

AGENDA

January 5, 2023

1. Call to Order.
2. Roll Call
3. Pledge of Allegiance
4. **Resolution # 1**

Resolution to appoint a Secretary.

5. **Resolution # 2**

Resolution to appoint Audit, Finance and Governance Committees.

6. **Resolution # 3**

Resolution adopting the By Laws.

7. **Resolution # 4**

Resolution adopting the Investment Policy.

8. **Resolution # 5**

Resolution adopting the Property Disposition Policy.

9. **Resolution # 6**

Resolution adopting the Procurement Policy and Procedures.

10. **Resolution # 7**

Resolution adopting the Personnel Policy

11. **Resolution # 8**

Resolution adopting the Policy regarding Public Comments at the Agency Board meetings.

12. Resolution # 9

Resolution adopting the Real Property Acquisition Policy.

13. Resolution # 10

Resolution adopting the Code of Ethics.

14. Resolution # 11

Resolution adopting the Whistleblower Protection Policy.

15. Resolution # 12

Resolution adopting the Disaster Recovery Plan.

16. Resolution # 13

Resolution adopting the Fee Policy.

17. Resolution # 14

Resolution amending the 2023 IDA/IDC Board meeting schedule.

18. Resolution # 15

Accept the minutes from the IDA/IDC Board Meeting of December 14, 2022.

19. Resolution # 16

Resolution authorizing an amendment to project documents relating to the Winter Bros. Waste Systems of Long Island, LLC Project.

20. Chief Executive Officer's report

21. Old Business

22. New Business

23. Adjournment

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: To appoint the following Officer:

Paulette Laborne, Secretary

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has appointed Paulette Laborne, Secretary.

January 5, 2023
Babylon Industrial Development Agency

RESOLUTION: To appoint the following Committees:

Audit Committee

Justin Belkin, Chair

William Bogardt

Marcus Duffin

Paulette Moses (alt.)

Finance Committee

Paulette Moses, Chair

William Bogardt

William Celona

Justin Belkin (alt.)

Governance Committee

Paulette Moses, Chair

Marcus Duffin

William Celona

Rosemarie Dearing (alt.)

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has appointed an Audit, Finance and Governance Committee.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's By Laws.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's By Laws.

BY LAWS
OF
TOWN OF BABYLON
INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE I
THE AGENCY

Section 1. Name. The name of the Agency shall be "Town of Babylon Industrial Development Agency."

Section 2. Seal of Agency. The Seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of the Agency. The office of the Agency shall be at 47 West Main Street, Babylon, New York, but the agency may have other office at other such places as the Agency may from time to time designate by resolution.

ARTICLE II
OFFICERS

Section 1. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Chief Financial Officer, and a Chief Executive Officer. Any two or more offices, except the office of Chairman and Secretary may be held by the same person.

Section 2. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman has the authority to execute all agreements, contracts, deeds, and any other instruments of the Agency, at each meeting the Chairman shall submit such recommendations and information as Chairman may consider proper concerning the business, affairs and policies of the Agency.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence of In capacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Town Board shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. The Secretary shall keep in sage custody the seal of the Agency and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency. The Secretary has the authority to execute all agreements, contracts, deeds, and any other instruments of the Agency

Section 6. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by the By-Laws of the Agency, or by the rules and regulations of the Agency, or by the Laws of the State of New York.

Section 7. Appointment of Officers. All officers of the Agency except the first Chairman shall be appointed at the annual meeting of the Agency from among the members of the agency, and shall hold office for one year or until the successors are appointed.

Section 8. Vacancies. Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 9. Chief Executive Officer. A Chief Executive Director shall be appointed by the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Chief Executive Officer shall be charged with the management of all project of the Agency. The Chief Executive Officer has the authority to execute all agreements, contracts, deeds, and any other instruments of the Agency.

Section 10. Chief Financial Officer. The Chief Financial Officer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, The Chief Financial Officer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. The Chief Financial Officer shall keep regular books of account of his transactions and also of the financial condition of the Agency. The Chief Financial Officer shall give such bond for the faithful performance of his duties as the Agency may determine. The Chief Financial Officer has the authority to execute all agreements, contracts, deeds, and any other instruments of the Agency.

Section 11. Additional Personnel. The Agency may from time to time employ such personnel and independent contractors as it deems necessary to exercise its powers, duties, and functions and prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel and independent contractors shall be determined by the Chief Executive Officer subject to the laws of the State of New York and notice to the board. The Chairman may call for a resolution, at the next scheduled regular or special meeting, if the Chairman deems it necessary. All employees of the Agency shall have benefits prescribed by the Agency's Personnel Policy. All independent contractors shall be subject to the Procurement Policy and any executed contract.

ARTICLE III MEETINGS

Section 1. Annual Meeting. The annual meeting of the Agency shall be held on the as soon as possible, after the first Town Board meeting at the regular meeting place of the Agency.

Section 2. Regular Meetings. Regular meetings shall be set for the next entire year at the agency's last meeting in December.

Section 3. Special Meetings. The Chairman of the Agency may, when the Chairman deems it desirable, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency or may be mailed to the business or home address of each member of the Agency at least two days prior to the date of such

special meeting. Waivers of notice may be signed by any members failing to receive proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Agency are present at the special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Agency, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting.
3. The prepared agenda
4. New Business
5. Adjournment

All resolutions shall be writing and shall be copied or attached to a journal of the proceedings of the Agency.

Section 6. Manner of Voting. The voting on all questions coming before the Agency shall be by rising vote, and the yeas and nays shall be entered on the minutes of such meetings, except in the case of appointments when the vote may be by ballot.

ARTICLE IV AMENDMENTS

Section 1. Amendments to By-Laws. The by-laws of the Agency shall be amended only with the approval of at least a majority of all the members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice there of has been previously given to all member of the Agency.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Investment Policy.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Investment Policy.

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

Investment Policy

This Investment Policy of the Town of Babylon Industrial Development Agency (the "Agency") shall apply to all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency. Each investment made pursuant to this Investment Policy must be authorized by applicable law and this written Investment Policy. This Investment Policy is intended to comply with the General Municipal Law, the Public Authorities Law, and any other applicable laws of New York State.

Delegation of Authority

The responsibility for conducting investment transactions involving the Agency resides with the Deputy Executive Director/Chief Financial Officer of the Agency under the direction and oversight of the Treasurer of the Agency. Only the Deputy Executive Director/Chief Financial Officer and those authorized by resolution or the Agency's By-laws may invest public funds.

All contracts or agreements with outside persons investing public funds, advising on the investment of public funds, directing the deposit of public funds or acting in a fiduciary capacity for the Agency, shall require the outside person to notify the Agency, in writing, within thirty (30) days of receipt of all communication from its' auditor of the outside person or any regulatory authority, of the existence of material weakness in the internal control structure of the outside person or regulatory orders or sanctions regarding the type of services being provided to the Agency by the outside person.

