



MEETING OF THE TOWN OF ISLIP

INDUSTRIAL DEVELOPMENT AGENCY

February 11, 2020

Agenda

1. Call the meeting of the Town of Islip Industrial Development Agency to order.
2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the **Minutes** from the meeting on **January 14, 2020**.
3. To consider the adoption of an Inducement Resolution on behalf of the Town of Islip Industrial Development Agency and **GL Associates/GE Aviation**. Located at 1000 MacArthur Memorial Highway, Bohemia.
4. To consider the adoption of an Authorizing Resolution on behalf of the Town of Islip Industrial Development Agency and **CIVF V-NY1W03, LLC/Pods Enterprises, LLC 2020 Facility. (Prime Eleven Tower)**. Located at 555 Prime Place, Hauppauge.
5. To consider the adoption of a Resolution Authorizing a mortgage refinancing agreement between the Town of Islip Industrial Development Agency and **Trojan Metal Fabrication**. Located at 2215 Union Boulevard, Bay Shore.
6. To consider the adoption of a Resolution Consenting to a Transfer of Ownership between the Town of Islip Industrial Development Agency and **ACE – Lincoln Avenue Solar, LLC 2018 Facility & ACE – Blydenburgh Solar, LLC**. Located at 1155 Lincoln Avenue, Holbrook.
7. To consider **any other business** to come before the Agency.



MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY

January 14, 2020

Meeting Minutes

1. Call the meeting of the Town of Islip Industrial Development Agency to order on a motion by Councilman John C. Cochrane Jr., and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.

Members Angie M. Carpenter, Councilman John C. Cochrane Jr., Councilwoman Mary Kate Mullen and Councilman James P. O'Connor were present and the Chairwoman acknowledge a quorum. Councilwoman Trish Bergin Weichbrodt was absent.

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 **December 17, 2019**. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
3. To consider the adoption of a Resolution approving the 2020 IDA Meeting Schedule of the Town of Islip Industrial Development Agency. On a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
4. To consider the adoption of a Resolution Appointing Officers to the Town of Islip Industrial Development Agency. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.
5. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt an **Audit Committee** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint *John Cochrane, Mary Kate Mullen* and *Anne Danziger* to that committee. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.
6. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Finance Committee** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint *Trish Bergin Weichbrodt, James O'Connor* and *Ron Meyer* to that committee. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.
7. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Governance Committee** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint *John Cochrane, Mary Kate Mullen*

and *Brad Hemingway* to that committee. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.

8. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Code of Ethics Policy** in compliance with the Public Authority Accountability Act ("PAAA") and to appoint the Board of Ethics of the Town of Islip as its Ethics Officer. On a motion by Councilman John C. Cochrane Jr., and Councilman James P. O'Connor said motion approved 4-0.
9. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt an **Investment Policy** in compliance with the Public Authority Accountability Act ("PAAA") which shall apply to all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
10. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Procurement Policy** in compliance with the Public Authority Accountability Act ("PAAA") which will apply to the procurement for goods and services not subject to the competitive bidding requirements set forth in General Municipal Law Section 103 and which goods and services are paid for and used by the Agency. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
11. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency adopting a **Conflict of Interest Policy** in compliance with the Public Accountability Act ("PAAA") and amending the by-laws of the Agency. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
12. To consider a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt the **Travel Authorization and Mileage Reimbursement** guidelines as stated in the Town of Islip Administrative Procedures Manual, Section 303, as recommended by the New York State Authorities Budget Office. On a motion by Councilwoman Mary Kate Mullen and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
13. To consider a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Whistleblower Policy**. On a motion by Councilwoman Mary Kate Mullen and seconded by Councilman John C. Cochrane Jr., said motion approved 4-0.
14. To consider a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a **Property Disposition Policy**. On a motion by Councilwoman Mary Kate Mullen and seconded by Councilman John C. Cochrane Jr., said motion approved 4-0.

