

Date: May 19, 2021

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held electronically via conference call on the 19th day of May, 2021, the following members of the Agency were:

Present: Frederick C. Braun III, Chairman  
Felix J. Grucci, Jr., Vice Chair  
Martin Callahan, Treasurer  
Ann-Marie Scheidt, Secretary  
Gary Pollakusky, Assistant Secretary  
Frank C. Trotta, Assistant Treasurer

Recused:

Absent:

Also Present: Lisa M. G. Mulligan, Chief Executive Officer  
Lori LaPonte, Chief Financial Officer  
Jocelyn Linse, Executive Assistant  
Terri Alkon, Administrative Assistant  
Annette Eaderesto, Esq., Counsel to the Agency  
William F. Weir, Esq., Transaction Counsel  
Howard R. Gross, Esq., 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 a certain industrial development facility more particularly described below (Holtsville Industrial LLC 2018 Facility) and the continued leasing of the facility to Holtsville Industrial LLC.

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

Voting Aye

Voting Nay

Braun  
Grucci  
Callahan  
Scheidt  
Pollakusky  
Trotta

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY AUTHORIZING THE EXTENSION OF THE  
COMPLETION DATE FOR HOLTSVILLE INDUSTRIAL 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 Holtsville Industrial LLC, a limited liability company organized and existing under the laws of the State of New York (the "**Company**"), in connection with the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the "**Land**"), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), all for lease by the Agency to the Company and to be subleased by the Company to a future tenant or tenants not yet determined (the "**Tenants**"), for use as manufacturing, distribution, warehouse and miscellaneous office space (the "**Project**"); and

WHEREAS, the Agency by resolution duly adopted on February 21, 2018 (the "**Authorizing Resolution**"), authorized the acquisition, renovation, redevelopment and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, the Company leased the Land and the Improvements to the Agency pursuant to a Company Lease Agreement, dated as of February 1, 2018 (the "**Company Lease**"), between the Company and the Agency; and

WHEREAS, the Agency acquired title to the Equipment pursuant to a certain Bill of Sale, dated February 27, 2018 (the "**Bill of Sale**"), from the Company to the Agency; and

WHEREAS, the Agency subleased and leased the Facility to the Company pursuant to a Lease and Project Agreement, dated as of February 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 February 27, 2020 (the "**Original Completion Date**"); and

WHEREAS, the Agency previously consented to a request by the Company to extend the Original Completion Date from February 27, 2020 to December 31, 2020 (the **"First Extended Completion Date"**); and

WHEREAS, the Company has submitted a request to the Agency for a second extension of the completion date (the **"Second Extended Completion Date"**), in order to complete the costs of the acquisition, construction and equipping

WHEREAS, in order to complete the acquisition, construction, equipping and furnishing of the Facility the Company has submitted a request by letter dated, May 10, 2021, as amended, requesting that the Agency extend the Original Completion Date, as extended by the First Extended Completion Date, from December 31, 2020 to November 30, 2021 (the **"Second Completion Date Extension"**); and

WHEREAS, the Company represents that the Project Work (as defined in the Lease Agreement) will be completed by November 30, 2021 (the Second Completion Date Extension; and together with the Original Completion Date and the First Extended Completion Date, the **"Completion Date"**); and

WHEREAS, the Agency has notified the Company that any sales tax exemptions utilized by the Company for the Project from December 31, 2020 through the date of the execution of the Second Extension Agreement (as defined below), are subject to recapture of 100% Recaptured Benefits (as defined in the Lease Agreement); and

WHEREAS, to provide for the Second Extended Completion Date, the Agency and the Company will enter into a certain Second Extension Agreement, dated such date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the **"Second Extension 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, renovation, redevelopment and equipping of the Facility, and 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, renovation, redevelopment 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 Second Extension Agreement will be an effective instrument whereby the Agency grants the Second Completion Date Extension to the Company.

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

Section 3. 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 Agreement and all documents necessary to effect the Second Completion Date Extension described in the foregoing resolution.

