

**Nassau County Industrial Development Agency (the “Agency”)**  
**Board Meeting Minutes**  
**August 11, 2022**  
**7:01 PM**

I. Board Roll Call

John Coumatos	Present
Richard Kessel	Present
Timothy Williams	Excused
William Rockensies	Present
Reginald Spinello	Present
Victor LaGreca	Present
Raymond Pinto	Present

Others Present:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicole Gil	Administrative Assistant

Thomas D. Glascock	Corporation Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel, by videoconference
John J. Anzalone, Esq.	Bond/Transactional Counsel

Excused:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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II. Chair Report

Chair Kessel led a moment of silence.

He then reported on the Amazon project, and read a statement submitted by Amazon. Members Spinello and Coumatos made comments, as well.

Following the report and read statement, Member Coumatos moved to adopt a proposed resolution to authorize termination of the Amazon.com Services LLC transaction and the related claw back of financial assistance and directing the Agency’s staff to implement the same in accordance with the Amazon.com Services LLC transaction documents and the Agency’s various policies. Member Spinello seconded the motion. The motion was approved unanimously.

III. Existing Business and Discussion

A. Consent Resolutions

- i. The Cornerstone Yorkshire LLC

Bond/Transactional Counsel John J. Anzalone, Esq. described the consent request. Applicant's counsel, John Gordon, Esq. of Forchelli Deegan Terrana LLP, then spoke, as did Noah Kauffman of Birchwood.

Member LaGreca moved to adopt the proposed consent resolution. Member Rockensies seconded the motion. The motion was approved unanimously.

B. Project Reports

i. Steel K LLC (Slantfin)

Bond/Transactional Counsel John J. Anzalone, Esq. described the proposed job commitment.

ii. AR Hicksville LLC

Bond/Transactional Counsel John J. Anzalone, Esq. described the current project status. Applicant counsel, Bram Weber, Esq. of the Weber Law Group, then presented a project report, with Member Coumatos asking questions.

IV. Other Business

A. Minutes

i. Approval of June 30, 2022 Minutes

Member LaGreca moved to approve the draft June 30, 2022 meeting minutes. Member Pinto seconded the motion. The motion was approved unanimously.

B. Other Resolutions

i. Resolution Appointing Committee Members

ii. Bond/Transaction Counsel Approved List Resolution

iii. Advertising, Marketing, Media, and Public Relations Services Approved List Resolution

iv. Economic Development Consulting Services Approved List Resolution

v. Information Technology Support and Maintenance Services Approved List Resolution

Member LaGreca moved to adopt the proposed resolutions, nos. i through and including v. Member Rockensies seconded the motion. The motion was approved unanimously.

- vi. Resolution to Extend the Term of an Agreement (Freshworks)

Member Spinello moved to adopt the proposed resolution. Chair Kessel seconded the motion. The motion was approved unanimously.

- vii. 2<sup>nd</sup> Conference Long Island Business Development Council Event Resolution

- viii. Blank Slate Media 40 Under 40 Networking & Awards 2022 Event Resolution

Member Rockensies moved to adopt the proposed resolution nos. vii and viii. Member LaGreca seconded the motion. The motion was approved unanimously.

#### VII. Chief Financial Officer Report

Chief Financial Officer Anne LaMorte gave a report to the board.

#### VIII. Adjournment

Chair Kessel announced that the Agency's next board meeting is scheduled for Thursday, September 22, 2022.

A motion to adjourn was made by Member LaGreca, which was seconded by Member Pinto. The resolution was approved unanimously. The meeting ended at 8:05 PM.

[For additional information, please see a recording of the August 11, 2022 meeting of the board of the Nassau County Industrial Development Agency found at <https://www.youtube.com/channel/UCuERg-5BYx9VSdBVHUPTYJw/featured.>]

--END--

## Resolution Addressing Governance Matters

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 at 6:45 p.m., local time.

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

### PRESENT:

Richard Kessel	Chair
Timothy Williams	Secretary
John Coumatos	Asst. Treasurer
William H. Rockensies	Member
Reginald A. Spinello	Member
Raymond Pinto	Member
Victor LaGreca	Member

### ABSENT:

### THE FOLLOWING PERSONS WERE ALSO PRESENT:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
[Phillips Lytle LLP]	Bond/Transactional Counsel

The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

Resolution No. 2022-\_\_

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") ADDRESSING GOVERNANCE MATTERS

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 I 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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, the Agency may from time to time require the services of various consultants in connection with its "projects" and/or operations;

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

Section 1. The Agency hereby authorizes staff of the Agency to issue Requests for Statements of Qualification or Requests for Proposals (collectively, "RFPs") in the forms presented to and reviewed by its Chair, together with such changes thereto as the Chair may deem advisable or necessary, for the following services:

- (a) Real Property Appraisal Services
- (b) Economic Impact Report Services
- (c) Stenography Services
- (d) Title Insurance-related Services
- (e) Housing Consultant Services.

Section 2. The Agency hereby determines that the services contemplated by the RFPs require specialized skills and judgment and constitute "services of a professional nature" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures. Notwithstanding the foregoing, the Agency determines that it is in the best interests of the Agency to proceed with the issuance of the RFPs to obtain statements of qualifications or proposals for such services; provided, however, that the Agency may revoke or suspend the RFP process at any time.

Section 3. This Resolution shall not preclude the Agency from appointing and engaging other counsel or consultants as determined from time to time by the members of the Agency.

Section 4. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, “SEQRA”) involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment” (6 NYCRR Section 6.17.5 (c)(26)), and therefore no findings or determination of significance are required under SEQRA.

Section 5. This Resolution shall take effect immediately.

Adopted: September 22, 2022

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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK                    )  
  ) SS:  
COUNTY OF NASSAU                    )

We, the undersigned [Vice] Chair 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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 \_\_\_\_ day of September, 2022.

\_\_\_\_\_  
[Asst.] Secretary

\_\_\_\_\_  
[Vice] Chair

(SEAL)

## Seviroli Foods, Inc. – Consent Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 22, 2022 at 6:45 p.m., local time.

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

### PRESENT:

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
[Phillips Lytle LLP]	Bond/Transaction Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH  
ITS STRAIGHT-LEASE TRANSACTION WITH SEVIROLI FOODS, INC.  
AND ITS AFFILIATES

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Seviroli Foods, Inc., a corporation duly organized and existing under the laws of the State of New York (the “Applicant”), submitted an application for financial assistance (the “Application”) to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of, inter alia, the following: (A) (1) the acquisition of an interest in those certain parcels of land located in the Town of Hempstead, Nassau County, New York, more particularly identified on Exhibit A attached hereto (collectively, the “Land”), (2) the renovation of the existing buildings and other structures on the Land (collectively, the “Building”) together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the “Equipment”), all of the foregoing for use as manufacturing, warehousing and office facilities of the Applicant (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from real property taxes, sales and use taxes and mortgage recording taxes (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Companies (as defined below) or such other entity(ies) as may be designated by the Companies and agreed upon by the Agency; and

WHEREAS, the Applicant proposed that the entities listed on Schedule A attached hereto (each, a “Company” and, collectively, the “Companies”), which hold fee title to the Land and the Building and are affiliates (as hereinafter defined) of the Applicant, lease the Project Facility to the Agency and sublease the Project Facility from the Agency; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its Resolution No. 2018-28 (the “Approving Resolution”), adopted on June 19, 2018, and entered into a “straight lease” transaction pursuant to, inter alia, the terms and conditions set forth in that certain Master Sublease Agreement (Uniform Project Agreement) dated as of November 1, 2018 between the Companies and the Agency (as amended, the “Lease”), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, in connection with the foregoing, the Companies and the Applicant entered into those certain operating leases for the Project Facility listed on Schedule B attached hereto (collectively, the “Operating Leases”), pursuant to which the respective Companies sub-subleased their interests in the Project Facility to the Applicant; and

WHEREAS, pursuant to a consent request letter from the Applicant dated September 16, 2022 (the “Consent Request”), the Applicant has requested that the Agency consent to: (a) the sale of the assets of the Applicant to a new entity (“Newco”), of which an affiliate of Mill Point Capital LLC (“Mill Point”) will be the majority shareholder and Joseph Seviroli (“Joe”) and Paul Vertullo (“Paul”) will be minority shareholders, and (b) the assignment by the Applicant to Newco of the Applicant’s right, title and interest in the Operating Leases and the assumption by Newco of the Applicant’s obligations under the Operating Leases or the termination of such Operating Leases and the replacement thereof with new Operating Leases (collectively, the “Proposed Transaction”); and

WHEREAS, the Companies’ respective fee and subleasehold interests in the Project Facility are not proposed to be modified by the Proposed Transaction, the Guarantors (as defined in the Lease) would continue to guaranty the obligations of the Companies and the Applicant under the Transaction Documents, and Joe and Paul would continue to manage the operations of Newco at the Project Facility; and

WHEREAS, Newco would receive none of the Financial Assistance that the Agency has granted with respect to the Project Facility and the Project; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant or Newco with respect to the Proposed Transaction and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this Resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Chair 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to the 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 SEQRA.

