

A regular meeting of the Town of Babylon Industrial Development Agency (the "Agency") was convened in public session on February 25, 2014 at 7:00 o'clock P.M., at the Law Office of John Braslow, 816 Deer Park Avenue, North Babylon, New York.

The foregoing meeting was called to order by the Chief Executive Officer, with the following members being:

PRESENT:

PATRICK HALPIN
CHRIS FERENCNIK
WILLIAM BOGARDT
SANDRA THOMAS
ROSEMARIE DEARING
THOMAS DOLAN

*Piping
Rock*

EXCUSED ABSENCE:

NANCY ENGELHARDSTRICOFF
RAMON ACCETTELLA, JR.

ALSO PRESENT:

ROBERT STRICOFF, CEO
JOHN BRASLOW, ESQ.
MARIA TRUPIA, BOARD SECRETARY
MATTHEW MCDONOUGH

Upon motion duly made and seconded, the following resolution was placed before the members of the Agency:

**RESOLUTION AUTHORIZING AN AMENDMENT TO THE LEASE AGREEMENT
RELATING TO THE MODIFICATION OF THE SALES TAX LETTER REGARDING
THE PIPING ROCK HEALTH PRODUCTS, LLC PROJECT**

WHEREAS, the Agency has heretofore entered into negotiations with Piping Rock Health Products, LLC (the “**Sublessee**”) and 298 Adams Realty, LLC. (the “**Lessee**”) for a commercial “project” (the “**Project**”) within the territorial boundaries of the Town of Babylon and located on those certain lots, pieces or parcels of land (the “**Land**”) generally known as and by the street address 298-302 Adams Blvd. in Farmingdale, New York 11735; and

WHEREAS, the Project consists of the acquisition by the Agency of an approximately 1.6 acre parcel of land and renovation and equipping of the approximately 31,000 square foot facility situated thereon and the acquisition, renovation and equipping thereof all for use by the Sublessee as an office, manufacturing and warehousing facility in its business of manufacturing and packaging health care products including jellies, jams, vitamins, food supplements, herbal products, amino acids, aromatherapy, essential oils, spices, coffees and teas (the Land and all buildings, structures and other improvements now or hereafter located thereon, and all fixtures and appurtenances and additions thereto and substitutions and replacements thereof, now or hereafter attached to or contained in or located on the Land and/or the buildings and improvements located thereon or placed on any part thereof, and attached thereto, which are used or usable in connection with the present or future operation thereof or the activities at any time conducted therein and certain machinery, equipment and other tangible personal property (and all repairs, replacements, improvements and substitutions thereof or therefor, and all parts, additions and accessories incorporated therein), subject to the terms hereof, are collectively referred to herein as the “**Facility**”); and

WHEREAS, in furtherance of the Project, on December 18, 2012, the Agency adopted a resolution (the “**Authorizing Resolution**”) authorizing the undertaking of the Project, the acquisition of the Facility by the Agency and the lease of the Facility by the Agency to the Lessee and the sublease of the Facility by the Lessee to the Sublessee; and

WHEREAS, to facilitate the Project, the Agency, the Lessee and the Sublessee entered into a “straight lease transaction” within the meaning of the Act on December 31, 2012; and

WHEREAS, the Agency and the Lessee have prior to the date hereof entered into a Lease Agreement dated December 31, 2012 (the “**Lease Agreement**”) pursuant to which the Agency has leased the Facility to the Lessee and the Agency and the Lessee agreed that the Lessee and the Sublessee would receive the benefit of certain financial assistance with respect to the Project; and

WHEREAS, in connection with the Project and pursuant to the Lease Agreement, the Agency delivered a Sales Tax Letter (the “**Original Sales Tax Letter**”) to the Lessee and the Sublessee dated December 31, 2012; and

WHEREAS, portions of the Project will be undertaken by Rudolph Development, LLC (“**Rudolph**”) a New York limited liability company; and

WHEREAS, the Agency, the Lessee and the Sublessee desire to provide for the grant of financial assistance in the form of New York State Sales and Use Tax exemptions to Rudolph through the First Amendment to Lease Agreement (the "**First Amendment to the Lease Agreement**") as herein provided and the delivery of a First Amended and Restated Sales Tax Letter (the "**First Amended and Restated Sales Tax Letter**") with respect to the Project.

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

Section 1. In order to provide Rudolph with financial assistance with respect to the Project through provision of exemptions from New York State Sales and Use Taxes, the Agency authorizes the First Amendment to Lease Agreement and the First Amended and Restated Sales Tax Letter.

Section 2. Robert Stricoff, as Chief Executive Officer or any successor Chief Executive Officer (the "**Executive Director**") or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of First Amendment to Lease Agreement, the First Amended and Restated Sales Tax Letter 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 Executive Director'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. 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: February 25, 2014

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

I, _____, the duly elected, qualified Secretary of the Town of Babylon Industrial Development Agency (the "Agency"), hereby certify that:

1. The foregoing is a true, correct and complete copy of the record of proceedings of the Agency had and taken at a lawful meeting of the Agency held at the Law Office of John Braslow, 816 Deer Park Avenue, North Babylon, New York on February 25, 2014, commencing at the hour of 7:00 P.M., as recorded in the regular official book, of the proceedings of the Agency, those proceedings were duly had and taken as shown therein.

2. All members of the Agency and the public were duly notified of that meeting pursuant to law.

IN WITNESS WHEREOF, I have signed this certificate and affixed the seal of the
Agency the 25th day of February, 2014.

Secretary

(SEAL)

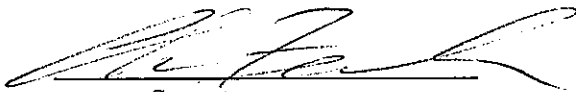
STATE OF NEW YORK)
) ss.:
COUNTY OF SUFFOLK)

I, Chris Ferencsik, the duly elected, qualified Secretary of the Town of Babylon Industrial Development Agency (the "Agency"), hereby certify that:

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Secretary

(SEAL)