The records of investment transaction made by or on behalf of the Agency are public records and are the property of the Agency whether in the custody of the Agency or in the custody of a fiduciary or other third party.

The Deputy Executive Director/Chief Financial Officer of the Agency under the direction and oversight of the Treasurer shall establish a written system of internal controls and investment practices. The controls shall be designed to prevent losses of public funds, to document those officers and employees of the Agency responsible for elements of the investment process and to address the capability of investment management. The controls shall provide for receipt and review of the

audited financial statements and related reports on internal control structure of all outside persons performing any of the following for the Agency:

- (i) investing public funds of the Agency;
- (ii) advising on the investment of public funds of the Agency;
- (iii) directing the deposit or investment of public funds of the Agency; or
- (iv) acting in a fiduciary capacity for the Agency.

A bank, savings and loan association or credit union providing only depository services shall not be required to provide an audited financial statement and related report on its' internal control structure.

Objectives

The primary objectives, in order of priority, of all investment activities involving the financial assets of the Agency shall be the following:

- (i) Safety: Safety and preservation of principal in the overall portfolio is the foremost investment objective;
- (ii) Liquidity: Maintaining the necessary liquidity to match expected liabilities and expenses is the second investment objective;
- (iii) Return: Obtaining a reasonable return is a third investment objective.

Operative Policy

The Agency shall conduct its' investment activities involving all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency in a manner that complies with the General Municipal Law and the Public Authorities Law of New York State.

Prior to making an investment of any operating funds, bond proceeds and other funds of the Agency, other than those associated with a bank, savings and loan association or credit union involving a depository relationship only, the Agency shall obtain at least three (3) bids and award the contract to the most responsible bidder whose bid most closely meets the objective of this Investment Policy.

The Deputy Executive Director/Chief Financial Officer, the Treasurer and all officers and employees of the Agency involved in the investment process shall refrain from personal business activity that could conflict with the proper execution of the investment program, or which could impair their ability to make impartial investment decisions. Nothing contained within this Policy, however, shall prohibit the Deputy Executive Director/Chief Financial Officer, the Treasurer, or any other officer or member of the Board, or employee of the Agency from obtaining interests in mutual funds which may include within its' investment portfolio, bonds, debentures, notes or other evidence of indebtedness of the Agency; provided, however, that the Agency's bonds, debentures, notes or other evidence of indebtedness may not make up more than ten percent (10%) of the mutual fund's total portfolio and the Deputy Executive Director/Chief Financial Officer, the Treasurer, other officers or Board Members, or employees may not exercise any discretion with respect to the investments made by the mutual fund company.

The Deputy Executive Director/Chief Financial Officer shall submit to the Board an investment report that summarizes recent market conditions and investment strategies employed since the last investment report. The report shall set out the current portfolio in terms of maturity, rates of return and other features and summarize all investment transactions that have occurred during the reporting period and compare the investment results with budgetary expectations, if any.

This Investment Policy shall be reviewed and approved annually.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Property Disposition Policy.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Property Disposition Policy.

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

Property Disposition Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics and to operate in the most accountable and open manner, the Town of Babylon Industrial Development Agency (the "Agency") will maintain adequate inventory controls and accountability systems for all Property (as such term is defined below) under its control. Furthermore, the Agency will Dispose (as such term is defined below) of Property in compliance with any applicable Law, Rule or Regulation (as such term is defined below). Failure to follow the provisions of this Property Disposition Policy will result in disciplinary action including possible termination of employment, dismissal from one's board or agent duties and possible civil or criminal prosecution if warranted.

Definitions

Contracting Officer shall mean the Deputy Executive Director/Chief Financial Officer of the Agency.

Dispose, Disposed or Disposal shall mean the transfer of title or any other beneficial interest in personal or real property in accordance with Section 2897 of the New York Public Authorities Law.

Law, Rule or Regulation: Any duly enacted statute, or ordinance or any rule or regulation promulgated pursuant to any federal, state or local statute or ordinance.

Property shall mean (a) personal property in excess of five thousand dollars (\$5,000.00) in value, (b) real property, and (c) any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

Operative Policy

Inventory Controls and Accountability Systems

The Contracting Officer of the Agency shall be responsible for the Agency's compliance with this Property Disposition Policy and the supervision and control of all Property Disposed of by the Agency. In addition, the Contracting Officer shall have the responsibility to insure the Agency operates in compliance with Title 5-A of the New York Public Authorities Law, including creating and maintaining adequate inventory controls and accountability systems for all Property under the control of the Agency and periodically inventorying such property to determine which, if any, property should be Disposed by the Agency. The Contracting Officer shall recommend to the Board any Property he or she deems suitable for Disposal.

Disposition of Property

Unless otherwise authorized by this Policy, the Agency shall Dispose of Property for not less than fair market value ("FMV") by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such terms and conditions as the Contracting Officer deems proper. Provided, however, that no disposition of real property, any interest in real property, or any other Property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such Property has been made by an independent appraiser and included in the record of the transaction. Unless otherwise authorized by this Policy, prior to disposing of Property or entering into a contract for the Disposal of Property, the Agency shall publicly advertise for bids for such Disposal or contract for Disposal. The advertisement for bids shall be made at such time prior to the Disposal or contract for Disposal, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the Property. Such advertisement shall include the date, time and place the bids will be publicly disclosed by the Agency. The Agency shall award the contract with reasonable promptness to the most responsible bidder whose bid, conforming to the invitation for bids, is most advantageous to New York State (the "State"), price and other factors considered; provided, however, that Agency reserves the right to reject all such bids when it is in the public interest to do so.

The Agency may Dispose of Property or enter into contracts for the disposal of Property via negotiation or public auction without regard to the two (2) paragraphs immediately above, but subject to obtaining such competition as is feasible under the circumstances, if:

- (i) the personal property involved is of a nature and quantity which, if Disposed of under the first two (2) paragraphs of this section, would adversely affect the state or local market for such Property, and the estimated FMV of such Property and other satisfactory terms of the Disposal can be obtained by negotiation;
- (ii) the FMV of the Property does not exceed fifteen thousand dollars (\$15,000.00);
- (iii) bid prices after advertising, therefore, are not reasonable, either as to all or some part of the Property, or have not been independently arrived at in open competition;
- (iv) the Disposal is to the State or any political subdivision of the State, or a not for profit and the estimated FMV of the Property and other satisfactory terms of the Disposal are obtained by negotiation;
- (v) the Disposal is for an amount less than the estimated FMV of the Property, the terms of such Disposal are obtained by public auction or negotiation, the Disposal of the Property is intended to further the public health, safety or welfare or an economic development interest of the State or a political subdivision of the State, including but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, and the purpose and terms of the Disposal are documented in writing and approved by resolution of the Board; or
- (vi) such Disposal or related action is otherwise authorized by law.