Section 4. No additional “financial assistance” is being requested by the Applicant or Newco with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act. Accordingly, the Agency hereby approves the Proposed Transaction.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Proposed Transaction.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chair, Vice Chair, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chair, Vice Chair, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director 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, amendments, 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, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks shall be conducted with respect to Newco and no adverse or negative information shall be found by staff of the Agency as a result of such checks, and (ii) the Applicant or Newco shall pay or shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents 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, any Amendment Document or any Consent Document 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.

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.

Section 11. The Chair and 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.

Section 12. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 13. 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	VOTING

The foregoing Resolution was thereupon declared duly .

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

We, the undersigned [Vice] Chair 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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22nd day of September 2022.

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

\_\_\_\_\_  
[Vice] Chair

(SEAL)

EXHIBIT A

Address	Section	Block	Lot
557-579 Brook Street Garden City, NY 11530	34	100	4
Vacant Lot at Commercial Avenue Garden City, NY 11530	34	100	8
585 Brook Street Garden City, NY 11530	34	100	5
601 Brook Street Garden City, NY 11530	34	100	6 & 7
10 Commercial Avenue Garden City, NY 11530	44	D S	8
600 Commercial Avenue Garden City, NY 11530	34	100	12, 17, 19
620 Commercial Avenue Garden City, NY 11530	34	100	18

SCHEDULE A

LIST OF COMPANIES

JS Commercial Realty Corp.

505 Brook Realty LLC

Brook Street Realty LLC

557-563-579 Brook Realty LLC

## SCHEDULE B

### OPERATING LEASES

1. Agreement of Lease between JS Commercial Realty Corp., as landlord, and Joseph Seviroli, Inc. as tenant, dated as February 1, 2001, as amended by Amendment of Lease, between JS Commercial Realty Corp., as landlord, and Joseph Seviroli, Inc. as tenant, dated as of January 1, 2007, as further amended by Lease Extension, between JS Commercial Realty Corp., as owner, and Joseph Seviroli, Inc. as tenant, dated as of January 31, 2011, as further amended by Third Amendment of Lease, between JS Commercial Realty Corp., as owner, and Joseph Seviroli, Inc. as tenant, dated as of January 31, 2016, as further amended by Fourth Amendment of Lease, between JS Commercial Realty Corp., as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.
2. Lease between Rosid Properties, Inc., as landlord and Joseph Seviroli, Inc., as tenant, dated December 30, 2011, as amended by First Amendment of Lease, between 557-563-579 Brook Street Realty LLC, as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.
3. Agreement of Lease between 585 Brook Realty LLC, as landlord and Joseph Seviroli, Inc., as tenant, dated as of November 27th, 2007, as amended by First Amendment of Lease, between 585 Brook Realty LLC, as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.
4. Agreement of Lease between Joseph Seviroli and JS Commercial Realty Corp., as landlord and Joseph Seviroli, Inc., as tenant, dated as of February 1, 2001, as amended by Amendment of Lease, between the Estate of Joseph Seviroli and JS Commercial Realty Corp., as landlord and Joseph Seviroli, Inc., as tenant, dated as of January 1, 2007, as further amended by Lease Extension between Brook Street Realty LLC and JS Commercial Realty Corp., as owner and Joseph Seviroli Inc. as tenant, dated as of January 31, 2011, as further amended by Third Amendment of Lease between Brook Street Realty LLC and JS Commercial Realty Corp., as owner and Seviroli Foods, Inc., as tenant, dated as of January 31, 2016, as further amended by Fourth Amendment of Lease, between Brook Street Realty LLC and JS Commercial Realty Corp., as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.

**TWENTY SIX SUNSET, LLC, Consent Resolution**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH  
ITS STRAIGHT LEASING OF A CERTAIN PROJECT FOR TWENTY SIX  
SUNSET, 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, TWENTY SIX SUNSET LLC, a limited liability company organized and existing under the laws of the State of New York (the “Applicant”), resented an application for financial assistance (the “Original 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 2.52 acre parcel of land located at 410 Jericho Turnpike, Jericho, Town of Oyster Bay, Nassau County, New York (Section: 12; Block: A; Lot: 1334) (the “Land”), (2) the construction of an approximately 63,386 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 Applicant as a hotel facility containing approximately 93 rooms; (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, mortgage recording taxes and sales and use taxes (collectively, the “Original Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, on September 27, 2017, the Agency took official action towards approving the acquisition and straight leasing of a larger version of the Project, a 85,102 square foot, 4 story building on the Land for use by the Applicant as a Marriott Residence Inn hotel facility containing approximately 127 rooms pursuant to Resolution 2017-49 (the “2017 Project”); and

WHEREAS, the Applicant did not proceed with the 2017 Project and elected to submit the Application for approval of the Project as amended (the “2018 Application”); and

Whereas, the Agency granted Preliminary Inducement of the 2018 Application for this Project on December 12, 2018 pursuant to Resolution 2018-70 (the “Original Preliminary Inducement”); and

Whereas, subsequently to the Original Preliminary Inducement, by letter dated February 28, 2020, the Company amended its application by describing increased construction cost of the project by approximately \$2,500,000.00 and a change in the equity ownership of the Company consisting of transfers of portions ownership interests among family members of the principals (together with the Original Application and 2018 Application, as amended, collectively, the “Application”); and

WHEREAS, the Agency approved the project on July 9, 2020 pursuant to an approval resolution (the “Approval Resolution”) and subject to the require that the Applicant will execute and deliver a certain bargain and sale deed, assignment of lease or company lease to the Agency, pursuant to which the Applicant will convey an interest in the Land and the Building to the Agency (the “Conveyance Instrument”), (B) the Applicant will execute and deliver a Uniform Project Agreement between the Agency and the Applicant, pursuant to which the Agency will appoint to the Applicant as its agent (“Project Agreement”) (C) the Applicant will execute and deliver a certain Bill of Sale (the “Bill of Sale to Agency”) to the Agency, pursuant to which the Applicant will convey to the Agency its interest in the Equipment, (D) the Applicant will execute and deliver a Lease Agreement or Sublease Agreement, (the “Lease”) each, between the Agency and the Applicant, pursuant to which the Agency will grant to the Applicant a leasehold interest in the Project Facility, (E) the Applicant will cause to be executed and delivered a certain Environmental Compliance and Indemnification Agreement (the “Environmental indemnification”) pursuant to which the Agency will be indemnified from and against certain losses, costs, damages and liabilities, (F) the Applicant will execute and deliver or cause to be executed and delivered a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) to the Agency, and, to secure the obligations thereunder, a certain Mortgage and Assignment of Leases and Rents in favor of the County of Nassau, New York (the “PILOT Mortgage”), and (F) the Applicant will execute and deliver and/or cause to be executed and delivered certain other certificates, documents, instruments and agreements related to the Project (together with the Conveyance Instrument, the Project Agreement, the Bill of Sale to Agency, the Lease, the Environmental Indemnification, the PILOT Agreement and the PILOT Mortgage, collectively, the “Transaction Documents”); and

WHEREAS, the Agency required that the Transaction Documents be executed within one hundred eighty (180) days from July 9, 2020; and

WHEREAS, pursuant to a notification and consent request letter dated December 7, 2020, the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency’s agent on or before the extension date of June 30, 2021; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2020 – 108 adopted December 16, 2020; and

WHEREAS, pursuant to a notification and consent request letter dated June 7, 2021, the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of December 31, 2021; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2021 – 42 adopted June 24, 2021; and

WHEREAS, pursuant to a notification and consent request letter dated December 9, 2021, the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of June 30, 2022; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2021 – 106 adopted December 16, 2021; and

WHEREAS, pursuant to a notification and consent request letter dated May 20, 2022, the Company requested an administrative 90-day extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company; and

WHEREAS, the Agency approved such request by letter dated June 6, 2022; and

WHEREAS, pursuant to a notification and consent request letter dated September 19, 2022 (the "Consent Request"), the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of November 26, 2022 (the "Proposed Extension"); and

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

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

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 Approval Resolution.

