



**MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY**

September 13, 2022

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 August 9, 2022.
3. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **Vets Holbrook, LLC** to consent to a straight-lease transaction. Located at the northeast corner of Veterans Memorial Highway and Grundy Avenue, Holbrook. (0500-194.00-02.00-073.003 and 022.000).
4. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Water Lilies Food, LLC** to enter into a straight-lease transaction. Located at 1724 5th Avenue, Bayshore (0500-182.00-01.00-041.200).
5. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Allstate Insurance Company** to consent to a sublease. Located at 878 and 898 Veterans Highway, Hauppauge. (014.00-03.00-p/o 026.006).
6. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Steel K 555 NRP, LLC** to consent to a sublease. Located at 555 North Research Place, Central Islip. (0500-164.00-04.00-007.001).
7. To consider the adoption of an Amended Authorizing Resolution between the Town of Islip Industrial Development Agency and **V1 ISP II, LLC** to increase mortgage exemption. Located at 0 Veterans Memorial Drive, Ronkonkoma (0500-126.00-01.00-002.001; 0500-147.00-01.00-030.000 and 097.000).
8. To consider the adoption of an Amended Authorizing Resolution between the Town of Islip Industrial Development Agency and **V1 ISP III, LLC** to increase mortgage exemption. Located at 2100 Smithtown Avenue, Ronkonkoma (0500-106.03-01.00-005.001).
9. To consider **any other business** to come before the Agency.



MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY

September 13, 2022

Meeting Minutes

1. Call the meeting of the Town of Islip Industrial Development Agency to order on a motion by Mary Kate Mullin and seconded by James O'Connor. Chairwoman Angie Carpenter acknowledged that the motion passed and that a quorum was present. Members present in addition to the Chairwoman were John Cochrane, Mary Kate Mullin, and James O'Connor. Member Jorge Quadron was absent.
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 August 9, 2022. On a motion by John Cochrane and seconded by Mary Kate Mullin said motion was approved 4-0.
3. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **Vets Holbrook, LLC** to consent to a straight-lease transaction. Located at the northeast corner of Veterans Memorial Highway and Grundy Avenue, Holbrook. (0500-194.00-02.00-073.003 and 022.000). On a motion by John Cochrane and seconded by Mary Kate Mullin said motion was approved 4-0.
4. ✓ To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Water Lilies Food, LLC** to enter into a straight-lease transaction. Located at 1724 5th Avenue, Bayshore (0500-182.00-01.00-041.200). On a motion by James O'Connor and seconded by Mary Kate Mullin said motion was approved 4-0.
5. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Allstate Insurance Company** to consent to a sublease. Located at 878 and 898 Veterans Highway, Hauppauge. (014.00-03.00-p/o 026.006). On a motion by John Cochrane and seconded by James O'Connor said motion was approved 4-0.
6. ✓ To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Steel K 555 NRP, LLC** to consent to a sublease. Located at 555 North Research Place, Central Islip. (0500-164.00-04.00-007.001). On a motion by Mary Kate Mullin and seconded by John Cochrane said motion was approved 4-0.
7. To consider the adoption of an Amended Authorizing Resolution between the Town of Islip Industrial Development Agency and **V1 ISP II, LLC** to increase mortgage exemption. Located at 0 Veterans Memorial Drive, Ronkonkoma (0500-126.00-01.00-002.001; 0500-

147.00-01.00-030.000 and 097.000). On a motion by Mary Kate Mullin and seconded by James O'Connor said motion was approved 4-0.

8. ✓ To consider the adoption of an Amended Authorizing Resolution between the Town of Islip Industrial Development Agency and **V1 ISP III, LLC** to increase mortgage exemption. Located at 2100 Smithtown Avenue, Ronkonkoma (0500-106.03-01.00-005.001). On a motion by James O'Connor and seconded by Mary Kate Mullin said motion was approved 4-0.
9. To consider **any other business** to come before the Agency, there being none the meeting adjourned by a motion by Councilman James P. O'Connor and seconded by Councilman John Cochrane.



MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY

August 9, 2022

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 July 12, 2022.
3. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **Posillico Materials East, LLC**. Located at 615 Furrows Rd, Holbrook. (0500-068000-0100-023002, 023004, 023008, 023009, 023010, 023011, 023012, 023013, 024000, 025000 & 0500-06900-0100-002000).
4. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **Eastview Apt Development, LLC**. Located at 0 Eastview Drive, Central Islip. (0500-22910-0100-010000).
5. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **V1 ISP III, LLC**. Located at 2100 Smithtown Blvd, Ronkonkoma. (0500-10603-0100-005001).
6. To consider the adoption of a Resolution between the Town of Islip Industrial Development agency and **Wilshire Rental Properties, LLC/Wrap-N-Pack, Inc.**, to Consent to Sublease Facility to **Broadridge Investor Communication Solutions, Inc.**.
7. To consider adoption of a Resolution between the Town of Islip Industrial Development Agency and **Eleven Maple Avenue Associates, LLC** to authorize a mortgage financing on the project located at 11 Maple Avenue in Bay Shore, NY 11706.
8. To consider **any other business** to come before the Agency.

