MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
April 21, 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 April 7, 2015.

3. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Corfu Property, LLC/Home Tile Center of NY, Inc, located at 165 Oval Drive, Islandia, New York.

4. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Coline Cabinetry NY, Inc, located at 1795 Express Drive North, Hauppauge, New York.

5. To consider the adoption of an amended Authorizing Resolution between the Town of Islip Industrial Development Agency and Ascent Pharmaceuticals, located on South Technology Drive, Central Islip.

6. To consider any other business that may come before the Agency.
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 21ST MEETING

AGENDA ITEM # 2

TYPE OF RESOLUTION: APPROVE MEETING MINUTES FROM 4-7-2015 TOWN BOARD MEETING

COMPANY: N/A

PROJECT LOCATION: N/A

JOBS (RETAINED/CREATED): N/A

INVESTMENT: N/A
Meeting Minutes

1. The Special Meeting of the Town of Islip Industrial Development Agency was called to order on a motion by Councilman John Cochrane and seconded by Councilman Steven Flotteron. All members were present.

Motions were presented to approve and adopt the following resolution on April 7, 2015 IDA Agenda. The resolutions were as follows:

2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the minutes from the Special Meeting of the Members of the Town of Islip Industrial Development Agency on March 3, 2015. On a motion by Councilman Anthony Senft and seconded by Councilman John Cochrane, said resolution was approved unanimously.

3. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and JMDH Real Estate of Bohemia, LLC for further sublease to Restaurant Depot, LLC, location at 1335 Lakeland Ave, Bohemia, New York. On a motion by Councilman Steven Flotteron and seconded by Councilman John Cochrane, said resolution was approved unanimously.

4. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to enter into a contract with Mike Siniski, to provide computer programming services for development of an IDA assessment roll and PILOT billing system, in the amount of $50,00 per hour, not to exceed $5,000.00. On a motion by Councilman John Cochrane and seconded by Councilman Anthony Senft, said resolution was approved unanimously.

5. The April 7, 2015 meeting of the IDA Board was adjourned on a motion by Councilman Anthony Senft and seconded by Councilman Steven Flotteron.
AGENDA ITEM # 3

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: CORFU PROPERTY, LLC/HOME TILE CENTER OF NY

PROJECT LOCATION: 165 OVAL DR. ISLANDIA, NY

JOBS (RETAINED/CREATED): 0/8

INVESTMENT: 1,725,000.00
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING CORFU PROPERTY LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF CORFU PROPERTY LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AND HOME TILE CENTER OF NY, INC., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF HOME TILE CENTER OF NY, INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Corfu Property LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Corfu Property LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") and Home Tile Center of NY, Inc., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Home Tile Center of NY, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Sublessee"), have applied to the Town of Islip Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in (a) the acquisition of an approximately 1.40 acre parcel of land located at 165 Oval Drive, Islandia, New York (the "Land"), the renovation of an approximately 28,373 square foot building located thereon (the "Improvements") and the acquisition and installation therein of certain equipment not part of the Equipment (as such term is defined herein) (the "Facility Equipment"); and, together with the Land and the Improvements, the "Company Facility"), which Company Facility is to be leased and subleased by the Agency to the Company and further subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property (the "Equipment"), which Equipment is to be leased by the Agency to the Sublessee (the Company Facility and the Equipment are collectively referred to herein as the "Facility"), and which Facility is to be used by the Sublessee as office space and warehouse space in its business as an importer and distributor of ceramic tile, including the following as they relate to the appointment of the Company and the Sublessee as agent(s) of the Agency with respect to the acquisition, renovation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, renovation and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, renovation and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and
WHEREAS, the Agency will acquire a leasehold interest in the Land and Improvements and title to the Facility Equipment and the Equipment and will lease and sublease the Company Facility to the Company for further sublease by the Company to the Sublessee and will lease the Equipment to the Sublessee, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “Act”); and

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

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing the principal amount presently estimated to be $822,500 but not to exceed $900,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $8,193, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the “Hearing”) will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility can be heard; and

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

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

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee and to representations by the Company and the Sublessee that the proposed transaction is either an inducement to the Company and/or the Sublessee to maintain and expand the Facility in the Town of Islip or is necessary to maintain the competitive position of the Company and the Sublessee in their respective industry; and

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

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

WHEREAS, the Questionnaire has been reviewed by the Agency.

