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

2. To approve the minutes from the meeting of the Town of Islip Industrial Development Agency on October 26, 2015.

3. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and SUNation Solar Systems, located at 171 Remington Boulevard, Ronkonkoma.

4. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Prime Eleven Tower LLC/Pod Enterprises LLC located at 555 Prime Place, Hauppauge.

5. To consider the adoption of a Resolution between the Town of Islip Industrial Development Agency and Wesco Distribution/Prime Eleven, LLC consenting to the release of a portion of the Land and amending the legal description to the transaction documents.

6. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Hemisphere Trading of NY LLC/42 Windsor Place, Inc, located at 42 Windsor Place, Central Islip.

7. To consider the adoption of a Resolution consenting to a sublease and authorizing an increase in sales and use tax benefits for Perfume Center of America, located at 2020 Ocean Avenue, Ronkonkoma.

8. To consider the adoption of a Resolution authorizing the mortgage refinancing for Briad Lodging Cl 2, LLC 2015 Facility, located on Carleton Avenue in Central Islip.

9. To consider the adoption of a Resolution pertaining to the consent to a declaration of covenants and restrictions, a sewer easement and a connection agreement related to the Sunrise Business Center, located at 3500 Sunrise Highway, Great River.

10. To consider the adoption of a resolution to terminate the IDA benefits for Reiko Wireless, located on Carleton Avenue, Central Islip.

11. To consider any other business that may come before the Agency.
AGENDA ITEM # 2

TYPE OF RESOLUTION: approval of minutes from 10/26/15

COMPANY:

PROJECT LOCATION:

JOBS (RETAINED/CREATED):

INVESTMENT:
MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
October 26, 2015
Meeting Minutes

1. The Special Meeting of the Town of Islip Industrial Development Agency was called to order. All members were present.

Motions were presented to approve and adopt the following resolutions on the October 26, 2015 IDA meeting.

2. To approve the Minutes from the October 13, 2015 IDA Minutes. On a motion by Councilman Anthony Senft and seconded by Councilman John Cochrane, said motion was approved unanimously.

3. To consider the adoption to approve the 2016 IDA budget. On a motion by Councilman Steve Flotteron and seconded by Councilwoman Trish Bergin Weichbrodt, said motion was approved unanimously.

4. The October 26, 2015 meeting of the IDA Board was adjourned on a motion by Councilman Anthony Senft and seconded by Councilman John Cochrane.
Town of Islip
Industrial Development Agency
Agenda Items for November 17, 2015.

Agenda Item # 3

Type of Resolution: Inducement Resolution

Company: SUNation Solar Systems

Project Location: 171 Remington Blvd, Ronkonkoma

Jobs (Retained/created): 64/31

Investment: $2.39 M
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING SUNATION SOLAR SYSTEMS, INC., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF SUNATION SOLAR SYSTEMS, 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, SUNation Solar Systems, 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 SUNation Solar Systems, 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 1.36 acre parcel of land located at 171 Remington Boulevard, Ronkonkoma, New York (the “Land”), the renovation of an approximately 20,000 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) (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 an affiliate of the Applicant or a related entity formed or to be formed on behalf of the Applicant (the “Company”) and further subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property including, but not limited to office furniture, warehouse equipment, forklifts, enterprise resource planning software, and a barcode scanning system (collectively, 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 and warehouse space in its business as a custom solar sales, design and installation company; 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, while the Applicant has represented to the Agency that the approval of the Facility will result in the closure of two plants presently operated by the Applicant and located at 1217 Montauk Highway, Oakdale, New York and at 1438 Montauk Highway, Oakdale, New York, respectively, and the Agency would otherwise be prohibited from granting benefits pursuant to the provisions of Section 862 of the Act, based upon the representations of the Applicant in the Application for financial assistance filed by the Applicant with the Agency (the "Application"), the closure and consolidation of the plants is reasonably necessary to discourage the Applicant from removing such plants to a location outside the State and therefore not subject to the prohibitions contained in Section 862 of the Act; 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 $2,151,000 but not to exceed $3,000,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $31,500, 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; 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 Agency finds that although the Applicant has represented to the Agency that the approval of the Facility will result in the closure of two plants presently operated by the Applicant and located at 1217 Montauk Highway, Oakdale, New York and at 1438 Montauk Highway, Oakdale, New York, respectively, and the Agency would otherwise be prohibited from granting benefits pursuant to the provisions of Section 862 of the Act, based upon the representations of the Applicant in the Application for financial assistance filed by the Applicant with the Agency, the closure and consolidation of the plants is reasonably necessary to discourage the Applicant from removing such plants to a location outside the State and therefore not subject to the prohibitions contained in Section 862 of the Act.

Section 3. 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 4. 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 5. 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 $2,151,000
but not to exceed $3,000,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $31,500, 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 6. 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 7. 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 8. 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 9. 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 10. This resolution shall take effect immediately.

ADOPTED: November 17, 2015
ACCEPTED: __________ 2015

SUNATION SOLAR SYSTEMS, 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 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 November 17, 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 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 November 17, 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 November, 2015, at _____ a.m., local time, at [Offices of Economic Development, 40 Nassau Avenue, Islip, New York 11751] in connection with the following matters:

SUNation Solar Systems, 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 SUNation Solar Systems, 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 1.36 acre parcel of land located at 171 Remington Boulevard, Ronkonkoma, New York (the "Land"), the renovation of an approximately 20,000 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) (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 an affiliate of the Applicant or a related entity formed or to be formed on behalf of the Applicant (the "Company") and further subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property including, but not limited to office furniture, warehouse equipment, forklifts, enterprise resource planning software, and a barcode scanning system (collectively, 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 and warehouse space in its business as a custom solar sales, design and installation company. 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: November __, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

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

MINUTES OF PUBLIC HEARING HELD ON NOVEMBER ___, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY (SUNATION SOLAR SYSTEMS, INC. 2015 FACILITY)

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

2. ______________________ 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:

SUNation Solar Systems, 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 SUNation Solar Systems, 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 1.36 acre parcel of land located at 171 Remington Boulevard, Ronkonkoma, New York (the “Land”), the renovation of an approximately 20,000 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) (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 an affiliate of the Applicant or a related entity formed or to be formed on behalf of the Applicant (the “Company”) and further subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property including, but not limited to office furniture, warehouse equipment, forklifts, enterprise resource planning software, and a barcode scanning system (collectively, 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 and warehouse space in its business as a custom solar sales, design and installation company. 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.

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

5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at _____________a.m./p.m.
STATE OF NEW YORK

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 November __, 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 November __, 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), Connetquot 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

<table>
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<tr>
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<th>Percentage</th>
<th>Description</th>
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<tbody>
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<td>2016/2017</td>
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<tr>
<td>2017/2018</td>
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<td>Normal Tax due on the taxable assessed value of $77,000</td>
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<td>2018/2019</td>
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<td>Normal Tax due on the taxable assessed value of $84,000</td>
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<td>2019/2020</td>
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<td>2023/2024</td>
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<tr>
<td>2024/2025</td>
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<tr>
<td>2025/2026</td>
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</tr>
<tr>
<td>2026/2027</td>
<td>100%</td>
<td>Normal Tax due on $140,000 (Full Taxation)</td>
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</table>
AGENDA ITEM # 4

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: PODS ENTERPRISES/PRIME ELEVEN TOWER

PROJECT LOCATION: 555 PRIME PLACE, HAUPPAUGE

JOBS (RETAINED/CREATED): 9/4

INVESTMENT: $7.2 M
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPROVING PAYMENT-IN-LIEU-OF-TAX BENEFITS, THE FINANCING AND REFINANCING THE SUBLLEASING OF THE PRIME ELEVEN TOWER LLC FACILITY TO PODS ENTERPRISES, LLC A FLORIDA LIMITED LIABILITY COMPANY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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