15. To consider the adoption of a Resolution to Authorize an annual 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. On a motion by Councilman John C. Cochrane Jr., seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
16. To consider the adoption of a Resolution to Authorize the Town of Islip Economic Development to execute a one-year extension contract with **Albrecht, Viggiano, Zureck & Co., P.C. (AVZ)** to perform the audit for the year ended December 16, 2020. On a motion by Councilwoman Mary Kate Mullen and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
17. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to enter into a contract with **Mike Siniski**. To provide computer programming services for the maintenance of an updated and improved IDA Assessment Roll and PILOT billing system including training Town of Islip staff at a rate of \$65.00 per hour, not to exceed \$5,000. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
18. To consider the adoption of a Resolution Authorizing an agreement between the Town of Islip Industrial Development Agency and **Water Lilies, LLC** as Tenant in the Suffolk County Industrial, LLC Facility. Located at 1724 Fifth Avenue, Bay Shore. On a motion by Councilwoman Mary Kate Mullen and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.
19. To consider the adoption of a Resolution Authorizing an agreement between the Town of Islip Industrial Development Agency and **Seena International, Inc.**, as Tenant in the Suffolk County Industrial, LLC Facility. Located at 1724 Fifth Avenue, Bay Shore. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.
20. To consider the adoption of a Resolution Authorizing an agreement between the Town of Islip Industrial Development Agency and **HHLB Group** as tenant in the Sunrise Business Center Facility. Located at 3500 Sunrise Highway, Great River. On a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
21. To consider the adoption of a Resolution Authorizing a mortgage refinancing agreement between the Town of Islip Industrial Development Agency and **878 Lease, LLC, Facility and the SIG 888 LLC Facility**. Located at 878/888 Veterans Memorial Highway, Hauppauge. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
22. To consider the adoption of an Amended Authorizing Resolution between the Town of Islip Industrial Development Agency and **Netherbay, LLC, 2019 Facility**. Located at 26 & 36 South Clinton Avenue, Bay Shore. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.

23. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **200 Heartland, LLC/Lacrosse Unlimited, Inc. 2020 Facility**. Located at 200 Heartland Boulevard, Edgewood. On a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
24. To consider the adoption of an Inducement Resolution among the Town of Islip Industrial Development Agency, **CIVF V-NY1W03, LLC/Pods Enterprises, LLC 2020 Facility** located at 555 Prime Place, Hauppauge, New York. On a motion by Councilman John C. Cochrane Jr., and seconded by Councilman James P. O'Connor, said motion was approved 4-0.
25. To consider the adoption of an Authorizing Resolution for an assignment, assumption and amendment of Prime Eleven/Wesco project, among the Town of Islip Industrial Development Agency, **CIVF V – NY1W02, LLC, LLC/Wesco Distribution, Inc. 2020 Facility** located at 500 Prime Place, Hauppauge, New York. On a motion by Councilwoman Mary Kate Mullen and seconded by Councilman John C. Cochrane Jr., said motion was approved 4-0.
26. To consider the adoption of an Authorizing Resolution for an advertising agreement between the Town of Islip Industrial Development Agency and **SMM Advertising**. Located at 811 W. Jericho Turnpike #109E, Smithtown. On a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen, said motion was approved 4-0.
27. To consider **any other business** to come before the Agency there being none the meeting adjourned by a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen.

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR JANUARY 14, 2020

AGENDA ITEM #3

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: GL II ASSOCIATES

**PROJECT LOCATION: 1000 MACARTHUR HIGHWAY,
BOHEMIA**

**JOBS (RETAINED/CREATED): RETAINED - 288 -
CREATE - 036 -**

INVESTMENT: \$8,500,000

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING GL II ASSOCIATES, LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF GL II ASSOCIATES, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AND GE AVIATION SYSTEMS LLC, A DELAWARE LIMITED LIABILITY COMPANY ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF GE AVIATION SYSTEMS LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING, AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, the Town of Islip Industrial Development Agency (the "**Agency**"), previously provided its assistance to GL II Associates, 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 GL II Associates, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") and GE Aviation Systems LLC, a limited liability company organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of GE Aviation Systems LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Sublessee**"), in connection with (i) the acquisition of an approximately 94,000 square foot building (the "**Improvements**"), located on an approximately 9.3 acre parcel of land situated at 1000 Mac Arthur Memorial Highway in Bohemia, Town of Islip, Suffolk County, New York (the "**Land**"), and (ii) the upgrading of the Improvements, including, without limitation, the acquisition and installation of equipment in the Improvements by the Company and the Sublessee, and other capital investments to the Improvements (collectively, the "**Equipment**"; and, together with the Land and Improvements, (the "**Existing Facility**"), for leasing by the Agency to the Company and further subleasing by the Company to, and used by, the Sublessee in its business as an industrial manufacturing facility for the aerospace industry; and

