

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO
THE CONSENT TO THE SUBLEASING OF A PORTION OF
THE WILLIAMS REALTY HOLDINGS GROUP LLC 2020
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: (a) to **WILLIAMS REALTY HOLDINGS GROUP LLC**, a New York limited liability company (the “**Company**”) in the acquisition of an approximately 5.85 acre parcel of land located at 355 Sills Road, Yaphank, Town of Brookhaven, Suffolk County, New York (and further identified as Tax Map No. 200-739.00-02.00-002.004 and 003.000) (the “**Land**”) and the approximately 58,710 square foot building and other improvements thereon (the “**Improvements**”), the renovation of the Improvements, and the acquisition and installation therein of certain equipment not part of the Equipment (as defined herein) (the “**Facility Equipment**”; together with the Land and Improvements, the “**Company Facility**”), to be initially leased by the Agency to the Company and further subleased by the Company to **INTERSTATE MECHANICAL SERVICES INC.**, a New York corporation (the “**Sublessee**”), and the further sub-sublease by the Sublessee of not more than 49% of the Company Facility to (i) **Fabrication Depot LLC** and **Interstate Storage Services LLC** (each of Fabrication Depot LLC and Interstate Storage Services LLC, a “**Sub-Sublessee**,” and, collectively, the “**Sub-Sublessees**”), and (ii) with respect to approximately 6,000 square feet of office space, a future tenant or tenants yet to be determined (“**Future Tenants**”), and (b) to the Sublessee in the acquisition and installation therein of certain equipment and personal property (the “**Equipment**”), which Equipment is to be leased by the Agency to the Sublessee (the Company Facility and the Equipment are collectively referred to herein as the “**Facility**”), which Facility is to be used by the Sublessee and Sub-Sublessees for the manufacture and fabrication of mechanical systems and mechanical skids and storage of industrial equipment and by the Future Tenants for office space (the “**Project**”); and

WHEREAS, the Company is currently leasing the Land and the Improvements to the Agency, pursuant to the terms of a certain Company Lease Agreement, dated as of November 1, 2020 (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency is currently leasing the Company Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of November 1, 2020 (the “**Lease Agreement**”), between the Agency and the Company; and

WHEREAS, the Company is currently subleasing the Company Facility to the Sublessee, pursuant to a certain Sub-Sublease Agreement, dated November 4, 2020 (the “**Sublease**”), between the Company and the Sublessee; and

WHEREAS, the Sublessee is now in negotiations to sublease a portion of the Company Facility, totaling approximately 1,032 square feet (the “**Demised Premises**”), to Cadcam Lab LLC, a New York limited liability company (the “**Tenant**”), pursuant to a certain Sublease Agreement, dated a date to be determined (the “**Tenant Lease**”), to be used by the tenant for the manufacture and fabrication of flanges, fittings, shafts, housing and other metal parts using machining processes, for a term of one year (which such proposed tenant is not a Future Tenant intended to occupy office space at the Company Facility); 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 and the Sublessee has requested that the Agency consent to the subleasing by the Sublessee of a portion of the Company 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 May 1, 2021 or such other date as may be determined by the Chairman, Chief Executive Officer or 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.

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

Section 3.

(a) The Chairman, Chief Executive Officer and/or any other member of the Agency are hereby authorized and directed to, on behalf of and in the name of the Agency, execute, deliver and perform the Tenant Agency Compliance Agreement, and such other related documents as in the judgment of the Chairman Chief Executive Officer or such other member of the Agency deems necessary or appropriate, in such form and containing such terms, conditions and provisions as the person executing same on behalf of the Agency shall deem necessary or desirable to effect the transactions contemplated by this resolution, and shall approve, such necessity, desirability, and approval, to be conclusively evidenced by his or her execution and delivery thereof (the “**Agency Documents**”).

(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 4. 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 5. This resolution shall take effect immediately, and, unless sooner rescinded or amended, shall be deemed rescinded at the expiration of six (6) months after the date of the adoption of this resolution if the Tenant Agency Compliance Agreement contemplated hereunder has not been executed and delivered by the Agency and the Tenant prior to such

expiration, subject to extension at the discretion of the Agency upon the written request of the Company or the Sublessee.