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING VETS HOLBROOK, LLC, A DELAWARE LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF VETS HOLBROOK, LLC 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, DEMOLISHING, CONSTRUCTING AND EQUIPPING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Vets Holbrook, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of Vets Holbrook, 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 (i) an approximately .23 acre parcel of land located at 396 High Street, Holbrook, New York (the “**High Street Land**”) and (ii) an approximately 7.97 acre (total) parcel of land, which is currently comprised of six (6) individual lots, unaddressed and located at the northeast corner of Veterans Memorial Highway and Grundy Avenue, Holbrook, New York (the “**Grundy Avenue Land**”; and, together with the High Street Land, the “**Land**”), whereby the combined acreage of the Land is approximately 8.2 acres, the demolition of an existing approximately 1,961 square foot (footprint) building located on the High Street Land, and the construction and equipping of an approximately 108,025 square foot building to be located on the Land (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 subleased by the Company to various tenants (the “**Tenants**”), for use as an industrial warehouse space (the “**Project**”); and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment and will sublease the Facility to the Company, all pursuant to 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 the same may be amended from time to time (collectively, the “**Act**”); and

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

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company, in the form of exemptions from mortgage recording taxes, exemptions from sales and use taxes and abatement of real property taxes on the Facility, consistent with the policies of the Agency, all to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; 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, prior to the date of the Hearing (defined below), the Agency will have made a determination for financial assistance; and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the “**Hearing**”) will be held 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 can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

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

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

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

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

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

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

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

Section 1. Based upon the Environmental Assessment Form completed by the Company and reviewed by the Agency and other representations and information furnished by the Company regarding the Facility, the Agency determines that the action relating to the acquisition, demolition, construction, equipping, and operation of the Facility is an “Unlisted” Action, as that term is defined in the SEQR Act. The Agency also determines that the action will not have a “significant effect” on the environment, and, therefore, an environmental impact

statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQ. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQ or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

Section 2. The acquisition, demolition, construction and equipping of the Facility by the Agency, the subleasing and leasing of the Facility to the Company and the provision of financial assistance on the Facility pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town of Islip and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

Section 3. Subject to the provisions of this resolution, the Agency shall (i) acquire, demolish, construct and equip the Facility, and (ii) lease and sublease the Facility to the Company.

Section 4. 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 and Project Agreement, dated a date to be determined (the "**Lease Agreement**"), by and between the Company and the Agency. 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 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 5. Counsel to the Agency is authorized and directed to work with Transaction Counsel (Nixon Peabody LLP) to prepare, for submission to the Agency, all documents necessary to affect the transactions described in the foregoing resolution.

Section 6. The Chairman, the Executive Director, the Deputy Executive Director and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 7. Any expenses incurred by the Agency with respect to the Facility, including the expenses of Transaction Counsel, shall be paid by the Company. The Company shall agree to pay such expenses and further agree to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 8. 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 foregoing copy of a resolution of the Town of Islip Industrial Development Agency (the “**Agency**”) with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on September 13, 2022, at _____ .m., local time, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:
Chairwoman Angie Carpenter
Member John Cochrane
Member Mary Kate Mullin
Member James O’Connor

Absent:
Member Jorge Guadrone

Also Present:

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Voting Aye

Angie Carpenter, John Cochrane, Mary Kate Mullin, James O’Connor

and, therefore, the resolution was declared duly adopted.

The Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 13, 2022.

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 (the “**Agency**”) on the ___ day of September, 2022, at _____ a.m., local time, at the Town of Islip, Offices of Economic Development, 40 Nassau Avenue, Islip, New York 11751 in connection with the following matters:

Vets Holbrook, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of Vets Holbrook, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition of (i) an approximately .23 acre parcel of land located at 396 High Street, Holbrook, New York (the “**High Street Land**”) and (ii) an approximately 7.97 acre (total) parcel of land, which is currently comprised of six (6) individual lots, unaddressed and located at the northeast corner of Veterans Memorial Highway and Grundy Avenue, Holbrook, New York (the “**Grundy Avenue Land**”; and, together with the High Street Land, the “**Land**”), whereby the combined acreage of the Land is approximately 8.2 acres, the demolition of an existing approximately 1,961 square foot (footprint) building located on the High Street Land, and the construction and equipping of an approximately 108,025 square foot building to be located on the Land (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 subleased by the Company to various tenants (the “**Tenants**”), for use as an industrial warehouse space (the “**Project**”). The Facility will be initially owned, operated, and/or managed by the Company.