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

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

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

Section 3. Subject to the provisions of this resolution, the Agency shall (i) acquire,
renovate and equip the Facility, (ii) lease the Company Facility to the Company, and (iii)
lease the Equipment to the Sublessee.

Section 4. The Agency hereby authorizes and approves the following economic
benefits to be granted to the Company and the Sublessee in connection with the acquisition,
renovation and equipping of the Facility: (i) exemptions from mortgage recording taxes for
one or more mortgages securing the principal amount presently estimated to be $822,500 but
not to exceed $900,000 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 the Facility, (ii) exemptions from sales and use
taxes in an amount not to exceed $8,193, 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 hereto), consistent
with the policies of the Agency.

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

Section 6. Counsel to the Agency is authorized and directed to work with Transaction Counsel (Nixon Peabody LLP) to prepare, for submission to the Agency, all documents necessary to affect the transfer of the real estate described in the foregoing resolution.

Section 7. The Chairman, Executive Director, Deputy Executive Director, counsel to the Agency and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and 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 8. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company and/or the Sublessee. By acceptance hereof, the Company and the Sublessee agree to pay such expenses and further agree to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 9. This resolution shall take effect immediately.

ADOPTED: April 21, 2015

ACCEPTED: _______ 2015

CORFU PROPERTY LLC

By: ____________________________
Name: __________________________
Title: __________________________

ACCEPTED: _______ 2015

HOME TILE CENTER OF NY, 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 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 April 21, 2015, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:

Absent:

Also Present:

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

Voting Ave

and, therefore, the resolution was declared duly adopted.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of April 21, 2015.

__________________________
Assistant Secretary
EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Islip Industrial Development Agency on the ___ day of May, 2015, at _____ a.m., local time, at the Town of Islip, Offices of Economic Development, 40 Nassau Avenue, Islip, New York 11751 in connection with the following matters:

Corfu Property LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Corfu Property LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) and Home Tile Center of NY, Inc., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Home Tile Center of NY, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Sublessee”), have applied to the Town of Islip Industrial Development Agency (the “Agency”) to enter into a transaction in which the Agency will assist in (a) the acquisition of an approximately 1.40 acre parcel of land located at 165 Oval Drive, Islandia, New York (the “Land”), the renovation of an approximately 28,373 square foot building located thereon (the “Improvements”) and the acquisition and installation therein of certain equipment not part of the Equipment (as such term is defined herein) (the “Facility Equipment”; and, together with the Land and the Improvements, the “Company Facility”), which Company Facility is to be leased and subleased by the Agency to the Company and further subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property (the “Equipment”), which Equipment is to be leased by the Agency to the Sublessee (the Company Facility and the Equipment are collectively referred to herein as the “Facility”), and which Facility is to be used by the Sublessee as office space and warehouse space in its business as an importer and distributor of ceramic tile. The Company Facility will be initially owned by the Company. The Equipment will be initially owned by the Sublessee.

The Agency will acquire a leasehold interest in the Company Facility and title to the Equipment and will sublease the Company Facility to the Company for further sub-sublease by the Company to the Sublessee and the Agency will lease the Equipment to the Sublessee. The Agency contemplates that it will provide financial assistance to the Company and the Sublessee 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 and the Sublessee 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 and the Sublessee with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: April __, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

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

Form of Proposed PILOT Benefits

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

Normal Tax Due = Those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Islip (including any existing incorporated village or any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located) which are or may be imposed for special improvements or special district improvements, that the Company and the Sublessee would pay without exemption

Payment Formula

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<th>Percentage</th>
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<th>Amount</th>
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and thereafter
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 21\textsuperscript{ST} MEETING

