

**RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS RELATING TO THE T&L CREATIVE SALADS, INC. PROJECT**

WHEREAS, on September 25, 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 T&L CREATIVE SALADS INC. AND 148 ALLEN BLVD., LLC IN CONNECTION WITH THE ACQUISITION, RENOVATION AND EQUIPPING BY 148 ALLEN BLVD. LLC OF AN OFFICE, MANUFACTURING, WAREHOUSE AND DISTRIBUTION FACILITY IN THE TOWN OF BABYLON**

WHEREAS, on December 28, 2012 the Agency entered into a straight lease transaction with 148 Allen Blvd. LLC ("Lessee") and T&L Creative Salads, Inc. ("Sublessee") pursuant to which the Agency granted Lessee and Sublessee financial assistance in the form of among others, exemptions from New York State Sales and Uses taxes in accordance with a Lease Agreement (the "Lease Agreement") between the Agency and Lessee dated December 28, 2012, a Sublease Agreement (the "Sublease Agreement") between Lessee and Sublessee dated December 28, 2012 and a Sales Tax Letter (the "Sales Tax Letter") dated December 28, 2012 from the Agency to Lessee and Sublessee;

WHEREAS, the Sales Tax Letter expired on December 28, 2014; and

WHEREAS, Lessee and Sublessee (collectively, the "Companies") have requested that the term of the Sales Tax Letter be extended to December 28, 2015 with respect to the Project.

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 Agreement, the Sublease Agreement and Sales Tax Letter as shall be necessary to accomplish the foregoing.

Section 2. Matthew McDonough as Acting 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 Agreement, the Sublease 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 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.

The question of the adoption of the foregoing resolution was duly put to a vote on roll call, which resulted as follows:

The resolution was thereupon declared duly adopted.

Adopted: January 28, 2015

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

I, Nancy Engelhardt, the duly elected, qualified 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 January 28, 2015, 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.

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 the 28th day of January, 2015.

Nancy Engelhardt  
Secretary, Town of Babylon Industrial Development Agency

(SEAL)