



AGENDA

January 25, 2023

1. Call to Order.

2. Roll Call

3. Pledge of Allegiance

4. Resolution # 1

Resolution to accept the minutes from the January 5, 2023, IDA/IDC Board meeting.

5. Resolution # 2

Resolution authorizing an amendment to project documents relating to the Florio Food Corp., D/B/A/ Cannoli Factory Project.

6. Resolution # 3

Resolution authorizing the execution of a tenant agency compliance agreement relating to Orlandi Inc. and the 85 Bi-County Blvd. Project.

7. Resolution # 4

Resolution permitting the termination of the Lease and Project Agreement and the Company Lease Agreement with Marc-Robert Industrial LLC regarding the premises located at 120-140, 160 & 200 Adams Boulevard, Farmingdale, New York 11735 (SCTM# 0100-096.00-04.00-006.001 and 0100-099.00-01.00-009.000).

8. Chief Executive Officer's report

9. Old Business

10. New Business

11. Adjournment

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

January 5, 2023

Present: Tom Gaulrapp, Chairman
Paulette Laborne, Secretary
Marcus Duffin
William Bogardt
Rosemarie Dearing

Absent: Justin Belkin, Vice Chairman
Carol Quirk
William Celona
Vincent Piccoli

Also Present: Thomas Dolan, Chief Executive Officer
Frank Dolan, Chief Operations Officer
David Batkiewicz, Special Projects Manager
Joseph Ninomiya, Special Projects Manager
William Wexler, Agency Counsel

A quorum being present, the meeting was called to order at 8:00 A.M.

A motion was made by Marcus Duffin and seconded by Rosemarie Dearing in favor of a resolution to appoint a Secretary. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Paulette Laborne in favor of a resolution to appoint Audit, Finance and Governance Committees. All in favor, motion carries.

A motion was made by William Bogardt and seconded by Rosemarie Dearing in favor of a resolution adopting the By Laws. All in favor, motion carries.

A motion was made by Paulette Laborne and seconded by Marcus Duffin in favor of a resolution adopting the Investment Policy. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by William Bogardt in favor of a resolution adopting the Property Disposition Policy. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Paulette Laborne in favor of a resolution adopting the Procurement Policy and Procedures. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Rosemarie Dearing in favor of a resolution adopting the Personnel Policy. All in favor, motion carries.

A motion was made by William Bogardt and seconded by Paulette Laborne in favor of a resolution adopting the Policy regarding Public Comments at the Agency Board meetings. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Marcus Duffin in favor of a resolution adopting the Real Property Acquisition Policy. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Paulette Laborne in favor of a resolution adopting the Code of Ethics. All in favor, motion carries.

A motion was made by William Bogardt and seconded by Paulette Laborne in favor of a resolution adopting the Whistleblower Protection Policy. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by William Bogardt in favor of a resolution adopting the Disaster Recovery Plan. All in favor, motion carries.

A motion was made by Paulette Laborne and seconded by Rosemarie Dearing in favor of a resolution adopting the Fee Policy. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Marcus Duffin in favor of a resolution amending the 2023 IDA/IDC Board meeting schedule. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Rosemarie Dearing to accept the minutes from the IDA/IDC Board Meeting of December 14, 2022. All in favor, motion carries.

A motion was made by William Bogardt and seconded by Paulette Laborne in favor of a resolution authorizing an amendment to project documents relating to the Winter Bros. Waste Systems of Long Island, LLC Project. All in favor, motion carries.

CEO Report

Mr. Dolan wished the Board a happy new year, and provided the Board with a brief update. Mr. Dolan said that he was cautiously optimistic for 2023, and looking forward to having a good year.

Old Business

No old business.

New Business

No new business.

A motion was made by William Bogardt and seconded by Rosemarie Dearing to adjourn the meeting. All in favor, motion carries.

RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS
RELATING TO THE FLORIO FOOD CORP., D/B/A/ CANNOLI FACTORY PROJECT

WHEREAS, pursuant to a resolution adopted on August 17, 2010 authorizing the undertaking of a Project, the Town of Babylon Industrial Development Agency (the "Agency") entered into a straight lease transaction with Marsala Realty Group LLC ("Lessee") and Florio Food Corp., d/b/a Cannoli Factory ("Original Sublessee") pursuant to which the Agency granted the Lessee and Original Sublessee financial assistance in the form of among others, exemptions from real property taxes and state and local sales and use taxes in accordance with a Lease Agreement, between the Agency and Lessee dated September 30, 2010 (the "Lease Agreement") and a Sublease Agreement, between Lessee and Original Sublessee dated September 30, 2010 (the "Sublease Agreement"), covering the property located at 75 Wyandanch Avenue, Wyandanch, New York; and

WHEREAS, the Lessee and the Original Sublessee were owned and controlled by John Alair-Garcia; and

WHEREAS, on April 30, 2016 the assets of the Original Sublessee were acquired by Vivi Foods LLC ("Vivi"), which was wholly owned by Indulge Intermediate LLC whose controlling member was John Alair-Garcia; and

WHEREAS, Vivi has been acquired by Emmi Dessert USA LLC ("Emmi") and John Alair-Garcia is no longer the controlling member of Vivi and Emmi now desires that Vivi assume, all of Original Sublessee's right, title and interest in, to and under the Sublease Agreement and, in connection with such assignment and assumption, the Lessee and Vivi desire to enter into an Amended and Restated Sublease Agreement (the "Amended and Restated Sublease"); and

WHEREAS, John Alair-Garcia does not own and control Emmi or Vivi but continues to maintain a controlling interest in the Lessee; and

WHEREAS, representatives of Vivi have informed the Agency that Vivi has and will continue to provide employment at the Facility (as defined in the Lease Agreement) at the same levels as had been previously provided by the Original Sublessee; and

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

Section 1. The Agency hereby approves of and consents to the execution of the Amended and Restated Sublease by and between the Lessee and Vivi.

