MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
February 10, 2015
Agenda

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

2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the minutes from the meeting on January 29, 2015.

3. To consider the adoption of an Inducement/Authorizing Resolution between the Town of Islip Industrial Development Agency and InvaGen Pharmaceuticals, Inc. located on South Technology Drive, Central Islip.

4. To consider the adoption of an Inducement/Authorizing Resolution between the Town of Islip Industrial Development Agency and Alphamed Bottles, Inc. located on South Technology Drive, Central Islip.

5. To consider the adoption of a Resolution to authorize an increase of Sales Tax benefits for the Veterinary Medical Center of Long Island, located at 75 Sunrise Highway, West Islip.

6. To consider the adoption of a Resolution ratifying and confirming prior actions of the Executive Director on behalf of the IDA Board and granting authority to the Executive Director to act on certain matters regarding sales tax benefit increases and extensions in the future.

7. To consider any other business that may come before the Agency.
Date: February 10, 2015

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 10th day of February, 2015, the following members of the Agency were:

Present:  
Chairman Eric Hofmeister  
Councilman Steve Flotteron  
Councilwoman Trish Bergin Weichbrodt  
Councilman John Cochrane  
Councilman Anthony Senft

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of title to a certain industrial development facility more particularly described below (InvaGen Pharmaceuticals Inc. 2015 Facility) and the leasing of the facility to InvaGen Pharmaceuticals Inc.

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

Voting Aye  
Councilman Steve Flotteron  
Councilwoman Trish Bergin Weichbrodt  
Councilman John Cochrane  
Councilman Anthony Senft

Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE APPOINTMENT OF INVAGEN PHARMACEUTICALS INC., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF INVAGEN PHARMACEUTICALS INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING AND EQUIPPING AN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as may be amended from time to time (collectively, the "Act"), the Town of Islip Industrial Development Agency (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Invagen Pharmaceuticals Inc., a New York business corporation, on behalf of itself and/or the principals of Invagen Pharmaceuticals Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has submitted its application to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 14.0 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place, Central Islip, New York (the "Land"), and the construction of an approximately 260,000 square foot building (the "Improvements") and the equipping thereof including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the "Equipment"; and, together with the Land and the Improvements, the "Facility"), all to be leased by the Agency to, and used by the Company for the manufacturing and distribution of bottling for pharmaceutical products, including the following as they relate to the appointment of the Company as agent of the Agency pursuant to Section 6 hereof with respect to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of February 1,
2015 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “Company Lease”), by and between the Company and the Agency; and

WHEREAS, the Agency will sublease Facility to the Company pursuant to a certain Lease Agreement, dated as of February 1, 2015 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “Lease Agreement”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in an amount not to exceed $1,590,450 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 an amount presently estimated to be $18,500,000 but not to exceed $20,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping 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, 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 February 9, 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 January 29, 2015, and such notice (together with proof of publication) was substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are substantially in the form annexed hereto as Exhibit B; and

WHEREAS, in order to define the Company’s obligations regarding payments in-lieu-of-taxes with respect to the Facility, the Agency and the Company will enter into a certain Payment-in-Lieu-of-Tax Agreement, dated as of February 1, 2015 or such date as may be determined by the Agency and counsel to the Agency (the “PILOT Agreement”), pursuant to which the Company will make payments-in-lieu-of taxes on the Facility; and

WHEREAS, in connection with the leasing and the subleasing of the Facility, the Agency and the Company will enter into a certain Recapture Agreement, dated as of February 1, 2015 or such date as may be determined by the Agency and counsel to the Agency (the “Recapture Agreement”), between the Agency and the Company; and

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

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company prepared and submitted to the Agency an Environmental Assessment Form (“EAF”) 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, based upon the Questionnaire and other information, the Facility constitutes a “Type I” action under SEQR; and

WHEREAS, the Town of Islip Planning Board (the “Planning Board”), as an Involved Agency under SEQR, declared its intent to act as Lead Agency for purposes of review of the Facility under SEQR, and coordinated review with Involved and Interested Agencies; and

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

WHEREAS, on January 8, 2015, the Lead Agency, following a coordinated review, determined that the Facility was a Type I action under SEQR, determined that the Facility would not have a significant impact on the environment, and adopted a Negative Declaration for the Facility; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of leasehold title to the Facility; and
NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Based upon the EAF completed by the Company and other representations and information furnished by the Company regarding the Facility, the Lead Agency, following coordinated review, determined that, based upon its review of the EAF, the appropriate criteria for determination of significance, and such other and further information which the Lead Agency felt necessary to review the Facility, the Facility would not have a significant effect on the environment and, therefore, an environmental impact statement will not be prepared. That determination constitutes a negative declaration for purposes of SEQR, which is binding on the Agency.

