

AGENDA

August 18, 2021

1. Call to Order.
2. Roll Call
3. Pledge of Allegiance
4. Accept the minutes from the IDA/IDC Board Meeting of July 14, 2021.
5. Accept the minutes from the Public Hearing held August 17, 2021 for Farmingdale Hospitality Partners.
6. Resolution granting approval of and authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to Farmingdale Hospitality Partners, LLC in connection with the acquisition, construction and equipping of a full service hotel facility.
7. Preliminary inducement resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to Orics Industries Inc. and Orics Realty LLC in connection with the potential grant of certain financial assistance.
8. Preliminary inducement resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to National Compressor Exchange, Inc and Jason Richard Realty LLC in connection with the potential grant of certain financial assistance.
9. Resolution authorizing an amendment to project document relating to the Club Pro Manufacturing USA Project.
10. Resolution granting approval of and authorizing the transfer of ownership interests relating to The Florio Food Corp., d/b/a Cannoli Factory project.
11. Resolution authorizing the Agency to execute a Mortgage and Security Agreement between the Agency and Posillico LLC.
12. Chief Executive Officer's report
13. Old Business
14. New Business

15. Adjournment

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

July 14, 2021

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

Absent: Marcus Duffin

Also Present: Thomas Dolan, Chief Executive Officer
Frank Dolan, Chief Operations Officer
Viana Alves, 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
Peter L. Curry, Farmingdale Hospitality Partners Counsel
Jonathan E. Cohen, Farmingdale Hospitality Partners Co-owner

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

Motion was made by Paulette Moses and seconded by Rosemarie Dearing to accept the minutes from the IDA/IDC Board Meeting of June 16, 2021. All in favor, motion carries.

Motion was made by William Celona and seconded by Paulette Moses to accept the minutes from the Public Hearing held July 13, 2021 for D'Addario & Company, Inc. All in favor, motion carries.

Motion was made by Justin Belkin and seconded by William Bogardt to accept the minutes from the Public Hearing held July 13, 2021 for 3G Warehouse, Inc. All in favor, motion carries.

Mr. Gaulrapp informed the members of the Board that there would be an amendment to the Agenda and that they would hearing from a counsel with Farmingdale Hospitality Partners, Peter Curry.

Mr. Curry updated the Board on the Farmingdale Hospitality Partners. Mr. Curry stated that the project had stalled in 2018 but that it was "ready to go" and that the new plans were sent to the

Town's Planning Department. Mr. Curry stated that the project was "shovel ready" and ready to close in August and start construction shortly thereafter. Mr. Curry stated that the proposed development would include a 101 room Hampton Inn and Suites that would employ 16 full time employees, and Mr. Curry further stated that this project would fulfill a need for hotels in the region. Mr. Curry stated that Farmingdale Hospitality Partners determined that there was a need for hotels in the region by commissioning a study from LWAH, which is a hotel appraisal firm. Mr. Curry stated that the study found that a large number of users of hotel space would come from outside the area. Mr. Curry went on to say that the hotel planned on targeting the following groups to fill the hotel: Farmingdale College students, Pilots from Republic airport, and employees of local companies in the area.

Paulette Moses asked Mr. Curry to clarify the total number of units, to which Mr. Curry responded that their would be 101.

Motion was made by William Bogardt and seconded by William Celona in favor of 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. and XPND, Realty, LLC in connection with the acquisition, renovation and equipping of a manufacturing, warehouse and distribution facility. All in favor, motion carries.

Motion was made by Carol Quirk and seconded by Paulette Moses in favor of Resolution approving the acquisition, renovation and equipping of a certain facility for 3G Warehouse, Inc. and 56 Nichols, LLC and approving the form, substance and execution of related documents and determining other matters in connection therewith. All in favor, motion carries.

Motion was made by Rosemarie Dearing and seconded by Justin Belkin in favor of Preliminary Inducement Resolution relating to the granting of preliminary approval to Vogue Group, Inc. and Vogue Holding, LLC in connection with the potential grant of certain financial assistance. All in favor, motion carries.

Motion was made by Carol Quirk and seconded by Rosemarie Dearing in favor of Preliminary Inducement Resolution relating to the granting of preliminary approval to Farmingdale Hospitality Partners, LLC in connection with the potential grant of financial assistance. All in favor, motion carries.