The Agency shall file an explanatory statement with the comptroller, the director of the division of budget, the commissioner of general services and the legislature not less than ninety (90) days before the Agency Disposes the Property if the Property is personal property in excess of \$15,000, or real property that has a fair

market value in excess of \$100,000. When the Property is Disposed by lease (or exchange), then the Agency shall file an explanatory statement when the Property is real property leased for a term of five (5) years or less with an estimated fair annual rent exceeding one-hundred thousand (\$100,000.00) in any given year, real property leased for a term greater than five (5) years with an estimated fair annual rent exceeding one-hundred thousand (\$100,000.00) dollars for the entire lease term; or any real property or real and related personal property Disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

Reporting Requirements

Annual Report

The Agency shall publish, at least annually, an Annual Report (the "Annual Report") listing all Property consisting of real property of the Agency. In addition, the Annual Report shall include a list and full description of all Property consisting of real and personal property Disposed of during such period covered by the Annual Report. The Annual Report shall included the price received by the Agency for the Property, in addition to the name of the purchaser for all such Property sold by the Agency during such period covered by the Annual Report.

The Agency shall deliver copies of the Annual Report with the comptroller, the director of the division of budget, the commissioner of general services and to the extent practicable, post such Annual Report on its' website.

Property Disposition Policy

The Agency shall review and approve this Property Disposition Policy annually by resolution of the Board. On or before March 31 of each year, the Agency shall file with the Comptroller a copy of its' Property Disposition Policy, including the name of the Contracting Officer appointed by the Agency. Upon such filing with the comptroller, the Agency shall post its' Property Disposition Policy on its' website.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Procurement Policy and Procedures.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Procurement Policy and Procedures.

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

Statement of Procurement Policy and Procedures

The primary objectives of this Statement of Procurement Policy and Procedures (this "Policy") is to assure the prudent and economical use of the Town of Babylon Industrial Development Agency (the "Agency") moneys, to facilitate the acquisition by the Agency of goods and services of maximum quality at the lowest possible cost under the circumstances, and to guard against favoritism, improvidence, extravagance, fraud and corruption.

In accordance with Section 2824 of the Public Authorities Law and Section 104-b of the New York State General Municipal Law ("GML"), the Agency is required to adopt procurement policies with respect to the procurement of goods and services paid for by the Agency for its own use and account. Procurements for the benefit of a third party and for which payment is made from funds provided by such third party or any other person or entity other than the Agency, shall not be subject to the requirements of this Policy.

If the Agency proposes to enter into a contract or agreement for goods or services and will receive funds for this contract or agreement under or through a contract between the Agency and The Town of Babylon (the "Town") the contract or agreement shall be procured in accordance with the procurement provisions required by the Town in the applicable contract between the Agency and the Town. If the Agency procures goods or services using funds that are provided under or through a contract between the Agency and the federal, state or county government, it shall use such procurement method as is required by the source of funds. If the source of funds does not specify a procurement method, the Agency shall use this Policy.

Procurement Process Oversight

The CEO shall oversee any procurement process undertaken on behalf of the Agency. The CEO shall be the Contracting Officer of the Agency and any reference herein to the CEO shall also be deemed to mean the Contracting Officer. He may from time to time appoint a designee in writing to serve as the contracting officer.

Procedures

The Agency shall, unless the members of the Agency adopt a resolution providing otherwise, adhere to the following procedures:

I. Pre-Procurement Determination

Prior to the commencement of any procurement, the CEO shall prepare a written statement setting forth the basis for (a) any determination that a competitive

process is not required for such procurement, or (2) any determination that such procurement is not subject to one (1) or more other requirements of this Policy.

The CEO shall advise the Board of the initiation of any procurement process by the CEO on behalf of the Agency and his or her intended method of procuring the required goods or services. The CEO shall keep the Board advised as to the status of each procurement process.

II. Competitive Procurement

A. Rule: Except as otherwise set forth in this Policy, a competitive process is required for the procurement of the following contracts:

(i) a "public work contract" involving an expenditure of more than \$200,000. A "public work contract" means a contract between the Agency and a contractor pursuant to which the contractor provides services (including construction services) or labor to the Agency for the Agency's own use or account.

(ii) a "purchase contract" involving an expenditure of more than \$100,000. A "purchase contract" means a contract between the Agency and a contractor pursuant to which the Agency acquires commodities, materials, supplies or equipment from a contractor.

B. Competitive Process: The competitive process to be utilized shall, unless the members of the Agency adopt a resolution providing otherwise, be overseen by the CEO and comply with the following:

(i) All solicitations and requests for proposals should be in writing and should incorporate a clear and accurate description of the technical requirements for the material, product, or service to be procured. Such description should not contain features which unduly restrict competition. The description may include a statement of the qualitative nature of the material, product or service to be procured, and when necessary, should set forth those minimum essential characteristics and standards to which it must conform if it is to satisfy its intended use. When it is impractical or uneconomical to make a clear and accurate description of the technical requirements, a brand name or equal description may be used as a means to define the performance or other salient requirements of a procurement. The specific features of the named brand which must be met by offerors should be clearly stated and should identify all requirements which the offerors must fulfill and all other factors to be used in evaluating bids or proposals.

(ii) Requests for bids/proposals should be publicly advertised by placing them on the Agency and/or the Town's website and/or by placing notice in either a newspaper of general circulation or a trade journal, if appropriate. The goal of this Policy is to seek the widest, cost-effective distribute of the request for bids/proposals.

(iii) Bids/proposals should be solicited from an adequate number of qualified sources.

(iv) The CEO should establish a method for conducting evaluations of the bids/proposals received and for selecting awardees for the procurement in accordance with this Policy.

C. Exceptions: Notwithstanding the provisions of Section II.A. above, a competitive process is not required:

(i) for certain purchases made through Suffolk County or other counties in New York State pursuant to Section 103(3) of the GML;

(ii) for certain purchase made through the State of New York pursuant to Section 104 of the GML;

(iii) for certain purchases made through the Town of Babylon or other Towns in New York State or Incorporated Villages within the Town of Babylon

(iv) for certain purchase made from agencies for the blind or severely handicapped pursuant to Section 175-b of the State Finance Law;

(v) for certain purchases of articles manufactured in correctional institutions pursuant to Section 186 of the Correction Law;

(vi) in the event of a public emergency arising out of an accident or other unforeseen occurrence or condition whereby circumstances affecting public buildings, public property or life, health, safety or property of some or all of the inhabitants of the Town require immediate action which cannot await a competitive procurement;

(vii) for the purchase of surplus and second-hand supplies, material or equipment, which may be purchased from the federal government, the State of New York or from any political subdivision, district or public benefit corporation of the State of New York;

(viii) where the members of the Agency adopt a resolution waiving the competitive process because such process is deemed impracticable under the circumstances; and

(ix) where there is only one possible source from which to procure the required good or service and it is determined by resolution of the members of the Agency that the required good or service has unique benefits, the cost is reasonable for the good or service and there is no competition reasonably available.

