

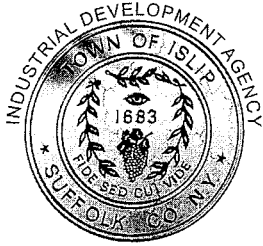


MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY

February 7, 2023

Agenda

1. Call the meeting of the Town of Islip Industrial Development Agency to order.
2. To consider the Adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the **Minutes** from the meeting on **January 24, 2023**
3. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and Big Geyser Inc. located at 111 Wilshire Blvd. Edgewood to consider the renovation and equipping of a 120,000 square foot warehouse.
4. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Developmental Agency and Positive Promotions, located at 15 Gilpin Ave, Hauppauge, NY.
5. To consider the adoption of a Second Amended Authorizing Resolution between the Town of Islip Industrial Development Agency and Eastview Apt, located at East Drive Central Islip, for increased mortgage Financing.
6. To consider any other business to come before the agency.



MEETING OF THE TOWN OF ISLIP

INDUSTRIAL DEVELOPMENT AGENCY

February 7, 2023

Minutes

1. Call the meeting of the Town of Islip Industrial Development Agency to order on a motion by James O'Connor and seconded by Jorge Guadron. Chairwoman Angie Carpenter acknowledged that the motion passed and quorum was present. Members present in addition to the Chairwoman were, John Cochrane, James O'Connor Jorge Guadron and John M. Lorenzo.
2. To consider the **Adoption of a Resolution** on behalf of the Town of Islip Industrial Development Agency to approve the **Minutes** from the meeting on **January 24, 2023**, On a motion by John Cochrane and seconded by Jorge Guadron said motion was passed 5-0.
3. To consider the adoption of an **Authorizing Resolution** between the Town of Islip Industrial Development Agency and Big Geyser Inc. located at 111 Wilshire Blvd. Edgewood to consider the renovation and equipping of a 120,000 square foot warehouse. On a motion by Jorge Guadron and seconded by John Cochrane said motion was approved 5-0.
4. To consider the adoption of an **Authorizing Resolution** between the Town of Islip Industrial Developmental Agency and Positive Promotions, located at 15 Gilpin Ave, Hauppauge, NY. On a motion by Jorge Guadron and seconded by John M. Lorenzo said motion was approved 5-0.
5. To consider the adoption of a **Second Amended Authorizing Resolution** between the Town of Islip Industrial Development Agency and Eastview Apt, located at East Drive Central Islip, for increased mortgage Financing. On a motion by John Cochrane and seconded by Jorge Guadron said motion was approved 5-0.
6. To consider any other business to come before the agency, there being none the meeting adjourned by a motion by James O'Connor and seconded by Jorge Guadron.

Date: February 7, 2023

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at 40 Nassau Avenue, Islip, New York 11751 on the 7th day of February, 2023 the following members of the Agency were:

Present: Councilwoman Angie Carpenter

Also Present: Councilmen: John Cochrane

James O’Connor

Jorge Guadron

John M. Lorenzo

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 to a certain industrial development facility more particularly described below (Big Geyser Inc. 2023 Facility).

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

Voting Aye

Voting Nay

Angie Carpenter
John Cochrane
James O’Connor
Jorge Guadron
John M. Lorenzo

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING BIG GEYSER INC., A DELAWARE BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF BIG GEYSER INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING 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 47 of the Laws of 1974 of the State of New York, as amended from time to time (collectively, the "**Act**"), the Town of Islip 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, Big Geyser Inc., a Delaware business corporation, on behalf of itself and/or the principals of Big Geyser Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**"), has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 7.04 acre parcel of land located at 111 Wilshire Boulevard, Edgewood, New York 11717 (the "**Land**"), and the renovation and equipping of an approximately 120,000 square foot building located thereon (the "**Improvements**"), and the acquisition and installation therein of certain equipment and personal property (the "**Equipment**"; and together with the Land and the Improvements, the "**Facility**"), which Facility will be leased by the Agency to the Company, for use by the Company as corporate office space and warehouse space in the storage and distribution of non-alcoholic beverages and snacks (the "**Project**"); and

WHEREAS, the Agency, by resolution duly adopted on January 24, 2023 (the "**Inducement Resolution**"), decided to proceed under the provisions of the Act; and

WHEREAS, the Company will acquire a leasehold interest in the Facility pursuant to a lease agreement (the "**Ground Lease**"), between Wilshire Rental Properties LLC (the "**Owner**") and the Company; and

WHEREAS, the Agency will acquire a subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of February 1, 2023, or such other date as the Chairman or the Executive Director 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, 2023 or such other date as the Chairman or Executive Director 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 in the form of (i) exemptions from sales and use taxes in an approximate amount not to exceed \$225,000, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof); and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed transaction is necessary to maintain the competitive position of the Company in its industry; 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 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 Islip. The Company has represented to the Agency that it intends to provide and maintain (by preserving and retaining current jobs) approximately two hundred and forty (240) full-time employees (total) within the second year after completion of the Facility; and

(d) The acquisition, renovation and equipping of the Facility, 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 Islip, 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 and equipping of the Facility by the Agency is reasonably necessary to induce the Company to maintain and expand its business operations in the Town of Islip; 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 Islip and all regional and local land use plans for the area in which the Facility is located; and

(g) It is desirable and in the public interest for the Agency to sublease the Land and the Improvements and to lease the Equipment to the Company; and

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

(i) 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 Agency may recapture some or all of the benefits granted to the Company.

Section 2. 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 3. 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, and (iv) execute, deliver and perform the Lease Agreement.

Section 4. 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 5. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an approximate amount not to exceed \$225,000, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof).

Section 6. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, renovate 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 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 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 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 \$225,000, 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 7. The Company is hereby notified that it will be required to comply with Section 875 of the Act. The Company shall be required to agree to the terms of Section 875 pursuant to the Lease Agreement. The Company is further notified that the tax exemptions and abatements provided pursuant to the Act and the appointment of the Company, as agent of the Agency pursuant to this Authorizing Resolution, are subject to termination and recapture of benefits pursuant to Sections 859-a and 875 of the Act and the recapture provisions of the Lease Agreement.

Section 8. The form and substance of the Company Lease and the Lease Agreement (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 9. The Chairman, Vice Chairman, Executive Director, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease and the Lease Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director 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, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 10. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director 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 11. 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 12. This resolution shall take effect immediately.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on February 7, 2023, 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 7th day of February, 2023.

By: _____

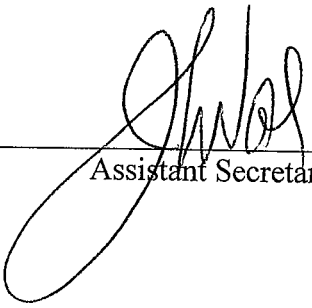

Assistant Secretary

EXHIBIT A

Proposed PILOT Benefits

Formula for Payments-In-Lieu-of-Taxes: Town of Islip, (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), Brentwood School District, Suffolk County and Appropriate Special Districts

Address – 111 Wilshire Boulevard, Brentwood
Suffolk County, New York 11717

Tax Map No. 0500-133.00-09.00-004.001

Formula: 10-year abatement starting at 50% of assessed value decreasing 5% annually

Definitions:

Normal Tax Due = Those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Islip (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), Brentwood School District, Suffolk County which are or may be imposed for special improvements or special district improvements, that the Company would pay without exemption.

