

AGENDA

June 16, 2021

1. Call to Order.
2. Roll Call
3. Pledge of Allegiance
4. Accept the minutes from the IDA/IDC Board Meeting of May 19, 2021.
5. Resolution giving preliminary approval of the Town of Babylon Industrial Development Agency to grant certain financial assistance to D'Addario & Company, Inc. and XPND Realty, LLC.
6. Resolution of the Town of Babylon Industrial Development Agency authorizing the Chief Executive Officer to hold a public hearing regarding a proposed project to be undertaken for the benefit of 3G Warehouse, Inc and entities formed or to be formed on behalf of the foregoing.
7. Resolution authorizing the Town of Babylon Industrial Development Agency to execute a mortgage agreement between the Agency, Marc-Robert Industrial, LLC and Bethpage Federal Credit Union in an amount not to exceed \$26,300,000.00
8. Resolution authorizing the execution of a post-closing mortgage in connection with New Frontier project Phases 1 & 2
9. Resolution permitting the termination of lease and authorizing the Chief Executive Officer to deliver a quit claim deed conveying the premises located at 162 E. Industry Court, Deer Park, New York 11729 (SCTM# 0100 068.00 01.00 030.000), to Romanelli Realty Holding, LLC (Lifetime Design Corp Project)
10. Resolution permitting the termination of lease and authorizing the Chief Executive Officer to deliver a quit claim deed conveying the premises located at 1030 Grand Boulevard, Deer Park, New York 11729 (SCTM# 0100 067.00 01.00 027.000), to 1030 Grand Boulevard, LLC (Able Weldbuilt Industries Inc. Project)
11. A resolution of the Town of Babylon Industrial Development Agency designating Dime Bank as the depository of funds for Agency funds.

12. Chief Executive Officer's report

13. Old Business

14. New Business

15. Adjournment

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

May 19, 2021

Present: Justin Belkin, Vice Chairman
Paulette Moses, Secretary
William Bogardt
Rosemarie Dearing
William Celona
Marcus Duffin
Carol Quirk (ALT.)

Absent: Tom Gaulrapp, Chairman

Also Present: Thomas Dolan, Chief Executive Officer
Frank Dolan, Chief Operations Officer
David Batkiewicz, Special Projects Manager
Joseph Ninomiya, Special Projects Manager
Kevin Bonner, TOB Communications Director
Antonio Martinez, Deputy Supervisor
William Wexler, Agency Counsel
Matthew McDonough, Agency Counsel

Prior to the meeting Mr. Dolan informed the Board that Chairman Gaulrapp would be unavailable for the meeting due to Chairman Gaulrapp having a poor Wi-Fi reception. Mr. Dolan then stated to the Board that Vice Chairman Belkin would be the acting Chair of the May 19th meeting as is his duty.

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

Motion was made by Carol Quirk and seconded by Paulette Moses to accept the minutes from the IDA/IDC Board Meeting of April 21, 2021. All in favor, motion carries.

Motion was made by Rosemarie Dearing and seconded by William Celona in favor of a resolution authorizing the Agency to execute a multifamily mortgage, assignment of leases and rents, security agreement and fixture filing between the Agency and WR Communities – E LLC to and for the benefit of JPMorgan Chase Bank, N.A. in an amount not to exceed \$15,200,000.00. All in favor, motion carries.

A motion was made by Paulette Moses and seconded by William Celona in favor of a resolution authorizing the Agency to execute a mortgage and security agreement between the Agency and

WR Communities – E LLC to and for the benefit of State of New York Housing Trust Fund Corporation in an amount not to exceed \$1,422,308.00 and regulatory agreement between the Agency, the Company and State of New York Housing Trust Fund Corporation. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Carol Quirk in favor of a resolution authorizing the Agency to provide its consent to the execution by WR Communities - E LLC of a promissory note in the amount of \$1,750,000.00 payable to the Suffolk County Treasurer, an entity of the County of Suffolk, and authorizing the Agency to execute a mortgage between the Agency and WR Communities – E LLC to and for the benefit of the County of Suffolk in an amount not to exceed \$1,750,000.00 and a declaration of covenants & restrictions for affordable housing rental units between the Agency, WR Communities – E LLC and the County of Suffolk. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Marcus Duffin in favor of a resolution authorizing the Agency to execute a fee and leasehold mortgage between the Agency and WR Communities – E LLC to and for the benefit of the Town of Babylon in an amount not to exceed \$330,000.00. All in favor, motion carries.