CEO Report

Mr. Dolan informed the Board that he did not have much to add. Mr. Dolan stated that the Board had been introduced to the four projects on today's Agenda and he thanked the Board for moving the projects forward.

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 William Bogardt and Seconded by William Celona. All in favor, motion carries.

Babylon Industrial Development Agency
Public Hearing for Farmingdale Hospitality Partners, LLC
August 17, 2021

Present: Thomas Dolan
David Batkiewicz
Joseph Ninomiya

Public hearing called to order at 3:00 P.M.

No one from the public was in attendance.

LEGAL NOTICE

Public Hearing

NOTICE is hereby given pursuant to Article 18-A of the General Municipal Law of the State of New York (the "Act"), that the Town of Babylon Industrial Development Agency (the "Agency"), will hold a public hearing on the proposed granting of financial assistance to Farmingdale Hospitality Partners, LLC (the "Company"), or any other real estate holding entity formed by the principals of Farmingdale Hospitality Partners, LLC, a limited liability company organized and existing under the laws of the State of New York, with respect to a project (the "Project") consisting of the acquisition, construction and equipping of an approximately 65,000 square foot, 101 room full service hotel facility, located at 1024 Broadhollow Road in Farmingdale, New York 11735 (the "Facility"), all for use by the Company in its hotel and hospitality business.

Pursuant to applicable State Law, the Agency proposes to grant certain financial assistance with respect to the Facility including certain exemptions from New York State and local sales and use taxation, local real property taxation and mortgage recording taxation as shall be determined by the Agency. Pursuant to the Act, the Facility, which is to be owned by the Company shall be transferred or leased to the Agency and leased or subleased to the Company.

Company: Farmingdale Hospitality Partners, LLC, c/o Blumenfeld Development Group, Ltd., 300 Robbins Lane, Syosset, New York 11791.

Facility Proposed Location is: 1024 Broadhollow Road, Farmingdale, New York 11735.

Public Hearing: All persons, organizations, corporations or governmental agencies are invited to submit comments concerning the granting of financial assistance. The hearing will be held on August 17, 2021 at 3:00 P.M. at 47 W. Main Street in Babylon, New York.

Project Application: The Project Application together with a costs benefit analysis with respect to the Facility shall be available for inspection by the public at the office of the Agency at the above specified address during the regular business hours of the Agency. For those members of the public desiring to review project applications and cost benefit analyses before the date of the hearing, copies of these materials will be made available at www.babylonida.org/documents. Click on the tab titled "Project Applications" Under the year 2021 you will find the application for "Farmingdale Hospitality Partners, LLC". Be advised that it is possible that certain of the aforementioned proposed transactions may be removed from the hearing

agenda prior to the hearing date. Information regarding such removals will be available on the Agency's website www.babylonida.org/calendar at on or about 12:00 P.M. of the day prior the hearing.

Participation at the Hearing: Persons desiring to submit comments concerning the Facility and the financial assistance to be granted thereto should contact the Town of Babylon Industrial Development Agency, 47 West Main Street, Babylon, New York Attention: Thomas E. Dolan, Chief Executive Officer, at (631) 587-3679 on or before August 16, 2021 at the office of the Agency. Written comments can be submitted prior to the hearing at that address. The Agency reserves the right to limit the time available to any person presenting comments. If you do not want to participate in the hearing, but would like to watch or listen to the proceeding, you may view a livestream of the meeting. Interested parties may view a livestream of the meeting online on the Town of Babylon IDA's YouTube channel. To access the YouTube channel go to the IDA's website at www.babylonida.org/documents. The second item on the documents page is titled "Meeting Videos and Livestream", click this tab and follow the link provided. If you would like to access the IDA YouTube page directly from your browser you may insert the following World Wide Web address: (https://www.youtube.com/channel/UCqq5ixdVnmsmvSOsD4KnA?view_as=subscriber)

The public hearing was closed by Tom Dolan at 3:04 P.M.