<u>Year</u>	<u>Payment</u>
1	100% normal tax on 50% of the taxable assessed value
2	100% normal tax on 55% of the taxable assessed value
3	100% normal tax on 60% of the taxable assessed value
4	100% normal tax on 65% of the taxable assessed value
5	100% normal tax on 70% of the taxable assessed value
6	100% normal tax on 75% of the taxable assessed value
7	100% normal tax on 80% of the taxable assessed value
8	100% normal tax on 85% of the taxable assessed value
9	100% normal tax on 90% of the taxable assessed value
10	100% normal tax on 95% of the taxable assessed value
11 and beyond	100% normal tax on the taxable assessed value

Date: February 7, 2023

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at Islip Town Hall, 655 Main Street, Islip, New York on the 7th day of February, 2023 the following members of the Agency were:

Present: Chairwoman Angie Carpenter

Also Present Councilmen: John Cochrane

James O’Conner

Jorge Guadron

John M. Lorenzo

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action pertaining to the modification and extension of certain payment-in-lieu-of tax benefits for a certain industrial development facility more particularly described below (JSB Real Estate Company, LLC/Positive Promotions, Inc. 2002 Facility).

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

Voting Aye

Angie Carpenter
John Cochrane
James O’Connor
Jorge Guadron
John M. Lorenzo

Voting Nay

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE MODIFICATION AND EXTENSION OF THE PILOT BENEFITS OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR JSB REAL ESTATE COMPANY, LLC/POSITIVE PROMOTIONS, INC. 2002 FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AMENDMENTS TO THE ORIGINAL LEASE AGREEMENT, THE PILOT AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, AND THE AGENCY COMPLIANCE AGREEMENT AND THE EXECUTION AND DELIVERY OF DOCUMENTS IN CONNECTION THEREWITH 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 (the “**State**”), as amended, and Chapter 47 of the Laws of 1974 of the State, as amended (collectively, the “**Act**”), the Town of Islip 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 has previously assisted J.S.B. Real Estate Company, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 40-01 168th Street, Flushing, New York 11358 (the “**Company**”), with the acquisition and renovation of an approximately 140,000 square foot building located at 15 Gilpin Avenue, Hauppauge, Town of Islip, Suffolk County, New York, leased by the Agency to the Company and subleased by the Company to, and used by, Positive Promotions, Inc., a corporation duly organized and validly existing under the laws of the State of New York, 40-01 168th Street, Flushing, New York 11358 (the “**Sublessee**”) for the purposes of efficiently manufacturing finished products and to provide for sufficient space for future expansion (the “**Original Facility**”), whereby the foregoing project is hereinafter referred to as the “**Original Project**”; and

WHEREAS, the Agency leased the Original Facility to the Company pursuant to a Lease Agreement, dated as of December 1, 2002 (the “**2002 Lease Agreement**”; as modified by a certain Amendment and Modification Agreement, dated as of November 30, 2012, the “**Original Lease Agreement**”), a memorandum of such Original Lease Agreement was presented to the Suffolk County Clerk’s office for recording; and

WHEREAS, the Original Facility is further subleased by the Company to the Sublessee pursuant to a certain Sublease Agreement, dated as of December 19, 2002 (the “**Sublease Agreement**”), by and between the Company and the Sublessee; and

WHEREAS, in connection with the leasing of the Original Facility, the Company, the Sublessee and the Agency entered into a certain Environmental Compliance and Indemnification Agreement, dated as of December 1, 2002 (the “**Environmental Compliance and**

Indemnification Agreement”), by and between the Company, the Sublessee and the Agency; and

WHEREAS, in connection with the leasing of the Original Facility, the Agency, the Sublessee and the Company entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2002, as amended and restated pursuant to a certain Amended and Restated PILOT Agreement, dated as of November 30, 2012 (collectively, the “**PILOT Agreement**”), between the Agency, the Company and the Sublessee, which provided for payments in lieu of taxes with respect to the Original Facility; and

WHEREAS, in connection with the leasing of the Original Facility, the Sublessee and Agency entered into a certain Agency Compliance Agreement, dated as of December 1, 2002 (the “**Original Agency Compliance Agreement**”), by and between the Sublessee and the Agency; and

WHEREAS, the Company and Sublessee have submitted to the Agency, a request and application to amend, modify and extend the current payment-in-lieu-of-tax benefits (the “**2023 PILOT Amendment**” or “**PILOT Extension**”), as shown on Exhibit C annexed hereto; and

WHEREAS, in connection with the 2023 PILOT Amendment, the project shall consist of the acquisition and installation of certain equipment and personal property in the Original Facility, including but not limited to embroidery machines, M&R machines for silk screening, Full Color Helix machines, Full Color Xjet machines, printers, and certain other equipment (the “**2023 Equipment**”, and together with the Original Facility, the “**Facility**”), to be used in connection with the Sublessee’s business as a manufacturer and distributor of themed promotion products, including a product line of themed box gift sets, which will also require certain minor modifications to the roof for venting and related adjustments in connection therewith (the “**2023 Project**”, and together with the Original Project, the “**Project**”); and

WHEREAS, in connection with the 2023 PILOT Amendment and the Project, the Agency contemplates that it will (i) amend and restate the Original Lease Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement pursuant to a certain Amended and Restated Lease and Project Agreement dated as of February 1, 2023 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “**Amended and Restated Lease and Project Agreement**”) and (ii) amend and restate the Original Agency Compliance Agreement pursuant to a certain Amended and Restated Agency Compliance Agreement dated as of February 1, 2023 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (“**Amended and Restated Agency Compliance Agreement**”); 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, by resolution duly adopted on January 24, 2023, decided to proceed under the provisions of the Act; and

WHEREAS, a public hearing (the “**Hearing**”) was held on February 7, 2023, 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 __, 2023 and such notice (together with proof of publication) is substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing will be annexed hereto as Exhibit B; and

WHEREAS, in connection with the PILOT Extension, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of extended, amended and modified abatement of real property taxes on the Facility as shown on Exhibit C annexed hereto, all consistent with the policies of the Agency; and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee, and to the representations by the Company and the Sublessee, that the actions of the Agency as contemplated by this resolution, the Amended and Restated Lease and Project Agreement, are either an inducement to the Company and the Sublessee to maintain and expand the Facility in the Town of Islip or are necessary to maintain the competitive positions of the Company and the Sublessee in their industries; and

WHEREAS, the Company and the Sublessee have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the Project and the continued leasing 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.

