

**RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF A  
PRELIMINARY SALES TAX LETTER WITH REGARD TO THE  
BERENSTEIN & SON, INC. DBA BERENSTEIN TEXTILES PROJECT**

**WHEREAS**, pursuant to a resolution of the Town of Babylon Industrial Development Agency (the "Agency"), dated March 19, 2013 the Agency authorized preliminary approval of the grant of certain financial assistance to Berenstein & Son Inc. d/b/a Berenstein Textiles, a corporation organized and existing under the laws of the State of New York (the "Company") with respect to a project (the "Project") consisting of the acquisition, renovation and equipping of an approximately 25,000 square foot building located on that certain approximately 2.1 acre lot, piece or parcel of land generally known as and located at 300 Suburban Drive, Deer Park, New York (the "Facility") by RCB Properties or any other real estate holding entity formed by the principals of the Company (the "Owner"), for use by the Company as an office, warehousing and manufacturing facility in its business of importing textiles globally and selling (wholesale) mainly throughout the United States; and

**WHEREAS**, the Company desires to commence the acquisition of certain equipment for use at the Facility; and

**WHEREAS**, prior to the authorization, execution and delivery of final documents and agreements in connection with the Project, the Company has requested that the Agency issue a Preliminary Sales Tax Letter (the "Preliminary Sales Tax Letter") with respect to the Project.

**NOW, THEREFORE, BE IT RESOLVED** by the Agency, as follows:

- Section 1. For purposes of providing the terms and conditions for which the Company, will receive the benefit of certain state and local sales and use tax exemptions in connection with the Project, a preliminary sales tax letter and an indemnification agreement (collectively, the "Interim Documents") in such form as the Chief Executive Officer of the Agency shall (with the advice of Agency counsel) deem advisable, be, and the same are, hereby approved; and the Chief Executive Officer of the Agency is hereby authorized and directed to execute, acknowledge and deliver the Interim Documents in the name of the Agency. The state and local sales and use tax abatements granted under the Interim Documents shall not exceed \$8,625 in the aggregate and, in the event of a straight lease transaction is not consummated by the Company, the Agency shall recapture all state and local sales and use tax benefits granted under the Interim Documents. The execution and delivery of the Interim Documents shall be conclusive evidence of due authorization and approval of the Interim Documents in their respective final form.
- Section 2. This Resolution shall take effect immediately.
- Section 3. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance (as such term is defined in the Act (as defined below)) with respect to the Project in excess of \$100,000 to the Company until the Agency has held

a public hearing with respect to the Project in accordance with the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended.


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

I, Chris Ferencik 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 Law Office of John Braslow, 816 Deer Park Avenue, North Babylon, New York on April 9, 2013, commencing at the hour of 7:00 P.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 9th day of April, 2013.

  
Secretary, Town of Babylon Industrial Development Agency

(SEAL)