Section 2. The Agency hereby finds and determines:

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

(b) The Facility will preserve the public purposes of the Act by increasing the number of private sector jobs in the Town of Islip. The Company has represented to the Agency that they will create or maintain 440 full-time employees within the first year of completion and 490 full-time employees within the second year upon completion.

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

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

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

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

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

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

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

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

(l) The Environmental Compliance and Indemnification Agreement, dated as of February 1, 2015 or such other date as may be determined by the Agency and counsel to the Agency (the "Environmental Compliance and Indemnification Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

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

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute and deliver the Environmental Compliance and Indemnification Agreement, (viii) grant the mortgage on and security interest and assignment of leases and rents, in and to the Facility pursuant to the Loan Documents; (ix) execute, deliver and perform the Loan Documents to which the Agency is a party; and (x) execute, deliver and perform any future loan documents, to which the Agency is a party, in connection with any future refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility without the need for any further or future approvals of the Agency.

Section 4. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed. The Agency is hereby further authorized to execute and deliver the Loan Documents in connection with the financing of the costs of acquiring, constructing and equipping the Facility and any future Loan Documents in connection with any future refinancing or permanent financing of such costs of acquiring, constructing and equipping of the Facility without the need for any further or future approvals of the Agency.

Section 5. The form and substance of the Company Lease Agreement, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental
Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 6. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agents of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed $1,590,450 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 7. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 8. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $18,500,000 but not to exceed $20,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $1,590,450, 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 9. The Chairman, Vice Chairman, Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Agency Documents”). The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 10. The Chairman, Vice Chairman, Executive Director or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 13. This resolution shall take effect immediately.

ADOPTED: February 10, 2015

ACCEPTED: _______ 2015

INVAGEN PHARMACEUTICALS INC.

By: ____________________________
Name: __________________________
Title: __________________________
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 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 10th day of February, 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 presented to the Agency and/or approved by said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 10th day of February, 2015.

By: __________________________
    Assistant Secretary
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 9th day of February, 2015, at _____ a.m., local time, at ______________ in connection with the following matters:

InvaGen Pharmaceuticals Inc., a New York business corporation, on behalf of itself and/or the principals of InvaGen Pharmaceuticals Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has submitted its application 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 14.0 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place (the “Land”), and the construction of an approximately 260,000 square foot building (the “Improvements”) including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the “Equipment”; and, together with the Land and the Improvements, the “Facility”), all to be leased by the Agency to, and used by the Company for the manufacturing and distribution of bottling for pharmaceutical products. The Facility will be owned by the Company.

The Agency will acquire a leasehold interest in the Facility and will lease 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 construction 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: January 29, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

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

MINUTES OF PUBLIC HEARING HELD ON
FEBRUARY 9, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(INVAGEN PHARMACEUTICALS INC. 2015 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:

InvaGen Pharmaceuticals Inc., a New York business corporation, on behalf of itself and/or the principals of InvaGen Pharmaceuticals Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has submitted its application 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 14.0 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place (the “Land”), and the construction of an approximately 260,000 square foot building (the “Improvements”) including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the “Equipment”; and, together with the Land and the Improvements, the “Facility”), all to be leased by the Agency to, and used by the Company for the manufacturing and distribution of bottling for pharmaceutical products. The Facility will be owned by the Company.

The Agency will acquire a leasehold interest in the Facility and will lease 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 construction 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.
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 the minutes of a public hearing held by the Town of Islip Industrial Development Agency (the “Agency”) on February 9, 2015, 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 February 9, 2015.

_____________________________
Assistant Secretary
EXHIBIT C

Form of Proposed PILOT Benefits

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

Definitions

$X = \$870,800$

$Y =$ increase in assessment above $X$ resulting from the acquisition, construction and equipping of the Facility.

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.

Payment

Tax Year (following first taxable status date after the election by Company, more specifically set forth in paragraph 1(c) of the PILOT Agreement)

Formula

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Date: February 10, 2015

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 10th day of February, 2015, the following members of the Agency were:

Present:
Chairman Eric Hofmeister
Councilman Steve Flotteron
Councilwoman Trish Bergin Weichbrodt
Councilman John Cochrane
Councilman Anthony Senft

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of title to a certain industrial development facility more particularly described below (Alphamed Bottles Inc. 2015 Facility) and the leasing of the facility to Alphamed Bottles Inc.

