At a meeting of the Suffolk County Industrial Development Agency (the “Agency”), held in the Arthur Kunz Memorial Planning Library Conference Room located on the 2nd Floor of the H. Lee Dennison Building, 100 Veterans Memorial Highway, Hauppauge, Suffolk County, New York, on the 22nd day of June, 2023, the following members of the Agency were:

Present: Sarah Lansdale, Chair  
Kevin Harvey, Vice Chair  
Cris Damianos, Secretary  
Josh Slaughter, Member  
Gregory Casamento, Member  
Brian Beedenbender, Member

Excused Absence: Sondra Cochran

Also Present: Kelly Murphy, Acting Executive Director  
Anthony J. Catapano  
Lori LaPonte, Agency Accountant  
Regina Halliday, Bookkeeper  
Matt Lacourciere, Agency Intern  
William Wexler, Esq., Agency Counsel  
Andrew Komaromi, Esq., Harris Beach PLLC, Transaction Counsel  
William Weir, Esq., Nixon Peabody LLP, Transaction Counsel  
M. Cornelia Cahill, Esq., Barclay Damon, LLP, Transaction Counsel  
William Dudine, Esq., Katten Muchin Rosenman LLP, Transaction Counsel  
Greg Gordon, ZE Creative Communications  
Lola Rivera, ZE Creative Communications  
Brian Petersen, PKF O’Connor Davies, LLP, Agency Accountant  
James Madore, NEWSDAY  
Bruce Hanson, CEO, Citation Healthcare Labels, LLC  
Frederick Youngs, COO, Citation Healthcare Labels, LLC  
Meghan Healy, Esq., Germano & Cahill, P.C., Counsel for Citation Healthcare Labels, LLC
The following resolution was offered by Cris Damianos, seconded by Gregory Casamento, to wit:

RESOLUTION OF THE SUFFOLK COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, RECONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY FOR CITATION HEALTHCARE LABELS, LLC AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Suffolk County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 675 of the Laws of 1975 of New York, as amended, constituting Section 911-a 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, renovating, improving, maintaining, equipping and furnishing of, among others, manufacturing, warehousing, research, commercial or industrial facilities, 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 “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, in 2015, the Agency undertook a project (the “2015 Project”) on behalf of Citation Business Forms, Inc. (the “Original Company”) consisting of the following: (A) (1) the acquisition of an interest in approximately 3.0 acres of real estate located at 55 Engineers Road, Hauppauge (Tax Map #0800-185-1-26), in the Town of Smithtown, Suffolk County, New York (the “55 Engineer Road Land”); (2) the renovation, equipping and furnishing of an existing approximately 36,000 square foot building located on the 55 Engineer Road Land (the “2015 Facility”); and (3) the acquisition and installation therein and thereon of various machinery and equipment (the “2015 Equipment”), to be used as the Original Company’s offices and manufacturing facility (the 55 Engineer Road Land, the 2015 Facility and the 2015 Equipment being collectively referred to as the “2015 Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain transfer taxes and real property taxes (collectively, the “2015 Financial Assistance”); (C) the lease (with an obligation to purchase) or sale of the 2015 Project Facility to the Original Company or such other person as may be designated by the Original Company and agreed upon by the Agency; and
WHEREAS, the Original Company entered into a series of transaction, as consented to by the Agency, that resulted in its merger with Citation Healthcare Labels, LLC (the “Company”); and