III. Non-Competitive Procurement for Purchase Contracts Under \$100,000

A. Purchase Contracts Valued at \$1,500 and Under. All purchase contracts valued at \$1,500 and under shall be awarded by the CEO using his/her judgment as to the most appropriate vendor, without further documentation.

B. Purchase Contracts Valued at over \$1,500 but Not Exceeding \$75,000. The CEO shall use reasonable efforts to obtain at least three (3) verbal bids or price quotations for such procurement. The CEO shall document, in reasonable detail, such efforts and the result.

C. Purchase Contracts Valued at over \$75,000 but Not Exceeding \$100,000. The CEO shall use reasonable efforts to obtain at least three (3) written/fax bids or price quotations for such procurement. The CEO shall document, in reasonable detail, such efforts and the result.

IV. Non-Competitive Procurement for Public Work Contracts Under \$200,000

A. Public Work Contracts Valued at \$30,000 and Under. All public work contracts valued at \$30,000 and under shall be awarded by the Agency's CEO using his/her judgment as to the most appropriate vendor, without further documentation.

B. Public Work Contracts Valued at over \$30,000 but Not Exceeding \$150,000. The CEO shall use reasonable efforts to obtain at least three (3) verbal bids or price quotations for such procurement. The CEO shall document, in reasonable detail, such efforts and the result.

C. Public Work Contracts Value at Over \$150,000 but Not Exceeding \$200,000. The CEO shall use reasonable efforts to obtain at least three (3) written/fax bids or price quotations for such procurement. The CEO shall document, in reasonable detail, such efforts and the result.

D. Exceptions.

(i) Professional Services. Contracts for professional services involving application of specialized expertise, the use of professional judgment and/or a high degree of creativity shall not be subject to the competitive process above. Professional services include services which require special education and/or training, license to practice or are creative in nature. Furthermore, professional service contracts often involve a relationship of personal trust and confidence. Examples of professional and creative services are: (a) legal counseling and representation (including general and bond counsel); (ii) medical services; (iii) engineering and architectural services; (iv) lobbying, legislative and intergovernmental relations advice and representation; and (v) public relations services. All contracts for professional services shall be awarded by resolution of the members of the Agency based upon a consideration of cost, experience, expertise, reputation, location and suitability for the needs of the Agency.

(ii) Insurance. All insurance policies shall be procured in accordance with the following procedures:

(a) Premium not exceeding \$10,000. The CEO shall use reasonable efforts to obtain verbal quotations from at least three (3) agents or insurance companies. The CEO shall document, in reasonable detail, such efforts and the result.

(b) Premium exceeding \$10,000. The CEO shall use reasonable efforts to obtain written/fax quotations from at least three (3) agents or insurance companies. The CEO shall document, in reasonable detail, such efforts and the result.

(iii) Marketing. Contracts for marketing, promotional advertising and sponsorship of charitable and civic events and similar services shall not be subject to the competitive process set forth above, provided that the members of the Agency shall determine by resolution that such contract is in furtherance of the purposes of the Agency. Notwithstanding the foregoing, the award of contracts, of up to \$150,000 each, for marketing, promotional advertising, sponsorship and similar services may be awarded by the CEO using his/her judgment, in keeping with the best interests of the Agency.

(iv) Office supplies: orders of less than \$1,000 made through the Agency's Staples accounts, or its assigned successor, are not subject to this policy.

V. Award/Documentation of Contracts

A. Basis for Award of Contracts. Contracts will be awarded to the lowest cost responsible offeror/bidder who meets the specifications for the procurement, except in circumstances that the CEO determines justify an award to other than the lowest cost responsible offeror/bidder.

B. Justification of Award to Other Than Lowest Cost Offer/Bid. In making a determination to award a contract to other than the lowest cost responsible offeror/bidder, the CEO shall consider relevant factors, including, without limitation:

- (i) Delivery requirements;
- (ii) Quality requirements;
- (iii) Past vendor performance;
- (iv) Quality;
- (v) The unavailability of three (3) or more contractors/vendors who are able to quote/bid on the procurement; and
- (vi) That it may be in the best interest of the Agency to consider only one (1) contractor/vendor who has previous expertise with respect to a particular procurement.

C. Documentation.

- (i) A record of all solicitations for proposals or quotations, the response (if applicable), and any determinations pursuant thereto shall be maintained in the Agency's procurement file.
- (ii) For each procurement, the CEO shall set forth in writing the category of procurement being made and what method of procurement is being utilized.
- (iii) For procurements not subject to the competitive process, documentation should include a memo to the Agency's procurement file which details why the procurement is not subject to the competitive process and include, as applicable, a description of the facts and circumstances giving rise to the exception.
- (iv) Whenever a contract is awarded to other than the lowest cost responsible offeror/bidder, the reasons therefore shall be set forth in writing and maintained in the procurement file.

(v) Whenever the specified number of quotations/bids cannot or will not be obtained, the reasons therefore shall be set forth in writing and maintained in the procurement file.

VI. Miscellaneous Provisions

A. Minority and Women-Owned Business Enterprises. The Agency shall comply with all applicable legal requirements relating to the hiring of such businesses.

B. Procurement Lobbying Law. In accordance with Chapter 1 of the 2005 Laws of New York (the "Procurement Lobbying Law"), the Agency shall implement the provisions of such Procurement Lobbying Law for any contract or other agreement for any procurement involving an estimated annualized expenditure in excess of \$15,000.

The person authorized to be the contact for the Agency with respect to all procurements covered by the Procurement Lobbying Law (i.e., the Contracting Officer unless otherwise determined by the members of the Agency) shall be as set forth in Section 139-j(2)(a) of the Public Authorities Law and the activities of such contact person shall be reviewed at least annually by the Board to ensure that said person's activities with respect to Agency's procurements are in full compliance with applicable law.

Potential offerors/bidders shall be advised by the Contracting Officer that they are not permitted to contact any other Agency personnel in contravention of Section 139-j(10) of the Public Authorities Law. Each member, officer, director, agent and employee of the Agency shall report any such unauthorized contact to the general counsel to the Agency. General counsel to the Agency shall investigate any allegations of unauthorized contact and report in writing the findings of such investigation to the members of the Agency.

C. Comments concerning this Policy shall be solicited from the members of the Agency from time to time and the Agency should review this Policy annually.

D. The CEO shall present any legal issues regarding the applicability of the provisions of this Policy to the Agency's General Counsel.

E. Subject to the foregoing limitations on the awards of contracts for goods and services, the CEO and Chief Financial Officer (the "CFO") are authorized and empowered to request proposals and/or qualifications and otherwise obtain information regarding potential Agency contracts.

F. The foregoing procedures are in addition to and not in lieu of the safeguards and procedures adopted by the Agency from time to time regarding check writing authority an the Agency's budget process.