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

Voting Aye
Councilman Steve Flotteron
Councilwoman Trish Bergin Weichbrodt
Councilman John Cochrane
Councilman Anthony Senft

Voting Nay

4810-7766-5569.1
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE APPOINTMENT OF ALPHAMED BOTTLES INC., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF ALPHAMED BOTTLES INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING AN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as may be amended from time to time (collectively, the “Act”), the Town of Islip Industrial Development Agency (the “Agency”), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Alphamed Bottles Inc., a New York business corporation, on behalf of itself and/or the principals of Alphamed Bottles Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has submitted its application to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 4.0 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place, Central Islip, New York (the “Land”), the construction of an approximately 80,000 square foot building and the equipping thereof (the “Improvements”) including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the “Equipment”; and, together with the Land and the Improvements, the “Facility”), all to be leased by the Agency to, and used by the Company for the manufacturing and distribution of bottling for pharmaceutical products, including the following as they relate to the appointment of the Company as agent of the Agency pursuant to Section 6 hereof with respect to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of February 1, 2015 or such other date as the Chairman or Executive Director of the Agency and counsel to
the Agency shall agree (the “Company Lease”), by and between the! Company and the Agency; and

WHEREAS, the Agency will sublease Facility to the Company pursuant to a certain Lease Agreement, dated as of February 1, 2015 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “Lease Agreement”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in an amount not to exceed $517,500 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 an amount presently estimated to be $6,500,000 but not to exceed $8,000,000 in connection with the financing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping 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, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, a public hearing (the “Hearing”) was held on January 29, 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 February 9, 2015, and such notice (together with proof of publication) was substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are substantially in the form annexed hereto as Exhibit B; and

WHEREAS, in order to define the Company’s obligations regarding payments in-lieu-of-taxes with respect to the Facility, the Agency and the Company will enter into a certain Payment-in-Lieu-of-Tax Agreement, dated as of February 1, 2015 or such date as may be determined by the Agency and counsel to the Agency (the “PILOT Agreement”), pursuant to which the Company will make payments-in-lieu-of taxes on the Facility; and

WHEREAS, in connection with the leasing and the subleasing of the Facility, the Agency and the Company will enter into a certain Recapture Agreement, dated as of February 1, 2015 or such date as may be determined by the Agency and counsel to the Agency (the “Recapture Agreement”), between the Agency and the Company; and

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

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company prepared and submitted to the Agency an Environmental Assessment Form (“EAF”) 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, based upon the Questionnaire and other information, the Facility constitutes a “Type I” action under SEQR; and

WHEREAS, the Town of Islip Planning Board (the “Planning Board”), as an Involved Agency under SEQR, declared its intent to act as Lead Agency for purposes of review of the Facility under SEQR, and coordinated review with Involved and Interested Agencies; and

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

WHEREAS, on January 8, 2015, the Lead Agency, following a coordinated review, determined that the Facility was a Type I action under SEQR, determined that the Facility would not have a significant impact on the environment, and adopted a Negative Declaration for the Facility; and

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

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:
Section 1. Based upon the EAF completed by the Company and other representations and information furnished by the Company regarding the Facility, the Lead Agency, following coordinated review, determined that, based upon its review of the EAF, the appropriate criteria for determination of significance, and such other and further information which the Lead Agency felt necessary to review the Facility, the Facility would not have a significant effect on the environment and, therefore, an environmental impact statement will not be prepared. That determination constitutes a negative declaration for purposes of SEQR, which is binding on the Agency.

Section 2. The Agency hereby finds and determines:

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

(b) The Facility will preserve the public purposes of the Act by increasing the number of private sector jobs in the Town of Islip. The Company has represented to the Agency that they will create or maintain 25 full-time employees within the first year of completion and 35 full-time employees within the second year upon completion.

(c) The Facility constitutes a "project", as such term is defined in the Act.

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

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

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

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

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

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

(j) The PILOT Agreement will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payments-in-lieu-of real property taxes; and
(k) The Recapture Agreement will be an effective instrument whereby the Agency and the Company agree to provide for the obligations of the Company under the Transaction Documents (as defined in the Lease Agreement) and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(l) The Environmental Compliance and Indemnification Agreement, dated as of February 1, 2015 or such other date as may be determined by the Agency and counsel to the Agency (the “Environmental Compliance and Indemnification Agreement”), by and between the Agency and the Company will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

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

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute and deliver the Environmental Compliance and Indemnification Agreement, (viii) grant the mortgage on and security interest and assignment of leases and rents, in and to the Facility pursuant to the Loan Documents; (ix) execute, deliver and perform the Loan Documents to which the Agency is a party; and (x) execute, deliver and perform any future loan documents, to which the Agency is a party, in connection with any future refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility without the need for any further or future approvals of the Agency.

Section 4. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed. The Agency is hereby further authorized to execute and deliver the Loan Documents in connection with the financing of the costs of acquiring, constructing and equipping the Facility and any future Loan Documents in connection with any future refinancing or permanent financing of such costs of acquiring, renovating and equipping of the Facility without the need for any further or future approvals of the Agency.