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 Extension 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 Transaction 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 2020-57, 2020-108, 2021-42 and 2022-106 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, the Transaction Documents and the Consent Documents 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, any Transaction Document or any Consent Document 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 Transaction 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 Transaction Document or any Consent Document shall be liable personally on the Transaction 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 and 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 Transaction 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
Timothy Williams	VOTING
John Coumatos	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

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 September 22, 2022 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 7 of the Public Officers Law (the "Open Meetings Law"), 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 22<sup>nd</sup> day of September 2022.

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

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

(SEAL)

## GEISMAR LLC – Consent Approving Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING  
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR GEISMAR 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, GEISMAR LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and Paint Applicator Corp. of America d/b/a PACOA, a corporation organized and existing under the laws of the State of New York (the “Sublessee”, and together with the Company, the “Applicants”), have 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 retention of an interest of an in an approximately 6.2 acre parcel of land located at 7 Harbor Park Drive, Port Washington, Town of North Hempstead, County of Nassau, New York (Section: 6; Block: 86: Lots: 2A, 2B and 3) (the "Land"), (2) the renovation of an approximately 25,000 square foot portion of an approximately 91,250 square foot warehouse/office facility located thereon and the construction of an approximately 21,300 square foot addition thereto (collectively the "Building") and related improvements on 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 as a corporate headquarters and warehouse/distribution center by the Applicants; (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, mortgage recording taxes and 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 Applicants or such other entity as may be designated by the Applicants 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 2021-22 (“Approving Resolution”), adopted April 22, 2021, and entered into a Straight Lease with the Company and approved the Financial Assistance; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the renovation, installation and equipping of the Project Facility, all pursuant to the terms and conditions set forth in the Sublease Agreement and Uniform Project Agreement, each dated as of May 1, 2021, between the Company and the Agency, and the other Transaction Documents (as defined in the Sublease Agreement); and

WHEREAS, by letter of the Company, dated August 17, 2022, the Company has requested that the Agency consent to the amendment of the Uniform Project and the other Transaction Documents to allow the Applicant to complete the acquisition, construction, installation and equipping of the Project Facility on or before October 31, 2024 and to extend the Applicant’s status as the Agency’s agent for purposes of its sales tax exemption to October 31, 2024 due to delays associated with COVID-19, supply chain delays, revisions to the plans to conform with the New York State Fire Code and related amendments to zoning approvals received for the improvements to the Building; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to an extension, subject to the terms of this Resolution.

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. 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 Consent and Waiver and other matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to 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 SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act. Accordingly, the Agency grants the Applicant an extension to complete the acquisition, construction, installation and equipping of the Project Facility on or before October 31, 2024 and to extend the Applicant's status as the Agency's agent for purposes of its sales tax exemption to October 31, 2024.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. 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 Transaction 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.

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

Section 9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and the Consent Documents 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, any Consent Document 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.

No covenant, stipulation, obligation or agreement herein contained or contained in 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 Consent Document shall be liable personally on the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 10. The Chairman and 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 Consent Documents containing such modifications.

Section 11. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Project Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

The foregoing Resolution was thereupon declared duly .

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22nd day of September 2022.

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[Assistant] Secretary

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[Vice] Chairman

(SEAL)

## NY TEMPERING LLC – Consent Approving Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING  
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR NY TEMPERING 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, NY TEMPERING LLC, a limited liability company organized and existing under the laws of the State of New York, and 100 Wireless Property, LLC, a limited liability company organized and existing under the laws of the State of New York (the “Applicant”), has 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 a 3.36 acre parcel of land located at 15 East Bethpage Road, Plainview, Town of Oyster Bay, Nassau County, New York (Section: 13; Block: 88; Lot: 21) (the “Land”), (2) the renovation of an existing 54,450 square foot building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (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 Applicant for the fabrication of tempering glass for construction materials; (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, mortgage recording taxes and 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 Applicant or such other entity as may be designated by the Applicant 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 2021-49 (“Approving Resolution”), adopted July 22, 2021,

and entered into a Straight Lease with 100 Wireless Property LLC (the “Company”) and approved the Financial Assistance; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the renovation, installation and equipping of the Project Facility, all pursuant to the terms and conditions set forth in the Sublease Agreement and Uniform Project Agreement, each dated as of September 1, 2021, between the Company and the Agency, and the other Transaction Documents (as defined in the Sublease Agreement); and

WHEREAS, pursuant to a joint notification and consent request letter from counsel to the Company, Applicant and the Assignee (as defined hereinafter), dated August 12, 2022 (the “Consent Request”), the Applicant and the Assignee (as such term is hereinafter defined) have requested that the Agency consent to (a) the transfer of the Applicant’s interest in the Project Facility by the Applicant to its successor in interest, NY Glass Depot LLC, a New York limited liability company (the “Assignee”), (b) the assignment of the Tenant Agency Compliance Agreement by the Applicant to the Assignee, (c) to the substitution of the Assignee as an indemnitor and guarantor under the Environmental Indemnity and Guaranty in the place of the Applicant, and (d) the Company has requested that the Agency consent to the amendment of the Sublease Agreement, Uniform Project Agreement and the other Transaction Documents to allow the Company to complete the acquisition, construction, installation and equipping of the Project Facility on or before December 31, 2023 and to extend the Applicant’s status as the Agency’s agent for purposes of its sales tax exemption to December 31, 2023 due to significant delays due to issues with the Town building permit application process (collectively, the “Proposed Transaction”); and

WHEREAS, the Company’s interest in the Project Facility and Project is not proposed to be modified by the Proposed Transaction, nor the management of the Project; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such requests and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Sublease Agreement.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to 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 SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act. Accordingly, the Agency hereby approves the Proposed Transaction.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director 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, amendments, 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, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignee and the New Indemnitor, and (ii) the Assignee shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and

disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents 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, any Amendment Document or any Consent Document 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.

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.

Section 11. The Chairman and 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.

Section 12. The Assignee shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a foreign limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Sublease Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

The foregoing Resolution was thereupon declared duly .

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22nd day of September 2022.

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[Assistant] Secretary

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[Vice] Chairman

(SEAL)

**Resolution Addressing Governance Matters**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel
Paul V. O’Brien	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY ADDRESSING GOVERNANCE MATTERS RELATING TO THE ENGAGEMENT OF SPECIAL COUNSEL TO THE AGENCY AND AUTHORIZING THE CHAIRMAN OF THE AGENCY TO NEGOTIATE AND ENTER INTO AN AGREEMENT WITH SPECIAL COUNSEL

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 I 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, the Agency may from time to time require certain legal services from special counsel in connection with certain operations and activities of the Agency; and

WHEREAS, the Agency desires to retain special counsel to perform such legal services for and on behalf of the Agency;

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

Section 1. The Agency hereby ratifies and confirms all actions heretofore taken by the Agency's Chairman in connection with interviewing and retaining special counsel to perform certain legal services for and on behalf of the Agency.

Section 2. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “professional services involving application of specialized expertise, the use of professional judgment and/or a high degree of creativity” within the meaning and for the purposes of the Agency’s Statement of Procurement Policy and Procedures, and, therefore, this procurement is not subject to the competitive bidding requirements of the Agency's Statement of Procurement Policy and Procedures.

Section 3. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, “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(e)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. The Agency hereby appoints Hon. Anthony F. Marano (Ret.), as special counsel to the Agency (“Special Counsel”) effective September 22, 2022.