Section 4. 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 5. 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:

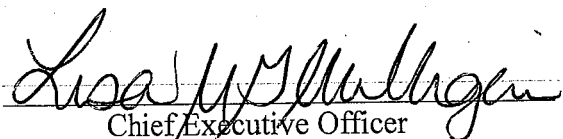
That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "**Agency**"), including the resolutions contained therein, held on the 19th day of May, 2021, with the original thereof on file in my office, and that the same is a true 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, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended and extended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on May 19, 2021 (the "**Board Meeting**"), was held electronically via webinar instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to access to the Board Meeting, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and 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 19th day of May, 2021.

By:

  
Chief Executive Officer

Date: May 13, 2020

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held electronically via conference call on the 13th day of May, 2020, the following members of the Agency were:

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

Recused:

Excused: Felix J. Grucci, Jr.

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 Holtsville Industrial LLC 2018 Facility to Winfield Solutions LLC.

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

Voting Aye

Braun  
Callahan  
Middleton  
Pollakusky  
Scheidt  
Trotta

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE  
SUBLEASING OF A PORTION OF THE HOLTSVILLE INDUSTRIAL,  
LLC 2018 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 provided its assistance to Holtsville Industrial, LLC (the "**Company**"), in the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the "**Land**"), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), all for lease by the Agency to the Company and to be subleased by the Company to a future tenant or tenants for use as manufacturing, distribution, warehouse and miscellaneous office space (the "**Project**"); and

WHEREAS, the Company has previously agreed to lease the Land and the Improvements to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of February 1, 2018 (the "**Company Lease**"), by and between the Company and the Agency; and

WHEREAS, the Agency is currently leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of February 1, 2018 (the "**Lease Agreement**"), between the Agency and the Company; and

WHEREAS, the Company is now in negotiations to sublease a portion of the Facility, totaling approximately 29,000 square feet (the "**Demised Premises**"), to Winfield Solutions LLC (the "**Tenant**"), pursuant to a certain Lease Agreement, dated a date to be determined (the "**Tenant Lease**"), to be used by the tenant as office and warehouse space and for a term commencing on the earlier date of (i) the substantial completion of the construction work of the Demised Premises, or (ii) the date upon which the Tenant takes possession of the Demised Premises and ending on a date that is five years and two months after the date of commencement; 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 a certain Tenant Agency Compliance Agreement, dated a date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the "**Tenant Agency Compliance Agreement**"), by and between the Agency and the Tenant; 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 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 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) It is desirable and in the public interest for the Agency to consent to the sublease of the Facility and to enter into the Tenant Agency Compliance Agreement.

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

Section 3. The form and substance of the Tenant Agency Compliance 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.

(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 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.

COUNTY OF SUFFOLK )  
I, the undersigned Chief Executive Officer of the Town of Brookhaven Industrial  
Development Agency, DO HEREBY CERTIFY:  
\_\_\_\_\_ of the minutes of the meeting of the Town

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 13th day of May, 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, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended by Executive Order 202.14, issued on April 7, 2020, as extended by Executive Order issued on May 7, 2020, suspending the Open Meetings Law, and Executive Order 202.15 issued on April 9, 2020, as extended by Executive Order 202.28 issued on May 7, 2020, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on May 13, 2020 (the "**Board Meeting**"), was held electronically via conference call instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by calling (712) 770-5505 and entering access code 884-124, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and 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 13th day of May, 2020.

By Lisa M. Hultgren  
Chief Executive Officer.

Date: July 11, 2018

At a meeting, of the Town of Brookhaven Industrial Development Agency (the "Agency"), held on the 11th day of July, 2018 at 12:00 p.m. local time, the Town of Brookhaven Division 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  
Michael Kelly  
Scott Middleton  
Gary Pollakusky  
Ann-Marie Scheidt

Recused:

Absent: Felix J. Grucci, Jr.

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 Holtsville Industrial, LLC 2018 Facility to Grace Aerospace LLC.

