

## WAIVER OF NOTICE AND CONSENT OF SPECIAL MEETING

We, the Undersigned, being all members of the Riverhead Town Board of the Town of Riverhead, County of Suffolk, and State of New York, do hereby waive notice of the time, place, date and purpose of a meeting of the Town Board of the Town of Riverhead, to be held at the Town Hall, Riverhead, New York at 11:45 a.m. on the 6<sup>th</sup> day of March, 2008 and do consent to the holding of such meeting for the purpose of:

### CDA RESOLUTION:

# 10 AUTHORIZES THE CHAIRMAN TO EXECUTE AN AMENDMENT TO AGREEMENT OF SALE DATED OCTOBER 2, 2007 WITH REPCAL, LLC.

### RESOLUTIONS:

#205 AUTHORIZES THE SUPERVISOR TO EXECUTE AMENDMENT TO AGREEMENT OF SALE DATED OCTOBER 2, 2007 WITH REPCAL, LLC.

#206 WATER DISTRICT FILTER REHABILITATION FOR PLANT 12 CAPITAL IMPROVEMENT PROJECT BUDGET ADOPTION.

#207 WATER DISTRICT NEW WELL CONSTRUCTION CAPITAL IMPROVEMENT PROJECT BUDGET ADOPTION

#208 STREET LIGHTING BUCKET TRUCK BUDGET ADOPTION

3/6/08

# Adopted

## TOWN OF RIVERHEAD

CDA RESOLUTION # 10

AUTHORIZES THE CHAIRMAN TO EXECUTE AMENDMENT TO AGREEMENT OF SALE DATED OCTOBER 2, 2007 WITH REPCAL LLC

COUNCILWOMAN BLASS offered the following resolution, which was seconded by COUNCILMAN BUCKLEY

WHEREAS, the Town of Riverhead and the Town of Riverhead Community Development Agency have entered into an Agreement of Sale to sell some 300 acres of property located in the Light Industrial Zone at the Enterprise Park at Calverton, south of Route 25, Calverton, New York; to Repcal LLC; and

WHEREAS, REPCAL LLC has requested an extension of the Due Diligence Period as same as defined in the October 2, 2007 Agreement; and

WHEREAS, the requested extension will not cause any delays with respect to the other time periods and deadlines set forth in the October 2, 2007 Agreement;

NOW, THEREFORE BE IT RESOLVED,

That the Chairman is hereby authorized to execute an amendment to the Agreement of Sale dated October 2, 2007 in the form and content as annexed hereto;

RESOLVED, that the Town Clerk is hereby directed to forward a certified copy of this resolution and attached notice to Smith, Finkelstein, Lundberg, Isler & Yakaboski, LLP., 456 Griffing Avenue, Riverhead, New York 11901, Guy Germano, Esq., Germano & Cahill, PC., 4250 Veterans Memorial Highway, Suite 275, Holbrook, New York 11741; Chris Kempner, Director of the Community Development Agency, and Dawn C. Thomas, Esq., Town Attorney.

THIS RESOLUTION HAS BEEN PREPARED BY FRANK A. ISLER, SPECIAL COUNSEL.

THE VOTE

Buckley	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no	Wooten	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Dunleavy	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no	Blass	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Cardinale	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no			

THE RESOLUTION  WAS  WAS NOT THEREFORE DULY ADOPTED

**AMENDMENT TO AGREEMENT OF SALE**

**DATED OCTOBER 2, 2007**

WHEREAS, the Town of Riverhead and Town of Riverhead Community Development Agency (collectively, "Seller") and Reocal LLC ("Purchaser") entered into an agreement of sale dated October 2, 2007 which, by its terms, had an effective date of November 1, 2007 (the "Agreement"); and

WHEREAS, pursuant to Article 3 of the Agreement, the Purchaser was given one hundred and twenty (120) days to complete its due diligence investigation; and

WHEREAS, the parties acknowledge that the Purchaser has conducted investigations of the property pursuant to Article 3 of the Agreement and that additional time is required to complete the investigations; and

WHEREAS, paragraph 3.5 of the Agreement contemplates that the Due Diligence Period can be extended;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party hereto, the Seller and Purchaser agree as follows:

1. The Due Diligence Period defined in paragraph 3.1 and 3.9 of the Agreement shall be extended six (6) additional months to August 31, 2008.

2. Notwithstanding the extension of the Due Diligence Period, the Purchaser expressly agrees that it shall adhere to all other time deadlines set forth in the Agreement, including those set forth in Schedule B annexed hereto.

3. The Purchaser waives any objections to, or any extensions of, the Due Diligence Period as it relates solely to the items listed in Schedule A annexed hereto.

4. Except as modified by this amendment, all other provisions of the Agreement shall remain in full force and effect. Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Agreement.