WHEREAS, the Agency has previously assisted Prime Eleven Tower, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the “Company”), consisting of the acquisition of a parcel of land located at 500 Prime Place North Parcel, Hauppauge, Town of Islip, Suffolk County, New York (the “Land”), and the construction and equipping of an approximately 42,150 square foot building located thereon (the “Facility Equipment”; and together with the Land, the “Company Facility”), all to be leased by the Agency to the Company and subleased by the Company to a future tenant; and

WHEREAS, the Company leased the Land to the Agency pursuant to the terms of a Company Lease Agreement, dated as of October 1, 2013 (the “Company Lease”), by and between the Company, as lessor and the Agency, as lessee; and

WHEREAS, the Company transferred title to the Facility Equipment to the Agency pursuant to a Bill of Sale, dated October 4, 2013 (the “Bill of Sale”); and

WHEREAS, the Agency leased and subleased the Company Facility to the Company pursuant to the Lease Agreement, dated as of October 1, 2013 (the “Lease Agreement”), between the Agency, as lessor, and the Company, as lessee, such that a leasehold interest or title to the Company Facility will remain with the Agency throughout the Lease Term (as such term is defined in the Lease Agreement); and

WHEREAS, the Agency and the Company entered into a Recapture Agreement, dated as of October 1, 2013 (the “Recapture Agreement”), pursuant to which the Agency has the right to recapture certain economic benefits and assistance granted to the Company upon the terms and conditions set forth in the Recapture Agreement”; and

WHEREAS in connection with the leasing and subleasing of the Company Facility, the Agency and the Company entered into a certain Environmental Compliance and Indemnification Agreement, dated as of October 1, 2013 (the “Environmental Compliance and Indemnification Agreement”), from the Company to the Agency; and
WHEREAS, the Company has completed the construction and equipping of the Company Facility and has requested the Agency's consent to the subleasing of the Company Facility to Pods Enterprises, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Sublessee"), including the acquisition and installation of certain equipment and personal property including, but not limited to office furniture, forklifts and computers (collectively, 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"), for use by the Sublessee in the warehousing of portable storage units; and

WHEREAS, in connection therewith, the Company and the Sublessee have submitted a request for the Agency's consent to an increase in the total acreage of the Land to be approximately 1.8862 acres and for the Agency to provide payments-in-lieu-of-taxes benefits in connection with the Facility and an increase in exemptions from sales and use taxes, and in connection therewith the amendment and restatement of the Company Lease, the Lease Agreement, the Recapture and the Environmental Compliance and Indemnification Agreement, all to be more fully described in an authorizing resolution; and

WHEREAS, the Company will sublease the Company Facility to the Sublessee pursuant to a Lease Agreement, to be dated a date not yet determined (the "Sublease Agreement"), by and between the Company and the Sublessee, for a term of 10 years with an option to extend for 5 and additional years; and

WHEREAS, the Company Facility may not be subleased, in whole or in part, without the prior written consent of the Agency; and

WHEREAS, such consent may be manifested by the execution and delivery of an Agency Compliance Agreement, dated a date to be determined, between the Agency and the Sublessee (the "Agency Compliance Agreement"); 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 $4,500,000 but not to exceed $6,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $174,470, 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, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, prior to the 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, 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;

WHEREAS, the Questionnaire has been reviewed by the Agency; 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 leasing of the Company Facility by the Agency to the Company and the subleasing of the Company Facility to the Sublessee.

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

- 3 -
Section 1. Based upon the Environmental Assessment Form completed by the Sublessee and reviewed by the Agency and other representations and information furnished by the Sublessee regarding the Facility, the Agency determines that the action relating to the acquisition, construction, equipping and operation of the Facility is an “Unlisted” action, as that term is defined in the SEQR Act. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQRA or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

Section 2. The acquisition, construction and equipping of the Facility by the Agency, the leasing thereof to the Company and the subleasing thereof 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. The Agency hereby approves the providing of 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 $4,500,000 but not to exceed $6,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $174,470, 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 4. 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 this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 5. Counsel to the Agency is authorized and directed to work with Transaction Counsel (Nixon Peabody LLP) to prepare, for submission to the Agency, all documents necessary to affect the transactions described in the foregoing resolution.

Section 6. The Chairman, 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 7. This resolution shall take effect immediately.
STATE OF NEW YORK       )
                        : SS.:
COUNTY OF SUFFOLK       )

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

I have compared the foregoing copy of a resolution of the Town of Islip Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on November 17, 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 November 17, 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 (the “Agency”) on the [_____] day of November, 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:

The Agency has previously assisted Prime Eleven Tower, LLC, a limited liability
company duly organized and validly existing under the laws of the State of New York (the
“Company”), in connection with the acquisition of a parcel of land located at 500 Prime Place
North Parcel, Hauppauge, Town of Islip, Suffolk County, New York, and the construction and
equipping of an approximately 42,150 square foot building located thereon (the
“Improvements”; and, together with the Land, the “Company Facility”), all leased by the
Agency to the Company and to be subleased by the Company to a future tenant. The Company
has completed the construction and equipping of the Company Facility and has requested the
Agency’s consent to subleasing the Company Facility to Pods Enterprises, LLC, a limited
liability company organized and existing under the laws of the State of Florida (the
“Sublessee”), for use by the Sublessee in the warehousing of portable storage units. The
Company Facility is owned by the Company. The Agency will continue to lease the Company
Facility to the Company pursuant to the Lease Agreement, as amended.

The Agency contemplates that it will provide financial assistance to the Company and the
Sublessee in the form of exemptions from mortgage recording taxes, if a mortgage is required, in
connection with the acquisition, construction and equipment financing or any subsequent
refinancing or permanent financing of the Facility, exemptions from sales and use taxes and
abatements of real property taxes, consistent with the policies of the Agency.

A representative of the Agency will at the above-stated time and place hear and accept
written comments from all persons with views in favor of or opposed to either the proposed
financial assistance to the Company 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: November ___, 2015

TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By:         William G. Mannix
Title:      Executive Director
EXHIBIT B
MINUTES OF PUBLIC HEARING HELD ON
NOVEMBER [__], 2015
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(Facility)

1. ________________ of the Town of Islip Industrial Development Agency (the "Agency") called the hearing to order.

2. ________________ 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:

The Agency has previously assisted Prime Eleven Tower, LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the "Company"), in connection with the acquisition of a parcel of land located at 500 Prime Place North Parcel, Hauppauge, Town of Islip, Suffolk County, New York, and the construction and equipping of an approximately 42,150 square foot building located thereon (the "Improvements"; and, together with the Land, the "Company Facility"), all leased by the Agency to the Company and to be subleased by the Company to a future tenant. The Company has completed the construction and equipping of the Company Facility and has requested the Agency’s consent to subleasing the Company Facility to Pods Enterprises, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Sublessee"), for use by the Sublessee in the warehousing of portable storage units. The Company Facility is owned by the Company. The Agency will continue to lease the Company Facility to the Company pursuant to the Lease Agreement, as amended.

The Agency contemplates that it will provide financial assistance to the Company and the Sublessee in the form of exemptions from mortgage recording taxes, if a mortgage is required, in connection with the acquisition, construction and equipment financing or any subsequent refinancing or permanent financing of the Facility, exemptions from sales and use taxes and abatements of real property taxes, 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 ________________
STATE OF NEW YORK  )
COUNTY OF SUFFOLK  )

: SS:.

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Islip Industrial Development Agency (the "Agency") on November __, 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 November __, 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), ____________ School District, Suffolk County and Appropriate Special Districts

Definitions

\[ X = [\_] \times \] .

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

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 and/or the Sublessee would pay without exemption.

Payment

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

Formula

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AGENDA ITEM # 5

TYPE OF RESOLUTION: Resolution consenting to land release and amendment of legal description

COMPANY: Wesco Distribution/Prime eleven Tower

PROJECT LOCATION: 555 Prime Place, Hauppauge

JOBS (RETIAINED/CREATED): 

INVESTMENT:
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 17th day of November, 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 release of land and the amendment of documents more particularly described below (Prime Eleven, LLC/Wesco Distribution, Inc. 2013 Facility) and the continued leasing of the facility to Prime Eleven, LLC and subleasing to Wesco Distribution, Inc.

