

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM # 1

TYPE OF RESOLUTION: PLEASE CALL THE MEETING
OF THE TOWN OF ISLIP IDA TO ORDER

COMPANY: N/A

PROJECT LOCATION: N/A

JOBS (RETAINED/CREATED): RETAINED - -
CREATE - -

INVESTMENT: N/A



MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY

April 25, 2017

Agenda

1. The Meeting of the Town of Islip Industrial Development Agency was called to order.
2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the **minutes** from the meeting on March 21, 2017.
3. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve a Resolution **appointing John Walser** as Deputy Executive Director.
4. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **Hilo Maintenance Systems, Inc.** Located at 845 South First Street, Ronkonkoma, N.Y. (0500-086.00-04.00-007.001).
5. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **Smart USA, Inc.** Located at 1440 5th Avenue, Bay Shore, New York. (0500-266-03.00-072.009).
6. To consider an adoption of a Resolution Authorizing a refinancing and execution of related loan documents for **Briad Lodging Group Central Islip, LLC Facility**. Located at 0 Courthouse Drive, Central Islip, New York. (0500-207.00-01.00-003.056).
7. To consider the adoption of a Resolution to authorize an agreement between the Town of Islip Industrial Development Agency and **(CGR) Center for Governmental Research, Inc.** of One South Washington Street, Suite 400, Rochester, New York.
8. To consider amending a Resolution between the Town of Islip Industrial Development Agency and **250 Creative Facility and 555 Research Facility**. Located at 555 North Research Way, Central Islip, New York.
9. To consider an Authorizing Resolution between the Town of Islip Industrial Development Agency and **The Nature's Bounty Co.** Located at 10 Vitamin Drive, Bayport. 35 Vitamin Drive, Bayport. 60 Orville Drive, Bohemia. 90 Orville Drive, Bohemia. 105 Orville Drive, Bohemia. 115 Orville Drive, Bohemia. 815 Grundy Avenue, Holbrook and 2100 Smithtown Avenue, Ronkonkoma.
10. To consider **any other business** to come before the Agency.

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM # 2

TYPE OF RESOLUTION: PLEASE APPROVE THE
MEETING MINUTES FROM THE MARCH 21, 2017
TOWN BOARD MEETING

COMPANY: N/A

PROJECT LOCATION: N/A

JOBS (RETAINED/CREATED): RETAINED - -
CREATE - -

INVESTMENT: N/A



MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
March 21, 2017
Meeting Minutes

1. The Meeting of the Town of Islip Industrial Development Agency was **called to order** on a motion by Councilwoman Bergin Weichbrodt and seconded by Councilwoman Mullen.

Members Angie M. Carpenter, Councilwoman Mary Kate Mullen, Councilman John Cochrane, Councilman Steve Flotteron and Councilwoman Trish Bergin Weichbrodt were present and the Chairwoman acknowledged a quorum.

2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the **Minutes** from the meeting on February 28, 2107. On a motion by Councilman Flotteron and seconded by Councilman Cochrane, said motion was approved unanimously.

3. To consider an Inducement Resolution between the Town of Islip Industrial Development Agency and **B.B.C. Associates, LLC/Lab Crafters, Inc.** On a motion by Councilman John Cochrane and seconded by Councilwoman Bergin Weichbrodt, said motion was approved unanimously.

4. To consider an Inducement Resolution between the Town of Islip Industrial Development Agency and **The Nature's Bounty Company.** On a motion by Councilman Flotteron and seconded by Councilman Cochrane, said motion was approved unanimously.

5. To consider an Authorizing Resolution between the Town of Islip Industrial Development Agency and **75 Sunrise Highway, LLC.** On a motion by Councilwoman Bergin Weichbrodt and seconded by Councilwoman Mullen, said motion was approved unanimously.

6. To consider a Resolution Authorizing Magu Realty Co. and **Creative Bath Products, Inc.** to enter into rooftop leases with Boulevard Associates, LLC. On a motion by Councilman John Cochrane and seconded by Councilwoman Bergin Weichbrodt, said motion was approved unanimously.

7. To consider the adoption of an Amended Resolution to grant full mortgage tax exemption for **Andreassi Associates, LLC.** On a motion by Councilman Flotteron and seconded by Councilwoman Mullen, said motion was approved unanimously.

8. To consider the adoption of a Resolution Authorizing an amendment to the mortgage recording tax for **Macy Estates, LLC.** On a motion by Councilman Flotteron and seconded by Councilwoman Bergin Weichbrodt, said motion was approved unanimously.

9. To consider **any other business** to come before the Agency. Meeting adjourned by Councilman Cochrane and seconded by Councilman Flotteron.

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM # 3

TYPE OF RESOLUTION: A RESOLUTION APPOINTING
JOHN WALSER AS ASSISTANT EXECUTIVE DIRECTOR
OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT
AGENCY

COMPANY: N/A

PROJECT LOCATION: N/A

JOBS (RETAINED/CREATED): RETAINED - -
CREATE - -

INVESTMENT: N/A

Date: April 25, 2017

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 25st day of April, 2017 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 vacancy of the the position of Deputy Executive Director of the Islip Industrial Development Agency.