AGENDA ITEM # 4

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: COLINE CABINETRY

PROJECT LOCATION: 1795 EXPRESSWAY DR. NORTH HAUPPAUGE, NY

JOBS (RETAINED/CREATED): 0/20

INVESTMENT: 5,960,000.00
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING COLINE CABINETRY NY INC., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF COLINE CABINETRY NY INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Coline Cabinetry NY Inc., a New York business corporation on behalf of itself and/or the principals of Coline Cabinetry NY Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Applicant” and “Sublessee”) has applied to the Town of Islip Industrial Development Agency (the “Agency”) to enter into a transaction in which the Agency will assist in (a) the acquisition of an approximately 3.35 acre parcel of land located at 1795 Express Drive North, Hauppauge, New York 11788 (the “Land”), the renovation of an approximately 51,000 square foot building located thereon (the “Improvements”) and the acquisition and installation therein of certain equipment not part of the Equipment (as such term is defined herein) and personal property including, but not limited to racks, office equipment, computers and files (the “Facility Equipment”; and together with the Land and the Improvements, the “Company Facility”), which Company Facility is to be leased and subleased by the Agency to a real estate holding company formed or to be formed on behalf of the Sublessee (the “Company”), and further subleased by the Company to the Sublessee; and (b) the acquisition and installation of certain equipment and personal property (the “Equipment”), which Equipment is to be leased by the Agency to the Sublessee (the Company Facility and the Equipment are collectively referred to herein as the “Facility”), and which Facility is to be used by the Sublessee for its primary use as an importer and assembler of cabinets for residential and commercial use, including the following as they relate to the appointment of the Company and the Sublessee as agents of the Agency with respect to the acquisition, renovation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, renovation and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, renovation and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire title to or a leasehold interest in the Company Facility and will lease and sublease the Company Facility to the Company, and will acquire title to the Equipment and lease the Equipment to the Sublessee, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “Act”); and
WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $3,500,000 but not to exceed $4,200,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $69,200 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); and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the “Hearing”) will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility can be heard; and

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

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

WHEREAS, the Agency has given due consideration to the application of the Sublessee and to representations by the Applicant that the proposed transfer of a leasehold interest or a fee title interest is either an inducement to the Company and Sublessee to maintain and expand the Facility in the Town of Islip or is necessary to maintain the competitive position of the Company and the Sublessee in their respective industries; and

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

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

WHEREAS, the Questionnaire has been reviewed by the Agency.

NOW, THEREFORE, BE IT RESOLVED by the Town of Islip Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:
Section 1. Based upon the Environmental Assessment Form completed by the Applicant and reviewed by the Agency and other representations and information furnished by the Applicant regarding the Facility, the Agency determines that the action relating to the acquisition, renovation, equipping and operation of the Facility is an “unlisted” action, as that term is defined in the SEQR Act. The Agency also determines that the action will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

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

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

Section 4. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company and the Sublessee in connection with the acquisition, renovation and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages in an amount presently estimated to be $3,500,000 but not to exceed $4,200,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $69,200 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 5. The Applicant hereby agrees to comply with Section 875 of the Act. The Applicant further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company and Sublessee as agents of the Agency pursuant to the transactions contemplated by this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and a recapture agreement.

Section 6. Counsel to the Agency is authorized and directed to work with Transaction Counsel (Nixon Peabody LLP) to prepare, for submission to the Agency, all documents necessary to affect the transfer of the real estate described in the foregoing resolution.

Section 7. The Chairman, Executive Director, counsel to the Agency and all members of the Agency are hereby authorized and directed (i) to distribute copies of this
resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company and the Sublessee. By acceptance hereof, the Applicant 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 9. This resolution shall take effect immediately.

ADOPTED: April 21, 2015

ACCEPTED: _______ 2015

COLINE CABINETRY NY INC.

By:
Name: Xu Ting Hu
Title: President
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 April 21, 2015, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:

Absent:

Also Present:

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

Voting Aye

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 April 21, 2015.

______________________________
Assistant Secretary
EXHIBIT C

Form of Proposed PILOT Benefits

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

Definitions

Normal Tax Due = Those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Islip (including any existing incorporated village or any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located) which are or may be imposed for special improvements or special district improvements, that the Company and/or Sublessee would pay without exemption.

Payment Formula

<table>
<thead>
<tr>
<th>Tax Year</th>
<th>Normal Tax Due Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016/2017</td>
<td>100% Normal Tax Due on $185,000.</td>
</tr>
<tr>
<td>2017/2018</td>
<td>100% Normal Tax Due on $203,500.</td>
</tr>
<tr>
<td>2018/2019</td>
<td>100% Normal Tax Due on $222,000.</td>
</tr>
<tr>
<td>2019/2020</td>
<td>100% Normal Tax Due on $240,500.</td>
</tr>
<tr>
<td>2020/2021</td>
<td>100% Normal Tax Due on $259,000.</td>
</tr>
<tr>
<td>2021/2022</td>
<td>100% Normal Tax Due on $277,500.</td>
</tr>
<tr>
<td>2022/2023</td>
<td>100% Normal Tax Due on $296,000.</td>
</tr>
<tr>
<td>2023/2024</td>
<td>100% Normal Tax Due on $314,500.</td>
</tr>
<tr>
<td>2024/2025</td>
<td>100% Normal Tax Due on $333,000.</td>
</tr>
<tr>
<td>2025/2026</td>
<td>100% Normal Tax Due on $351,500.</td>
</tr>
<tr>
<td>2026/2027</td>
<td>100% Normal Tax Due on $370,000 (Full Assessment).</td>
</tr>
<tr>
<td>and thereafter</td>
<td></td>
</tr>
</tbody>
</table>
AGENDA ITEM # 5

TYPE OF RESOLUTION: Amended Authorizing Resolution

COMPANY: Ascent Pharm Realty Inc.