G. In the absence or unavailability of the Agency's CEO to act as aforesaid, the CFO is authorized to award any contracts with the same authority of the CEO as aforesaid.

H. The Agency may, from time to time, adopt different procedures, or deviate from any of the above procedures, on a case-by-case basis.

I. Pursuant to Section 104-b of the GML, the unintentional failure to fully comply with the provisions of this Policy shall not be grounds to void action taken or give rise to a cause of action against the Agency or any member, officer or employee thereof.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Personnel Policy.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Personnel Policy.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Policy regarding Public Comments.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Policy regarding Public Comments.

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

POLICY REGARDING PUBLIC COMMENTS AT TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY MEETINGS

The Town of Babylon Industrial Development Agency ("Agency") encourages public input and participation. Toward this end, the Agency has developed a set of rules that will allow for the efficient, effective and orderly receipt of public comments during its regularly scheduled meetings of the Board. The following rules will apply to any individual except Board members, Agency staff, applicants and applicant representatives, that desire to provide comments to the Agency at such meetings of the Board of the Agency:

- At the beginning of each regular meeting of the Agency, up to the first fifteen (15) minutes of the meeting will be set aside for the receipt of public comment.
- Those wishing to speak will be required to enter their name and relevant contact information on a card or sign-in sheet provided by the Agency.
- Each speaker will be limited to one three (3) minute period.
- Speakers may not question the members of the Agency or any Applicant; however, the members of the Agency may question speakers for the purpose of clarification.
- Upon a motion and majority vote of the members, the public comment period may be suspended and/or extended or the rules waived.
- The Agency will accept written comments at the meeting or within twenty four (24) hours prior to such meeting.
- The Agency will enter all written comments received within the time specified herein as part of the meeting record and will make reasonable efforts to document verbal comments.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Real Property Acquisition Policy.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Real Property Acquisition Policy.

SCHEDULE A

Babylon Industrial Development Agency

AQUISITON OF REAL PROPERTY POLICY

I. Introduction

The following policy sets forth for the Town of Babylon Industrial Development Agency (the "Agency") its operative policy and instruction regarding its acquisition of real property. This policy is not intended to be applicable to the Agency's acquisition of real property in conjunction with a straight-lease or bond financing transaction as defined under the New York State General Municipal Law.

II. Acquisitions

Real property may be purchased, leased, or otherwise acquired by the Agency for purposes of use, resale, lease, or otherwise as long as such acquisition and accompanying purpose shall be in furtherance of this Agency's purposes as set forth under Article 18-A of the New York State General Municipal Law, as may be amended from time to time, and the Agency's mission, policies, and goals. The Contracting Officer for all property acquisition shall be the Chief Executive Officer of the Agency or his designee.

III. Approvals

The Contracting Officer shall first make a determination that a particular real property acquisition is in furtherance of the Agency's purposes or is otherwise important and necessary to the Agency. The Contracting Officer shall approve the initial terms and conditions of the real property acquisition, which terms and conditions shall be expressly subject to the approval of the Members of the Agency and, if necessary, a satisfactory real property appraisal as set forth below. The Contracting Officer shall put forth the proposed real property acquisition, and the terms and conditions thereof to the Members of the Agency for their consideration and approval. All acquisition of real property must be approved by the Members.

IV. Appraisals

For all real property acquisition with a purchase price of \$100,000.00 or more, following the approval of the Members of the Agency to such real property acquisition as described herein, the Agency shall obtain an appraisal of the real property to be acquired from a real estate appraiser duly licensed in the State of New York and with experience appraising the particular type of real property being acquired by the Agency. In the event the purchase price for the real property exceeds the appraised value by more than 20% the Agency must either:

- a.) Not acquire the real property; or,
- b.) Renegotiate the purchase price to an amount within 20% of the appraised value and acquire the real property; or,
- c.) At the subsequent Member meeting make a determination that, notwithstanding the appraised value, the Agency will proceed with the real property acquisition at the stated price as such acquisition is vitally important to the Agency's purpose and is otherwise important and necessary.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Code of Ethics.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Code of Ethics.

SCHEDULE A

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

CODE OF ETHICS FOR THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

Statement of Purpose:

The Code of Ethics (the "Code") is a public statement by the Town of Babylon Industrial Development Agency (the "Agency") that sets clear expectations and principles to guide practice and inspire professional excellence. The Agency believes a commonly held set of principles can assist in the individual exercise of professional judgment. This Code speaks to the core values of public accountability and transparency. The purpose of having a code of ethics and practices is to protect the credibility of the Agency by ensuring high standards of honesty, integrity, and conduct of staff. To that end, this Code of Ethics attempts to accomplish this by articulating the ethical standards observed by the Agency in pursuing and implementing economic development initiatives, and setting rules and policies that prevent conflicts of interest.

Rule with respect to conflicts of interest:

No officer, Member of the Board or employee of the Agency should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties in the public interest.

Standards:

- a. No officer, Member of the Board or employee of the Agency should accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties.
- b. No officer, Member of the Board or employee of the Agency should accept employment or engage in any business or professional activity which will require him or her to disclose confidential information

which he or she has gained by reason of his or her official position or authority.

- c. No officer, Member of the Board or employee of the Agency should disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests.
- d. No officer, Member of the Board or employee of the Agency should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or others.
- e. No officer, Member of the Board or employee of the Agency should engage in any transaction as representative or agent of the Agency with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties.
- f. An officer, Member of the Board or employee of the Agency should not by his or her conduct give reasonable basis for the impression that any person can improperly influence him or her, unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person.
- g. An officer, Member of the Board or employee of the Agency should abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her, or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest. Nothing contained within this Policy however, shall prohibit an officer, member of the board, or employee of the Agency from obtaining interests in mutual funds which may include within its investment portfolio, bonds, debentures, notes or other evidence of indebtedness of the Agency; provided however, that the Agency's bonds, debentures, notes or other evidence of indebtedness may not make up more than ten percent (10%) of the mutual fund's total portfolio and the officer, Member of the Board, or employee of the Agency may not exercise any discretion with respect to the investments made by the mutual fund company.
- h. An officer or employee of the Agency should endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

- i. No officer or employee of the Agency employed on a full-time basis, nor any firm or association of which such an officer or employee is a member, nor any corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such officer, member of the board or employee, should sell goods or services to any person, firm, corporation or association which receive financial assistance from the Agency.
- j. If an officer, Member of the Board or employee of the Agency shall have a financial interest, direct or indirect, having a value of ten thousand dollars or more in any activity which is the subject of an Agency Project (as such term is defined in Article 18-A of the General Municipal Law, he or she must file with Agency a written statement that he or she has such a financial interest in such activity which statement shall be open to public inspection.
- k. No officer, Member of the Board or employee of the Agency shall accept or arrange for any loan or extension of credit from the Agency or any affiliate of the Agency.

