



MEETING OF THE TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY

September 15, 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 **August 11, 2020**.
3. To consider the adoption of a Resolution Appointing John G. Walser as Executive Director of the Town of Islip Industrial Development Agency.
4. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and **VMH Properties, LLC/Whitsons Food Service**. Located at 3300 Veterans Memorial Highway, Bohemia. (SCTM#0500-14700-0100-031002).
5. To consider the adoption of an Authorizing Resolution for **ACE Lincoln/VCI Renewables Holdings I, LLC.**, consenting to transfer of ownership of the holding company and permitting an assignment of the mortgage documents.
6. To consider the adoption of an Authorizing Resolution for **ACE Blydenburgh/CVI Renewables Holdings I, LLC.**, consenting to transfer of ownership of the holding company and permitting an assignment of the mortgage documents.
7. To consider the adoption of a Resolution approving Alphamed to combine its construction financing on the 2020 Facility with the refinancing of the 2015 Facility.
8. To consider the adoption of a Resolution to authorize awarding of grant funds to various businesses under the **Covid-19 Grant & Loan Program**.
9. To consider **any other business** to come before the Agency.



MEETING OF THE TOWN OF ISLIP

INDUSTRIAL DEVELOPMENT AGENCY

Date August 11, 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 Councilwoman Trish Bergin Weichbrodt, said motion approved 5-0.
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 **July 21, 2020**. On a motion by Councilman James P. O'Connor and seconded by Councilman John C. Cochrane Jr., said motion approved 5-0.
3. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and **FRC GH Owner Co, LLC/Gull Haven Commons, LLC**. Located at 0 Carleton Avenue, (Gull Haven Road) Central Islip. (0500-16500-1300-001000). On a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen, said motion approved 5-0.
4. To consider the adoption of an Authorizing Resolution between the Town of Islip Industrial Development Agency and Authorizing Resolution for Lynest Associates LLC/Max Finkelstein. Located at 195 13th Avenue, Ronkonkoma. (0500-10300-0200-026001). On a motion by Councilman John C. Cochrane Jr. and seconded by Councilwoman Mary Kate Mullen, said motion approved 5-0.
5. To consider the adoption of a Resolution appointing a committee for the **COVID-19 Loan & Grant Program**. On a motion by Councilwoman Trish Bergin Weichbrodt and seconded by Councilman John C. Cochrane Jr., said motion was approved 5-0.
6. To consider the adoption of an Amended Resolution between the Town of Islip Industrial Development Agency and **SIG 888** (formally Hauppauge Office Park/Allstate) for a refinancing of the mortgage. This item was withdrawn.
7. To consider **any other business** to come before the Agency. There being none the meeting of the Town of Islip Industrial Development Agency closed on a motion by Councilman James P. O'Connor and seconded by Councilwoman Mary Kate Mullen.

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR SEPTEMBER 15, 2020**

AGENDA ITEM #3

TYPE OF RESOLUTION: RESOLUTION APPOINTING

COMPANY: JOHN G. WALSER, EXECUTIVE DIRECTOR TO THE
ISLIP INDUSTRIAL DEVELOPMENT AGENCY

PROJECT LOCATION: N/A

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

INVESTMENT: \$N/A

Date: September 15, 2020

At a meeting of the Town of Islip Industrial Development Agency (the "Agency"), held via Live-Stream at <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-5-12-2020.html>, on the 15th day of September, 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 the appointment of an Executive Director of the 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 WALSER AS
EXECUTIVE DIRECTOR OF THE ISLIP INDUSTRIAL
DEVELOPMENT AGENCY.

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, Article V, Section 1 of the By-Laws of the Agency establishes the position of Executive Director; and

WHEREAS, William G. Mannix, presently serves as Executive Director of the Agency, and has determined to retire from the Agency on September 15, 2020; and

WHEREAS, John G. Walser presently serves as the Deputy Executive Director of the Agency; and

WHEREAS, the Agency desires to appoint John Walser to the position of Executive Director effective on September 15, 2020; and

WHEREAS, John G. Walser has been determined by the Board of the 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 affirmatively concurring) as follows:

Section 1. John G. Walser is hereby appointed as the Executive Director of the Agency and shall have 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 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 15th day of September, 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 appointment contained in this transcript of proceedings is approved by said meeting.