A motion was made by William Celona and seconded by Marcus Duffin in favor of a resolution consenting to and authorizing the execution and delivery of a Cross-Access Agreement with respect to projects of L3 Harris Technologies, INC. All in favor, motion carries.

CEO Report

CEO Tom Dolan informed the Board of significant projects coming in the future. Mr. Dolan mentioned that Babylon IDA CFO Susan Hatalski is looking into different options that may be available in regards to interest rates. Mr. Dolan stated that staff members of the IDA would reach out to the Board in regards to scheduling headshots for the website. Mr. Dolan informed the Board that he would update them as to whether or not the next board meeting will be in person moving forward. Mr. Dolan gave an update on the Babylon IDA podcast 'Economically Speaking' stating more episodes are coming.

Old Business

No old business.

New Business

No new business.

There being no further business to come before the board, a motion to close be made by Bill Celona and Seconded by Paulette Moses All in favor, motion carries. p

RESOLUTION DATED JUNE 16, 2021

**RESOLUTION GIVING PRELIMINARY APPROVAL OF THE
TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY
TO GRANT CERTAIN FINANCIAL ASSISTANCE TO
D'ADDARIO & COMPANY, INC. AND XPND REALTY, LLC**

WHEREAS, representatives of D'Addario & Company, Inc., a corporation organized and existing under the laws of the State of New York (the "Company") and XPND Realty, LLC a limited liability company organized and existing under the laws of the State of New York, or any other real estate holding entity formed by the principals of the Company (the "Owner") have filed or caused to be filed an application with the Town of Babylon Industrial Development Agency (the "Agency") concerning a project (the "Project") consisting of the acquisition of an existing commercial facility located at 160 Finn Court in Farmingdale, New York containing approximately 21,907 square feet, the reconstruction, renovation and equipping thereof as a manufacturing, warehouse and distribution facility (the "Facility"), all for use by the Company in its business as a manufacturer of musical instrument accessories, strings for musical instruments, drumsticks, drumheads, reeds and mouthpieces for clarinets and saxophones as well as other accessory products; and

WHEREAS, in order to induce the Company to retain and grow additional jobs in the Town of Babylon (the "Town"), it appears necessary for the Agency to assist the Owner and the Company by taking leasehold title to or undertaking control of the Facility so as to afford the Owner and the Company of certain relief from real property taxation, sales and use taxation and mortgage recording taxation (if any) with respect to the Facility; and

WHEREAS, in connection with the Agency's evaluation of the Project for the provision of financial assistance, the Agency has (i) assessed all material information relating to the project included in the Company's project application (the "Project Application") in order to afford a reasonable basis for the decision of the Agency to provide financial assistance to the Project; (ii) reviewed the Agency's written cost benefit analysis for the Project which identifies the extent to which (A) the Project will create or retain permanent, private sector jobs; (B) the estimated value of any tax exemption to be provided to the Project, (C) the amount of private sector investment generated or likely to be generated by the Project; (D) reviewed the likelihood of accomplishing the proposed project in a timely fashion; and (E) considered the extent to which the Project will provide additional sources of revenue for the Town and the school district where the Facility is located; and

WHEREAS, in connection with the adoption of this resolution the Agency has reviewed the statement of the Company that the Project at the date of the Project Application, as amended, is in substantial compliance with Article 18-A of the General Municipal Law of the State of New York (the "Act") including Section 862 thereof; and

WHEREAS, there has been submitted to the Agency an environmental assessment form with respect to this proposed action in accordance with the State Environmental Quality Review Act and the regulations promulgated thereunder ("SEQRA"); and