**RESOLUTION GRANTING APPROVAL OF AND AUTHORIZING THE
GRANT OF CERTAIN FINANCIAL ASSISTANCE BY THE TOWN OF
BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO FARMINGDALE
HOSPITALITY PARTNERS, LLC IN CONNECTION WITH THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF A FULL SERVICE
HOTEL FACILITY**

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, New York (the "Town"); and

WHEREAS, representatives of Farmingdale Hospitality Partners, LLC, a limited liability company organized and existing under the laws of the State of New York or any other real estate holding company created in connection with the foregoing (the "Company") have filed or caused to be filed an application with the Agency concerning a project (the "Project") consisting of the acquisition, construction and equipping by the Company of an approximately 65,000 square foot, 101 room full service hotel facility, to be located on that certain approximately 2.2 acre lot, piece or parcel of land (the "Project Site") generally known as 1024 Broadhollow Road in Farmingdale, New York 11735 (the "Facility"), all for use by the Company in its hotel and hospitality business; and

WHEREAS, it is contemplated that the Company will cause the transfer, lease or sublease of the Project Site to the Agency pursuant to a Company Lease Agreement (the "Company Lease") and the Agency will assist the Company to undertake the Project and will sublease the Project Site and lease the Facility to the Company pursuant to a Lease and Project Agreement (the "Lease Agreement"), by and between the Company and the Agency pursuant to which the Company agrees, among other things, to make lease payments in such amounts as specified in the Lease Agreement; and

WHEREAS, pursuant to the Lease Agreement the Company has agreed to make certain payments in lieu of real property taxes with respect to the Facility to the Agency; and

WHEREAS, the Project was the subject of a uniform tax exemption policy deviation; a memo relating to the same of the Agency dated August 6, 2021 (the "Deviation Memo") was delivered to each of the "affected tax jurisdiction" as defined in the Act; and

WHEREAS, in connection with the Project, the Company has also submitted to the Agency a Hotel Market Study (the "LWHA Study") dated July 12, 2021 of LWHA Hospitality Advisors with respect to the Project; 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 Project Application and the Company has confirmed in such Project Application that as of the date of the Project Application, the Company is in substantial compliance with the Act; and

WHEREAS, representatives of the Agency held a public hearing with respect to the Project on August 17, 2021 and a transcript of such hearing has been presented to the members of the Agency; and

WHEREAS, it is desired that the Agency authorize the granting of certain financial assistance to the Company in connection with the Project and the Facility including abatements from mortgage recording taxes, real property taxes and sales and use taxes.

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

Section 1. With respect to the Agency's evaluation criteria for Tourism Projects the Agency makes the following determinations:

- (a) It has reviewed the information in the Cost Benefit Analysis, the LWHA Study and the public hearing materials with respect to the Project.
- (b) The Project will include a capital investment of approximately \$18,169,472 with respect to the Facility.
- (c) The Project will not have significant long term impact on local labor in the Town but will result in approximately 45 new temporary construction jobs during the construction of the Facility.
- (d) The Project will result in regional wealth generation in that users of the Facility will be individuals and groups from outside of the Nassau/Suffolk economic area.
- (e) The Project will result in increased New York State and local sales taxes and hotel occupancy taxes.

- (f) According to the LWHA study, the vast majority of the Project's business will entail providing goods and services to customers personally visiting the Facility. In addition, according to the LWHA Study, the majority of hotel guests are anticipated to come from outside of Nassau/Suffolk Counties. The Project constitutes a tourism destination and the increased availability of hotel space to be provided by the Project is expected to attract a significant number of visitors from outside of the Nassau/Suffolk economic development region to use accommodations in Nassau/Suffolk rather than outside of Nassau/Suffolk. As the effects of Covid-19 lessen, economic activity and business and leisure travel are expected to recover to former levels and increase and grow in the future. Failure to address future business and leisure travel needs through available hotel space may result in travelers deciding to seek hotel accommodations outside of the Town and the Nassau/Suffolk area.
- (g) There are a number factors which will drive the need for additional accommodations in the vicinity of the Project including the proposed expansion of Republic Airport which is located across from the Project as well as continued operation and growth of several major corporations located within the vicinity of the Project including, Cannon, Henry Schein, Arrow Electronics, Symbol Technologies, D'Addario & Co., Telephonics, Voxx International and Nature's Bounty. The Facility is also proximate to major health care providers in the area including Northwell, St. Joseph's, NYU Winthrop and South Oaks Hospital and it also proximate to major educational institutions including SUNY Farmingdale and Molloy College. Finally, the Project is also proximate to Bethpage State Park/Bethpage Black which hosts major golf events including the US Open, the Barclays Tournament, the PGA Championship and in 2024 will host the Ryder Cup.
- (h) The Project is in alignment with local planning and development efforts and received a change in zone approval from the Town to M-H Planned Motel-Hotel District.
- (i) The financial assistance to be provided by the Agency for the Project is an essential component of the Company's proposed costs of operations of the Facility and will assist the Company to complete the Project and attract lenders to finance the Project.