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 APPOINTING JOHN WASLER AS
DEPUTY EXECUTIVE DIRECTOR OF THE ISLIP
INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, Article 5, Section 4 of the By-Laws of the Islip Industrial Development Agency establishes the position of Deputy Executive Director; and

WHEREAS, Said Deputy Executive Director has the ability to, under the By-Laws, act in the place of the Executive Director when the Executive director is absent; and

WHEREAS, John Wasler has been determined by the Board of the Islip Industrial Development Agency to hold the requisite experience and qualifications to serve effectively in this position.

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

John Wasler is hereby appointed as the Deputy Executive Director of the Islip Industrial Development Agency with all of the responsibilities and powers incumbent upon that position as contained in the By-laws.

STATE OF NEW YORK)
 : SS.:
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 25st day of April, 2017, 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 21st day of March,
2017.

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By: _____
Assistant Secretary

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM # 4

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: HILO MAINTENANCE SYSTEMS, INC.

PROJECT LOCATION: 845 SOUTH FIRST STREET,
RONKONKOMA, NY

JOBS (RETAINED/CREATED): RETAINED - 104 -
CREATE - 14 -

INVESTMENT: \$5,821,000.00

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING EMDAKY HOLDINGS, LLC, A LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF EMDAKY HOLDINGS, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AND HILO MAINTENANCE SYSTEMS, INC. A BUSINESS CORPORATION ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF HILO MAINTENANCE SYSTEMS, INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, EMDAKY Holdings, 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 EMDAKY Holdings, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”) and Hilo Maintenance Systems, Inc., a New York business corporation on behalf of itself and/or the principals of Hilo Maintenance Systems, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Sublessee**”), have applied to the Town of Islip Industrial Development Agency (the “**Agency**”) to enter into a transaction in which the Agency will assist in (a) the acquisition of an approximately 4.3 acre parcel of land located at 845 South First Street, Ronkonkoma, New York (the “**Land**”), the renovation of an approximately 64,224 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 will be subleased and leased by the Agency to the Company, and further subleased by the Company to the Sublessee, and (b) the acquisition and installation of certain equipment and personal property (the “**Equipment**”; and, together with the Company Facility, the “**Facility**”), which Equipment is to be leased by the Agency to the Sublessee and which Facility will be used by the Sublessee for its primary use as an industrial service, rentals and lighting sales, and distribution center; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements and title to the Facility Equipment and Equipment, will sublease and lease the Company Facility to the Company for further sublease 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, although the Facility is used in making retail sales or providing services to customers who personally visit the Facility, based upon the representations and warranties of the Company in its request for financial assistance, such sales will account for less than 5% of the Facility and therefor the Facility is not subject to the prohibition against providing financial assistance to retail facilities under the Act; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee in connection with the Facility, consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes and abatement of real property taxes, consistent with the policies of the Agency, all to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, as of the date of this resolution, no determination for financial assistance has been made; and

WHEREAS, prior to the date of the Hearing (defined below), the Agency will have made a determination for financial assistance; 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 financial assistance is either an inducement to the Company and the Sublessee to maintain the Facility in the Town of Islip or is necessary to maintain the competitive position of the Company and the Sublessee in their respective industries; and

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

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company and Sublessee have 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 Sublessee and reviewed by the Agency and other representations and information furnished by the Company and the Sublessee 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 subleasing and leasing of the Company Facility to the Company for the further subleasing 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.

(a) While the Facility is used in making retail sales or providing services to customers who personally visit the Facility, based upon the representations and warranties of the Company in its request for financial assistance, such sales will account for less than 5% of the Facility and therefor the Facility is not subject to the prohibition against providing financial assistance to retail facilities under the Act.

(b) The Facility preserves the public purposes of the Act by maintaining and increasing the number of private sector jobs in the Town of Islip. The Company has represented to the Agency that they presently provide one hundred four (104) full-time employees and anticipates creating thirteen (13) jobs at the Facility.

Section 4. Subject to the provisions of this resolution, the Agency shall (i) acquire, renovate and equip the Facility, (ii) lease and sublease the Company Facility to the Company and (iii) lease the Equipment to the Sublessee.

Section 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 this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act the recapture provisions of the Lease and Project Agreement, dated a date to be determined (the "**Lease Agreement**"), by and between the

Company and the Agency and the Agency Compliance Agreement, dated a date to be determined (the “**Agency Compliance Agreement**”), between the Agency and the Sublessee.

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

Section 9. This resolution shall take effect immediately.

ADOPTED: April 25, 2017

ACCEPTED: _____, 2017

EMDAKY Holdings, LLC

By: _____
Name:
Title:

HILO MAINTENANCE 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 April 25, 2017, 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 April 25, 2017.