WHEREAS, the Agency acquired a fee interest in the Existing Facility and leased the Existing Facility to the Company pursuant to a Lease Agreement, dated as of March 1, 2020 (the "**2010 Lease Agreement**"), between the Agency and the Company, for further sublease 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 Agency Documents (as defined in the 2010 Lease Agreement) have expired and the Company and the Sublessee have submitted an application requesting the Agency's assistance to enter into a transaction in which the Agency will assist in the acquisition of a leasehold interest in the Land and Improvements and the renovation and equipping of approximately 70,000 square feet of the Improvements with certain equipment and personal

property (the “**2020 Equipment**”; and, together with the Existing Facility, the “**Facility**”), which Facility will be subleased and leased by the Agency to the Company and further subleased by the Company to the Sublessee for the continued use as an industrial manufacturing facility for the aerospace industry (the “**Project**”); and

WHEREAS, the Agency will acquire a leasehold interest in the Facility and will sublease and lease the Facility to the Company for further sublease to the Sublessee, all pursuant to 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 sales and use taxes in connection with the renovation and equipping of the Facility and abatement of real property taxes, 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 prepared a cost/benefit analysis with respect to the proposed 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, the Company and the Sublessee will agree 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 and the Sublessee.

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted 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 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, upgrading, 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 SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQRA or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

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

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

Section 4. The Company and the Sublessee are hereby notified that they will be required to comply with Section 875 of the Act. The Company shall be required to agree to the terms of Section 875 pursuant to the Lease and Project Agreement, dated a date to be determined (the "**Lease Agreement**"), by and between the Company and the Agency. The Sublessee shall be required to agree to the terms of Section 875 pursuant to the Agency Compliance Agreement, dated a date to be determined (the "**Agency Compliance Agreement**"), by and between the Sublessee and the Agency. The Company and the Sublessee are further notified that the exemptions from sales and use taxes in connection with the renovation and equipping of the Facility and the abatement of real property taxes provided pursuant to the Act and pursuant to this resolution are subject to termination and recapture of benefits pursuant to Sections 859-a and

875 of the Act and the recapture provisions of the Lease Agreement and the Agency Compliance Agreement.

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

Section 6. The Chairman, the Executive Director, the 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 7. 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. 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.

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 February 11, 2020, 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 February 11, 2020.

Assistant Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Town of Islip Industrial Development Agency on the ____ day of February, 2020, at _____.m., local time, at 40 Nassau Avenue, Islip, New York 11751 in connection with the following matters:

The Town of Islip Industrial Development Agency (the "**Agency**"), previously provided its assistance to GL II Associates, 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 GL II Associates, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") and GE Aviation Systems LLC, a limited liability company organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of GE Aviation Systems LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Sublessee**"), in connection with (i) the acquisition of an approximately 94,000 square foot building (the "**Improvements**"), located on an approximately 9.3 acre parcel of land situated at 1000 Mac Arthur Memorial Highway in Bohemia, Town of Islip, Suffolk County, New York (the "**Land**"), and (ii) the upgrading of the Improvements, including, without limitation, the acquisition and installation of equipment in the Improvements by the Company and the Sublessee, and other capital investments to the Improvements (collectively, the "**Equipment**"; and, together with the Land and Improvements, (the "**Existing Facility**"), for leasing by the Agency to the Company and further subleasing by the Company to, and used by, the Sublessee in its business as an industrial manufacturing facility for the aerospace industry.

The Agency acquired a fee interest in the Existing Facility and leased the Existing Facility to the Company pursuant to a Lease Agreement, dated as of March 1, 2020 (the "**2010 Lease Agreement**"), between the Agency and the Company, for further sublease 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**").

