1. Call the meeting of the Town of Islip Industrial Development Agency to order.

2. To approve the minutes from the meeting of the Town of Islip Industrial Development Agency on December 1, 2015.

3. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Maple Avenue Lofts, LLC located at 11 Maple Avenue, Bay Shore.

4. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Suffolk County Industrial, LLC located on 5th Avenue, Bay Shore.

5. To consider the adoption of a Resolution approving the mortgage refinance for Bridal Lodging Group Central Islip LLC located at the corner of Carleton Avenue and Courthouse Drive, Central Islip.

6. To consider the adoption of a Resolution approving the mortgage refinance for Blackman Plumbing, located at 900 Sylvan Avenue, Bayport.

7. To consider the adoption of a Resolution amending the PILOT agreement for Restaurant Depot located at 1335 Lakeland Avenue, Bohemia.

8. To consider the adoption of a resolution between the Town of Islip Industrial Development Agency and Camoin Associates, the firm selected and recommended by the Heartland FIA RFP Review Committee for award of the IDA’s RFP for a Fiscal Impact Analysis on the proposed Heartland Town Square project.

9. To consider the adoption of a resolution modifying and extending the PILOT benefits for 267 Carleton Ave Associates, located at 267 Carleton Avenue, Central Islip.

10. To consider any other business that may come before the Agency.
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 2

TYPE OF RESOLUTION: APPROVAL OF MINUTES

COMPANY: N/A

PROJECT LOCATION: N/A

JOBS (RETAINED/CREATED): N/A

INVESTMENT: N/A
METEING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
December 1, 2015
Meeting Minutes

1. The Meeting of the Town of Islip Industrial Development Agency was called to order on a motion by Councilwoman Bergin Weichbrodt and seconded by Councilman Flotteron. All members were present and the Chairwoman acknowledged a quorum.

2. To approve the minutes from the Meeting of the Members of the Town of Islip Industrial Development Agency on November 17, 2015. On a motion by Councilman Cochrane and seconded by Councilman Senft, said Minutes were approved unanimously.

3. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and SUNation Solar Systems, located at 171 Remington Boulevard, Ronkonkoma. On a motion by Councilman Senft and seconded by Councilman Flotteron, said resolution was approved unanimously.

4. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and Prime Eleven Tower, LLC/Prime Enterprises, LLC, located at 555 Prime Place, Hauppauge. On a motion by Councilwoman Bergin Weichbrodt and seconded by Councilman Senft, said resolution was approved unanimously.

5. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and Hemisphere Trading of NY, LLC/42 Windsor Place, Inc., located at 42 Windsor Place, Central Islip. On a motion by Councilman Cochrane and seconded by Councilman Senft, said resolution was approved unanimously.

6. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and N & G Realty, Piping Rock Health Products and Zoom North America, LLC, consenting to subleases and sales tax benefits, located at 2040 Express Drive South, Hauppauge. On a motion by Councilwoman Bergin Weichbrodt and seconded by Councilman Cochrane, said resolution was approved unanimously.

7. To consider the adoption of a Resolution between the Town of Islip Industrial Development Agency and HSRE-EB Sayville, LLC 2015 facility approving the mortgage refinancing for Engle Burman at Sayville, LLC located at 115-121 Lakeland Avenue, Sayville. On a motion by Councilman Senft and seconded by Councilman Flotteron, said motion was approved unanimously.

8. The December 1, 2015 meeting of the IDA Board was adjourned on a motion by Councilwoman Bergin Weichbrodt and seconded by Councilman Flotteron.
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 3

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: MAPLE AVENUE LOFTS

PROJECT LOCATION: 11 MAPLE AVENUE, BAY SHORE

JOBS (RETAINED/CREATED): 0/2

INVESTMENT: $32.8
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING MAPLE AVENUE LOFTS, LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF MAPLE AVENUE LOFTS, 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, CONSTRUCTING, EQUIPPING AND FURNISHING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Maple Avenue Lofts, 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 Maple Avenue Lofts, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), has requested the Agency’s assistance to finance certain costs of an industrial development facility consisting of (i) the acquisition of an approximately 1.7 acre parcel of land located at 11 Maple Avenue, Bay Shore, Town of Islip, Suffolk County, New York (the “Land”), (ii) the construction and equipping of an approximately 119,000 square foot 4-story building, containing (a) approximately 90 apartments consisting of 18 studios, 45 one-bedroom units and 27 two-bedroom units (61 units will be set-aside for households earning up to 60% of Area Median Income (“AMI”), 4 units will be set-aside for households earning up to 90% AMI and the remaining 25 units will be for households earning up to 130% AMI), (b) a ground floor which will include approximately 1,870 of commercial space and approximately 103 on-site parking spaces reserved exclusively for the residents, and (c) 2 elevators, a fitness room, community room, on-site laundry and an on-site management office and (iii) the improvement of approximately 164 on-site parking spaces to be used as shared public spaces that will support Main Street businesses, (collectively, the “Facility”), all to be leased by the Agency to the Company and used by the Company as a mixed use residential apartment complex for residents of the Town of Islip; and

WHEREAS, the Agency will acquire a leasehold interest in the Facility, and will lease or 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 Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $12,000,000 but not to exceed $15,000,000 in connection with the financing of the acquisition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $700,000 in connection with the purchase or lease of equipment, building materials, services or other personal property,
and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the “State”); 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 transfer of the leasehold interest in the Facility is either an inducement to the Company to expand its operations 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 Agency constitutes an “Involved Agency” (as defined in SEQR);

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 transfer of a leasehold interest in the Land (as such term is defined in the Lease Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company; and
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, renovation, 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 SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

Section 2. In connection with the acquisition, construction and equipping of the Facility, the Agency upon review of the Company’s application and the other materials and information provided by the Company to the Agency, and other publicly available information known by the Agency, hereby makes the following determinations and findings:

(a) The Town of Islip is in lack of safe, clean and modern housing in the Town of Islip.

(b) A healthy residential environment located in the Town of Islip is necessary and desirable in order to further economic growth in the Town of Islip and provide construction employment and permanent private sector employment.

(c) The Facility, by providing the nucleus of a healthy residential environment, will be instrumental and vital in the further growth of the Town of Islip.

(d) Such lack of market-rate housing has resulted in persons leaving the Town of Islip and therefore adversely affecting businesses, retailers, banks, financial institutions, insurance companies, health and legal services providers and other merchants in the Town of Islip and otherwise adversely impacting the economic health and well-being of the residents of the Town of Islip and the tax base of the Town of Islip.