Assistant Secretary

INVESTMENT: \$9,642,128.00

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION
TOWARD APPOINTING SMART USA INC., A NEW YORK
BUSINESS CORPORATION ON BEHALF OF ITSELF
AND/OR THE PRINCIPALS OF SMART USA INC. AND/OR
AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF
ANY OF THE FOREGOING AS AGENT OF THE AGENCY
FOR THE PURPOSE OF ACQUIRING, RENOVATING AND
EQUIPPING THE FACILITY AND MAKING CERTAIN
FINDINGS AND DETERMINATIONS WITH RESPECT TO
THE FACILITY

WHEREAS, Smart USA 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 Smart USA Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (the “**Company**”), has applied to the Town of Islip Industrial Development Agency (the “**Agency**”) to enter into a transaction in which the Agency will assist in the acquisition of an approximately 2.92 acre parcel of land located at 1440 5th Avenue, Bay Shore, New York 11706 (the “**Land**”), the renovation of an existing approximately 49,120 square foot building located thereon (the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is to be leased and subleased by the Agency to the Company and used by the Company as manufacturing and warehouse space in its business as a manufacturer of aluminum and plastic food containers for the food service industry; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements and title to the Equipment and will sublease and lease the Facility to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “**Act**”); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in connection with the Facility, consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes and abatement of real property taxes, consistent with the policies of the Agency, all to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, as of the date of this resolution, no determination for financial assistance has been made; 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 date of the Hearing (defined below), the Agency will have made a determination for financial assistance; and

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

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

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

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed financial assistance is either an inducement to the Company to maintain the Facility in the Town of Islip or is necessary to maintain the competitive position of the Company in its industry; and

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

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

WHEREAS, the Questionnaire has been reviewed by the Agency.

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

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

Section 2. The acquisition, renovation and equipping of the Facility by the Agency, the leasing thereof to the Company and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the

inhabitants of the Town of Islip and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

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

Section 4. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the recapture provisions of the Lease and Project Agreement, dated a date to be determined (the "**Lease Agreement**"), by and between the Company and the Agency.

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 transfer of the real estate described in the foregoing resolution.

Section 6. The Chairman, the Executive Director and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 7. Any expenses incurred by the Agency with respect to the Facility, including the expenses of Transaction Counsel, shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 8. This resolution shall take effect immediately.

ADOPTED: April 25, 2017

ACCEPTED: _____ 2017

SMART USA 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 April 25, 2017, 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 April 25, 2017.

Assistant Secretary

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM # 6

TYPE OF RESOLUTION: RESOLUTION AUTHORIZING A
REFINANCING

COMPANY: BRIAD LODGING GROUP CENTRAL ISLIP,
LLC FACILITY

PROJECT LOCATION: 0 COURTHOUSE DRIVE,
CENTRAL ISLIP, NEW YORK

JOBS (RETAINED/CREATED): RETAINED - N/A -
CREATE - N/A -

INVESTMENT: N/A

Date: April 25, 2017

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 25th day of April, 2017, the following members of the Agency were:

Present:

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on a proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (Briad Lodging Group Central Islip, LLC Facility) and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay

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

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

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

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

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

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

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

WHEREAS, by a certain Confirmation, dated December 18, 2015 (the “**Confirmation**”), the Supervisor of the Town of Islip, New York (the “**Town**”), confirmed the Agency’s findings and determinations with respect to the Facility that the Facility qualifies as a “project” under the Act and that the Facility satisfies all other requirements of the Act; and

WHEREAS, the Agency previously consented to a request by the Company to enter into a financing with Peapack-Gladstone Bank or such other lender that may be determined (the “**Lender**”) with respect to the Facility in the aggregate principal amount of \$20,000,000 (the “**2015 Loan**”); and

WHEREAS, the Company has now requested that the Agency consent to enter into a refinancing with the Lender with respect to the Facility in the aggregate principal amount presently expected to be \$21,000,000 but not to exceed \$22,000,000 (the “**2017 Loan**”); and

WHEREAS, the proceeds of the 2017 Loan will be used to satisfy the 2015 Loan; and

WHEREAS, as security for such 2017 Loan being made to the Company by the Lender, the Company has submitted a request to the Agency that it join with the Company in executing and delivering to the Lender one or more mortgages and such other loan documents, satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably requested by the Lender (the “**2017 Loan Documents**”); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes securing the principal amount presently estimated to be \$21,000,000 but not to exceed \$22,000,000 in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility; and

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

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

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

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act.
- (b) The Facility continues to constitute a “project”, as such term is defined in the Act.

- (c) The financing or refinancing of the acquisition, renovation and equipping of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Islip, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.
- (d) The financing or refinancing of the acquisition, renovation and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.
- (e) Based upon representations of the Company and counsel to the Company, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Islip and all regional and local land use plans for the area in which the Facility is located.
- (f) It is desirable and in the public interest for the Agency to assist in the financing or refinancing of the acquisition, renovation and equipping of the Facility.
- (g) The 2017 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2017 Loan and assign to the Lender their respective rights under the Lease Agreement (except the Agency's Unassigned Rights as defined therein).

