

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 (The AVR Yaphank Hotel and Loft Apartments LLC 2017 Facility) and the continued leasing of the facility to AVR Yaphank Hotel and Loft Apartments 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 THE AVR YAPHANK HOTEL AND LOFT APARTMENTS LLC 2017 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 AVR Yaphank Hotel and Loft Apartments LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "**Company**") consisting of the acquisition, construction and equipping of Phase 1b of the Meadows at Yaphank which is a multi-phase development (Phase 1b is a mixed-use industrial development facility comprised of two (2) components as described below) consisting of (a) the acquisition of an approximately 35.55 acres of land located on the southeast and northeast corners of The Boulevard and Yaphank Woods Boulevard Ext., also known as Tax Map No. 0200-584.00-02.00-001.006 and p/o 001.005 (collectively, the "**Land**"), and the acquisition and installation therein of certain equipment not part of the Equipment (as such term is defined herein) (the "**Facility Equipment**"), (b) the construction and equipping of a 295 unit apartment complex consisting of 192 units in four 4-story buildings, 77 units in 2-story townhouse buildings, and 26 units in 2-story carriage house units, consisting of collectively, 80 one-bedroom units, 199 two-bedroom units and 16 three-bedroom units of which 30 are affordable units (including 18 one-bedroom units, 11 two-bedroom units and 1 three-bedroom unit), all totaling approximately 482,480 square feet located on an approximately 32.85 acre portion of the Land (known as Tax Map No. 0200-584.00-02.00-p/o 001.005), including, but not limited to, equipment and furnishings, along with a 6,800 square foot clubhouse for use by the residents of the units (collectively, the "**Phase 1b Apartments**"), to provide much needed rental housing on Long Island, and (c) the construction and equipping of a 146 suite 4-story hotel with kitchenettes, conference rooms and meeting spaces totaling approximately 96,780 square feet located on an approximately 2.7 acre parcel of the Land (known as Tax Map No. 0200-584.00-02.00-001.006) and to be known as a Hilton Home 2 Suite Hotel, or such other hotel as may be determined, including, but not limited to, building materials, landscaping, furniture, office equipment, kitchen equipment, pool equipment and gym equipment (collectively, the "**Phase 1b Hotel**"), to serve the needs of business travelers (the Phase 1b Hotel, together with the Phase 1b Apartments, the Land, and the Facility Equipment are collectively referred to as the "**Company Facility**"), and the Company Facility was leased by the Agency to the Company for further sublease as follows: the Phase 1b Apartments will be subleased to AVR Loft Apartments at Yaphank LLC (the "**Phase 1b Apartments Sublessee**") and the Phase 1b

Hotel was subleased to AVR Boulevard Hotel at Yaphank LLC (the “**Phase 1b Hotel Sublessee**”); and together with the Phase 1b Apartments Sublessee, the “**Sublessees**”), which such Sublessees entered into the Equipment Lease Agreements (as defined in the Lease Agreement, defined below) for the leasing of the Phase 1b Apartments Equipment and the Phase 1b Hotel Equipment (collectively, the Phase 1b Apartments Equipment, together with the Phase 1b Hotel Equipment and the Company Facility are collectively referred to as the “**Facility**”) with the Agency in connection with the equipping and furnishing of each component of the Facility (the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on November 15, 2017 (the “**Authorizing Resolution**”), authorized the acquisition, construction and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein); and

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

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

WHEREAS, the Agency and the Phase 1b Apartments Sublessee entered into a certain Phase 1b Apartments Equipment Lease Agreement, dated as of December 1, 2017 (the “**Phase 1b Apartments Equipment Lease Agreement**”), between the Agency and the Phase 1b Apartments Sublessee; and

WHEREAS, the Agency acquired title to the Phase 1b Apartments Equipment pursuant to a certain Bill of Sale, dated December 20, 2017 (the “**Phase 1b Apartments Bill of Sale**”), from the Phase 1b Apartments Sublessee to the Agency; and

WHEREAS, pursuant to Section 3.6 of the Lease Agreement, the Company agreed to complete the Project Work (as defined in the Lease Agreement) with respect to the Phase 1b Apartments by June 30, 2021 (the “**Original Completion Date**”); and

WHEREAS, the Company has submitted a request to the Agency for an extension of the Original Completion Date (the “**Extended Completion Date**”), in order to complete the costs of the acquisition, construction and equipping of the Facility by December 31, 2021 (the “**Completion Date Extension**”); and

WHEREAS, to provide for the Completion Date Extension, the Agency and the Company will enter into a certain Extension Agreement, dated as of May 19, 2021, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**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, construction 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, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) The Extension Agreement will be an effective instrument whereby the Agency grants the Completion Date Extension to the Company.

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

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

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 transfer of portions of real estate for private roadways in connection with the Agency’s The Meadows at Yaphank 2015 Facility, Yaphank AVR Boulevard Chelsea LLC 2017 Facility and AVR Yaphank Hotel and Loft Apartments LLC 2017 Facility.

