

Date: February 21, 2018

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held at held at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, on the 21st day of February, 2018, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci, Jr.
 Scott Middleton

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

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of an interest in a certain industrial development facility more particularly described below (WHTB Glass LLC 2017 Facility) and the leasing of the facility to WHTB Glass LLC.

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

Voting Aye
Braun
Callahan
Kelly
Pollakusky
Schiedt

Voting Nay

Recused

AMENDED RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN
INDUSTRIAL DEVELOPMENT FACILITY FOR WHTB GLASS LLC, A
DELAWARE LIMITED LIABILITY COMPANY, ON BEHALF OF
ITSELF AND/OR THE PRINCIPALS OF WHTB GLASS 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 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 the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to undertake the providing and leasing of an industrial development facility to WHTB Glass LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware, on behalf of itself and/or the principals of WHTB Glass LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") consisting of the acquisition of an approximately 4.23 acre parcel of land located at 101 Precision Drive, Precision Drive, Yaphank, New York (the "**Land**"), the construction of an approximately 49,000 square foot manufacturing facility to be located thereon and the installation and equipping of improvements including, but not limited to, a temperable-coater, shuttle stock cutting system, digital controls, digital drilling system, convection tempered furnace, Tamglass GHF Convention Furnace, Bystronic Automatic Assembly Glassfill Press Insulation line, Automatic Intelligent Laminated Glass line and a Digital Ceramic In-Glass printer (collectively, the "**Equipment**" and "**Improvements**"; and, together with the Land, the "**Facility**"), all for use by the Company as a manufacturer and supplier of industry-certified solar reflective glass, curved tempered glass, fire-resistant glass and composite glass products for commercial products, all to be leased to the Company pursuant to a certain Lease Agreement, dated as of March 1, 2018, or such other date as the Chairman and counsel to the Agency shall agree (the "**Lease Agreement**"); and

WHEREAS, the Agency, by resolution duly adopted on October 25, 2017 (the "**Authorizing Resolution**"), decided to proceed under the provisions of the Act and authorized the acquisition and leasing of the Facility and entering into the Lease Agreement; and

WHEREAS, the Company, by letter dated January 16, 2018 (the "**Letter Amendment**"), notified the Agency of its intent to amend its application for financial assistance dated December 7, 2015 (the "**Application**"), with respect to the employment numbers provided in the Company's Application of one hundred forty-three (143) which were calculated incorrectly and that the Company's revised proposed employment numbers

now reflect that the Company expects to employ at the Facility approximately fifty (50) employees within five (5) years of the date of completion; and

WHEREAS, the reduction in employment numbers is due, in part, to the final plans and specifications which call for more automation than was originally predicted; 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 ratifies and confirms all terms contemplated under the Authorizing Resolution, including the economic benefits as stated therein, 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;

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 Application to reflect the proposed employment numbers based on the Letter Amendment submitted to the Agency by the Company.

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

Section 3. This amended resolution shall take effect immediately.

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

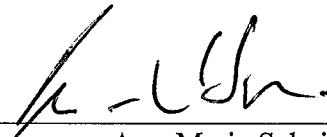
I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

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

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

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

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

By: 
Ann-Marie Scheidt
Secretary

Date: February 21, 2018

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, on the 21st day of February, 2018, the following members of the Agency were:

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

Recused:

Absent: Felix J. Grucci, Jr.
 Scott Middleton

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

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (Holtsville Industrial LLC 2018 Facility) and the leasing of the facility to Holtsville Industrial LLC.

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

Voting Aye

Braun
Callahan
Kelly
Pollakusky
Scheidt

Voting Nay

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

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

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

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

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

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

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of February 1, 2018 or such other date as the Chairman or Chief Executive Officer of the Agency and counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$2,800,000 but not to exceed \$3,500,000 in connection with the financing of the acquisition, renovation, redevelopment and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an approximate amount not to exceed \$43,125, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof); and

WHEREAS, as security for a loan or loans (as such term is defined in the Lease Agreement), the Agency and the Company will execute and deliver to a lender or lenders not yet determined (collectively, the “**Lender**”), a mortgage or mortgages, and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, renovation, redevelopment and equipping of the Facility (collectively, the “**Loan Documents**”); and

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

WHEREAS, a public hearing (the “**Hearing**”) was held on January 26, 2018, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notice of the Hearing was given on January 15, 2018 and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A; and

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

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an

inducement to the Company to maintain the competitive position of the Company in its industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQR"), the Agency constitutes a "State Agency"; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the "Questionnaire") with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency; and

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

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

Section 1. Based upon the Questionnaire prepared by the Company and reviewed by the Agency, and other representations and information furnished regarding the Facility, the Agency determines that the action relating to the acquisition, renovation, redevelopment, equipping and operation of the Facility in an "Unlisted" action, as that term is defined under SEQR. The Agency also determines that the Facility will not have a "significant effect" on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or the Chief Executive Officer of the Agency or counsel to the Agency.