Violations:

In addition to any penalty contained in any other provision of law any such officer, member of the board or employee who shall knowingly and intentionally violate any of the provisions of this Code of Ethics may be fined, suspended or removed from office or employment in the manner provided by law.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Whistleblower Protection Policy.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Whistleblower Protection Policy.

TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY

Whistle-Blower Protection/Code of Conduct Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics the Town of Babylon Industrial Development Agency (the "Agency") will investigate any suspected Fraudulent or Dishonest Conduct by an employee, board member or agent of the Agency. The Agency is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All employees, board members and agents shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from one's board or agent duties and possible civil or criminal prosecution if warranted.

Employees, board members, consultants and agents are encouraged to report suspected acts of Fraudulent or Dishonest Conduct by an employee, board member or agent of the Agency, (i.e. to act as "Whistle-Blower"), pursuant to the procedures set forth below.

Reporting

A person's concerns about suspected acts of Fraudulent or Dishonest Conduct by an employee, board member or agent of the Agency should be reported to the Chief Executive Officer of the Agency. If for any reason a person finds it difficult to report his or her concerns to the Chief Executive Officer, the person may report the concerns directly to any board member. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to any one of the individuals listed above.

Definitions

Baseless Allegations: Allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by the Agency, and/or legal claims by individuals accused of such conduct.

Fraudulent or Dishonest Conduct: The act of wrongdoing, misconduct, malfeasance or other inappropriate behavior by an employee, board member or agent of the Agency, including a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- fraudulent financial reporting;
- pursuit of a benefit or advantage in violation of the Agency's Conflict of Interest Policy;
- misappropriation or misuse of the Agency's resources, such as funds, supplies, or other assets;
- authorizing or receiving compensation for goods not received or services not performed;
- authorizing or receiving compensation for hours not worked; and
- the violation of any Law, Rule or Regulation.

Law, Rule or Regulation: Any duly enacted statute, or ordinance or any rule or regulation promulgated pursuant to any federal, state or local statute or ordinance.

Public Body: includes the following:

- The United States Congress, any state legislature, or any popularly-elected local governmental body, or any member or employee thereof;
- Any federal, state, or local judiciary, or any member or employee thereof, or any grand or petit jury; and
- Any federal, state, or local law enforcement agency, prosecutorial office, or police or peace office.

Retaliatory Personnel Action: The discharge, suspension or demotion of an employee, or other adverse employment action taken against the employee in the terms and conditions of employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees.

Whistle-Blower: An employee, consultant or agent who informs the Chief Executive Officer, any board member, or Public Body pursuant to the provisions of this policy about an activity relating to the Agency which that person believes to be Fraudulent or Dishonest Conduct.

Rights and Responsibilities

Supervisors

The Chief Executive Officer is required to report suspected Fraudulent or Dishonest Conduct to the Chair of the Board.

Reasonable care should be taken in dealing with suspected Fraudulent or Dishonest Conduct to avoid:

- baseless Allegations;
- premature notice to persons suspected of Fraudulent or Dishonest Conduct and/or disclosure of suspected Fraudulent or Dishonest Conduct to others not involved with the investigation; and
- violations of a person's rights under law.

Due to the important yet sensitive nature of the suspected Fraudulent or Dishonest Conduct, effective professional follow-up is critical. The Chief Executive Officer, while appropriately concerned about "getting to the bottom" of such issues, should not in any circumstances perform any investigative or other follow up steps on his or her own. Accordingly, when the Chief Executive Officer becomes aware of suspected Fraudulent or Dishonest Conduct he or she:

- should not contact the person suspected of Fraudulent or Dishonest Conduct to further investigate the matter or demand restitution;
- should not discuss the case with attorneys, the media or anyone other than the members of the Board; and
- should not report the case to an authorized law enforcement officer without first discussing the case with the members of the Board.

Investigation

All relevant matters, including suspected but unproved allegations of Fraudulent or Dishonest Conduct, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person, if appropriate. Investigations may warrant investigation by an independent person such as auditors and/or attorneys.

Whistle-Blower Protection

The Agency will protect Whistle-Blowers pursuant to the guidelines set forth below.

- The Agency will use its best efforts to protect Whistle-Blowers against all Retaliatory Personnel Actions. Whistle-Blowing complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that Whistle-Blower complaints will only be shared with those who have a need to know so that the Agency can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate case, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a Whistle-Blower complaint, such persons may also have right to know the identity of the Whistle-Blower.);
- Employees, board members, consultants and agents of the Agency may not engage in any Retaliatory Personnel Action against a Whistle-Blower for (i) disclosing or threatening to disclose to the Chief Executive Officer or a board member, as applicable, any activity which that person believes to be Fraudulent or Dishonest Conduct; or (ii) objecting to or refusing to participate in any Fraudulent or Dishonest Conduct. Whistle-Blowers who believe that they have been the victim of a Retaliatory Personnel Action may file a written complaint with the Chief Executive Officer or board member, as applicable. Any complaint of a Retaliatory Personnel Action will be promptly investigated and appropriate corrective measures taken if such allegations are substantiated. This protection from Retaliatory

Personnel Action is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors;

- Employees, board members, consultants and agents of the Agency may not engage in any Retaliatory Personnel Action against a Whistle-Blower for (i) disclosing, or threatening to disclose to a Public Body any activity which that person believes to be Fraudulent or Dishonest Conduct, or (ii) providing information to, or testifying before, any Public Body conducting an investigation, hearing or inquiry into any such Fraudulent or Dishonest Conduct. Provided, however, that Whistle-Blowers who disclose or threaten to disclose any Fraudulent or Dishonest Conduct to a Public Body are not covered under this policy unless he or she first brings the allegation of Fraudulent or Dishonest Conduct to the attention of the Chief Executive Officer or board member, as applicable, and has afforded the Agency a reasonable opportunity to correct and or remedy such Fraudulent or Dishonest Conduct; and
- Whistle-Blowers must be cautious to avoid Baseless Allegations.

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Disaster Recovery Plan.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Disaster Recovery Plan.

Babylon Town IDA

Disaster Recovery Plan

Last Update: 2/28/17
Updated By: Robert Dougherty

Data Backup Strategy for Babylon Town IDA

Backup Solution

Babylon Town IDA utilizes Datto Backup Solutions:

About

Datto is an innovative provider of comprehensive backup, recovery and business continuity solutions used by thousands of managed service providers worldwide. Datto's 250+ PB purpose-built cloud and family of software and hardware devices provide Total Data Protection everywhere business data lives. Whether your data is on-prem in a physical or virtual server, or in the cloud via SaaS applications, only Datto offers end-to-end recoverability and single-vendor accountability.

Datto's innovative technologies include Instant Virtualization, Screenshot Verification™, Inverse Chain Technology™, Backup Insights™, and end-to-end encryption. All Datto solutions are supported by 24/7/365 in-house technical support and selected products offer time-based cloud data retention, for predictable billing and budget management.