Section 5. The form and substance of the Company Lease Agreement, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.
Section 6. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, renovate equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agents of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed $517,500 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 7. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 8. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $6,500,000 but not to exceed $8,000,000 in connection with the financing 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, (ii) exemptions from sales and use taxes in an amount not to exceed $517,500 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 9. The Chairman, Vice Chairman, Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the
Environmental Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 10. The Chairman, Vice Chairman, Executive Director or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damages 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 13. This resolution shall take effect immediately.

ADOPTED: February 10, 2015

ACCEPTED: __________ 2015

ALPHAMED BOTTLES INC.

By: ___________________________
Name: _________________________
Title: _________________________
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 10th day of February, 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 presented to the Agency and/or approved by said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 10th day of February, 2015.

By: ________________________________
Assistant Secretary
EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Islip Industrial Development Agency on the ___ day of February, 2015, at ____ a.m., local time, at ________ in connection with the following matters:

Alphamed Bottles Inc., a New York business corporation, on behalf of itself and/or the principals of Alphamed Bottles Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has submitted its application 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 4.0 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place, Central Islip, New York (the “Land”), and the construction of an approximately 80,000 square foot building (the “Improvements”) including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the “Equipment”; and, together with the Land and the Improvements, the “Facility”), all to be leased by the Agency to, and used by the Company for the manufacturing and distribution of bottling for pharmaceutical products. The Facility will be owned by the Company.

The Agency will acquire a leasehold interest in the Facility and will lease 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: January __, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Title: Executive Director

4810-7766-5569.1
EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON
____________________, 2015 at ________ A.M.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(ALPHAMED BOTTLES INC. 2015 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:

Alphamed Bottles Inc., a New York business corporation, on behalf of itself and/or the principals of Alphamed Bottles Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has submitted its application 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 4.0 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place, Central Islip, New York (the “Land”), and the construction of an approximately 80,000 square foot building (the “Improvements”) including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the “Equipment”; and, together with the Land and the Improvements, the “Facility”), all to be leased by the Agency to, and used by the Company for the manufacturing and distribution of bottling for pharmaceutical products. The Facility will be owned by the Company.

The Agency will acquire a leasehold interest in the Facility and will lease 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.
STATE OF NEW YORK       )
                          : SS.:
COUNTY OF SUFFOLK       )

I, the undersigned Assistant Secretary of the Town of Islip Industrial Development Agency, DO HEREFY 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 _______ __ 2015, 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 _______ __, 2015.

______________________________
Assistant Secretary
EXHIBIT C

Form of Proposed PILOT Benefits

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

Definitions

\[ X = \$245,600 \]

\[ Y = \text{increase in assessment above } X \text{ resulting from the acquisition, renovation and equipping of the Facility.} \]

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.

Payment

Tax Year (following first taxable status date after the election by Company, more specifically set forth in paragraph 1(c) of the PILOT Agreement)

Formula

1. 100% normal tax on X and 0% normal tax on Y
2. 100% normal tax on X and 0% normal tax on Y
3. 100% normal tax on X and 0% normal tax on Y
4. 100% normal tax on X and 0% normal tax on Y
5. 100% normal tax on X and 10% normal tax on Y
6. 100% normal tax on X and 20% normal tax on Y
7. 100% normal tax on X and 30% normal tax on Y
8. 100% normal tax on X and 40% normal tax on Y
9. 100% normal tax on X and 50% normal tax on Y
10. 100% normal tax on X and 60% normal tax on Y
11. 100% normal tax on X and 70% normal tax on Y
12. 100% normal tax on X and 80% normal tax on Y
13. 100% normal tax on X and 90% normal tax on Y
14 and thereafter 100% normal tax on X and 100% normal tax on Y
At a meeting of the Town of Islip Industrial Development Agency (the “Agency”), held at the Islip Town Hall, 655 Main Street, Islip, New York on the 10th day of February, 2015, the following members of the Agency were:

Present:

Chairman Eric Hofmeister
Councilman Steve Flotteron
Councilwoman Trish Bergin Weichbrodt
Councilman John Cochrane
Councilman Anthony Senft

Absent:

Recused:

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 authorization of an increase in financial assistance in connection with a certain industrial development facility more particularly described below (75 Sunrise Highway, LLC/Veterinary Medical Center of Long Island, PLLC 2011 Facility).

