

70 Charles Lindbergh, 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, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on July 27, 2023, 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:

William H. Rockensies	Chair
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Marco Troiano	Member

NOT PRESENT:

John Coumatos	Asst. Treasurer
Victor LaGreca	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Hon. Anthony Marano	Agency Counsel
Paul O'Brien	Bond/Transaction Counsel

The attached resolution no. 2023-56 was offered by R. Pinto, seconded by R. Spinello.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
CERTAIN MATTERS IN CONNECTION WITH A CERTAIN PROJECT
FOR 70 CHARLES LINDBERGH, LLC and CLIFFCO, INC.

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, on or about October 1, 2020, 70 CHARLES LINDBERGH, LLC, a limited liability company organized and existing under the laws of the State of New York (the "Company"), and CLIFFCO, INC., a corporation organized and existing under the laws of the State of New York (the "Sub-Sublessee" and together with the Company, the "Applicants"), entered into a "straight-lease transaction" with the Agency, with respect to a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 4.433 acre parcel of land located at 70 Charles Lindbergh Blvd., Hamlet of Uniondale, Town of Hempstead, Nassau County, New York (Section: 44; Block: F; Lot: 365) (the "Land"), (2) the renovation of an approximately 93,000 square foot building (collectively, the "Building") on the Land, together with related improvements to the Land, including surface parking spaces, 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 Applicants as a mortgage banking business and general office building; (B) the granting of certain "Financial Assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, 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 Land and the Building are owned by the County of Nassau (the "County") and leased to the Company as ground lessee; and

WHEREAS, the Company subleased its interest in the Land and the Building to the Agency pursuant to a Company Lease Agreement dated as of October 1, 2020 (as amended to date, the “Company Lease”) between the Company, as lessor, and the Agency, as lessee; and

WHEREAS, the Agency sub-subleased the Project Facility to the Company pursuant to a Sublease Agreement dated as of October 1, 2020 (as amended to date, the “Lease Agreement”) between the Agency, as sublessor, and the Company, as sublessee; and

WHEREAS, pursuant to a Payment in Lieu of Taxes Agreement dated as of October 1, 2020 (as amended to date, the “PILOT Agreement”) among the Company and the Agency, the Company agreed to make certain payments in lieu of real estate taxes with respect to the Project Facility, and such obligation is secured pursuant to a certain Mortgage and Assignment of Leases and Rents dated as of October 1, 2020 (as amended, the “PILOT Mortgage”) from the Sub-Sublessee, the Company and the Agency, as mortgagors, to the County, as mortgagee, pursuant to which the Agency, the Sub-Sublessee and the Company granted a mortgage on the Project Facility; and

WHEREAS, the Sub-Sublessee is a sub-sub-subtenant of the Project Facility pursuant to an Agreement of Lease dated October 1, 2019 between the Company and the Sub-Sublessee; and

WHEREAS, the Sub-Sublessee and the Agency have entered into an Agency Compliance Agreement dated as of October 1, 2020 (the “TACA”) between the Agency and the Sub-Sublessee; and

WHEREAS, pursuant to a notification and consent request letter from the Applicants dated June 29, 2023 (and received by the Agency on July 10, 2023) (the “Consent Request”), a copy of which Consent Request is attached hereto as Exhibit A, the Sub-Sublessee requested that the Agency consent to the transfer of certain membership interests in the Sub-Sublessee and the amendment of the TACA and the other Transaction Documents required to effectuate such transfer (collectively, the “Transfer Transaction”); and

WHEREAS, no additional Financial Assistance is being requested by the Company 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 requests, 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 Agreement.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Chief Executive Officer/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 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 SEQRA.

Section 4. No additional Financial Assistance is being requested by the Company with respect to the Transfer Transaction, 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 requests 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 Transfer Transaction.

Section 7. The Agency hereby determines to proceed with the Transfer Transaction as set forth in the Consent Request, subject to the provisions of this Resolution.

Section 8. The execution and delivery of the documents, instruments and agreements required to effectuate the Transfer 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 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 9. The Chairman, Vice Chairman, Chief Executive Officer/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 10. The authorizations set forth in this Resolution are subject to the conditions that the Company shall pay the Agency's consent and amendment fee in the amount of \$6,000 and shall reimburse the Agency for all actual 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, Phillips Lytle LLP.

Section 11. 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 12. 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 13. Notwithstanding any provision in the Lease Agreement or any other Transaction Document 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 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. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Applicants and such other parties as any such officer may determine.

Section 15. 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:

William H. Rockensies	VOTING	Aye
John Coumatos	Absent	
Raymond Pinto	VOTING	Aye
Reginald A. Spinello	VOTING	Aye
Victor LaGreca	ABSENT	
Marco Troiano	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

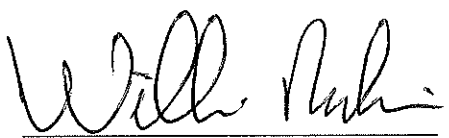
We, the undersigned [~~Vice~~] Chair and [~~Assistant~~] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 27, 2023 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; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 27th day of July, 2023.


[~~Assistant~~] Secretary


[~~Vice~~] Chair

(SEAL)

EXHIBIT A
CONSENT REQUEST

See Attached



FORCHELLI
DEEGAN
TERRANA

LOUIS H. FIORE
PARTNER
LFIORE@FORCHELLILAW.COM

June 29, 2023

Nassau County Industrial Development Agency
One West Street
Fourth Floor
Mineola, New York 11501
Attn: Mr. Sheldon L. Shrenkel, Chief Executive Officer

***Re: 70 Charles Lindbergh LLC and Cliffco Inc.
70 Charles Lindbergh Boulevard, Uniondale, New York***

Dear Mr. Shrenkel:

This firm is counsel to 70 Charles Lindbergh LLC (the “Company”) and Cliffco, Inc., (the “Sub-Sublessee”) with respect to that certain Straight Lease Transaction between the Nassau County Industrial Development Agency (the “Agency”) and the Company and Sub-Sublessee (the “IDA Transaction”). The Project consists of the renovation and equipping of an approximately 93,000 square foot office building located at 70 Charles Lindbergh Boulevard, Uniondale, New York (the “Facility”) of which approximately 28,500 square feet of space is sub-subleased to Sub-Sublessee.

At the time of the closing of the IDA Transaction, the shares in Sub-Sublessee were held as follows:

Christopher Clifford – 88%
Jay Broder - 9%
Ryan Riddle - 3%

The existing shareholders wish to transfer shares in Sub-Sublessee to Ace Watanasuparp and Ryan Riddle, existing executives of Sub-Sublessee resulting in the following ownership (the “Proposed Transfer”):

Christopher Clifford – 73.34%
Rich Amato – 8.33%
Ace Watanasuparp – 8.33%
Jay Broder – 7.50%
Ryan Riddle – 2.50%

June 29, 2023

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Pursuant to the transaction documents for the IDA Transaction (including, without limitation, Section 2.1 of the Uniform Project Agreement and Section 1.1(M) of the Tenant Agency Compliance Agreement), the Agency's consent is required with respect to the Proposed Transfer.

Accordingly, the Company respectfully requests that the Agency grant its consent to the Proposed Transfer.

Please do not hesitate to contact me with any questions or concerns.

Very truly yours,

FORCHELLI DEEGAN TERRANA LLP

By: Louis H. Fiore

LOUIS H. FIORE

cc: Phillips Lytle LLP
1205 Franklin Avenue, Suite 390
Garden City, New York 11530
Attention: Paul V. O'Brien, Esq.