WHEREAS, provision of aforesaid financial assistance with respect to the Facility is to be negotiated by the Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) of the Agency with the result of said negotiations to be presented to a future meeting of the Agency for final approval; and

WHEREAS, the Agency would like to now indicate its intention to provide financial assistance to the Owner and the Company with respect to the Project and the Facility;

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

Section 1. (a) The Agency hereby finds and determines that (i) the Project constitutes a “Project” within the meaning of the Act; and (ii) the granting of real property tax abatements, sales and use tax abatements and mortgage recording tax abatements (collectively the “Financial Assistance”) by the Agency with respect to the Project and the Facility pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act.

(b) It is desirable and in the public interest for the Agency to grant Financial Assistance to the Owner and the Company with respect to the Project and the Facility.

Section 2. With respect to the Agency’s evaluation criteria for Manufacturing, Warehousing and Distribution Projects the Agency makes the following determinations:

(a) It has reviewed the information in the Cost Benefit Analysis with respect to the Project.

(b) The Company proposes a capital investment in the land, building, machinery and equipment and capital improvements in the Facility of approximately \$8,100,000.

(c) The Project will not have significant impact from local labor construction in the Town.

(d) Wage rates for the employees of the Company average \$195,049 per year for management employees, \$91,116 for professional employees, \$43,155 per year for administrative employees, \$87,325 per year for supervisor employees, \$33,867 for production employees and \$38,554 for other employees plus fringe benefits, which is greater than the median wage for the region.

(e) The Company sells its products both domestically and internationally throughout the U.S., Asia and Europe and the Project will have a positive impact on regional wealth creation.

- (f) The Project will not have a significant effect on in-region purchases.
- (g) The Project will create further research and development opportunities at the Company with respect to its manufacture of musical instrument strings and related accessories.
- (h) The Project will not have a significant effect on energy efficiency.
- (i) The Project will not affect existing land use or zoning.
- (j) The Company is a major employer in the Town currently employing approximately 800 employees in the Labor Market Area as defined in the Application and the Project will assist in retention and growth of employment in the Town. The Company manufactures its ProMark drumsticks at its Houston, Texas, facility and reeds and mouthpieces at its California manufacturing plant. Besides being approached by representatives from those areas, it has had discussions with representatives from Virginia, North Carolina, South Carolina and Tennessee to relocate and/or consolidate its operations and corporate offices in foregoing respective jurisdictions. Securing benefits for the Project will allow the Company to construct new string winding machines for its Fretted (Guitar) and Orchestral Business Units, grow its business, keep ahead of its domestic and international competitors and enhance its footprint in the Town of Babylon.

Section 3. The CEO or the CFO of the Agency is hereby authorized to negotiate the terms of agreements between the Agency, the Owner and the Company which will permit the Owner and the Company to enjoy the grant of Financial Assistance with respect to the Facility as herein provided.

Section 4. The CEO or the CFO of the Agency shall present substantially final forms of such agreements with the Owner and the Company incorporating the grant of such Financial Assistance for final approval by the Agency at a future meeting of the Agency.

Section 5. This Resolution shall also constitute a "declaration of official intent" under the Treasury Regulations of the Internal Revenue Code of 1986 as amended.

Section 6. The Agency will not grant any Financial Assistance to be granted hereunder in excess of \$100,000 to the Owner or the Company until the Agency has held a public hearing with respect to the grant of financial assistance in accordance with the provisions of the Act.

Section 7. In accordance with SEQRA, the Agency finds that this proposed action will not have any significant environmental impacts based upon the following:

- (a) The proposed action will not result in a substantial adverse change in existing air quality, traffic or noise levels.

(b) The proposed action is consistent with existing zoning at the site of the Facility.

(c) The proposed action will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character.

(d) The proposed action will not result in the creation of a hazard to human health.

(e) No other significant effects upon the environment that would require the preparation of an Environmental Impact Statement are foreseeable.

Section 8. This resolution shall take effect immediately.