The Agency contemplates that it will provide financial assistance to the Company in connection with the Project and consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes and abatement of real property 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 or the location or nature of the Facility. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: September __, 2022

TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By: John G. Walser
Title: Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON
SEPTEMBER __, 2022

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(VETS HOLBROOK, LLC 2022 FACILITY)

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

2. The _____ then appointed _____, the _____ of the Agency, the hearing officer of the Agency, to record the minutes of the hearing.

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

Vets Holbrook, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of Vets Holbrook, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition of (i) an approximately .23 acre parcel of land located at 396 High Street, Holbrook, New York (the “**High Street Land**”) and (ii) an approximately 7.97 acre (total) parcel of land, which is currently comprised of six (6) individual lots, unaddressed and located at the northeast corner of Veterans Memorial Highway and Grundy Avenue, Holbrook, New York (the “**Grundy Avenue Land**”; and, together with the High Street Land, the “**Land**”), whereby the combined acreage of the Land is approximately 8.2 acres, the demolition of an existing approximately 1,961 square foot (footprint) building located on the High Street Land, and the construction and equipping of an approximately 108,025 square foot building to be located on the Land (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 subleased by the Company to various tenants (the “**Tenants**”), for use as an industrial warehouse space (the “**Project**”). The Facility will be initially owned, operated, and/or managed by the Company.

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

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

5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at _____ a.m./p.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 the __ day of September, 2022, at ____ a.m., local time, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of September __, 2022.

Assistant Secretary

Date: September 13, 2022

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at 40 Nassau Avenue, Islip, New York 11751 on the 13th day of September, 2022 the following members of the Agency were:

Present

Chairwoman Angie Carpenter

Members – John Cochrane, Mary Kate Mullin, James O’Connor

Excused Absence:

Jorge Guadrone

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 the acquisition of a leasehold and subleasehold interest in a certain industrial development facility more particularly described below (Water Lilies Food, LLC 2022 Facility) and the leasing of the facility to Water Lilies Food, LLC.

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

Voting Aye

Angie Carpenter

John Cochrane

Mary Kate Mullin

James O’Connor

Voting Nay

Abstain

and, therefore, the resolution was declared duly adopted.

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, RENOVATION, DEMOLITION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE APPOINTMENT OF WATER LILIES FOOD, LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF WATER LILIES FOOD, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING, DEMOLISHING AND EQUIPPING AN 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, the Agency has previously assisted Water Lilies Food, LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) in the acquisition of a leasehold interest of an approximately 100,780 square foot portion of an approximately 461,000 square foot building (the “**Demised Premises**”) located on an approximately 32.88 acre parcel of land located at 1724 5th Avenue, Bayshore, New York 11706 (the “**Land**”), the renovation of the Demised Premises (the “**Original Improvements**”) and the acquisition and installation therein of certain equipment and personal property (the “**Original Equipment**”; and, together with the Demised Premises, the Land and the Original Improvements, the “**Original Facility**”), which Original Facility is currently leased and subleased by the Agency to the Owner (as defined below) and further sub-subleased to the Company and used by the Company as a manufacturing and distribution facility in the Company’s business as a manufacturer of gourmet Asian foods (the “**Original Project**”); and

WHEREAS, the Company has now applied to the Agency to enter into a transaction in which the Agency will assist in the (i) acquisition of a leasehold interest in an additional approximately 295,260 square foot portion of the Original Facility (the “**Expansion Premises**”; and together with the Demised Premises, the “**Premises**”), (ii) the renovation of the Expansion Premises (the “**2022 Improvements**”, and together with the Original Improvements, the “**Improvements**”), and (iii) the acquisition and installation therein of

certain equipment and personal property (the “**2022 Equipment**”; and together with the Original Equipment, the “**Equipment**”, and together with the Improvements, the Land and the Premises, the “**Facility**”), which Facility will continue to be leased and sub-subleased by the Agency to the Company, and used by the Company as a manufacturing and distribution facility in the Company’s business as a manufacturer of gourmet Asian food (the “**Project**”); and

