

Date: December 2, 2024

At a meeting of the Town of Riverhead Industrial Development Agency (the “**Agency**”), held at Town Hall, 4 West Second Street, in Riverhead, New York, in said Town, on December 2, 2024 at 5:00 p.m. o’clock, Prevailing Time.

Present:       James B. Farley, Chairman  
                  Lee Mendelson, Treasurer  
                  Doug Williams, Asst. Treasurer  
                  Lori Ann Pipczynski, Vice Chairwoman

Absent:

Also Present: Tracy Stark-James, Executive Director  
                  Terance V. Walsh, Esq., Transaction Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the amendment and modification of certain payment-in-lieu-of-tax benefits for a certain industrial development facility more particularly described below (RD America, LLC 2023 Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

RESOLUTION OF THE TOWN OF RIVERHEAD INDUSTRIAL DEVELOPMENT AGENCY APPROVING AMENDMENT AND MODIFICATION OF THE PILOT BENEFITS OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR THE RD AMERICA, LLC 2023 FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AMENDMENTS TO THE LEASE AGREEMENT, AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS IN CONNECTION THEREWITH AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

RESOLUTION #35-24

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 624 of the Laws of 1980 of the State of New York, as may be amended from time to time (collectively, the “**Act**”), the Town of Riverhead Industrial Development Agency (the “**Agency**”) was created with the authority and power to issue its special revenue bonds for the purpose of, among other things, acquiring certain industrial development facilities as authorized by the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency previously provided its assistance to RD America, LLC d/b/a Restaurant Depot, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York (the “**Company**”) in connection with: the acquisition of an approximately 65,250 square foot portion of an approximately 128,455 square foot building (the “**Demised Premises**”), located on a portion of an approximately 21.89 acre parcel of land located at Riverhead Plaza Shopping Center, 765 Old Country Road, Riverhead, New York 11901 (the Demised Premises are located on portions of SCTM# 0600-104.00-02.00-016.000 and 019.000) (the “**Land**”), the renovation of and equipping of the Demised Premises, located on a portion of the Land (collectively, the “**Improvements**”), and the acquisition and installation therein of certain equipment and personal property including, but not limited to a refrigeration and free equipment, racking, telephones, computers, forklifts and other machinery (collectively, the “**Equipment**”; and together with the Demised Premises and the Improvements, the “**Facility**”), which Facility is leased and subleased by the Agency to the Company for use in its business as a wholesaler of food and restaurant supplies to independent restaurant owners, caterers, delicatessens and not-for-profits (collectively, the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on February 6, 2023 (the “**Authorizing Resolution**”), authorized the acquisition, construction and equipping of such facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, the Company currently leases the Facility to the Agency pursuant to a certain Company Lease Agreement, dated as of February 1, 2023 (the “**Original Company**”

**Lease**”), between the Company and the Agency, a memorandum of which Original Company Lease was submitted for recording in the Suffolk County Clerk’s office; and

WHEREAS, the Agency currently subleases the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of February 1, 2023 (the “**Original Lease Agreement**”), between the Agency and the Company, a memorandum of which Original Lease Agreement was submitted for recording in the Suffolk County Clerk’s office; and

WHEREAS, the Agency’s exemption of the Facility from real property taxes, and the Company’s obligation to make payments in lieu of taxes under the Original Lease Agreement, was intended to commence with the 2023/2024 tax year; and

WHEREAS, due to reasons outside of the control of the Agency or the Company, the Agency’s exemption was not effectuated for the 2023/2024 tax year, and instead will commence with the 2024/2025 tax year; and

WHEREAS, the Company has requested the Agency to amend and modify the payment-in-lieu-of-tax payments, as described in the Original Lease Agreement (the “**Original PILOT Payments**”), in order to delay the start date of the Original PILOT Payments by one year, to begin in the 2024/2025 tax year, and to revise the schedule of payments in lieu of taxes to reflect the most up to date assessment information with respect to the Facility, as shown in Exhibit A hereto (the “**PILOT Amendment**”); and

