

**RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS
RELATING TO THE HAROLD LEVINSON ASSOCIATES, LLC PROJECT**

WHEREAS, on July 17, 2012, the Town of Babylon Industrial Development Agency (the “Agency”) adopted a resolution having the following caption:

**RESOLUTION GRANTING APPROVAL OF AND AUTHORIZING THE
GRANT OF CERTAIN FINANCIAL ASSISTANCE BY THE TOWN OF BABYLON
INDUSTRIAL DEVELOPMENT AGENCY TO HAROLD LEVINSON ASSOCIATES,
INC., REB LIMITED LIABILITY COMPANY AND ERB LIMITED LIABILITY
COMPANY, IN CONNECTION WITH THE RENOVATION AND RE-EQUIPPING OF
AN OFFICE, WAREHOUSE AND WHOLESALE DISTRIBUTION FACILITY IN THE
TOWN OF BABYLON**

WHEREAS, on November 30, 2012 the Agency entered into a straight lease transaction with REB Limited Liability Company (the “140 Carolyn Blvd. Lessee”), ERB Limited Liability Company (the “21 Banfi Plaza Lessee” and, together with the 140 Carolyn Blvd. Lessee, the “Lessees”) and Harold Levinson Associates, Inc. (the “Company”), pursuant to which the Agency granted Lessees and Sublessee financial assistance in the form of among others, exemptions from New York State Sales and Uses taxes, which straight lease transaction was amended on December 22, 2015 in accordance with those amendments to the Project Documents, including those certain amended and restated lease agreements (the “Lease Agreements”) between the Agency and Company dated December 22, 2015; and

WHEREAS, the sales tax benefits granted to the Company under the straight lease transaction have expired as of November 30, 2015, and the Company has requested additional sales tax benefits with respect to the Project in connection with the acquisition of equipment for use at its facilities located at 21 Banfi Plaza and 140 Carolyn Blvd. in East Farmingdale, New York (the “Facility”), in connection with its business of warehousing, sale and distribution of tobacco products, food stuffs and confectionary products;

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

Section 1. In order to provide the Companies with financial assistance with respect to exemption from New York State and local Sales and Use Taxes with respect to the Project the Agency authorizes the amendment of the Lease Agreements as shall be necessary to accomplish the foregoing.

Section 2. Matthew McDonough as Chief Executive Officer or any successor Chief Executive Officer (the “Chief Executive Officer”) or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of amendments to the Lease Agreements 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 Chief Executive Officer shall constitute conclusive evidence of the approval of the Amended Documents.

The Chief Executive Officer 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, 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.