(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 constitutes a “project”, as such term is defined in the Act;

(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 Islip. The Company and the Sublessee have represented to the Agency that they intend to provide and maintain (by preserving and retaining current jobs) approximately five hundred ten (510) full time employees (total) at the Facility within the second year after completion of the Facility; and

(d) The continued leasing of the Facility by the Agency to the Company and the subleasing of the Facility by the Company to the Sublessee, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip and the State of New York and improve their standard of living and thereby serve the public purposes of the Act;

(e) Based upon representations of the Company and its counsel and the Sublessee and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Islip and all regional and local land use plans for the area in which the Facility are located;

(f) The Facility and the operations conducted therein does 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;

(g) The Agency has determined that the proposed 2023 Project, PILOT Extension and financial assistance therefore will promote and further the purposes of the Act;

(h) It is desirable and in the public interest for the Agency consent to the 2023 Project, PILOT Extension and financial assistance therefore and to continue to lease the Facility to the Company;

(i) (A) The Amended and Restated Lease and Project Agreement will be an effective instrument whereby the Agency and the Company agree to extend the term of the Original Lease Agreement in connection with the PILOT Extension and the Agency will continue to lease the Facility to the Company, and amend and restate the Original Lease Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement, and (B) the Amended and Restated Agency Compliance Agreement will be an effective instrument whereby the Agency and the Sublessee agree to amend and restate the Original Agency Compliance Agreement, all to reflect the undertaking of the 2023 Project and the PILOT Extension;

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) amend and restate the Original Lease Agreement, the PILOT Agreement, the Environmental Compliance Agreement, and the Original Agency Compliance Agreement pursuant to the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement, as applicable, to reflect the 2023 Project, and the PILOT Extension, including extending the term of the Original Lease Agreement in connection therewith and in accordance with the term of PILOT Extension, and (ii) execute, deliver and perform the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement and any related documents in connection therewith.

Section 3. Subject to the provisions of this resolution, the Company and Sublessee are herewith and hereby appointed the agent of the Agency to acquire and equip the Facility. The Company and Sublessee are hereby empowered to delegate their status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company and Sublessee may choose in order to acquire and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company and Sublessee 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 and Sublessee, 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 and Sublessee 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 and Sublessee 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 and Sublessee, as agent of the Agency. The aforesaid appointment of the Company and Sublessee 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, or (b) a date which the Agency designates. The aforesaid appointment of the Company and Sublessee is subject to the execution of the documents contemplated by this resolution.

Section 4. The form and substance of the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement 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) are hereby approved.

Section 5. Subject to the provisions of this resolution,

(a) The Chair, Vice Chair, Executive Director, Deputy Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the Chair, Vice Chair, Executive Director, Deputy Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chair 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 Chair, Vice Chair, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval. At the option of the Executive Director, a certain deed conveying the Facility to the Company and a company lease agreement then leasing the Facility from the Company to the Agency simultaneously therewith, if any, are also authorized.

(b) The Chair, Vice Chair, Executive Director, Deputy Executive Director, or any member of the Agency is 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, the Agency hereby authorizes and approves the economic benefits to be granted to the Company in connection with the Facility in the form of the PILOT Extension (as set forth in the PILOT Schedule attached as Exhibit C hereof).

Section 7. The Company hereby agree to comply with Section 875 of the Act. The Company further agrees that the PILOT Extension contemplated hereby pursuant to the Act are subject to termination and recapture of benefits pursuant to Section 875 of the Act.

Section 8. The law firm of Nixon Peabody LLP is hereby appointed Transaction Counsel to the Agency.

Section 9. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the described 2023 Project, the PILOT Extension in the foregoing resolution.

Section 10. 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 11. Any fees, expenses, including without limitation, legal fees and expenses, incurred by the Agency with respect to the Facility shall be paid by the Company and/or Sublessee. By acceptance hereof, the Company and Sublessee agree to pay such fees and expenses and further agrees to defend and 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 12. This resolution shall take effect immediately.

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

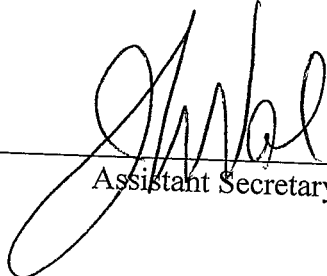
I, the undersigned Assistant Secretary of the Town of Islip Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "**Agency**"), including the resolutions contained therein, held on the 7th day of February, 2023, 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.

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 7th day of February, 2023.

By: _____


Assistant Secretary

Date: February 7, 2023

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at 40 Nassau Avenue, Islip, New York 11751 on the 7th day of February, 2023 the following members of the Agency were

Present: Chairwoman: Angie Carpenter

Also Present: Councilmen: John Cochrane
James O’Connor
Jorge Guadron
John M. Lorenzo

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 a certain industrial development facility more particularly described below (Eastview Apt Development LLC 2023 Facility) and the leasing of the facility to Eastview Apt Development LLC.

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

Voting Aye

Angie Carpenter
John Cochrane
James O’Connor
Jorge Guadron
John M. Lorenzo

Voting Nay

SECOND AMENDED RESOLUTION OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF A
CERTAIN INDUSTRIAL DEVELOPMENT 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 47 of the Laws of 1974 of the State of New York, as amended from time to time (collectively, the "**Act**"), the Town of Islip 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, Eastview Apt Development LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Eastview Apt Development LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**"), has applied to the Town of Islip Industrial Development Agency (the "**Agency**"), to enter into a transaction in which the Agency will assist in the acquisition of an approximately 2.2 acre parcel of land located at Eastview Drive, Central Islip, New York 11722 (SCTM# 0500-229.10-01.00-010.000) (the "**Land**"), the construction of an approximately 37,000 square foot building thereon (the "**Improvements**"), and the acquisition and installation therein of certain equipment and personal property (the "**Equipment**"; and together with the Land and the Improvements, the "**Facility**"), which Facility will be leased by the Agency to the Company and is to be used as a multi-family housing apartment complex, comprised of two-bedroom units, containing approximately twenty-five (25) total rental apartments, with three (3) rental apartments designated as affordable units (the "**Project**"); and

WHEREAS, the Agency by resolution duly adopted on August 9, 2022, as first amended November 15, 2022 (collectively 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, subsequent to the Authorizing Resolution, the Company notified the Agency, by an updated application dated December 27, 2022, of its intent to further amend its application dated February 23, 2022 (the "**Original Application**"), in order to request an increase in mortgage recording tax benefits (the "**Amendment to Application**"; and, together with the Original Application, including any other amendments thereto, the "**Application**"); and

WHEREAS, pursuant to the Authorizing Resolution, the Agency authorized exemptions from mortgage recording taxes for one or more mortgages securing an amount

not to exceed \$5,000,000 in connection with the financing 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 the Facility (the "**Mortgage Recording Tax Benefit**"); and

WHEREAS, the Agency intends to amend its Authorizing Resolution in order to reflect the increase in Mortgage Recording Tax Benefit to provide for exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$6,500,000, but not to exceed \$9,000,000 (inclusive of, not in addition to, the previously authorized Mortgage Recording Tax Benefit), corresponding to mortgage recording tax exemptions presently estimated to be \$48,750, but not to exceed \$67,500, in connection with the financing 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 the Facility, to cover the increased costs of the Project and/or increase in mortgage financing (the "**Mortgage Recording Tax Benefit Increase**"); and

WHEREAS, the Agency contemplates that it will provide additional financial assistance to the Company, in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount not to exceed \$9,000,000, corresponding to mortgage recording tax exemptions not to exceed \$67,500, in connection with the financing 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 the Facility; and

WHEREAS, the Agency has given due consideration to the Application of the Company and to representations by the Company that the proposed transaction is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, the Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Second 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 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 amends the Authorizing Resolution to include the Mortgage Recording Tax Benefit Increase.