The Agency Documents (as defined in the 2010 Lease Agreement) have expired and the Company and the Sublessee have submitted an application requesting the Agency's assistance to enter into a transaction in which the Agency will assist in the acquisition of a leasehold interest in the Land and Improvements and the renovation and equipping of approximately 70,000 square feet of the Improvements with certain equipment and personal property (the "**2020 Equipment**"; and, together with the Existing Facility, the "**Facility**"), which Facility will be subleased and leased by the Agency to the Company and further subleased by the Company to the Sublessee for the continued use as an industrial manufacturing facility for the aerospace industry (the "**Project**").

The Agency contemplates that it will provide financial assistance to the Company and the Sublessee in the form of exemptions from sales and use taxes in connection with the renovation

and equipping of the Facility and exemption of real property taxes consistent with the policies of the Agency.

A representative of the Agency will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company and the Sublessee or the location or nature of the Facility. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company and the Sublessee with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: February __, 2019

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT
AGENCY

By: William G. Mannix
Title: Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON
FEBRUARY __, 2020

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(GL II ASSOCIATES, LLC/GE AVIATION SYSTEMS LLC 2020 FACILITY)

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

Section 2. The _____ then appointed _____, the _____ of the Agency, the hearing officer of the Agency, to record the minutes of the hearing.

Section 3. The hearing officer then described the proposed transfer of the real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility as follows:

The Town of Islip Industrial Development Agency (the "**Agency**"), previously provided its assistance to GL II Associates, 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 GL II Associates, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") and GE Aviation Systems LLC, a limited liability company organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of GE Aviation Systems LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Sublessee**"), in connection with (i) the acquisition of an approximately 94,000 square foot building (the "**Improvements**"), located on an approximately 9.3 acre parcel of land situated at 1000 Mac Arthur Memorial Highway in Bohemia, Town of Islip, Suffolk County, New York (the "**Land**"), and (ii) the upgrading of the Improvements, including, without limitation, the acquisition and installation of equipment in the Improvements by the Company and the Sublessee, and other capital investments to the Improvements (collectively, the "**Equipment**"; and, together with the Land and Improvements, (the "**Existing Facility**"), for leasing by the Agency to the Company and further subleasing by the Company to, and used by, the Sublessee in its business as an industrial manufacturing facility for the aerospace industry.

The Agency acquired a fee interest in the Existing Facility and leased the Existing Facility to the Company pursuant to a Lease Agreement, dated as of March 1, 2020 (the "**2010 Lease Agreement**"), between the Agency and the Company, for further sublease 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**").

The Agency Documents (as defined in the 2010 Lease Agreement) have expired and the Company and the Sublessee have submitted an application requesting the Agency's assistance to enter into a transaction in which the Agency will assist in the acquisition of a leasehold interest in the Land and Improvements and the renovation and equipping of approximately 70,000 square feet of the Improvements with certain equipment and personal property (the "**2020 Equipment**"; and, together with the Existing Facility, the "**Facility**"), which Facility will be subleased and leased by the Agency to the Company and further subleased by the Company to the Sublessee for the continued use as an industrial manufacturing facility for the aerospace industry (the "**Project**").

The Agency contemplates that it will provide financial assistance to the Company and the Sublessee in the form of exemptions from sales and use taxes in connection with the renovation and equipping of the Facility and exemption of real property taxes consistent with the policies of the Agency

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

Section 5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at _____.

STATE OF NEW YORK)
 : 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 the minutes of a public hearing held by the Town of Islip Industrial Development Agency (the "**Agency**") on the ____ day of February ____, 2020, at _____ .m., local time, at 40 Nassau Avenue, Islip, New York, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of February ____, 2020.

Assistant Secretary

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR JANUARY 14, 2020

AGENDA ITEM #4

TYPE OF RESOLUTION: AUTHORIZING RESOLUTION

**COMPANY: CIVF V-NY1W03, LLC/PODS
ENTERPRISES, LLC**

**PROJECT LOCATION: 555 PRIME PLACE,
HAUPPAUGE**

**JOBS (RETAINED/CREATED): RETAINED - 00 -
CREATE - 00 -**

INVESTMENT: \$N/A

Date: February 11, 2020

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 20th day of February, 2020, 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 a leasehold interest to a certain industrial development facility more particularly described below (CIVF V-NY1W03, LLC/ Pods Enterprises, LLC 2020 Facility).