WHEREAS, the Land, the Demised Premises, and the Improvements are currently subleased by Suffolk County Industrial, LLC, a New York limited liability company (the “**Owner**”), to the Company pursuant to an Agreement of Sublease, dated on or about March 1, 2020, including pursuant to the terms of a certain Tenant Agency Compliance Agreement, dated as of March 1, 2020, by and between the Agency and the Company; and

WHEREAS, an approximately 85,000 square foot portion of the Expansion Premises (the “**Meble Premises**”) is currently subleased to Arra of NY Inc. d/b/a Meble Furniture (“**Meble**”), and whereby the Company has informed the Agency that Meble intends to occupy the Meble Premises until approximately December 31, 2025; and

WHEREAS, in connection with the continued sublease of the Meble Premises to Meble through approximately December 31, 2025, the Company shall cause Meble to execute and deliver a Tenant Agency Compliance Agreement, dated as of September 1, 2022 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “**Tenant Agency Compliance Agreement**”), between the Agency and Meble; and

WHEREAS, upon the expiration of the current lease term related to the Meble Premises, the Company has represented to the Agency that the Company will occupy and expand into such premises, and as a result, and at such time, have full occupation of the Expansion Premises, all consistent with the Project; and

WHEREAS, the Agency, by resolution duly adopted on July 12, 2022 (the “**Inducement Resolution**”), decided to proceed under the provisions of the Act; and

WHEREAS, the Agency will acquire a sub-leasehold interest in the Premises and a leasehold interest in the Improvements pursuant to a certain Company Lease Agreement, dated as of September 1, 2022, or such other date as the Chairman or 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 sub-sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of September 1, 2022 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, consistent with the policies of the Agency, in the form of: (i) exemptions from sales and use taxes in an amount not to exceed \$2,137,752, 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 on the Facility (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 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 seven hundred twenty (720) full time employees (total of retained jobs and created jobs) within the second year after completion of the Facility; and

(d) The acquisition, renovation, demolition and equipping of the Facility, the sub-leasing and leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of 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) The acquisition, renovation, demolition 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.

(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.

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

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

(i) The Lease Agreement will be an effective instrument whereby the Agency sub-subleases and leases 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.

(j) The Tenant Agency Compliance Agreement will be an effective instrument whereby the Agency and Meble will enter into certain agreements related to Meble occupying a portion of the Expansion Premises for the remainder of its lease term. The continued subleasing of the Meble Premises to Meble (until the end of the related lease term) 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. It is desirable and in the public interest for the Agency to enter into the Tenant Agency Compliance Agreement.

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) sublease the Premises and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sub-sublease and lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, and (v) execute and deliver the Tenant Agency Compliance Agreement.

Section 4. The Agency is hereby authorized to acquire a leasehold interest in the Premises 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 is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation, demolition and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$2,137,752 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 on the Facility (as set forth in the PILOT Schedule attached as Exhibit A hereof), consistent with the policies of the Agency.

Section 7. 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 \$2,137,752, 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 8. 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 9. The form and substance of the Company Lease, the Lease Agreement and the Tenant Agency Compliance 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 10.

(a) 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, the Lease Agreement and the Tenant Agency Compliance Agreement, each 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, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, 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 the 13th day of September, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

Such resolution was passed at a meeting of the Agency duly convened in public session on September 13, 2022.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 13th day of September, 2022.

Assistant Secretary

EXHIBIT A

Proposed PILOT Benefits

Formula for In-Lieu-of-Taxes Payment: The 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 Union Free School District, Suffolk County and Appropriate Special Districts.

Property Address: 1724 5th Ave, Bayshore, New York 11706

Formula: 15-year abatement starting at 25% of pro-rated assessed value decreasing 5% annually (Company will control about 86% of facility, which already has been subdivided into two parcels by assessor's office for tax purposes)

Year:

1	100% normal tax on 25% of the taxable assessed value
2	100% normal tax on 30% of the taxable assessed value
3	100% normal tax on 35% of the taxable assessed value
4	100% normal tax on 40% of the taxable assessed value
5	100% normal tax on 45% of the taxable assessed value
6	100% normal tax on 50% of the taxable assessed value
7	100% normal tax on 55% of the taxable assessed value
8	100% normal tax on 60% of the taxable assessed value
9	100% normal tax on 65% of the taxable assessed value
10	100% normal tax on 70% of the taxable assessed value
11	100% normal tax on 75% of the taxable assessed value
12	100% normal tax on 80% of the taxable assessed value
13	100% normal tax on 85% of the taxable assessed value
14	100% normal tax on 90% of the taxable assessed value
15	100% normal tax on 95% of the taxable assessed value
16 and beyond	100% normal tax on the taxable assessed value

This PILOT Schedule is for up to an approximately 396,040 square foot portion of an approximately 461,000 square foot building located on an approximately 32.88-acre parcel of land.