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

Voting Aye

Braun
Callahan
Middleton
Scheidt
Pollakusky
Trotta

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO TRANSFER OF PORTIONS OF REAL ESTATE FOR PRIVATE ROADWAYS IN CONNECTION WITH THE AGENCY'S THE MEADOWS AT YAPHANK 2015 FACILITY, YAPHANK AVR BOULEVARD CHELSEA LLC 2017 FACILITY AND AVR YAPHANK HOTEL AND LOFT APARTMENTS LLC 2017 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 AVR Yaphank Meadows Apartments LLC (the "**Meadows Company**"), in the acquisition, construction, equipping and furnishing of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase, also known as Phase 1a, consisting of (i) the acquisition of approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the "**Meadows Land**"), and (ii) the construction, equipping and furnishing of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the "**Meadows Equipment**" and "**Meadows Improvements**"; and, together with the Meadows Land, the "**Meadows Facility**"); and

WHEREAS, the Meadows Company previously leased the Meadows Land and the Meadows Improvements to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of January 1, 2015 (the "**Meadows Company Lease**"), by and between the Meadows Company and the Agency and a Memorandum of Meadows Company Lease, was to be recorded in the Suffolk County Clerk's office; and

WHEREAS, the Agency subleased the Meadows Facility to the Meadows Company, pursuant to a certain Lease Agreement, dated as of January 1, 2015 (the "**Meadows Lease Agreement**"), between the Agency and the Meadows Company and a Memorandum of Meadows Lease Agreement was to be recorded in the Suffolk County Clerk's office; and

WHEREAS, in connection with the leasing of the Meadows Facility, the Agency and the Company, entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of January 1, 2015 (the "**Meadows PILOT Agreement**"), whereby the Company agreed to make certain payments-in-lieu-of-taxes on the Meadows Facility to the Taxing Authorities (as defined therein); and

WHEREAS, in connection with the leasing of the Meadows Facility, the Agency and the Company entered into a certain Environmental Compliance and Indemnification Agreement, dated as of January 1, 2015 (the “**Meadows Environmental Compliance and Indemnification Agreement**”), whereby, among other things, the Company agreed to comply with all Environmental Laws (as defined in the Environmental Compliance and Indemnification Agreement) applicable to the Meadows Facility; and

WHEREAS, the Agency and the Company entered into a Recapture Agreement, dated as of January 1, 2015 (the “**Meadows Recapture Agreement**”), from the Company to the Agency in order to reflect the repayment of certain obligations of the Company upon the occurrence of a Recapture Event (as defined therein); and

WHEREAS, the Agency previously provided its assistance to Yaphank AVR Boulevard Chelsea LLC (the “**Chelsea Company**”), in (i) the acquisition of an approximately 3.33 acre parcel of land located at the southwest corner of The Boulevard West and Park Drive, Yaphank, Town of Brookhaven, New York (more particularly described as SCTM# 0200-583.00-02.00-003.002) (the “**Chelsea Land**”), (ii) the construction of two (2) buildings, totaling approximately 99,492 square feet, together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Land (the “**Chelsea Improvements**”), and (iii) the acquisition and installation therein of certain equipment and personal property, including but not limited to furniture, office equipment, computers and kitchen equipment (the “**Chelsea Equipment**”; and together with the Chelsea Land and the Chelsea Improvements, the “**Chelsea Facility**”); and

WHEREAS, the Chelsea Company previously leased the Chelsea Land and the Chelsea Improvements to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of June 1, 2017 (the “**Chelsea Company Lease**”), by and between the Chelsea Company and the Agency, and a Memorandum of Chelsea Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency subleased the Chelsea Facility to the Chelsea Company, pursuant to a certain Lease and Project Agreement, dated as of June 1, 2017 (the “**Chelsea Lease Agreement**”), between the Agency and the Chelsea Company, and a Memorandum of Chelsea Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency previously provided its assistance to AVR Yaphank Hotel and Loft Apartments LLC (the “**Hotel Company**”; and together with the Meadows Company and the Chelsea Company, the “**Companies**”), in the acquisition, construction and equipping of Phase 1b of the Meadows at Yaphank which is a multi-phase development (Phase 1b is a mixed-use industrial development facility comprised of two (2) components as described below) consisting of (a) the acquisition of an approximately 35.55 acres of land located on the southeast and northeast corners of The Boulevard and Yaphank Woods Boulevard Ext., also known as Tax Map No. 0200-584.00-02.00-001.006 and p/o 001.005 (collectively, the “**Hotel Land**”), and the acquisition and installation therein of certain equipment not part of the Hotel Equipment (as such term is defined herein) (the “**Hotel Facility Equipment**”), (b) the construction and equipping of a 295 unit apartment complex consisting of 192 units in

