

**RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT
DOCUMENTS RELATING TO**

WHEREAS, on December 3, 2013, 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 D'ADDARIO &
COMPANY INC., D'ADDARIO REALTY COMPANY AND MINMILT REALTY
CORP. WITH RESPECT TO SEVERAL FACILITIES LOCATED IN THE
TOWN OF BABYLON**

WHEREAS, on December 19, 2013 the Agency entered into a straight lease transaction with D'Addario & Company (the "Company"), pursuant to which the Agency granted the Company financial assistance in the form of among others, exemptions from New York State Sales and Uses taxes, in accordance with (i) that certain Lease Agreement by and between the Agency and the Company relating to the facility located at 590 Smith Avenue in Farmingdale (the "590 Smith Lease") between the Agency and Company dated December 19, 2013, (ii) that certain Amended and Restated Lease Agreement by and between the Agency and the Company relating to the facility located at 595 Smith Avenue in Farmingdale (the "595 Smith Lease") between the Agency and Company dated December 19, 2013 and (iii) that certain First Amendment to Lease Agreement by and between the Agency and the Company relating to the facility located at 540 Smith Avenue in Farmingdale (the "540 Smith Lease" and, together with the 590 Smith Lease and the 595 Smith Lease, the "Smith Leases") between the Agency and Company dated December 19, 2013; and

WHEREAS, the sales tax benefits granted to the Company under the straight lease transaction, including the Smith Leases, expired as of December 19, 2016, and the Company has requested an extension of its sales tax benefits with respect to the Project in connection with the acquisition of equipment for use at its facilities located at 540 Smith Avenue, 590 Smith Avenue and 595 Smith Avenue, each in Farmingdale, New York (the "Facilities"), as office, manufacturing, warehouse and distribution space in its business of manufacture and distribution of musical instrument accessories; and

WHEREAS, the Company submitted a written request to the Agency indicating that there have been delays with respect to the planned improvements at the Facilities and the Company requires additional time in order complete such improvements; and

WHEREAS, pursuant to said written request, the Company has requested that the term of sales tax benefits be extended to December 19, 2018, with respect to the Project in order to enable the Company to complete the planned improvements at the Facilities;

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 exemption from New York State and local Sales and Use Taxes with respect to the Project the

Agency authorizes the amendment of the Smith Leases 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 Smith Leases 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, if required.

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 10, 2017