Section 2. The Agency hereby finds and determines:

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

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

(c) The Facility preserves the public purposes of the Act by preserving or increasing the number of permanent private sector jobs in the Town of Brookhaven. The Company has represented to the Agency that they will provide approximately fifty (50) full-time employees within two (2) years of project completion; and

(d) The acquisition, renovation, redevelopment and equipping of the Facility and the leasing and subleasing of the Facility to the Company will promote and maintain the job

opportunities, health, general prosperity and economic welfare of the citizens of Town of Brookhaven, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

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

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

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

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

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

(j) The Lease Agreement will be an effective instrument whereby the Agency leases and subleases the Facility to the Company, the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agreement may recapture some or all of the benefits granted to the Company; and

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

Section 3. The Agency has assessed all material information included in connection with the Company's application for financial assistance, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the financial assistance described herein to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to:
(i) lease the Land and the Improvements from the Company pursuant to the Company Lease,
(ii) execute, deliver and perform the Company Lease, (iii) sublease and lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (vi) execute and deliver the Loan Documents to which the Agency is a party.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 7. In connection with the Facility the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation, redevelopment and equipping of the Facility in the form of the Agency (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$2,800,000 but not to exceed \$3,500,000 in connection with the financing of the acquisition, renovation, redevelopment and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$43,125, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, renovate, redevelop and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, renovate, redevelop and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agent of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, renovate, redevelop and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes for the Facility in an amount not to exceed \$43,125, in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and

improvements are not completed by such time. The aforesaid appointment of the Company is subject to the execution of the documents contemplated by this resolution.

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

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

Section 11.

(a) The Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 12. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 14. This resolution shall take effect immediately.

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

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

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

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

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

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

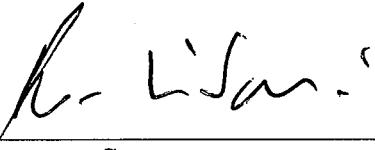
By: 
Secretary

EXHIBIT A

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

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

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

A representative of the Agency will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: January 15, 2018

**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan
Title: Chief Executive Officer

EXHIBIT B

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

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

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

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

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

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

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

Section 4. The hearing officer then opened the hearing for comments from the floor for or against the proposed transfer of real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

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

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

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

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

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

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

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

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

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

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

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

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



Secretary

[END OF FORM OF MINUTES OF PUBLIC HEARING]

EXHIBIT C

Proposed PILOT Schedule

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

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

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY EXTENDING EXPIRATION OF AUTHORIZING RESOLUTION PERTAINING TO A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY TO BE LEASED TO THE VISTAS AT PORT JEFFERSON LLC.

WHEREAS, the Town of Brookhaven Industrial Development Agency (the “Agency”) was created by Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York (collectively, the “Act”), with the authority and power to, among other things, acquire, construct, renovate and equip a project, provide financial assistance, and mortgage, lease, grant options with respect to and dispose of property; and

WHEREAS, **THE VISTAS AT PORT JEFFERSON LLC**, a New York limited liability company on behalf of itself and/or the principals of **THE VISTAS AT PORT JEFFERSON LLC** and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), has applied to the Agency for assistance in connection with: (a) the acquisition and construction of a senior housing rental community with approximately 244 senior citizen rental housing units and appurtenances (the “Improvements”), including one and two bedroom apartments, a clubhouse and fitness center and other amenities, maintenance facilities, and a sewage pump station, located or to be located on an approximately 27.324 acre parcel of land situated at Bicycle Path, Port Jefferson Station, Town of Brookhaven, Suffolk County, New York (and further identified as Tax Map No. 0200-229.00-01.00-002.11 through 002.15 and 0200-206.00-05.00-040.001) (the “Land”), and (b) the acquisition and installation thereat of equipment and other personal property (the “Equipment”), including appliances, furniture, fixtures, pool equipment and other equipment (the Land, Improvements and Equipment may be collectively referred to as the “Facility”), which Facility is to be initially leased by the Agency to the Company and the rental units subleased by the Company to qualified senior residents of at least 55 years of age (the “Project”), including the following as they relate to the acquisition, construction and equipping of the Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of the 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, renovation 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 the Facility; and

WHEREAS, a public hearing (the “Initial Hearing”) was held on August 28, 2017 with respect to the Project and the financial assistance contemplated by the Agency, 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 Initial Hearing was given more than ten days prior thereto, such notice (together with proof of publication) having been filed with the records of this Agency; and