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

Voting Aye

Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE RELEASE OF LAND AND THE AMENDMENT OF DOCUMENTS OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR PRIME ELEVEN, LLC AND WESCO DISTRIBUTION, INC. 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 consented to the providing and leasing of an industrial development facility to Prime Eleven, LLC, a New York limited liability company (the “Company”), and Wesco Distribution, Inc., a Delaware business corporation duly authorized to transact business in the State of New York (“Sublessee”), consisting of (i) the acquisition of all or a portion of an approximately 6.62 acre parcel of land located at Prime Place (Edison Avenue off Motor Parkway and formerly known as “Watch Hill Site”), Hauppauge, Town of Islip, Suffolk County, New York, further identified as a portion of Tax Map No. 0500-038.00-02.00-020.8 (the “Land”), and the construction and equipping thereon of an approximately 102,500 square foot building, with improvements, structures, and related facilities attached to the Land (collectively, the “Improvements”), and the acquisition and installation of certain equipment not part of the Equipment (as defined in the Equipment Lease Agreement, dated as of March 1, 2013 (the “Equipment Lease Agreement”), between the Agency and the Sublessee (the “Facility Equipment”); and, together with the Land and Improvements, the “Company Facility”), which Company Facility is to be leased by the Company to the Agency, subleased by the Agency to the Company, and further subleased by the Company to, and used by, the Sublessee, and (ii) the acquisition and installation of the Equipment, which Equipment is to be leased by the Agency to, and used by, the Sublessee for the distribution of electrical supplies to electrical and general contractors in the New York metro area (the Company Facility and the Equipment collectively referred to herein as the “Facility”); and

WHEREAS, the Company previously leased the Company Facility to the Agency pursuant to and in accordance with a certain Amended and Restated Company Lease Agreement, originally dated as of January 1, 2006, amended and restated as of April 1, 2013 (as amended to date, the “Company Lease”), between the Company and the Agency, a memorandum of which such Company Lease was recorded in the Suffolk County Clerk’s office on May 14, 2013, in Liber 12729, cp 564; and

WHEREAS, the Agency previously subleased the Company Facility to the Company pursuant to and in accordance with a certain Amended and Restated Lease Agreement, originally dated as of January 1, 2006, amended and restated as of April 1, 2013 (as amended to date, the “Lease Agreement”), between the Agency and the Company, a memorandum of
which such Lease Agreement was recorded in the Suffolk County Clerk’s office on May 14, 2013, in Liber 12729, cp 562; and

WHEREAS, the Company previously subleased the Company Facility to the Sublessee pursuant to and in accordance with a certain Agreement of Sublease, dated June 19, 2012 (as amended to date, the “Sublease Agreement”), between the Company and the Sublessee, a memorandum of which such Sublease Agreement was recorded in the Suffolk County Clerk’s office on May 14, 2013, in Liber 12729, cp 563; and

WHEREAS, in connection with the leasing and the subleasing of the Company Facility, the Agency, the Company and the Sublessee entered into an Amended and Restated a Payment-in-Lieu-of-Tax Agreement, originally dated as of January 1, 2006, amended and restated as of April 1, 2013 (as amended to date, the “PILOT Agreement”), whereby the Company and the Sublessee agreed to make certain payments-in-lieu-of real property taxes on the Company Facility (as defined therein); and

WHEREAS, in connection with the leasing and the subleasing of the Company Facility, the Agency, the Company and the Sublessee entered into a Recapture Agreement, dated as of April 1, 2013 (as amended to date, the “Recapture Agreement”), whereby the Company and the Sublessee agreed to provide assurances with respect to the recapture of benefits granted under the PILOT Agreement, the Lease Agreement, the Equipment Lease Agreement and the other Agency agreements (as defined therein), and which such Recapture Agreement was recorded in the Suffolk County Clerk’s office on May 14, 2013, in Liber 22238, cp 792; and

WHEREAS, in connection with the leasing and the subleasing of the Company Facility, the Agency, the Company and the Sublessee entered into an Environmental Compliance and Indemnification Agreement, originally dated as of January 1, 2006, amended and restated as of April 1, 2013 (as amended to date, the “Environmental Compliance and Indemnification Agreement”), whereby the Company and the Sublessee agreed to comply with all Environmental Laws (as defined therein) applicable to the Company Facility; and

WHEREAS, the Company previously requested that the Agency consent to a development plan for the Company Facility and a reorganization of the ownership structure of the Company to provide for separate and newly created entities to assume ownership of the Company Facility as follows: (i) Lot A-1 continues to be owned by the Company, and (ii) Lot A-2 is owned by Prime Eleven Tower LLC, a New York limited liability company (the “Lot A-2 Owner”) (collectively, the “Subdivision Reorganization”); and

WHEREAS, the Company previously requested that the Agency amend and modify the Lease Agreement, in order to amend the definition of “Facility” to release the Lot A-2 (described above) portion of the parcel of Company Land described in the Lease Agreement (the “Released Parcel”); and
WHEREAS, the Lease Agreement provides for the release of Company Land from the Company Facility, to the extent that any part of, or interest in, the Company Land which is required to develop "projects" as defined in the Act; and

WHEREAS, by Authorizing Resolution, dated March 19, 2013, the Agency consented to the proposed development plan, the Subdivision Reorganization, and the amendment and modification of the Transaction Documents (as defined in the Lease Agreement) to amend the definition of "Facility"; and

WHEREAS, the parties amended the definition of Facility in the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement to exclude the Released Parcel pursuant to an Amendment and Modification Agreement, dated as of October 1, 2013 (the "Amendment and Modification Agreement"), among the Agency, the Company and the Sublessee; and

WHEREAS, the Company has now requested that the Agency further amend and modify the Lease Agreement, in order to amend the definition of "Facility" to release an additional portion of Lot A-1 (described above) of the Company Land to the Lot A-2 Owner (the "2015 Released Parcel"); and

WHEREAS, the Lease Agreement provides for the release of Company Land from the Company Facility, to the extent that any part of, or interest in, the Company Land which is required to develop "projects" as defined in the Act; and

WHEREAS, the Agency consents to the proposed 2015 Released Parcel and the amendment and modification of the Transaction Documents and in order to effectuate the 2015 Released Parcel and in connection therewith, the parties will amend the definition of Facility in the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement to exclude the 2015 Released Parcel pursuant to a Second Amendment and Modification Agreement, dated as of November 1, 2015 or such other date as may be determined (the "Second Amendment and Modification Agreement"), among the Agency, the Company and the Sublessee; and

WHEREAS, the Company has requested that the Agency join with the Company, in executing and delivering to a lender or lenders not yet determined, 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 requested by a lender or lenders in connection with the financing and refinancing of the acquisition, construction and equipping of the Facility, as amended by the Second Amendment and Modification Agreement (collectively, the "Loan Documents"), in connection with the financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility, as amended; 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 2015 Released Parcel and the continued lease of the
Company Facility by the Agency to the Company and the lease of the Equipment by the Agency to the Sublessee; and

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

Section 1. The Agency hereby finds and determines:

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

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

(c) The continued leasing of the Company Facility to the Company, the continued subleasing of the Company Facility to the Sublessee and the continued leasing of the Equipment to the Sublessee and the provision of financial assistance to the Company and the Sublessee, consistent with the policies of the Agency, pursuant to the Act, 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 2015 Released Parcel is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of the Town of Islip and all regional and local land use plans for the area in which the Facility is located; and

(f) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in the accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

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

(h) The Second Amendment and Modification Agreement will be an effective instrument whereby the Agency, the Company and the Sublessee agree to the 2015 Released Parcel; and

(i) 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 to the Company by the Lender and assign to the Lender their respective rights under the Lease Agreement (except for the Agency's Unassigned Rights as defined in such Lease Agreement).