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

Section 3. In connection with the Facility, the Agency hereby authorizes and approves the following additional benefits to be granted to the Company in the form of the Mortgage Recording Tax Increase in connection with the financing 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 the Facility, consistent with the policies of the Agency.

Section 4. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents (as defined in the Authorizing Resolution) all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director, Deputy Executive Director 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. The execution thereof by the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 5. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 6. This amended resolution shall take effect immediately.

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

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

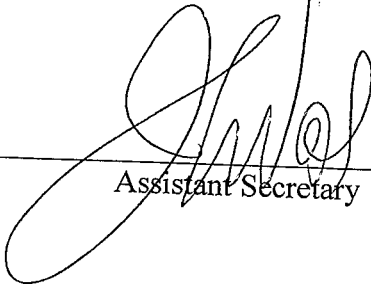
That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "**Agency**"), including the resolutions contained therein, held on February 7, 2023, with the original thereof on file in my office, and that the same is a true and correct 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 7th day of February, 2023.

By: _____


Assistant Secretary

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR**

AGENDA ITEM # 2

**TYPE OF RESOLUTION: ADOPTION OF THE MINUTES
FROM JANUARY 24, 2023**



MEETING OF THE TOWN OF ISLIP

INDUSTRIAL DEVELOPMENT AGENCY

January 24, 2023

Minutes

1. Call the meeting of the Town of Islip Industrial Development Agency to order on a motion by John Cochrane and seconded by Jorge Guadron. Chairwoman Angie Carpenter acknowledged that the motion passed and that a quorum was present. Members present in addition to the Chairwoman were John Cochrane, James O'Connor, Jorge Guadron and John M. Lorenzo.
2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the **Minutes** from the meeting on **November 15, 2022**. On a motion by Jorge Guadron and seconded by James O'Connor said motion was approved 5-0.
3. To consider the adoption of a Resolution on behalf of the Town of Islip Development Agency to approve the **Minutes** from the meeting on **December 13, 2022**. On a motion by Jorge Guadron and seconded by John Cochrane said motion was approve 5-0.
4. To consider the adoption of a Resolution approving the **2023 IDA Meeting Schedule** of the Town of Islip Industrial Development Agency. On a motion by James O'Connor and seconded by John Cochrane said motion was approved 5-0.
5. To consider the adoption of a Resolution Appointing Officers to the Town of Islip Industrial Development Agency as follows; *John C. Cochrane Jr., Secretary of the Agency, James P. O'Connor, Treasurer of the Agency, John G. Walser, Assistant Secretary of the Agency, John G. Walser, Compliance Officer of the Agency.* On a motion by John M. Lorenzo and seconded by John Cochrane said motion was approved 5-0.
6. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt an **Audit Committee** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint *John C. Cochrane Jr., John Lorenzo* and *Anne Danziger* to that committee. On a motion by Chairwoman Angie Carpenter and seconded by James O'Connor said motion was approved 5-0.
7. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Finance Committee** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint *John C. Cochrane Jr, James O'Connor* and *Robert Kordic* to that committee. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
8. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Governance Committee** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint *John C. Cochrane Jr., John Lorenzo* and *Taryn Jewell Esq.* to that committee. On a motion by James O'Connor and seconded by John Cochrane said motion was approved 5-0.
9. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development agency to adopt a **Code of Ethics Policy** in compliance with the Public Authority Accountability

Act ("PAAA") and to appoint the Board of Ethics of the Town of Islip as its Ethics Officer. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.

10. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt an **Investment Policy** in compliance with the Public Authority Accountability Act ("PAAA") which shall apply to all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
11. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Procurement Policy** in compliance with the Public Authority Accountability Act ("PAAA") which will apply to the procurement for goods and services not subject to the competitive bidding requirements set forth in General Municipal Law Section 103 and which goods and services are paid for and used by the Agency. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
12. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency adopting a **Conflict of Interest Policy** in compliance with the Public Accountability Act ("PAAA") and amending the by-laws of the Agency. On a Motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
13. To consider a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt the **Travel Authorization and Mileage Reimbursement** guidelines as stated in the Town of Islip Administrative Procedures Manual, Section 303, as recommended by the New York State Authorities Budget Office. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
14. To consider a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Property Disposition Policy**. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
15. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to enter into a contract with *Mike Siniski*. To provide computer programming services for the maintenance of an updated and improved IDA Assessment Roll and PILOT billing system including training Town of Islip staff at a rate of \$65.00 per hour, not to exceed \$5,000. On a motion by John Cochrane and seconded by Jorge Guadron said motion was approved 5-0.
16. To enter into a marketing agreement between the Town of Islip Industrial Development and **JVC Broadcasting (103.9 LI News Radio with Jay Oliver)** for services to promote marketing for the IDA Agency. On a motion by Chairwoman Angie Carpenter and seconded by Jorge Guadron said motion was approved 5-0.
17. To enter into a marketing agreement between the town of Islip Development Agency and **WABC Radio (77 AM and 107.1)** for marketing for the IDA. On a motion by John Cochrane and seconded by Jorge Guadron said motion was approved 5-0.
18. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **Big Geyser Inc.** located at 111 Wilshire Blvd. Edgewood, New York 11717. On a motion by Jorge Guadron and seconded by John Cochrane said motion was approved 5-0.

19. To consider the adoption of an **Inducement resolution** of the Town of Islip Industrial Development Agency **JSB Real Estate Company, LLC/Positive Promotions, Inc.** 2002 Facility, located at 15 Gilpin Avenue, Hauppauge, New York. On a motion by Jorge Guadron and seconded by John M. Lorenzo said motion was approved 5-0.
20. To consider the adoption of an **Authorizing Resolution** of the Town of Islip Industrial Development Agency with **Europastry**, located at 2001 Orville Drive North, Ronkonkoma, New York. On a motion by John Cochrane and seconded by John M. Lorenzo said motion was approved 5-0.
21. To consider the adoption of **Assignment and Assumption** with of the Town of Islip Industrial Development Agency, for **FRC GH Owner Co 2 LLC.**, On a motion by John Cochrane and seconded by Jorge Guadron said motion was approved 5-0.
22. To consider the adoption of **Assignment and Assumption** with the Town of Islip Industrial Development Agency for, **Gull Haven Commons, LLC.** , On a motion by John O'Connor and seconded by Jorge Guadron said motion was approved 5-0.
23. To consider a **Resolution** to amend the ownership structure at, 260 Spur Drive South, Bay Shore, NY 11706. **BDG Bay Shore, LLC.** , On a motion by John Cochrane and seconded by Jorge Guadron said motion was approved 5-0.
24. To consider **any other business** to come before the Agency, there being none the meeting adjourned by a motion by John O'Connor and seconded by John Cochrane.