Section 2. Based on the evaluation of the foregoing evaluation criteria, (a) the Agency hereby finds and determines that (i) the Project constitutes a commercial facility and a "Project" within the meaning of the Act; and (ii) the granting of mortgage recording tax abatements, real property tax abatements and sales and use 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 the Financial Assistance to the Company with respect to the Project and the Facility.

(c) The Agency shall grant Financial Assistance to the Company in the form of New York State and local Sales and Use Tax abatements in a maximum amount not to exceed \$809,888 as provided in Section 5.2 of the Lease Agreement and in the event of the occurrence of a recapture event under the Lease Agreement the Agency will pursue recapture of the Financial Assistance as provided in Section 5.4 of the Lease Agreement.

Section 3. To accomplish the purposes of the Act, the Agency shall take legal fee or leasehold title to the Project Site pursuant to the Company Lease, assist the Company to undertake the Project and lease the Facility and sublease the Project Site to the Company pursuant to the Lease Agreement.

Section 4. Pursuant to the Lease Agreement, the Company will make certain payments in lieu of real property taxes substantially as described in the Project Application with respect to the Facility.

Section 5. In order to provide the Company with Financial Assistance with respect to exemptions from New York State and local Sales and Use Taxes with respect to the Project the Agency may issue one or more Sales Tax Agent Authorization Letters ("Sales Tax Authorization Letters") which shall be used pursuant to the terms contained therein and in the Lease Agreement.

Section 6. In order to secure amounts to be loaned by a mortgage lender acceptable to the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") of the Agency to the Company with respect to the Project, the Agency hereby authorizes the execution of one or more mortgages (collectively, the "Mortgages") granted at the initial closing of the "straight lease" transaction or any time thereafter during the term of the Lease Agreement, from the Agency and the Company to any mortgage lender acceptable to the CEO or the CFO of the Agency or any other authorized representative, in form acceptable to the CEO or CFO of the Agency or any other authorized representative and counsel to the Agency.

Section 7. The form and substance of the Lease Agreement in substantially the form previously approved by the Agency for other "straight lease" transactions is hereby approved.

Section 8. The form and substance of the Company Lease in substantially the form previously executed for other "straight lease" transactions is hereby approved.

Section 9. The CEO of the Agency or any successor CEO of the Agency or any other authorized representative including the CFO, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of the Company Lease, Lease Agreement, Mortgages, Sales Tax Agent Authorization Letters, and any other agreements or

certificates consistent herewith (hereinafter collectively called the "Agency Documents"), all in substantially the forms previously executed by the Agency for other "straight lease" transactions acceptable to Agency counsel, with such changes, variations, omissions and insertions in the Agency Documents as the CEO or the CFO of the Agency or any other authorized representative of the Agency shall upon advice of counsel approve. The execution thereof by the CEO or the CFO of the Agency or any other authorized representative shall constitute conclusive evidence of such approval.

The CEO or CFO of the Agency or any other authorized representative 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 determine the terms of the Agency Documents.

The Secretary or counsel to the Agency is hereby authorized to attest to the CEO's, the CFO'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 10. The CEO of the Agency, the CFO of the Agency or any other authorized representative including 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 in the Company Lease and the Lease Agreement 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 including such changes or revisions in the forms of such documents as may be requested by counsel to the Agency.

Section 11. 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 12. 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 13. 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 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 14. The law firm Katten Muchin Rosenman LLP is hereby appointed transaction counsel to the Agency for this transaction.

Section 15. This resolution shall take effect immediately.