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) execute, deliver and perform the Second Amendment and Modification Agreement; (ii)
grant the mortgage on and security interest and assignment of leases and rents, in and to the
Facility pursuant to the Loan Documents; (iii) execute, deliver and perform the Loan
Documents to which the Agency is a party; and (iv) 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 3. The form and substance of the Second Amendment and Modification
Agreement and the Loan Documents (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 4.

(a) The Chairman, Vice Chairman, Executive Director, or any member of the
Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Second
Amendment and Modification Agreement and the Loan Documents, all in substantially the
forms thereof presented to this meeting with such changes, variations, omissions and
insertions as the Chairman, Executive Director, or any member of the Agency shall approve,
and such other related documents as may be, in the judgment of the Chairman, Executive
Director 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, or any member of the Agency are further
hereby authorized, on behalf of the Agency, to designate any additional Authorized
Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

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

Section 6. This resolution shall take effect immediately.
STATE OF NEW YORK  
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 17th day of November, 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 all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17th day of November, 2015.

By: ____________________________  
Secretary
AGENDA ITEM # 6

TYPE OF RESOLUTION: Inducement Resolution

COMPANY: Hemisphere Trading of NY

PROJECT LOCATION: 42 Windsor Place, Central Islip

JOBS (Retained/created): 7/9

INVESTMENT: $5.1M
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING 42 WINDSOR PLACE, INC., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF 42 WINDSOR PLACE, INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AND HEMISPHERE TRADING OF NY LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF HEMISPHERE TRADING OF NY LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, 42 Windsor Place, 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 42 Windsor Place, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company"), and Hemisphere Trading of NY 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 Hemisphere Trading of NY LLC 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 3.68 acre parcel of land located at 42 Windsor Place, Central Islip, New York (the "Land"), the renovation of an approximately 65,000 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) (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 including, but not limited to office furniture, warehouse equipment, computers, telephone system, ceiling lighting (collectively, 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 and warehouse space in its business as an importer and distributor of gourmet accessories, kitchen accessories, storage/organizational, and other tabletop glassware items; 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 $4,387,500 but not to exceed $5,000,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $21,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and

WHEREAS, 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 $4,387,500 but not to exceed $5,000,000 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 the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed $21,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 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: November 17, 2015
ACCEPTED: _________ 2015

42 WINDSOR PLACE, INC.

By: _______________________
Name: 
Title: 

HEMISPHERE TRADING OF NY LLC

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 November 17, 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 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 November 17, 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 November, 2015, at _____ a.m., local time, at [Offices of Economic Development, 40 Nassau Avenue, Islip, New York 11751] in connection with the following matters:

42 Windsor Place, 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 42 Windsor Place, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), and Hemisphere Trading of NY 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 Hemisphere Trading of NY LLC 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 3.68 acre parcel of land located at 42 Windsor Place, Central Islip, New York (the “Land”), the renovation of an approximately 65,000 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) (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 including, but not limited to office furniture, warehouse equipment, computers, telephone system, ceiling lighting (collectively, 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 and warehouse space in its business as an importer and distributor of gourmet accessories, kitchen accessories, storage/organizational, and other tabletop glassware items. 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.

4833-2496-9258.1
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: November __, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Title: Executive Director
EXHIBIT B
MINUTES OF PUBLIC HEARING HELD ON
NOVEMBER __, 2015

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(42 WINDSOR PLACE, INC./HEMISPHERE TRADING OF NY LLC 2015 FACILITY)

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

2. _____________________________ 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:

42 Windsor Place, 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 42 Windsor Place, Inc.
and/or an entity formed or to be formed on behalf of any of the foregoing (collectively,
the “Company”), and Hemisphere Trading of NY 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 Hemisphere Trading of NY LLC 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 3.68
acre parcel of land located at 42 Windsor Place, Central Islip, New York (the “Land”),
the renovation of an approximately 65,000 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) (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 including, but not limited to office
furniture, warehouse equipment, computers, telephone system, ceiling lighting
(collectively, 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 and warehouse
space in its business as an importer and distributor of gourmet accessories, kitchen
accessories, storage/organizational, and other tabletop glassware items. 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.

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

5. The hearing officer then asked if there were any further comments, and, there
being none, the hearing was closed at _______________a.m./p.m.
STATE OF NEW YORK
  )
COUNTY OF SUFFOLK )
  : SS.:

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Islip Industrial Development Agency (the “Agency”) on November __, 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 November __, 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), 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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<thead>
<tr>
<th>Year</th>
<th>Formula Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016/2017</td>
<td>100% Normal Tax Due on the agreed upon assessed value of $205,350</td>
</tr>
<tr>
<td>2017/2018</td>
<td>100% Normal Tax Due on the agreed upon assessed value of $225,885</td>
</tr>
<tr>
<td>2018/2019</td>
<td>100% Normal Tax Due on the agreed upon assessed value of $246,420</td>
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<tr>
<td>2019/2020</td>
<td>100% Normal Tax Due on the agreed upon assessed value of $266,955</td>
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<td>2020/2021</td>
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<td>2022/2023</td>
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<td>2023/2024</td>
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<tr>
<td>2025/2026</td>
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<tr>
<td>2026/2027</td>
<td>100% Normal Tax Due on the agreed upon assessed value of $410,700</td>
</tr>
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<td>and thereafter</td>
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</tbody>
</table>
TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR NOVEMBER 17, 2015.

AGENDA ITEM # 7

TYPE OF RESOLUTION: SALES TAX INCREASE AND SUBLEASE

COMPANY: PERFUME CENTER OF AMERICA

PROJECT LOCATION: 2020 OCEAN AVENUE, RONKONKOMA

JOBS (RETAINED/CREATED): 75/20

INVESTMENT: $20M
Date: November 17, 2015

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 17th day of November, 2015, the following members of the Agency were:

Present:

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 and consent to subleasing in connection with a certain industrial development facility more particularly described below (Shri Parshwa Padmavati & Co. LLC/Perfume Center of America, Inc. 2012 Facility).

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

Voting Aye  Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD THE CONSENT TO THE SUBLEASING OF THE SHRI PARSHWA PADMAVATI & CO. LLC PERFUME CENTER OF AMERICA, INC. FACILITY AND AUTHORIZING AN INCREASE OF SALES AND USE TAX BENEFITS FOR PERFUME CENTER OF AMERICA, INC. AND ITS AFFILIATE PERFUME WORLDWIDE, INC. 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 has previously assisted Shri Parshwa Padmavati & Co. LLC, a New York limited liability company (the “Company”) and Perfume Center of America, Inc., a New York business corporation (the “Sublessee”), consisting of (a) the acquisition of an approximately 11.0 acre parcel of land located at 2020 Ocean Avenue, Ronkonkoma, New York (the “Land”), the construction and equipping of an approximately 160,000 square foot brick and metal panel building to be located thereon, including the construction of up to 6 loading docks (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 leased by the Agency to the Company and subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property (the “Equipment”), which Equipment is leased by the Agency to the Sublessee for its primary use in the wholesale distribution of fragrances and related products (the Company Facility and the Equipment are collectively referred to herein as the “Facility”); and

WHEREAS, the Agency acquired title to the Land pursuant to a certain Bargain and Sale Deed, dated November 24, 2008 (the “Deed”), from the Company to the Agency, which such Deed was recorded in the Suffolk County Clerk’s office on December 15, 2008 in Liber 12574 Page 941; and

WHEREAS, the Agency leased the Company Facility to the Company pursuant to a certain Lease Agreement, dated as of November 1, 2008 (the “Original Lease Agreement”), between the Agency and the Company, and a Memorandum of Lease Agreement was recorded in the Suffolk County Clerk’s office on December 15, 2008 in Liber 12574 Page 942; and

WHEREAS, the Company subleased the Company Facility to the Sublessee pursuant to a certain Sublease Agreement, dated as of November 24, 2008 (the “Original Sublease
Agreement”), between the Company and the Sublessee, and a Memorandum of Sublease Agreement was recorded in the Suffolk County Clerk’s office on December 15, 2008 in Liber 12574 Page 943; and