Adopted: April 21, 2021

Accepted: April __, 2021

WILLIAMS REALTY HOLDINGS GROUP LLC

By: _____, Member

INTERSTATE MECHANICAL SERVICES INC.

By: _____, President

CADCAM LAB LLC

By: _____
Denis Milichnikov, President

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY AMENDING THE AGENCY'S AUTHORIZING RESOLUTION PERTAINING TO THE FACILITY FOR **WILLIAMS REALTY HOLDINGS GROUP LLC** AND/OR **INTERSTATE MECHANICAL SERVICES INC.** AND/OR **FABRICATION DEPOT LLC** AND/OR **INTERSTATE STORAGE SERVICES LLC** AND/OR ANY OF THE PRINCIPALS OF **WILLIAMS REALTY HOLDINGS GROUP LLC** AND/OR **INTERSTATE MECHANICAL SERVICES INC.** AND/OR **FABRICATION DEPOT LLC** AND/OR **INTERSTATE STORAGE SERVICES LLC** AND/OR OTHER ENTITIES FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING.

WHEREAS, the Town of Brookhaven Industrial Development Agency (the "**Agency**") was created by 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 (collectively, the "**Act**"), with the authority and power to, among other things, acquire, construct, renovate and equip a project, provide financial assistance, and mortgage, lease, grant options with respect to and dispose of property; and

WHEREAS, **WILLIAMS REALTY HOLDINGS GROUP LLC**, a New York limited liability company, on behalf of itself and/or the principals of **WILLIAMS REALTY HOLDINGS GROUP LLC** and/or an entity formed or to be formed on behalf of any of the foregoing (the "**Company**"), and **INTERSTATE MECHANICAL SERVICES INC.**, a New York corporation, **FABRICATION DEPOT LLC**, a New Jersey limited liability company authorized or to become authorized to conduct business in the State of New York, and **INTERSTATE STORAGE SERVICES LLC**, a New York limited liability company, on behalf of themselves, any of them, and/or the principals of any of **INTERSTATE MECHANICAL SERVICES INC.** and/or **FABRICATION DEPOT LLC** and/or **INTERSTATE STORAGE SERVICES LLC**, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Affiliates**"), have applied to the Agency for assistance in connection with (a) the acquisition of an approximately 5.85 acre parcel of land located at 355 Sills Road, Yaphank, Town of Brookhaven, Suffolk County, New York (and further identified as Tax Map No. 200-739.00-02.00-002.004 and 003.000) (the "**Land**") and the approximately 58,710 square foot building and other improvements thereon (the "**Improvements**"), the renovation of the Improvements, and the acquisition and installation therein of certain equipment not part of the Equipment (as defined herein) (the "**Facility Equipment**"; together with the Land and Improvements, the "**Company Facility**"), to be initially leased by the Agency to the Company and further subleased by the Company to the Affiliates to be used by the Affiliates for the manufacture and fabrication of mechanical systems and mechanical skids and storage of industrial equipment, and office space in connection therewith, and for the further sublease of approximately 6,000 square feet of office space by one or more Affiliates to a future tenant or tenants yet to be ("**Future Tenants**"), and (b) the acquisition and installation therein of certain equipment and personal property (the "**Equipment**"), which Equipment is to be leased by the Agency to one or more of the Affiliates (the Company Facility and the Equipment are collectively referred to herein as the "**Facility**"),

which Facility is to be used by the Affiliates for the manufacture and fabrication of mechanical systems and mechanical skids and storage of industrial equipment and by the Future Tenants for office space (the “**Project**”); and

WHEREAS, the Act authorizes and empowers the Agency to acquire, renovate, construct, equip, promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general property and economic welfare of the people of the State of New York; and

WHEREAS, a public hearing (the “**Hearing**”) was held on August 19, 2020, 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 more than ten days prior thereto, such notice (together with proof of publication) having been filed with the records of this Agency; and

WHEREAS, the minutes of the Hearing having been filed with the records of this Agency; and