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR**

AGENDA ITEM # 3

TYPE OF RESOLUTION: AUTHORIZING RESOLUTION:

COMPANY: BIG GEYSER

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING BIG GEYSER INC., A DELAWARE BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF BIG GEYSER INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING 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 47 of the Laws of 1974 of the State of New York, as amended from time to time (collectively, the “**Act**”), the Town of Islip 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, Big Geyser Inc., a Delaware business corporation, on behalf of itself and/or the principals of Big Geyser Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 7.04 acre parcel of land located at 111 Wilshire Boulevard, Edgewood, New York 11717 (the “**Land**”), and the renovation and equipping of an approximately 120,000 square foot building located thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility will be leased by the Agency to the Company, for use by the Company as corporate office space and warehouse space in the storage and distribution of non-alcoholic beverages and snacks (the “**Project**”); and

WHEREAS, the Agency, by resolution duly adopted on January 24, 2023 (the “**Inducement Resolution**”), decided to proceed under the provisions of the Act; and

WHEREAS, the Company will acquire a leasehold interest in the Facility pursuant to a lease agreement (the “**Ground Lease**”), between Wilshire Rental Properties LLC (the “**Owner**”) and the Company; and

WHEREAS, the Agency will acquire a subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of February 1, 2023, or such other date as the Chairman or the Executive Director 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, 2023 or such other date as the Chairman or Executive Director 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 in the form of (i) exemptions from sales and use taxes in an approximate amount not to exceed \$225,000, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof); and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed transaction is necessary to maintain the competitive position of the Company in its industry; 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 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 Islip. The Company has represented to the Agency that it intends to provide and maintain (by preserving and retaining current jobs) approximately two hundred and forty (240) full-time employees (total) within the second year after completion of the Facility; and

(d) The acquisition, renovation and equipping of the Facility, 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 Islip, 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 and equipping of the Facility by the Agency is reasonably necessary to induce the Company to maintain and expand its business operations in the Town of Islip; 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 Islip and all regional and local land use plans for the area in which the Facility is located; and

(g) It is desirable and in the public interest for the Agency to sublease the Land and the Improvements and to lease the Equipment to the Company; and

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

(i) 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 Agency may recapture some or all of the benefits granted to the Company.

Section 2. 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 3. 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, and (iv) execute, deliver and perform the Lease Agreement.

Section 4. 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 5. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an approximate amount not to exceed \$225,000, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof).

Section 6. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, renovate 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 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 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 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 \$225,000, 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 7. The Company is hereby notified that it will be required to comply with Section 875 of the Act. The Company shall be required to agree to the terms of Section 875 pursuant to the Lease Agreement. The Company is further notified that the tax exemptions and abatements provided pursuant to the Act and the appointment of the Company, as agent of the Agency pursuant to this Authorizing Resolution, are subject to termination and recapture of benefits pursuant to Sections 859-a and 875 of the Act and the recapture provisions of the Lease Agreement.

Section 8. The form and substance of the Company Lease and the Lease Agreement (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 9. The Chairman, Vice Chairman, Executive Director, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease and the Lease Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director 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, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 10. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director 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 11. 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 12. This resolution shall take effect immediately.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "**Agency**"), including the resolutions contained therein, held on February 7, 2023, 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 7th day of February, 2023.

By: _____
Assistant Secretary

EXHIBIT A

Proposed PILOT Benefits

Formula for Payments-In-Lieu-of-Taxes: Town of Islip, (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), Brentwood School District, Suffolk County and Appropriate Special Districts

Address – 111 Wilshire Boulevard, Brentwood
Suffolk County, New York 11717

Tax Map No. 0500-133.00-09.00-004.001

Formula: 10-year abatement starting at 50% of assessed value decreasing 5% annually

Definitions:

Normal Tax Due = Those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Islip (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), Brentwood School District, Suffolk County which are or may be imposed for special improvements or special district improvements, that the Company would pay without exemption.

<u>Year</u>	<u>Payment</u>
1	100% normal tax on 50% of the taxable assessed value
2	100% normal tax on 55% of the taxable assessed value
3	100% normal tax on 60% of the taxable assessed value
4	100% normal tax on 65% of the taxable assessed value
5	100% normal tax on 70% of the taxable assessed value
6	100% normal tax on 75% of the taxable assessed value
7	100% normal tax on 80% of the taxable assessed value
8	100% normal tax on 85% of the taxable assessed value
9	100% normal tax on 90% of the taxable assessed value
10	100% normal tax on 95% of the taxable assessed value
11 and beyond	100% normal tax on the taxable assessed value

Date: February 7, 2023

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at 40 Nassau Avenue, Islip, New York 11751 on the 7th day of February, 2023 the following members of the Agency were:

Present:

Absent:

Also Present:

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 to a certain industrial development facility more particularly described below (Big Geyser Inc. 2023 Facility).

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

Voting Aye

Voting Nay

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR**

AGENDA ITEM # 4

TYPE OF RESOLUTION: AUTHORIZING RESOLUTION:

COMPANY: POSITIVE PROMOTIONS

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE MODIFICATION AND EXTENSION OF THE PILOT BENEFITS OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR JSB REAL ESTATE COMPANY, LLC/POSITIVE PROMOTIONS, INC. 2002 FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AMENDMENTS TO THE ORIGINAL LEASE AGREEMENT, THE PILOT AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, AND THE AGENCY COMPLIANCE AGREEMENT AND THE EXECUTION AND DELIVERY OF DOCUMENTS IN CONNECTION THEREWITH 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 (the "**State**"), as amended, and Chapter 47 of the Laws of 1974 of the State, as amended (collectively, the "**Act**"), the Town of Islip 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 has previously assisted J.S.B. Real Estate Company, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 40-01 168th Street, Flushing, New York 11358 (the "**Company**"), with the acquisition and renovation of an approximately 140,000 square foot building located at 15 Gilpin Avenue, Hauppauge, Town of Islip, Suffolk County, New York, leased by the Agency to the Company and subleased by the Company to, and used by, Positive Promotions, Inc., a corporation duly organized and validly existing under the laws of the State of New York, 40-01 168th Street, Flushing, New York 11358 (the "**Sublessee**") for the purposes of efficiently manufacturing finished products and to provide for sufficient space for future expansion (the "**Original Facility**"), whereby the foregoing project is hereinafter referred to as the "**Original Project**"; and