I FURTHER CERTIFY that, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended by Executive Order 202.14, issued on April 7, 2020, suspending the Open Meetings Law, and Executive Order 202.15 issued on April 9, 2020 permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on September 15, 2020 (the "**Board Meeting**"), was held electronically via Live-Stream instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by going to <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of September, 2020.

By: _____
Assistant Secretary

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR SEPTEMBER 15, 2020**

AGENDA ITEM #4

TYPE OF RESOLUTION: INDUCEMENT RESOLUTION

COMPANY: VMH PROPERTIES, LLC./WHITSONS FOOD
SERVICE

PROJECT LOCATION: 3300 VETERANS MEMORIAL
HIGHWAY, BOHEMIA

JOBS (RETAINED/CREATED): RETAINED - 00 -
CREATE - 12 -

INVESTMENT: \$9,140,000.00

RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING VMH PROPERTIES, LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF VMH PROPERTIES, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AND WHITSONS FOOD SERVICE (BRONX) CORP., A NEW YORK BUSINESS CORPORATION ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF WHITSONS FOOD SERVICE (BRONX) CORP. 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, VMH Properties, 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 VMH Properties, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") and Whitsons Food Service (Bronx) Corp., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Whitsons Food Service (Bronx) Corp. 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 6.4 acre parcel of land located at 3300 Veterans Memorial Highway, Bohemia, New York (the "**Land**"), the renovation of an approximately 43,600 square foot building located on the Land (the "**Improvements**"), and the acquisition and installation therein of certain equipment and personal property, not part of the Equipment (as such term is defined herein) (the "**Facility Equipment**"; and together with the Land and the Improvements, the "**Company Facility**"), which Company Facility is to be leased by the Agency to the Company 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 is to be used by the Sublessee for administrative offices and warehousing of packaged food products for distribution (the "**Project**"); 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 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, 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 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 the 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 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 subleasing and leasing of the Company Facility to the Company for 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. Subject to the provisions of this resolution, the Agency shall (i) acquire, renovate and equip the Facility; (ii) lease and sublease the Company Facility to the Company; and (iii) lease the Equipment to the Sublessee.

Section 4. The 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 tax exemptions and abatements provided pursuant to the Act and the appointment of the Company and the Sublessee as agents of the Agency 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 8. 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 Town of Islip Industrial Development Agency (the “Agency”), held via Live-Stream at <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, on the 15th day of September, 2020, the following members of the Agency 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, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on September 15, 2020 (the "**Board Meeting**"), was held electronically via Live-Stream instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by going to <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 15, 2020.

Assistant Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Public Hearing scheduled for September __, 2020, at __:__ a.m., local time will be held by the Town of Islip Industrial Development Agency electronically via conference call in connection with the following matters:

VMH Properties, 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 VMH Properties, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "**Company**") and Whitsons Food Service (Bronx) Corp., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Whitsons Food Service (Bronx) Corp. 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 6.4 acre parcel of land located at 3300 Veterans Memorial Highway, Bohemia, New York (the "**Land**"), the renovation of an approximately 43,600 square foot building located on the Land (the "**Improvements**"), and the acquisition and installation therein of certain equipment and personal property, not part of the Equipment (as such term is defined herein) (the "**Facility Equipment**"; and together with the Land and the Improvements, the "**Company Facility**"), which Company Facility is to be leased by the Agency to the Company 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 is to be used by the Sublessee for administrative offices and warehousing of packaged food products for distribution (the "**Project**"). The Company Facility will be owned by the Company and managed and/or operated by the Sublessee. The Equipment will be initially owned, operated and/or managed by the Sublessee.