**SELLER:**

**TOWN OF RIVERHEAD**

BY: \_\_\_\_\_

NAME: PHILIP J. CARDINALE

TITLE: SUPERVISOR

DATE: \_\_\_\_\_

**TOWN OF RIVERHEAD  
COMMUNITY DEVELOPMENT  
AGENCY**

BY: \_\_\_\_\_

NAME: PHILIP J. CARDINALE

TITLE: CHAIR

DATE: \_\_\_\_\_

**PURCHASER:**

**REPCAL LLC**

BY: \_\_\_\_\_

NAME: GREG RECHLER

TITLE: MANAGER

DATE: \_\_\_\_\_

## **SCHEDULE A**

1. **Hazardous materials investigation-** as disclosed on attached Phase I and Phase II reports by P.W.Grosser Consulting dated October 22, 2007 and February 1, 2008, respectively.
  
  2. **Survey-** Purchaser waives any survey objections, subject to Town's agreement and approval with Purchaser's survey by Nelson & Pope dated January 22, 2008 and subject to further investigation of an apparent sewer line across the site to the Stony Brook University property and subject to approval of an agreement regarding the continued existence of same.
  
  3. **Availability of Water service to the site**
  
  4. **Availability of Sewer service to the site-** subject to Purchaser's receipt and acceptance of a sewer availability Plan and Report including an acceptable cost estimate for the provision of sewer service to Purchaser's site from the Calverton Sewer District; and acceptable evidence of the ability of the sewer district to bond for any and all district expansions and required regulatory improvements and upgrades.
  
  5. **Availability of Electric and Gas utilities service to the site**
-

SCHEDULE B

Deadline date	ACT	k provision
2/29/08	END OF DUE DILIGENCE	3.1
2/29/08	DEADLINE TO GET SURVEY	3.4
3/10/08	DEADLINE TO TERMINATE BASED ON DUE DILIGENCE	3.5
3/30/08	DEADLINE TO FILE PRELIM SUBDIVISION APPLICATON	9.1
5/29/08	DEADLINE TO PETITION FOR SEWER AND WATER EXT.	26.2
7/25/09	DEADLINE TO PAY FOR 6 MONTH EXTENSION	13.3
7/31/09	END OF 21 MONTH OUTSIDE CONDITION SATISFACTION	13.2
1/26/10	DEADLINE TO PAY FOR 6 MONTH EXTENSION	13.3
1/31/10	END OF 1ST SIX MONTH EXTENSION	13.2
7/24/10	DEADLINE TO PAY FOR 2ND SIX MONTH EXTENSION	13.3
7/31/10	END OF 2ND SIX MONTH EXTENSION	13.2
1/25/2011	DEADLINE TO PAY FOR 3RD EXTENSION	13.3
1/31/2011	END OF 3RD EXTENSION	13.2
3/2/2011	LAST DAY TO CLOSE	13.1
3/2/2021	OUTSIDE COMPLETION DATE	16.1

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Special Board Meeting  
3/6/08

RESOLUTION # 205

# Adopted

TOWN OF RIVERHEAD

AUTHORIZES THE SUPERVISOR TO EXECUTE AMENDMENT TO AGREEMENT OF SALE DATED OCTOBER 2, 2007 WITH REPCAL LLC

**COUNCILMAN BUCKLEY**

\_\_\_\_\_ offered the following

resolution, which was seconded by **COUNCILMAN WOOTEN**

WHEREAS, the Town of Riverhead and the Town of Riverhead Community Development Agency have entered into an Agreement of Sale to sell some 300 acres of property located in the Light Industrial Zone at the Enterprise Park at Calverton, south of Route 25, Calverton, New York; to Repcal LLC; and

WHEREAS, REPCAL LLC has requested an extension of the Due Diligence Period as same as defined in the October 2, 2007 Agreement; and

WHEREAS, the requested extension will not cause any delays with respect to the other time periods and deadlines set forth in the October 2, 2007 Agreement;

NOW, THEREFORE BE IT RESOLVED,

That the Supervisor is hereby authorized to execute an amendment to the Agreement of Sale dated October 2, 2007 in the form and content as annexed hereto;

RESOLVED, that the Town Clerk is hereby directed to forward a certified copy of this resolution and attached notice to Smith, Finkelstein, Lundberg, Isler & Yakaboski, LLP., 456 Griffing Avenue, Riverhead, New York 11901, Guy Germano, Esq., Germano & Cahill, PC., 4250 Veterans Memorial Highway, Suite 275, Holbrook, New York 11741; Chris Kempner, Director of the Community Development Agency, and Dawn C. Thomas, Esq., Town Attorney.

~~THIS RESOLUTION HAS BEEN PREPARED BY FRANK A. ISLER, SPECIAL COUNSEL.~~

THE VOTE

Buckley	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no	Wooten	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Dunleavy	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no	Blass	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
			Cardinale	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no

THE RESOLUTION  WAS  WAS NOT THEREFORE DULY ADOPTED

**AMENDMENT TO AGREEMENT OF SALE**

**DATED OCTOBER 2, 2007**

WHEREAS, the Town of Riverhead and Town of Riverhead Community Development Agency (collectively, "Seller") and Repcal LLC ("Purchaser") entered into an agreement of sale dated October 2, 2007 which, by its terms, had an effective date of November 1, 2007 (the "Agreement"); and

WHEREAS, pursuant to Article 3 of the Agreement, the Purchaser was given one hundred and twenty (120) days to complete its due diligence investigation; and

WHEREAS, the parties acknowledge that the Purchaser has conducted investigations of the property pursuant to Article 3 of the Agreement and that additional time is required to complete the investigations; and

WHEREAS, paragraph 3.5 of the Agreement contemplates that the Due Diligence Period can be extended;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party hereto, the Seller and Purchaser agree as follows:

1. The Due Diligence Period defined in paragraph 3.1 and 3.9 of the Agreement shall be extended six (6) additional months to August 31, 2008.