**RESOLUTION OF THE TOWN OF BABYLON
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING
THE CHIEF EXECUTIVE OFFICER TO HOLD A PUBLIC
HEARING REGARDING A PROPOSED PROJECT TO BE
UNDERTAKEN FOR THE BENEFIT OF 3G WAREHOUSE,
INC. AND ENTITIES FORMED OR TO BE FORMED ON
BEHALF OF THE FOREGOING.**

WHEREAS, the Town of Babylon Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 of New York, 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") and Chapter 177 of the Laws of 1973 of New York, as amended, constituting Section 907-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, renovating, improving, maintaining, equipping and furnishing of, among others, manufacturing, warehousing, research, commercial or industrial facilities, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, 3G Warehouse, Inc. (the "Operating Company"), on behalf of itself and/or entities formed or to be formed on behalf of the foregoing, including but not limited to a to be formed real estate holding company (the "Real Estate Holding Company"), has submitted an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") on behalf of the Operating Company and the Real Estate Holding Company consisting of the following: (A)(1) the acquisition of an interest in approximately 5.7 acres of real estate located at 565 Broadhollow Road, Farmingdale (Tax Map #0100-094.00-02.00-002.003) in the Town of Babylon, Suffolk County, New York (the "Land"), the renovation of an existing approximately 122,000 square foot building located on the Land (the "Improvements") and the acquisition and installation therein and thereon of certain equipment and personal property not part of the Equipment (as such term is defined herein) (the "Facility Equipment"; and, together with the Land and the Improvements, the "Company Facility"), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and of which Company Facility (i) approximately 100,000 square feet will be further subleased by the Real Estate Holding Company to the Operating Company (together with the hereinafter defined Equipment, the "3G Warehouse Facility") and the Operating Company will acquire and install certain equipment and personal property therein (the "Equipment"), which 3G Warehouse Facility will be used by the Operating Company as warehousing and distribution facility for its e-commerce business and related uses; and (ii) the

remaining approximately 20,000 square feet will be available to the Operating Company for future expansion and/or for lease to third-party tenants (the "Expansion Facility" and, collectively with the Company Facility and the 3G Warehouse Facility, the "Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and real property taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Company Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to comply with the public hearing and notice requirements contained in Section 859-a of the Act; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has not yet made a determination as to the potential environmental significance of the Project and therefore has not yet determined whether an environmental impact statement is required to be prepared with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes the Chairman, the Vice Chairman, the Chief Executive Officer ("CEO") or the Chief Financial Officer of the Agency (each an "Authorized Representative"), after consultation with the members of the Agency and counsel to the Agency, (A) to establish the time, place and date for a public hearing of the Agency to hear all persons interested in the location and nature of the Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held, as appropriate, in the city, town or village where the Facility is or is to be located or remotely by conference call or similar service pursuant to Executive Order 202.1, as amended and extended; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to the residents of the governmental units where the Facility is or is to be located, such notice and publication to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Facility is or is to be located to comply with the requirements of Section 859-a of the

Act; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 2. The Authorized Representatives are each hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and the Operating Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. Barclay Damon LLP is hereby appointed transaction counsel to the Agency with respect to all matters in connection with the Project. Transaction counsel for the Agency is hereby authorized, at the expense of the Real Estate Holding Company and the Operating Company, to work with the Real Estate Holding Company and the Operating Company, Counsel to the Real Estate Holding Company and the Operating Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the authorization of the transactions contemplated by this Resolution.

Section 4. This Resolution shall take effect immediately.

RESOLUTION AUTHORIZING THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE A MORTGAGE AGREEMENT BETWEEN THE AGENCY, MARC-ROBERT INDUSTRIAL, LLC AND BETHPAGE FEDERAL CREDIT UNION IN AN AMOUNT NOT TO EXCEED \$26,300,000.00

WHEREAS, the Town of Babylon Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York, and in particular under 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 (the "Act"), to assist in providing for manufacturing, warehousing, research, civic, commercial, and industrial facilities in the Town of Babylon;

WHEREAS, the Agency and MARC-ROBERT INDUSTRIAL, LLC (the "Company") has prior to the date hereof entered into an Amended and Restated Lease Agreement (the "Lease Agreement") dated August 30, 2011, pursuant to which the Agency and the Company agreed that the Company would receive the benefit of certain sales and use tax exemptions and certain real property tax exemptions in connection with the facility located at 200 Adams Blvd., Farmingdale, New York 11735 and 120-140 & 160 Adams Blvd., Farmingdale, New York 11735.