The Agency contemplates that it will provide financial assistance to the Company and the Sublessee 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 in connection with the acquisition, 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. Members of the public may listen to the Public Hearing and comment on the Project and the benefits to be granted to the Company and the Sublessee by the Agency during the Public Hearing by calling (631) 490-9050, conference number 1040, and entering password 24816. Comments may also be submitted to the Agency in writing or electronically. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. Prior to the hearing, all

persons will have the opportunity to review on the Agency's website (<https://islipida.com/>) 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: _____, 2020

TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By: John Walser
Title: Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON

_____, 2020 at _____ A.M.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(VMH PROPERTIES, LLC/WHITSONS FOOD SERVICE (BRONX) CORP. 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:

VMH Properties, 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 VMH Properties, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") and Whitsons Food Service (Bronx) Corp., a business corporation organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Whitsons Food Service (Bronx) Corp. 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 6.4 acre parcel of land located at 3300 Veterans Memorial Highway, Bohemia, New York (the "Land"), the renovation of an approximately 43,600 square foot building located on the Land (the "Improvements"), and the acquisition and installation therein of certain equipment and personal property, not part of the Equipment (as such term is defined herein) (the "Facility Equipment"; and together with the Land and the Improvements, the "Company Facility"), which Company Facility is to be leased by the Agency to the Company 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 is to be used by the Sublessee for administrative offices and warehousing of packaged food products for distribution (the "Project"). The Company Facility will be owned by the Company and managed and/or operated by the Sublessee. The Equipment will be initially owned, operated and/or managed by the Sublessee.

The Agency contemplates that it will provide financial assistance to the Company and the Sublessee 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 in connection with the acquisition, 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 _____, 2020, at _____ a.m., local time, by calling (631) 490-9050, conference number 1040, and entering password 24816, 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 _____, 2020.

Assistant Secretary

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR SEPTEMBER 15, 2020**

AGENDA ITEM #5

TYPE OF RESOLUTION: AUTHORIZING RESOLUTION

COMPANY: ACE LINCOLN/VCI RENEWABLES HOLDINGS I,
LLC.

PROJECT LOCATION: N/A

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

INVESTMENT: \$N/A

Date: September 15, 2020

At a meeting of the Town of Islip Industrial Development Agency (the "Agency"), held via Live-Stream at <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, on the 15th day of September, 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 Company in connection with a certain industrial development facility more particularly described below (ACE - Lincoln Avenue Solar, LLC 2018 Facility) and the continued leasing of the facility to ACE – Lincoln Avenue 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 TO CVI RENEWABLES
HOLDINGS, LLC AND TO THE CONTINUED LEASING OF THE
FACILITY TO ACE - LINCOLN AVENUE 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 "**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 "**Facility**"), to be used by the Company as a solar power generating facility (the "**Project**"); and

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

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

WHEREAS, the Company is 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 Section 8.3 of the Lease Agreement, the Company may not transfer ownership of the Company without the prior written consent of the Agency; and

WHEREAS, CVI Renewables Holdings I, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of CVI Renewables Holdings I, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, "**CVI Renewables**"), has now applied to the Agency for the Agency's consent to the acquisition by

CVI Renewables from Agilitas, of up to one hundred percent (100%) interest in the Managing Member (the “**Transfer of Ownership**”); and

WHEREAS, the Facility will continue to be owned, managed and operated by the Company, the Company 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 a certain Consent of Agency to Change in Ownership, dated as of September 15, 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 “**Consent**”); 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 Company and CVI Renewables 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 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; and

(b) The Facility continues 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 Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and its counsel, 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; and

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

(g) The Consent will be an effective instrument whereby the Agency will provide its consent to the transfer of ownership of the Company, including its interests in the Facility, to CVI Renewables.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the Transfer of Ownership, (ii) execute, deliver and perform the Consent, and (iii) 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, the Lease Agreement and the Consent, 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 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 Consent and 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 Agreement, the officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company and CVI Renewables. The Company and CVI Renewables 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 7. This resolution shall take effect immediately.

ADOPTED: September 15, 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 the 15th day of September, 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, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on September 15, 2020 (the "Board Meeting"), was held electronically via Live-Stream instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by going to <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of September, 2020.

