

A regularly scheduled meeting of the Board of Directors of the Riverhead Industrial Development Agency was convened in public session on Monday, March 7, 2011, at 5:00 p.m., local time, at the offices of the Town of Riverhead at 200 Howell Avenue in Riverhead, New York.

The meeting was called to order by the Chairman of the Board of Directors and, upon the roll being duly called, the following Directors were:

DIRECTORS	PRESENT	ABSENT
Kathleen Wojciechowski	√	
Elias Kalogeras	√	
Thomas Cruso	√	
Paul Thompson	√	
Carl Gabrielson		√

The following persons were ALSO PRESENT:

Tracy Stark-James, Executive Director

Richard Ehlers, Local Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was the consideration of certain matters pertaining to a proposed project and financing for Atlantis Holding Company, LLC.

AUTHORIZES EXECUTION AND DELIVERY OF ALL DOCUMENTS NECESSARY TO ACCOMPLISH THE CLOSING OF THE CONSTRUCTION AND LEASEHOLD LOAN IN THE AMOUNT OF \$8,500,000 OF ATLANTIS HOLDING COMPANY, LLC

Lou Kalogeras offered the following resolution, which was seconded by Paul Thompson.

Whereas, by proceedings previously held the Riverhead Industrial Development Agency approved the application of Atlantis Holding Company, LLC to construct and equip a new addition to facilities at East Main Street, Riverhead, New York for use as additional exhibit, banquet and conference center space and the construction of and equipping of a new building for a hotel, and

Whereas, the Facility is located in an area previously determined by the Town Board of the Town of Riverhead to be a highly distressed area within the meaning of Section 862(2)(b) of the General Municipal Law, and

Whereas, a closing on the initial financing of this facility was concluded on October 15, 2010, and

Whereas, TD Bank has issued their Commitment Letter dated February 16, 2011 which has been accepted by Atlantis, for the second financing of the aforementioned facility,

and

Whereas, this Commitment requires the agreement and consent of the Riverhead Industrial Development Agency to the necessary financing documents, and

Whereas, all of the facilities financed will be constructed at East Main Street in Riverhead, New York, and

Whereas, the Commitment Letter requires a mortgage on the facilities at East Main Street, Riverhead, New York and a first priority mortgage on real property owned by J. Petrocelli Development Associates, LLC located at Veterans Memorial Highway, Ronkonkoma, New York together with an absolute assignment to the Bank of all rights in and to present and future rents and leases affecting the Commercial Property.

Now, Therefore Be It Resolved, that the Riverhead Industrial Development Agency hereby approves the documents required by the Commitment Letter of TD Bank Dated February 16, 2011 between the Bank and Hyatt Place East End Riverhead, LLC as agent for Atlantis Holding Company, LLC to finance the construction and equipping of the facilities of Atlantis Holding Company, LLC as previously induced by this Agency, and

Be It Further Resolved, that the Chair and Vice-Chair be and hereby are authorized on behalf of the Agency to execute and deliver all documents necessary to accomplish the closing of the Construction and Leasehold Loan in the amount of \$8,500,000, and the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same including but not limited to the Building Loan and Leasehold Mortgage and Security Agreement, the Assignment of Leases and Rents, the Lease between Atlantis Holding Company, LLC and Hyatt Place East End Riverhead, LLC, and the Collateral Mortgage made by J. Petrocelli Development Associates encumbering property located Veterans Memorial Highway, Ronkokoma, New York with Assignment of Leases and Rents, in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the Chair or Vice Chair shall approve. The execution thereof by the Chair or Vice Chair shall constitute conclusive evidence of such approval, and

Be it Further Resolved, that the Agency determines that the First Priority Mortgage on real property owned by J. Petrocelli Development Associates, LLC is necessary to and integral in the construction of the facilities of Atlantis Holding Company, LLC being constructed on East Main Street, Riverhead, New York and that therefore such mortgage is exempt from mortgage recording tax pursuant to the statutes made and provided.

Vote: 4 yes
1 absent

In WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 14th day of March, 2011

A black rectangular redaction box covering the signature area of the official.