four 4-story buildings, 77 units in 2-story townhouse buildings, and 26 units in 2-story carriage house units, consisting of collectively, 80 one-bedroom units, 199 two-bedroom units and 16 three-bedroom units of which 30 are affordable units (including 18 one-bedroom units, 11 two-bedroom units and 1 three-bedroom unit), all totaling approximately 482,480 square feet located on an approximately 32.85 acre portion of the Hotel Land (known as Tax Map No. 0200-584.00-02.00-p/o 001.005), including, but not limited to, equipment and furnishings, along with a 6,800 square foot clubhouse for use by the residents of the units (collectively, the “**Phase 1b Apartments**”), to provide much needed rental housing on Long Island, and (c) the construction and equipping of a 146 suite 4-story hotel with kitchenettes, conference rooms and meeting spaces totaling approximately 96,780 square feet located on an approximately 2.7 acre parcel of the Hotel Land (known as Tax Map No. 0200-584.00-02.00-001.006) and to be known as a Hilton Home 2 Suite Hotel, or such other hotel as may be determined, including, but not limited to, building materials, landscaping, furniture, office equipment, kitchen equipment, pool equipment and gym equipment (collectively, the “**Phase 1b Hotel**”), to serve the needs of business travelers (the Phase 1b Hotel, together with the Phase 1b Apartments, the Hotel Land, and the Hotel Facility Equipment are collectively referred to as the “**Hotel Company Facility**”), and the Hotel Company Facility is leased by the Agency to the Hotel Company for further sublease as follows: the Phase 1b Apartments will be subleased to AVR Loft Apartments at Yaphank LLC (the “**Phase 1b Apartments Sublessee**”) and the Phase 1b Hotel will be subleased to AVR Boulevard Hotel at Yaphank LLC (the “**Phase 1b Hotel Sublessee**”); and together with the Phase 1b Apartments Sublessee, the “**Sublessees**”), which such Sublessees will enter into the Equipment Lease Agreements for the leasing of the Phase 1b Apartments Equipment (the “**Phase 1b Apartments Equipment**”), and the Phase 1b Hotel Equipment (the “**Phase 1b Hotel Equipment**”); and together with the Phase 1b Apartments Equipment, the “**Hotel Equipment**”; and together with the Hotel Company Facility, the “**Hotel Facility**”; and together with the Meadows Facility and the Chelsea Facility, the “**Facilities**”), with the Agency in connection with the equipping and furnishing of each component of the Hotel Facility (the “**Hotel Project**”); and

WHEREAS, the Hotel Company leased the Hotel Land and the Hotel Improvements to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of December 1, 2017 (the “**Hotel Company Lease**”), by and between the Hotel Company and the Agency, and a Memorandum of Hotel Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency subleased the Hotel Company Facility to the Hotel Company, pursuant to a certain Lease and Project Agreement, dated as of December 1, 2017 (the “**Hotel Lease Agreement**”), between the Agency and the Hotel Company, and a Memorandum of Hotel Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, Rose Breslin Associates, LLC (the “**Developer**”), has now requested the Agency’s consent to the transfer of certain private roadways known as Boulevard East (formerly known as Meadows Boulevard) and Francesca Way (collectively, the “**Roadways**”), to be made by the Developer, in part to the Meadows Company (the “**Meadows Transfer**”) and in part to the Hotel Company (the “**Hotel Company Transfer**”);

and, together with the Meadows Transfer, the “**Transfers**”), all consistent with the overall Planned Development District approved for The Meadows at Yaphank Planned Development District, which Transfers will amend the legal descriptions of the Meadows Facility and the Hotel Facility; and

WHEREAS, further, the Developer has requested the Agency consent to entering into a certain Easements with Covenants and Restrictions Affecting Land, to be dated a date not yet determined (the “**Agreement**”), by and among Wal-Mart Stores East LP, the Developer, the Hotel Company, and the Chelsea Company and consented to by Manufacturers and Traders Trust Company (the “**Lender**”) and the Agency; and

WHEREAS, further the Lender has requested the Agency to consent to certain spreader agreements (collectively, the “**Mortgage Spreaders**”), in order to extend the lien of certain existing mortgages on the Meadows Facility, the Chelsea Facility and the Hotel Facility to encumber the Roadways; and

WHEREAS, the Agency hereby consents to the Transfers, the Agreement and the Mortgage Spreaders; and

WHEREAS, such consent for the Meadows Transfer may be manifested by the execution of this resolution and a Meadows Amendment Agreement, dated such date as the Chairman and the Chief Executive Officer may determine (the “**Meadows Amendment Agreement**”), between the Meadows Company and the Agency, which Meadows Amendment Agreement will amend the legal description of the Land contained in the Meadows Company Lease, the Meadows Lease Agreement, the Meadows PILOT Agreement, the Meadows Environmental and Compliance Agreement and the Meadows Recapture Agreement (collectively, the “**Meadows Amended Documents**”); and

WHEREAS, such consent for the Hotel Company Transfer may be manifested by the execution of this resolution and a Hotel Company Amendment Agreement, dated such date as the Chairman and the Chief Executive Officer may determine (the “**Hotel Company Amendment Agreement**”), between the Hotel Company and the Agency, which Hotel Company Amendment Agreement will amend the legal description of the Land contained in the Hotel Company Lease and the Hotel Lease Agreement (collectively, the “**Hotel Amended Documents**”); and

WHEREAS, in connection with such consent, the Agency agrees to enter into such other documents as may be required by the Companies, the Developer or the Lender (the “**Transfer Documents**”); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facilities and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York;

WHEREAS, the Companies and the Developer 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 Transfers, the Agreement and the Mortgage Spreaders.

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 Transfers, the Agreement and the Mortgage Spreaders 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) It is desirable and in the public interest for the Agency to consent to the Transfers, the Agreement and the Mortgage Spreaders; and

(d) The Agency consents to the Transfers, the Agreement and the Mortgage Spreaders; and

(e) The Meadows Amendment Agreement will be an effective instrument whereby the legal description of the Land contained in the Meadows Company Lease, the Meadows Lease Agreement, the Meadows PILOT Agreement, the Meadows Environmental and Compliance Agreement and the Meadows Recapture Agreement will be amended to include the portion of private roadway transferred by the Developer to the Meadows Company.

(f) The Hotel Company Amendment Agreement will be an effective instrument whereby the legal description of the Land contained in the Hotel Company Lease and the Hotel Lease Agreement, will be amended to include the portion of private roadway transferred by the Developer to the Hotel Company.