Section 2.

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

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

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) grant a mortgage on and security interest in and to the Facility pursuant to a certain mortgage and security agreement for the benefit of the Lender (the "**2017 Mortgage**"), (ii) execute, deliver and perform the 2017 Mortgage, and (iii) execute, deliver and perform the 2017 Loan Document to which the Agency is a party, as may be necessary or appropriate to effect the 2017 Loan or any subsequent refinancing of the 2017 Mortgage.

Section 4. Subject to the provisions of this resolution and the Lease Agreement, the Agency is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the 2017 Loan Documents and 2017 Mortgage, and such other related documents as may be necessary or appropriate to effect the 2017 Loan, or any subsequent refinancing of the 2017 Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed.

Section 5. Subject to the provisions of this resolution and the Lease Agreement, the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in the form of exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$21,000,000 but not to exceed \$22,000,000, in connection with the financing or refinancing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping of the Facility.

Section 6.

(a) Subject to the provisions of this resolution and the Lease Agreement; the Chairman, Executive Director, the Deputy Executive Director and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2017 Mortgage and 2017 Loan Documents, together with such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Executive Director, the Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval; and

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

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

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

Section 9. This resolution shall take effect immediately.

ADOPTED: April 25, 2017

ACCEPTED: _____ 2017

**BRIAD LODGING GROUP CENTRAL
ISLIP, LLC**

By: _____
Printed Name:

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

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

That I have compared the annexed extract of the minutes of the meeting of the Town of Islip Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on April 25, 2017, 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 25th day of April, 2017.

By: _____
Assistant Secretary

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM # 7

TYPE OF RESOLUTION: RESOLUTION AUTHORIZING
AN AGREEMENT

COMPANY: CGR (CENTER FOR GOVERNMENTAL
RESEARCH, INC.)

PROJECT LOCATION: 1 S. WASHINGTON STREET,
ROCHESTER, NEW YORK

JOBS (RETAINED/CREATED): RETAINED - N/A -
CREATE - N/A -

INVESTMENT: N/A

HOSTING AND MAINTENANCE AGREEMENT - InformAnalytics

This Agreement is made effective as of 1/1/2017, by and between CGR (Center for Governmental Research Inc.), of One South Washington Street, Suite 400, Rochester, NY 14614 and Town of Islip IDA, 40 Nassau Avenue, Islip, NY 11751.

In this Agreement, the party who is contracting to receive services shall be referred to as "Town of Islip IDA", and the party who will be providing the services shall be referred to as "CGR."

Whereas CGR has developed an economic impact modeling software tool that requires web hosting and ongoing maintenance, including updates to the baseline data parameters, and

Whereas CGR is willing to provide hosting and maintenance services to Town of Islip IDA.

Therefore, CGR proposes the following agreement with Town of Islip IDA to facilitate the use, web hosting and maintenance of InformAnalytics:

Section 1. DESCRIPTION OF SERVICES

Between January 1, 2017 and December 31, 2017, CGR will provide the following services (collectively, the "Services"):

- CGR will host InformAnalytics on its data servers allowing the model to be continuously available to Town of Islip IDA for the duration of the agreement.
- CGR will update the economic impact software with the most current/relevant data parameters once during the duration of the agreement.
- CGR will provide technical assistance on the software and/or questions related to the application of the software for up to but not to exceed 2 hours for the duration of the agreement. Additional support will be billed at current CGR hourly rates.

Section 2. PAYMENT

Town of Islip IDA will pay CGR \$875 (Eight Hundred Seventy-five Dollars) for the contract year for the services described in section 1.

Section 3. PAYMENT TERMS

CGR payment terms are net 10 days after the agreement is signed.

Section 4. NOTICES

All notices required or permitted under this Agreement shall be in writing and shall be deemed delivered when delivered in person or deposited in the United States mail, postage prepaid addressed as follows:

If for CGR:

Joseph Stefko
President and CEO
One South Washington Street, Suite 400
Rochester, NY 14614

If for Town of Islip IDA:

William Mannix
Executive Director
40 Nassau Avenue
Islip, NY 11751

Such addresses may be changed from time to time by either party by providing written notice to the other in the manner set forth above.

Section 5. ENTIRE AGREEMENT

This Agreement contains the entire agreement of the parties and there are no other promises or conditions in any other agreement whether oral or written.

This Agreement supersedes any prior written or oral agreements between the parties.

Section 6. AMENDMENT

This Agreement may be modified or amended if the amendment is made in writing and is signed by both parties.

Section 7. SEVERABILITY

If any provision of this Agreement shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. If a court finds that any provision of this Agreement is invalid or unenforceable, but that by

limiting such provision it would become valid and enforceable, then such provision shall be deemed to be written, construed, and enforced as so limited.

Section 8. WAIVER OF CONTRACTUAL RIGHT

The failure of either party to enforce any provision of this Agreement shall not be construed as a waiver or limitation of that party's right to subsequently enforce and compel strict compliance with every provision of this Agreement.