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

Voting Aye

Braun  
Callahan  
Kelly  
Middleton  
Pollakusky  
Scheidt

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE SUBLEASING OF A PORTION OF THE HOLTSVILLE INDUSTRIAL, LLC 2018 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 provided its assistance to Holtsville Industrial, LLC (the “**Company**”), in the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the “**Land**”), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease by the Agency to the Company and to be subleased by the Company to a future tenant or tenants for use as manufacturing, distribution, warehouse and miscellaneous office space (the “**Project**”); and

WHEREAS, the Company has previously agreed to lease the Land and the Improvements to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of February 1, 2018 (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency is currently leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of February 1, 2018 (the “**Lease Agreement**”), between the Agency and the Company; and

WHEREAS, the Company is now in negotiations to sublease a portion of the Facility, totaling approximately 3,050 square feet (the “**Demised Premises**”), to Grace Aerospace LLC (the “**Tenant**”), pursuant to a certain License Agreement, dated a date to be determined (the “**Tenant Lease**”), to be used by the tenant as office space and for a term ending on August 31, 2022; 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 a certain Tenant Agency Compliance Agreement, dated as of July 1, 2018 or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the "**Tenant Agency Compliance Agreement**"), by and between the Agency and the Tenant; 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 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 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) It is desirable and in the public interest for the Agency to consent to the sublease of the Facility and to enter into the Tenant Agency Compliance Agreement.

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

Section 3. The form and substance of the Tenant Agency Compliance 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.

(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 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.

**ADOPTED:** July 11, 2018

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "**Agency**"), including the resolutions contained therein, held on the 11th day of July, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 11th day of July, 2018.

By   
Secretary

Date: February 21, 2018

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 21st day of February, 2018, the following members of the Agency were:

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

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 acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (Holtsville Industrial LLC 2018 Facility) and the leasing of the facility to Holtsville Industrial LLC.

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

Voting Aye

Braun  
Callahan  
Kelly  
Pollakusky  
Scheidt

Voting Nay



RESOLUTION OF THE TOWN OF BROOKHAVEN  
INDUSTRIAL DEVELOPMENT AGENCY APPROVING  
THE ACQUISITION, RENOVATION, REDEVELOPMENT  
AND EQUIPPING OF A CERTAIN INDUSTRIAL  
DEVELOPMENT FACILITY AND APPROVING THE  
APPOINTMENT OF HOLTSVILLE INDUSTRIAL LLC, A  
NEW YORK LIMITED LIABILITY COMPANY ON  
BEHALF OF ITSELF AND/OR THE PRINCIPALS OF  
HOLTSVILLE INDUSTRIAL LLC AND/OR AN ENTITY  
FORMED OR TO BE FORMED ON BEHALF OF ANY OF  
THE FOREGOING AS AGENT OF THE AGENCY FOR  
THE PURPOSE OF ACQUIRING, RENOVATING,  
REDEVELOPING AND EQUIPPING THE FACILITY, AND  
MAKING CERTAIN FINDINGS AND DETERMINATIONS  
WITH RESPECT TO THE FACILITY AND APPROVING  
THE FORM, SUBSTANCE AND EXECUTION OF  
RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as amended from time to time (collectively, the "**Act**"), the Town of Brookhaven Industrial Development Agency (the "**Agency**") was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Holtsville Industrial, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, on behalf of itself and/or the principals of Holtsville Industrial, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") has requested the Agency's assistance with the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the "**Land**"), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), all for lease by the Agency to the Company and to be subleased by the Company to a future tenant or tenants not yet determined (the "**Tenants**"), for use as manufacturing, distribution, warehouse and miscellaneous office space; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements and will sublease and lease the Facility to the Company all pursuant to the Act; and

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

WHEREAS, the Agency will acquire title to the Equipment pursuant to a certain Bill of Sale, dated the Closing Date (as defined in the hereinafter defined Lease Agreement) (the "**Bill of Sale**"), from the Company to the Agency; and

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of February 1, 2018 or such other date as the Chairman or 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 mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$2,800,000 but not to exceed \$3,500,000 in connection with the financing of the acquisition, renovation, redevelopment and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an approximate amount not to exceed \$43,125, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof); and