Date: September 13, 2022

At a meeting of the Town of Islip Industrial Development Agency (the “Agency”), held at 40 Nassau Avenue, Islip, New York 11751 on the 13th day of September, 2022 the following members of the Agency were:

Present: Chairwoman Angie Carpenter and members John Cochrane, Mary Kate Mullin, and James O’Connor

Absent: Member Jorge Guadrone
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 the consent to the subleasing of a portion of the 878 Lease LLC Facility & SIG 888 LLC Facility from Allstate Insurance Company to PKF O’Connor Davies, LLP and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay

Angie Carpenter
John Cochrane
Mary Kate Mullin
James O’Connor

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE SUBLEASING OF A PORTION OF THE 878 LEASE LLC FACILITY & SIG 888 LLC FACILITY FROM ALLSTATE INSURANCE COMPANY TO PKF O’CONNOR DAVIES, LLP AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as may be 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 Agency previously provided its assistance to Hauppauge Office Park Associates, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Original 888 Company**”), in acquisition of approximately 25 acres of land located at 888 and 898 Veterans Highway, Hauppauge, Town of Islip, Suffolk County, New York and the renovation and equipping of two buildings totaling approximately 220,000 square feet of space located thereon to make tenant fit-out improvements to provide incentives towards full occupancy by various lessees (collectively, the “**888 Facility**”), all to be leased by the Agency to the Original 888 Company for further sublease by the Original 888 Company to tenants (collectively, the “**888 Sublessees**”); and

WHEREAS, the Land was leased by the Original 888 Company to the Agency pursuant to the terms of the Company Lease Agreement, dated as of February 1, 2014 (the “**Original 888 Company Lease Agreement**”); and

WHEREAS, the Agency subleased the 888 Facility to the Original 888 Company pursuant to a certain Lease Agreement, dated as of February 1, 2014, (the “**Original 888 Lease Agreement**”), by and between the Agency, as sublessor, and the Original 888 Company, as sublessee; and

WHEREAS, SIG 888 LLC, a limited liability company organized and existing under the laws of the State of New York (the “**888 Company**”), previously requested the Agency’s consent to the assignment by the Original 888 Company of all of its rights, title, interest and obligations under the Original 888 Lease Agreement and certain other agreements in connection with the 888 Facility to, and the assumption by, the 888 Company of all of such rights, title, interest and obligations of the Original 888 Company, and the release of the Original 888 Company from any further liability with respect to the 888 Facility subject to certain requirements of the Agency, all pursuant to the terms of an Assignment, Assumption and Amendment Agreement, dated as of October 31, 2017 (the “**888 Assignment, Assumption and Amendment Agreement**”), by and among the Agency, the Original 888 Company, and the 888 Company; and

WHEREAS, the Original 888 Lease Agreement was assigned and amended pursuant to the 888 Assignment, Assumption and Amendment Agreement (collectively, the Original 888 Lease Agreement and the 888 Assignment, Assumption and Amendment Agreement are the “**888 Lease Agreement**”); and

WHEREAS, the Agency previously provided its assistance to 878 Realty Co., LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “**Original 878 Company**”), in (i) the acquisition of a leasehold interest in an approximately one-half acre parcel of land located at 878 Veterans Memorial Highway, Hauppauge, Town of Islip, Suffolk County, New York and the construction and equipping of an approximately 87,945 square foot facility located thereon, and the acquisition and installation of certain equipment (collectively, the “**878 Facility**”); and together with the 888

Facility, the “**Facilities**”), and which 878 Facility is used by Allstate Insurance Company, an Illinois business company (the “**Sublessee**” and “**Sublandlord**”), for its primary use as a major insurance company; and

WHEREAS, the Land was leased by Hauppauge Office Park Associates, LLC, a New York limited liability company (the “**Original Ground Lessor**”) to the Original 878 Company pursuant to a certain Ground Lease, dated as of July 1, 2013 (the “**Ground Lease**”) for further sublease by the Original 878 Company to the Agency pursuant to the terms of the Company Lease Agreement, dated as of September 1, 2013 (the “**Original 878 Company Lease Agreement**”); and

WHEREAS, the Agency subleased the 878 Facility to the Original 878 Company pursuant to a certain Lease Agreement, dated as of September 1, 2013 (the “**Original 878 Lease Agreement**”), by and between the Agency, as sublessor, and the Original 878 Company, as sublessee; and