WHEREAS, the Company desires the Agency to execute a Mortgage Agreement between the Agency, MARC-ROBERT INDUSTRIAL, LLC and BETHPAGE FEDERAL CREDIT UNION, in the principal sum not in excess of \$26,300,000.00.

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

Execution by the Agency of the Mortgage Agreement between the Agency, MARC-ROBERT INDUSTRIAL, LLC and BETHPAGE FEDERAL CREDIT UNION is hereby approved and that JOHN BRASLOW, Counsel to the Agency, shall execute and deliver a certificate pursuant to Section 8017 of the Civil Practice of the Laws of the State of New York to waive the recording fees and transfer taxes in connection with the filing and recording of the Mortgage and Security Agreement.

Section 1. 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 execute and deliver any other agreements or certificates consistent herewith or therewith (hereinafter collectively called the "Agency Documents"), all in form acceptable to the Chief Executive Officer and Counsel to the Agency, with such changes, variations, omissions, and insertions in the Agency Documents as the Chief Executive Officer or any other Authorized Representative of the Agency shall upon advice of counsel approve. The execution and delivery thereof by the Chief Executive Officer shall constitute conclusive evidence of such approval.

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 of the Agency, to execute any Agency Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Agency Documents.

The 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 2. The Chief Executive Officer, the Chief Financial Officer, the Chairman or the Secretary and any member of the Agency (as used in this resolution, the "Authorized Representatives") are hereby designated the authorized representatives of the Agency and each of them is hereby authorized and directed to cause the transactions as described herein to be undertaken and in relation thereto, to execute and deliver any and all papers, instruments, agreements, opinions, certificates, affidavits and other documents, and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution, and the Agency Documents including such changes or revisions in the forms of such documents as may be requested by counsel to the Agency.

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 Agency 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 Agency Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency 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 Agency 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 Agency Documents shall be deemed to be 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 Agency 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:

RESOLUTION AUTHORIZING THE EXECUTION OF A POST-CLOSING MORTGAGE IN CONNECTION WITH NEW FRONTIER PROJECT PHASES I & II

WHEREAS, the Town of Babylon Industrial Development Agency (the “**Agency**”) is authorized under the laws of the State of New York, and in particular under 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 (the “**Act**”), to assist in providing for manufacturing, warehousing, research, civic, commercial and industrial facilities in the Town of Babylon; and

WHEREAS, the Agency, 10 GBL LLC, a Delaware limited liability company (“**10 GBL**”), and 20-30 GBL LLC, a Delaware limited liability company (“**20-30 GBL**”; together, 10 GBL and 20-30 GBL are, collectively, the “**Company**”), have prior to the date hereof entered into straight lease transactions and executed certain straight lease documents (the “**Straight Lease Documents**”) pursuant to which the Agency and the Company agreed that the Company would receive the benefit of certain sales and use tax exemptions, certain mortgage recording tax exemptions and certain real property tax exemptions in connection with a certain residential and commercial facility (the “**Facility**”) located at 10 and 20-30 Greybarn Lane, Amityville, New York; and

WHEREAS, it is contemplated that MFI Capital LLC, a Delaware limited liability company, or any other mortgage lender acceptable to the Chief Executive Officer (“**CEO**”) of the Agency (the “**Bank**”), will provide post-closing mortgage financing (the “**Mortgage Loan**”) to the Company to, in part, refinance the existing mortgage loan with Natixis Real Estate Capital with respect to Phase I (i.e., 10 Greybarn Lane) and Phase II (i.e., 20-30 Greybarn Lane), and the Company’s repayment obligations under said loan will be secured by a mortgage (the “**Mortgage**”), from the Agency and the Company to the Bank.