Section 5. The Chairman of the Agency is hereby authorized, in the Chairman's sole and absolute discretion, to negotiate and enter into a retainer agreement, engagement letter or other agreement (the “Retainer”) with Special Counsel and such other counsel authorized herein, on such terms and subject to such conditions as the Chairman may deem advisable or necessary. The Chairman's execution of the Retainer shall evidence the Agency's approval of the terms thereof. Upon execution of any Retainer pursuant to this Resolution, the Chairman shall promptly forward a copy of same to the members of the Agency.

Section 6. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “services of a professional nature” within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures.

Section 7. This Resolution shall not preclude the Agency from appointing and engaging other counsel as determined from time to time by the members of the Agency.

Section 8. This Resolution shall take effect immediately.

ADOPTED: SEPTEMBER 22, 2022

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
Timothy Williams	VOTING
John Coumatos	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22<sup>nd</sup> day of September 2022.

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

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

(SEAL)

## Pine Town - Consent Resolution

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

Resolution No. 2022 -

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE  
ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR PINE TOWN HOMES, L.P.

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 I 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Pine Town Homes, L.P., a limited partnership organized and existing under the laws of the State of New York (the “Company”), presented an application for financial assistance (the “Application”) requesting that the Agency undertake a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximately 3.6 acre parcel of land located at 151B East Pine Street, Long Beach, Nassau County, New York (the “Land”), (2) the renovation of eight (8) existing two-story multifamily housing structures (comprised of approximately 130 low-income housing units) with a collective gross residential square footage of approximately 125,000 sq. ft., located on the Land, together with related improvements (collectively, the “Building”), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to continue to constitute a housing complex comprised of approximately 130 low-income housing rental units, (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and real property taxes (but not including special assessments and ad valorem levies) (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 appointed the Company as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and the Agency subleased the Project Facility to the Company, all pursuant to the terms and conditions set forth

in the Lease Agreement dated as of September 1, 2011 between the Company and the Agency (as amended, the "Lease"), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, in 2018, the Company requested that the Agency consent to (i) the transfer by Anthony A. Nickas ("Nickas") of his 50% interest in Pine Town Homes GP, LLC ("Pine Town GP") to SE Pine Town LLC ("SE Pine Town"), (ii) the replacement of Nickas by Scott Jaffee as guarantor under the Transaction Documents, (iii) Pilot House Manager, Inc. withdrawing as a Manager of Long Beach Apartments 11, LLC ("Long Beach Apartments"), and (iv) the transfer by Edward Lubitz of his 10% Class B interest in Long Beach Apartments to Pine Town GP (collectively, the "2018 Transaction"); and

WHEREAS, the 2018 Transaction was approved by the Agency pursuant to Resolution 2018-24, dated May 8, 2018; and

WHEREAS, pursuant to a notification and consent request letter from the Company, dated June 22, 2022, the Company has requested that the Agency consent to the transfer of the limited partnership interests in the Company owned by Hudson SLP, LLC, owning .01% of the partnership interests in the Company, and Hudson Pine Town LLC, Low Income Housing Tax Credit investors, with no day-to-day management obligations for the Project, owning 99.98% of the partnership interests in the Company, to a limited liability company to be formed and solely owned by the members of SE Pine Town (for the benefit of the immediate family members of both members thereof (the "June 2022 Transaction")); and

WHEREAS, the June 2022 Transaction was approved by the Agency pursuant to Resolution 2022-57, dated June 30, 2022; and

WHEREAS, pursuant to a notification and consent request letter from the Company, dated August 12, 2022 (the "Consent Request"), the Company has requested that the Agency consent to (a) the refinance of the existing lender mortgages with a new Freddie Mac mortgage to pay off the existing mortgages, distribute the proceeds to Pine Town Homes GP LLC and Pine Town Investors LLC for the purpose of, among other things, the repayment of the debt incurred in connection with the June 2022 Transaction, and for use in developing new affordable housing communities in the County, (b) the transfer of the limited partnership interests in the Company owned by and among SE Pine Town LLC, owning .01% of the partnership interests in the Company (the "Existing General Partner"), and Pine Town Investors, LLC, owning 99.99% of the partnership interests in the Company (the "Limited Partner"), to grant the Existing General Partner a 1% interest in the Company and the Limited Partner a 99% interest in the Company, (c) the replacement of the Existing General Partner of the Company by Pine Town Homes GP LLC, (d) the transfer of 50% of the membership interest in the Existing General Partner to Belveron Partners Fund V JV, LLC ("Belveron"), (e) the transfer of the interests in the Limited Partner as follows: to the following assignees (the "Limited Partner Assignees") Matthew L. Jaffee 2020 Trust (12.5% interest), the Aaron R. Jaffee 2020 Trust (12.5% interest), the Emily Rose Nelson 2018 Trust (22.5% interest), the Jack Henry Nelson 2018 Trust (22.5% interest in), MRB Acquisitions LLC, an LLC owned by Mitchell Reiter (the General Counsel of the Company) and his wife Marci Reiter (5% interest), and GDG Acquisitions LLC, an LLC owned by Philip Gambino (the Chief Financial Officer of the Company) (5% interest) (collectively, the "Proposed Transaction"); and

WHEREAS, Pine Town Homes GP LLC shall be managed solely by the Existing General Partner, which shall remain solely managed by Scott Jaffee; and

WHEREAS, the transfer of interests in the Limited Partner are to members of the existing members families or employees of the Company; and

WHEREAS, the transfer of interest to Belveron constitutes a 0.5 % interest in the Company;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Company's request with respect to 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 SEQRA.

Section 4. 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.

Section 5. The Agency has considered the request made by the Company and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the

Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director 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, amendments, 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, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignees and the New Indemnitor, and (ii) the Assignees shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents 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, any Amendment Document or any Consent Document 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.

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.

Section 11. The Chairman and 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.

Section 12. The Assignees shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a foreign limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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
Timothy Williams	VOTING
John Coumatos	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

The foregoing Resolution was thereupon declared duly \_\_\_\_\_.

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22<sup>nd</sup> day of September 2022.

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

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

(SEAL)

**FY 2023 Preliminary Budget Resolution**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
(THE “AGENCY”) APPROVING A PRELIMINARY BUDGET FOR THE 2023 FISCAL  
YEAR AND RELATED MATTERS

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 I 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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, Section 861 of said General Municipal Law contemplates the adoption of a budget for the Agency’s operations for each fiscal year and requires the Agency, prior to the adoption of the proposed budget by the Agency, to make such proposed budget available for public inspection and comment and to mail or deliver copies thereof to the chief executive officer and the governing body of the municipality for whose benefit the Agency is established; and

WHEREAS, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009, as amended, require the Agency to make certain disclosures of its budget; and

WHEREAS, Chief Financial Officer and Administrative Director, with the assistance of staff, has prepared a preliminary budget for the fiscal year commencing January 1, 2023 (“FY 2023”), a copy of which preliminary budget has been provided to the Agency board, for its review; and

WHEREAS, the Agency desires to approve said preliminary budget for FY 2023, subject to the requirements of Section 861 of the General Municipal Law and the requirements of the PAAA and the Reform Act;

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

Section 1. The preliminary budget for FY 2023, in the form annexed hereto as Exhibit “A” (the “Preliminary Budget”), is hereby approved by the Agency, subject to the requirements of Section 861 of the General Municipal Law and the requirements of the PAAA and the Reform Act.

Section 2. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, "SEQRA") involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR Section 6.17.5 (c)(26)) and therefore no findings or determination of significance are required under SEQRA.

Section 3. The Chief Financial Officer and Administrative Director are to cause copies of the Preliminary Budget (i) to be mailed to the County Executive of Nassau County, New York, as chief executive officer of said municipality, and to the Nassau County Legislature, as governing body of said municipality, (ii) to be made available for public inspection and comment, including, without limitation, by posting same on the Agency's website, and (iii) to be filed with the County Clerk of Nassau County, New York. The Chief Financial Officer and Administrative Director are hereby further directed to comply with the PAAA and the Reform Act, by making the disclosures of the Preliminary Budget in accordance with the requirements of the PAAA and the Reform Act.

Section 4. This Resolution shall take effect immediately.

Adopted: September 22, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.

**EXHIBIT "A"**

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 \_\_\_ day of September, 2022.

