

**RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS
RELATING TO THE OPTIMA FOODS, INC. PROJECT TO EXTEND THE NEW YORK
STATE AND LOCAL SALES TAX EXEMPTION FOR THE PROJECT**

WHEREAS, on April 19, 2016, the Agency adopted a resolution granting approval of and authorizing the grant of certain financial assistance by the Agency to Optima Realty LLC (the "Company") with respect to a project (the "Project") consisting of the expansion, renovation and equipping of its approximately 46,000 square foot manufacturing, warehouse and distribution facility located at 15 West Jefryn Boulevard in Deer Park, New York (the "Facility"), all for use by the Company and Optima Foods, Inc. (the "Sublessee") in its respective business of manufacturing, distribution and importing of food products; and

WHEREAS, on June 23, 2016 the Agency entered into a straight lease transaction with the Company pursuant to which the Agency granted the Company and the Sublessee financial assistance in the form of among others, exemptions from real property taxes and New York State and local sales and use taxes in accordance with an Amended and Restated Lease Agreement, between the Agency and the Company dated September 30, 2016 (the "Lease Agreement"); and

WHEREAS, the New York State and local sales tax exemption for the Project and the Facility is set to expire on June 23, 2019 (the "Sales Tax Exemption Expiration Date") and completion of the Project has been delayed and the Company and the Sublessee desires to extend Sales Tax Exemption Expiration Date for the Project from June 23, 2019 to October 31, 2019; and

NOW, THEREFORE, BE IT DETERMINED, APPROVED AND RESOLVED by the members of the Agency as follows:

Section 1. In order to provide the Company with financial assistance with respect to exemptions from New York State and local sales and use taxes with respect to the Project and the Facility, the Agency authorizes the amendment of the Lease Agreement and any Sales Tax Authorization Letter relating thereto (each a "Sales Tax Letter") as shall be necessary to accomplish the foregoing including extending the Sales Tax Exemption Expiration Date from June 23, 2019 to October 31, 2019 thereby permitting the Agency to grant to the Company New York State and local sales and use tax exemptions for the extended period.

Section 2. Thomas E. Dolan as Chief Executive Officer (the "CEO") or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of amendments to the Lease Agreement, the Sales Tax Letter and any other agreements or certificates consistent herewith (hereinafter collectively called the "Amended Documents"), all in form acceptable to the Agency upon the advice of counsel to the Agency. The execution thereof by the CEO shall constitute conclusive evidence of the approval of the Amended Documents.

The CEO or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, the Secretary or Assistant Secretary of the Agency ("Authorized Representatives"), to execute any Amended Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Amended Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the Chief Executive Officer's or any other Authorized Representative's signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Amended Documents, and to execute and deliver all such additional certificates, instruments, agreements and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Amended Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Amended 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, and the Amended 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.

Section 5. No covenant, stipulation, obligation or agreement contained in this resolution, or the Amended Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the Town of Babylon in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Amended Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6. This resolution shall take effect immediately.

STATE OF NEW YORK)
) ss:
COUNTY OF SUFFOLK)

I, Paulette L. Moses, the duly elected, qualified and acting Secretary of the Town of Babylon Industrial Development Agency (the "Agency"), hereby certify that:

1. The foregoing is a true, correct and complete copy of the record of proceedings of the Agency had and taken at a lawful meeting of the Agency held at the Old Town Hall, 47 West Main Street, Babylon, New York on June 19, 2019, commencing at the hour of 8:00 A.M., as recorded in the regular official book of the proceedings of the Agency, those proceedings were duly had and taken as shown therein, the meeting shown therein was duly held, and the persons named therein were present at that meeting as shown therein.

2. All members of the Agency and the public were duly notified of that meeting, pursuant to law.

IN WITNESS WHEREOF, I have signed this certificate and affixed the seal of the Agency this 19th day of June, 2019.

Paulette L. Moses
Secretary, Town of Babylon Industrial Development Agency

(SEAL)