WHEREAS, the Agency leased the Original Facility to the Company pursuant to a Lease Agreement, dated as of December 1, 2002 (the "**2002 Lease Agreement**"; as modified by a certain Amendment and Modification Agreement, dated as of November 30, 2012, the "**Original Lease Agreement**"), a memorandum of such Original Lease Agreement was presented to the Suffolk County Clerk's office for recording; and

WHEREAS, the Original Facility is further subleased by the Company to the Sublessee pursuant to a certain Sublease Agreement, dated as of December 19, 2002 (the "**Sublease Agreement**"), by and between the Company and the Sublessee; and

WHEREAS, in connection with the leasing of the Original Facility, the Company, the Sublessee and the Agency entered into a certain Environmental Compliance and Indemnification Agreement, dated as of December 1, 2002 (the "**Environmental Compliance and**

Indemnification Agreement”), by and between the Company, the Sublessee and the Agency; and

WHEREAS, in connection with the leasing of the Original Facility, the Agency, the Sublessee and the Company entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2002, as amended and restated pursuant to a certain Amended and Restated PILOT Agreement, dated as of November 30, 2012 (collectively, the **“PILOT Agreement”**), between the Agency, the Company and the Sublessee, which provided for payments in lieu of taxes with respect to the Original Facility; and

WHEREAS, in connection with the leasing of the Original Facility, the Sublessee and Agency entered into a certain Agency Compliance Agreement, dated as of December 1, 2002 (the **“Original Agency Compliance Agreement”**), by and between the Sublessee and the Agency; and

WHEREAS, the Company and Sublessee have submitted to the Agency, a request and application to amend, modify and extend the current payment-in-lieu-of-tax benefits (the **“2023 PILOT Amendment”** or **“PILOT Extension”**), as shown on Exhibit C annexed hereto; and

WHEREAS, in connection with the 2023 PILOT Amendment, the project shall consist of the acquisition and installation of certain equipment and personal property in the Original Facility, including but not limited to embroidery machines, M&R machines for silk screening, Full Color Helix machines, Full Color Xjet machines, printers, and certain other equipment (the **“2023 Equipment”**, and together with the Original Facility, the **“Facility”**), to be used in connection with the Sublessee’s business as a manufacturer and distributor of themed promotion products, including a product line of themed box gift sets, which will also require certain minor modifications to the roof for venting and related adjustments in connection therewith (the **“2023 Project”**, and together with the Original Project, the **“Project”**); and

WHEREAS, in connection with the 2023 PILOT Amendment and the Project, the Agency contemplates that it will (i) amend and restate the Original Lease Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement pursuant to a certain Amended and Restated Lease and Project Agreement dated as of February 1, 2023 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the **“Amended and Restated Lease and Project Agreement”**) and (ii) amend and restate the Original Agency Compliance Agreement pursuant to a certain Amended and Restated Agency Compliance Agreement dated as of February 1, 2023 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (**“Amended and Restated Agency Compliance Agreement”**); 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, by resolution duly adopted on January 24, 2023, decided to proceed under the provisions of the Act; and

WHEREAS, a public hearing (the “**Hearing**”) was held on February __, 2023, 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 __, 2023 and such notice (together with proof of publication) is substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing will be annexed hereto as Exhibit B; and

WHEREAS, in connection with the PILOT Extension, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of extended, amended and modified abatement of real property taxes on the Facility as shown on Exhibit C annexed hereto, all consistent with the policies of the Agency; and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee, and to the representations by the Company and the Sublessee, that the actions of the Agency as contemplated by this resolution, the Amended and Restated Lease and Project Agreement, are either an inducement to the Company and the Sublessee to maintain and expand the Facility in the Town of Islip or are necessary to maintain the competitive positions of the Company and the Sublessee in their industries; and

WHEREAS, the Company and the Sublessee have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the Project and the continued leasing 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.

(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 constitutes a “project”, as such term is defined in the Act;

(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 Islip. The Company and the Sublessee have represented to the Agency that they intend to provide and maintain (by preserving and retaining current jobs) approximately five hundred ten (510) full time employees (total) at the Facility within the second year after completion of the Facility; and

(d) The continued leasing of the Facility by the Agency to the Company and the subleasing of the Facility by the Company to the Sublessee, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip and the State of New York and improve their standard of living and thereby serve the public purposes of the Act;

(e) Based upon representations of the Company and its counsel and the Sublessee and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Islip and all regional and local land use plans for the area in which the Facility are located;

(f) The Facility and the operations conducted therein does 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;

(g) The Agency has determined that the proposed 2023 Project, PILOT Extension and financial assistance therefore will promote and further the purposes of the Act;

(h) It is desirable and in the public interest for the Agency consent to the 2023 Project, PILOT Extension and financial assistance therefore and to continue to lease the Facility to the Company;

(i) (A) The Amended and Restated Lease and Project Agreement will be an effective instrument whereby the Agency and the Company agree to extend the term of the Original Lease Agreement in connection with the PILOT Extension and the Agency will continue to lease the Facility to the Company, and amend and restate the Original Lease Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement, and (B) the Amended and Restated Agency Compliance Agreement will be an effective instrument whereby the Agency and the Sublessee agree to amend and restate the Original Agency Compliance Agreement, all to reflect the undertaking of the 2023 Project and the PILOT Extension;

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) amend and restate the Original Lease Agreement, the PILOT Agreement, the Environmental Compliance Agreement, and the Original Agency Compliance Agreement pursuant to the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement, as applicable, to reflect the 2023 Project, and the PILOT Extension, including extending the term of the Original Lease Agreement in connection therewith and in accordance with the term of PILOT Extension, and (ii) execute, deliver and perform the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement and any related documents in connection therewith.

Section 3. Subject to the provisions of this resolution, the Company and Sublessee are herewith and hereby appointed the agent of the Agency to acquire and equip the Facility. The Company and Sublessee are hereby empowered to delegate their status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company and Sublessee may choose in order to acquire and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company and Sublessee 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 and Sublessee, 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 and Sublessee 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 and Sublessee 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 and Sublessee, as agent of the Agency. The aforesaid appointment of the Company and Sublessee 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, or (b) a date which the Agency designates. The aforesaid appointment of the Company and Sublessee is subject to the execution of the documents contemplated by this resolution.

Section 4. The form and substance of the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement 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) are hereby approved.

Section 5. Subject to the provisions of this resolution,

(a) The Chair, Vice Chair, Executive Director, Deputy Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amended and Restated Lease and Project Agreement and the Amended and Restated Agency Compliance Agreement in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the Chair, Vice Chair, Executive Director, Deputy Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chair 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 Chair, Vice Chair, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval. At the option of the Executive Director, a certain deed conveying the Facility to the Company and a company lease agreement then leasing the Facility from the Company to the Agency simultaneously therewith, if any, are also authorized.

(b) The Chair, Vice Chair, Executive Director, Deputy Executive Director, or any member of the Agency is 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, the Agency hereby authorizes and approves the economic benefits to be granted to the Company in connection with the Facility in the form of the PILOT Extension (as set forth in the PILOT Schedule attached as Exhibit C hereof).