(e) The Facility, by providing such housing will enable persons to remain and work in the Town of Islip and thereby to support the businesses, retailers, banks, financial institutions, insurance companies, health care and legal services providers and other merchants in the Town of Islip which will increase the economic health and well-being of the residents of the Town of Islip, help preserve and increase permanent private sector jobs in furtherance of the Agency’s public purposes as set forth in the Act, and therefore the Agency finds and determines that
the Facility is a commercial project within the meaning of Section 854(4) of the Act.

(f) The Facility will provide services, i.e., housing, which but for the Facility would not otherwise be reasonably accessible to the residents of the Town of Islip.

(g) Because the Facility will play a significant role in the further economic growth of the Town of Islip, the Facility constitutes a commercial facility and therefore a “project” under the Act.

Section 3. The acquisition, construction and equipping of the Facility by the Agency, the leasing thereof to the Company, and the provision of financial assistance 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 4. Subject to the provisions of this resolution, the Agency shall (i) acquire, construct, equip and furnish the Facility and (ii) lease or sublease the Facility to the Company.

Section 5. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction, equipping and furnishing of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $12,000,000 but not to exceed $15,000,000 in connection with the financing of the acquisition, constructing and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $700,000 in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 6. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the recapture agreement.

Section 7. The law firm of Nixon Peabody LLP is hereby appointed Transaction Counsel to the Agency.

Section 8. 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 transfer of real estate described in the foregoing resolution.
Section 9. The Chairman or the Chief Executive Officer of the Agency or any other duly authorized official of the Agency are each hereby authorized and directed (i) to distribute copies of this resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. 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. By acceptance hereof, the Company agrees 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 11. This resolution shall take effect immediately.

ADOPTED: December 15, 2015

ACCEPTED: ________ 2015 MAPLE AVENUE LOFTS, LLC

By: ______________________

Printed Name:
STATE OF NEW YORK )
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 December 15, 2015, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:

Absent:

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                                              Voting Nay

and, therefore, the resolution was declared duly adopted.

The Application is 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 December 15, 2015.

______________________________
Assistant Secretary
EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), and 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 ___, 20___, at ______. m. a.m., local time, at Town of Islip, Offices of Economic Development, 40 Nassau Avenue, Islip, New York 11751 in connection with the following matters:

Maple Avenue Lofts, 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 Maple Avenue Lofts, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), has requested the Agency’s assistance to finance certain costs of an industrial development facility consisting of (i) the acquisition of an approximately 1.7 acre parcel of land located at 11 Maple Avenue, Bay Shore, Town of Islip, Suffolk County, New York (the “Land”), (ii) the construction and equipping of an approximately 119,000 square foot 4-story building, containing (a) approximately 90 apartments consisting of 18 studios, 45 one-bedroom units and 27 two-bedroom units (61 units will be set-aside for households earning up to 60% of Area Median Income (“AMI”), 4 units will be set-aside for households earning up to 90% AMI and the remaining 25 units will be for households earning up to 130% AMI), (b) a ground floor which will include approximately 1,870 of commercial space and approximately 103 on-site parking spaces reserved exclusively for the residents, and (c) 2 elevators, a fitness room, community room, on-site laundry and an on-site management office and (iii) the improvement of approximately 164 on-site parking spaces to be used as shared public spaces that will support Main Street businesses, (collectively, the “Facility”), all to be leased by the Agency to the Company and used by the Company as a mixed use residential apartment complex for residents of the Town of Islip. The Facility will be initially owned, operated and/or managed by the Company.

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

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

Dated: December ___, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Title: Executive Director
EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON
_______, 20___ AT ________ _M.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(MAPLE AVENUE LOFTS, LLC 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:

Maple Avenue Lofts, 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 Maple
Avenue Lofts, LLC and/or an entity formed or to be formed on behalf of any of the
foregoing (collectively, the “Company”), has requested the Agency’s assistance to
finance certain costs of an industrial development facility consisting of (i) the acquisition
of an approximately 1.7 acre parcel of land located at 11 Maple Avenue, Bay Shore,
Town of Islip, Suffolk County, New York (the “Land”), (ii) the construction and
equipping of an approximately 119,000 square foot 4-story building, containing (a)
approximately 90 apartments consisting of 18 studios, 45 one-bedroom units and 27 two-
bedroom units (61 units will be set-aside for households earning up to 60% of Area
Median Income (“AMI”), 4 units will be set-aside for households earning up to 90%
AMI and the remaining 25 units will be for households earning up to 130% AMI), (b) a
ground floor which will include approximately 1,870 of commercial space and
approximately 103 on-site parking spaces reserved exclusively for the residents, and (c) 2
elevators, a fitness room, community room, on-site laundry and an on-site management
office and (iii) the improvement of approximately 164 on-site parking spaces to be used
as shared public spaces that will support Main Street businesses, (collectively, the
“Facility”), all to be leased by the Agency to the Company and used by the Company as
a mixed use residential apartment complex for residents of the Town of Islip. The
Facility will be initially owned, operated and/or managed by the Company.

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

_________________________
Secretary
EXHIBIT C

Proposed PILOT Schedule

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

NOTE: The first 2 years are based on assessment (land value) and the rest of the PILOT is a dollar amount ($1,800 per unit x 90 units, 4% annual increase).

Year 1       100% normal tax due on the taxable assessed value of 89,000
Year 2       100% normal tax due on the taxable assessed value of 89,000
Year 3       $162,000
Year 4       $168,480
Year 5       $175,219
Year 6       $182,228
Year 7       $189,517
Year 8       $197,098
Year 9       $204,982
Year 10      $213,181
Year 11      $221,708
Year 12      $230,577
Year 13      $239,800
Year 14      $249,392
Year 15      $259,367
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 4

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: SUFFOLK COUNTY INDUSTRIAL

PROJECT LOCATION: 1724 5TH AVENUE, BAY SHORE

JOBS (RETAINED/CREATED): 200/150

INVESTMENT: $14.2
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING SUFFOLK COUNTY INDUSTRIAL LLC, A LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF SUFFOLK COUNTY INDUSTRIAL LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Suffolk County Industrial 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 Suffolk County Industrial 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 32.88 acre parcel of land located at 1724 Fifth Avenue, Bay Shore, New York 11706 (the “Land”), the renovation of an existing approximately 400,000 square foot building located thereon, together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Land (the “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 used by the Company as an industrial complex for further sublease by the Company to Bimbo Bakeries USA, Inc. and future tenants not yet determined (collectively, the “Sublessees”), including the following as they relate to the appointment of the Company as agent(s) of the Agency with respect to the acquisition, renovation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, renovation and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, renovation and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment and will lease 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 and the Sublessee consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in an amount not to exceed $200,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, (ii) exemptions from mortgage recording taxes for one or more mortgages securing the principal amount presently estimated to be $10,662,500 but not to exceed $12,000,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and

WHEREAS, 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 transaction is either an inducement to the Company to maintain and expand 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.