PRELIMINARY INDUCEMENT RESOLUTION DATED AUGUST 18, 2021

**PRELIMINARY INDUCEMENT RESOLUTION OF THE TOWN
OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY
RELATING TO THE GRANTING OF PRELIMINARY
APPROVAL TO ORICS INDUSTRIES INC AND ORICS REALTY
LLC IN CONNECTION WITH THE POTENTIAL GRANT OF
CERTAIN FINANCIAL ASSISTANCE**

WHEREAS, Orics Industries Inc and its successors and assigns (the "Applicant") and Orics Realty LLC and its successors and assigns (the "Owner") have preliminarily informed officials of the Agency about, and have expressed the desire to enter into negotiations with, officials of the Agency with respect to a project (the "Project") consisting of the construction and equipping by the Applicant and the Owner of an approximately 1,000 square foot addition to an approximately 40,000 square foot, existing manufacturing, warehouse and distribution facility, to be located on that certain approximately 1.0 acre lot, piece or parcel of land generally known as 240 Smith Street in Farmingdale, New York 11735 (the "Facility"), all for use by the Applicant in its business of design and manufacturing of packaging equipment in the food and pharmaceutical space; and

WHEREAS, the Applicant submitted a preliminary Project Application (the "Project Application") to the Agency to initiate the accomplishment of the above; and

WHEREAS, based upon further review of the Project Application, the Agency intends to determine whether financial assistance shall be provided by the Agency in order to induce the Applicant and Owner to proceed with the proposed Project; and

WHEREAS, the Applicant and Owner are obtaining and compiling all information necessary to allow the Agency to make such determination;

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

Section 1. The proposed Project and the Facility would, if approved by the Agency, be in furtherance of the policy of fostering economic development in the Town in accordance with the Article 18-A and Section 907-a of the General Municipal Law of the State of New York.

Section 2. The officers of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to take whatever steps may be necessary to implement the provision of this resolution including compiling and reviewing requisite information to determine whether financial assistance shall be provided by the Agency for the proposed Project;

Section 3. Nothing herein shall be construed as committing the Agency to undertake or approve the Project or to provide financial assistance for the Project.

Section 4. Any expenses incurred by the Agency with respect to the proposed Project shall be paid by the Applicant. The Applicant will agree to pay such expenses and

further will agree to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the proposed Project.

Section 5. This preliminary resolution shall take effect immediately.

PRELIMINARY INDUCEMENT RESOLUTION DATED AUGUST 18, 2021

**PRELIMINARY INDUCEMENT RESOLUTION OF THE TOWN
OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY
RELATING TO THE GRANTING OF PRELIMINARY
APPROVAL TO NATIONAL COMPRESSOR EXCHANGE, INC.
AND JASON RICHARD REALTY LLC IN CONNECTION WITH
THE POTENTIAL GRANT OF CERTAIN FINANCIAL
ASSISTANCE**

WHEREAS, National Compressor Exchange, Inc. and its successors and assigns (the "Applicant") and Jason Richard Realty LLC and its successors and assigns (the "Owner") have preliminarily informed officials of the Agency about, and have expressed the desire to enter into negotiations with, officials of the Agency with respect to a project (the "Project") consisting of the acquisition, renovation and equipping by the Applicant and the Owner of approximately 50,000 square foot, manufacturing, warehouse and distribution facilities, to be located on that certain approximately 4.68 acre lot, piece or parcels of land generally known as 1900 New Highway and 40 Gazza Boulevard in Farmingdale, New York 11735 (the "Facility"), all for use by the Applicant in its business of manufacture, warehousing and distribution of the re-manufacturing and a/c compressors, rewinding of electric motors, machining of compressor castings and parts; and

WHEREAS, the Applicant submitted a preliminary Project Application (the "Project Application") to the Agency to initiate the accomplishment of the above; and

WHEREAS, based upon further review of the Project Application, the Agency intends to determine whether financial assistance shall be provided by the Agency in order to induce the Applicant and Owner to proceed with the proposed Project; and

WHEREAS, the Applicant and Owner are obtaining and compiling all information necessary to allow the Agency to make such determination;

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

Section 1. The proposed Project and the Facility would, if approved by the Agency, be in furtherance of the policy of fostering economic development in the Town in accordance with the Article 18-A and Section 907-a of the General Municipal Law of the State of New York.

Section 2. The officers of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to take whatever steps may be necessary to implement the provision of this resolution including compiling and reviewing requisite information to determine whether financial assistance shall be provided by the Agency for the proposed Project;.

Section 3. Nothing herein shall be construed as committing the Agency to undertake or approve the Project or to provide financial assistance for the Project.

Section 4. Any expenses incurred by the Agency with respect to the proposed Project shall be paid by the Applicant. The Applicant will agree to pay such expenses and further will agree to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the proposed Project.

Section 5. This preliminary resolution shall take effect immediately.

**RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS
RELATING TO THE CLUB PRO MANUFACTURING USA PROJECT**

WHEREAS, pursuant to a resolution adopted on June 16, 2015 authorizing the undertaking of a Project, the Town of Babylon Industrial Development Agency (the "Agency") entered into a straight lease transaction with 10 Lucon Drive LLC ("Original Lessee") and Golf Gear, Ltd. d/b/a Club Pro Manufacturing USA ("Sublessee") pursuant to which the Agency granted Original Lessee and 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 an Amended and Restated Lease Agreement, between the Agency and the Original Lessee dated January 5, 2016 (the "Lease Agreement") and a Sublease Agreement, between Original Lessee and Sublessee dated January 5, 2016 (the "Sublease Agreement"), covering property located at 10 Lucon Drive, in Deer Park, New York 11729; and

WHEREAS, Kevin Cosgrove or an entity to be formed by Kevin Cosgrove (the "New Lessee") is purchasing substantially all of the assets of the Original Lessee and, in connection therewith, Original Lessee desires to transfer and assign to New Lessee, and New Lessee desires to assume, all of Original Lessee's right, title and interest in, to and under the Lease Agreement and make certain amendments thereto and, in connection with such assignment and assumption, the New Lessee will assume Original Lessee's obligations under or will enter into a new or amended Sublease Agreement with the 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 the assignment and assumption of the Lease Agreement from the Original Lessee to the New Lessee, and the subsequent assignment or amendment to the Sublease 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 assignment, assumption or amendment of the Lease Agreement, and the assignment or amendment to the 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 or the 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 CONSENTING TO TRANSFER OF OWNERSHIP INTERESTS
RELATING TO THE FLORIO FOOD CORP., D/B/A CANNOLI FACTORY PROJECT**

WHEREAS, pursuant to a resolution adopted on August 17, 2010, authorizing and undertaking of the Project, the Town of Babylon Industrial Agency (the "Agency") entered into a straight lease transaction for the benefit of Florio Food Corp., d/b/a Cannoli Factory (the "Company") pursuant to which the Agency granted the Company 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 Company Lease Agreement between the Company and the Agency dated September 30, 2010, relating to a certain facility located at 75 Wyandanch Avenue, Wyandanch, New York, 11798 (the "75 Wyandanch Company Lease"), a Lease Agreement Florio Food Corp., d/b/a Cannoli Factory, and the Agency dated September 30, 2010, a Lease Agreement, between the Agency and the Company dated September 30, 2010, related to a certain facility at 75 Wyandanch Avenue, Wyandanch, New York, 11798 (the "75 Wyandanch Ave Lease Agreement"); and

WHEREAS, Emmi Dessert USA, LLC, a New York limited liability company and wholly owned subsidiary of Emmi Holding (USA), LLC, (the "New Stockholder"), is purchasing substantially all of the outstanding stocks of the Company (the "Stock Purchase") and, in connection therewith, the New Stockholder desires the Agency's consent to such purchase; and

WHEREAS, the representative of the New Stockholder have informed the Agency that subsequent to the Stock Purchase, the Company will maintain its corporate existence and will continue to comply with the Lease Agreements; and

WHEREAS, John M. Garcia (AKA John Alair) and the company guaranty the obligations of the Company under the Lease Agreements pursuant to a revised Guaranty Agreement dated September 30, 2010, from John M. Garcia (AKA John Alair) and the Company to the Agency (the "Original Guaranty") and in connection with the Stock Purchase, John M. Garcia (AKA John Alair) and the company desire to cancel the original Guaranty; and

WHEREAS, the Original Guaranty will be replaced by a Guaranty Agreement from Emmi Dessert USA LLC, to the Agency (the "Guaranty Replacement"); and

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

Section 1. The Agency hereby consents to the Stock Purchase and the Guaranty Replacement.

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 consents, agreements or certificates consistent herewith (hereinafter collectively called the ("Consent 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 Consent 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 or the Secretary, to execute any Consent 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 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 Consent 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 Consent Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations, and agreements of the Agency contained in this resolution, and the Consent 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, and 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 resolutions, and the Consent Documents shall be exercised or performed by the Agency or by such members, officers, board of body as may be required by law to exercise such powers and to perform such duties.

Section 5. No covenant, stipulation, obligation, or agreements contained in this resolution or the Consent 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 Consent Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6. This resolution shall take effect immediately.