Section 7. The Company hereby agree to comply with Section 875 of the Act. The Company further agrees that the PILOT Extension contemplated hereby pursuant to the Act are subject to termination and recapture of benefits pursuant to Section 875 of the Act.

Section 8. The law firm of Nixon Peabody LLP is hereby appointed Transaction Counsel to the Agency.

Section 9. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the described 2023 Project, the PILOT Extension in the foregoing resolution.

Section 10. 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 11. Any fees, expenses, including without limitation, legal fees and expenses, incurred by the Agency with respect to the Facility shall be paid by the Company and/or Sublessee. By acceptance hereof, the Company and Sublessee agree to pay such fees and expenses and further agrees to defend and 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 12. This resolution shall take effect immediately.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the “Agency”), including the resolutions contained therein, held on the 7th day of February, 2023, 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.

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 7th day of February, 2023.

By: _____
Assistant Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Islip Industrial Development Agency on the ___ day of February, 2023, at ___:___ a.m., local time, at 40 Nassau Avenue, Islip, New York 11751 in connection with the following matters:

The Agency has previously assisted J.S.B. Real Estate Company, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 40-01 168th Street, Flushing, New York 11358 (the "**Company**"), with the acquisition and renovation of an approximately 140,000 square foot building located at 15 Gilpin Avenue, Hauppauge, Town of Islip, Suffolk County, New York, leased by the Agency to the Company and subleased by the Company to, and used by, Positive Promotions, Inc., a corporation duly organized and validly existing under the laws of the State of New York, 40-01 168th Street, Flushing, New York 11358 (the "**Sublessee**") for the purposes of efficiently manufacturing finished products and to provide for sufficient space for future expansion (the "**Original Facility**"), whereby the foregoing project is hereinafter referred to as the "**Original Project**".

The Agency leased the Original Facility to the Company pursuant to a Lease Agreement, dated as of December 1, 2002 (the "**2002 Lease Agreement**"; as modified by a certain Amendment and Modification Agreement, dated as of November 30, 2012, the "**Original Lease Agreement**"), a memorandum of such Original Lease Agreement was presented to the Suffolk County Clerk's office for recording.

The Original Facility is further subleased by the Company to the Sublessee pursuant to a certain Sublease Agreement, dated as of December 19, 2002 (the "**Sublease Agreement**"), by and between the Company and the Sublessee.

In connection with the leasing of the Original Facility, the Company, the Sublessee and the Agency entered into a certain Environmental Compliance and Indemnification Agreement, dated as of December 1, 2002 (the "**Environmental Compliance and Indemnification Agreement**"), by and between the Company, the Sublessee and the Agency.

In connection with the leasing of the Original Facility, the Agency, the Sublessee and the Company entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2002, as amended and restated pursuant to a certain Amended and Restated PILOT Agreement, dated as of November 30, 2012 (collectively, the "**Original PILOT Agreement**"), between the Agency, the Company and the Sublessee, which provided for payments in lieu of taxes with respect to the Original Facility.

The Company and Sublessee have now submitted to the Agency, a request and application to amend, modify and extend the current payment-in-lieu-of-tax benefits (the "**2023 PILOT Amendment**").

In connection with the 2023 PILOT Amendment, the project shall consist of the acquisition and installation of certain equipment and personal property in the Original Facility, including but not limited to embroidery machines, M&R machines for silk screening, Full Color Helix machines, Full Color Xjet machines, printers, and certain other equipment (the “**2023 Equipment**”, and together with the Original Facility, the “**Facility**”), to be used in connection with the Sublessee’s business as a manufacturer and distributor of themed promotion products, including a product line of themed box gift sets, which will also require certain minor modifications to the roof for venting and related adjustments in connection therewith (the “**2023 Project**”, and together with the Original Project, the “**Project**”). In connection therewith, the Agency will amend and extend its leasehold interest in the Facility.

The Agency contemplates that it will provide financial assistance to the Company and/or Sublessee in the form of the extension, modification and amendment of current abatements of real property taxes, exemptions from mortgage recording taxes, and exemptions from sales and use taxes.

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 and the Sublessee. At the hearing, all persons will have the opportunity to review the application for the continued financial assistance filed by the Company and the Sublessee with the Agency and an analysis of the costs and benefits of the continued proposed Facility.

Dated: January __, 2023

TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By: John G. Walser
Title: Executive Director

Exhibit B

MINUTES OF PUBLIC HEARING HELD ON
FEBRUARY __, 2023

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(J.S.B. REAL ESTATE COMPANY, LLC/POSITIVE PROMOTIONS, INC. 2002 FACILITY)

1. _____ of the Town of Islip Industrial Development Agency (the “**Agency**”) called the hearing to order.

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

The Agency has previously assisted J.S.B. Real Estate Company, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 40-01 168th Street, Flushing, New York 11358 (the “**Company**”), with the acquisition and renovation of an approximately 140,000 square foot building located at 15 Gilpin Avenue, Hauppauge, Town of Islip, Suffolk County, New York, leased by the Agency to the Company and subleased by the Company to, and used by, Positive Promotions, Inc., a corporation duly organized and validly existing under the laws of the State of New York, 40-01 168th Street, Flushing, New York 11358 (the “**Sublessee**”) for the purposes of efficiently manufacturing finished products and to provide for sufficient space for future expansion (the “**Original Facility**”), whereby the foregoing project is hereinafter referred to as the “**Original Project**”.

The Agency leased the Original Facility to the Company pursuant to a Lease Agreement, dated as of December 1, 2002 (the “**2002 Lease Agreement**”; as modified by a certain Amendment and Modification Agreement, dated as of November 30, 2012, the “**Original Lease Agreement**”), a memorandum of such Original Lease Agreement was presented to the Suffolk County Clerk’s office for recording.

The Original Facility is further subleased by the Company to the Sublessee pursuant to a certain Sublease Agreement, dated as of December 19, 2002 (the “**Sublease Agreement**”), by and between the Company and the Sublessee.

In connection with the leasing of the Original Facility, the Company, the Sublessee and the Agency entered into a certain Environmental Compliance and Indemnification Agreement, dated as of December 1, 2002 (the “**Environmental Compliance and Indemnification Agreement**”), by and between the Company, the Sublessee and the Agency.

In connection with the leasing of the Original Facility, the Agency, the Sublessee and the Company entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2002, as amended and restated pursuant to a certain Amended and Restated PILOT Agreement, dated as of November 30, 2012 (collectively, the “**Original PILOT Agreement**”), between the Agency, the Company and the Sublessee, which provided for payments in lieu of taxes with respect to the Original Facility.

The Company and Sublessee have now submitted to the Agency, a request and application to amend, modify and extend the current payment-in-lieu-of-tax benefits (the “**2023 PILOT Amendment**”).