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

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<thead>
<tr>
<th>Voting Aye</th>
<th>Voting Nay</th>
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<tbody>
<tr>
<td>Councilman Steve Flotteron</td>
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<tr>
<td>Councilwoman Trish Bergin Weichbrodt</td>
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<td>Councilman John Cochrane</td>
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<td>Councilman Anthony Senft</td>
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RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD AUTHORIZING AN INCREASE OF SALES AND USE TAX BENEFITS FOR THE 75 SUNRISE HIGHWAY, LLC/ VETERINARY MEDICAL CENTER OF LONG ISLAND, PLLC 2011 FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 47 of the Laws of 1974 of the State of New York, as may be amended from time to time (collectively, the “Act”), the Town of Islip Industrial Development Agency (the “Agency”) was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously entered into a transaction with 75 Sunrise Highway, LLC, a New York limited liability company (the “Lessee”), consisting of (i) the acquisition of an approximately 1.258 acre parcel of land located at 75 Sunrise Highway, West Islip, Town of Islip, Suffolk County, New York (the “2004 Land”), the demolition of a pre-existing two-story structure located thereon, and the construction and equipping thereon of an approximately 10,000 square foot building, with improvements, structures, and related facilities attached to the 2004 Land (collectively, the “2004 Improvements”), and the acquisition and installation of certain equipment (the “2004 Facility Equipment”; and, together with the 2004 Land and the 2004 Improvements, the “2004 Lessee Facility”), which 2004 Lessee Facility is currently leased by the Agency to the Lessee pursuant to a certain Lease Agreement, dated as of February 1, 2004 (the “Original Lease Agreement”), and subleased, in part, by the Lessee to, and used by, Veterinary Medical Center of Long Island, PLLC (f/k/a Atlantic Veterinary Emergency Center P.C.), a New York professional limited liability company (the “Sublessee”), pursuant to a certain Lease Agreement, dated January 2, 2004 (the “Original Sublease Agreement”), and (ii) the acquisition and installation of certain equipment not part of the 2004 Facility Equipment (the “2004 Equipment”), which 2004 Equipment is currently leased by the Agency to the Sublessee pursuant to a certain Equipment Lease Agreement, dated as of February 1, 2004 (the “Original Equipment Lease”) (the 2004 Lessee Facility and the 2004 Equipment collectively referred to herein as the “2004 Facility”); and

WHEREAS, the Agency has further assisted the Lessee in (i) the acquisition of an approximately 0.98 acre parcel of land located at 51-59 Sunrise Highway, West Islip, New York 11795 (and further identified as Section 387, Block 1, Lots 11 and 16) (the “New Land”), (ii) the construction of an approximately 1,400 square foot addition to the east side of the 2004 Facility, (iii) the construction of an approximately 2,545 square foot addition to the west side of the 2004 Facility, (iv) the addition of approximately 67 parking spaces on the New Land, (v) interior renovations to the 2004 Facility to include the conversion of approximately 2,888 square feet of attic space and the addition of approximately 600 square feet of attic space for administrative offices and meeting rooms and renovations to approximately 9,500 square feet of the main floor of the building (the “New
Improvements”), and (vi) the acquisition and installation of certain equipment to include, but not limited to, a new MRI unit, fluoroscopy unit, linear accelerator, desks, computers and other office supplies (the “New Equipment”), all leased by the Agency to the Lessee pursuant to the terms of the Original Lease Agreement, as amended and restated by a certain Amended and Restated Lease Agreement, dated as of February 1, 2011 (the “Amendment and Restated Lease Agreement”; and, together with the Original Lease Agreement, the “Lease Agreement”), and further subleased by the Lessee to, and used by, the Sublessee, except for the New Equipment which is leased directly by the Agency to the Sublessee pursuant to the terms of the Original Equipment Lease, as amended and restated by a certain Amended and Restated Equipment Lease Agreement, dated as of February 1, 2011 (the “Amended and Restated Equipment Lease Agreement”; and, together with the Original Equipment Lease, the “Equipment Lease Agreement”), in the Sublessee’s operations as a veterinary medical center (collectively, the “2011 Facility”; and, together with the 2004 Facility, the “Facility”); and

WHEREAS, by resolutions adopted on September 8, 2010 and on February 8, 2011, the Agency agreed to enter into a transaction with the Company and the Sublessee, and, pursuant to said transaction, the Agency agreed to provide to the Company and the Sublessee certain exemptions from real property taxes, sales and use taxes, and mortgage recording taxes with respect to the 2011 Facility; and

WHEREAS, by letter dated, January 6, 2015, the Company informed the Agency that the completion of the 2011 Facility has been delayed, in part, by certain approval process required by the Town of Islip (the “Town”); and

WHEREAS, further, the Company has informed the Agency that to complete the acquisition, construction and equipping of the 2011 Facility, the Company and the Sublessee have requested the Agency’s consent to an increase of the maximum sales or use tax exemptions on the purchases or lease of equipment, building materials, services or other personal property authorized under the Lease Agreement $1,150,000.00 (the “Increase”); and

WHEREAS, further, in connection with such Increase, the Company and the Sublessee have also requested the Agency to consent to extend the completion date of the 2011 Facility to February 15, 2017 (the “Extension”); and