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, renovation, 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 SEQR.
Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

Section 2. The acquisition, renovation and equipping of the Facility by the Agency, the leasing and subleasing of the Facility to the Company, the further subleasing of the Facility to the Sublessees and the provision of financial assistance 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, renovate and equip the Facility, and (ii) lease and sublease the Facility to the Company.

Section 4. 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: (i) exemptions from sales and use taxes in an amount not to exceed $200,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, (ii) exemptions from mortgage recording taxes for one or more mortgages securing the principal amount presently estimated to be $10,662,500 but not to exceed $12,000,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 5. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to the transactions contemplated by this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and a recapture agreement.

Section 6. 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 transfer of the real estate described in the foregoing resolution.

Section 7. The Chairman, Executive Director, counsel to the Agency 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 8. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further 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 9. This resolution shall take effect immediately.
ADOPTED: December 15, 2015

ACCEPTED: __________, 20__

SUFFOLK COUNTY INDUSTRIAL LLC

By: __________________________
Name: _______________________
Title: _______________________

4R15-6190-0331.1
STATE OF NEW YORK

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 December 15, 2015, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:

Absent:

Also Present:

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

Voting Ave

and, therefore, the resolution was declared duly adopted.

The Application is 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 December 15, 2015.

____________________________________
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 _____, 201_, 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:

Suffolk County Industrial 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 Suffolk County Industrial 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 32.88 acre parcel of land located at 1724 Fifth Avenue, Bay Shore, New York 11706 (the “Land”), the renovation of an existing approximately 400,000 square foot building located thereon, together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Land (the “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 used by the Company as an industrial complex for further sublease by the Company to Bimbo Bakeries USA, Inc. and future tenants not yet determined (collectively, the “Sublessees”). The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Land and the Improvement and title to the Equipment and will lease and sublease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes in connection with the renovation and equipping of the Facility, exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing or permanent financing of the Facility and abatement of real property taxes, all consistent with the policies of the Agency.

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

Dated: __________, 201_

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Title: Executive Director
EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON ____________, 201__

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(SUFFOLK COUNTY INDUSTRIAL LLC 2016 FACILITY)

1. William G. Mannix, Executive Director of the Town of Islip Industrial Development Agency (the “Agency”) called the hearing to order.

2. William G. Mannix then appointed himself 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:

Suffolk County Industrial 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 Suffolk County Industrial 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 32.88 acre parcel of land located at 1724 Fifth Avenue, Bay Shore, New York 11706 (the “Land”), the renovation of an existing approximately 400,000 square foot building located thereon, together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Land (the “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 used by the Company as an industrial complex for further sublease by the Company to Bimbo Bakeries USA, Inc. and future tenants not yet determined (collectively, the “Sublessees”). The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Land and the Improvement and title to the Equipment and will lease and sublease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes in connection with the renovation and equipping of the Facility, exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing or permanent financing of the Facility and abatement of real property taxes, all consistent with the policies of the Agency.
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 _________ __, 201__, at ___ a.m., local time, at Town of Islip, Offices of Economic Development, 40 Nassau Avenue, Islip, New York 11751, 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 _________ __, 201__.

______________________________
Assistant Secretary
EXHIBIT C

Form of 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), Bay Shore School District, Suffolk County and Appropriate Special Districts

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) which are or may be imposed for special improvements or special district improvements, that the Company would pay without exemption.

First 7 years are frozen, 3% annual increase years 8-15, full taxation beginning year 16

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TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 5

TYPE OF RESOLUTION: MORTGAGE REFINANCE

COMPANY: BRIAD DEVELOPMENT EAST (1ST HOTEL)

PROJECT LOCATION: CARLETON AVE, CI
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 15th day of December, 2015, 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 a proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (Briad Lodging Group Central Islip, LLC Facility) and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING MORTGAGE FINANCING AND THE EXECUTION AND DELIVERY OF LOAN DOCUMENTS IN CONNECTION THEREWITH FOR THE BRIDAL LODGING GROUP CENTRAL ISLIP, LLC FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF SUCH RELATED DOCUMENTS

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

WHEREAS, the Agency has previously assisted Bridal Lodging Group Central Islip, LLC, a limited liability company, Lodging Group Central Islip, collectively, the “Company”) in connection with an industrial development facility consisting of the acquisition of an approximately 3.46 acre parcel of land located at the northeast corner of Carleton Avenue and Courthouse Drive, Central Islip, New York (more specifically identified as tax map number 0500-207.00-01.00-003.056) (the “Land”) and the construction and equipping of an approximately 95,205 square foot 4-story, 125 room, all-suite extended stay hotel to be located thereon, including, but not limited to, a fitness center, conference rooms, a business center, a pool and additional parking spaces, together with the acquisition and installation of furniture, fixtures and equipment (the “Improvements” and “Equipment”), leased by the Agency to the Company to provide a full range of services to the business and leisure traveler visiting the Town of Islip (the Land, Improvements and Equipment, collectively, the “Facility”); and

WHEREAS, the Agency is currently leasing the Land and the Improvements to the Company pursuant to a certain Lease Agreement, dated as of June 1, 2012 (the “Lease Agreement”), a memorandum of which Lease Agreement was to be recorded in the Suffolk County Clerk’s Office; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company entered into a Payment-in-Lieu-of-Tax Agreement, dated as of June 1, 2012 (the “PILOT Agreement”), which provided for the Company to make payments in lieu of real property taxes on the Facility; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company entered into an Environmental Compliance and Indemnification Agreement, dated as of June 1, 2012 (the “Environmental Compliance and Indemnification Agreement”), whereby the Company agreed to comply with all Environmental Laws (as defined therein) applicable to the Facility; and

WHEREAS, although the Facility is used in making retail sales to customers who visit the Facility and would be considered a “retail facility”, based upon the representations and warranties of the Company in its request for financial assistance, the Facility is located in a “highly distressed area” as defined in Section 862(2)(b) of the Act and therefore the Facility is not subject to the prohibitions on providing financial assistance to retail facilities; and
WHEREAS, the Agency previously consented to a request by the Company to enter into a financing with Peapack-Gladstone Bank or such other lender that may be determined (the “Lender”) with respect to the Facility in the aggregate principal amount of $18,750,000 (the “2014 Loan”); and

WHEREAS, the Company has now requested that the Agency consent to enter into a refinancing with the Lender with respect to the Facility in the aggregate principal amount presently expected to be $19,575,000 but not to exceed $20,000,000 (the “2015 Loan”); and

WHEREAS, the proceeds of the 2015 Loan will be used to satisfy the 2014 Loan; and

WHEREAS, as security for such 2015 Loan being made to the Company by the Lender, the Company has submitted a request to the Agency that it join with the Company in executing and delivering to the Lender one or more mortgages and such other loan documents, satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably requested by the Lender (the “2015 Loan Documents”); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes securing the principal amount presently estimated to be $19,575,000 but not to exceed $20,000,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility; and

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

WHEREAS, by a confirmation to be executed prior to the closing of the transaction described herein (the “Confirmation”), the Supervisor of the Town of Islip, New York (the “Town”), will have confirmed the Agency’s findings and determinations with respect to the Facility that the Facility qualifies as a “project” under the Act and that the Facility satisfies all other requirements of the Act; 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 transactions contemplated by the financing or refinancing of the Facility and the continued leasing and subleasing of the Facility.