In connection with the 2023 PILOT Amendment, the project shall consist of the acquisition and installation of certain equipment and personal property in the Original Facility, including but not limited to embroidery machines, M&R machines for silk screening, Full Color Helix machines, Full Color Xjet machines, printers, and certain other equipment (the “**2023 Equipment**”, and together with the Original Facility, the “**Facility**”), to be used in connection with the Sublessee’s business as a manufacturer and distributor of themed promotion products, including a product line of themed box gift sets, which will also require certain minor modifications to the roof for venting and related adjustments in connection therewith (the “**2023 Project**”, and together with the Original Project, the “**Project**”). In connection therewith, the Agency will amend and extend its leasehold interest in the Facility.

The Agency contemplates that it will provide financial assistance to the Company and/or Sublessee in the form of the extension, modification and amendment of current abatements of real property taxes, exemptions from mortgage recording taxes, and exemptions from sales and use taxes.

3. 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:

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

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

I, the undersigned Assistant Secretary of the Town of Islip 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 Islip Industrial Development Agency (the "Agency") on February __, 2023, at __:__ a.m. local time, at the Town of Islip Department of Economic Development, the Office of Economic Development Conference Room, 40 Nassau Avenue, Islip, New York 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 February __, 2023.

Assistant Secretary

Exhibit C

Proposed PILOT Schedule

Formula for Payments-In-Lieu-of-Taxes: Town of Islip, (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), Suffolk County, Hauppauge School District and Appropriate Special Districts

15 Gilpin Avenue, Hauppauge, New York 11788

Tax Map No. 0500-53.00-01.00-021.001

Formula: 12-year abatement starting at 40% of assessed value, abatement decreasing 5% annually.

Year

- | | |
|---------------|--|
| 1 | 100% normal tax on 40% of the taxable assessed value |
| 2 | 100% normal tax on 45% of the taxable assessed value |
| 3 | 100% normal tax on 50% of the taxable assessed value |
| 4 | 100% normal tax on 55% of the taxable assessed value |
| 5 | 100% normal tax on 60% of the taxable assessed value |
| 6 | 100% normal tax on 65% of the taxable assessed value |
| 7 | 100% normal tax on 70% of the taxable assessed value |
| 8 | 100% normal tax on 75% of the taxable assessed value |
| 9 | 100% normal tax on 80% of the taxable assessed value |
| 10 | 100% normal tax on 85% of the taxable assessed value |
| 11 | 100% normal tax on 90% of the taxable assessed value |
| 12 | 100% normal tax on 95% of the taxable assessed value |
| 13 and beyond | 100% normal tax on the full assessed value |

Date: February 7, 2023

At a meeting of the Town of Islip Industrial Development Agency (the “Agency”), held at Islip Town Hall, 655 Main Street, Islip, New York on the 7th day of February, 2023 the following members of the Agency were:

Present:

Absent:

Also Present:

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action pertaining to the modification and extension of certain payment-in-lieu-of tax benefits for a certain industrial development facility more particularly described below (JSB Real Estate Company, LLC/Positive Promotions, Inc. 2002 Facility).

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

Voting Aye

Voting Nay

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR**

AGENDA ITEM # 5

**TYPE OF RESOLUTION: SECOND AMENDED
AUTHORIZING RESOLUTION.**

COMPANY: EASTVIEW APARTMENTS, INC.

SECOND AMENDED RESOLUTION OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF A
CERTAIN INDUSTRIAL DEVELOPMENT 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 47 of the Laws of 1974 of the State of New York, as amended from time to time (collectively, the "**Act**"), the Town of Islip 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, Eastview Apt Development LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Eastview Apt Development LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**"), has applied to the Town of Islip Industrial Development Agency (the "**Agency**"), to enter into a transaction in which the Agency will assist in the acquisition of an approximately 2.2 acre parcel of land located at Eastview Drive, Central Islip, New York 11722 (SCTM# 0500-229.10-01.00-010.000) (the "**Land**"), the construction of an approximately 37,000 square foot building thereon (the "**Improvements**"), and the acquisition and installation therein of certain equipment and personal property (the "**Equipment**"; and together with the Land and the Improvements, the "**Facility**"), which Facility will be leased by the Agency to the Company and is to be used as a multi-family housing apartment complex, comprised of two-bedroom units, containing approximately twenty-five (25) total rental apartments, with three (3) rental apartments designated as affordable units (the "**Project**"); and

WHEREAS, the Agency by resolution duly adopted on August 9, 2022, as first amended November 15, 2022 (collectively 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, subsequent to the Authorizing Resolution, the Company notified the Agency, by an updated application dated December 27, 2022, of its intent to further amend its application dated February 23, 2022 (the "**Original Application**"), in order to request an increase in mortgage recording tax benefits (the "**Amendment to Application**"; and, together with the Original Application, including any other amendments thereto, the "**Application**"); and

WHEREAS, pursuant to the Authorizing Resolution, the Agency authorized exemptions from mortgage recording taxes for one or more mortgages securing an amount

not to exceed \$5,000,000 in connection with the financing 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 the Facility (the "**Mortgage Recording Tax Benefit**"); and

WHEREAS, the Agency intends to amend its Authorizing Resolution in order to reflect the increase in Mortgage Recording Tax Benefit to provide for exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$6,500,000, but not to exceed \$9,000,000 (inclusive of, not in addition to, the previously authorized Mortgage Recording Tax Benefit), corresponding to mortgage recording tax exemptions presently estimated to be \$48,750, but not to exceed \$67,500, in connection with the financing 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 the Facility, to cover the increased costs of the Project and/or increase in mortgage financing (the "**Mortgage Recording Tax Benefit Increase**"); and

WHEREAS, the Agency contemplates that it will provide additional financial assistance to the Company, in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount not to exceed \$9,000,000, corresponding to mortgage recording tax exemptions not to exceed \$67,500, in connection with the financing 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 the Facility; and

WHEREAS, the Agency has given due consideration to the Application of the Company and to representations by the Company that the proposed transaction is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, the Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Second 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 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 amends the Authorizing Resolution to include the Mortgage Recording Tax Benefit Increase.

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

Section 3. In connection with the Facility, the Agency hereby authorizes and approves the following additional benefits to be granted to the Company in the form of the Mortgage Recording Tax Increase in connection with the financing 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 the Facility, consistent with the policies of the Agency.

Section 4. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents (as defined in the Authorizing Resolution) all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director, Deputy Executive Director 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. The execution thereof by the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 5. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 6. This amended resolution shall take effect immediately.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on February 7, 2023, 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 7th day of February, 2023.

By: _____
Assistant Secretary

Date: February 7, 2023

At a meeting of the Town of Islip Industrial Development Agency (the "**Agency**"), held at 40 Nassau Avenue, Islip, New York 11751 on the 7th day of February, 2023 the following members of the Agency were

Present:

Absent:

Also Present:

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 a certain industrial development facility more particularly described below (Eastview Apt Development LLC 2023 Facility) and the leasing of the facility to Eastview Apt Development LLC.

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

Voting Aye

Voting Nay