The Datto product line consists of the Datto SIRIS Family, Datto ALTO Family, Datto Backupify Family, Datto DNA Router, and Datto NAS.

Product

- Alto 2 1000: Alto2
 - o Local & Cloud Backup
 - o Hybrid Virtualization
 - o Up to 1TB in Storage
 - o Inverse Change Technology
 - o Screenshot Verification

Disaster Recovery Plan

Babylon Town IDA LLP follows the following disaster recovery guide of Datto.

Datto Disaster Recovery Guide

1. Scope

This article guides you through the best course of action in a Disaster Recovery scenario. These instructions apply to Datto's Business Continuity Devices -- SIRIS and ALTO.

In any Disaster Recovery Scenario, being prepared ensures a smooth process. We recommend that you read this guide thoroughly, before you ever need to follow a disaster recovery plan.

2. Background

Datto is committed to Intelligent Business Continuity. Not only do we want to get you back up and running instantly, we want to guide you in ensuring that your systems continue to perform as efficiently as possible. Let's get started.

3. Define the Problem

Before deciding on a course of action, take the time to define the problem. Do this to avoid wasting time going down the wrong path. Think about the following:

3.1. What is the cause of the downtime?

Unless the problem is obvious (such as the office burning down), determine why your machine is down. Keep these items in mind:

- If a piece of hardware failed, trouble may have been brewing for a while.
- Did the OS become corrupt through infection by viruses or malware?
- Was there a problematic software update?
- Have your recent screenshot verifications been successful? If not, when did the problems begin?
- Is the outage due to a utility or ISP? Get an update from your provider regarding the length of the outage.

The answers to these questions determine how you'll want to restore and which recovery point to use.

3.2. Is there an easy solution?

In the course of an emergency, it is easy to forget to try the simple solution first. For example:

- Is the file you are looking for in the recycle bin?
- Do you have malware or a corruption that can be easily fixed?
- Did you try a Windows repair disk?
- Keep in mind that it is quicker and easier to restore to the hardware you are already using, if possible.

3.3. File/Granular Restore vs. Full Machine Restore

In most cases, you do not need to virtualize an entire machine to recover one or more files. If you need to do a data restore, the quickest procedure is a file or application restore.

Conversely, do you need the OS volume but not the data? In the case of a large data store, it may be quicker to do a "hybrid restore" in which you spin up a VM of the OS volume and then do a file restore of the data volume. For this option, you'll need the help of Datto Technical Support.

3.4. What Datto product are you using?

The restoration options that you have depend on which Datto product you are using. This article is geared towards Datto's Intelligent Business Continuity Devices -- SIRIS and ALTO. But there is also guidance for doing file restores from Datto NAS.

4. Getting back to business

Once you've determined your recovery objective (what you are trying to restore and from when), decide on your next steps.

4.1. File Restore

You can perform a local file restore from a recovery point of a protected machine or NAS share. To do so, see the article [File Restore With SIRIS](#). If you need to restore a file from an iSCSI share, perform an iSCSI Restore.

If your Datto appliance is inaccessible or not functioning, you can perform a file restore from the Datto Cloud. See the article [Cloud File Restore From Recovery Launchpad](#).

4.2. Full Machine Restore

If you need to restore a full machine from a SIRIS or ALTO, we recommend that you virtualize a recovery point before doing a Bare Metal Restore (BMR). Then, use that recovery point to do the BMR. There are three advantages to this course of action:

Virtualizing the recovery point:

- allows you to get back to business in an instant
- proves that the recovery point can virtualize, and
- starting a VM of the recovery point may show that problems exist in the recovery point. In the latter case, it would be a waste of time to do a Bare Metal Restore of a recovery point that is going to lead to more downtime.

It's important to test your recovery point before performing a Bare Metal Restore.

Tip: If you run the Virtual Machine for business continuity and, in that process, make changes to that VM, the Datto device automatically backs up that VM as if it was a production machine (Will need to ensure the network settings match what the production server used). In that case, use these recent backup points to do a BMR, rather than restoring from the older recovery points.

4.3. Virtualization

Unless your Datto device is inaccessible, we highly recommend that you virtualize locally rather than from the Cloud.

Be prepared: Perform regular virtualization tests (local and offsite), so that when the real thing hits, you are ready for anything.

If you are in an emergency situation, and you need to virtualize from the Cloud, contact Datto Technical Support right away, as you may need intervention from our team.

The following table points you to the appropriate virtualization procedure for your SIRIS or ALTO device:

Local Cloud Hybrid
SIRIS Local VM Cloud VM Hybrid VM
vSIRIS Local VM Cloud VM Hybrid VM
ALTO / vALTO Hybrid VM

The other Datto devices, G-Series and Datto NAS, do not have the capability to virtualize. You must do a file restore to recover data from these devices.

If you want to virtualize your system with VMware, you can perform an ESX Virtualization. See the article ESX Virtualization Configuration for more information.

If you need to troubleshoot a virtual machine, refer to the Disaster Recovery category of the Datto Knowledge Base.

Do not resize any volumes of an active restore. Doing so can result in backup malfunctions and possible data loss.

4.4. USB Bare Metal Restore

With SIRIS or ALTO, you can do a Bare Metal Restore (BMR). To perform a BMR, your system must meet these requirements:

- The target machine must have 64 bit hardware. 32 bit Windows OSes are supported by the USB BMR Process as long as the target machine is built with 64 bit Hardware.
- The target machine must be able to boot off of USB. To force a USB boot, you can try using a boot loader such as Plop.
- The USB BMR is not intended to be a server imaging tool. It is meant to act as a tool to restore downed servers. This restore process is not a deployment tool.
- OSes will be restored as a single partition, so if you have a software RAIDed OS, do not use the USB BMR method. Call Datto Technical Support for this type of recovery.

Note: In order to restore other Software RAIDed partitions, restore the OS, and then configure the other partitions in Windows as a Software RAID. Once completed, file restore the necessary snapshot on the Datto and transfer over. It would be wise to contact support to copy with Windows file permissions as a regular file restore does not have the ability to do this directly. We use Robocopy to perform this task.

If you are performing a BMR from a VM on a Datto appliance, ensure that all volumes are successfully restored before you remove the active restore from the Datto appliance. For all volumes to completely restore, you must take several backups: For n number of backups, you must take n+1 backups before performing a BMR. Otherwise, you will lose data.

To perform a BMR, follow the instructions starting with this article: USB Bare Metal Restore: Getting Started.

4.5. Restore to a Hypervisor

From ALTO or SIRIS, you can perform a restore of a virtual machine to Citrix XenServer, Windows Hyper-V, or VMWare.

Export Image

Use this option to export the recovery point to vSphere Hypervisor (via VMDK) or Microsoft Hyper-V (via VHD). You can export to an attached USB drive or a Network Share (CIFS/Samba or NFS)

This option is available for Windows and Linux protected machines.

For instructions to Export an Image, see the article [Restore: Export Image](#).