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

Voting Aye

Voting Nay

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING CIVF V-NY1W03, LLC, A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF **CIVF V-NY1W03, LLC** AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING AND EQUIPPING THE FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as 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, CIVF V-NY1W03, LLC, a limited liability company organized and existing under the laws of the State of Delaware, on behalf of itself and/or the principals of CIVF V-NY1W03, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") and Pods Enterprises, 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 Pods Enterprises, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Sublessee**"), have applied to the Town of Islip Industrial Development Agency (the "**Agency**"), to enter into a transaction in which the Agency will assist in the acquisition of an approximately 1.93 acre parcel of land located at 555 Prime Place, Hauppauge, New York 11788 (the "**Land**"), and an existing approximately 102,500 square foot building located thereon (the "**Improvements**"; and, together with the Land, the "**Facility**"), which Facility is to be leased by the Agency to the Company and further subleased by the Company to the Sublessee to be used by the Sublessee as warehouse, distribution and light manufacturing in its business of warehousing of portable storage units (the "**Project**"); and

WHEREAS, the Agency, by resolution duly adopted on January 14, 2020 (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 the Improvements pursuant to a certain Company Lease Agreement, dated as of February 1, 2020, or such other date as the Chairman, the Executive Director or the 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 sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of February 1, 2020, or such other date as the Chairman, the Executive Director or the 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 consents to the sublease of the Facility by the Company to the Sublessee and will enter into a Tenant Agency Compliance Agreement with the Sublessee, dated as of February 1, 2020, or such other date as the Chairman, Executive Director or Deputy Executive Director of the Agency and counsel to the Agency shall agree (the "**Tenant Agency Compliance Agreement**"), by and between the Agency and the Sublessee, whereby the Sublessee will provide certain assurances to the Agency with respect to the Facility; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company, in the form of abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof), all consistent with the policies of the Agency; 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 of the Facility, the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Town of Islip, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.

(d) The acquisition of the Facility by the Agency is reasonably necessary to induce the Company to maintain and expand its business operations in the Town of Islip.

(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 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 lease the Facility to the Company; and

(g) The Company Lease will be an effective instrument whereby the Agency leases the Facility 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 Agency may recapture some or all of the benefits granted to the Company.

(i) The Tenant Agency Compliance Agreement will be an effective instrument whereby the Sublessee will provide certain assurances to the Agency with respect to the Facility.

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 hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof), all consistent with the policies of the Agency.

Section 6. The Company is hereby notified that it will be required to comply with Section 875 of the Act. The Company shall be required to agree to the terms of Section 875 pursuant to the Lease Agreement. The Company is further notified that the abatements provided pursuant to the Act and the appointment of the Company as agent of the Agency

pursuant to this Authorizing Resolution are subject to termination and recapture of benefits pursuant to Sections 859-a and 875 of the Act and the recapture provisions of the Lease Agreement.

Section 7. The form and substance of the Company Lease, the Lease Agreement, and the Tenant Agency Compliance Agreement 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 8. 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, the Lease Agreement, and the Tenant Agency Compliance Agreement to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director, 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.

Section 9. 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 10. 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 11. 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 11th day of February, 2020, 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 11th day of February, 2020.

By: _____
Assistant Secretary

EXHIBIT A

Proposed PILOT Benefits

Formula for Payments-In-Lieu-of-Taxes: Town of Islip, (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Hauppauge Union Free School District, Suffolk County and Appropriate Special Districts

Address – 555 Prime Place, Hauppauge, New York

Tax Map No. 0500-038.00-02.00-020.010

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, Hauppauge Union Free School District, Suffolk County and Appropriate Special Districts (including any existing incorporated village or any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located) which are or may be imposed for special improvements or special district improvements, that the Company would pay without exemption.