WHEREAS, 878 Lease LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York (the “**878 Company**”; and together with the 888 Company, the “**Companies**”), previously requested the Agency’s consent to the assignment by the Original 878 Company of all of its rights, title, interest and obligations under the Original 878 Lease Agreement and certain other agreements in connection with the 878 Facility to, and the assumption by, the 878 Company of all of such rights, title, interest and obligations of the Original 878 Company, and the release of the Original 878 Company from any further liability with respect to the 878 Facility subject to certain requirements of the Agency, all pursuant to the terms of an Assignment, Assumption and Amendment Agreement, dated as of October 31, 2017 (the “**878 Assignment, Assumption and Amendment Agreement**”), by and among the Agency, the Original 878 Company, the Sublessee and the 878 Company; and

WHEREAS, in connection with such assignment, the Land was sold by the Original Ground Lessor to the 888 Company, and the Land continued to be leased by the 888 Company to the 878 Company; and

WHEREAS, the Original 878 Lease Agreement was assigned and amended pursuant to the 878 Assignment, Assumption and Amendment Agreement (collectively, the Original 878 Lease Agreement and the 878 Assignment, Assumption and Amendment Agreement are the “**878 Lease Agreement**”; and together with the 888 Lease Agreement, the “**Lease Agreements**”); and

WHEREAS, the Sublandlord, as Sublessee of the 878 Facility has now requested the Agency’s consent to sublease the entire Fourth (4th) Floor portion of the 878 Facility, comprising approximately 20,329 square feet of space to PKF O’Connor Davies, LLP, a New York limited liability partnership (the “**Subtenant**”) for use in its business as general and administrative/executive office space, pursuant to a Sublease Agreement (the “**Sublease Agreement**”), to be dated a date to be determined, between the Sublandlord and the Subtenant; and

WHEREAS, the Company has requested that the Agency consent to the Sublease between the Sublandlord and the Subtenant; and

WHEREAS, such consent may be manifested by the execution and delivery of a Tenant Agency Compliance Agreement, to be dated a date to be determined, between the Agency and the Subtenant (the "**Tenant Agency Compliance Agreement**"); 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 a portion of the 878 Facility by the Sublandlord to the Subtenant; and

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

Section 1. The Agency hereby finds and determines:

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

(b) The subleasing of a portion of the 878 Facility to the Subtenant 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; and

(c) The Agency consents to the subleasing of a portion of the 878 Facility to the Subtenant; and

(d) The execution of the Tenant Agency Compliance Agreement will satisfy the requirement of Section 9.3 of the 878 Lease Agreement that any subleasing of the 878 Facility be consented to in writing by the Agency; and

(e) It is desirable and in the public interest for the Agency to consent to the subleasing of a portion of the 878 Facility to the Subtenant and to enter into the Tenant Agency Compliance Agreement.

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

Section 3. The form and substance of the Tenant Agency Compliance Agreement (in substantially the form presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4.

(a) 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 Tenant Agency Compliance Agreement in the form 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, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

(b) 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 878 Lease Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

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 13th day of September, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand as of September 13, 2022.

By _____
Assistant Secretary

Date: September 13, 2022

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at 40 Nassau Avenue, Islip, New York 11751 on the 13th day of September, 2022 the following members of the Agency were:

Present:

Chairwoman; Angie Carpenter
Members; John Cochrane, Mary Kate Mullin, James O’Connor

Absent: Member Jorge Guadrone

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 the consent to the subleasing of a portion of the 555 N Research Corporation/CVD Materials Corporation 2017 Facility from ELM Freight Handlers Inc. to Resion LLC and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay

Angie Carpenter
John Cochrane
Mary Kate Mullin
James O’Connor

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE SUBLEASING OF A PORTION OF THE 555 N RESEARCH CORPORATION/CVD MATERIALS CORPORATION 2017 FACILITY FROM ELM FREIGHT HANDLERS INC. TO RESION LLC AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as may be 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 Agency previously assisted the 555 N Research Corporation (the “**Original Company**” and “**Assignor**”), in connection with the (a) the acquisition of an approximately 11.88 acre parcel of land located at 555 North Research Place, Central Islip, New York 11722 (the “**Land**”), the renovation of an approximately 179,000 square foot building located thereon, together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Land (the “**Original Improvements**”) and the acquisition and installation therein of certain equipment not part of the Original Equipment (as such term is defined herein) (the “**Original Facility Equipment**”); and, together with the Land and the Improvements, the “**Original Company Facility**”), which Original Company Facility is leased and subleased by the Agency to the Original Company and further subleased by the Original Company to CVD Materials Corporation, a New York business corporation (the “**Original Sublessee**”); and (b) the acquisition and installation of certain equipment and personal property (the “**Original Equipment**”, and together with the Original Company Facility, the “**Original Facility**”), which Original Equipment is leased by the Agency to the Original Sublessee, and which Original Facility is currently used by the Original Sublessee for its primary use as a manufacturing facility to process surface treatments or films and coatings on various product lines in its business as a manufacturer of equipment and materials for the semiconductor industry (the “**Original Project**”); and

