

**FIRST AMENDMENT TO
AMENDED AND RESTATED LEASE AGREEMENT**

Dated as of June 23, 2019

by and between

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

and

OPTIMA REALTY LLC

Optima Foods, Inc.

Affecting the Land generally known by the street address
15 West Jefryn Boulevard, Deer Park
in the County of Suffolk,
as more particularly described in
Exhibit A to this Lease Agreement
and which is also known as
District 0100
Section 67.00, Block 1.00, Lot 24.019
on the Official Tax Map of Suffolk County

FIRST AMENDMENT TO AMENDED AND RESTATED LEASE AGREEMENT

This **FIRST AMENDMENT TO AMENDED AND RESTATED LEASE AGREEMENT**, made and entered into as of June 23, 2019 (this **“First Amendment”**), by and between **TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY**, a corporate governmental agency constituting a body corporate and politic and a public benefit corporation of the State of New York, duly organized and existing under the laws of the State of New York (the **“Agency”**), party of the first part, having its principal office at 47 West Main Street, Babylon, New York 11702, and **OPTIMA REALTY LLC** a limited liability company organized and existing under the laws of the State of New York (the **“Lessee”**), party of the second part, having its principal office at 15 West Jefryn Boulevard, Deer Park, New York 11729 (all capitalized terms used herein and not otherwise defined shall have the same meaning as set forth in the Lease and Project Agreement herein defined):

WITNESSETH:

WHEREAS, 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”**) authorizes and provides for the creation of industrial development agencies in the several counties, cities, villages and towns in the State of New York and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and furnish land, any building or other improvement, and all real and personal property, including but not limited to machinery and equipment, deemed necessary in connection therewith, whether or not now in existence or under construction, which shall be suitable for manufacturing, warehousing, research, commercial, industrial or civic purposes, to the end that such agencies may be able to promote, develop, encourage, assist and advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, pursuant to and in accordance with the provisions of the Enabling Act, 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 County of Suffolk and the inhabitants thereof; and

WHEREAS, to accomplish the purposes of the Act, the Agency entered into a Straight Lease (as defined in the Act) dated June 23, 2016, with the Lessee and Optima Foods Inc. (the **“Sublessee”**) for the acquisition of a “project” within the meaning of the Act within the territorial boundaries of the County of Suffolk, New York (the **“County”**) and located on that certain lot, piece or parcel of land generally known as and located at 15 West Jefryn Boulevard in Deer Park, New York which consists of the acquisition, renovation and equipping of an approximately 41,000 square foot manufacturing, warehouse and distribution facility, (the **“Facility”**) for use by the Sublessee in its business of manufacturing, distribution and importing of food products (the **“Project”**); and

WHEREAS, in connection with the Project the Agency granted the Lessee 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 Lessee dated June 23, 2016, (the **“Lease Agreement”**); and

WHEREAS, the state and local sales tax exemption for the Project and the Facility expired on June 23, 2019 and completion of the Project has been delayed and the Company and the Sublessee desires to extend the Completion Date for the Project from June 23, 2019 to October 31, 2019; and

NOW, THEREFORE, in consideration of the premises and the respective representations and agreements hereinafter contained, the parties hereto agree as follows (provided that in the performance of the agreements of the Agency herein contained, any obligation it may incur for the payment of money shall not create a debt of the State of New York or of the County of Suffolk, and neither the State of New York nor the County of Suffolk shall be liable on any obligation so incurred, but any such obligation shall be payable solely out of the lease rentals, revenues and receipts derived from or in connection with the Facility including moneys received under the Lease Agreement):

Section 1. Amendments.

a. Section 2.4(b)(i) in the Lease Agreement is hereby amended and replaced with the following:

The Sales Tax Exemption shall be effective only for a term commencing on the Commencement Date and expiring upon the earliest of (A) October 31, 2019, (B) the expiration or termination of this Agreement, (C) receipt by the Lessee of notice from the Agency of termination of the Sales Tax Exemption, and (D) the termination of the Sales Tax Exemption authorization pursuant to Section 7.2 (the "Termination Date").

Section 2. No Further Amendment. Except for the forgoing amendments to the Lease Agreement, the Lease Agreement shall remain in full force and effect.

Section 3. Severability. If any clause, provision or section of this First Amendment be ruled invalid by any court of competent jurisdiction, the invalidity of such clause, provision or section shall not affect any of the remaining provisions hereof.

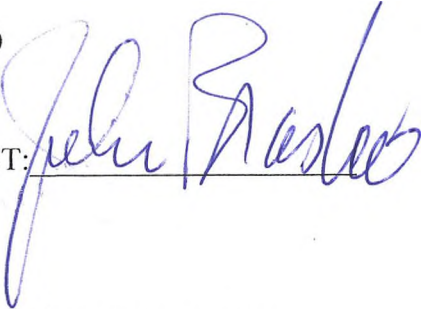
Section 4. Counterparts. This First Amendment may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument

Section 5. Binding Effect. This First Amendment shall inure to the benefit of, and shall be binding upon, the Agency, the Lessee and its respective successors and assigns.

IN WITNESS WHEREOF, the Agency has caused its corporate name to be hereunto subscribed by its duly authorized Chief Executive Officer and attested under the seal of the Agency by its Secretary, or an Assistant Secretary and the Lessee duly executed this First Amendment all being done as of the year and day first above written.

(SEAL)

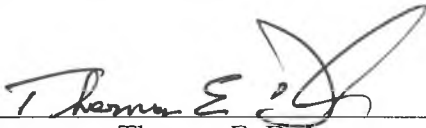
ATTEST:



JOHN BRASLOW
COUNSEL
TOWN OF BABYLON
IND. DEV. AGENCY

**TOWN OF BABYLON INDUSTRIAL
DEVELOPMENT AGENCY**

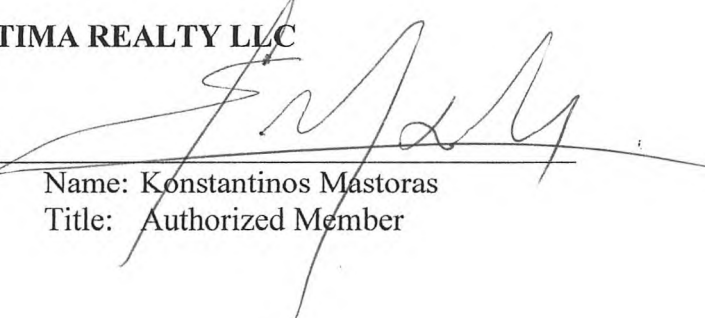
By:



Name: Thomas E. Dolan
Title: Chief Executive Officer

OPTIMA REALTY LLC

By:



Name: Konstantinos Mastoras
Title: Authorized Member

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

On the 15th of July, in the year two thousand and nineteen, the undersigned, personally appeared **Thomas E. Dolan**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Lynn A. Aramani

Notary Public

LYNN A. ARAMANI
Notary Public, State of New York
No. 01AR5071444
Qualified in Suffolk County
Commission Expires January 13, 20~~12~~¹³

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

On the 29 of July, in the year two thousand and nineteen, the undersigned, personally appeared **Konstantinos Mastoras**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

ANTHONY J FIDANAKIS
NOTARY PUBLIC-STATE OF NEW YORK
No. 01F16364391
Qualified in Queens County
My Commission Expires 09-11-2021