Year

- 1 100% Normal Tax Due on X and 50% Normal Tax Due on Y
- 2 100% Normal Tax Due on X and 55% Normal Tax Due on Y
- 3 100% Normal Tax Due on X and 60% Normal Tax Due on Y
- 4 100% Normal Tax Due on X and 65% Normal Tax Due on Y
- 5 100% Normal Tax Due on X and 70% Normal Tax Due on Y
- 6 100% Normal Tax Due on X and 75% Normal Tax Due on Y
- 7 100% Normal Tax Due on X and 80% Normal Tax Due on Y
- 8 100% Normal Tax Due on X and 85% Normal Tax Due on Y
- 9 100% Normal Tax Due on X and 90% Normal Tax Due on Y
- 10 100% Normal Tax Due on X and 95% Normal Tax Due on Y
- 11 and thereafter 100% Normal Tax Due on X and 100% Normal Tax Due on Y

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR JANUARY 14, 2020

AGENDA ITEM #5

TYPE OF RESOLUTION: RESOLUTION AUTHORIZING

COMPANY: TROJAN METAL FABRICATION

PROJECT LOCATION: 2215 UNION BOULEVARD, BAY
SHORE

JOBS (RETAINED/CREATED): RETAINED - 00 -
CREATE - 00 -

INVESTMENT: \$N/A

Date: February 11, 2020

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 11th day of February, 2020, 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 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 (**Trojan Metal Fabrication Inc. 2012 Facility**) and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY AUTHORIZING MORTGAGE
FINANCING AND THE EXECUTION AND DELIVERY OF
LOAN DOCUMENTS IN CONNECTION THEREWITH FOR
THE TROJAN METAL FABRICATION INC. 2012 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 previously provided its assistance to Trojan Metal Fabrication Inc., a limited liability company duly organized and validly existing under the laws of the State of New York (the "**Company**") in the acquisition of an approximately 4.52 acre parcel of land located at 2215 Union Boulevard, Bay Shore, Town of Islip, New York (the "**Land**"), the renovation of an approximately 76,375 square foot building located thereon (the "**Improvements**"), and the equipping thereof (the "**Equipment**"; and together with the Land and the Improvements, the "**Facility**"), all leased by the Agency to the Company, and used by the Company as a metal finishing facility that provides powder coating on other manufacturer's products; and

WHEREAS, the Agency currently leases the Facility to the Company pursuant to a certain Lease Agreement, dated as of March 1, 2012, (the "**Lease Agreement**"), by and between the Agency, as lessor, and the Company, as lessee; and

WHEREAS, as security for the Loan (as such term is defined in the Lease Agreement), the Agency and the Company previously executed and delivered to Community National Bank (the "**Original Lender**") (i) a certain Mortgage and Security Agreement dated as of March 12, 2012 (the "**First Mortgage**"), from the Company and the Agency to the Original Lender, securing the principal amount of \$2,500,000.00; and (ii) a certain Second Mortgage and Security Agreement, dated as of March 12, 2012 (the "**Second Mortgage**"; and together with the First Mortgage, the "**Original Mortgages**"), from the Company and the Agency to the Original Lender securing the principal amount of \$500,000.00; and

WHEREAS, the Company has now requested that the Agency consent to enter into a refinancing with BNB Bank, or such other lender or lenders not yet determined (the "**Lender**") with respect to the Facility in the aggregate principal amount presently estimated to be \$4,762,000 but not to exceed \$5,000,000 (the "**2020 Loan**"); and

WHEREAS, the proceeds of the 2020 Loan will be used to satisfy existing indebtedness in the amount of approximately \$2,750,000.00 and to provide the additional principal amount presently estimated to be \$2,012,000 but not exceed \$2,250,000; 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, to the fullest extent permitted by law, securing the principal amount presently estimated to be \$4,762,000 but not to exceed \$5,000,000 in connection with the financing or refinancing of the costs 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, as security for such 2020 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 "**2020 Loan Documents**"); 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 sale 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 refinancing of the acquisition, construction 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 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 refinancing of the acquisition, construction and equipping of the Facility.
- (g) The 2020 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2020 Loan and assign to the Lender their respective rights under the Lease Agreement (except the Agency's Unassigned Rights as defined therein).