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

Section 1. The Agency hereby finds and determines:

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

(b) The Facility continues to constitute a “project”, as such term is defined in the Act.
(c) The financing or refinancing of the acquisition, renovation and equipping of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.

(d) The financing or refinancing of the acquisition, renovation and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.

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

(f) It is desirable and in the public interest for the Agency to assist in the financing or refinancing of the acquisition, renovation and equipping of the Facility.

(g) The 2015 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2015 Loan and assign to the Lender their respective rights under the Lease Agreement (except the Agency's Unassigned Rights as defined therein).

Section 2.

(a) While the Facility is used in making retail sales to customers who will visit the Facility and would be considered a "retail facility", based upon the representations and warranties of the Company in the request for financial assistance, the Facility is located in a "highly distressed area" as defined in Section 862(2)(b) of the Act and therefore the Facility is not subject to the prohibitions on providing financial assistance to retail facilities.

(b) The Facility preserves the public purposes of the Act by increasing the number of private sector jobs in the Town of Islip.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) grant a mortgage on and security interest in and to the Facility pursuant to a certain mortgage and security agreement for the benefit of the Lender (the "2015 Mortgage"), (ii) execute, deliver and perform the 2015 Mortgage, and (iii) execute, deliver and perform the 2015 Loan Document to which the Agency is a party, as may be necessary or appropriate to effect the 2015 Loan or any subsequent refinancing of the 2015 Mortgage.

Section 4. Subject to the provisions of this resolution and the Lease Agreement, the Agency is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the 2015 Loan Documents and 2015 Mortgage, and such other related documents as may be necessary or appropriate to effect the 2015 Loan, or any subsequent refinancing of the 2015 Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed.
Section 5. Subject to the provisions of this resolution and the Lease Agreement, the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $19,575,000 but not to exceed $20,000,000, in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping of the Facility.

Section 6.

(a) Subject to the provisions of this resolution and the Lease Agreement; the Chairman, Executive Director, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2015 Mortgage and 2015 Loan Documents, together with such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, Executive Director, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) the Chairman, Executive Director, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 7. Subject to the provisions of this resolution and the Lease Agreement, the officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 8. Any expenses incurred by the Agency with respect to the financing or refinancing of the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the financing or refinancing of the Facility.

Section 9. This resolution shall take effect immediately.

ADOPTED: December 15, 2015
ACCEPTED: ________ 2015

BRIAD LODGING GROUP CENTRAL ISLIP, LLC

By: ______________________________
Printed Name:

4821-6394-1931.1
STATE OF NEW YORK       
COUNTY OF SUFFOLK   

: SS.:

1, 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 December 15, 2015, 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 15th day of December, 2015.

By: ____________________________________________
   Assistant Secretary
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 6

TYPE OF RESOLUTION: MORTGAGE REFINANCE

COMPANY: BLACKMAN PLUMBING

PROJECT LOCATION: 900 SYLVAN AVE, BAYPORT
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 15th day of December, 2015, 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 take action on a proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (Bayport Partners, LLC/Blackman Plumbing Supply Company, Inc. 2008 Facility) and approving the execution and delivery of related documents.

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

Voting Aye                                      Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING MORTGAGE FINANCING AND THE EXECUTION AND DELIVERY OF LOAN DOCUMENTS IN CONNECTION THERewith FOR BAYPORT PARTNERS, LLC/BLACKMAN PLUMBING SUPPLY COMPANY, INC. 2008 FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF SUCH RELATED DOCUMENTS

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

WHEREAS, the Agency has previously assisted Bayport Partners, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “Company”), consisting of the acquisition of an approximately 21.76 acre parcel of land located at 900 Sylvan Avenue, Bayport, Town of Islip, New York (the “Land”), the renovation of an existing approximately 204,689 square foot building, together with the construction of a new parking lot of approximately 254,870 square feet, located on the Land, and the equipping thereof, all leased by the Agency to the Company, for further sublease to, and use by, Blackman Plumbing Supply Company, Inc., a New York business corporation (the “Sublessee”), as its regional headquarters in the sale and distribution of various plumbing, heating and cooling supplies (collectively, the “Facility”); and

WHEREAS, the Agency is leasing the Facility to the Company pursuant to a certain Lease Agreement, dated as of November 1, 2008 (the “Lease Agreement”), by and between the Agency, as lessor and the Company, as lessee; and

WHEREAS, the Company is subleasing the Facility to the Sublessee pursuant to a Sublease Agreement, dated November 10, 2008 (the “Sublease Agreement”), by and between the Company, as sublessor and the Sublessee, as sublessee; and

WHEREAS, in connection with the leasing and subleasing of the Facility, the Agency and the Sublessee entered into an Agency Compliance Agreement, dated as of November 1, 2008 (the “Agency Compliance Agreement”), whereby the Sublessee made certain representations, warranties and agreements in connection with its use and operation of the Facility; and

WHEREAS, in connection with the leasing and the subleasing of the Facility, the Agency, the Company and the Sublessee entered into a Payment-in-Lieu-of-Tax Agreement, dated as of November 1, 2008 (the “PILOT Agreement”), which provided for the Company and the Sublessee to make payments in lieu of real property taxes on the Facility; and
WHEREAS, in connection with the leasing and the subleasing of the Facility, the Agency, the Company and the Sublessee entered into an Environmental Compliance and Indemnification Agreement, dated as of November 1, 2008 (the “Environmental Compliance and Indemnification Agreement”), whereby the Company and the Sublessee agreed to comply with all Environmental Laws (as defined therein) applicable to the Facility; and

WHEREAS, as security for the Loan (as such term is defined in the Lease Agreement), the Agency and the Company executed and delivered to ACOB Development Company, LLC, a limited liability company duly organized under the laws of the State of Florida (the “Original Lender”), a Mortgage and Security Agreement, dated November 10, 2008 (the “Original Mortgage”), securing the principal amount of $13,345,000, from the Company and the Agency to the Original Lender; and