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

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

(SEAL)

**Nassau County Industrial Development Agency (the “Agency”)**  
**Board Meeting Minutes**  
**August 11, 2022**  
**7:01 PM**

I. Board Roll Call

John Coumatos	Present
Richard Kessel	Present
Timothy Williams	Excused
William Rockensies	Present
Reginald Spinello	Present
Victor LaGreca	Present
Raymond Pinto	Present

Others Present:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Corporation Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel, by videoconference
John J. Anzalone, Esq.	Bond/Transactional Counsel

Excused:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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II. Chair Report

Chair Kessel led a moment of silence.

He then reported on the Amazon project, and read a statement submitted by Amazon. Members Spinello and Coumatos made comments, as well.

Following the report and read statement, Member Coumatos moved to adopt a proposed resolution to authorize termination of the Amazon.com Services LLC transaction and the related claw back of financial assistance and directing the Agency’s staff to implement the same in accordance with the Amazon.com Services LLC transaction documents and the Agency’s various policies. Member Spinello seconded the motion. The motion was approved unanimously.

III. Existing Business and Discussion

A. Consent Resolutions

i. The Cornerstone Yorkshire LLC

Bond/Transactional Counsel John J. Anzalone, Esq. described the consent request. Applicant's counsel, John Gordon, Esq. of Forchelli Deegan Terrana LLP, then spoke, as did Noah Kauffman of Birchwood.

Member LaGreca moved to adopt the proposed consent resolution. Member Rockensies seconded the motion. The motion was approved unanimously.

B. Project Reports

i. Steel K LLC (Slantfin)

Bond/Transactional Counsel John J. Anzalone, Esq. described the proposed job commitment.

ii. AR Hicksville LLC

Bond/Transactional Counsel John J. Anzalone, Esq. described the current project status. Applicant counsel, Bram Weber, Esq. of the Weber Law Group, then presented a project report, with Member Coumatos asking questions.

IV. Other Business

A. Minutes

i. Approval of June 30, 2022 Minutes

Member LaGreca moved to approve the draft June 30, 2022 meeting minutes. Member Pinto seconded the motion. The motion was approved unanimously.

B. Other Resolutions

i. Resolution Appointing Committee Members

ii. Bond/Transaction Counsel Approved List Resolution

iii. Advertising, Marketing, Media, and Public Relations Services Approved List Resolution

iv. Economic Development Consulting Services Approved List Resolution

v. Information Technology Support and Maintenance Services Approved List Resolution

Member LaGreca moved to adopt the proposed resolutions, nos. i through and including v. Member Rockensies seconded the motion. The motion was approved unanimously.

- vi. Resolution to Extend the Term of an Agreement (Freshworks)

Member Spinello moved to adopt the proposed resolution. Chair Kessel seconded the motion. The motion was approved unanimously.

- vii. 2<sup>nd</sup> Conference Long Island Business Development Council Event Resolution

- viii. Blank Slate Media 40 Under 40 Networking & Awards 2022 Event Resolution

Member Rockensies moved to adopt the proposed resolution nos. vii and viii. Member LaGreca seconded the motion. The motion was approved unanimously.

#### VII. Chief Financial Officer Report

Chief Financial Officer Anne LaMorte gave a report to the board.

#### VIII. Adjournment

Chair Kessel announced that the Agency's next board meeting is scheduled for Thursday, September 22, 2022.

A motion to adjourn was made by Member LaGreca, which was seconded by Member Pinto. The resolution was approved unanimously. The meeting ended at 8:05 PM.

[For additional information, please see a recording of the August 11, 2022 meeting of the board of the Nassau County Industrial Development Agency found at <https://www.youtube.com/channel/UCuERg-5BYx9VSdBVHUPTYJw/featured.>]

--END--

## Resolution Addressing Governance Matters

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 at 6:45 p.m., local time.

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

### PRESENT:

Richard Kessel	Chair
Timothy Williams	Secretary
John Coumatos	Asst. Treasurer
William H. Rockensies	Member
Reginald A. Spinello	Member
Raymond Pinto	Member
Victor LaGreca	Member

### ABSENT:

### THE FOLLOWING PERSONS WERE ALSO PRESENT:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
[Phillips Lytle LLP]	Bond/Transactional Counsel

The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

Resolution No. 2022-\_\_

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") ADDRESSING GOVERNANCE MATTERS

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 I 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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, the Agency may from time to time require the services of various consultants in connection with its "projects" and/or operations;

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

Section 1. The Agency hereby authorizes staff of the Agency to issue Requests for Statements of Qualification or Requests for Proposals (collectively, "RFPs") in the forms presented to and reviewed by its Chair, together with such changes thereto as the Chair may deem advisable or necessary, for the following services:

- (a) Real Property Appraisal Services
- (b) Economic Impact Report Services
- (c) Stenography Services
- (d) Title Insurance-related Services
- (e) Housing Consultant Services.

Section 2. The Agency hereby determines that the services contemplated by the RFPs require specialized skills and judgment and constitute "services of a professional nature" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures. Notwithstanding the foregoing, the Agency determines that it is in the best interests of the Agency to proceed with the issuance of the RFPs to obtain statements of qualifications or proposals for such services; provided, however, that the Agency may revoke or suspend the RFP process at any time.

Section 3. This Resolution shall not preclude the Agency from appointing and engaging other counsel or consultants as determined from time to time by the members of the Agency.

Section 4. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, “SEQRA”) involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment” (6 NYCRR Section 6.17.5 (c)(26)), and therefore no findings or determination of significance are required under SEQRA.

Section 5. This Resolution shall take effect immediately.

Adopted: September 22, 2022

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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK                    )  
  ) SS:  
COUNTY OF NASSAU                    )

We, the undersigned [Vice] Chair 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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 \_\_\_\_ day of September, 2022.

\_\_\_\_\_  
[Asst.] Secretary

\_\_\_\_\_  
[Vice] Chair

(SEAL)

## Seviroli Foods, Inc. – Consent Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 22, 2022 at 6:45 p.m., local time.

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

### PRESENT:

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
[Phillips Lytle LLP]	Bond/Transaction Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH  
ITS STRAIGHT-LEASE TRANSACTION WITH SEVIROLI FOODS, INC.  
AND ITS AFFILIATES

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Seviroli Foods, Inc., a corporation duly organized and existing under the laws of the State of New York (the “Applicant”), submitted an application for financial assistance (the “Application”) to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of, inter alia, the following: (A) (1) the acquisition of an interest in those certain parcels of land located in the Town of Hempstead, Nassau County, New York, more particularly identified on Exhibit A attached hereto (collectively, the “Land”), (2) the renovation of the existing buildings and other structures on the Land (collectively, the “Building”) together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the “Equipment”), all of the foregoing for use as manufacturing, warehousing and office facilities of the Applicant (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from real property taxes, sales and use taxes and mortgage recording taxes (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Companies (as defined below) or such other entity(ies) as may be designated by the Companies and agreed upon by the Agency; and

WHEREAS, the Applicant proposed that the entities listed on Schedule A attached hereto (each, a “Company” and, collectively, the “Companies”), which hold fee title to the Land and the Building and are affiliates (as hereinafter defined) of the Applicant, lease the Project Facility to the Agency and sublease the Project Facility from the Agency; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its Resolution No. 2018-28 (the “Approving Resolution”), adopted on June 19, 2018, and entered into a “straight lease” transaction pursuant to, inter alia, the terms and conditions set forth in that certain Master Sublease Agreement (Uniform Project Agreement) dated as of November 1, 2018 between the Companies and the Agency (as amended, the “Lease”), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, in connection with the foregoing, the Companies and the Applicant entered into those certain operating leases for the Project Facility listed on Schedule B attached hereto (collectively, the “Operating Leases”), pursuant to which the respective Companies sub-subleased their interests in the Project Facility to the Applicant; and

WHEREAS, pursuant to a consent request letter from the Applicant dated September 16, 2022 (the “Consent Request”), the Applicant has requested that the Agency consent to: (a) the sale of the assets of the Applicant to a new entity (“Newco”), of which an affiliate of Mill Point Capital LLC (“Mill Point”) will be the majority shareholder and Joseph Seviroli (“Joe”) and Paul Vertullo (“Paul”) will be minority shareholders, and (b) the assignment by the Applicant to Newco of the Applicant’s right, title and interest in the Operating Leases and the assumption by Newco of the Applicant’s obligations under the Operating Leases or the termination of such Operating Leases and the replacement thereof with new Operating Leases (collectively, the “Proposed Transaction”); and

WHEREAS, the Companies’ respective fee and subleasehold interests in the Project Facility are not proposed to be modified by the Proposed Transaction, the Guarantors (as defined in the Lease) would continue to guaranty the obligations of the Companies and the Applicant under the Transaction Documents, and Joe and Paul would continue to manage the operations of Newco at the Project Facility; and

WHEREAS, Newco would receive none of the Financial Assistance that the Agency has granted with respect to the Project Facility and the Project; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant or Newco with respect to the Proposed Transaction and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this Resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Chair 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to the 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 SEQRA.

