOKHAVEN LOGISTICS CENTER II, LLC 2026 FACILITY, PROVIDING SALES TAX BENEFITS TO TENANT 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 provided its assistance to Brookhaven Logistics Center II, LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, (the “**Company**”), in connection with: (a) the acquisition of unaddressed parcels of land located east of Sills Road, south of the Long Island Expressway and north of the Long Island Railroad tracks in Yaphank, New York (also known as part of parcels B and C) the “**Land**”), and (b) the construction and equipping of a 414,000 square foot facility (the “**Equipment**” and “**Improvements**”); and together with the Land, the “**Facility**”), all leased by the Agency to the Company to be subleased by the Company to a tenant or tenants not yet determined and used as an industrial warehouse and distribution space; and

WHEREAS, the Agency acquired a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency is subleasing and leasing the Facility to the Company pursuant to a certain Amended and Restated B/C Facility Lease Agreement, dated August 14, 2026 (the “**Lease Agreement**”), between the Company and the Agency; and

WHEREAS, the Company is now in negotiations to sublease a portion of the Northeast Parcel, totaling approximately 414,000± square feet including construction, equipping and installation of a warehouse and distribution center located on unaddressed parcels of land located east of Sills Road, south of the Long Island Expressway and north of the Long Island Railroad tracks in Yaphank, New York 11980 (the “**Demised Premises**”), to Home Depot U.S.A., Inc., a Delaware business corporation (the “**Tenant**”), pursuant to a certain Agreement of Sublease, dated a date to be determined (the “**Tenant Lease**”), to be used by the Tenant as a warehouse and distribution center with office space, for a term commencing on the delivery date under the Tenant Lease, and ending on a date that is fifteen (15) years after the date of commencement; and

WHEREAS, the Tenant expects to employ approximately two hundred (200) full-time equivalent employees (“**FTE**”) at the Demised Premises, including the construction, equipping and operation of the Demised Premise; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Tenant in the form of exemptions from sales and use taxes in connection with the construction and equipping of the Facility by the Tenant; and

WHEREAS, the Agency will acquire the Equipment from the Tenant pursuant to a certain Bill of Sale, dated a date to be determined (the “**Equipment Bill of Sale**”), from the Tenant to the Agency; and

WHEREAS, the Agency will lease the Equipment to the Tenant pursuant to a certain Equipment Lease Agreement, dated as of September 1, 2026, or such other date as the Chairman or Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Equipment Lease Agreement**”), by and between the Agency and the Tenant; and

WHEREAS, the Tenant and the Agency will enter into a certain Agency Compliance Agreement, dated as of September 1, 2026, or such other date as may be determined by the Chairman or Chief Executive Officer of the Agency and counsel to the Agency (the “**Agency Compliance Agreement**”), whereby the Tenant will provide certain assurances to the Agency with respect to the Demised Premises; and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the Facility may be assigned, in whole or in part, with the prior written consent of the Agency; and

WHEREAS, in connection with the subleasing of the Demised Premises to the Tenant, a public hearing (the “**Hearing**”) was held on September 22, 2026, 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 Demised Premises, could be heard; and

WHEREAS, notice of the Hearing was given on September 10, 2026, and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the report of the Hearing is substantially in the form annexed hereto as Exhibit B; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Tenant in the form of exemptions from sales and use taxes in an approximate amount not to exceed \$656,250, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the 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 Company and the Tenant 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 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 Demised Premises 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; and

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

(e) It is desirable and in the public interest for the Agency to enter into the Equipment Lease Agreement to provide for the construction, equipping and installation of the Demised Premises; and

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

(g) 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

(h) The Agency consents to the Equipment Lease Agreement; and

(i) The execution of the Equipment Lease Agreement will provide a Sales Tax Benefit to the Tenant; and

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

Section 3. The form and substance of the Tenant Agency Compliance Agreement and the Equipment Lease Agreement (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. Subject to the provisions of this resolution, the Agency has assessed all material information included in connection with the Tenant's application for financial assistance, and such information has provided the Agency a reasonable basis for its decision to provide the financial assistance described herein to the Tenant.

Section 5.

(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 Equipment Lease Agreement 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 6. 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 7. Subject to the provisions of this resolution, the Tenant is hereby notified that it will be required to comply with Section 875 of the Act. The Tenant shall be required to agree to the terms of Section 875 pursuant to the Equipment Lease Agreement. The Tenant is further notified that the sales tax exemptions provided pursuant to the Act are subject to termination and recapture of benefits pursuant to Sections 859-a and 875 of the Act and the recapture provisions of the Equipment Lease Agreement.