By: _____
Assistant Secretary

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR SEPTEMBER 15, 2020**

AGENDA ITEM #6

TYPE OF RESOLUTION: AUTHORIZING RESOLUTION

COMPANY: ACE BLYDENBURGH/CVI RENEWABLES
HOLDINGS I, LLC.

PROJECT LOCATION: N/A

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

INVESTMENT: \$N/A

Date: September 15, 2020

At a meeting of the Town of Islip Industrial Development Agency (the “Agency”), held via Live-Stream at <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, on the 15th day of September, 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 Company in connection with a certain industrial development facility more particularly described below (ACE – Blydenburgh Solar, LLC 2018 Facility) and the continued leasing of the facility to 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
– BLYDENBURGH SOLAR, LLC TO CVI RENEWABLES HOLDINGS,
LLC AND TO THE CONTINUED LEASING OF THE FACILITY TO 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 – Blydenburgh Solar, LLC, a Delaware limited liability company authorized to transact business in the State of New York (the “Company”), 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 “Facility”), to be used by the Company as a solar power generating facility (the “Project”)

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

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

WHEREAS, the Company is 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 Section 8.3 of the Lease Agreement, the Company may not transfer ownership of the Company without the prior written consent of the Agency; and

WHEREAS, CVI Renewables Holdings I, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of CVI Renewables Holdings I, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, “CVI Renewables”), has now applied to the Agency for the Agency’s consent to the acquisition by

CVI Renewables from Agilitas, of up to one hundred percent (100%) interest in the Managing Member (the “**Transfer of Ownership**”); and

WHEREAS, the Facility will continue to be owned, managed and operated by the Company, the Company 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 a certain Consent of Agency to Change in Ownership, dated as of September 15, 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 “**Consent**”); 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 Company and CVI Renewables 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 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; and

(b) The Facility continues 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 Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and its counsel, 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; and

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

(g) The Consent will be an effective instrument whereby the Agency will provide its consent to the transfer of ownership of the Company, including its interests in the Facility, to CVI Renewables.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the Transfer of Ownership, (ii) execute, deliver and perform the Consent, and (iii) 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, the Lease Agreement and the Consent, 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 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 Consent and 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 Agreement, the officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company and CVI Renewables. The Company and CVI Renewables 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 7. This resolution shall take effect immediately.

ADOPTED: September 15, 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 the 15th day of September, 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, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on September 15, 2020 (the "Board Meeting"), was held electronically via Live-Stream instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by going to <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of September, 2020.

By: _____
Assistant Secretary

TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR SEPTEMBER 15, 2020

AGENDA ITEM #7

TYPE OF RESOLUTION: RESOLUTION APPROVING

COMPANY: ALPHAMED REALTY, LLC (COMBINE CONSTRUCTION FINANCING)

PROJECT LOCATION: N/A

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

INVESTMENT: \$N/A

Date: September 15, 2020

At a meeting of the Town of Islip Industrial Development Agency (the “Agency”), held via Live-Stream at <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, on the 15th day of September, 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 certain industrial development facilities more particularly described below (Alphamed Realty LLC/AlphaMed Bottles Inc. 2015 Facility) and (Alphamed Realty LLC 2020 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 ALPHAMED REALTY LLC/ALPHAMED BOTTLES INC.
2015 FACILITY AND THE ALPHAMED REALTY LLC 2020
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 Alphamed Realty LLC, a limited liability company duly organized and validly existing under the laws of the State of New York (the "Company"), in connection with (i) the acquisition of an approximately 4.48 acre parcel of land located on the west side of South Technology Drive, 291 feet south of South Research Place, Central Islip, New York (the "2015 Land"), and the construction of an approximately 80,000 square foot building (the "2015 Improvements") and the acquisition and installation of certain equipment not part of the Equipment (as hereinafter defined) (the "2015 Facility Equipment"; together with the Land and the Improvements, the "2015 Company Facility", which 2015 Company Facility is leased by the Agency to the Company and subleased by the Company to AlphaMed Bottles Inc., a New York business corporation (the "Sublessee"), and (ii) the acquisition and installation of certain equipment and personal property, including, but not limited to, molding and bottle-cap lining equipment, office furniture, computers and telephone system (the "2015 Equipment"; and, together with the 2015 Company Facility, the "2015 Facility"), which 2015 Equipment is leased by the Agency to the Sublessee and which 2015 Facility is used by the Sublessee in its business for the manufacturing and distribution of bottling for pharmaceutical products (the "2015 Project"); and