WHEREAS in connection with the leasing and subleasing of the Facility, the Agency, the Company and the Sublessee entered into a certain Environmental Compliance and Indemnification Agreement, dated as of November 1, 2008 (the “Environmental Compliance and Indemnification Agreement”), from the Company and the Sublessee to the Agency; and

WHEREAS, in order to define the Company and the Sublessee’s obligations regarding payments-in-lieu-of taxes with respect to the Facility, the Agency, the Company and the Sublessee entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of November 1, 2008 (the “Original PILOT Agreement”), pursuant to which the Company and the Sublessee agreed to make payments in lieu of taxes on the Facility; and

WHEREAS, the Agency and the Sublessee entered into a certain Agency Compliance Agreement, dated as of November 1, 2008 (the “Agency Compliance Agreement”), between the Agency and the Company; and

WHEREAS, due to unforeseen economic circumstances the Company and the Sublessee were unable to proceed with the construction and equipping of the Facility in 2008; and

WHEREAS, the Company previously submitted a revised application for financial assistance to the Agency reflecting a revision and increase in the square footage of the Facility to 150,000 square feet and additional equipping of the Facility, including but not limited to the installation of a solar roof, and the Agency consented to an extension of the payments-in-lieu-of-taxes benefits presently provided under the PILOT Agreement and in connection therewith, the amendment and extension of the Lease Agreement (the “Amendment Documents”); and

WHEREAS, the Agency and the Company previously entered into an Amended and Restated Lease Agreement, dated as of June 1, 2014 (the “Amended and Restated Lease Agreement”; and together with the Original Lease Agreement, the “Lease Agreement”), between the Agency and the Company, to, among other things, amend the square footage of the Facility to 150,000 square feet, include a new solar roof as part of the Facility Equipment and to extend the term of the Lease Agreement; and

WHEREAS, the Company transferred title to the Facility Equipment to the Agency pursuant to a Bill of Sale, dated June 26, 2014 (the “Bill of Sale”); and

WHEREAS, the Company subleased the Company Facility to the Sublessee pursuant to a certain Amended and Restated Sublease Agreement, dated as of June 1, 2014 (the “Amended and Restated Sublease Agreement”; and together with the Original Sublease Agreement, the “Sublease Agreement”), by and between the Agency and the Company; and
WHEREAS, the Agency leased the Equipment to the Sublessee pursuant to the terms of a certain Equipment Lease Agreement, dated as of June 1, 2014 (the “Equipment Lease Agreement”); and

WHEREAS, in order to define the Company’s and the Sublessee’s obligations regarding payments-in-lieu of taxes, the Agency, the Company and the Sublessee entered into an Amended and Restated Payment in Lieu of Tax Agreement, dated as of June 1, 2014 (the “Amended and Restated PILOT Agreement”; and, together with the Original PILOT Agreement, the “PILOT Agreement”), by and among the Agency, the Company and the Sublessee, whereby the Company and Sublessee agreed to make certain payments-in-lieu-of-taxes to the Taxing Authorities (as defined therein); and

WHEREAS, the Company and the Sublessee entered into a Recapture Agreement, dated as of June 1, 2014 (the “Recapture Agreement”), from the Company and the Sublessee to the Agency in order to reflect the repayment of obligations of the Company and the Sublessee upon the occurrence of a Recapture Event (as defined therein); and

WHEREAS, in connection with the equipping and furnishing of the Facility, the Agency originally appointed the Company and the Sublessee as its agents and in connection therewith approved approximately $1,050,000 in sales tax benefits totaling approximately $12,000,000 in purchasing which appointment presently expires on December 1, 2015; and

WHEREAS, by letter dated, October 14, 2015, the Sublessee and its affiliate, Perfume Worldwide, Inc. (the “Tenant”), informed the Agency that there are additional production equipment and renovations being acquired, constructed and installed in the Facility (the “Additional Improvements”); and

WHEREAS, to complete the Additional Improvements, the Sublessee has also 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 in an additional amount equal to approximately $1,050,000 in sales tax benefits totaling approximately $12,000,000 in purchasing (approximately $7,000,000 will be used by the Sublessee and approximately $5,000,000 will be used by the Tenant), in the acquisition, equipping and installation of the Facility (collectively, the “Increase”); and

WHEREAS, further, in connection with such Increase, the Sublessee has also requested the Agency to consent to extend the completion date of the Facility to December 1, 2016 (the “Extension”); and

WHEREAS, further, the Company is subleasing a portion of the Facility (the “Demised Premises”), to the Tenant, pursuant to certain Sublease, dated as of June 30, 2014 (the “Tenant Lease”), by and between the Company and the Tenant, for a term of sixteen (16) years to be used in the Tenant’s business as an e-commerce and internet sales company; and
WHEREAS, the Company has requested that the Agency consent to the subleasing of the Demised Premises to the Tenant; and

WHEREAS, the Facility may not be subleased, in whole or in part, without the prior written consent of the Agency; and

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

WHEREAS, prior to the Agency granting the Increase and approving the Extension, a public hearing (the “Hearing”) was held, 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, 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 Increase and Extension, as related to the sales and use tax benefits for the Facility and the subleasing of the Demised Premises to the Tenant.

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

Section 1. The Agency hereby finds and determines:

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

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

(c) The Increase, the Extension, the continued leasing of the Facility to the Company, the subleasing by the Company to the Sublessee, and the subleasing of the Demised Premises to the Tenant, 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 Increase and the Extension are reasonably necessary to induce the Company and the Sublessee to maintain and expand their respective business operations in the State of New York; and
(e) Based upon representations of the Company and the Sublessee and counsel to the Company and the Sublessee, the Facility continues conform with the local zoning laws and planning regulations of the Town of Islip and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to consent to the sublease of the Demised Premises to the Tenant; and

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

(h) The Equipment Lease Agreement, dated as of November 1, 2015 or such other date as may be determined by the Agency and counsel to the Agency (the "Equipment Lease Agreement"), between the Agency and the Tenant, will be an effective instrument wherein the Agency leases the Equipment (as defined therein) to the Tenant and appoints the Tenant as its agent in connection with the acquisition, equipping and installation of the Demised Premises to the Tenant; and

(i) The Equipment Bill of Sale, dated as of November 1, 2015 or such other date as may be determined by the Agency and counsel to the Agency (the "Equipment Bill of Sale"), from the Tenant to the Agency, will be an effective instrument whereby the Tenant conveys the Equipment (as defined therein) to the Agency; and

(j) The Recapture Agreement, dated as of November 1, 2015 or such other date as may be determined by the Agency and counsel to the Agency (the "Recapture Agreement"), between the Agency and the Tenant, will be an effective instrument whereby the Agency and the Tenant agree to provide for the obligations of the Tenant and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Tenant; and

(k) The amended Form ST-60 dated a date not yet determined by the Agency and counsel to the Agency (the "Amended Form ST-60"), filed by the Agency with New York State Department of Finance, will be an effective instrument whereby the Agency (i) grants an increase of sales and use tax benefits for the Sublessee in connection with the construction and equipping of the Facility, and (ii) extends the appointment of the Sublessee to act as its agent in connection with the construction and equipping of the Facility to December 1, 2016.

Section 2. The Agency hereby approves (i) the appointment of the Tenant, as agent of the Agency to acquire, install and equip the Demised Premises, and (ii) the Increase and Extension of the Sublessee, as agent of the Agency to acquire, install and equip the Equipment and such Extension of the Sublessee to act as agent of the Agency shall be extended to December 1, 2016.

Section 3. The Agency hereby approves the Increase for the Sublessee and the Tenant 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, install and equip the Facility, and such Increased will be for an
additional benefit total aggregate amount of up to $12,000,000 (increasing the total benefitted amount approved by the Agency for the Facility to an aggregate total of approximately $2,070,000, with an equivalent aggregate purchasing of approximately $24,000,000).