WHEREAS, although the Facility is used in making retail sales or providing services to customers who personally 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 will provide services not readily available to the residents of the Town of Islip and surrounding areas; and

WHEREAS, prior to the Agency granting the Increase and approving the Extension, a public hearing (the “Hearing”) was held on February 9, 2015, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency could be heard; and
WHEREAS, notice of the Hearing was given, 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 are or will be annexed hereto as Exhibit B; and

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 Lessee and the Sublessee have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the Increase and Extension, as related to the sales and use tax benefits for the 2011 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; and

(b) The 2011 Facility constitutes a “project”, as such term is defined in the Act; and

(c) The acquisition, renovation, construction and equipping of the 2011 Facility and the continued leasing of the 2011 Facility to the Lessee and the subleasing of the 2011 Facility to the Sublessee will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The acquisition, renovation, construction and equipping of the 2011 Facility are reasonably necessary to induce the Lessee and/or the Sublessee to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Lessee and the Sublessee and counsel to the Lessee and the Sublessee, the 2011 Facility conforms with the local zoning laws and planning regulations of the Town of Islip and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to continue to lease the 2011 Facility to the Lessee; and
(g) The Company Agent Agreement, dated as of February 1, 2015, or such other date as may be determined by the Agency and counsel to the Agency (the “Company Agent Agreement”), between the Agency and the Company will be an effective instrument whereby the Agency (i) increases the amount of sales and use taxes for the Company in connection with the construction and equipping of the 2011 Facility, and (ii) extends the appointment of the Company to act as its agent in connection with the construction and equipping of the 2011 Facility to February 15, 2017; and

(h) The Sublessee Agent Agreement, dated as of February 1, 2015, or such other date as may be determined by the Agency and counsel to the Agency (the “Sublessee Agent Agreement”), between the Agency and the Sublessee will be an effective instrument whereby the Agency (i) increases the amount of sales and use taxes for the Sublessee in connection with the construction and equipping of the 2011 Facility, and (ii) extends the appointment of the Sublessee to act as its agent in connection with the construction and equipping of the 2011 Facility to February 15, 2017.

Section 2.

(a) While in making retail sales or providing services to customers who personally 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 will provide services not readily available to the residents of the Town of Islip and surrounding areas, 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 maintaining the number of private sector jobs in the Town of Islip. The Company has represented to the Agency that they provide eighty-four (84) full-time employees.

Section 3. The Agency hereby approves the extension of the appointment of the Company and the Sublessee as agents of the Agency to acquire, construct and equip the 2011 Facility, such appointment of the Company and the Sublessee to act as agents of the Agency shall be extended to February 15, 2017.

Section 4. The Agency hereby approves the increase of the amount of sales and use tax exemptions on the purchases or lease of equipment, building materials, services or other personal property authorized under the Lease Agreement to acquire, construct and equip the 2011 Facility, and such exemptions shall be increased to the amount of $99,200.00.

Section 5. In consequence of the foregoing, the Agency hereby (i) approves the Increase, (ii) approves the Extension, (iii) will execute, deliver and perform the Company Agent Agreement, (iv) will execute, deliver and perform the Sublessee Agent Agreement, (v) approves the form and substance of amended Forms ST-60 to the Company and the Sublessee, as applicable (collectively, the “Amended Form ST-60”), and (vi) authorizes the execution and delivery of the Amended Form ST-60 and such other related documents as may be necessary or appropriate to effect the Increase.
Section 6.

(a) The Chairman, Executive Director, and all members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Agent Agreement, the Sublessee Agent Agreement and the Amended Form ST-60 in the form(s) the Chairman, Executive Director or any member of the Agency shall approve, and such other related documents respectively, as may be, in the judgment of the Chairman and Counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Agency Documents”). The execution thereof by the Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The 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).

Section 7. Counsel to the Agency and Nixon Peabody LLP, Transaction Counsel to the Agency are hereby authorized and directed to prepare, for submission to the Agency, and all documents necessary to effect the Extension and the Increase described in the foregoing resolution.

Section 8. The Chairman, the Executive Director and any member of the Agency are each hereby authorized and directed (i) to distribute copies of this resolution to the Company and the Sublessee, 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 9. This resolution shall take effect immediately.
STATE OF NEW YORK  
COUNTY OF SUFFOLK

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 10th day of February, 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 10th day of February, 2015.