WHEREAS, to provide for the PILOT Amendment the Agency and the Company will amend the Original Company Lease and the Original Lease Agreement pursuant to an Amendment and Modification Agreement, dated as of December 1, 2024, or such other date as may be determined by the Chairman or Vice Chair of the Agency and counsel to the Agency (the “**Amendment and Modification Agreement**”; and together with the Original Company Lease, the “**Company Lease**”, and together with the Original Lease Agreement, the “**Lease Agreement**”); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

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

Section 1. The Agency hereby finds and determines:

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

(b) The Facility constitutes a “project”, as such term is defined in the Act; and

(c) Based upon representations of the Company, and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of

Riverhead and all regional and local land use plans for the area in which the Facility is located; and

(d) The continued leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Town of Riverhead, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(e) The continued leasing of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(f) The Amendment and Modification Agreement will be an effective instrument whereby the Agency and the Company agree to amend the Original Company Lease and the Original Lease Agreement to reflect the PILOT Amendment;

Section 2. In consequence of the foregoing, the Agency hereby (i) approves the PILOT Amendment, (ii) approves the form and substance of the Amendment and Modification Agreement, and (iii) authorizes the execution and delivery of the Amendment and Modification Agreement and such other related documents as may be necessary or appropriate to effect the PILOT Amendment.

Section 3. The form and substance of the Amendment and Modification Agreement to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated) is hereby approved.

Section 4. Subject to the provisions of this resolution,

(a) The Chairman, the Vice Chair, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment and Modification Agreement in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Vice Chair, or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman, the Vice Chair, and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, the Vice Chair, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chair, Vice Chair, or any member of the Agency is further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 5. Subject to the provisions of this resolution, the Agency hereby authorizes and approves the following amendments to the Company Lease and the Lease Agreement of to reflect the PILOT Amendment (as set forth in the PILOT Schedules attached as Exhibit A hereof).

Section 6. Counsel to the Agency and Nixon Peabody LLP, Transaction Counsel to the Agency are hereby authorized and directed to prepare, for submission to the Agency, the Agency Documents described in the foregoing resolution.

Section 7. The Chairman, the Vice Chair, and any member of the Agency are each hereby authorized and directed (i) to distribute copies of this resolution to the Company, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. This resolution shall take effect immediately.

DRAFT

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

<u>James B. Farley</u>	<u>VOTE</u>
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<u>Doug Williams</u>	<u>VOTE</u>
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<u>Lee Mendelson</u>	<u>VOTE</u>
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<u>Lori Ann Pipczynski</u>	<u>VOTE</u>
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The resolution was thereupon declared duly adopted.

[illegible]

I, the undersigned Chairman of the Town of Riverhead Industrial Development Agency, Suffolk County, New York, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Members of said Agency, including the resolution contained therein, held on December 2, 2024, with the original thereof on file in my office, and that the same is a true and correct transcript therefrom and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting.

I FURTHER CERTIFY that, pursuant to Section 103 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public.

I FURTHER CERTIFY that, PRIOR to the time of said meeting, I duly caused a public notice of the time and place of said meeting to be given to the following newspapers and/or other news media as follows:

Newspaper and/or other news media	Date given
Riverhead News Review	

I FURTHER CERTIFY that PRIOR to the time of said meeting, I duly caused public notice of the time and place of said meeting to be conspicuously posted in the following designated public location(s) on the following dates:

Designated Location(s) of posted notice Website	Dated of Posting

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of  
said Agency on \_\_\_\_\_, 2024.

James B. Farley, Chairman

(CORPORATE  
SEAL)

Exhibit A

Proposed PILOT Schedule

Schedule of payments-in-lieu-of-taxes: Town of Riverhead, (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Riverhead Central School District, Suffolk County and Appropriate Special Districts

Property Address: 765 Old Country Road, Riverhead, New York 11901

Tax Map Nos. p/o 0600-104.00-02.00-016.000 and 019.000

School District: Riverhead Central School District

<u>Year</u>	<u>PILOT Payment</u>
2024/2025	\$ 119,148
2025/2026	\$ 131,588
2026/2027	\$ 144,477
2027/2028	\$ 157,830
2028/2029	\$ 171,658
2029/2030	\$ 185,977
2030/2031	\$ 200,800
2031/2032	\$ 216,141
2032/2033	\$ 232,016
2033/2034	\$ 248,438
2034/2035, and thereafter	Full taxation