(g) It is desirable and in the public interest for the Agency to execute the Agreement.

(h) It is desirable and in the public interest for the Agency to execute the Mortgage Spreaders.

Section 2. The form and substance of the Meadows Amendment Agreement, the Hotel Company Amendment Agreement, the Mortgage Spreaders and the 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 3.

(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 the Meadows Amendment Agreement, the Hotel Company Amendment Agreement, the Mortgage Spreaders and the 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 Meadows Lease Agreement, the Chelsea Lease Agreement and the Hotel 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.

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 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. Mulhuga
Chief Executive Officer

Date: September 17, 2014

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 17th day of September, 2014, the following members of the Agency were:

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

Recused:

Absent: Michael Kelly

Also Present: Lisa M. G. Mulligan, Chief Executive Officer
James Ryan, Chief Financial 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 (The Meadows at Yaphank Facility) and the leasing of the facility to Rose-Breslin Associates LLC.

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

Voting Aye

Braun
Callahan
Grucci
Middleton
Scheidt

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
APPOINTMENT OF ROSE-BRESLIN ASSOCIATES LLC, A
NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF
OF ITSELF AND/OR THE PRINCIPALS OF ROSE-BRESLIN
ASSOCIATES 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, CONSTRUCTING AND EQUIPPING THE
FACILITY, APPROVING THE ACQUISITION,
CONSTRUCTION AND EQUIPPING OF SUCH INDUSTRIAL
DEVELOPMENT FACILITY MAKING CERTAIN FINDINGS
AND DETERMINATIONS WITH RESPECT TO THE
FACILITY AND APPROVING THE FORM, SUBSTANCE AND
EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as amended from time to time (collectively, the "**Act**"), the Town of Brookhaven Industrial Development Agency (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, Rose-Breslin Associates 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 Rose-Breslin Associates 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, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, will consist of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the "**Land**"), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), for lease by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the "**Sublessees**"), in addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility, including the following as they relate to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the

Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of September 1, 2014, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the "**Company Lease**") by and between the Company and the Agency; and

WHEREAS, the Agency will sublease and lease the Company Facility to the Company pursuant to a certain Lease Agreement, dated as of September 1, 2014, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (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 \$36,000,000 but not to exceed \$38,000,000, in connection with the financing of the acquisition, demolition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, demolishing, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$256,363, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and

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

WHEREAS, a public hearing (the "**Original Hearing**") was held on July 25, 2014, 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 Original Hearing was given on July 14, 2014, and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A-1; and

WHEREAS, the report of the Original Hearing is annexed hereto as Exhibit B-1; and

WHEREAS, subsequent to the Original Hearing, the Company requested that in addition to the proposed exemptions from mortgage recording taxes and exemptions from sales and use taxes, the Agency provide its assistance in connection with abatement of real property taxes; and

WHEREAS, in connection with the request of the Company to the Agency for the Agency's assistance in connection with abatement of real property taxes, an amended public

hearing (the “**Amended Hearing**”) was held on September 2, 2014, so that all persons with views in favor of or opposed to the financial assistance contemplated by the Agency, could be heard; and

WHEREAS, notice of the Amended Hearing was given on August 21, 2014, and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A-2; and

WHEREAS, the report of the Amended Hearing is annexed hereto as Exhibit B-2; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an inducement to the Company to maintain and expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, in order to define the Company’s obligations regarding payments-in-lieu-of taxes with respect to the Facility, the Agency and the Company will enter into a certain Payment-in-Lieu-of-Tax Agreement, dated as of September 1, 2014, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**PILOT Agreement**”), pursuant to which the Company will make payments in lieu of taxes on the Facility; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company will enter into a certain Recapture Agreement, dated as of September 1, 2014, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Recapture Agreement**”), between the Agency and the Company; 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 (the “**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 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, construction and equipping of the Facility (collectively, the “**Loan Documents**”); 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 Brookhaven Town Board determined that the Action is a "Type 1 Action" for SEQR purposes, coordinated review with all potential Involved Agencies, and requested to act as Lead Agency for purposes of review of the Action under SEQR; and

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

WHEREAS, the Company submitted to the Brookhaven Town Board, a Draft Environmental Impact Statement ("DEIS") for the Action and the Brookhaven Town Board accepted such DEIS on April 11, 2011; and

WHEREAS, the Brookhaven Town Board held a public hearing on the DEIS on May 10, 2011, and the Brookhaven Town Board accepted written comments until June 25, 2011; and

WHEREAS, the Company submitted to the Brookhaven Town Board, a Final Environmental Impact Statement ("FEIS"), including the responses to all comments, and such FEIS was accepted by the Brookhaven Town Board on August 16, 2011; and

WHEREAS, the Brookhaven Town Board issued its Lead Agency findings statement on October 4, 2011; and

WHEREAS, as an Involved Agency, the Agency must make its own findings under SEQR prior to funding, undertaking, or approving an Action; and

WHEREAS, the Agency has reviewed the DEIS, the FEIS and the documents incorporated by reference therein, as well as such other documents as the Agency felt it necessary or appropriate to examine to adequately review the proposed Action; and

WHEREAS, the Agency finds that the Findings Statement attached hereto as Exhibit D accurately and adequately examines environmental issues presented by the Action; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility by the Agency to the Company;

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

Section 1. The Agency hereby adopts the Lead Agency's Findings Statement attached hereto as Exhibit D as its own Findings Statement under SEQR.