Section 9. APPLICABLE LAW

This Agreement shall be governed by the laws of the State of New York.

Party Providing Services

CGR

Joseph Stefko
President and CEO

Date

Party Receiving Services

Town of Islip IDA

William Mannix
Executive Director

Date

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM #8

TYPE OF RESOLUTION: AMENDING RESOLUTION

COMPANY: CREATIVE BATH

PROJECT LOCATION: 555 North Research Way,
Central Islip, New York

JOBS (RETAINED/CREATED): RETAINED - N/A -
CREATE - N/A -

INVESTMENT: N/A

Date: April 25, 2017

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 25th day of April, 2017, 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 amending, ratifying and confirming the consent to the subleasing of the Creative Bath Products, Inc. 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

AMENDED RESOLUTION OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY AMENDING
RATIFYING AND CONFIRMING THE AUTHORIZING
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY WITH RESPECT TO THE
CREATIVE BATH PRODUCTS, INC. FACILITY AND
APPROVING THE FORM, SUBSTANCE, EXECUTION AND
DELIVERY OF ANY AND ALL RELATED DOCUMENTS
NECESSARY FOR THE COMPLETION OF THE
TRANSACTION CONTEMPLATED HEREIN

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

WHEREAS, on March 21, 2017, the Agency adopted an Authorizing Resolution in response to a request from Magu Realty Company, (the “**Lessee**”) and Creative Bath Products, Inc. (the “**Company**”), of a consent to enter into a subleasing of the roof tops of each of the 250 Creative Facility and the 555 Research Facility (collectively, the “**Demised Premises**”), to a proposed tenant Boulevard Associates, LLC, a limited liability company organized and existing under the laws of the State of Delaware; and

WHEREAS, subsequent to the Authorizing Resolution, the Lessee and the Company notified the Agency that the name of the proposed tenant has been changed to DG New York Solar, LLC, a Delaware limited liability company (the “**Tenant**”); and

WHEREAS, the Lessee and the Company have requested the Agency consent to the change in name of the Tenant and proceed with the subleasing of the Demised Premises to the Tenant; and

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

Section 1. The Agency consents to the change of the Proposed Tenant with the Tenant in connection with the subleasing of the Demised Premises.

Section 2. The resolution duly adopted by the Issuer on March 21, 2017, entitled RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE SUBLEASING OF THE CREATIVE BATH PRODUCTS, INC. FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS, is hereby amended, ratified and confirmed.

Section 3. 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 the 25th day of April, 2017 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 25th day of April, 2017.

By: _____
Assistant Secretary

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR APRIL 25, 2017

AGENDA ITEM #9

TYPE OF RESOLUTION: AUTHORIZING RESOLUTION

COMPANY: THE NATURE'S BOUNTY Co.

PROJECT LOCATION: Located at 10 Vitamin Drive, Bayport. 35 Vitamin Drive, Bayport. 60 Orville Drive, Bohemia. 90 Orville Drive, Bohemia. 105 Orville Drive, Bohemia. 115 Orville Drive, Bohemia. 815 Grundy Avenue, Holbrook and 2100 Smithtown Avenue, Ronkonkoma.

JOBS (RETAINED/CREATED): RETAINED - N/A -
CREATE - N/A -

INVESTMENT: N/A

Date: April 25, 2017

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 25th day of April, 2017 the following members of the Agency were:

Present:

Absent:

Also Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of leasehold title to a certain industrial development facility more particularly described below (The Nature’s Bounty Co. Facility) and the leasing of the facility to The Nature’s Bounty Co.

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 ACQUISITION, RENOVATION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY AND APPROVING THE APPOINTMENT OF THE NATURE'S BOUNTY CO., A BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF THE NATURE'S BOUNTY CO AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING, AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING CERTAIN INDUSTRIAL DEVELOPMENT FACILITIES 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 Nature's Bounty Co., a business corporation organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of The Nature's Bounty Co. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**"), has applied to the Town of Islip Industrial Development Agency (the "**Agency**") to enter into a transaction in which the Agency will assist in:

- (a) the acquisition of an approximately 60.5 acre parcel of land located at 10 Vitamin Drive, Bayport, New York (the "**10 Vitamin Drive Land**") and the renovation and equipping of an existing approximately 161,500 square foot building located thereon (the "**10 Vitamin Drive Improvements**"; and, together with the 10 Vitamin Drive Land, the "**10 Vitamin Drive Facility**"), which 10 Vitamin Drive Facility will be leased by the Agency to the Company for use in its business of well-known vitamin and active nutrition products for manufacturing and a parking lot; and
- (b) the acquisition of an approximately 1.0 acre parcel of land located at 35 Vitamin Drive, Bayport, New York (the "**35 Vitamin Drive Land**") and the renovation and equipping of an existing approximately 12,000 square foot building located thereon (the "**35 Vitamin Drive Improvements**"; and, together with the 35 Vitamin Drive Land, the "**35 Vitamin Drive Facility**"),

which 35 Vitamin Drive Facility will be leased by the Agency to the Company in its business for the storage of well-known vitamin and active nutrition products; and