WHEREAS, the Company, on behalf of itself and/or entities formed or to be formed on its behalf, has requested that the Agency undertake a project (the “2023 Project” and together with the 2015 Project, the “Project”) consisting of the following: (A) (1) the retention of the Agency’s interest in the 2015 Project Facility and the acquisition of an interest in approximately 1.7 acres of real estate located at 65 Engineers Road, Hauppauge (Tax Map #0800-185-1-25), in the Town of Smithtown, Suffolk County, New York (the “65 Engineer Road Land” and, together with the 55 Engineer Road Land, the “Land”); (2) the renovation of the 2015 Facility and the renovation, equipping and furnishing of an existing approximately 23,000 square foot building located on the 65 Engineer Road Land (the “65 Engineer Road Facility” and, together with the 2015 Facility, the “Facility”) and (3) the acquisition and installation therein of various machinery and equipment (the “2023 Equipment” and, together with the 2015 Equipment, the “Equipment”) (the Land, the Facility, and the 2023 Equipment being collectively referred to as the “2023 Project Facility”; the 2023 Project Facility and the 2015 Project Facility being collectively referred to as the “Project Facility”), to be used as the Company’s offices and warehousing and manufacturing facility for its business as a manufacturer and supplier of labels for clinical drug trials and which Project Facility is to be leased and subleased by the Agency to the Company; (C) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes and real property taxes (collectively, the “Financial Assistance”); and (D) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the 55 Engineer Road Land and the 2015 Facility is REP D-2032 LLC and the owner of the 65 Engineer Road Land and the 65 Engineer Road Facility is REP 2027 LLC; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Suffolk County, New York by undertaking the 2023 Project in Suffolk County, New York; and

WHEREAS, pursuant to the Act, any approval of the 2023 Project contained herein is contingent upon a determination by the members of the Agency to proceed with the 2023 Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the 2023 Project; and

WHEREAS, although the resolution authorizing the 2023 Project has not yet been drafted for approval by the Agency, a preliminary agreement (the “Preliminary Agreement”) relative to the undertaking of the proposed 2023 Project by the Agency has been presented for approval by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “SEQRA”), the
Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the 2023 Project constitutes such an action; and

WHEREAS, to aid the Agency in determining whether the action described above may have a significant adverse impact upon the environment, the Company prepared an Environmental Assessment Form (the “EAF”), a copy of which is on file at the office of the Agency; and

WHEREAS, the Agency has examined and reviewed the EAF in order to classify the action and make a determination as to the potential significance of the action pursuant to SEQRA;

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

Section 1. (A) Based upon an examination of the EAF, the criteria contained in 6 NYCRR § 617.7(c), and based further upon the Agency’s knowledge of the action and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations pursuant to SEQRA:

(i) The action consists of the components described above in the sixth WHEREAS clause of this Resolution;

(ii) The action constitutes an “Unlisted Action” (as said quoted term is defined in SEQRA);

(iii) The Agency declares itself “Lead Agency” (as said quoted term is defined in SEQRA) with respect to an uncoordinated review pursuant to SEQRA;

(iv) The action will not have a significant effect on the environment, and the Agency hereby issues a negative declaration pursuant to SEQRA, attached hereto as Exhibit A, which shall be filed in the office of the Agency in a file that is readily accessible to the public.

(B) A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 2. The Agency has reviewed the Application and the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby makes the following findings and determinations with respect to the 2023 Project:

(A) The Facility constitutes a “project” within the meaning of the Act; and

(B) The completion of the Facility and the acquisition and installation of the 2023 Equipment will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project from one area of the State of New York to another area of
the State of New York or in the abandonment of a plant or facility of the Company or of any proposed occupant of the Project located in the State of New York; and

(C) The 2023 Project does not constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost; and

(D) The acquisition, renovation, reconstruction, construction and equipping of the Facility will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Suffolk County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the 2023 Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Suffolk County, New York and the State of New York and improve their standard of living.