By: ____________________________
   Assistant Secretary
EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Islip Industrial Development Agency (the “Agency”) on the 9th day of February, 2015, at 11:30 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:

The Agency previously assisted 75 Sunrise Highway, LLC, a New York limited liability company (the “Lessee”) and Veterinary Medical Center of Long Island, PLLC, a New York professional limited liability company (the “Sublessee”) in (i) the acquisition of an approximately 1.258 acre parcel of land located at 75 Sunrise Highway, West Islip, Town of Islip, Suffolk County, New York (the “2004 Land”), the demolition of a pre-existing two-story structure located thereon, and the construction and equipping thereon of an approximately 10,000 square foot building, with improvements, structures, and related facilities attached to the 2004 Land (collectively, the “2004 Improvements”; and the acquisition and installation of certain equipment (the “2004 Facility Equipment”; and, together with the 2004 Land and the 2004 Improvements, the “2004 Lessee Facility”), which 2004 Lessee Facility is currently leased by the Agency to the Lessee, and subleased, in part, by the Lessee to, and used by the Sublessee, and (ii) the acquisition and installation of certain equipment not part of the 2004 Facility Equipment (the “2004 Equipment”), which 2004 Equipment is currently leased by the Agency to the Sublessee.

The Agency has further assisted the Lessee in (i) the acquisition of an approximately 0.98 acre parcel of land located at 51-59 Sunrise Highway, West Islip, New York 11795 (and further identified as Section 387, Block 1, Lots 11 and 16) (the “New Land”), (ii) the construction of an approximately 1,400 square foot addition to the east side of the 2004 Facility, (iii) the construction of an approximately 2,545 square foot addition to the west side of the 2004 Facility, (iv) the addition of approximately 67 parking spaces on the New Land, (v) interior renovations to the 2004 Facility to include the conversion of approximately 2,888 square feet of attic space and the addition of approximately 600 square feet of attic space for administrative offices and meeting rooms and renovations to approximately 9,500 square feet of the main floor of the building (the “New Improvements”), and (vi) the acquisition and installation of certain equipment to include, but not limited to, a new MRI unit, fluoroscopy unit, linear accelerator, desks, computers and other office supplies (the “New Equipment”), all leased by the Agency to the Lessee, and further subleased by the Lessee to, and used by, the Sublessee, except for the New Equipment which is leased directly by the Agency to the Sublessee, in the Sublessee’s operations as a veterinary medical center (collectively, the “2011 Facility”; and, together with the 2004 Facility, the “Facility”). The Company Facility is owned and/or operated by the Company.

The Agency will continue to hold title to the Facility and lease the Facility to the Company for further sublease by the Company to the Sublessee and lease the New Equipment to the Sublessee. At the end of the lease term, the Company will purchase the Company Facility from the Agency.

In connection with the 2011 Facility, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee in the form of an increase in the amount of sales and use tax exemptions 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. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company and the Sublessee with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: January 28, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

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

MINUTES OF PUBLIC HEARING HELD ON
FEBRUARY 9, 2015 AT 11:30 A.M.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(75 SUNRISE HIGHWAY, LLC/ATLANTIC VETERINARY EMERGENCY CENTER P.C./ VETERINARY MEDICAL CENTER OF LONG ISLAND, PLLC 2011 FACILITY)

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

Section 2. William G. Mannix then appointed himself the hearing officer of the Agency, to record the minutes of the hearing.

Section 3. The hearing officer then described the financial assistance proposed by the Agency as follows:

The Agency previously assisted 75 Sunrise Highway, LLC, a New York limited liability company (the “Lessees”) and Veterinary Medical Center of Long Island, PLLC, a New York professional limited liability company (the “Sublessee”) in (i) the acquisition of an approximately 1.258 acre parcel of land located at 75 Sunrise Highway, West Islip, Town of Islip, Suffolk County, New York (the “2004 Land”), the demolition of a pre-existing two-story structure located thereon, and the construction and equipping thereon of an approximately 10,000 square foot building, with improvements, structures, and related facilities attached to the 2004 Land (collectively, the “2004 Improvements”), and the acquisition and installation of certain equipment (the “2004 Facility Equipment”); and, together with the 2004 Land and the 2004 Improvements, the “2004 Lessee Facility”, which 2004 Lessee Facility is currently leased by the Agency to the Lessee, and subleased, in part, by the Lessee to, and used by the Sublessee, and (ii) the acquisition and installation of certain equipment not part of the 2004 Facility Equipment (the “2004 Equipment”), which 2004 Equipment is currently leased by the Agency to the Sublessee.