Section 4. No additional “financial assistance” is being requested by the Applicant or Newco with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act. Accordingly, the Agency hereby approves the Proposed Transaction.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Proposed Transaction.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chair, Vice Chair, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chair, Vice Chair, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director 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, amendments, 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, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks shall be conducted with respect to Newco and no adverse or negative information shall be found by staff of the Agency as a result of such checks, and (ii) the Applicant or Newco shall pay or shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents 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, any Amendment Document or any Consent Document 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.

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.

Section 11. The Chair and 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.

Section 12. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 13. 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	VOTING

The foregoing Resolution was thereupon declared duly .

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

We, the undersigned [Vice] Chair 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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22nd day of September 2022.

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

\_\_\_\_\_  
[Vice] Chair

(SEAL)

EXHIBIT A

Address	Section	Block	Lot
557-579 Brook Street Garden City, NY 11530	34	100	4
Vacant Lot at Commercial Avenue Garden City, NY 11530	34	100	8
585 Brook Street Garden City, NY 11530	34	100	5
601 Brook Street Garden City, NY 11530	34	100	6 & 7
10 Commercial Avenue Garden City, NY 11530	44	D S	8
600 Commercial Avenue Garden City, NY 11530	34	100	12, 17, 19
620 Commercial Avenue Garden City, NY 11530	34	100	18

SCHEDULE A

LIST OF COMPANIES

JS Commercial Realty Corp.

505 Brook Realty LLC

Brook Street Realty LLC

557-563-579 Brook Realty LLC

## SCHEDULE B

### OPERATING LEASES

1. Agreement of Lease between JS Commercial Realty Corp., as landlord, and Joseph Seviroli, Inc. as tenant, dated as February 1, 2001, as amended by Amendment of Lease, between JS Commercial Realty Corp., as landlord, and Joseph Seviroli, Inc. as tenant, dated as of January 1, 2007, as further amended by Lease Extension, between JS Commercial Realty Corp., as owner, and Joseph Seviroli, Inc. as tenant, dated as of January 31, 2011, as further amended by Third Amendment of Lease, between JS Commercial Realty Corp., as owner, and Joseph Seviroli, Inc. as tenant, dated as of January 31, 2016, as further amended by Fourth Amendment of Lease, between JS Commercial Realty Corp., as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.
2. Lease between Rosid Properties, Inc., as landlord and Joseph Seviroli, Inc., as tenant, dated December 30, 2011, as amended by First Amendment of Lease, between 557-563-579 Brook Street Realty LLC, as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.
3. Agreement of Lease between 585 Brook Realty LLC, as landlord and Joseph Seviroli, Inc., as tenant, dated as of November 27th, 2007, as amended by First Amendment of Lease, between 585 Brook Realty LLC, as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.
4. Agreement of Lease between Joseph Seviroli and JS Commercial Realty Corp., as landlord and Joseph Seviroli, Inc., as tenant, dated as of February 1, 2001, as amended by Amendment of Lease, between the Estate of Joseph Seviroli and JS Commercial Realty Corp., as landlord and Joseph Seviroli, Inc., as tenant, dated as of January 1, 2007, as further amended by Lease Extension between Brook Street Realty LLC and JS Commercial Realty Corp., as owner and Joseph Seviroli Inc. as tenant, dated as of January 31, 2011, as further amended by Third Amendment of Lease between Brook Street Realty LLC and JS Commercial Realty Corp., as owner and Seviroli Foods, Inc., as tenant, dated as of January 31, 2016, as further amended by Fourth Amendment of Lease, between Brook Street Realty LLC and JS Commercial Realty Corp., as landlord, and Seviroli Foods, Inc., as tenant, dated as of November 1, 2018.

**TWENTY SIX SUNSET, LLC, Consent Resolution**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH  
ITS STRAIGHT LEASING OF A CERTAIN PROJECT FOR TWENTY SIX  
SUNSET, 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, TWENTY SIX SUNSET LLC, a limited liability company organized and existing under the laws of the State of New York (the “Applicant”), resented an application for financial assistance (the “Original 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 2.52 acre parcel of land located at 410 Jericho Turnpike, Jericho, Town of Oyster Bay, Nassau County, New York (Section: 12; Block: A; Lot: 1334) (the “Land”), (2) the construction of an approximately 63,386 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 Applicant as a hotel facility containing approximately 93 rooms; (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, mortgage recording taxes and sales and use taxes (collectively, the “Original Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, on September 27, 2017, the Agency took official action towards approving the acquisition and straight leasing of a larger version of the Project, a 85,102 square foot, 4 story building on the Land for use by the Applicant as a Marriott Residence Inn hotel facility containing approximately 127 rooms pursuant to Resolution 2017-49 (the “2017 Project”); and

WHEREAS, the Applicant did not proceed with the 2017 Project and elected to submit the Application for approval of the Project as amended (the “2018 Application”); and

Whereas, the Agency granted Preliminary Inducement of the 2018 Application for this Project on December 12, 2018 pursuant to Resolution 2018-70 (the “Original Preliminary Inducement”); and

Whereas, subsequently to the Original Preliminary Inducement, by letter dated February 28, 2020, the Company amended its application by describing increased construction cost of the project by approximately \$2,500,000.00 and a change in the equity ownership of the Company consisting of transfers of portions ownership interests among family members of the principals (together with the Original Application and 2018 Application, as amended, collectively, the “Application”); and

WHEREAS, the Agency approved the project on July 9, 2020 pursuant to an approval resolution (the “Approval Resolution”) and subject to the require that the Applicant will execute and deliver a certain bargain and sale deed, assignment of lease or company lease to the Agency, pursuant to which the Applicant will convey an interest in the Land and the Building to the Agency (the “Conveyance Instrument”), (B) the Applicant will execute and deliver a Uniform Project Agreement between the Agency and the Applicant, pursuant to which the Agency will appoint to the Applicant as its agent (“Project Agreement”) (C) the Applicant will execute and deliver a certain Bill of Sale (the “Bill of Sale to Agency”) to the Agency, pursuant to which the Applicant will convey to the Agency its interest in the Equipment, (D) the Applicant will execute and deliver a Lease Agreement or Sublease Agreement, (the “Lease”) each, between the Agency and the Applicant, pursuant to which the Agency will grant to the Applicant a leasehold interest in the Project Facility, (E) the Applicant will cause to be executed and delivered a certain Environmental Compliance and Indemnification Agreement (the “Environmental indemnification”) pursuant to which the Agency will be indemnified from and against certain losses, costs, damages and liabilities, (F) the Applicant will execute and deliver or cause to be executed and delivered a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) to the Agency, and, to secure the obligations thereunder, a certain Mortgage and Assignment of Leases and Rents in favor of the County of Nassau, New York (the “PILOT Mortgage”), and (F) the Applicant will execute and deliver and/or cause to be executed and delivered certain other certificates, documents, instruments and agreements related to the Project (together with the Conveyance Instrument, the Project Agreement, the Bill of Sale to Agency, the Lease, the Environmental Indemnification, the PILOT Agreement and the PILOT Mortgage, collectively, the “Transaction Documents”); and

WHEREAS, the Agency required that the Transaction Documents be executed within one hundred eighty (180) days from July 9, 2020; and

WHEREAS, pursuant to a notification and consent request letter dated December 7, 2020, the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency’s agent on or before the extension date of June 30, 2021; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2020 – 108 adopted December 16, 2020; and

WHEREAS, pursuant to a notification and consent request letter dated June 7, 2021, the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of December 31, 2021; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2021 – 42 adopted June 24, 2021; and

WHEREAS, pursuant to a notification and consent request letter dated December 9, 2021, the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of June 30, 2022; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2021 – 106 adopted December 16, 2021; and

WHEREAS, pursuant to a notification and consent request letter dated May 20, 2022, the Company requested an administrative 90-day extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company; and

WHEREAS, the Agency approved such request by letter dated June 6, 2022; and

WHEREAS, pursuant to a notification and consent request letter dated September 19, 2022 (the "Consent Request"), the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency's agent on or before the extension date of November 26, 2022 (the "Proposed Extension"); and

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

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

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 Approval Resolution.