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) grant a mortgage or mortgages on and security interest in and to the Facility pursuant to certain mortgages and security agreements for the benefit of the Lender (the "**2020 Mortgage**"), (ii) execute, deliver and perform the 2020 Mortgage, and (iii) execute, deliver and perform the 2020 Loan Documents to which the Agency is a party, as may be necessary or appropriate to effect the 2020 Loan or any subsequent refinancing of the 2020 Mortgage.

Section 3. 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, to the fullest extent permitted by law, securing the principal amount presently estimated to be \$4,762,000 but not to exceed \$5,000,000, in connection with the financing or refinancing the costs 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.

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 2020 Loan Documents and the 2020 Mortgage, and such other related documents as may be necessary or appropriate to effect the 2020 Loan, or any subsequent refinancing of the 2020 Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed. The Agency is hereby further authorized to execute and deliver any future documents in connection with any future refinancing or permanent financing of such costs of acquiring, constructing and equipping of the Facility without need for any further or future approvals of the Agency.

Section 5.

(a) Subject to the provisions of this resolution and the Lease Agreement; the Chairman, Executive Director, Deputy Executive Director and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2020 Mortgage and 2020 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, Deputy

Executive Director or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) The Chairman, Executive Director, 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 6. 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 7. Any expenses incurred by the Agency with respect to the financing or refinancing of the Facility shall be paid by the Company. The Company has agreed to pay such expenses and has further agreed 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 8. This resolution shall take effect immediately.

ADOPTED: February 11, 2020

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 February 11, 2020, 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 11th day of February, 2020.

By: _____
Assistant Secretary

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR JANUARY 14, 2020**

AGENDA ITEM #6

**TYPE OF RESOLUTION: CONSENTING TO A TRANSFER
OF OWNERSHIP**

COMPANY: ACE – LINCOLN AVE SOLAR, LLC

**PROJECT LOCATION: 1155 LINCOLN AVE,
HOLBROOK**

**JOBS (RETAINED/CREATED): RETAINED - 00 -
CREATE - 00 -**

INVESTMENT: \$N/A

Date: February 11, 2020

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 11th day of February, 2020, 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 transfer of the ownership of membership interests in the Companies in connection with certain industrial development facilities more particularly described below (ACE - Lincoln Avenue Solar, LLC 2018 Facility & ACE - Blydenburgh Solar, LLC 2018 Facility) and the continued leasing of the facilities to ACE – Lincoln Avenue Solar, LLC and ACE – Blydenburgh Solar, LLC.

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 CONSENTING TO THE TRANSFER OF OWNERSHIP OF ACE
– LINCOLN AVENUE SOLAR, LLC AND ACE – BLYDENBURGH
SOLAR, LLC TO VWDA-USA PHOTOVOLTAIC, LLC AND TO THE
CONTINUED LEASING OF THE FACILITIES TO ACE – LINCOLN
AVENUE SOLAR, LLC AND ACE – BLYDENBURGH SOLAR, LLC.

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

WHEREAS, the Agency previously provided assistance to ACE - Lincoln Avenue Solar, LLC, a Delaware limited liability company authorized to transact business in the State of New York (the “**Holbrook Company**”), in the acquisition of a long term leasehold interest in an approximately 11.2 acre parcel of land located at 1155 Lincoln Avenue, Holbrook, New York 11741 and all buildings and other structures located thereon owned by the Town of Islip, and the construction of an approximately 11.2 acre solar array thereon and the equipping thereof, including, but not limited to, approximately 8,640 ground-mounted 350-watt solar modules and forty (40) 50 kilowatt inverters (collectively, the “**Holbrook Facility**”), to be used by the Holbrook Company as a solar power generating facility (the “**Holbrook Project**”); and