WHEREAS, the Agency previously acquired a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of November 1, 2017 (the “**Original Company Lease**”), by and between the Original Company and the Agency; and

WHEREAS, the Agency previously subleased and leased the Original Facility to the Original Company pursuant to a certain Lease and Project Agreement, dated as of November 1, 2017 (the “**Original Lease Agreement**”), by and between the Agency and the Original Company; and

WHEREAS, the Agency previously consented to a request from the Original Company to the assignment by the Original Company of all of its rights, title, interest and obligations under the Original Company Lease and the Original Lease Agreement to, and the assumption by STEEL 555 NRP, LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware (the “**Company**” and “**Assignee**”), of all of such rights, title, interest and obligations of the Original Company, and the release of the Original Company from any further liability with respect to the Facility subject to certain requirements of the Agency (the “**Assignment**”), all pursuant to the terms of a certain Assignment, Assumption and Amendment Agreement, dated July 26, 2021 (the “**Assignment Agreement**”), by and among the Agency, the Original Company and the Company; and

WHEREAS, in connection with the Assignment, the Agency has provided assistance in connection with (a) the acquisition of the Original Facility, (b) the renovation of the Original Improvements (the Original Improvements, as renovated, are the “**Improvements**”), and (c) the acquisition and installation of certain equipment and personal property (the “**Equipment**”, and together with the Land and Improvements, the “**Facility**”), which Facility will be leased by the Assignee to ELM Freight Handlers Inc., a business corporation duly organized and validly existing under the laws of the State of New York (the “**Sublandlord**”), and other future tenants to be determined (the “**Project**”); and

WHEREAS, the Original Company Lease was assigned by the Original Company and assumed by the Assignee, pursuant to a certain Assignment and Assumption of Company Lease Agreement, to be dated July 26, 2021 (the “**Assignment of Company Lease Agreement**”, and together with the Original Company Lease and the Assignment Agreement, the “**Company Lease**”), by and between the Original Company and the Assignee and consented to by the Agency; and

WHEREAS, the Original Lease Agreement was assigned by the Original Company and assumed by the Assignee, pursuant to a certain Assignment and Assumption of Lease Agreement, dated July 26, 2021 (the “**Assignment of Lease Agreement**”, and together with the Original Lease Agreement and the Assignment Agreement, the “**Lease Agreement**”), by and between the Original Company and the Assignee, and consented to by the Agency; and

WHEREAS, the Assignee transferred title to the Equipment to the Agency pursuant to a certain Bill of Sale, dated the date hereof (the “**Bill of Sale**”); and

WHEREAS, the Company previously subleased approximately 85,000 square feet of the Facility to the Sublandlord, consisting of (i) an approximately 45,000 square foot portion of the Facility pursuant to a certain Lease dated as of May 31, 2019, and (ii) an approximately 40,000 square foot portion of the Facility pursuant to a certain Lease dated as of November 23, 2020 (collectively, the “**Tenant Lease Agreement**”), by and between the Company and the Sublandlord, which may be amended from time to time; and

WHEREAS, the Company previously requested that the Agency consent to the Company subleasing the remaining approximately 94,000 square feet of the Facility to the

Sublandlord for a total of approximately 179,000 square feet of space pursuant to a certain Amended and Restated Lease, dated as of January 24, 2022 (the “**Prime Lease**”), between the Company and the Sublandlord; and

WHEREAS, the Sublandlord has now requested the Agency’s consent to the leasing of approximately 4,750 square feet of office space (the “**Demised Premises**”) to Resion LLC, a New York limited liability company (the “**Subtenant**”), pursuant to a Sublease Agreement, dated as of August 1, 2022 (the “**Sublease**”), between the Sublandlord and the Subtenant; and

WHEREAS, the Company has requested that the Agency consent to the Sublease between the Sublandlord and the Subtenant; and

WHEREAS, such consent may be manifested by the execution and delivery of a Tenant Agency Compliance Agreement, to be dated a date to be determined, between the Agency and the Subtenant (the “**Tenant Agency Compliance Agreement**”); 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 a portion of the Facility by the Sublandlord to the Subtenant; and

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

Section 1. The Agency hereby finds and determines:

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

(b) The subleasing of a portion of the Facility to the Subtenant 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; and

(c) The Agency consents to the subleasing of a portion of the Facility to the Subtenant; and

(d) The execution of the Tenant Agency Compliance Agreement will satisfy the requirement of Section 9.3 of the Lease Agreement that any subleasing of the Facility be consented to in writing by the Agency; and

(e) It is desirable and in the public interest for the Agency to consent to the subleasing of a portion of the Facility to the Subtenant and to enter into the Tenant Agency Compliance Agreement.