The Agency has further assisted the Lessee in (i) the acquisition of an approximately 0.98 acre parcel of land located at 51-59 Sunrise Highway, West Islip, New York 11795 (and further identified as Section 387, Block 1, Lots 11 and 16) (the “New Land”), (ii) the construction of an approximately 1,400 square foot addition to the east side of the 2004 Facility, (iii) the construction of an approximately 2,545 square foot addition to the west side of the 2004 Facility, (iv) the addition of approximately 67 parking spaces on the New Land, (v) interior renovations to the 2004 Facility to include the conversion of approximately 2,888 square feet of attic space and the addition of approximately 600 square feet of attic space for administrative offices and meeting rooms and renovations to approximately 9,500 square feet of the main floor of the building (the “New Improvements”), and (vi) the acquisition and installation of certain equipment to include, but not limited to, a new MRI unit, fluoroscopy unit, linear accelerator, desks,
computers and other office supplies (the "New Equipment"), all leased by the Agency to the Lessee, and further subleased by the Lessee to, and used by, the Sublessee, except for the New Equipment which is leased directly by the Agency to the Sublessee, in the Sublessee’s operations as a veterinary medical center (collectively, the "2011 Facility"; and, together with the 2004 Facility, the "Facility"). The Company Facility is owned and/or operated by the Company.

The Agency will continue to hold title to the Facility and lease the Facility to the Company for further sublease by the Company to the Sublessee and lease the New Equipment to the Sublessee. At the end of the lease term, the Company will purchase the Company Facility from the Agency.

In connection with the 2011 Facility, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee in the form of an increase in the amount of sales and use tax exemptions consistent with the policies of the Agency.

The hearing officer then opened the hearing for comments from the floor for or against the proposed financial assistance proposed by the Agency for the 2011 Facility.

The following is a listing of the persons heard and a summary of their views:

The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at _______.

__________________________
Secretary
STATE OF NEW YORK

COUNTY OF SUFFOLK

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Islip Industrial Development Agency (the “Agency”) on February 9, 2015, at 11:30 a.m., local time, at Islip Town Hall, 655 Main Street, Islip, New York, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of February 9, 2015.

______________________________
Secretary
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 10th day of February, 2015, the following members of the Agency were:

Present:

Absent:

Recused:

Also Present:

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the granting of authority to the Executive Director of the Town of Islip Industrial Development Agency to act on certain matters arising after the closing of straight lease and bond transactions.

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 TAKING OFFICIAL ACTION TOWARD RATIFYING AND CONFIRMING PRIOR ACTIONS OF THE EXECUTIVE DIRECTOR ACTING ON BEHALF OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY AND GRANTING CERTAIN AUTHORITY TO THE EXECUTIVE DIRECTOR TO ACT ON CERTAIN MATTERS ARISING AFTER THE CLOSING OF STRAIGHT LEASE AND BOND TRANSACTIONS AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF ANY AND ALL RELATED DOCUMENTS NECESSARY FOR THE COMPLETION OF THE TRANSACTIONS CONTEMPLATED HEREIN.

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 the acquisition, construction and equipping of certain industrial development projects as authorized by the Act; and

WHEREAS, pursuant to the Act, the Agency appointed an Executive Director to, in part, assist the Chairman with such matters as the Chairman or the board of directors of the Agency may request in furtherance of the Agency’s public purposes; and

WHEREAS, the Executive Director is charged with leading the Agency in carrying out its mission statement and fulfilling its public purposes under the Act and the PAAA, as amended from time to time; and

WHEREAS, pursuant to the Act, the Agency may provide financial assistance to applicant(s) consistent with the policies of the Agency, in the form of exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property (“Sales Tax Benefits”); and

WHEREAS, once Sales Tax Benefits are approved by the Agency for the applicant(s), the Sales Tax Benefits are not available until such time as a lease agreement and other such documents are executed and delivered (the “Closing”); and

WHEREAS, subsequent to the Closing and the providing of Sales Tax Benefits, the applicant(s) may request the Agency’s assistance including, but not limited to, the extension of completion date for the project or an increase in the amount of the Sales Tax Benefits; and

WHEREAS, the Agency desires to grant the Executive Director the authority to grant extensions of completion date with respect to the projects and the authority to increase Sales Tax Benefits conferred on the applicant(s) in an amount not to exceed $100,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, without the need of approval of the board of directors of the Agency; and
NOW, THEREFORE, BE IT RESOLVED by the Town of Islip Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. 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.

Section 2. The Executive Director is authorized on behalf of the Agency to approve requests from applicants regarding the extension of the completion date of their project.

Section 3. The Executive Director is authorized on behalf of the Agency to approve requests from applicants regarding an increase of Sales Tax Benefits in an amount not to exceed $100,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, without the need of approval of the board of directors of the Agency.

Section 4. All prior actions of the Executive Director on behalf of the Agency in connection with the matters described in this resolution are hereby ratified and confirmed.

Section 5. The Chairman, Vice Chairman, Executive Director or any member of the Agency are hereby authorized and directed to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 6. This resolution shall take effect immediately.
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 February 10, 2015, 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 Agreement and the Application are in substantially the form presented to and approved at such meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of February 10, 2015.

______________________________
Assistant Secretary