WHEREAS, the Agency previously provided assistance to ACE – Blydenburgh Solar, LLC, a Delaware limited liability company authorized to transact business in the State of New York (the “**Hauppauge Company**”; and together with the Holbrook Company, the “**Companies**”), in the acquisition of a long term leasehold interest in an approximately 8.4 acre parcel of land located at 440 Blydenburgh Road, Hauppauge, New York 11751 and all buildings and other structures located thereon, owned by the Town of Islip, and the construction of an approximately 8.4 acre solar array thereon and the equipping thereof, including, but not limited to, approximately 6,000 ground-mounted 375-watt solar modules and twenty-five (25) 60 kilowatt inverters (collectively, the “**Hauppauge Facility**”; and together with the Holbrook Facility, the “**Facilities**”), to be used by the Hauppauge Company as a solar power generating facility (the “**Hauppauge Project**”)

WHEREAS, the Agency previously acquired subleasehold interest in the Holbrook Facility pursuant to a certain Company Lease Agreement, dated as of May 1, 2018 (the “**Holbrook Company Lease**”), by and between the Holbrook Company and the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Holbrook Facility to the Holbrook Company, pursuant to a certain Lease and Project Agreement, dated as of May 1, 2018 (the “**Holbrook Lease Agreement**”), by and between the Agency and the Holbrook Company; and

WHEREAS, the Agency previously acquired subleasehold interest in the Hauppauge Facility pursuant to a certain Company Lease Agreement, dated as of May 1, 2018 (the “**Hauppauge Company Lease**”), by and between the Hauppauge Company and the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Hauppauge Facility to the Hauppauge Company, pursuant to a certain Lease and Project Agreement, dated as of May 1, 2018 (the “**Hauppauge Lease Agreement**”; and together with the Holbrook Lease Agreement, the “**Lease Agreements**”), by and between the Agency and the Hauppauge Company; and

WHEREAS, the Companies are 100% owned and managed by Agilitas LIPA 1, LLC, a Delaware limited liability company (the “**Sole Member**”); and

WHEREAS, the Sole Member is 1.0% owned by and solely managed by Agilitas LIPA 1 MM, LLC, a Delaware limited liability company (the “**Managing Member**”); and

WHEREAS, the Managing Member is 100% owned by Agilitas Energy, LLC, a Delaware limited liability company (“**Agilitas**”); and

WHEREAS, pursuant to Sections 8.3 of the Lease Agreements, the Companies may not transfer ownership of the Companies without the prior written consent of the Agency; and

WHEREAS, VWDA-USA Photovoltaic, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of VWDA-USA Photovoltaic, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, “**VWDA**”), has now applied to the Agency for the Agency’s consent to the acquisition by VWDA from Agilitas, of up to one hundred percent (100%) interest in the Managing Member (the “**Transfer of Ownership**”); and

WHEREAS, the Facilities will continue to be owned, managed and operated by the Companies, the Companies will continue to be owned and managed by the Sole Member, and the Sole Member will continue to be owned and managed by the Managing Member; and

WHEREAS, the Agency will consent to the Transfer of Ownership of the Managing Member pursuant to this resolution; and

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

WHEREAS, the Companies and VWDA have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the Transfer of Ownership and the continued leasing and sub-subleasing of the Facilities.

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 Facilities each continue to constitute a "project", as such term is defined in the Act; and

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

(d) The Transfer of Ownership is reasonably necessary to induce the Companies to maintain and expand their respective business operations in the State of New York; and

(e) Based upon representations of the Companies and their counsel, the Facilities continue 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 Facilities are located; and

(f) It is desirable and in the public interest for the Agency to consent to the Transfer of Ownership.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the Transfer of Ownership, and (ii) execute, deliver and perform such related documents as may be, in the judgment of the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution.

Section 3. Subject to the provisions of this resolution and the Lease Agreements, the Agency hereby consents to the Transfer of Ownership and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such Transfer of Ownership are hereby approved, ratified and confirmed.

Section 4.

(a) Subject to the provisions of this resolution and the Lease Agreements, the Chairman, Executive Director, Deputy Executive Director, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver such 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, Deputy Executive Director, or any member of the Agency shall constitute conclusive evidence of such approval; and

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

Section 6. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Companies and VWDA. The Companies and VWDA 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 Facilities.

Section 7. This resolution shall take effect immediately.

ADOPTED: February 11, 2020

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 February 11, 2020, 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 11th day of February, 2020.

By: _____
Assistant Secretary