2. Notwithstanding the extension of the Due Diligence Period, the Purchaser expressly agrees that it shall adhere to all other time deadlines set forth in the Agreement, including those set forth in Schedule B annexed hereto.

3. The Purchaser waives any objections to, or any extensions of, the Due Diligence Period as it relates solely to the items listed in Schedule A annexed hereto.

4. Except as modified by this amendment, all other provisions of the Agreement shall remain in full force and effect. Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Agreement.

**SELLER:**

**TOWN OF RIVERHEAD**

BY: \_\_\_\_\_

NAME: PHILIP J. CARDINALE

TITLE: SUPERVISOR

DATE: \_\_\_\_\_

**TOWN OF RIVERHEAD  
COMMUNITY DEVELOPMENT  
AGENCY**

BY: \_\_\_\_\_

NAME: PHILIP J. CARDINALE

TITLE: CHAIR

DATE: \_\_\_\_\_

**PURCHASER:**

**REPCAL LLC**

BY: \_\_\_\_\_

NAME: GREG RECHLER

TITLE: MANAGER

DATE: \_\_\_\_\_

## **SCHEDULE A**

1. **Hazardous materials investigation-** as disclosed on attached Phase I and Phase II reports by P.W.Grosser Consulting dated October 22, 2007 and February 1, 2008, respectively.
  
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  3. **Availability of Water service to the site**
  
  4. **Availability of Sewer service to the site-** subject to Purchaser's receipt and acceptance of a sewer availability Plan and Report including an acceptable cost estimate for the provision of sewer service to Purchaser's site from the Calverton Sewer District; and acceptable evidence of the ability of the sewer district to bond for any and all district expansions and required regulatory improvements and upgrades.
  
  5. **Availability of Electric and Gas utilities service to the site**
-

SCHEDULE B

Deadline date	ACT	k provision
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1/31/2011	END OF 3RD EXTENSION	13.2
3/2/2011	LAST DAY TO CLOSE	13.1
3/2/2021	OUTSIDE COMPLETION DATE	16.1

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3/6/08

# Adopted

**TOWN OF RIVERHEAD**

**WATER DISTRICT FILTER REHABILITATION FOR PLANT 12**  
**CAPITAL IMPROVEMENT PROJECT**

**BUDGET ADOPTION**

**RESOLUTION # 206**

**COUNCILMAN WOOTEN**

\_\_\_\_\_ offered the following resolution,

which was seconded by **COUNCILWOMAN BLASS** \_\_\_\_\_.

**BE IT RESOLVED**, that the Supervisor be, and is hereby, authorized to establish the following budget adoption:

		<b><u>FROM</u></b>	<b><u>TO</u></b>
406.083200.482220.30097	Repair and Maintenance Transfer	53,000	
406.083200.523011.30097	Carbon Units Improvements		53,000

**THE VOTE**

Wooten  Yes  No      Buckley  Yes  No  
 Dunleavy  Yes  No *Absent*      Blass  Yes  No  
 Cardinale  Yes  No

TOWN OF RIVERHEAD

WATER DISTRICT NEW WELL CONSTRUCTION  
CAPITAL IMPROVEMENT PROJECT

BUDGET ADOPTION

RESOLUTION # 207

COUNCILWOMAN BLASS

offered the following resolution,

which was seconded by

COUNCILMAN BUCKLEY

**BE IT RESOLVED**, that the Supervisor be, and is hereby, authorized to establish the following budget adoption:

		<u>FROM</u>	<u>TO</u>
406.095731.494200.30098	Serial Bond Proceeds	1,916,000	
406.083200.523010.30098	Construction		1,500,000
406.083200.543501.30098	Professional Services - Engineering		266,000
406.083200.547900.30098	Contingency		150,000

**THE VOTE**

Wooten  Yes  No      Buckley  Yes  No  
*Absent*  
Dunleavy  Yes  No      Blass  Yes  No  
Cardinale  Yes  No

MARCH 6, 2008

Adopted

TOWN OF RIVERHEAD

STREET LIGHTING BUCKET TRUCK

BUDGET ADOPTION

RESOLUTION # 208

COUNCILMAN BUCKLEY

offered the following resolution,

which was seconded by COUNCILMAN WOOTEN

**BE IT RESOLVED**, that the Supervisor be, and hereby is, authorized to establish the following budget adoption:

	<u>FROM</u>	<u>TO</u>
406.095731.494200.40144 Serial Bond Proceeds	\$90,000.00	
406.051820.524175.40144 Street Lighting Bucket Trucks		\$90,000.00

**THE VOTE**

Wooten  Yes  No

Buckley  Yes  No

Dunleavy  Yes  No

Blass  Yes  No

Cardinale  Yes  No