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

WHEREAS, thereafter the Company amended its application to the Agency for assistance; and

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

WHEREAS, based upon the application of the Company, as amended, the Agency contemplates that it will provide financial assistance to the Company, consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes on the acquisition, construction and equipping of the Facility, including fixtures, furniture and equipment to be installed in the Facility or in connection with the acquisition, installation, purchase or lease of the Equipment and equipment, building materials, services or other personal property part of or to become part of the Facility, in an amount not to exceed \$1,500,000.00, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof), all consistent with the policies of the Agency; and

WHEREAS, the Agency contemplates that it will not provide financial assistance to the Company in the form of exemptions from mortgage recording taxes; and

WHEREAS, the Agency contemplates it will acquire a leasehold interest in the Land and Improvements under a certain Company Lease Agreement (the "Company Lease Agreement") for a term of approximately thirteen (13) years, by and between the Company and the Agency, and

WHEREAS, the Agency contemplates it will acquire title to the Equipment pursuant to a certain Bill of Sale (the "Bill of Sale"), from the Company to the Agency; and

WHEREAS, the Agency contemplates that it will lease and sublease the Facility to the Company under a certain Lease and Project Agreement (the "Lease Agreement") for a term of approximately thirteen (13) years, by and between the Agency and the Company, which Lease Agreement will provide, *inter alia*, for the Company's obligations regarding payments in lieu of taxes with respect to the Facility, and assurances of the Company with respect to the recapture of certain benefits, including sales and use tax exemptions, granted under or by virtue of the Lease Agreement and other agreements; and

WHEREAS, the Company will sub-sublease the rental units at the Facility to qualified senior residents of at least 55 years of age, of which at least thirty six (36) rental units will be affordable; and

WHEREAS, in order to finance a portion of the costs of the Project, the Company anticipates obtaining loans from a lender or lenders yet to be identified (collectively, the “Lender”), and in order to secure the obligations of the Company and/or others to the Lender, the Agency contemplates that, at the request of the Company, the Agency, the Company and/or others will execute and deliver a mortgage or mortgages or a security agreement or security agreements in favor of the Lender, including replacements, substitutions, extensions and additions to such mortgages), with a limitation of the Agency’s liability thereunder (collectively, the “Mortgage”) for the purpose of subjecting the Facility to the lien of the Mortgage; and

WHEREAS, a second public hearing (the “Second Hearing”; together with the Initial Hearing, the “Hearing”) was held on October 18, 2017, 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 Second Hearing was given more than ten days prior thereto, such notice (together with proof of publication) having been filed with the records of this Agency; and

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

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

WHEREAS, the Agency required the Company to provide to the Agency a benefit analysis (the “Benefit Study”) to enable the Agency to make findings and determinations that the Facility qualifies as a “project” under the Act and that the Facility satisfies all other requirements of the Act, a copy of which has been filed with the records of the Agency; and

WHEREAS, the Agency’s Uniform Tax Exemption Policy (“UTEP”) provides for the granting of financial assistance by the Agency for unusual projects pursuant to Sections 3(B), 8(A) and 8(C) thereof; 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 “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the “Questionnaire”) with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency; and

WHEREAS, the Agency duly adopted on October 25, 2017, its authorizing resolution making certain findings and determinations pertaining to the Project, approving the acquisition, construction and equipping of the Facility and authorizing the execution, delivery and performance of agreements pertaining to the Facility (the “2017 Resolution”); and

WHEREAS, the 2017 Resolution is deemed rescinded at the expiration of six (6) months after the date of the adoption of the 2017 Resolution (the “Expiration Date”), if the closing contemplated thereunder has not occurred prior to such expiration, subject to extension at the discretion of the Agency upon written request of the Company; and

WHEREAS, the Company, by its counsel’s letter of January 5, 2018, has requested the date of expiration of the 2017 Resolution as above described be extended.

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

Section 1. The Agency hereby confirms its findings, determinations, authorizations, approvals and resolutions set forth in the 2017 Resolution, as amended hereby.

Section 2. The Agency hereby amends and restates Section 15 of the 2017 Resolution as follows:

“Section 15. This resolution shall take effect immediately, and, unless sooner rescinded or amended, shall be deemed rescinded on November 30, 2018 if the closing contemplated hereunder has not occurred prior to such date, subject to extension at the discretion of the Agency upon the written request of the Company.”

Section 3. This resolution shall take effect immediately.

Adopted: February 1, 2018

Accepted: February ___, 2018

THE VISTAS AT PORT JEFFERSON LLC

By: _____
, Member