WHEREAS, as security for a loan or loans (as such term is defined in the Lease Agreement), the Agency and the Company will execute and deliver to a lender or lenders not yet determined (collectively, the "**Lender**"), a mortgage or mortgages, and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, renovation, redevelopment and equipping of the Facility (collectively, the "**Loan Documents**"); 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 January 26, 2018, 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 15, 2018 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 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 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 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 prepared by the Company and reviewed by the Agency, and other representations and information furnished regarding the Facility, the Agency determines that the action relating to the acquisition, renovation, redevelopment, equipping and operation of the Facility in an “Unlisted” action, as that term is defined under SEQR. The Agency also determines that the Facility will not have a “significant effect” on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or the Chief Executive Officer of the Agency or counsel to 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 Facility preserves the public purposes of the Act by preserving or increasing the number of permanent private sector jobs in the Town of Brookhaven. The Company has represented to the Agency that they will provide approximately fifty (50) full-time employees within two (2) years of project completion; and

(d) The acquisition, renovation, redevelopment and equipping of the Facility and the leasing and subleasing 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

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

(f) 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

(g) 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

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

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

(j) The Lease Agreement will be an effective instrument whereby the Agency leases and subleases 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 Agreement may recapture some or all of the benefits granted to the Company; and

(k) The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the loan made to the Company by the Lender.

Section 3. The Agency has assessed all material information included in connection with the Company's 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) sublease and lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (vi) execute and deliver the Loan Documents to which the Agency is a party.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and 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. In connection with the Facility the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation, redevelopment and equipping of the Facility in the form of the Agency (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$2,800,000 but not to exceed \$3,500,000 in connection with the financing of the acquisition, renovation, redevelopment and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$43,125, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A 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, renovate, redevelop 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, renovate, redevelop and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agent 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, renovate, redevelop 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 for the Facility in an amount not to exceed \$43,125, 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 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.

Section 10. The form and substance of the Company Lease, the Lease Agreement, and the Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 11.

(a) The Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice 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 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, Vice Chairman, Chief Executive Officer or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice 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 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 agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 14. This resolution shall take effect immediately.

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

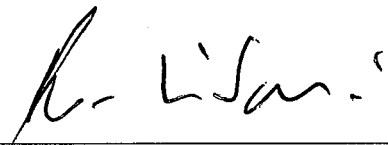
I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 21st day of February, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 21st day of February, 2018.

By:   
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 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 26th day of January 2018, at 10:30 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, New York in connection with the following matters:

Holtsville Industrial, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, on behalf of itself and/or the principals of Holtsville Industrial, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") has requested the Agency's assistance with the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the "**Land**"), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), all for lease by the Agency to the Company and to be subleased by the Company to a future tenant or tenants not yet determined (the "**Tenants**"), for use as manufacturing, distribution, warehouse and miscellaneous office space. The Facility will be initially owned, operated and/or managed by the Company.

The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility and exemptions from sales and use taxes in connection with the renovation, redevelopment and equipping 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.

Dated: January 15, 2018

**TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan  
Title: Chief Executive Officer

## EXHIBIT B

### FORM OF MINUTES OF PUBLIC HEARING HELD ON January 26, 2018

#### TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY (HOLTSVILLE INDUSTRIAL LLC 2018 FACILITY)

---

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

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

Section 3. The hearing officer then described the proposed transfer of the real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility as follows:

Holtsville Industrial, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, on behalf of itself and/or the principals of Holtsville Industrial, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") has requested the Agency's assistance with the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the "**Land**"), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), all for lease by the Agency to the Company and to be subleased by the Company to a future tenant or tenants not yet determined (the "**Tenants**"), for use as manufacturing, distribution, warehouse and miscellaneous office space. The Facility will be initially owned, operated and/or managed by the Company.

The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility and exemptions from sales and use taxes in connection with the renovation, redevelopment and equipping of the Facility, and abatement of real property taxes, 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:

Michael D. Raniere, Ingerman Smith LLP, representing Sachem School District

Thank you for providing the opportunity to address the pending application as it relates to One Corporate Drive, Holtsville.

The district generally supports economic development and the efforts of the IDA to promote job creation in the community. The district, however, also takes seriously any and all matters that could have an adverse impact on the district and its revenue sources. PILOTS, unintentionally, can decrease the school district tax base and, thus, increase the tax burden on the residents.

The proposed PILOT calls for payments of \$50,634 in year one, escalating to \$60,512 in year 10. The current tax bills on this property are approximately \$175,000. At the same proportions, the district stands to lose nearly \$83,000 in tax revenues on this property which will then be borne by other taxpayers.