Section 2. Having considered the DEIS and FEIS, and such other documents as may be necessary or appropriate, the Agency certifies that:

- (a) The requirements of 6 NYCRR Part 617 have been met;

(b) Consistent with the social, economic and other essential considerations, from among the reasonable alternatives thereto, the Action is one which minimizes or avoids adverse environmental effects to the maximum extent practicable, including effects disclosed in the environmental impact statement.

(c) Consistent with social, economic, and other essential considerations, to the maximum extent practicable, adverse environmental effects revealed in the environmental impact statement will be minimized or avoided by incorporating as conditions those mitigative measures which were identified as practicable

Section 3. The Agency hereby finds and determines:

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

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

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

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

(e) Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of the Town of Brookhaven, Suffolk County, and all regional and local land use plans for the area in which the Facility is located; and

(f) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

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

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

(i) The Lease Agreement will be an effective instrument whereby the Agency leases the Company Facility to the Company; and

(j) The PILOT Agreement will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Recapture Agreement will be an effective instrument whereby the Agency and the Company agree to provide for the obligations of the Company under the Transaction Documents (as defined in the Lease Agreement) and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(l) The Environmental Compliance and Indemnification Agreement, dated as of September 1, 2014, or such other date as may be determined by the Chairman, the Chief Executive Officer and counsel to the Agency (the "**Environmental Compliance and Indemnification Agreement**"), from the Company to the Agency will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(m) 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 4. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute and deliver the Environmental Compliance and Indemnification Agreement, (viii) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (ix) execute, deliver and perform 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. The Agency is hereby further authorized to execute and deliver the Loan Documents in connection with the financing of the costs of acquiring, renovating and equipping the Facility and any future Loan Documents in connection with any future refinancing or permanent financing of such costs of acquiring, renovating and equipping of the Facility without the need for any further or future approvals of the Agency.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$36,000,000 but not to exceed \$38,000,000, in connection with the financing of the acquisition, demolition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, demolishing, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$256,363, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agents 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, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$256,363, in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 9. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 10. The form and substance of the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and

Indemnification 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, 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, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement, 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, 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, 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 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.

ADOPTED: September 17, 2014

ACCEPTED: _____ 2014

ROSE-BRESLIN ASSOCIATES LLC

By: _____

Name:

Title:

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 17th day of September, 2014, 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 17th day of September, 2014.

By: 
Secretary

EXHIBIT A-1

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency (the “Agency”) on the 25th day of July 2014, at _____ a.m. local time, at the _____, in connection with the following matters, New York in connection with the following matters:

Rose-Breslin Associates 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 Rose-Breslin Associates 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, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, will consist of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the “Land”), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the “Equipment” and “Improvements”; and, together with the Land, the “Facility”), for lease by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the “Sublessees”). In addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility. 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 construction and equipping of the Facility, 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: July 14, 2014

**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan
Title: Chief Executive Office

EXHIBIT A-2

AMENDED NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency (the “**Agency**”) on the 2nd day of September, 2014, at ____ a.m. local time, at the Town of Brookhaven Division of Economic Development, 2nd Floor, One Independence Hill, Farmingville, New York 11738, in connection with the following matters:

Rose-Breslin Associates 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 Rose-Breslin Associates 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, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, will consist of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the “**Land**”), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), for lease by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the “**Sublessees**”). In addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility. 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 (i) exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, (ii) exemptions from sales and use taxes in connection with the construction and equipping of the Facility, and (iii) and abatement of real property taxes, 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.

This Amended Notice of Public Hearing amends the Notice of Public Hearing originally published by the Agency on July 14, 2014, in connection with the Public Hearing held on July 25, 2014, and the revision in this Amended Notice of Public Hearing is to reflect the addition of the Agency’s contemplated financial assistance to include abatement from real property taxes, consistent with the policies of the Agency.

Dated: August 21, 2014

**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan
Title: Chief Executive Officer

EXHIBIT B-1

FORM OF MINUTES OF PUBLIC HEARING HELD ON
JULY 25 2014

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
(The Meadows at Yaphank 2014 Facility)

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

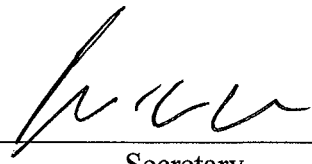
2. The Chief Executive Officer then described the location and nature of the Facility to be financed as follows:

Rose-Breslin Associates 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 Rose-Breslin Associates 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, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, will consist of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the “**Land**”), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), for lease by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the “**Sublessees**”). In addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility. The Facility will be initially owned, operated and/or managed by the Company.

3. The Agency contemplates that it will provide financial assistance to the Company in the form of (i) exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, and (ii) exemptions from sales and use taxes in connection with the construction and equipping of the Facility, consistent with the policies of the Agency.

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

5. The _____ then asked if there were any further comments and, there being none, the hearing was closed at _____ .m.

A handwritten signature in cursive script, appearing to be 'H. W.', written over a horizontal line.

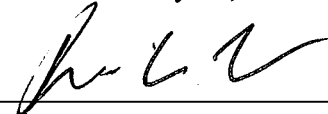
Secretary

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 July 25, 2014, at ____ a.m. local time, at the Town of Brookhaven Department of Economic Development, 1 Independence Hill, 3rd Floor, 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 July 25, 2014.