Section 4. In consequence of the foregoing, the Agency hereby (i) approves the Increase, (ii) will execute, deliver and perform the Equipment Lease Agreement, (iv) will execute, deliver and perform the Tenant Agency Compliance Agreement, (v) will execute, deliver and perform the Recapture Agreement, (vi) approves the form and substance of the Amended Form ST-60, and (vii) 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 and Extension.

Section 5.

(a) The Chairman, Executive Director, and all members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Tenant Agency Compliance 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 including the Equipment Lease Agreement and the Recapture Agreement (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 6. 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 7. 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 (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. This resolution shall take effect immediately.
STATE OF NEW YORK  )
COUNTY OF SUFFOLK  )

: SS.:

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the “Agency”), including the resolutions contained therein, held on the 17th day of November, 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 17th day of November, 2015.

By: ______________________________
   Secretary
EXHIBIT A

NOTICE OF PUBLIC HEARING

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

The Agency previously assisted Shri Parshwa Padmavati & Co. LLC, a New York limited liability company (the “Company”) and Perfume Center of America, Inc., a New York business corporation (the “Sublessee”), consisting of (a) the acquisition of an approximately 11.0 acre parcel of land located at 2020 Ocean Avenue, Ronkonkoma, New York (the “Land”), the construction and equipping of an approximately 160,000 square foot brick and metal panel building to be located thereon, including the construction of up to 6 loading docks (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 leased by the Agency to the Company and subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property (the “Equipment”), which Equipment is leased by the Agency to the Sublessee for its primary use in the wholesale distribution of fragrances and related products (the Company Facility and the Equipment are collectively referred to herein as the “Facility”). The Facility is operated and/or managed by the Company.

In order to complete the construction and equipping of the Facility, the Sublessee and its affiliate, Perfume Worldwide, Inc. (the “Tenant”), 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 (the “Increase”). In connection with such Increase, the Sublessee and the Tenant have also requested the Agency to consent to extend the completion date of the Facility to December 1, 2016 (the “Extension”). The Agency will continue to hold title to the Facility and lease the Facility to the Company for further sublease to the Sublessee and the Tenant. At the end of the lease term, the Company will purchase the Facility from the Agency and the Sublessee and the Tenant will purchase their respective Equipment form the Agency.

In connection with the completion of the construction and equipping of the Facility, the Agency contemplates that it will provide financial assistance to the Sublessee and the Tenant 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 Sublessee and the Tenant. At the hearing, all persons will have the opportunity to review the letter for financial assistance filed by the Sublessee with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: October ___, 2015

TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

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

MINUTES OF PUBLIC HEARING HELD ON
NOVEMBER __, 2015 AT ___ A.M.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(SHRI PARSHWA PADMAVATI & CO. LLC/PERFUME CENTER OF AMERICA, INC.
2014 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 Shri Parshwa Padmavati & Co. LLC, a New York limited liability company (the “Company”) and Perfume Center of America, Inc., a New York business corporation (the “Sublessee”), consisting of (a) the acquisition of an approximately 11.0 acre parcel of land located at 2020 Ocean Avenue, Ronkonkoma, New York (the “Land”), the construction and equipping of an approximately 160,000 square foot brick and metal panel building to be located thereon, including the construction of up to 6 loading docks (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 leased by the Agency to the Company and subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property (the “Equipment”), which Equipment is leased by the Agency to the Sublessee for its primary use in the wholesale distribution of fragrances and related products (the Company Facility and the Equipment are collectively referred to herein as the “Facility”). The Facility is operated and/or managed by the Company.

In order to complete the construction and equipping of the Facility, the Sublessee and its affiliate, Perfume Worldwide, Inc. (the “Tenant”), 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 (the “Increase”). In connection with such Increase, the Sublessee and the Tenant have also requested the Agency to consent to extend the completion date of the Facility to December 1, 2016 (the “Extension”). The Agency will continue to hold title to the Facility and lease the Facility to the Company for further sublease to the Sublessee and the Tenant. At the end of the lease term, the Company will purchase the Facility from the Agency and the Sublessee and the Tenant will purchase their respective Equipment form the Agency.
In connection with the completion of the construction and equipping of the Facility, the Agency contemplates that it will provide financial assistance to the Sublessee and the Tenant in the form of an increase in the amount of sales and use tax exemptions consistent with the policies of the Agency.

Section 4. 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 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 )

: SS.: 

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 November __, at ___ 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 November __, 2015.

__________________________________________

Assistant Secretary
AGENDA ITEM # 8

TYPE OF RESOLUTION: MORTGAGE REFINANCING

COMPANY: BRIAD LODGING

PROJECT LOCATION: CARLETON AVENUE, CENTRAL ISLIP

JOBS (RETAINED/CREATED):

INVESTMENT:
Date: November 17, 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 17th day of November, 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 a proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (Briad Lodging Group Cl 2, LLC 2015 Facility) and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION AUTHORIZING A MORTGAGE FINANCING AND THE EXECUTION AND DELIVERY OF DOCUMENTS IN CONNECTION THEREWITH FOR THE BRIAD LODGING GROUP CI 2, LLC 2015 FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF SUCH RELATED DOCUMENTS

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

WHEREAS, the Agency has previously assisted Briad Lodging Group CI 2, LLC, a limited liability company duly organized and validly existing under the laws of the State of Nevada and authorized to transact business in the State of New York (the “Company”), in the acquisition of an approximately 3.15 acre parcel of land located at the northeast corner of Carleton Avenue and Courthouse Drive, Central Islip, New York (more specifically identified as tax map number 0500-207.00-01.00-003.058) (the “Land”) and the construction and equipping of an approximately 70,000 square foot 4-story, 125 room select-service hotel to be located thereon, including, but not limited to, an indoor pool, exercise room, conference room, business library, wired and wireless internet, a cafe bistro and additional parking spaces, together with the acquisition and installation of furniture, fixtures and equipment (the “Improvements” and “Equipment”), all leased by the Agency to the Company to provide a full range of services to the business and leisure traveler visiting the Town of Islip (the Land, Improvements and Equipment, collectively, the “Facility”); and

WHEREAS, the Agency is leasing the Facility to the Company pursuant to a certain Lease Agreement, dated as of October 1, 2015 (the “Lease Agreement”), by and between the Agency, as lessor and the Company, as lessee, and a Memorandum of Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company entered into a Payment-in-Lieu-of-Tax Agreement, dated as of October 1, 2015 (the “PILOT Agreement”), which provided for the Company to make payments in lieu of real property taxes on the Facility; and

WHEREAS, the Agency and the Company agreed to enter into a Recapture Agreement, dated as of October 1, 2015 (the “Recapture Agreement”), pursuant to which the Agency has the right to recapture certain economic benefits pursuant to which the Agency has the right to recapture certain economic benefits and assistance granted to the Company upon the terms and conditions set forth in the Recapture Agreement; and
WHEREAS, in connection with the leasing of the Facility, the Agency and the Company entered into an Environmental Compliance and Indemnification Agreement, dated as of October 1, 2015 (the “Environmental Compliance and Indemnification Agreement”), whereby the Company agreed to comply with all Environmental Laws (as defined therein) applicable to the Facility; and

WHEREAS, as security for the Loan (as such term is defined in the Lease Agreement), the Agency and the Company executed and delivered to Manufacturers and Traders Trust Company (the “Lender”), (i) a Land Loan Mortgage, dated October 27, 2015 (the “Land Loan Mortgage”), in the amount of $1,780,000.00, which Land Loan Mortgage was to be recorded in the Suffolk County Clerk’s office, (ii) a Building Loan Mortgage, dated October 27, 2015 (the “Building Loan Mortgage”), in the amount of $8,820,000.00, which Building Loan Mortgage was to be recorded in the Suffolk County Clerk’s office, and (iii) a Project Loan Mortgage, dated October 27, 2015 (the “Project Loan Mortgage”), in the amount of $3,940,000.00, which Project Loan Mortgage was to be recorded in the Suffolk County Clerk’s office (the Project Loan Mortgage together with the Land Loan Mortgage and the Building Loan Mortgage, collectively, the “Mortgages”); and

WHEREAS, the Company has now requested the Agency’s consent to enter into an additional financing with the Lender with respect to the Facility in the aggregate principal amount presently expected to be $2,480,000 but not to exceed $3,000,000 (the “Additional Financing”); and

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

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes securing the principal amount presently estimated to be $2,480,000 but not to exceed $3,000,000 in connection with the financing or refinancing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility; and

WHEREAS, the 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 Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the financing or refinancing of the Facility and the continued leasing of the Facility.
NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

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

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

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

(d) The Additional Financing as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.