WHEREAS, the Company leased the 2015 Land and the 2015 Improvements to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of March 1, 2015 (the "2015 Company Lease"), by and between the Company and the Agency and a memorandum of 2015 Company Lease was to be recorded in the Suffolk County Clerk's office; and; and

WHEREAS, the Agency subleased and leased the 2015 Company Facility to the Company, pursuant to the terms of a certain Lease Agreement, dated as of March 1, 2015 (the "2015 Lease Agreement"), by and between the Company and the Agency and a

memorandum of 2015 Lease Agreement was to be recorded in the Suffolk County Clerk's office; and

WHEREAS, the Company sub-subleased the 2015 Company Facility pursuant to a certain Sublease Agreement, dated as of March 1, 2015 (the "**2015 Sublease Agreement**"), by and between the Company and the Sublessee; and

WHEREAS, in order to define the Company's and the Sublessee's obligations regarding payments-in-lieu of taxes, the Agency, the Company and the Sublessee entered into a Payment-in-Lieu-of-Tax Agreement, dated as of March 1, 2015 (the "**2015 PILOT Agreement**"), by and among the Agency, the Company and the Sublessee, whereby the Company and Sublessee agreed to make certain payments-in-lieu-of-taxes to the Taxing Authorities (as defined therein); and

WHEREAS, the Company and the Sublessee entered into a Recapture Agreement, dated as of March 1, 2015 (the "**2015 Recapture Agreement**"), from the Company and the Sublessee to the Agency in order to reflect the repayment of certain obligations of the Company and the Sublessee upon the occurrence of a Recapture Event (as defined therein); and

WHEREAS, as an inducement for the Agency to enter into and perform the transactions contemplated by the 2015 Lease Agreement, the Agency required the Company and the Sublessee to enter into an Environmental Compliance and Indemnification Agreement, dated as of March 1, 2015 (the "**2015 Environmental Compliance and Indemnification Agreement**"), by and among the Company, the Sublessee and the Agency; and

WHEREAS, the Company and the Agency previously mortgaged their respective interests in the 2015 Facility to Citibank, N.A. (the "**Lender**"), pursuant to a certain Fee and Leasehold Construction Mortgage with Assignment of Rents, Security Agreement and Fixture Filing, dated January 4, 2017 (the "**2015 Mortgage**"), from the Company and the Agency to the Lender, securing the principal amount of \$4,000,000; and

WHEREAS, the Agency previously provided its assistance to the Company on connection with the acquisition of an approximately 6.1 acre parcel of land located on South Technology Drive, Central Islip, New York (Tax Map No. 0500-206.00-03.00-001.002) (the "**2020 Land**"), the construction and equipping of an approximately 90,000 square feet building located thereon and the acquisition and installation therein of certain equipment and personal property (the "**2020 Improvements**" and "**2020 Equipment**"; and, together with the Land, the **2020 Facility**"), which Facility is to be leased by the Agency to the Company and an approximately 35,000 square foot portion will be subleased to a tenant or tenants not yet determined, and the remaining approximately 55,000 square foot portion will be used by the Company as an additional warehouse, distribution and assembly center in its business as a manufacturer and distributor of pharmaceutical products ("**2020 Project**"); and

WHEREAS, the Company leased the 2020 Facility to the Agency pursuant to the terms of a certain Company Lease Agreement, dated as of February 1, 2020 (the "**2020**