Secretary

EXHIBIT B-2

FORM OF MINUTES OF AMENDED PUBLIC HEARING HELD ON
SEPTEMBER 2, 2014

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
(The Meadows at Yaphank 2014 Facility)

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

2. The Chief Executive Officer then described the location and nature of the Facility to be financed as follows:

Rose-Breslin Associates 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 Rose-Breslin Associates 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, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, will consist of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the "**Land**"), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), for lease by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the "**Sublessees**"). In addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility. The Facility will be initially owned, operated and/or managed by the Company.

3. The Agency contemplates that it will provide financial assistance to the Company in the form of (i) exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, (ii) exemptions from sales and use taxes in connection with the construction and equipping of the Facility, and (iii) and abatement of real property taxes, consistent with the policies of the Agency.

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

5. The _____ then asked if there were any further comments and, there being none, the hearing was closed at _____ .m.

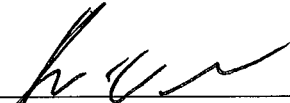

Secretary

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 September 2, 2014, at ____ a.m. local time, at the Town of Brookhaven Department of Economic Development, 1 Independence Hill, 3rd Floor, 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 September 2, 2014.



Secretary

EXHIBIT C

Proposed PILOT Schedule

Formula for In-Lieu-of-Taxes Payment: Town of Brookhaven (including any existing incorporated village or any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Longwood Central School District, Suffolk County and Appropriate Special Districts.

<u>Year</u>	<u>Tax Year</u>	<u>Payment</u>
1.	2015/2016	\$ 63,390.00
2.	2016/2017	\$ 813,470.00
3.	2017/2018	\$ 829,740.00
4.	2018/2019	\$ 846,330.00
5.	2019/2020	\$ 863,260.00
6.	2020/2021	\$ 880,520.00
7.	2021/2022	\$ 898,130.00
8.	2022/2023	\$ 916,090.00
9.	2023/2024	\$ 934,420.00
10.	2024/2025	\$ 953,110.00

and thereafter 100% of full taxes and assessments on the Facility

EXHIBIT D

Findings Statement

AMENDED RESOLUTION OF THE TOWN OF
BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
APPROVING ACQUISITION, CONSTRUCTION AND
EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT
FACILITY FOR ROSE-BRESLIN ASSOCIATES LLC, A
LIMITED LIABILITY COMPANY ON BEHALF OF ITSELF
AND/OR THE PRINCIPALS OF ROSE-BRESLIN
ASSOCIATES LLC AND/OR AN ENTITY FORMED OR TO
BE FORMED ON BEHALF OF ANY OF THE FOREGOING
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, Rose-Breslin Associates 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 Rose-Breslin Associates 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, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, will consist of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the "**Land**"), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), for lease by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the "**Sublessees**"), in addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility, including the following as they relate to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency, by resolution duly adopted on September 17, 2014 (the “**Authorizing Resolution**”), decided to proceed under the provisions of the Act and authorized the acquisition, construction and equipping of the Facility and entering into a straight lease transaction; and

WHEREAS, the Agency now intends to amend such Authorizing Resolution in order to correct a scrivener’s error as to the amount of proposed sales tax benefits and based on updated information received from the Company, to increase the proposed exemptions from mortgage recording taxes; and

WHEREAS, the Authorizing Resolution stated 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 \$36,000,000 but not to exceed \$38,000,000, in connection with the financing of the acquisition, demolition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, demolishing, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$256,363, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C thereof), consistent with the policies of the Agency; and

WHEREAS, the Company has notified the Agency that the estimates for the development budget related to Phase 1a were received in excess of the anticipated amounts and therefore the Company has increased the proposed mortgage financing required for the Facility from an estimated \$36,000,000 mortgage to an amount presently estimated to be \$45,000,000 but not to exceed \$48,000,000; and

WHEREAS, subsequent to the Authorizing Resolution, the Agency noted a scrivener’s error in said Authorizing Resolution in connection with the proposed exemptions of sales tax benefits; and

WHEREAS, the cost benefits analysis prepared by the Agency and made available at each of the public hearings listed the correct amount of proposed sales tax exemptions to be \$1,894,243, however a scrivener’s error incorrectly listed the amount of \$256,363, in the Authorizing Resolution; and

WHEREAS, the Agency intends to amend the Authorizing Resolution to accurately reflect the anticipated proposed benefits with respect to exemptions from sales tax and exemptions from mortgage recording taxes to read as follows (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$45,000,000 but not to exceed \$48,000,000, in connection with the financing of the acquisition, demolition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, demolishing, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$1,894,243, in connection with the purchase or lease of equipment, building materials, services or other personal property; and

WHEREAS, the Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents (as defined therein); 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 to the Agency and the lease of the Facility to the Company; and

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

Section 1. The Agency hereby amends the Authorizing Resolution to accurately reflect the proposed benefits with respect to exemptions from sales tax and exemptions from mortgage recording taxes in connection with the Facility to be as follows (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$45,000,000 but not to exceed \$48,000,000, in connection with the financing of the acquisition, demolition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, demolishing, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$1,894,243, in connection with the purchase or lease of equipment, building materials, services or other personal property.

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

Section 3. This amended resolution shall take effect immediately.

