

Date: February 12, 2019

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 12th day of February, 2019, the following members of the Agency were:

Present: Chairwoman Angie M. Carpenter
 Councilwoman Trish Bergin Weichbrodt
 Councilman John C. Cochrane Jr.
 Councilwoman Mary Kate Mullen
 Councilman James P. O’Connor

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of title to a certain industrial development facility more particularly described below (US Tech Realty LLC/Ultraflex International Inc./Ultraflex Power Technologies Corp. 2019 Facility) and the leasing of the facility to Ultraflex International Inc. and Ultraflex Power Technologies Corp.

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

Voting Aye

Voting Nay

Chairwoman Angie M. Carpenter
Councilwoman Trish Bergin Weichbrodt
Councilman John C. Cochrane Jr.
Councilwoman Mary Kate Mullen
Councilman James P. O’Connor

AMENDED RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, RENOVATION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR US TECH REALTY LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF US TECH REALTY LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AND ULTRAFLEX INTERNATIONAL INC., A NEW YORK BUSINESS CORPORATION ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF ULTRAFLEX INTERNATIONAL INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AND ULTRAFLEX POWER TECHNOLOGIES CORP., A NEW YORK BUSINESS CORPORATION ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF ULTRAFLEX POWER TECHNOLOGIES CORP. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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

WHEREAS, there was submitted to the Agency a proposal to undertake the providing and leasing of an industrial development facility to US Tech Realty 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 US Tech Realty LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**US Tech Realty**”), Ultraflex International 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 Ultraflex International Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Ultraflex International**”), and Ultraflex Power Technologies Corp., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Ultraflex Power Technologies Corp. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Ultraflex Power**”; and, together with Ultraflex International are collectively, the “**Sublessees**”), have applied to the Town of Islip Industrial Development Agency (the “**Agency**”), consisting of (a) the acquisition of an approximately 0.81 acre parcel of land located at 10 Colt Court, Ronkonkoma, New York (the “**Land**”), the renovation of an approximately 12,400 square foot building located thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property, 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 by the Agency to US Tech Realty and approximately all or a portion of the Company Facility will be further subleased by US Tech Realty to each Sublessee; (b) the acquisition and installation of certain equipment and personal property, including but not limited to new office equipment, furniture, manufacturing equipment and information technology equipment (collectively, the “**Ultraflex International Equipment**”; and together with all or a portion of the Company Facility, the “**Ultraflex International Facility**”), which Ultraflex International Equipment is to be leased by the Agency to Ultraflex International, and which Ultraflex International Facility is to be used by Ultraflex International as manufacturing space in its business of manufacturing high-power induction heating equipment including, Smart Power machines, EasyMelt, and SB3 (the “**Ultraflex International Project**”), and (c) the acquisition and installation of certain equipment and personal property, including but not limited to new office equipment, furniture, manufacturing equipment and information technology equipment (collectively, the “**Ultraflex Power Equipment**”; and together with all or a portion of the Company Facility, the “**Ultraflex Power Facility**”; and, together with the Ultraflex International Facility, collectively, the “**Facility**”) (the Ultraflex International Equipment together with the Ultraflex Power Equipment is collectively, the “**Equipment**”), which Ultraflex Power Equipment is to be leased by the Agency to Ultraflex Power, and which Ultraflex Power Facility is to be used by Ultraflex Power as manufacturing space in its business of manufacturing high-power induction heating equipment including, Smart Power machines, EasyMelt, and SB3 (the “**Ultraflex Power Project**”; and, together with the Ultraflex International Project, collectively, the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on January 15, 2019 (the “**Authorizing Resolution**”), authorized the acquisition, renovation and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, counsel to US Tech Realty has notified the Agency of US Tech Realty’s intent to enter into a reverse 1031 exchange for the Facility, and US Tech Realty will form an entity not yet known (the “**LLC**” and “**Company**”), the sole member of the LLC will initially be a qualified exchange company (the “**Exchange Agent**”; and, before Effective Date, the “**Company**”), and upon the conclusion of the Reverse 1031 Exchange (the “**Reverse 1031 Exchange**”) the membership interests in the LLC will be transferred by the Exchange Agent to US Tech Realty, as the sole member of the LLC, and the LLC will become the Company (the “**Reverse 1031 Exchange**”); and