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

Section 1. The form and substance of the Mortgage is hereby approved.

Section 2. Thomas E. Dolan, as CEO, or any other Authorized Representative of the Agency, is hereby authorized, on behalf of the Agency, to execute and deliver the final form of the Mortgage and any other agreements or certificates consistent herewith or therewith, including any required amendments to the Straight Lease Documents reasonably acceptable to the Agency (hereinafter collectively called the “**Agency Documents**”), all in form acceptable to the CEO and Counsel to the Agency, with such changes, variations, omissions and insertions in the Agency Documents as the CEO or any other Authorized Representative of the Agency shall upon advice of counsel approve. The execution and delivery thereof by the CEO shall constitute conclusive evidence of such approval.

The CEO or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman or the Secretary of the Agency, to execute any Agency Documents or certificates of

the Agency authorized pursuant to this Resolution and to determine the terms of the Agency Documents.

The Secretary or Counsel to the Agency is hereby authorized to attest to the CEO'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 CEO, the Chairman or the Secretary and any member of the Agency (as used in this resolution, the "**Authorized Representatives**") are hereby designated the authorized representatives of the Agency and each of them is hereby authorized and directed to cause the transactions as described herein to be undertaken and in relation thereto, to execute and deliver any and all papers, instruments, agreements, opinions, certificates, affidavits and other documents, and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution, and the Agency Documents including such changes or revisions in the forms of such documents as may be requested by counsel to the Agency.

Section 4. 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 Agency 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 Agency Documents binding upon the Agency.

Section 5. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency 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 Agency 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 6. No covenant, stipulation, obligation or agreement contained in this resolution, or the Agency 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 Agency Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 7. This resolution shall take effect immediately.

JUNE 16, 2021

Babylon Industrial Development Agency

Resolution: permitting the termination of lease and authorizing the Chief Executive Officer to deliver a quit claim deed conveying the premises located at 162 E. Industry Court, Deer Park, New York 11729 (SCTM# 0100 068.00 01.00 030.000), to Romanelli Realty Holding, LLC (Lifetime Design Corp Project)

Now Therefore, Be It

Resolved, that the Town of Babylon IDA Board has approved a resolution permitting the termination of lease and authorizing the Chief Executive Officer to deliver a quit claim deed conveying the premises located at 162 E. Industry Court, Deer Park, New York 11729 (SCTM# 0100 068.00 01.00 030.000), to Romanelli Realty Holding, LLC (Lifetime Design Corp Project)

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

JUNE 16, 2021

Babylon Industrial Development Agency

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Resolved, that the Town of Babylon IDA Board has approved a resolution permitting the termination of lease and authorizing the Chief Executive Officer to deliver a quit claim deed conveying the premises located at 1030 Grand Boulevard, Deer Park, New York 11729 (SCTM# 0100 067.00 01.00 027.000), to 1030 Grand Boulevard, LLC (Able Weldbuilt Industries Inc. Project)

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

RESOLUTION
JUNE 16, 2021
A RESOLUTION OF THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT
AGENCY DESIGNATING DIME BANK AS THE DEPOSITORY OF FUNDS FOR
AGENCY FUNDS

WHEREAS, the laws of the State of New York and the Industrial Development Agency's Bylaws authorizes the Board to designate which banks may be used for deposit of Agency funds; and,

WHEREAS, the Chief Financial Officer Susan Hatalski and Chief Operations Officer Frank R. Dolan are authorized to create the account and be named signatories on such an account; and

WHEREAS, the Dime Bank has requested a Resolution from the Board authorizing use of their bank for deposit of these Agency funds:

NOW THEREFORE BE IT RESOLVED BY THE BOARD THAT:

The Dime Bank located in the State of New York is hereby designated as the bank for deposit of all Agency funds. The officers of the Agency shall perform all necessary functions and secure such agreements to protect funds above the Federal Deposit Insurance Corporation insured amounts.