WHEREAS, the Company has now requested that the Agency consent to enter into a refinancing with Astoria Bank or such other lender as may be determined (the “2015 Lender”) with respect to the Facility in the aggregate principal amount presently expected to be $16,000,000 but not to exceed $17,500,000 (the “2015 Loan”); and

WHEREAS, the proceeds of the 2015 Loan will be used to satisfy the Loan from the Original Lender; and

WHEREAS, as security for such 2015 Loan being made to the Company by the Lender, the Company has submitted a request to the Agency that it join with the Company in executing and delivering to the 2015 Lender one or more mortgages and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably requested by the 2015 Lender (the “2015 Loan Documents”); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes securing the principal amount presently estimated to be $16,000,000 but not to exceed $17,500,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility; and

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

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

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

4826-8283-1147.1
Section 1. The Agency hereby finds and determines:

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

(b) The Facility continues to constitute a “project” as such term is defined in the Act.

(c) The financing or refinancing of the acquisition, renovation and equipping of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.

(d) The financing or refinancing of the acquisition, renovation and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.

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

(f) It is desirable and in the public interest for the Agency to assist in the financing or refinancing of the acquisition, renovation and equipping of the Facility.

(g) The 2015 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2015 Loan and assign to the 2015 Lender their respective rights under the Lease Agreement (except the Agency’s Unassigned Rights as defined therein).

Section 2. In consequence of the foregoing, the Agency hereby determines to:

(i) grant a mortgage on and security interest in and to the Facility pursuant to a certain mortgage and security agreement for the benefit of the 2015 Lender (the “2015 Mortgage”),

(ii) execute, deliver and perform the 2015 Mortgage, and

(iii) execute, deliver and perform the 2015 Loan Document to which the Agency is a party, as may be necessary or appropriate to effect the 2015 Loan or any subsequent refinancing of the 2015 Mortgage.

Section 3. Subject to the provisions of this resolution and the Lease Agreement, the Agency is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the 2015 Loan Documents and 2015 Mortgage, and such other related documents as may be necessary or appropriate to effect the 2015 Loan, or any subsequent refinancing of the 2015 Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed.
Section 4.

(a) Subject to the provisions of this resolution and the Lease Agreement; the Chairman, Executive Director, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2015 Mortgage and 2015 Loan Documents, together with such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Agency Documents”). The execution thereof by the Chairman, Executive Director, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) The Chairman, Executive Director, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

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

Section 8. Any expenses incurred by the Agency with respect to the financing or refinancing of the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the financing or refinancing of the Facility.

Section 9. This resolution shall take effect immediately.

ADOPTED: December 15, 2015

ACCEPTED: _______ 2015

BAYPORT PARTNERS, LLC

By: ____________________________

Printed Name:
STATE OF NEW YORK  
COUNTY OF SUFFOLK  

: SS.:  

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 December 15, 2015, 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 15th day of December, 2015.

By: ____________________________  
   Assistant Secretary
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 7

TYPE OF RESOLUTION: AMEND PILOT AGREEMENT

COMPANY: RESTAURANT DEPOT

PROJECT LOCATION: 1335 LAKELAND AVE, BOHEMIA

JOBS (RETAINED/CREATED): 73/9

INVESTMENT: $7.6
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 15th day of December, 2015, 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 the amendment and modification of certain agreements in connection with a certain industrial development facility more particularly described below (JMDH Real Estate of Bohemia, LLC/Restaurant Depot, LLC 2015 Facility).

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

Voting Aye                    Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE AMENDMENT AND MODIFICATION OF CERTAIN AGREEMENTS IN CONNECTION WITH THE JMDH REAL ESTATE OF BOHEMIA, LLC/RESTAURANT DEPOT, LLC 2015 FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND INSTRUMENTS

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 1977 of the State of New York, as the same 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 certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency has previously assisted in the acquisition of an approximately 3.3 acre parcel of land located at 1335 Lakeland Avenue, Bohemia, New York 11716 (the “Original Land") and the construction and equipping thereon of an approximately 48,129 square foot building, together with the acquisition, installation and equipping of improvements, structures and other related facilities attached to the Original Land (the “Original Improvements”) and the acquisition and installation therein of certain equipment not part of the Equipment (as such term is defined herein) (the “Original Facility Equipment”; and, together with the Original Land and the Original Improvements, the “Original Company Facility”), which Original Company Facility was leased by the Agency to JMDH Real Estate of Bohemia, LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware and authorized to transact business in the State of New York (the “Company”) and subleased by the Company to Restaurant Depot Enterprises, LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware (the “Original Sublessee”); and

WHEREAS, the Agency previously assisted in (a) the acquisition of a 2.1 acre parcel of land adjacent to the Original Land, located at 1315 Lakeland Avenue, Bohemia, New York 11716 (the “2015 Land”; and together with the Original Land, the “Land”), the construction of an approximately 22,600 square foot addition to the existing 48,129 square foot building located thereon and an approximately 20,160 square foot canopy for covered parking (the “2015 Improvements”; and together with the Original Improvements, the “Improvements”) and the acquisition and installation therein of certain equipment not part of the Equipment (as such term is defined herein) (the “Facility Equipment”; which Facility Equipment, together with the Land and the Improvements, are the “Company Facility”), which Company Facility is being leased and subleased by the Agency to the Company for further sublease to Restaurant Depot, LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware and authorized to transact business in the State of New York (the “Sublessee”), and (b) the acquisition and installation of certain equipment and personal property (the “Equipment”), which Equipment is being leased by the Agency to the Sublessee (the Company Facility and the Equipment are collectively referred to herein as the “Facility”), and which Facility is to be used by the Sublessee in its business as a wholesale distributor of restaurant supplies; and

- 2 -
WHEREAS, the Company previously leased the Land and the Improvements to the Agency pursuant to and in accordance with a certain Company Lease Agreement, dated as of September 1, 2015 (the “Company Lease”), between the Company and the Agency, a memorandum of which such Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Company previously transferred title to the Facility Equipment to the Agency pursuant to a certain Bill of Sale, dated September 24, 2015 (the “Bill of Sale”); and

WHEREAS, the Agency previously subleased and leased the Company Facility to the Company pursuant to and in accordance with a certain Lease Agreement, dated as of September 1, 2015 (the “Lease Agreement”), between the Agency and the Company, a memorandum of which such Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

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

WHEREAS, it has come to the Agency’s attention that due to the demolition of an existing structure on the Land after November 14, 2014 (the “Inducement Date”), but prior to September 24, 2015 (the “Closing Date”), the assessed value of the real property had substantially decreased; and