- (c) the acquisition of an approximately 2.52 acre parcel of land located at 60 Orville Drive, Bohemia, New York (the “**60 Orville Drive Land**”) and the renovation and equipping of an existing approximately 42,000 square foot building located thereon (the “**60 Orville Drive Improvements**”; and, together with the 60 Orville Drive Land, the “**60 Orville Drive Facility**”), which 60 Orville Drive Facility will be leased by the Agency to the Company for use as administrative office space in its business as a manufacturer and distributor of well-known vitamin and active nutrition products; and
- (d) the acquisition of an approximately 10.69 acre parcel of land located at 90 Orville Drive, Bayport, New York (the “**90 Orville Drive Land**”) and the renovation and equipping of an existing approximately 169,000 square foot building located thereon (the “**90 Orville Drive Improvements**”; and, together with the 90 Orville Drive Land, the “**90 Orville Drive Facility**”), which 90 Orville Drive Facility will be leased by the Agency to the Company for use in its business as administrative office space in the manufacturing and packaging location of well-known vitamin and active nutrition products; and
- (e) the acquisition of an approximately 3.9 acre parcel of land located at 105 Orville Drive, Bohemia, New York (the “**105 Orville Drive Land**”) and the renovation and equipping of an existing approximately 80,000 square foot building located thereon (the “**105 Orville Drive Improvements**”; and, together with the 105 Orville Drive Land, the “**105 Orville Drive Facility**”), which 105 Orville Drive Facility will be leased by the Agency to the Company for use in its business in the manufacturing of well-known vitamin and active nutrition products (approximately 2,500 square feet of the 105 Orville Drive Facility is used for retail space that is less than 10% of the total space of the 105 Orville Drive Facility); and
- (f) the acquisition of an approximately 4.9 acre parcel of land located at 115 Orville Drive, Bohemia, New York (the “**115 Orville Drive Land**”) and the renovation and equipping of an existing approximately 75,000 square foot building located thereon (the “**115 Orville Drive Improvements**”; and, together with the 115 Orville Drive Land, the “**115 Orville Drive Facility**”), which 115 Orville Drive Facility will be leased by the Agency to the Company for use in its business in the manufacturing and packaging of well-known vitamin and active nutrition products; and
- (g) the acquisition of an approximately 6.76 acre parcel of land located at 815 Grundy Avenue, Holbrook, New York (the “**815 Grundy Avenue Land**”) and the renovation and equipping of an existing approximately 108,000 square foot building located thereon (the “**815 Grundy Avenue Improvements**”; and, together with the 815 Grundy Avenue Land, the “**815 Grundy Avenue**

Facility”), which 815 Grundy Avenue Facility will be leased by the Agency to the Company for use in its business in the manufacturing and packaging of well-known vitamin and active nutrition products; and

- (h) the acquisition of an approximately 8.96 acre parcel of land located at 2100 Smithtown Avenue, Ronkonkoma, New York (the “**2100 Smithtown Avenue Land**”) and the renovation and equipping of an existing approximately 110,000 square foot building located thereon (the “**2100 Smithtown Avenue Improvements**”; and, together with the 2100 Smithtown Avenue Land, the “**2100 Smithtown Avenue Facility**”), which 2100 Smithtown Avenue Facility will be leased by the Agency to the Company for use as its global corporate headquarters and administrative offices in its business as a manufacturer and distributor of well-known vitamin and active nutrition products; and

(collectively, (a) thru (h) above, the “**Project**”), each of the facilities will be owned, operated and/or managed by the Company; and

WHEREAS, the 10 Vitamin Drive Land, the 35 Vitamin Drive Land, the 60 Orville Drive Land, the 90 Orville Drive Land, the 105 Orville Drive Land, 115 Orville Drive Land, the 815 Grundy Avenue Land and the 2100 Smithtown Avenue Land are collectively, the “**Land**”; and

WHEREAS, the 10 Vitamin Drive Improvements, the 35 Vitamin Drive Improvements, the 60 Orville Drive Improvements, the 90 Orville Drive Improvements, the 105 Orville Drive Improvements, 115 Orville Drive Improvements, the 815 Grundy Avenue Improvements and the 2100 Smithtown Avenue Improvements are collectively, the “**Improvements**”; and

WHEREAS, the 10 Vitamin Drive Facility, the 35 Vitamin Drive Facility, the 60 Orville Drive Facility, the 90 Orville Drive Facility, the 105 Orville Drive Facility, 115 Orville Drive Facility, the 815 Grundy Avenue Facility and the 2100 Smithtown Avenue Facility are collectively, the “**Facility**”; and

WHEREAS, the Agency will acquire a leasehold interest in the Facility, will sublease and lease the Facility to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “**Act**”); and