WHEREAS, the Project will now be described as the providing and leasing of an industrial development facility to the Company, Ultraflex International 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 Ultraflex International Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Ultraflex International**”), and Ultraflex Power Technologies Corp., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Ultraflex Power Technologies Corp. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Ultraflex Power**”; and, together with Ultraflex International are collectively, the “**Sublessees**”), consisting of (a) the acquisition of an approximately 0.81 acre parcel of land located at 10 Colt Court, Ronkonkoma, New York (the “**Land**”), the

renovation of an approximately 12,400 square foot building located thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property, 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 by the Agency to US Tech Realty and approximately all or a portion of the Company Facility will be further subleased by US Tech Realty to each Sublessee; (b) the acquisition and installation of certain equipment and personal property, including but not limited to new office equipment, furniture, manufacturing equipment and information technology equipment (collectively, the “**Ultraflex International Equipment**”; and together with all or a portion of the Company Facility, the “**Ultraflex International Facility**”), which Ultraflex International Equipment is to be leased by the Agency to Ultraflex International, and which Ultraflex International Facility is to be used by Ultraflex International as manufacturing space in its business of manufacturing high-power induction heating equipment including, Smart Power machines, EasyMelt, and SB3 (the “**Ultraflex International Project**”), and (c) the acquisition and installation of certain equipment and personal property, including but not limited to new office equipment, furniture, manufacturing equipment and information technology equipment (collectively, the “**Ultraflex Power Equipment**”; and together with all or a portion of the Company Facility, the “**Ultraflex Power Facility**”; and, together with the Ultraflex International Facility, collectively, the “**Facility**”) (the Ultraflex International Equipment together with the Ultraflex Power Equipment is collectively, the “**Equipment**”), which Ultraflex Power Equipment is to be leased by the Agency to Ultraflex Power, and which Ultraflex Power Facility is to be used by Ultraflex Power as manufacturing space in its business of manufacturing high-power induction heating equipment including, Smart Power machines, EasyMelt, and SB3 (the “**Ultraflex Power Project**”; and, together with the Ultraflex International Project, collectively, the “**Project**”); and

WHEREAS, the Exchange Agent and the LLC will enter into an Exchange Accommodation Titleholder Agreement, and such other documents as may be necessary (the “**Accommodation Agreement**”), pursuant to which the Exchange Agent has agreed to acquire the fee title interest in the Facility prior to the Effective Date (as such term is defined in the Lease Agreement); and

WHEREAS, pursuant to the Accommodation Agreement, the Exchange Agent’s fee interest in the Facility will be assumed by the Company, on the earlier to occur of (i) the closing of the transactions contemplated by the Accommodation Agreement, or (ii) six (6) months after the execution and delivery of the Accommodation Agreement; and

WHEREAS, upon the Effective Date, the parties hereto hereby agree that US Tech Realty will be the sole member of the Company and shall be the owner of the Facility, and the Agency agrees to release the Exchange Agent from all of its obligations, liabilities and duties under the Lease Agreement arising as a result of the Exchange Agent’s ownership interest in the Facility prior to the Effective Date (as such term is defined in the Lease Agreement); and

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

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transaction contemplated in the Authorizing Resolution, as amended by this Amended Authorizing Resolution; and

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

Section 1. The Agency hereby amends the Authorizing Resolution, as amended by this Amended Authorizing Resolution to consent to the Reverse 1031 Exchange.

Section 2. The Agency hereby ratifies and confirms all terms contemplated by the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents.

Section 3. This amended resolution shall take effect immediately.

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

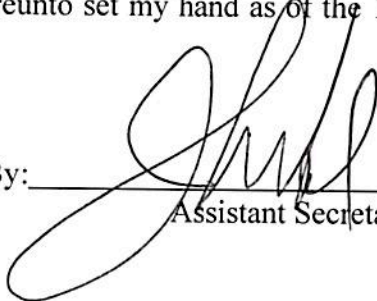
I, the undersigned Assistant Secretary of the Town of Islip Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 12th day of February, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 12th day of February, 2019.

By:  _____
Assistant Secretary