ADOPTED: October 15, 2014

ROSE-BRESLIN ASSOCIATES LLC

ACCEPTED: 11/18 2014

By: Allan V. Rose
Name: ALLAN V. ROSE
Title: MANAGING MEMBER

Date: July 19, 2017

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held at 1 Independence Hill, Farmingville, New York 11738 on the 19th day of July, 2017, the following members of the Agency were:

Present: Frederick C. Braun, III
Martin Callahan
Felix J. Grucci, Jr.
Michael Kelly
Scott Middleton
Gary Pollakusky

Recused:

Absent: Ann-Marie Scheidt

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on the authorization of proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (The Meadows at Yaphank 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
Kelly
Middleton
Pollakusky

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING A
MORTGAGE FINANCING AND THE EXECUTION AND
DELIVERY OF LOAN DOCUMENTS IN CONNECTION
THEREWITH FOR THE MEADOWS AT YAPHANK
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 AVR Yaphank Meadows Apartments LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Company**”) with the acquisition, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, consisting of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the “**Land**”), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the “**Equipment**” and “**Improvements**”; and, together with the Land, the “**Facility**”), which Facility is leased by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the “**Sublessees**”), in addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility; and

WHEREAS, the Company leased the Land to the Agency pursuant to certain Company Lease Agreement, dated as of January 1, 2015 (the “**Company Lease**”), between the Company, as lessor and the Agency, as lessee, a memorandum of which Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency subleased the Facility to the Company pursuant to a certain Lease Agreement, dated as of January 1, 2015 (the “**Lease Agreement**”), between the Agency as lessor, and the Company, as lessee, a memorandum of which Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company, entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of January 1, 2015 (the “**PILOT Agreement**”), whereby the Company agreed to make certain payments-in-lieu-of-taxes on the Facility to the Taxing Authorities (as defined therein); and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company entered into a certain Environmental Compliance and Indemnification Agreement, dated as of January 1, 2015 (the “**Environmental Compliance and Indemnification Agreement**”), whereby, among other things, the Company agreed to comply with all Environmental Laws (as defined in the Environmental Compliance and Indemnification Agreement) applicable to the Facility; and

WHEREAS, the Agency and the Company entered into a Recapture Agreement, dated as of January 1, 2015 (the “**Recapture Agreement**”), from the Company to the Agency in order to reflect the repayment of certain obligations of the Company upon the occurrence of a Recapture Event (as defined therein); and

WHEREAS, the Company and the Agency previously mortgaged their respective interests in the Facility to Manufacturers and Traders Trust Company, a New York banking corporation (the “**Lender**”), pursuant to: (i) a certain Building Loan Mortgage, dated on or about March 5, 2015 (the “**Building Loan Mortgage**”), from the Agency and the Company to the Lender, securing a principal amount of \$36,046,657, which Building Loan Mortgage was intended to be recorded in the Suffolk County Clerk’s office, and (ii) a certain Project Loan Mortgage, dated on or about March 5, 2015 (the “**Project Loan Mortgage**”; and, together with the Building Loan Mortgage, the “**2015 Mortgages**”), from the Agency and the Company to the Lender, securing a principal amount of \$8,653,343, which Project Loan Mortgage was intended to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Company has now requested the Agency’s consent to enter into a refinancing with M&T Realty Capital Corporation, or such other lender as may be determined (the “**2017 Lender**”), with respect to the Facility in the aggregate principal amount presently estimated to be \$50,000,000 (the “**2017 Loan**”) to satisfy the 2015 Mortgages and finance the costs of the acquisition, construction and equipping the Facility; and

WHEREAS, as security for such 2017 Loan being made to the Company by the 2017 Lender, the Company has submitted a request to the Agency that it join with the Company in executing and delivering to the 2017 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 2017 Lender (the “**2017 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 exemptions from mortgage recording taxes (other than the portion of the mortgage recording tax allocated to transportation districts referred to in Section 253(2)(a) of the Tax Law) securing the additional principal amount presently estimated to be \$5,300,000 but not to exceed \$6,000,000 in connection with the 2017 Loan; 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 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 refinancing of the acquisition, construction 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.
- (d) The refinancing of the acquisition, construction and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.
- (e) 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.
- (f) It is desirable and in the public interest for the Agency to assist in the refinancing of the acquisition, construction and equipping of the Facility.
- (g) The 2017 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2017 Loan to the 2017 Lender.

Section 2. In consequence of the foregoing, the Agency hereby determines to:
(i) 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 2017 Lender (the “**2017 Mortgage**”),
(ii) execute, deliver and perform the 2017 Mortgage, (iii) execute, deliver the 2017 Loan Documents, and (iv) execute, deliver and perform such other related documents, that the Agency is a party, as may be necessary or appropriate to effect the 2017 Loan or any subsequent refinancing of the 2017 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 2017 Mortgage and the 2017 Loan Documents and such other related documents as may be necessary or appropriate to effect the 2017 Loan, or any subsequent refinancing of the 2017 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 exemptions from mortgage recording taxes (other than the portion of the mortgage recording tax allocated to transportation districts referred to in Section 253(2)(a) of the Tax Law) for one or more mortgages securing an amount in addition to the principal previously authorized by the Agency, presently estimated to be \$5,300,000 but not to exceed \$6,000,000, in connection with the refinancing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility.

Section 5. Subject to the provisions of this resolution and the Lease Agreement:

(a) 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 2017 Mortgage and the 2017 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 financing or refinancing of 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 financing or refinancing of the Facility.

