

**CK- HP 1985 Marcus Avenue LLC & Feiga Holly Hall / 1985 Marcus Avenue LLC - Consent Resolution**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session, electronically, pursuant to Executive Order No. 202.11, 202.28 and 202.48 - Continuing Temporary Suspension And Modification Of Laws Relating To The Disaster Emergency - by Governor Andrew M. Cuomo of the State of New York on July 9, 2020 at 6:45 p.m., local time.

The meeting was called to order by the Chairman, upon roll being called, the following members of the Agency were:

**PRESENT:**

|                  |                 |
|------------------|-----------------|
| Richard Kessel   | Chairman        |
| Timothy Williams | Secretary       |
| Amy Flores       | Treasurer       |
| John Coumatos    | Asst. Treasurer |
| Chris Fusco      | Asst. Secretary |

**NOT PRESENT:**

|                 |                   |
|-----------------|-------------------|
| Lewis M. Warren | Vice Chairman     |
| Anthony Simon   | 2nd Vice Chairman |

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

|                          |  |
|--------------------------|--|
| Harry Coghlan            | Chief Executive Officer / Executive Director             |
| Danielle Oglesby         | Chief Operating Officer/ Deputy Executive Director       |
| Anne LaMorte             | Chief Financial Officer                                  |
| Catherine Fee            | Director of Business Development/Chief Marketing Officer |
| Colleen Pereira          | Administrative Director                                  |
| Carlene Wynter           | Compliance Assistant                                     |
| Thomas D. Glascock, Esq. | General Counsel  |
| Andrew D. Komaromi, Esq. | Bond/Transactional Counsel                               |

The attached resolution no. 2020-42 was offered by Timothy Williams, seconded by Chris Fusco.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS  
STRAIGHT-LEASE TRANSACTION WITH THE CK- HP 1985 MARCUS AVENUE  
LLC & FEIGA HOLLY HALL / 1985 MARCUS AVENUE LLC

WHEREAS, the Nassau County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”), and Chapter 674 of the 1975 Laws of New York, as amended, constituting Section 922 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, on or about July 18, 2019, CK- HP 1985 Marcus Avenue LLC, a limited liability company organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York and Feiga Holly Hall / 1985 Marcus Avenue LLC, a limited liability company organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York, on behalf of themselves and entities formed or to be formed on their behalf (collectively, the “Company”), have jointly presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 8.72 acre parcel of land located at 1985 Marcus Avenue, New Hyde Park, Town of North Hempstead, Nassau County, New York (Section: 8; Block: B18; Lot: 327) (the “Land”), (2) the renovation of an approximately 200,000 square foot portion of an existing approximately 314,000 square foot building (collectively, the “Building”) on the Land, together with related improvements to the Land and (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Company as a commercial multi-tenant office building; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, and/or sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2019-70 (“Approving Resolution”), adopted July 18, 2019, authorizing entering into a straight-lease with the Company, and approved the Financial Assistance; and

WHEREAS, the Company subsequently requested that the Agency consent to the amendment of the Approving Resolution and to allow the Company to enter into certain transaction documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of September 30, 2019; and

WHEREAS, the Approving Resolution permitted the Agency to conclude the straight-lease with the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a notification and consent request letter dated January 14, 2020 (the "Consent Request"), to allow the Company to enter into certain transaction documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of July 14, 2020; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2020-7, adopted February 27, 2020; and

WHEREAS, pursuant to a notification and consent request letter dated July 1 2020 (the "Consent Request"), to allow the Company to enter into certain transaction documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of January 14, 2021; and

WHEREAS, the Agency is willing to consent to the Proposed Transaction, subject to the terms of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.
2. The Agency determines that the Company's request with respect to a previously approved and unchanged Project is a Type II Action pursuant to SEQRA involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under Article 8 of the New York Environmental Conservation Law.
3. No additional Financial Assistance is being requested by the Company with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.
4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chairman, the Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer, and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act and all other Applicable Laws that relate thereto.

5. The Agency hereby consents to the Proposed Amendment as outlined in the Consent Request, subject, however, to the delivery of evidence satisfactory to the Chairman, the Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer or Administrative Director that (i) staff of the Agency has concluded due diligence to its satisfaction as to the fitness of the Parties to undertake the Project with the Agency.

6. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the "Consent Documents"), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents.

7. Resolutions 2019-70 and 2020-7 remain in full force and effect, except as amended and modified hereby.

8. The authorizations set forth in this Resolution are subject to the condition that the Company shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLLC.

9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

10. No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Amendment Document or any Consent Document shall be liable personally on the Amendment Documents or the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

11. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution,

such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

12. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

|                  |               |
|------------------|---------------|
| Richard Kessel   | VOTING Aye    |
| Lewis M. Warren  | VOTING Absent |
| Anthony Simon    | VOTING Absent |
| Timothy Williams | VOTING Aye    |
| Chris Fusco      | VOTING Aye    |
| Amy Flores       | VOTING Aye    |
| John Coumatos    | VOTING Aye    |

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 9, 2020 with the original thereof on file in our office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 5 of the Public Officers Law (the "Open Meetings Law") as modified pursuant to Executive Order No. 202.11, 202.28 and 202.48 - Continuing Temporary Suspension And Modification Of Laws Relating To The Disaster Emergency - by Governor Andrew M. Cuomo of the State of New York, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our respective hands and affixed the seal of the Agency this 9th day of July, 2020.

  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chairman

(SEAL)

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

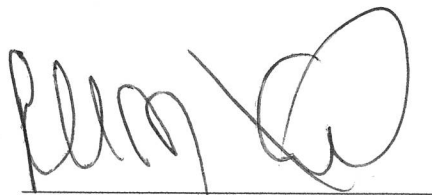
We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 9, 2020 with the original thereof on file in our office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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IN WITNESS WHEREOF, we have hereunto set our respective hands and affixed the seal of the Agency this 9th day of July, 2020.

\_\_\_\_\_  
[Assistant] Secretary

A handwritten signature in black ink, consisting of a series of loops and a large circular flourish at the end, positioned above a horizontal line.

\_\_\_\_\_  
[Vice] Chairman

(SEAL)