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

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

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

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) grant a mortgage on and security interest in and to the Facility pursuant to a certain mortgage and security agreement for the benefit of the Lender (the “Additional Mortgage”), (ii) execute, deliver and perform the Additional Mortgage, (iii) execute, deliver and perform the Additional Financing Documents, that the Agency is a party, and (iv) execute, deliver and perform such other related documents, that the Agency is a party, as may be necessary or appropriate to effect the Additional Financing or any subsequent refinancing of the Additional Mortgage.

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

Section 4.

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

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

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

Section 6. This resolution shall take effect immediately.
STATE OF NEW YORK       )
       : SS.:                  
COUNTY OF SUFFOLK       )

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on November 17, 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 17th day of November, 2015.

By:_______________________________
    Assistant Secretary
AGENDA ITEM # 9

TYPE OF RESOLUTION: Consent to C&Rs, easement

COMPANY: Sunrise Business Center

PROJECT LOCATION: 3500 Sunrise Highway, Great River

JOBS (RETIENED/CREATED):

INVESTMENT:
At a meeting of the Town of Islip Industrial Development Agency (the "Agency") held on the 17th day of November, 2015, at 40 Nassau Avenue, Islip, New York 11751, the following members of the Agency were:

Present:

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the consent to certain agreements in connection to the Sunrise Business Center 2012 Facility and approving the execution and delivery of related documents.

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

Voting Aye                Voting Nay
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO A DECLARATION OF COVENANTS AND RESTRICTIONS, A SEWER EASEMENT AND A CONNECTION AGREEMENT ALL RELATED TO THE SUNRISE BUSINESS CENTER 2012 FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title I 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, AG-Metropolitan Sunrise, L.L.C., a limited liability company duly organized and validly existing under the laws of the State of Delaware and authorized to transact business in the State of New York, having an office at 245 Park Avenue, New York, New York 10167 (the “Original Company”), has previously entered into a transaction with the Agency in which the Agency assisted in the acquisition, renovation and equipping of an approximately 41 acre parcel of land (the “Land”) with an existing approximately 340,000 aggregate square foot three story building (the “Building”) currently known as the Long Island Business and Technology Center located at 3500 Sunrise Highway, Great River, Town of Islip, New York (more specifically described as District 0500, Section 211.00, Block 1 and Lots 005 and 006) and the renovation and equipping of the building to make the Building state-of-the-art in order to provide incentives towards full occupancy by various lessees of the Building (the “Facility”); and

WHEREAS, the Agency leased the Facility to the Original Company pursuant to a certain Lease Agreement, dated as of January 1, 2007, amended by an Amendment to Lease Agreement, dated April 20, 2009 (collectively, the “Lease Agreement”), by and between the Agency, as lessor, and the Company, as lessee; and

WHEREAS, Original Company and Feil 3500 Sunrise Associates LLC and Feil Business Center Associates LLC, each a Delaware limited liability company, as tenants-in common, each having its principal office at c/o The Feil Organization, 7 Penn Plaza, Suite 618, New York, New York 10001 (collectively, the “Company” and each an “Assignee”) previously requested that the Agency consent to the assignment of the Original Company’s leasehold interest in the Facility to the Company (as tenants in common with Feil 3500 Sunrise Associates LLC having an undivided 45.29% interest and Feil Business Center Associates LLC having an undivided 54.71% interest), and the assumption, on a joint and several basis, of Assignor’s leasehold interest in the Facility by the Company; and

WHEREAS, the Agency consented to the assignment of Original Company’s leasehold interest in the Facility to the Company, pursuant to a certain Assignment, Assumption and Amendment Agreement, dated as of November 30, 2012 (the “Assignment,
Assumption and Amendment Agreement”), by and among the Agency, the Assignor and the Assignees; and

WHEREAS, the Facility known as the Sunrise Business Center (the “Sunrise Business Center”), was developed on a parcel of land that included an adjoining undeveloped parcel of land (the “Adjoining Parcel”), which Adjoining Parcel has now been legally subdivided and conveyed subject to the right of the Sunrise Business Center to access the Adjoining Parcel to operate part of its septic system; and

WHEREAS, in connection with the subdivision and development of the Adjoining Parcel, the Suffolk County Department of Health Services has required the Company and the Agency to make a declaration of covenants and restrictions pursuant to a certain Declaration of Covenants and Restrictions, dated a date to be determined (the “Declaration of Covenants and Restrictions”), by and between the Company and the Agency; and

WHEREAS, the Company has subdivided the Adjoining Parcel for residential development and it was contemplated that such subdivision and development of the Adjoining Parcel would require that for purposes of connecting to sanitary sewers, the Sunrise Business Center would need to connect to Suffolk County District No. 3’s facilities once those facilities were made available for that purpose; and

WHEREAS, the Company submitted a petition to the Administrative Head of the Suffolk County Sewer District No. 3 Southwest (the “District”), requesting the District to approve the connection of the Facility into the sanitary sewers of the District and such approval will manifest itself pursuant to a certain Connection Agreement, to be dated a date to be determined (the “Connection Agreement”), by and among the District, the Company and the Agency; and

WHEREAS, in connection with the subdivision and development of the Adjoining Parcel, the District further requires that the Company and the Agency enter into a certain Permanent Easement, dated a date to be determined (the “Permanent Easement”; and together with the Declaration of Covenants and Restrictions, and the Connection Agreement, collectively, the “Adjoining Parcel Agreements”), by and among the District, the Company and the Agency; and

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

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 Adjoining Parcel Agreements will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(c) The Agency consents to the Adjoining Parcel Agreements relating to the subdivision and development of the Adjoining Parcel; and

(d) The execution of the Adjoining Parcel Agreements will satisfy the requirement of Section 9.1 of the Lease Agreement that any subdividing of the Facility be consented to in writing by the Agency; and

(e) It is desirable and in the public interest for the Agency to consent to the subdivision and development of the Adjoining Parcel and to enter into the Adjoining Parcel Agreements.

Section 2. In consequence of the foregoing, the Agency hereby determines to enter into the Adjoining Parcel Agreements.

Section 3. The form and substance of the Adjoining Parcel Agreements (in substantially the form presented to the Agency and which, prior to the execution and delivery thereof, may be redacted) is hereby approved.

Section 4.

(a) The Chairman, Vice Chairman, Executive Director, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Adjoining Parcel Agreements in the form 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, Vice Chairman, Executive Director, or any member and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by Chairman, Vice Chairman, Executive Director, or any member of the Agency shall constitute conclusive evidence of such approval.

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

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

Section 6. This resolution shall take effect immediately.
STATE OF NEW YORK    SS:
COUNTY OF SUFFOLK    SS:

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 17th day of November, 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 all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17th day of November, 2015.

By________________________
Assistant Secretary
AGENDA ITEM # 10

TYPE OF RESOLUTION: TERMINATION AND RECAPTURE

COMPANY: REIKO WIRELESS

PROJECT LOCATION: CARLETON AVENUE, CENTRAL ISLIP

JOBS (RETAINED/CREATED):

INVESTMENT:
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 17th day of November, 2015 the following members of the Agency were:

Present:

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the termination of the Agency’s interest in a certain industrial development facility more particularly described below (April Holdings L.L.C./Reiko Wireless Inc. 2014 Facility), the recapture of certain benefits granted in connection with such Facility and to terminate and discharge all of the Agency’s documents and agreements with respect to such Facility.