WHEREAS, the Agency, by resolution duly adopted on March 21, 2017 (the “**Inducement Resolution**”), decided to proceed under the provisions of the Act; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and Improvements pursuant to a certain Company Lease Agreement, dated as of May 1, 2017 or such other date as the Chairman, Executive Director, or Deputy Executive Director of the Agency and counsel to the Agency shall agree (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire title to the Equipment (as defined in the hereinafter defined Lease Agreement) pursuant to a certain Bill of Sale, dated the Closing Date (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of May 1, 2017 or such other date as the Chairman, Executive Director, or Deputy Executive Director of the Agency and counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in an approximate amount not to exceed \$12,250,000, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibits A-1 thru Exhibit A-8 hereof); and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed transaction is necessary to maintain the competitive position of the Company in its industry; 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 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 constitutes a “project”, as such term is defined in the Act; and

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

(d) The acquisition, renovation and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand their its business operations in the State of New York; and

(e) Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of the Town of Islip,

Suffolk County, 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 accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

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

(h) The Lease Agreement will be an effective instrument whereby the Agency leases and subleases the Facility to the Company, the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agreement may recapture some or all of the benefits granted to the Company.

Section 2. The Agency has assessed all material information included in connection with the Company's application for financial assistance, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the financial assistance described herein to the Company.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sublease and lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 4. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 5. The Agency is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. In connection with the Facility the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of the Agency (i) exemptions from sales and use taxes in an amount not to exceed \$12,250,000, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof), consistent with the policies of the Agency.

Section 7. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, renovate and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, renovate and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agent of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agents of the Agency to acquire, renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes for the Facility in an amount not to exceed \$12,250,000, in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the execution of the documents contemplated by this resolution

Section 8. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agents of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act.

Section 9. The form and substance of the Transaction Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10.

(a) The Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease and the Lease Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Agency

Documents”). The execution thereof by the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

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

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

Section 12. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : SS.:
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 25th day of April, 2017, 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 25th day of April, 2017.

By: _____
Assistant Secretary

EXHIBIT A-1

Proposed PILOT Benefits for The Nature's Bounty Co.

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), Bayport-Blue Point Union School District, Suffolk County and Appropriate Special Districts

Definitions:

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

10 Vitamin Dr., Bayport, New York 11705

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

| | |
|---------|--|
| 2018/19 | 100% normal tax on the taxable assessed value of \$286,480 |
| 2019/20 | 100% normal tax on the taxable assessed value of \$401,072 |
| 2020/21 | 100% normal tax on the taxable assessed value of \$515,664 |
| 2021/22 | 100% normal tax on the taxable assessed value of \$630,256 |
| 2022/23 | 100% normal tax on the taxable assessed value of \$744,848 |
| 2023/24 | 100% normal tax on the taxable assessed value of \$859,440 |
| 2024/25 | 100% normal tax on the taxable assessed value of \$974,032 |
| 2025/26 | 100% normal tax on the taxable assessed value of \$1,088,624 |
| 2026/27 | 100% normal tax on the taxable assessed value of \$1,203,216 |
| 2027/28 | 100% normal tax on the taxable assessed value of \$1,317,808 |
| 2028/29 | and beyond 100% normal tax on the full assessed value |

EXHIBIT A-2

Proposed PILOT Benefits for The Nature's Bounty Co.

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), Bayport-Blue Point Union Free School District, Suffolk County and Appropriate Special Districts

Definitions:

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

35 Vitamin Dr., Bayport, New York 11705

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

2018/19 100% normal tax on the taxable assessed value of \$25,060
2019/20 100% normal tax on the taxable assessed value of \$35,084
2020/21 100% normal tax on the taxable assessed value of \$45,108
2021/22 100% normal tax on the taxable assessed value of \$55,132
2022/23 100% normal tax on the taxable assessed value of \$65,156
2023/24 100% normal tax on the taxable assessed value of \$75,180
2024/25 100% normal tax on the taxable assessed value of \$85,204
2025/26 100% normal tax on the taxable assessed value of \$95,228
2026/27 100% normal tax on the taxable assessed value of \$105,252
2027/28 100% normal tax on the taxable assessed value of \$115,276
2028/29 and beyond 100% normal tax on the full assessed value

EXHIBIT A-3

Proposed PILOT Benefits for The Nature's Bounty Co.

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

Definitions:

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

60 Orville Dr., Bohemia, New York 11716

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

2018/19 100% normal tax on the taxable assessed value of \$94,680
2019/20 100% normal tax on the taxable assessed value of \$132,552
2020/21 100% normal tax on the taxable assessed value of \$170,424
2021/22 100% normal tax on the taxable assessed value of \$208,296
2022/23 100% normal tax on the taxable assessed value of \$246,168
2023/24 100% normal tax on the taxable assessed value of \$284,040
2024/25 100% normal tax on the taxable assessed value of \$321,912
2025/26 100% normal tax on the taxable assessed value of \$359,784
2026/27 100% normal tax on the taxable assessed value of \$397,656
2027/28 100% normal tax on the taxable assessed value of \$435,528
2028/29 and beyond 100% normal tax on the full assessed value

EXHIBIT A-4

Proposed PILOT Benefits for The Nature's Bounty Co.