WHEREAS, the schedule of payments-in-lieu-of-taxes attached as Exhibit A to the Original PILOT Agreement, calculated payments based on the value of the property and existing structures as of the Inducement Date; and

WHEREAS, the Agency, the Company and the Sublessee will agree to amend the Original PILOT Agreement to reflect the assessed value of the property as of the Closing Date, pursuant to a certain Amended and Restated Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2015 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “Amended and Restated PILOT Agreement”; and together with the Original PILOT Agreement, the “PILOT Agreement”), by and among the Agency, the Company and the Sublessee; 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 proposed transaction; and

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

Section 1. The Agency hereby finds and determines:
(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility continues to constitute a “project”, as such term is defined in the Act; and

(c) The Amended and Restated PILOT Agreement 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

(d) It is desirable and in the public interest for the Agency to enter into the Amended and Restated PILOT Agreement; and

(e) The Amended and Restated PILOT Agreement, in form satisfactory to the Chairman of the Agency and Transaction Counsel, will be an effective instrument whereby the Agency, the Company and the Sublessee may amend accordingly the Original PILOT Agreement to reflect the correct assessed value of the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the amendment and modification of the Original PILOT Agreement and (ii) execute, deliver and perform the Amended and Restated PILOT Agreement.

Section 3. The Agency is hereby authorized to provide the consents contemplated by this resolution and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such consents are hereby approved, ratified and confirmed

Section 4. The form and substance of the Amended and Restated PILOT Agreement (in substantially the form approved by the Chairman, the Executive Director and Transaction Counsel and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(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 Amended and Restated PILOT Agreement, in substantially the form thereof approved by the Chairman and Transaction Counsel with such changes, variations, omissions and insertions as the Chairman, the Vice Chairman, the Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman, the Executive Director and Transaction Counsel, 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 and all members 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, as amended).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.
STATE OF NEW YORK  )  
COUNTY OF SUFFOLK  )  SS.:  

I, the undersigned 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 15th day of December, 2015, 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 approved by said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of December, 2015.


By: ______________________________

Secretary
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15TH MEETING

AGENDA ITEM # 8

TYPE OF RESOLUTION: AWARD CONTRACT FOR
HEARTLAND FISCAL IMPACT ANALYSIS RFP

COMPANY: N/A

PROJECT LOCATION: N/A

JOBS (RETAINED/CREATED): N/A

INVESTMENT: N/A
WHEREAS, the Town of Islip Industrial Development Agency (the “Agency”) was created to promote, develop, encourage and assist in the acquisition, construction, improvement, maintenance, equipping and furnishing of certain industrial, manufacturing, warehousing, commercial, research, and recreation facilities, in order to promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip, New York and of the State of New York and to improve their standard of living; and

WHEREAS, the Agency is the current title holder of the Heartland Town Square property, a 452 acre parcel located at the former Pilgrim State Psychiatric Center; and

WHEREAS, the proposed Heartland Town Square project consists of a mixed-use development, to be built over a period of fifteen or more years in three distinct phases, which includes 9,000 residential units, 1 million square feet of retail space, over 3.2 million square feet of Class A office space and 215,500 square feet of civic space; and

WHEREAS, the Agency wishes to analyze the public cost and revenue implications of the Heartland Town Square project, including the short and long term fiscal impacts it will have on local government; and

WHEREAS, a Request for Proposals (“RFP”) was advertised by the Agency to prepare a Fiscal Impact Analysis for the Heartland Town Square project; and

WHEREAS, the RFP was advertised once and opened on November 19, 2015; and

WHEREAS, there were three responses at the time of opening, which have been reviewed by an RFP Review Committee; and

WHEREAS, following a comprehensive review, the RFP Review Committee hereby recommends that the Agency enter into a contract with Camoin Associates, 120 West Avenue, Suite 303, Saratoga Springs, NY 12866, who has been determined to be a responsible proposer, to provide a Fiscal Impact Analysis for the Heartland Town Square project for the Agency; and

NOW, THEREFORE, on a motion of seconded by

be it

RESOLVED, that the Chairwoman is hereby authorized to execute a contract with Camoin Associates, 120 West Avenue, Suite 303, Saratoga Springs, NY 12866, for the terms of which agreement shall be subject to the approval of the Islip Town Attorney; and

BE IT FURTHER RESOLVED, that the Comptroller is hereby authorized to make any and all budgetary adjustments to effectuate the contract

Upon a vote being taken, the result was:
Heartland FIA RFP Point Totals and Ranks

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TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR DECEMBER 15, 2015

AGENDA ITEM # 9

TYPE OF RESOLUTION: AMENDMENT OF PILOT

COMPANY: 267 CARLETON AVE ASSOCIATES

PROJECT LOCATION: 267 CARLETON AVENUE, CENTRAL ISLIP

JOBS (RETAINED/CREATED): N/A

INVESTMENT: N/A
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 15th day of December, 2015 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 pertaining to the modification and extension of certain payment-in-lieu-of tax benefits for a certain industrial development facility more particularly described below (267 Carleton Ave. Associates LLC/Sinnreich Safar & Kosakoff LLP/Esposito, Fuchs, Taormina & Co./First Land Title Agency of New York, Inc. 2005 Facility).

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

Voting Aye

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 267 CARLETON AVE. ASSOCIATES LLC AND SINNREICH SAFAR & KOSAKOFF LLP AND ESPOSITO, FUCHS, TAORMINA & CO. AND FIRST LAND TITLE AGENCY OF NEW YORK, INC., AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AMENDMENT AND AN AMENDED AND RESTATED PAYMENT-IN-LIEU OF TAX AGREEMENT AND APPROVING THE FORM, SUBSTANCE AND 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 the same 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 certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously assisted in the acquisition of an approximately 1.1 acre parcel of land located at 267 Carleton Avenue, Central Islip, New York (the “Land”), and the construction and equipping thereon of an approximately 28,488 square foot building including, without limitation, the furnishing and equipping thereof (the “Improvements and Equipment”; and, together with the Land, the “Facility”), which Facility is being leased by the Agency to 267 Carleton Ave. Associates LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and portions of such Facility are being subleased by the Company to (i) Sinnreich Safar & Kosakoff LLP, a limited liability partnership duly organized and validly existing under the laws of the State of New York (“Sinnreich Safar & Kosakoff”), (ii) Esposito, Fuchs, Taormina & Co., a general partnership duly organized and validly existing under the laws of the State of New York (“Esposito, Fuchs, Taormina”), and (iii) First Land Title Agency of New York, Inc., a business corporation duly organized and validly existing under the laws of the State of New York (“First Land Title”; and, together with Sinnreich Safar & Kosakoff and Esposito, Fuchs, Taormina, the “Sublessees”), to provide accounting, legal and real estate title services to the public and the remaining areas are used as a multi-tenant office building by various future tenants; and