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

**Voting Aye**

**Voting Nay**
RESOLUTION AUTHORIZING THE TERMINATION OF THE AGENCY'S INTEREST IN A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY (APRIL HOLDINGS L.L.C./REIKO WIRELESS INC. 2014 FACILITY), THE RECAPTURE OF CERTAIN BENEFITS GRANTED TO APRIL HOLDINGS L.L.C. AND REIKO WIRELESS INC. AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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

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

WHEREAS, the Agency previously assisted April Holdings L.L.C., a New York limited liability company (the "Company"), and Reiko Wireless Inc., a New York business corporation (the "Sublessee") in (a) the acquisition of an approximately 13.0 acre parcel of land located at 350 Carleton Avenue, Central Islip, New York 11722 (the "Land"), the renovation of an approximately 130,000 square foot building located thereon including, but not limited to new heating and cooling systems, and new office and research and development space (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 currently leased by the Agency to the Company and subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property including, but not limited to a new racking system, office furniture and computer equipment (the "Equipment"), which Equipment is currently leased by the Agency to the Sublessee for its primary use in the importing, warehousing and distribution of wireless phone accessories and the distribution thereof (the Company Facility and the Equipment are collectively referred to herein as the "Facility"); and

WHEREAS, the Agency previously acquired a leasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of November 1, 2014 (the "Company Lease"), by and between the Company and the Agency; and

WHEREAS, the Agency previously acquired title to the Facility Equipment pursuant to a certain Bill of Sale, dated November 26, 2014 (the "Bill of Sale"), from the Company to the Agency; and
WHEREAS, the Agency is currently subleasing and leasing the Company Facility to the Company pursuant to a certain Lease Agreement, dated as of November 1, 2014 (the “Lease Agreement”), by and between the Agency and the Company; and

WHEREAS, the Agency previously acquired title to the Equipment pursuant to a certain Equipment Bill of Sale, dated November 26, 2014 (the “Equipment Bill of Sale”), from the Sublessee to the Agency; and

WHEREAS, the Agency is currently leasing the Equipment to the Sublessee pursuant to a certain Equipment Lease Agreement, dated as of November 1, 2014 or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “Equipment Lease Agreement”), by and between the Agency and the Sublessee; and

WHEREAS, in order to define the Company and the Sublessee’s obligations regarding payments-in-lieu-of-taxes with respect to the Facility, the Agency, the Company and the Sublessee previously entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of November 1, 2014 (the “PILOT Agreement”), pursuant to which the Company and the Sublessee agreed to make payments-in-lieu-of-taxes on the Facility; and

WHEREAS, the Agency previously agreed to provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount of $3,500,000 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 connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $223,560, and (iii) abatement of real property taxes, pursuant to the terms of the PILOT Agreement; and

WHEREAS, in connection with the leasing and the subleasing of the Facility, the Agency, the Company and the Sublessee previously entered into a certain Recapture Agreement, dated as of November 1, 2014 (the “Recapture Agreement”), among the Agency, the Company and the Sublessee; and

WHEREAS, it has come to the Agency’s attention that the Facility has been offered for sale; and

WHEREAS, pursuant to section 1(c)(4) of the Recapture Agreement, the sale of the Facility constitutes a Recapture Event (as defined therein), and pursuant to Section 1(a)(i) of the Recapture Agreement, the Agency intends to recapture 100% of all benefits received by the Company and the Sublessee in connection with this transaction, including sales tax exemptions, mortgage recording tax exemption and real property tax abatements; and

WHEREAS, such Recapture Event, in turn, constitutes an Event of Default under Section 10.1(a)(xii) of the Lease Agreement and Section 10.1(a)(vii) of the Equipment Lease Agreement, therefore the Agency intends to (i) terminate the Lease Agreement and Company Lease and reconvey the Facility Equipment to the Company pursuant to Section 10.2(a) of the Lease Agreement, (ii) terminate the Equipment Lease Agreement and reconvey the
Equipment to the Sublessee pursuant to Section 10.2(a) thereof, (iii) terminate the Sales Tax Exemption authorization under the Lease Agreement and the Equipment Lease Agreement, and (iv) terminate all related transaction documents including, but not limited to, the PILOT Agreement; and

WHEREAS, the Agency has provided notice to the Company and the Sublessee of its intent to termination the Lease Agreement, the Company Lease, the Equipment Lease Agreement and other transaction documents and to recapture certain benefits, in a letter dated October 20, 2015 (the “Notice of Default and Recapture”), from the Agency to the Company and the Sublessee; and

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

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

Section 1. The Agency hereby finds and determines:

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

(b) The Facility has been offered for sale, which constitutes a Recapture Event pursuant to the terms of the Recapture Agreement and an Event of Default pursuant to the terms of the Lease Agreement and the Equipment Lease Agreement; and

(c) The Company and the Sublessee have been notified of such Recapture Event and Event of Default and have failed to cure such Default; and

(d) The Agency hereby determines to exercise its rights, pursuant to Section 1(a)(i) of the Recapture Agreement, to recapture one hundred percent (100%) of the benefits granted to the Company and the Sublessee in connection with the Facility; and

(e) The Agency hereby determines to exercise its rights, pursuant to Section 10.2(a)(ii) of the Lease Agreement, to immediately terminate the Lease Agreement and convey the Company Facility to the Company; and

(f) The Agency hereby determines to exercise its rights, pursuant to Section 10.2(a)(ii) of the Equipment Lease Agreement, to immediately terminate the Equipment Lease Agreement and convey the Equipment to the Sublessee.

(g) The Agency hereby determines to terminate all related documents in connection with the Facility including, but not limited to, the PILOT Agreement and proceed to issue tax bills in the upcoming tax year for the full taxable amount
Section 2. In consequence of the foregoing, the Agency hereby consents to the
termination of the April Holdings L.L.C./Reiko Wireless Inc. 2014 Facility. The Agency
determines to:

(a) terminate and discharge the Lease Agreement pursuant to a certain
Termination of Lease Agreement, dated a date to be determined (the “Termination
of Lease”), and to execute and deliver such Termination of Lease and any other
documents to effect such termination and discharge; and

(b) terminate and discharge the Company Lease pursuant to a certain Termination
of Company Lease, dated a date to be determined (the “Termination of Company
Lease”), and to execute and deliver such Termination of Company Lease and any
other documents to effect such termination and discharge; and

(c) convey the Facility Equipment to the Company pursuant to a certain Bill of
Sale, dated a date to be determined (the “Agency Bill of Sale”), and to execute and
deliver the Agency Bill of Sale and any other such documents to effect such
conveyance of the Facility Equipment; and

(d) terminate the Equipment Lease Agreement, the PILOT Agreement, the
Recapture Agreement, the Environmental Compliance and Indemnification
Agreement, dated as of November 1, 2014 (the “Environmental Compliance and
Indemnification Agreement”), and other such transaction documents, all pursuant to
a certain Termination Agreement, dated a date to be determined (the “Termination
Agreement”); and

(e) convey the Equipment to the Sublessee pursuant to a certain Equipment Bill
of Sale, dated a date to be determined (the “Agency Equipment Bill of Sale”), and to
execute and deliver the Agency Equipment Bill of Sale and any other such documents
to effect such conveyance of the Equipment (the Termination of Lease, the Agency
Bill of Sale, the Termination Agreement, the Agency Equipment Bill of Sale, together
with any other related documents necessary or appropriate to effectuate the
transaction contemplated by this resolution, collectively, the “Termination
Documents”); and

(f) pursue all legal recourse to recapture 100% of the benefits granted to the
Company and Sublessee in connection with the Facility.

Section 3. 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 this Resolution, and to execute and
deliver the Termination Documents and 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 this Resolution binding upon the
Agency.
Section 4. 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 17th day of November, 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 all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17th day of November, 2015.

By: ___________________________
    Assistant Secretary