Section 3. If, following full compliance with the requirements of the Act, including the requirements set forth in Section 859-a of the Act, (i) the Agency confirms the findings contained in Section 2 of this Resolution, (ii) the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the 2023 Project and to grant the Financial Assistance with respect thereto, and (iii) the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) retain and acquire, as necessary, an interest in the Project Facility from the Company pursuant to one or more deeds, lease agreements, licenses or other documentation to be negotiated between the Agency and the Company (the “Acquisition Agreement”); (B) appoint the Company to act as agent for the Agency, renovate, reconstruct and construct the Facility and acquire and install the 2023 Equipment in the Project Facility; (C) sublease (with the obligation to purchase) or sell the Project Facility to the Company pursuant to one or more lease agreements or installment sale agreements (the “Lease and Project Agreement”) between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the 2023 Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, and all reasonable fees and expenses incurred by the Agency with respect to or in connection with the 2023 Project and/or the Project Facility; and (D) provide the Financial Assistance with respect to the 2023 Project, including (1) exemption from sales tax relating to the renovation, reconstruction and construction of the Facility and the acquisition and installation of the 2023 Equipment, (2) exemption from deed transfer taxes on real estate transfers to and from the Agency with respect to the Project, and (3) exemption from real property taxes subject to execution of a payment in lieu of tax agreement satisfactory to the Agency, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 4. If the Agency adopts the Future Resolution, the granting of the Financial Assistance with respect to the 2023 Project by the Agency, as contemplated by Section 3 of this Resolution shall be subject to: (A) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the 2023 Project by the Agency, and satisfaction by the Company of all the terms and conditions of the
Preliminary Agreement applicable to the Company; (B) agreement by the Agency and the Company on mutually acceptable terms for the retention and conveyance as may be required of the Facility and the Equipment to the Agency; (C) agreement between the Company and the Agency as to payment by the Company of the administrative fee of the Agency and the fees of counsel to the Agency with respect to the 2023 Project; (D) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the 2023 Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (E) if any portion of the Financial Assistance to be granted by the Agency with respect to the 2023 Project is not consistent with the Agency’s uniform tax exemption policy, a determination by the members of the Agency that the procedures for deviation from such policy set forth in Section 874(b) of the Act have been complied with; and (F) the following additional condition(s): None.

Section 5. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the Chair (or Vice Chair) or Acting Executive Director of the Agency are hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer’s approval of any and all changes or revisions therein from the form now before this meeting.

Section 6. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 7. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its final determination whether to approve the 2023 Project. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the 2023 Project. This Resolution shall not be deemed to constitute a commitment by the Agency to grant the Financial Assistance with respect to the 2023 Project, except upon satisfaction of the requirements set forth in Section 4 hereof and in the Preliminary Agreement.

Section 8. Barclay Damon LLP is hereby appointed transaction counsel to the Agency with respect to all matters in connection with the 2023 Project. Transaction counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, Counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the authorization, of the transactions contemplated by this Resolution.

Section 9. The Agency hereby authorizes the Acting Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to the 2023 Project, after consultation
with counsel to the Agency, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the 2023 Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice and publication to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at a public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 10. The Preliminary Agreement shall be deemed the obligations of the Agency, and not of any member, officer, agent or employee of the Agency in his or her individual capacity, and the members, officers, agents and employees of the Agency shall not be personally liable thereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The Preliminary Agreement shall not constitute or give rise to an obligation of the State of New York or Suffolk County, New York and neither the State of New York nor Suffolk County, New York shall be liable thereon, and further, such agreement shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency.

Section 11. The Chair, Vice Chair and/or Acting Executive Director of the Agency are hereby authorized and directed to: (A) (i) distribute copies of this Resolution to the Company, and (ii) deliver or cause to be delivered a copy of this Resolution by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the chief executive officer of each affected local taxing jurisdiction (including the district clerk and district superintendent of each affected school district), such delivery to comply with the requirements of Section 859-a of the Act; and (B) do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

Aye
Sarah Lansdale
Kevin Harvey
Brian Beedenbender
Gregory T. Casamento
Cris Damianos
Joshua Slaughter

Nay
The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK  
)  
) SS.:  
COUNTY OF SUFFOLK  
)  

I, the undersigned (Assistant) Secretary of the Suffolk County Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 22, 2023, with the original thereof on file in my 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.

I 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.

I 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, I have hereunto set my hand this 27th day of June, 2023.

(Assistant) Secretary