Company Lease”), by and between the Company and the Agency and a memorandum of 2020 Company Lease was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Agency subleased and leased the 2020 Facility to the Company, pursuant to the terms of a certain Lease Agreement, dated as of March 1, 2015 (the “**2020 Lease Agreement**”), by and between the Company and the Agency and a memorandum of 2020 Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Company has now requested that the Agency consent to enter into a financing and refinancing with the Lender with respect to the 2015 Facility and the 2020 Facility in the aggregate principal amount presently expected to be \$5,561,000, but not to exceed \$7,500,000 (the “**2020 Loan**”); and

WHEREAS, a portion of the proceeds of the 2020 Loan will be used to satisfy the 2015 Mortgage and a portion of the proceeds of the 2020 Loan will be used to finance the construction of the 2020 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 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 \$5,561,000, but not to exceed \$7,500,000, corresponding to mortgage recording tax exemptions presently estimated to be \$41,707.50 but not to exceed \$56,250.00, in connection with the financing or refinancing of the acquisition, construction and equipping of the 2015 Facility and the 2020 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 2015 Facility and the 2020 Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the financing or refinancing of the 2015 Facility and the 2020 Facility and the continued leasing of the 2015 Facility and the 2020 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 2015 Facility and the 2020 Facility continue to constitute "projects" as such term is defined in the Act.
- (c) The refinancing of the 2015 Facility and the financing of the 2020 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 2015 Facility and the financing of the 2020 Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Companies in their respective industries.
- (e) Based upon representations of the Companies and counsel to the Companies, 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 2015 Facility and the 2020 Facility are located.
- (f) It is desirable and in the public interest for the Agency to assist in the refinancing of the 2015 Facility and the financing of the 2020 Facility.
- (g) The 2020 Loan Documents will be effective instruments whereby the Agency and the Company agrees to secure the 2020 Loan and assign to the Lender its rights under the respective Lease Agreements (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 securing the full principal amount of the 2020 Loan in and to the 2015 Facility and the 2020 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 2015 Lease Agreement and the 2020 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 \$5,561,000, but not to exceed \$7,500,000, corresponding to mortgage recording tax exemptions presently estimated to be \$41,707.50 but not to exceed \$56,250.00, 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 2015 Facility and the 2020 Facility.

Section 4. Subject to the provisions of this resolution and the 2015 Lease Agreement and the 2020 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 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 the 2015 Facility and the 2020 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 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 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 2015 Lease Agreement and the 2020 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 2015 Facility and the 2020 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 2015 Facility and the 2020 Facility.

Section 8. 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 September 15, 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, because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020, as amended to date, suspending the Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, the Agency's Board Meeting on September 15, 2020 (the "**Board Meeting**"), was held electronically via Live-Stream instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by going to <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of September, 2020.

By: _____
Assistant Secretary

**TOWN OF ISLIP
INDUSTRIAL DEVELOPMENT AGENCY
AGENDA ITEMS FOR SEPTEMBER 15, 2020**

AGENDA ITEM #8

TYPE OF RESOLUTION: RESOLUTION AUTHORIZING

COMPANY: COVID-19 GRANT & LOAN PROGRAM

(TO AWARD FUNDS TO VARIOUS ISLIP BUSINESSES)

PROJECT LOCATION: N/A

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

INVESTMENT: \$N/A

Date: September 15, 2020

At a meeting of the Town of Islip Industrial Development Agency (the "Agency"), held via Live-Stream at <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, on the 15th day of September, 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 approval and authorization of grants under the Agency's COVID-19 Grant Program.

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 AND
APPROVING CERTAIN GRANTS FROM THE AGENCY'S
COVID-19 GRANT PROGRAM.