In the application documents, applicant's counsel refers to a reduced assessment. It is unclear whether this decrease results from a reduced assessment or due to benefits proposed by the PILOT.

The district is ready and willing to engage in conversation with the applicant to further understand the impact of this project.

The district reserves its right to make an additional written statement prior to IDA action on this application.

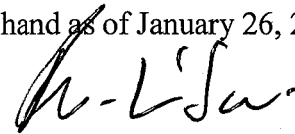
5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at 11:00 a.m.

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Brookhaven Industrial Development Agency (the "Agency") on January 26, 2018, at 10:30 a.m., local time, at Town of Brookhaven Division of Economic Development, 2<sup>nd</sup> Floor, One Independence Hill, Farmingville, New York 11738, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of January 26, 2018.



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Secretary

[END OF FORM OF MINUTES OF PUBLIC HEARING]

## EXHIBIT C

### Proposed PILOT Schedule

Schedule of payments-in-lieu-of-taxes: Town of Brookhaven, (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Sachem Central School District, Suffolk County and Appropriate Special Districts

<u>Year</u>	<u>Tax Year</u>	<u>Payment</u>
1.	2018/2019	\$50,634
2.	2019/2020	50,634
3.	2020/2021	52,679
4.	2021/2022	53,733
5.	2022/2023	54,807
6.	2023/2024	55,904
7.	2024/2025	57,022
8.	2025/2026	58,162
9.	2026/2027	59,325
10.	2027/2028	60,512
	and thereafter	100% of full taxes and assessments on the Facility

Date: August 21, 2019

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held on the 21st day of August, 2019, at the Town of Brookhaven, 1 Independence Hill, 3<sup>rd</sup> Floor, Farmingville, New York 11738, the following members of the Agency were:

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

Recused:

Absent:

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 proposed increase to sales and use tax exemptions and a mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (Holtsville Industrial LLC 2018 Facility) and approving the execution and delivery of related documents.

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

Voting Aye

Braun  
Callahan  
Grucci  
Middleton  
Pollakusky  
Scheidt  
Trotta

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY AUTHORIZING AN INCREASE OF  
SALES TAX AND USE TAX EXEMPTIONS AND MORTGAGE  
FINANCING AND THE EXECUTION AND DELIVERY OF LOAN  
DOCUMENTS IN CONNECTION THEREWITH FOR THE  
HOLTSVILLE INDUSTRIAL LLC 2018 FACILITY AND  
APPROVING THE FORM, SUBSTANCE, EXECUTION AND  
DELIVERY OF SUCH 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 the same 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 certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously assisted in the acquisition of an approximately 6.0 acre parcel of land located at 1 Corporate Drive, Holtsville, New York (the “**Land**”), the renovation, redevelopment and equipping of an approximately 48,416 square foot building located thereon (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), all for lease by the Agency to Holtsville Industrial, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Company**”) and to be subleased by the Company to a future tenant or tenants not yet determined (the “**Tenants**”), for use as manufacturing, distribution, warehouse and miscellaneous office space; and

WHEREAS, the Agency, by resolution duly adopted on February 21, 2018 (the “**Authorizing Resolution**”), authorized the acquisition, renovation and equipping of such 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 certain Company Lease Agreement, dated as of February 1, 2018 (the “**Company Lease**”), between the Company and the Agency, a memorandum of Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency currently leases the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of February 1, 2018 (the “**Lease Agreement**”), between the Agency and the Company, a memorandum of Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, pursuant to the Authorizing Resolution, the Agency authorized up to \$43,125, in exemptions from sales and use taxes; and

WHEREAS, the Company has requested the Agency’s consent to increase the exemptions from sales and use taxes in order to complete the acquisition, renovation and equipping of the Facility (the “**Increase**”); and