Section 8. This resolution shall take effect immediately.

ADOPTED: July 19, 2017

ACCEPTED: _____ 2017

**AVR YAPHANK MEADOWS
APARTMENTS LLC**

By: _____

Name:

Title:

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on July 19, 2017, 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 is in substantially the form presented to the Agency and/or approved by said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 19th day of July, 2017.

By: _____
 Assistant Secretary

Date: September 20, 2017

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held at 1 Independence Hill, Farmingville, New York 11738 on the 20th day of September, 2017, the following members of the Agency were:

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

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 the authorization of an increase of sales tax abatements in connection with a certain industrial development facility more particularly described below (The Meadows at Yaphank 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

Voting Nay

Braun
Callahan
Grucci
Kelly
Middleton
Pollakusky
Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING AN
INCREASE OF THE SALES TAX ABATEMENTS IN
CONNECTION THEREWITH FOR THE MEADOWS AT
YAPHANK 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 AVR Yaphank Meadows Apartments LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Company**”) with the acquisition, construction and equipping of a mixed-use industrial development facility to be known as The Meadows at Yaphank, and which initial phase also known as Phase 1a, consisting of (i) the acquisition of an approximately 17.82 acres of land located on the northwest corner of William Floyd Parkway and the Long Island Expressway in Yaphank (collectively, the “**Land**”), and (ii) the construction and equipping of an approximate 240 unit apartment complex consisting of ten separate buildings of 26,690 square feet, 80 garages at 200 square feet, 1 clubhouse of 6,250 square feet, and a cabana of 750 square feet (collectively, the “**Equipment**” and “**Improvements**”); and, together with the Land, the “**Facility**”), which Facility is leased by the Agency to the Company for further sublease by the Company to various sublessees yet to be determined (the “**Sublessees**”), in addition, in connection with the Facility, certain public improvements, including utilities, sewers, roadways, sidewalks, curbs, and parking lots may need to be constructed, renovated, or improved on or across land, lots, and roadways owned or controlled by the Town of Brookhaven adjacent to or in the vicinity of the Facility; and

WHEREAS, the Company leased the Land to the Agency pursuant to certain Company Lease Agreement, dated as of January 1, 2015 (the “**Company Lease**”), between the Company, as lessor and the Agency, as lessee, a memorandum of which Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency subleased the Facility to the Company pursuant to a certain Lease Agreement, dated as of January 1, 2015 (the “**Lease Agreement**”), between the Agency as lessor, and the Company, as lessee, a memorandum of which Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company, entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of January 1, 2015 (the “**PILOT Agreement**”), whereby the Company agreed to make certain payments-in-lieu-of-taxes on the Facility to the Taxing Authorities (as defined therein); and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company entered into a certain Environmental Compliance and Indemnification Agreement, dated as of January 1, 2015 (the “**Environmental Compliance and Indemnification Agreement**”), whereby, among other things, the Company agreed to comply with all Environmental Laws (as defined in the Environmental Compliance and Indemnification Agreement) applicable to the Facility; and

WHEREAS, the Agency and the Company entered into a Recapture Agreement, dated as of January 1, 2015 (the “**Recapture Agreement**”), from the Company to the Agency in order to reflect the repayment of certain obligations of the Company upon the occurrence of a Recapture Event (as defined therein); and

WHEREAS, the Agency approved sales tax abatements in an amount not to exceed \$1,894,243 and appointed the Company to act as its agent to complete the acquisition, construction and equipping of the Facility which appointment expired on March 1, 2017; and

WHEREAS, the Company has now requested the Agency to approve an additional sales tax benefit in an amount presently estimated to be \$9,660 which represents an additional \$112,000 investment (“**Sales Tax Increase**”) to be used for the construction of additional parking and the installation of clear enclosures for upper breezeways (the “**2017 Additional Improvements**”); and

WHEREAS, to provide for the Sales Tax Increase, the Agency and the Company will enter into a certain Letter Agreement, dated as of September 20, 2017 or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Letter Agreement**”), by and between the Agency and the Company; and

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

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 Sales Tax Increase and the 2017 Additional Improvements and the continued leasing 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 approves the 2017 Additional Improvements and the Sales Tax Increase and the appointment of the Company as agent of the Agency to complete the acquisition, construction and equipping of the Facility which appointment shall now expire at the earlier of (a) the completion of the 2017 Additional Improvements, (b) February 28, 2018, or (c) the date on which the Company purchases or leases \$9,660 of equipment, building materials, services or other personal property authorized under the Lease Agreement; 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, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

Section 2. In consequence of the foregoing, the Agency hereby (i) approves the 2017 Additional Improvements, (ii) approves the Sales Tax Increase and (iii) authorizes the execution and delivery of the Letter Agreement and such other related documents as may be necessary or appropriate to effect the Sales Tax Increase.

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 Letter Agreement and all documents necessary to effect the Sales Tax Increase 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.

ADOPTED: September 20, 2017

ACCEPTED: _____ 2017

**AVR YAPHANK MEADOWS
APARTMENTS LLC**

**By: Rose-Breslin Associates LLC,
its sole member**

By: _____

Name:

Title:

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 September 20, 2017, 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 2017 Additional Improvements, the Sales Tax Increase and the Letter Agreement contained in this transcript of proceedings is 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 20th day of September, 2017.

By: _____
Secretary