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

Definitions:

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

90 Orville Dr., Bohemia, New York 11716

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

| | |
|---------|--|
| 2018/19 | 100% normal tax on the taxable assessed value of \$249,000 |
| 2019/20 | 100% normal tax on the taxable assessed value of \$348,600 |
| 2020/21 | 100% normal tax on the taxable assessed value of \$448,200 |
| 2021/22 | 100% normal tax on the taxable assessed value of \$547,800 |
| 2022/23 | 100% normal tax on the taxable assessed value of \$647,400 |
| 2023/24 | 100% normal tax on the taxable assessed value of \$747,000 |
| 2024/25 | 100% normal tax on the taxable assessed value of \$846,600 |
| 2025/26 | 100% normal tax on the taxable assessed value of \$946,200 |
| 2026/27 | 100% normal tax on the taxable assessed value of \$1,045,800 |
| 2027/28 | 100% normal tax on the taxable assessed value of \$1,145,400 |
| 2028/29 | and beyond 100% normal tax on the full assessed value |

EXHIBIT A-5

Proposed PILOT Benefits for The Nature's Bounty Co.

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

Definitions:

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

105 Orville Dr., Bohemia, New York 11716

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

2018/19 100% normal tax on the taxable assessed value of \$123,360
2019/20 100% normal tax on the taxable assessed value of \$172,704
2020/21 100% normal tax on the taxable assessed value of \$222,048
2021/22 100% normal tax on the taxable assessed value of \$271,392
2022/23 100% normal tax on the taxable assessed value of \$320,736
2023/24 100% normal tax on the taxable assessed value of \$370,080
2024/25 100% normal tax on the taxable assessed value of \$419,424
2025/26 100% normal tax on the taxable assessed value of \$468,768
2026/27 100% normal tax on the taxable assessed value of \$518,112
2027/28 100% normal tax on the taxable assessed value of \$567,456
2028/29 and beyond 100% normal tax on the full assessed value

EXHIBIT A-6

Proposed PILOT Benefits for The Nature's Bounty Co.

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

Definitions:

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

115 Orville Dr., Bohemia, New York 11716

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

2018/19 100% normal tax on the taxable assessed value of \$118,340
2019/20 100% normal tax on the taxable assessed value of \$165,676
2020/21 100% normal tax on the taxable assessed value of \$213,012
2021/22 100% normal tax on the taxable assessed value of \$260,348
2022/23 100% normal tax on the taxable assessed value of \$307,684
2023/24 100% normal tax on the taxable assessed value of \$355,020
2024/25 100% normal tax on the taxable assessed value of \$402,356
2025/26 100% normal tax on the taxable assessed value of \$449,692
2026/27 100% normal tax on the taxable assessed value of \$497,028
2027/28 100% normal tax on the taxable assessed value of \$544,364
2028/29 and beyond 100% normal tax on the full assessed value

EXHIBIT A-7

Proposed PILOT Benefits for The Nature's Bounty Co.

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), Sachem Central School District, Suffolk County and Appropriate Special Districts

Definitions:

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

815 Grundy Ave., Holbrook New York 11741

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

2018/19 100% normal tax on the taxable assessed value of \$147,380
2019/20 100% normal tax on the taxable assessed value of \$206,332
2020/21 100% normal tax on the taxable assessed value of \$265,284
2021/22 100% normal tax on the taxable assessed value of \$324,236
2022/23 100% normal tax on the taxable assessed value of \$383,188
2023/24 100% normal tax on the taxable assessed value of \$442,140
2024/25 100% normal tax on the taxable assessed value of \$501,092
2025/26 100% normal tax on the taxable assessed value of \$560,044
2026/27 100% normal tax on the taxable assessed value of \$618,996
2027/28 100% normal tax on the taxable assessed value of \$677,948
2028/29 and beyond 100% normal tax on the full assessed value

EXHIBIT A-8

Proposed PILOT Benefits for The Nature's Bounty Co.

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

Definitions:

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

2100 Smithtown Ave., Ronkonkoma New York 11779

Formula: 10-year abatement starting at 80% decreasing 8% annually

Tax Year

2018/19 100% normal tax on the taxable assessed value of \$198,840
2019/20 100% normal tax on the taxable assessed value of \$278,376
2020/21 100% normal tax on the taxable assessed value of \$357,912
2021/22 100% normal tax on the taxable assessed value of \$437,448
2022/23 100% normal tax on the taxable assessed value of \$516,984
2023/24 100% normal tax on the taxable assessed value of \$596,520
2024/25 100% normal tax on the taxable assessed value of \$676,056
2025/26 100% normal tax on the taxable assessed value of \$755,592
2026/27 100% normal tax on the taxable assessed value of \$835,128
2027/28 100% normal tax on the taxable assessed value of \$914,664
2028/29 and beyond 100% normal tax on the full assessed value