

Resolution authorizing and approving the execution and delivery of agreements in connection with a Straight-Lease Project for 2395 CDM Meat & Produce Corp. and its affiliate, 2395 Abram LLC

WHEREAS, the New York City Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 1082 of the 1974 Laws of New York, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, 2395 Abram LLC, a real estate holding company (the “Applicant”), has entered into negotiations with officials of the Agency for the construction, renovation, furnishing and equipping of a facility constituting a separate commercial condominium unit, consisting of a ground floor supermarket of approximately 7,341 square feet and an approximately 6,011 cellar storage and prepared foods space (collectively, the “Facility”) to be developed within an approximately 86,000 square foot mixed-use facility, on an approximately 9,625 square foot parcel of land located at 2395 Frederick Douglass Boulevard, New York, New York, all for use by 2395 CDM Meat & Produce Corp., an affiliate of the Applicant (the “Company”), in its operations as a full service retail Bravo supermarket, for lease to the Agency by the Applicant, or another affiliate of the Applicant to be formed, and sublease by the Agency to the Applicant for subsequent sub-sublease in whole to the Company, and having a total project cost of approximately \$1,395,414 (the “Project”); and

WHEREAS, on November 7, 2018, the Agency adopted a resolution approving the taking of preliminary action with respect to providing financial assistance in the form of a straight-lease transaction; and

WHEREAS, in order to finance the costs of the Project, (i) 2395 FDB JB LLC, the landlord of the Facility (or such other affiliate entity, the “Developer”), has agreed to loan up to \$600,000 to the Applicant to be paid as additional rent under the lease agreement between the Developer with the Applicant, (ii) Alpha 1 Marketing Corp., the merchandising and marketing company for the Applicant as a Bravo supermarket, has agreed to loan up to \$500,000 to the Applicant, and (ii) the Applicant and the Company have agreed to finance approximately \$295,414 of the Project cost with equity; and

WHEREAS, in order to provide financial assistance to the Applicant and the Company for the Project, the Agency intends to grant the Applicant and the Company financial assistance through a straight-lease transaction in the form of real property tax abatements and sales tax exemptions, all pursuant to the Act;

NOW, THEREFORE, NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY, HEREBY RESOLVES AS FOLLOWS:

Section 1. To accomplish the purposes of the Act and to provide financial assistance to the Applicant and the Company for the Project, a straight-lease transaction is hereby authorized subject to the provisions of this Resolution and the Lease Agreement hereinafter authorized.

Section 2. The execution and delivery of an Agency, Owner and Developer Agreement among the fee owner of the Facility, the Developer and the Agency, a Company Lease Agreement from the Applicant subleasing the Facility to the Agency, an Agency Lease Agreement from the Agency sub-subleasing the Facility to the Applicant (the "Lease Agreement") (for sub-sub-sublease to the Company), a Sales Tax Agent Authorization Letter from the Agency to the Company and the Applicant, and the acceptance of a Guaranty Agreement from the Company, the Applicant and the Applicant's and the Company's owners and/or principals in favor of the Agency (the "Guaranty Agreement") (each document referenced in this Section 2 being, collectively, the "Agency Documents"), each being substantively the same as approved by the Agency for prior transactions, is hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director and General Counsel of the Agency are each hereby authorized to execute, acknowledge and deliver each such Agency Document. The execution and delivery of each such agreement by one of said officers shall be conclusive evidence of due authorization and approval.

Section 3. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and contained in the Agency 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 and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Resolution or the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, director, officer, agent or employee of the Agency in his or her individual capacity and neither the members nor the directors of the Agency nor any officer executing any Agency Document shall be liable personally for any amounts payable thereunder or arising from claims thereon or be subject to any personal liability or accountability by reason of the execution and delivery or acceptance thereof.

Section 4. The officers of the Agency are hereby designated the authorized representatives of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for

carrying out this Resolution. The Agency recognizes that due to the unusual complexities of the transaction it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or General Counsel to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by a certificate of determination of an Agency officer.

Section 5. This Resolution shall take effect immediately.

ADOPTED: December 11, 2018