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 Extension 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 Transaction 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 2020-57, 2020-108, 2021-42 and 2022-106 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, the Transaction Documents and the Consent Documents 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, any Transaction Document or any Consent Document 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 Transaction 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 Transaction Document or any Consent Document shall be liable personally on the Transaction 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 and 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 Transaction 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
Timothy Williams	VOTING
John Coumatos	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22<sup>nd</sup> day of September 2022.

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

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

(SEAL)

## GEISMAR LLC – Consent Approving Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING  
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR GEISMAR 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, GEISMAR LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and Paint Applicator Corp. of America d/b/a PACOA, a corporation organized and existing under the laws of the State of New York (the “Sublessee”, and together with the Company, the “Applicants”), have 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 retention of an interest of an in an approximately 6.2 acre parcel of land located at 7 Harbor Park Drive, Port Washington, Town of North Hempstead, County of Nassau, New York (Section: 6; Block: 86: Lots: 2A, 2B and 3) (the "Land"), (2) the renovation of an approximately 25,000 square foot portion of an approximately 91,250 square foot warehouse/office facility located thereon and the construction of an approximately 21,300 square foot addition thereto (collectively the "Building") and related improvements on 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 as a corporate headquarters and warehouse/distribution center by the Applicants; (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, mortgage recording taxes and 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 Applicants or such other entity as may be designated by the Applicants 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 2021-22 (“Approving Resolution”), adopted April 22, 2021, and entered into a Straight Lease with the Company and approved the Financial Assistance; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the renovation, installation and equipping of the Project Facility, all pursuant to the terms and conditions set forth in the Sublease Agreement and Uniform Project Agreement, each dated as of May 1, 2021, between the Company and the Agency, and the other Transaction Documents (as defined in the Sublease Agreement); and

WHEREAS, by letter of the Company, dated August 17, 2022, the Company has requested that the Agency consent to the amendment of the Uniform Project and the other Transaction Documents to allow the Applicant to complete the acquisition, construction, installation and equipping of the Project Facility on or before October 31, 2024 and to extend the Applicant’s status as the Agency’s agent for purposes of its sales tax exemption to October 31, 2024 due to delays associated with COVID-19, supply chain delays, revisions to the plans to conform with the New York State Fire Code and related amendments to zoning approvals received for the improvements to the Building; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to an extension, subject to the terms of this Resolution.

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. 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 Consent and Waiver and other matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to 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 SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act. Accordingly, the Agency grants the Applicant an extension to complete the acquisition, construction, installation and equipping of the Project Facility on or before October 31, 2024 and to extend the Applicant's status as the Agency's agent for purposes of its sales tax exemption to October 31, 2024.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. 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 Transaction 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.

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

Section 9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and the Consent Documents 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, any Consent Document 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.

No covenant, stipulation, obligation or agreement herein contained or contained in 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 Consent Document shall be liable personally on the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 10. The Chairman and 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 Consent Documents containing such modifications.

Section 11. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Project Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

The foregoing Resolution was thereupon declared duly .

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22nd day of September 2022.

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

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

(SEAL)

## NY TEMPERING LLC – Consent Approving Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING  
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR NY TEMPERING 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, NY TEMPERING LLC, a limited liability company organized and existing under the laws of the State of New York, and 100 Wireless Property, LLC, a limited liability company organized and existing under the laws of the State of New York (the “Applicant”), has 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 a 3.36 acre parcel of land located at 15 East Bethpage Road, Plainview, Town of Oyster Bay, Nassau County, New York (Section: 13; Block: 88; Lot: 21) (the “Land”), (2) the renovation of an existing 54,450 square foot building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (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 Applicant for the fabrication of tempering glass for construction materials; (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, mortgage recording taxes and 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 Applicant or such other entity as may be designated by the Applicant 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 2021-49 (“Approving Resolution”), adopted July 22, 2021,

and entered into a Straight Lease with 100 Wireless Property LLC (the “Company”) and approved the Financial Assistance; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the renovation, installation and equipping of the Project Facility, all pursuant to the terms and conditions set forth in the Sublease Agreement and Uniform Project Agreement, each dated as of September 1, 2021, between the Company and the Agency, and the other Transaction Documents (as defined in the Sublease Agreement); and

WHEREAS, pursuant to a joint notification and consent request letter from counsel to the Company, Applicant and the Assignee (as defined hereinafter), dated August 12, 2022 (the “Consent Request”), the Applicant and the Assignee (as such term is hereinafter defined) have requested that the Agency consent to (a) the transfer of the Applicant’s interest in the Project Facility by the Applicant to its successor in interest, NY Glass Depot LLC, a New York limited liability company (the “Assignee”), (b) the assignment of the Tenant Agency Compliance Agreement by the Applicant to the Assignee, (c) to the substitution of the Assignee as an indemnitor and guarantor under the Environmental Indemnity and Guaranty in the place of the Applicant, and (d) the Company has requested that the Agency consent to the amendment of the Sublease Agreement, Uniform Project Agreement and the other Transaction Documents to allow the Company to complete the acquisition, construction, installation and equipping of the Project Facility on or before December 31, 2023 and to extend the Applicant’s status as the Agency’s agent for purposes of its sales tax exemption to December 31, 2023 due to significant delays due to issues with the Town building permit application process (collectively, the “Proposed Transaction”); and

WHEREAS, the Company’s interest in the Project Facility and Project is not proposed to be modified by the Proposed Transaction, nor the management of the Project; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such requests and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Sublease Agreement.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to 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 SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act. Accordingly, the Agency hereby approves the Proposed Transaction.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director 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, amendments, 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, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignee and the New Indemnitor, and (ii) the Assignee shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and

disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents 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, any Amendment Document or any Consent Document 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.

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.

Section 11. The Chairman and 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.

Section 12. The Assignee shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a foreign limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Sublease Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

The foregoing Resolution was thereupon declared duly .

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22nd day of September 2022.

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

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

(SEAL)

**Resolution Addressing Governance Matters**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel
Paul V. O’Brien	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY ADDRESSING GOVERNANCE MATTERS RELATING TO THE ENGAGEMENT OF SPECIAL COUNSEL TO THE AGENCY AND AUTHORIZING THE CHAIRMAN OF THE AGENCY TO NEGOTIATE AND ENTER INTO AN AGREEMENT WITH SPECIAL COUNSEL

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 I 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, the Agency may from time to time require certain legal services from special counsel in connection with certain operations and activities of the Agency; and

WHEREAS, the Agency desires to retain special counsel to perform such legal services for and on behalf of the Agency;

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

Section 1. The Agency hereby ratifies and confirms all actions heretofore taken by the Agency's Chairman in connection with interviewing and retaining special counsel to perform certain legal services for and on behalf of the Agency.

Section 2. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “professional services involving application of specialized expertise, the use of professional judgment and/or a high degree of creativity” within the meaning and for the purposes of the Agency’s Statement of Procurement Policy and Procedures, and, therefore, this procurement is not subject to the competitive bidding requirements of the Agency's Statement of Procurement Policy and Procedures.

Section 3. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, “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(e)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. The Agency hereby appoints Hon. Anthony F. Marano (Ret.), as special counsel to the Agency (“Special Counsel”) effective September 22, 2022.