WHEREAS, the Agency currently leases the Facility to the Company pursuant to a certain Lease Agreement, dated as of September 1, 2005 (the “Original Lease Agreement”), between the Agency and the Company, a memorandum of which Original Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, a portion of the Facility is subleased to Sinnreich Safar & Kosakoff pursuant to a Sublease Agreement, dated a date to be determined (the “Sinnreich Safar & Kosakoff Sublease Agreement”), by and between the Company and Sinnreich Safar & Kosakoff; and
WHEREAS, a portion of the Facility is subleased to Esposito, Fuchs, Taormina & Co. pursuant to a Sublease Agreement, dated a date to be determined (the “Esposito, Fuchs, Taormina & Co. Sublease Agreement”), by and between the Company and Esposito, Fuchs, Taormina & Co.; and

WHEREAS, a portion of the Facility is subleased to First Land Title pursuant to a Sublease Agreement, dated a date to be determined (the “First Land Title Sublease Agreement”) and together with the Sinnreich Safar & Kosakoff Sublease Agreement and the Esposito, Fuchs, Taormina & Co. Sublease Agreement, the “Sublease Agreements”), by and between the Company and First Land Title; and

WHEREAS, a portion of the Facility may be used primarily in making “retail sales” (as defined accordance with the provisions of Section 862(2)(a) of the Act) to customers who will personally visit the Facility; and

WHEREAS, based upon the representations and warranties of the Company and the Sublessees in the application for financial assistance filed by the Company with the Agency, dated February 9, 2005 (the “Application”), and in a certain Certification, dated August 16, 2005 (the “Certification”), by the Sublessees, facilities or property that are primarily used in making retail sales to customers who personally visit the Facility will not constitute more than twenty-five percent (25%) of the square footage of the Facility or more than thirty percent (30%) of the total costs of the Facility; and

WHEREAS, in connection with the leasing and the subleasing of the Original Facility, the Agency, the Company and the Sublessees entered into a Payment-in-Lieu-of-Tax Agreement, dated as of September 1, 2005 (the “Original PILOT Agreement”), whereby the Company and the Sublessees agreed to make certain payments-in-lieu-of real property taxes on the Original Facility (as defined therein); and

WHEREAS, in connection with the leasing and the subleasing of the Original Facility, the Agency, the Company and the Sublessees entered into an Environmental Compliance and Indemnification Agreement, dated as of September 1, 2005 (the “Environmental Compliance and Indemnification Agreement”), whereby the Company and the Sublessees agreed to comply with all Environmental Laws (as defined therein) applicable to the Original Facility; and

WHEREAS, the Company and the Sublessees have now requested the Agency’s assistance in connection with an extension of the abatement of real property taxes on the Facility for a term of up to six (6) additional years (the “PILOT Extension”); and

WHEREAS, the PILOT Extension will permit the Company and the Sublessees to retain the current tenants in the Facility including the 55-60 jobs at the Facility and to provide the Company and the Sublessees with much needed economic relief as the expenses and costs of doing business on Long Island increases each year; and

WHEREAS, the PILOT Extension shall coincide with the terms of the Original Lease Agreement, as amended pursuant to a certain Amendment of Lease, dated as of March 1, 2015 or such other date as may be determined by the Chairman, Executive Director or counsel
to the Agency (the “Amendment of Lease”; and, together with the Original Lease Agreement, the “Lease Agreement”), between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessees consistent with the policies of the Agency, in the form of the PILOT Extension, consistent with the policies of the Agency, all pursuant to a certain Amended and Restated PILOT Agreement, dated as of March 1, 2015 or such other date as may be determined by the Chairman, Executive Director or counsel to the Agency (the “Amended and Restated PILOT”; and, together with the Original PILOT Agreement, the “PILOT Agreement”); and

WHEREAS, in connection with the continued leasing and the subleasing of the Facility and the PILOT Extension, the Agency, the Company and the Sublessees will enter into a certain Recapture Agreement, dated as of March 1, 2015 or such other date as may be determined by the Chairman, Executive Director or counsel to the Agency (the “Recapture Agreement”), among the Agency, the Company and the Sublessee; and

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

WHEREAS, a public hearing (the “Hearing”) was held on December 15, 2015, 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 December 6, 2015, 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, the Agency has given due consideration to the application of the Company and the Sublessees and to the representations by the Company and the Sublessees that the actions of the Agency as contemplated by this resolution, the Amendment of Lease and the Amended and Restated PILOT Agreement, are either an inducement to the Company and the Sublessees to maintain and expand the Facility in the Town of Islip or are necessary to maintain the competitive positions of the Company and the Sublessees in their respective industries; and

WHEREAS, the Company and the Sublessees have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the PILOT Extension and the continued leasing of the Facility to the Company; and

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:
Section I. The Agency hereby finds and determines:

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

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

(c) The continued leasing of the Facility by the Agency to the Company and further subleasing by the Company to the Sublessees 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;

(d) Based upon representations of the Company, the Sublessees and their respective 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;

(e) 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;

(f) The Agency has determined that the proposed PILOT Extension will promote and further the purposes of the Act;

(g) It is desirable and in the public interest for the Agency consent to the PILOT Extension and to continue to lease the Facility to the Company for further subleasing of the Facility by the Company to the Sublessees;

(h) While the Facility may be used in making retail sales to customers who will personally visit the Facility, based upon the representations and warranties of the Company and the Sublessees in the Application and the Certification, facilities or property that are primarily used in making retail sales to customers who personally visit the Facility will not constitute more than twenty-five percent (25%) of the square footage of the Facility or more than thirty percent (30%) of the total costs of the Facility; and

(i) The Amendment of Lease will be an effective instrument whereby the Agency and the Company agree to extend the term of the Original Lease Agreement for a term of up to six (6) years and the Agency will continue to lease the Facility to the Company and the Company will sublease the Facility to the Sublessees; and

(j) The Amended and Restated Payment-in-Lieu-of-Tax Agreement, will be an effective instrument whereby the Agency, the Company and the Sublessees set forth the terms and conditions of the PILOT Extension and the Company’s and the Sublessees’ payments-in-lieu-of real property taxes in connection with the Facility; and
(k) The Recapture Agreement will be an effective instrument whereby the Agency, the Company and the Sublessees agree to describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company and the Sublessees.