Section 2. Thomas E. Dolan as Chief Executive Officer (the "Chief Executive Officer") or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to consent to final forms of the Amended and Restated Sublease Agreement and any other consents, 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. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance (as such term is defined in the Act) in excess of \$100,000 to either of the Sublessee or the Lessee until the Agency has held a public hearing with respect to the Project in accordance with the provisions of the Act.

Section 7. This resolution shall take effect immediately.

RESOLUTION AUTHORIZING THE EXECUTION OF A TENANT AGENCY
COMPLIANCE AGREEMENT RELATING TO ORLANDI INC. AND THE 85 BI-COUNTY
BLVD. PROJECT

WHEREAS, pursuant to and in accordance with the provisions of the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), the Town of Babylon Industrial Development Agency (the "Agency") was established by Chapter 177 of the 1973 Laws of New York, as amended (together with the Enabling Act, the "Act") for the benefit of the Town of Babylon, New York and the inhabitants thereof; and

WHEREAS, to accomplish the purposes of the Act, the Agency entered into a straight lease transaction dated April 4, 2002 with Dobler Realty II. LLC for the benefit of Orlandi Inc. (the "Sublessee") in order to provide financial assistance with respect to a project (the "Original Project") located at 131 Executive Blvd., Farmingdale, New York (the "131 Executive Blvd. Facility") which consisted of the acquisition, reconstruction and equipping of an approximately 45,500 square foot warehouse, manufacturing and distribution facility for use by the Sublessee in its business of manufacture, warehousing and distribution of printed products, scenting and/or converting paper products and contract packaging (the "Initial Project"); and

WHEREAS, pursuant to a resolution adopted on August 16, 2011 (the "2011 Resolution") the Agency authorized the undertaking of a new project, consisting of the renovation and re-equipping of the 131 Executive Blvd. Facility ("131 Executive Blvd. Project"), the acquisition, renovation and equipping of the Sublessee's existing facilities at 85 Bi-County Blvd., Farmingdale, New York, containing approximately 23,000 square feet (the "85 Bi-County Blvd. Project") and the acquisition, renovation and equipping of the Sublessee's existing facilities located at 121 Executive Blvd., Farmingdale, New York, containing approximately 16,500 square feet (the "121 Executive Blvd. Project") all for use by the Sublessee in its business of manufacture, warehousing and distribution of fragrance and cosmetic samplers (the 131 Executive Blvd. Project, the 85 Bi-County Blvd. Project and the 121 Executive Blvd. Project, collectively, the "New Project"); and

WHEREAS, pursuant to the 2011 Resolution, the Agency entered into a straight lease transaction with Dobler Realty, L.L.C. (the "Lessee") and the Sublessee pursuant to which the Agency granted the Lessee and the Sublessee financial assistance in the form of among others, exemptions from mortgage recording taxation, real property taxes and state and local sales and use taxes in accordance with a Lease Agreement, between the Agency and the Lessee dated November 8, 2011 (the "Lease Agreement") and a Sublease Agreement, between the Lessee and the Sublessee dated November 8, 2011 (the "Sublease Agreement"), covering property located at 85 Bi-County Blvd., Farmingdale, New York (the "85 Bi-County Blvd. Facility"); and

WHEREAS, Harlequin Design (New York), Inc. (the "Sub-Sublessee") would like to further sublease the 85 Bi-County Blvd. Facility from the Sublessee and, in connection therewith, Sublessee desires to enter into a sub-sublease agreement with the Sub-Sublessee, and Sub-Sublessee desires to enter into a sub-sublease agreement with the Sublessee (the "Sub-Sublease Agreement") and, in connection with such sub-sublease, the Sub-Sublessee desires to enter into a

Tenant Agency Compliance Agreement with the Agency (the "Tenant Agency Compliance Agreement"); and

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

Section 1. The Agency hereby approves of the sub-sublease of the 85 Bi-County Blvd. Facility from the Sublessee to the Sub-Sublessee, the execution of the Sub-Sublease Agreement and the execution of the Tenant Agency Compliance Agreement, all as shall be necessary to accomplish the foregoing.

Section 2. Thomas E. Dolan 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 consent to final forms of the Sub-Sublease Agreement, and the Tenant Agency Compliance Agreement and any other consents, agreements or certificates consistent herewith (hereinafter collectively called the "Project 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 Project 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 Project Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Project 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 Project 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 Project Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, and the Project 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 Project 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 Project 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 Project Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance (as such term is defined in the Act) in excess of \$100,000 to the Sub-Sublessee until the Agency has held a public hearing with respect to the Project in accordance with the provisions of the Act.

Section 7. This resolution shall take effect immediately.

January 25, 2023

Babylon Industrial Development Agency

Resolution: permitting the termination of the Lease and Project Agreement and the Company Lease Agreement with Marc-Robert Industrial LLC regarding the premises located at 120-140, 160 & 200 Adams Boulevard, Farmingdale, New York 11735 (SCTM# 0100-096.00-04.00-006.001 and 0100-099.00-01.00-009.000).

Now Therefore, Be It

Resolved, that the Town of Babylon IDA Board has approved a resolution permitting the termination of the Lease and Project Agreement and the Company Lease Agreement with Marc-Robert Industrial LLC regarding the premises located at 120-140, 160 & 200 Adams Boulevard, Farmingdale, New York 11735 (SCTM# 0100-096.00-04.00-006.001 and 0100-099.00-01.00-009.000).