Section 8. Subject to the provisions of this resolution, the Agency hereby authorizes and approves the following economic benefits to be granted to the Tenant in the form of exemptions from sales and use taxes in an approximate amount not to exceed \$656,250 in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Demised Premises.

Section 9. Any expenses incurred by the Agency with respect to the Demised Premises shall be paid by the Company. The Company agrees 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 Demised Premises.

Section 10. The provisions of this resolution shall continue to be effective for one year from the date hereof, whereupon the Agency may, at its option, terminate the effectiveness of this Resolution (except with respect to the matters contained in Section 9 hereof).

Section 11. This resolution shall take effect immediately.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on the 23rd day of September, 2026, 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 in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 23rd day of September, 2026.

By 
Lisa MG Mulligan, Chief Executive Officer

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 22nd day of September, 2026, at 11:30 a.m. local time, the Agency’s offices located at the Town of Brookhaven Town Hall, 2nd Floor, One Independence Hill, Farmingville, New York 11738, in connection with the following matters:

The Agency previously provided its assistance to Brookhaven Logistics Center II, LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, (the “**Company**”), in connection with: (a) the acquisition of unaddressed parcels of land located east of Sills Road, south of the Long Island Expressway and north of the Long Island Railroad tracks in Yaphank, New York (also known as part of parcels B and C) the “**Land**”), and (b) the construction and equipping of a 414,000 square foot facility (the “**Equipment**” and “**Improvements**”); and together with the Land, the “**Facility**”), all leased by the Agency to the Company to be subleased by the Company to a tenant or tenants not yet determined and used as an industrial warehouse and distribution space. The Project will operate in an effort to attract tenants to the location, resulting in job creation and additional tax revenues for the Town of Brookhaven. The Facility is owned, operated and/or managed by the Company.

The Agency acquired a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency is subleasing and leasing the Facility to the Company pursuant to a certain Amended and Restated B/C Facility Lease Agreement, dated August 14, 2026 (the “**Lease Agreement**”), between the Company and the Agency.

The Company has notified the Agency of its intent to sublease the Facility to Home Depot U.S.A., Inc., a business corporation organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, on behalf of itself, its parent and/or any of its subsidiaries (collectively, the “**Tenant**”) to be used by the Tenant as a distribution center.

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

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 Tenant or the location or nature of the Facility. Prior to the hearing, all persons will have the opportunity to review on the Agency’s website

(<https://brookhavenida.org/>), the application for financial assistance filed by the Tenant with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: September 10, 2026

TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY

By: Lisa MG Mulligan

Title: Chief Executive Officer

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON SEPTEMBER 22, 2026 AT 11:30A.M

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY (BROOKHAVEN LOGISTICS CENTER II, LLC 2026 FACILITY)

1. Lisa MG Mulligan, Chief Executive Officer of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

2. Lisa MG Mulligan then appointed herself the hearing officer of the Agency, to record the minutes of the hearing.

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 previously provided its assistance to Brookhaven Logistics Center II, LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, (the “**Company**”), in connection with: (a) the acquisition of unaddressed parcels of land located east of Sills Road, south of the Long Island Expressway and north of the Long Island Railroad tracks in Yaphank, New York (also known as part of parcels B and C) the “**Land**”), and (b) the construction and equipping of a 414,000 square foot facility (the “**Equipment**” and “**Improvements**”); and together with the Land, the “**Facility**”), all leased by the Agency to the Company to be subleased by the Company to a tenant or tenants not yet determined and used as an industrial warehouse and distribution space. The Project will operate in an effort to attract tenants to the location, resulting in job creation and additional tax revenues for the Town of Brookhaven. The Facility is owned, operated and/or managed by the Company.

The Agency acquired a leasehold interest in the Land and the Improvements and title to the Equipment from the Company. The Agency is subleasing and leasing the Facility to the Company pursuant to a certain Amended and Restated B/C Facility Lease Agreement, dated August 14, 2026 (the “**Lease Agreement**”), between the Company and the Agency.

The Company has notified the Agency of its intent to sublease the Facility to Home Depot U.S.A., Inc., a business corporation organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, on behalf of itself, its parent

and/or any of its subsidiaries (collectively, the “**Tenant**”) to be used by the Tenant as a distribution center.

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

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

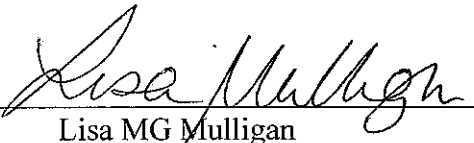
5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at 12:00 p.m.

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Brookhaven Industrial Development Agency (the “**Agency**”) on September 22, 2026 at 11:30 a.m., local time, electronically, 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 September 22, 2026.



Lisa MG Mulligan
Chief Executive Officer