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, Section 858(17) and (18) and Section 859(c) of the Act authorizes and empowers the Agency to establish a program to make grants to eligible small businesses and not-for-profit corporations for the purpose acquiring personal protective equipment or installing fixtures necessary to prevent the spread of novel coronavirus, COVID-19 (the "**COVID-19 Grant Program**"), and Section 859-c of Act authorizes and empowers the Agency to establish a state disaster emergency loan program to provide loans from available revenue to small business and not-for-profit corporations (the "**COVID-19 Loan Program**"); and

WHEREAS, by resolution dated July 21, 2020, the Agency previously established a COVID-19 Grant Program to make grants to Grant Eligible Companies (as defined below) (the "**Grants**") and a COVID-19 Loan Program to make loans to Loan Eligible Companies (as defined below) (the "**Loans**"); and

WHEREAS, the aggregate amount of funds to that were approved to be made available for use in connection with the Agency's COVID-19 Grant Program or COVID-19 Loan Program combined shall not exceed \$250,000 (the "**Maximum Funds**"); and

WHEREAS, the Agency has engaged the New York Business Development Corporation doing business as Pursuit ("**Pursuit**") for the purpose of creating a form application for potential borrowers seeking Loans, accepting applications from potential borrowers, assisting the Agency in determining whether an applicant is a Loan Eligible Company (as defined herein), assisting the Agency in determining which Loan Eligible Companies are most in need of Loans based on the Loan Criteria (as defined below), preparing documents (the "**Loan Documents**") and closing Loans, and such other responsibilities in assisting the Agency administer the Loans as may be agreed to by the Agency and Pursuit pursuant to a Loan Origination Agreement or such other similar document (the "**Loan Origination Agreement**"); and

WHEREAS, the Agency has established a Loan and Grant Review Committee made up of its certain members and staff of the Agency to be appointed by the Board of the Agency (the "**Loan and Grant Review Committee**") to review each applicant for each Loan based on the Loan Criteria (following review by Pursuit), and to review each application for Grants based on the Grant Criteria (as defined below); and

WHEREAS, the Agency shall only make grants to small businesses with at least three (3) but no more than fifty (50) employees ("**Small Businesses**") and small not-for-profit corporations with at least two (2) but no more than fifty (50) employees ("**Small Not-for-Profit Corporations**") who: (i) were financially viable prior to the commencement of the New York State (the "**State**") disaster emergency on March 7, 2020 (the "**State Disaster Emergency**"), (ii) conduct business in the Town of Islip, New York (the "**Town**"), and (iii) were required to shut down or cease operations as a result of the State's prohibition of non-essential in-office personnel functions (the "**State Shutdown**") pursuant to Governor Andrew M. Cuomo's Executive Order 202.6, issued March 18, 2020, as amended to date (each a "**Grant Eligible Company**"); and

WHEREAS, Grants shall only be made to Grant Eligible Companies for the purpose of acquiring personal protective equipment or installing fixtures necessary to prevent the spread of novel coronavirus, COVID-19 ("**PPE and Fixtures**") while the State Disaster Emergency is in effect; and

WHEREAS, the Agency has applied the following criteria to determine which Grant Eligible Companies shall receive Grants (i) creditworthiness and financial stability of the Grant Eligible Company prior to the State Disaster Emergency; (ii) the level of negative impact of the State Disaster Emergency and State Shutdown on the operations and finances of the Grant Eligible Company; (iii) Grant Eligible Company's proposed plan to use the funds received through COVID-19 Loan Program; (iv) applicant's ties to their community and the impact of their work in the Town; (v) applicant's assurance that efforts will be made to retain jobs during the State Disaster Emergency; (vi) the Grant Eligible Company's status as a minority or woman owned business; (vii) the Grant Eligible Company's location in a highly distressed area (as defined in Section 854(18) of the Act), (viii) other potential sources of funding available to the Grant Eligible Company, and (ix) any other factors or criteria deemed relevant by the Agency (collectively, the "**Grant Criteria**")

WHEREAS, no Grant made to a Grant Eligible Company pursuant to the Agency's COVID-19 Grant Program shall exceed \$10,000; and

WHEREAS, as of the date of this resolution, the Loan and Grant Review Committee has recommended making the following grants (collectively, the "**Recommended Grants**") to:

- (a) CJND Corp., d/b/a Islip Crossfit, in the amount of \$4,215.00;
- (b) 79 West Main Partners LLC, d/b/a The Penny Pub, in the amount of \$7,125.00;
- (c) LBBB LLC, d/b/a Local Burger Co., in the amount of \$7,370.00;
- (d) EBISU 67 Inc., d/b/a Takumi Hibachi Sushi Lounge, in the amount of \$7,260.00;
- (e) Cycle Evolution of East Islip, in the amount of \$6,860.00;
- (f) Bridal Suite of Bay Shore, Inc., in the amount of \$7,570.00;

- (g) Duane and McCurdy Family Dentistry, in the amount of \$7,670.00;
- (h) Great South Bay Seafood Co., d/b/a Captain Bill's Restaurant, in the amount of \$7,430.00;
- (i) DLJ Spectacles Inc., d/b/a Southside Family Vision, in the amount of \$1,059.00;
- (j) Long Island Photo Gallery Inc., in the amount of \$2,905.50;
- (k) Personal Fitness Training Inc., in the amount of \$6,499.00;
- (l) Pub Concepts Inc., d/b/a TJ Finley's, in the amount of \$7,000.00;
- (m) Long Island Maritime Museum, in the amount of \$6,860.00;
- (n) Long Island Ducks Professional Baseball Club, LLC, in the amount of \$8,300.00;
- (o) Burpee Heaven, LLC, d/b/a Semper Strong, in the amount of \$5,820.00; and
- (p) Nicky's Clam Bar, in the amount of \$7,730.00;
- (q) Corrine and Augusta Foods, d/b/a Victorian Room, in the amount of \$1,120.00;
- (r) Color Gifts Inc., d/b/a Pinot's Palette, in the amount of \$6,977.00;
- (s) The Garage Eatery, Inc., in the amount of \$8,170.00;
- (t) Watercraft Irrigation Inc., in the amount of \$4,420.00;
- (u) Nalu Dry Goods Inc., in the amount of \$2,260.00; and
- (v) Alzheimer's Disease Resource Center, Inc., in the amount of \$6,700.00; and

WHEREAS, as of the date of this resolution, the Loan and Grant Review Committee has not recommended that the Agency make any Loans; and

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

Section 1. The Agency hereby finds and determines:

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

(b) The Agency is authorized under the Act to establish and administer its COVID-19 Grant Program and to make the Recommended Grants.

(c) It is desirable and in the public interest for the Agency to assist Grant Eligible Companies through the COVID-19 Grant Program.

(d) It is desirable and in the public interest for the Agency, through its Loan and Grant Review Committee and with the assistance of Pursuit, to accept applications Grants in order to determine whether to make Grants to Grant Eligible Companies for PPE and Fixtures.

(e) Based on the applications submitted by each recipient of a Recommended Grant submitted to the Agency and reviewed by the Loan and Grand Review Committee, each of the recipients of the Recommended Grants is a Grant Eligible Company, each recipient of a Recommended Grant satisfies the Grant Criteria, and the proceeds of each Recommended Grant shall be used only for the purpose of acquiring PPE and Fixtures while the State Disaster Emergency is in effect.

(f) It is desirable and in the public interest for the Agency to approve, authorize, and make the Recommended Grants and to execute any and all document, with the assistance of Pursuit, in order to make and effectuate the Grants.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) accept the Loan and Grant Review Committee's recommendations to make the Recommended Grants; (ii) make the Recommended Grants; (iii) coordinate with Pursuit, to the extent necessary, to effectuate the Recommended Grants, and (iv) to execute and deliver any and all documents as may be, in the opinion of the Chairman, Agency Counsel, or Pursuit, necessary to effectuate the Recommended Grants (the "**Grant Documents**").

Section 3. The Agency is hereby authorized to make the Recommended Grants to the recipients thereof and in the amounts set forth more fully in the recitals to this resolution.

Section 4.

(a) Subject to the provisions of this resolution; 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 Grant 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. 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 15th day of September, 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 Grant 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, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on September 15, 2020 (the "Board Meeting"), was held electronically via Live-Stream instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by going to <http://islipida.com/business-assistance/ida/ida-documents-2/96-ida-videos/ida-board-meetings/335-ida-board-meeting-9-15-2020.html>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 15th day of September, 2020.

By: _____