WHEREAS, the Agency, after due consideration of, among other things, the application of the Company and the Affiliates and the representations by the Company and the Affiliates that the proposed transfer of real estate is either an inducement to the Company and the Affiliates to maintain or expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Company Affiliates in their industry, by resolution duly adopted on August 19, 2020 (the “**Authorizing Resolution**”), authorized the acquisition, renovation and equipping of the Facility, the execution and delivery of the Agency Documents (as defined therein), determined that the action relating to the acquisition, renovation, equipping and operation of the Facility is an “Unlisted” action, as that term is defined under SEQRA), and will not have a “significant effect” on the environment and an environmental impact statement will not be required, granted certain economic benefits to the Company the Affiliates; and

WHEREAS, Counsel for the Company and the Affiliates advised the Agency on October 7, 2020, that, in connection with the financing of the Facility, (a) the Company will lease the Company Facility to Interstate Mechanical Services Inc. (the “**Sublessee**”), and that the Sublessee will sub-sublease not more than 49% of the Company Facility to (i) Fabrication Depot LLC and Interstate Storage Services LLC (each of Fabrication Depot LLC and Interstate Storage Services LLC, a “**Sub-Sublessee**,” and, collectively, the “**Sub-Sublessees**”) and, (ii) with respect to approximately 6,000 square feet of office space of the sub-subleased space, Future Tenants, and (b) the Agency will lease the Equipment to the Sublessee (the “**Revised Lease Structure**”).

WHEREAS, the Agency contemplates it will acquire a leasehold interest in the Land and Improvements under a certain Company Lease Agreement, dated as of September 1, 2020 or such other date as the Chairman, the Chief Executive Officer of the Agency or counsel

to the Agency shall agree (the “**Company Lease**”), by and between the Company and the Agency, and

WHEREAS, the Agency contemplates that it will lease and sublease the Company Facility to the Company under a certain Lease and Project Agreement, dated as of September 1, 2020 or such other date as the Chairman, the Chief Executive Officer of the Agency or counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates it will acquire title to the Equipment pursuant to a certain Bill of Sale (the “**Bill of Sale**”), from the Sublessee to the Agency; and

WHEREAS, the Agency contemplates the Agency will lease the Equipment to the Sublessee under a certain Equipment Lease and Project Agreement, dated as of September 1, 2020 or such other date as the Chairman, the Chief Executive Officer of the Agency or counsel to the Agency shall agree (the “**Equipment Lease Agreement**”), by and between the Agency and the Sublessee; and

WHEREAS, the Company will sub-sublease the Company Facility to the Sublessee under a certain sublease (the “**Sublease**”), by and between the Company and the Sublessee, and the Sublessee will further sublease not more than 49% of the Company Facility to the Sub-Sublessees and, with respect to approximately 6,000 of office space, Future Tenants; and

WHEREAS, the Agency contemplates the Agency, the Company, the Sublessee and the Sub-Sublessees and others will enter into a certain Agency Compliance Agreement (the “**Agency Compliance Agreement**”) in order to provide assurances to the Agency with respect to the Company’s, the Sublessee’s and the Sub-Sublessees’ obligations to the Agency; and

WHEREAS, the Agency has given due consideration to the application, as amended, of the Company, the Sublessee and the Sub-Sublessees and to the representations by the Company, the Sublessee and the Sub-Sublessees that the proposed transfer of real estate is either an inducement to the Company, the Sublessee and the Sub-Sublessees to maintain or expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive positions of the Company, Sublessee and the Sub-Sublessees in their respective industries.

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. The Agency hereby approves of the Revised Lease Structure.

Section 2. The Agency hereby ratifies and confirms all terms contemplated by the Authorizing Resolution, including the economic benefits as stated therein, as amended by this Amended Authorizing Resolution.

Section 3. This amended resolution shall take effect immediately.

Adopted: October 21, 2020

Accepted: October __, 2020

WILLIAMS REALTY HOLDINGS GROUP LLC

By: _____, Member

INTERSTATE MECHANICAL SERVICES INC.

By: _____, President

FABRICATION DEPOT LLC

By: _____, Member

INTERSTATE STORAGE SERVICES LLC

By: _____, Member