Section 5. The Chairman of the Agency is hereby authorized, in the Chairman's sole and absolute discretion, to negotiate and enter into a retainer agreement, engagement letter or other agreement (the “Retainer”) with Special Counsel and such other counsel authorized herein, on such terms and subject to such conditions as the Chairman may deem advisable or necessary. The Chairman's execution of the Retainer shall evidence the Agency's approval of the terms thereof. Upon execution of any Retainer pursuant to this Resolution, the Chairman shall promptly forward a copy of same to the members of the Agency.

Section 6. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “services of a professional nature” within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures.

Section 7. This Resolution shall not preclude the Agency from appointing and engaging other counsel as determined from time to time by the members of the Agency.

Section 8. This Resolution shall take effect immediately.

ADOPTED: SEPTEMBER 22, 2022

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
Timothy Williams	VOTING
John Coumatos	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22<sup>nd</sup> day of September 2022.

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

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

(SEAL)

## Pine Town - Consent Resolution

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

Resolution No. 2022 -

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE  
ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR PINE TOWN HOMES, L.P.

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 I 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Pine Town Homes, L.P., a limited partnership organized and existing under the laws of the State of New York (the “Company”), presented an application for financial assistance (the “Application”) requesting that the Agency undertake a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximately 3.6 acre parcel of land located at 151B East Pine Street, Long Beach, Nassau County, New York (the “Land”), (2) the renovation of eight (8) existing two-story multifamily housing structures (comprised of approximately 130 low-income housing units) with a collective gross residential square footage of approximately 125,000 sq. ft., located on the Land, together with related improvements (collectively, the “Building”), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to continue to constitute a housing complex comprised of approximately 130 low-income housing rental units, (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and real property taxes (but not including special assessments and ad valorem levies) (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 appointed the Company as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and the Agency subleased the Project Facility to the Company, all pursuant to the terms and conditions set forth

in the Lease Agreement dated as of September 1, 2011 between the Company and the Agency (as amended, the "Lease"), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, in 2018, the Company requested that the Agency consent to (i) the transfer by Anthony A. Nickas ("Nickas") of his 50% interest in Pine Town Homes GP, LLC ("Pine Town GP") to SE Pine Town LLC ("SE Pine Town"), (ii) the replacement of Nickas by Scott Jaffee as guarantor under the Transaction Documents, (iii) Pilot House Manager, Inc. withdrawing as a Manager of Long Beach Apartments 11, LLC ("Long Beach Apartments"), and (iv) the transfer by Edward Lubitz of his 10% Class B interest in Long Beach Apartments to Pine Town GP (collectively, the "2018 Transaction"); and

WHEREAS, the 2018 Transaction was approved by the Agency pursuant to Resolution 2018-24, dated May 8, 2018; and

WHEREAS, pursuant to a notification and consent request letter from the Company, dated June 22, 2022, the Company has requested that the Agency consent to the transfer of the limited partnership interests in the Company owned by Hudson SLP, LLC, owning .01% of the partnership interests in the Company, and Hudson Pine Town LLC, Low Income Housing Tax Credit investors, with no day-to-day management obligations for the Project, owning 99.98% of the partnership interests in the Company, to a limited liability company to be formed and solely owned by the members of SE Pine Town (for the benefit of the immediate family members of both members thereof (the "June 2022 Transaction")); and

WHEREAS, the June 2022 Transaction was approved by the Agency pursuant to Resolution 2022-57, dated June 30, 2022; and

WHEREAS, pursuant to a notification and consent request letter from the Company, dated August 12, 2022 (the "Consent Request"), the Company has requested that the Agency consent to (a) the refinance of the existing lender mortgages with a new Freddie Mac mortgage to pay off the existing mortgages, distribute the proceeds to Pine Town Homes GP LLC and Pine Town Investors LLC for the purpose of, among other things, the repayment of the debt incurred in connection with the June 2022 Transaction, and for use in developing new affordable housing communities in the County, (b) the transfer of the limited partnership interests in the Company owned by and among SE Pine Town LLC, owning .01% of the partnership interests in the Company (the "Existing General Partner"), and Pine Town Investors, LLC, owning 99.99% of the partnership interests in the Company (the "Limited Partner"), to grant the Existing General Partner a 1% interest in the Company and the Limited Partner a 99% interest in the Company, (c) the replacement of the Existing General Partner of the Company by Pine Town Homes GP LLC, (d) the transfer of 50% of the membership interest in the Existing General Partner to Belveron Partners Fund V JV, LLC ("Belveron"), (e) the transfer of the interests in the Limited Partner as follows: to the following assignees (the "Limited Partner Assignees") Matthew L. Jaffee 2020 Trust (12.5% interest), the Aaron R. Jaffee 2020 Trust (12.5% interest), the Emily Rose Nelson 2018 Trust (22.5% interest), the Jack Henry Nelson 2018 Trust (22.5% interest in), MRB Acquisitions LLC, an LLC owned by Mitchell Reiter (the General Counsel of the Company) and his wife Marci Reiter (5% interest), and GDG Acquisitions LLC, an LLC owned by Philip Gambino (the Chief Financial Officer of the Company) (5% interest) (collectively, the "Proposed Transaction"); and

WHEREAS, Pine Town Homes GP LLC shall be managed solely by the Existing General Partner, which shall remain solely managed by Scott Jaffee; and

WHEREAS, the transfer of interests in the Limited Partner are to members of the existing members families or employees of the Company; and

WHEREAS, the transfer of interest to Belveron constitutes a 0.5 % interest in the Company;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Company's request with respect to 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 SEQRA.

Section 4. 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.

Section 5. The Agency has considered the request made by the Company and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the

Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director 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, amendments, 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, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignees and the New Indemnitor, and (ii) the Assignees shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents 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, any Amendment Document or any Consent Document 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.

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.

Section 11. The Chairman and 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.

Section 12. The Assignees shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a foreign limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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
Timothy Williams	VOTING
John Coumatos	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	VOTING

The foregoing Resolution was thereupon declared duly \_\_\_\_\_.

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 22<sup>nd</sup> day of September 2022.

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

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

(SEAL)

**FY 2023 Preliminary Budget Resolution**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
(THE "AGENCY") APPROVING A PRELIMINARY BUDGET FOR THE 2023 FISCAL  
YEAR AND RELATED MATTERS

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 I 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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, Section 861 of said General Municipal Law contemplates the adoption of a budget for the Agency's operations for each fiscal year and requires the Agency, prior to the adoption of the proposed budget by the Agency, to make such proposed budget available for public inspection and comment and to mail or deliver copies thereof to the chief executive officer and the governing body of the municipality for whose benefit the Agency is established; and

WHEREAS, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009, as amended, require the Agency to make certain disclosures of its budget; and

WHEREAS, Chief Financial Officer and Administrative Director, with the assistance of staff, has prepared a preliminary budget for the fiscal year commencing January 1, 2023 ("FY 2023"), a copy of which preliminary budget has been provided to the Agency board, for its review; and

WHEREAS, the Agency desires to approve said preliminary budget for FY 2023, subject to the requirements of Section 861 of the General Municipal Law and the requirements of the PAAA and the Reform Act;

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

Section 1. The preliminary budget for FY 2023, in the form annexed hereto as Exhibit "A" (the "Preliminary Budget"), is hereby approved by the Agency, subject to the requirements of Section 861 of the General Municipal Law and the requirements of the PAAA and the Reform Act.

Section 2. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, “SEQRA”) involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment” (6 NYCRR Section 6.17.5 (c)(26)) and therefore no findings or determination of significance are required under SEQRA.

Section 3. The Chief Financial Officer and Administrative Director are to cause copies of the Preliminary Budget (i) to be mailed to the County Executive of Nassau County, New York, as chief executive officer of said municipality, and to the Nassau County Legislature, as governing body of said municipality, (ii) to be made available for public inspection and comment, including, without limitation, by posting same on the Agency’s website, and (iii) to be filed with the County Clerk of Nassau County, New York. The Chief Financial Officer and Administrative Director are hereby further directed to comply with the PAAA and the Reform Act, by making the disclosures of the Preliminary Budget in accordance with the requirements of the PAAA and the Reform Act.

Section 4. This Resolution shall take effect immediately.

Adopted: September 22, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.

**EXHIBIT "A"**

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 September 22, 2022 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 7 of the Public Officers Law (the “Open Meetings Law”), 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 \_\_\_ day of September, 2022.

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

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

(SEAL)