PROJECT LOCATION: 275 Carleton Avenue, CI

JOBS (Retained/created): 390/100

INVESTMENT: $17,950,000
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 21st day of April, 2015, the following members of the Agency were:

Present:

Absent:

Also Present:

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

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

Voting Aye

Voting Nay
AMENDED RESOLUTION OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF A
CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR
ASCENT PHARM REALTY INC., A BUSINESS
CORPORATION AND ASCENT PHARMACEUTICALS, INC.,
A BUSINESS CORPORATION AND APPROVING THE FORM,
SUBSTANCE AND EXECUTION OF RELATED
DOCUMENTS.

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

WHEREAS, there was submitted to the Agency a proposal to undertake the providing and leasing of an industrial development facility to 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") in connection with 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; and

WHEREAS, the Agency by resolution duly adopted on February 10, 2015 (the "Authorizing Resolution"), authorized the acquisition, construction and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, the Company, by letter dated April 15, 2015 (the "Letter Amendment"), notified the Agency of its intent to amend its application for assistance dated May 27, 2014 (the "Application"), to reflect that (i) Ascent Pharmaceuticals, Inc., a New York business corporation will be the sublessee (the "Sublessee") of the Facility; (ii) the Company will be Ascent Pharm Realty Inc., a New York business corporation (the "Company"), and (iii) the Sublessee has requested the Agency’s assistance in connection with the acquisition of certain equipment (defined below); and

WHEREAS, the Company has represented to the Agency that the ownership and the principals of the Company and the Sublessee are the same owners and principals of InvaGen Pharmaceuticals Inc.; and
WHEREAS, the Agency intends to amend its Authorizing Resolution in order to reflect (i) the substitution of Ascent Pharm Realty Inc, as the Company, (ii) the approval of the addition of the Sublessee for the Facility, and (iii) the revision of the structure of the acquisition, constructing and equipping of the Facility to include an equipment lease (as defined below), and

WHEREAS, in connection with such amendment to the Authorizing Resolution, the description of the proposed providing and leasing of an industrial development facility is as follows: Ascent Pharm Realty Inc., a New York business corporation (the “Company”), and Ascent Pharmaceuticals, Inc., a New York business corporation (the “Sublessee”), have requested that the Agency assist in (i) the acquisition of an approximately 13.46 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 acquisition and installation of certain equipment not part of the Equipment (as hereinafter defined) (the “Facility Equipment”; together with the Land and the Improvements, the “Company Facility”, which Company Facility is to be leased by the Agency to the Company and subleased by the Company to the Sublessee, and (ii) the acquisition and installation of certain equipment and personal property, including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the “Equipment”; and, together with the Company Facility, the “Facility”), which Equipment is to be leased by the Agency to the Sublessee and which Facility is to be used by the Sublessee in its business for the manufacturing and distribution of bottling for pharmaceutical products; and

WHEREAS, the Equipment will be leased to the Sublessee by the Agency pursuant to an Equipment Lease Agreement, dated as of April 1, 2015 (the “Equipment Lease Agreement”), between the Agency and the Sublessee; and

WHEREAS, they Agency ratifies and confirms all terms contemplated under the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents (as defined therein); and

WHEREAS, the Company 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 transaction contemplated in the Authorizing Resolution, as amended by this Amended Authorizing Resolution; and

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

Section 1. The Agency hereby amends the Authorizing Resolution to (i) substitute the name of the Company, to be Ascent Pharm Realty Inc., as the lessee of the Agency under the Lease Agreement, and (ii) consent to the Sublessee to be Ascent Pharmaceuticals, Inc., as the lessee of the Agency under the Equipment Lease Agreement.
Section 2. The Agency hereby ratifies and confirms all terms contemplated by the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents.

Section 3. This amended 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 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 21st day of April, 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 21st day of April, 2015.

By: ______________________________
    Assistant Secretary