Section 2. Subject to the provisions of this resolution, the Agency hereby determines to: (i) grant an extension of the Original Lease Agreement for an additional term of up to six (6) years (ii) continue to lease the Facility to the Company pursuant to the Amendment of Lease, (iii) execute, deliver and perform the Amendment of Lease, and (iv) amend and restate the Original PILOT Agreement pursuant to the Amended and Restated PILOT Agreement to reflect the PILOT Extension, (v) execute, deliver and perform the Amended and Restated PILOT Agreement, and (vi) execute, deliver and perform the Recapture Agreement.

Section 3. Subject to the provisions of this resolution, the Agency is hereby authorized to grant the PILOT Extension 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 4. The form and substance of the Amendment of Lease, the Amended and Restated PILOT Agreement and the Recapture 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 Chairman, Executive Director, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment of Lease, the Amended and Restated PILOT Agreement and the Recapture Agreement in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the 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 Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Agency Documents”). The execution thereof by the Chairman, Executive Director, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, 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 following economic benefits to be granted to the Company and the Sublessees in connection with the Facility in the form of the PILOT Extension (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 7. The Company and the Sublessees hereby agree to comply with Section 875 of the Act. The Company and the Sublessees further agree that the PILOT Extension
pursuant to the Act is 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 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 the Sublessees. By acceptance hereof, the Company and the Sublessees 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.

ADOPTED: December 15, 2015
ACCEPTED: _________ 2015

267 CARLETON AVE. ASSOCIAES LLC

By: __________________________
Printed Name:

SINNREICH SAFAR & KOSAKOFF LLP

By: __________________________
Printed Name

ESPOSITO, FUCHS, TAORMINA & CO.
By: ____________________________
Printed Name

FIRST LAND TITLE AGENCY OF NEW YORK, INC.

By: ____________________________
Printed Name
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 15th day of December, 2015, 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 15th day of December, 2015.

By:__________________________
    Assistant Secretary
NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Town of Islip Industrial Development Agency on the 15th day of December, 2015 at 9:30 a.m., local time, at the Town of Islip Economic Development, 40 Nassau Avenue, Islip, New York 11751 in connection with the following matters:

The Town of Islip Industrial Development Agency (the “Agency”), has previously assisted in the acquisition of an approximately 1.1 acre parcel of land located at 267 Carleton Avenue, Central Islip, New York (the “Land”), and the construction and equipping thereon of an approximately 28,488 square foot building including, without limitation, the furnishing and equipping thereof (the “Improvements and Equipment”; and, together with the Land, the “Facility”), which Facility is being leased by the Agency to 267 Carleton Ave. Associates LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and portions of such Facility are being subleased by the Company to (i) Sinnreich Safar & Kosakoff LLP, a limited liability partnership duly organized and validly existing under the laws of the State of New York (“Sinnreich Safar & Kosakoff”), (ii) Esposito, Fuchs, Taormina & Co., a general partnership duly organized and validly existing under the laws of the State of New York (“Esposito, Fuchs, Taormina”), and (iii) First Land Title Agency of New York, Inc., a business corporation duly organized and validly existing under the laws of the State of New York (“First Land Title”; and, together with Sinnreich Safar & Kosakoff and Esposito, Fuchs, Taormina, the “Sublessees”), to provide accounting, legal and real estate title services to the public and the remaining areas are used as a multi-tenant office building by various future tenants. The Facility is owned, operated and/or managed by the Company and subleased in part to the Sublessees.

The Company and the Sublessees have requested the Agency’s assistance in connection with an extension of the abatement of real property taxes on the Facility for a term of up to six (6) additional years.

The Agency contemplates that it will provide financial assistance to the Company and the Sublessees in the form of an extension of the abatement of real property taxes for a period of up to six (6) years, consistent with the policies of the Agency.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to the proposed financial assistance to the Company and the Sublessee.

Dated: December 6, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Title: Executive Director
AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK  )
COUNTY OF SUFFOLK  ) SS.

__________________, being duly sworn, says that he is an officer of __________, the publisher of a newspaper circulated generally throughout the Town of Islip, New York, and that the notice annexed hereto was published in said paper on the [__] day of February, 2015.

________________________
Officer

Copy of
Legal Notice

Sworn to before me this __
day of __________, 2015

________________________
Notary Public
EXHIBIT B
MINUTES OF PUBLIC HEARING HELD ON
December 15, 2015
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

1. William G. Mannix, Executive Director of the Town of Islip Industrial Development Agency (the “Agency”) called the hearing to order.

2. William G. Mannix then described the location and nature of the Facility to be financed as follows:

The Agency has previously assisted in the acquisition of an approximately 1.1 acre parcel of land located at 267 Carleton Avenue, Central Islip, New York (the “Land”), and the construction and equipping thereon of an approximately 28,488 square foot building including, without limitation, the furnishing and equipping thereof (the “Improvements and Equipment”; and, together with the Land, the “Facility”), which Facility is being leased by the Agency to 267 Carleton Ave. Associates LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and portions of such Facility are being subleased by the Company to (i) Sinnreich Safar & Kosakoff LLP, a limited liability partnership duly organized and validly existing under the laws of the State of New York (“Sinnreich Safar & Kosakoff”), (ii) Esposito, Fuchs, Taormina & Co., a general partnership duly organized and validly existing under the laws of the State of New York (“Esposito, Fuchs, Taormina”), and (iii) First Land Title Agency of New York, Inc., a business corporation duly organized and validly existing under the laws of the State of New York (“First Land Title”; and, together with Sinnreich Safar & Kosakoff and Esposito, Fuchs, Taormina, the “Sublessees”), to provide accounting, legal and real estate title services to the public and the remaining areas are used as a multi-tenant office building by various future tenants. The Facility is owned, operated and/or managed by the Company and subleased in part to the Sublessees.

The Company and the Sublessee have requested the Agency’s assistance in connection with an extension of the abatement of real property taxes on the Facility for a term of up to six (6) additional years.

The Agency contemplates that it will provide financial assistance to the Company and the Sublessees in the form of an extension of the abatement of real property taxes for a period of up to six (6) years, consistent with the policies of the Agency.

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.

______________________________
Assistant Secretary
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 December 15, 2015, at _____ a.m. local time, at the Town of Islip Economic Development, 40 Nassau Avenue, Islip, New York 11751, 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 December 15, 2015.

__________________________
Assistant Secretary
EXHIBIT C

Form of Proposed PILOT Benefits

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

Definitions

\[ X = \$132,750 \]
\[ Y = \text{difference in assessment of the Facility as indicated above as } X. \]

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) which are or may be imposed for special improvements or special district improvements, that the Company and the Sublessees would pay without exemption.

Payment

Tax Year (following first taxable status date after the election by Company and the Sublessees, more specifically set forth in Paragraph 1(e) of this Agreement)

Formula

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<th>Description</th>
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