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

Section 3. The form and substance of the Tenant Agency Compliance Agreement (in substantially the form presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4.

(a) 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 Tenant Agency Compliance Agreement in the form 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, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "**Agency Documents**"). The execution thereof by Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

(b) 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 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

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 13th day of September, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand as of September 13, 2022.

By _____
Assistant Secretary

Date: September 13, 2022

At a meeting of the Town of Islip Industrial Development Agency (the “Agency”), held at 40 Nassau Avenue, Islip, New York 11751 on the 13th day of September, 2022 the following members of the Agency were

Present: Chairwoman Angie Carpenter, members John Cochrane, Mary Kate Mullin, and James O’Connor

Absent: Member Jorge Guadrone

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 (V1 ISP II, LLC 2022 Facility) and the leasing of the facility to V1 ISP II, LLC for subleasing by V1 ISP II, LLC to future tenants.

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

Voting Aye

Angie Carpenter
John Cochrane
Mary Kate Mullin
James O’Connor

Voting Nay

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, Venture One Acquisitions, LLC, a Illinois limited liability company, on behalf of itself and/or the principals of Venture One Acquisitions, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Venture One**”), previously submitted its Application for Financial Assistance, dated January 10, 2022 (the “**Original Application**”) to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 4.98 acre parcel of land located at the northeast corner of Veterans Memorial Highway and 1st Avenue, Bohemia, New York (the “**Land**”), the construction and equipping thereon of a building totaling approximately 75,416 square feet (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 Venture One, and subleased by Venture One to various tenants (the “**Tenants**”), for use as an industrial warehouse space (the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on March 8, 2022 (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, Venture One notified the Agency that it had formed V1 ISP II, LLC, an Illinois limited liability company (the “**Company**”), which is an entity owned by the principals of Venture One, and Venture One amended its application for financial assistance to revise the name of the Company (the “**First Amendment to Application**”); and

WHEREAS, the Company has notified the Agency of its intent to further amend its Original Application, as amended by the First Amendment to Application, in order to request an increase in mortgage recording tax benefits to cover the decrease in Owner Equity as reflected in Part IV of the Original Application (the “**Second Amendment to Application**”);

and, together with the Original Application and the First Amendment to Application, 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 \$15,000,000 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 not to exceed \$18,000,000 (inclusive of, not in addition to, the previously authorized Mortgage Recording Tax Benefit) 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 \$18,000,000 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; 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, they Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents (as defined therein); and

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

Date: September 13, 2022

At a meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), held at 40 Nassau Avenue, Islip, New York 11751 on the 13th day of September, 2022 the following members of the Agency were

Present:

Chairwoman Angie Carpenter

Members; John Cochrane, Mary Kate Mullin, James O’Connor

Absent:

Member Jorge Guadrone

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 (V1 ISP III, LLC 2022 Facility) and the leasing of the facility to V1 ISP III, LLC for subleasing by V1 ISP III, LLC to future tenants.

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

Voting Aye

Voting Nay

Angie Carpenter
John Cochrane
Mary Kate Mullin
James O’Connor

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, V1 ISP III, LLC, an Illinois limited liability company, on behalf of itself and/or the principals of V1 ISP III, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), previously submitted its Application for Financial Assistance, dated June 24, 2022 (the “**Original Application**”) to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 8.96 acre parcel of land located at 2100 Smithtown Avenue, Ronkonkoma, New York 11779 (the “**Land**”), the demolition of an approximately 112,189 square foot existing building thereon and the construction and equipping thereon of an approximately 127,980 square foot building (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 subleased by the Company to various tenants (the “**Tenants**”), for use as an industrial warehouse space (the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on August 9, 2022 (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 of its intent to amend its Original Application, in order to request an increase in mortgage recording tax benefits to cover the decrease in Owner Equity as reflected in Part IV of the Original Application (the “**Amendment to Application**”; and, together with the Original Application, 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 \$28,000,000 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 not to exceed \$40,000,000 (inclusive of, not in addition to, the previously authorized Mortgage Recording Tax Benefit) 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 \$40,000,000, 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; 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, they Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents (as defined therein); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility 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 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 September 13, 2022, 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 13th day of September, 2022.

By: _____
 Assistant Secretary