WHEREAS, to provide for the Increase, the Agency and the Company will enter into a certain Letter Agreement, dated as of August 21, 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 Company and the Agency previously mortgaged their respective interests in the Facility to National Educators Federal Credit Union (the “**Original Lender**”) by entering into a Mortgage, Assignment of Rents and Security Agreement, dated on or about February 27, 2018 (the “**Original Mortgage**”), in the aggregate principal amount of \$3,185,000, which Mortgage was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Company has now requested that the Agency consent to enter into a refinancing with Bridgehampton National Bank (the “**2019 Lender**”) with respect to the Facility in the principal amount presently expected to be \$3,185,000 but not to exceed \$3,500,000 (the “**2019 Loan**”); and

WHEREAS, the proceeds of the 2019 Loan will be used to satisfy the Original Mortgage; and

WHEREAS, as security for such 2019 Loan being made to the Company by the 2019 Lender, the Company has submitted a request to the Agency that it join with the Company in executing and delivering to the 2019 Lender one or more mortgages and such other loan documents, satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably requested by the 2019 Lender (the “**2019 Loan Documents**”); 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) additional exemptions from sales and use taxes in an amount not to exceed \$21,562, for a total amount not to exceed \$64,687, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, all consistent with the policies of the Agency, and (ii) exemptions from mortgage recording taxes, to the extent allowed by law, for one or more mortgages securing the principal amount presently estimated to be \$3,185,000 but not to exceed \$3,500,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility; 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 transactions contemplated by the increase of exemptions from sales and use taxes and the financing or refinancing of the Facility and the continued leasing and subleasing of the Facility.

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.
- (b) The Facility continues to constitute a “project”, as such term is defined in the Act.
- (c) The Facility preserves the public purposes of the Act by increasing the number of private sector jobs in the Town of Brookhaven.
- (d) The financing or refinancing of the acquisition, renovation and equipping of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.
- (e) The financing or refinancing of the acquisition, renovation and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.
- (f) Based upon representations of the Company and counsel to the Company, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located.
- (g) The Letter Agreement will be an effective instrument whereby the Agency will grant the Increase to the Company.
- (h) It is desirable and in the public interest for the Agency to assist in the financing or refinancing of the acquisition, construction and equipping of the Facility.
- (i) The 2019 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2019 Loan and assign to the 2019 Lender their respective rights under the Lease Agreement (except the Agency’s Unassigned Rights as defined therein).

Section 2.

In consequence of the foregoing, the Agency hereby determines to: (i) approve the Increase, (ii) approve the form and substance of the Letter Agreement, (iii) authorizes the execution and delivery of the Letter Agreement and such other related documents as may be necessary or appropriate to effect the Increase, (iv) grant a mortgage on and security interest in and to the Facility pursuant to a certain mortgage and security agreement for the benefit of the 2019 Lender (the “**2019 Mortgage**”), (v) authorize the execution and delivery of the 2019 Mortgage, and (vi) execute, deliver and perform the 2019 Loan Document to which the Agency

is a party, as may be necessary or appropriate to effect the 2019 Loan or any subsequent refinancing of the 2019 Mortgage.

Section 3. Subject to the provisions of this resolution and the Lease Agreement, the Agency is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the Letter Agreement, the 2019 Loan Documents and 2019 Mortgage, and such other related documents as may be necessary or appropriate to effect the Letter Agreement, the 2019 Loan, or any subsequent refinancing of the 2019 Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed.

Section 4. Subject to the provisions of this resolution and the Lease Agreement, the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$64,687, in connection with the purchase or lease of equipment, building materials, services or other personal property; consistent with the policies of the Agency, and (ii) exemptions from mortgage recording taxes, to the extent allowed by law, for one or more mortgages securing the principal amount presently estimated to be \$3,185,000 but not to exceed \$3,500,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping of the Facility.

Section 5.

(a) Subject to the provisions of this resolution and the Lease Agreement; the Chairman, Chief Executive Officer, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Letter Agreement, the 2019 Mortgage and 2019 Loan Documents, together with such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) the Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 6. Subject to the provisions of this resolution and the Lease Agreement, 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. Any expenses incurred by the Agency with respect to the increase in sales and use tax exemptions and financing or refinancing of the Facility shall be paid by the Company. The Company has agreed to pay such expenses and further shall 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 financing or refinancing of the Facility.

Section 8. This resolution shall take effect immediately.

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


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

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on the 21st day of August, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 21st day of August, 2019.

By   
Secretary