ESX Upload

This option uploads a restore point to a connected ESX host via VMware Converter. Use this option if you want to use the ESX host for computing power and as a datastore. Depending on the size of your datastore, this may take a while to transfer, but once it is transferred, there is no disk I/O burden on the SIRIS, nor need for adequate bandwidth between the SIRIS and the ESX host. The datastore is thick provisioned on the ESX host, which increases the speed of the virtualization.

This option is available for Windows and Linux protected machines.

4.6. Microsoft Exchange Data Restore

SIRIS machines come with licensing for Kroll Ontrack PowerControls for Exchange and SQL. This tool allows you to restore individual Exchange messages, individual Exchange mailboxes, or many Exchange mailboxes. To use this tool, refer to the article [Exchange Mailbox Restore with Kroll Ontrack](#).

4.7. Microsoft SQL Data Restore

For the procedure to do a SQL Data Restore with Kroll Ontrack PowerControls for SQL, log into the Web UI of your Datto, and go to Advanced -> Granular Restore. For step by step instructions, see the article [Granular SQL Restore With Ontrack PowerControls](#).

4.8. Active Directory Restore

Active Directory restores can be tricky. We recommend that you follow Microsoft's instructions on how to restore AD. See the Microsoft TechNet article [Restoring Active Directory from Backup Media](#).

4.9. Restoring from the Datto Cloud

If you are running a Virtual Machine in the Datto Cloud and need to bring your data back onsite for a Bare Metal Restore or a File Restore, you have two options. The one you should choose depends on the size of the restore. If your restore is small and you have the bandwidth to receive the restore in a reasonable amount of time, Datto Technical Support can transfer your data back to your Datto device. If you have a larger restore, we also offer the option of a Reverse Round Trip drive. As the name suggests, it is the opposite of seeding your data in the Cloud, as we will

reverse-seed your device back from the Cloud. See the article 2015 Reverse RoundTrip (revRT) process; physical data retrieval from cloud for more information about this option.

End of Datto Disaster Recovery Guide

Total Drive Space on Datto Device: 1TB

Total Protective Data Backed Up (Note: The calculation is based on all Servers listed below. Calculation is based at the time when this document was created):

Local: 6.3%%

Offsite: 62.67GBB

Servers\Computers Protected by Datto

- IDADC01

Retention Policy

The retention policy describes the continued storage of Datto's backup for the specific configuration. The retention policy is used for local and cloud backup.

- Local Backup and Retention Policy
 - o Perform local backups every hour starting at midnight and ending at 11pm, everyday
 - o Keep local backups on my device for 3 Months
 - o Keep all intra-daily backups for 7 days
 - o After that, keep daily backups for the next 1 week
 - o After that, keep weekly backups for the next 1 month
 - o After that, weekly backups are kept until local backups are deleted
- Cloud Backup and Retention Policy
 - o Replicate backups to the cloud every day
 - o Keep backups in the cloud for forever

Notes:

Computers\Desktop Backup

- Currently no computers running their own backup software running.
- Folder Redirection policy is setup for all users
 - o All Authenticated users on the domain are applied to the folder redirection policy
 - o All users' "My Document" folder and "Desktop" folder are redirected to the server.
 - o Redirected folders are saved on the IDADC01 server under
C:\Users\FolderRedirection\UserName'
 - o Users only have permissions to their own "My Document" folder and "Desktop" folder. Administrators don't even have access to users "My Document" and "Desktop"
 - o All users Redirected folders located on the IDADC01 server in turned is backed up by the Datto backup. See Servers\Computers Protected by Datto above for IDADC01 Datto backup information and retention times.

Print Name:

Kathy Harris

Signature:

Kathy Harris

Date:

3 - 1 - 17

January 5, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting the Town of Babylon Industrial Development Agency's Fee Policy.

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted the Town of Babylon Industrial Development Agency's Fee Policy.

Fee Policy

Application Fee: Projects under \$10,000,000 - \$2,500
Projects over \$10,000,000 - \$5,000

Straight Lease Transaction: 1.25% of hard costs plus 1% of savings (PILOT, estimated sales tax, mortgage recording)

Unconnected Campus: All newly acquired buildings shall be subject to a 1.25% IDA transaction fee. Existing buildings shall be charged .75% of fair market value plus 1.25% on equipment and renovations plus 1% of combined savings (PILOT, estimated sales tax, mortgage recording)

Deals involving leases and reups: A list of six (6) recent deals similar in size will be created. The average fee of that list shall be divided by the average square footage of that list. The average per square foot calculation shall be multiplied by the building's square footage reups plus 1% of savings plus 1.25% on equipment and renovations.

Large developments over \$30 million:

1% first \$10 million

$\frac{3}{4}$ of 1% between 10 – 20

$\frac{1}{2}$ of 1% between 20 – 30 Plus .75% of savings

$\frac{1}{4}$ of 1% over 30

Bond Schedule

$\frac{3}{4}$ of 1% first \$15 million

$\frac{1}{2}$ of 1% between 15 – 25

$\frac{1}{4}$ of 1% between 25 – 35

1/10 of 1% over 35

Ability to negotiate: The CEO shall have the ability to negotiate the fee. The CEO may not extend greater than a 20% discount on the fee without Board consent.

Legal Fee: Applicant is responsible for all legal fees at closing, which include both local and project counsel.

Administrative Fee: \$2,500 everything else (termination of lease, mortgage modifications); \$5,000 – amendments to lease (sales tax extensions, PILOT schedule changes); and the cost of legal advertising in Newsday

Housing Projects Independent Study Fee: All potential housing projects are required to cover the entire cost of any independent third party studies commissioned in relation to the potential project.

CERTIFICATION FOR BOND

Upon successful conclusion and sale of the required bond issue, the applicant shall pay to the Agency an administrative fee set by the Agency not to exceed an amount equal to 1% of the total project cost financed by the bond issue, which amount is payable at closing. The Agency's Bond Counsel's fees, its general counsel's fees and the administrative fee may be considered as a cost of the project and included as part of any resultant bond issue.

CERTIFICATION (Straight Lease)

The applicant shall pay to the Agency an administrative fee set by the Agency not to exceed an amount equal to 1 % of the total project cost, which amount is payable at closing.

Annual compliance: Projects over \$10,000,000 must pay an annual compliance fee of \$1,000 for the duration of the PILOT.

2023 BABYLON IDA/IDC BOARD MEETINGS- Schedule

All meetings are scheduled to begin promptly at 8:00 AM

Meetings will be held at a location that is TBD:

Thursday, January 5, 2023

Wednesday, January 25, 2023

Wednesday, February 15, 2023

Wednesday, March 22, 2023

Wednesday, April 26, 2023

Wednesday, May 24, 2023

Wednesday, June 28, 2023

Wednesday, July 26, 2023

Wednesday, August 23, 2023

Wednesday, September 20, 2023

Wednesday, October 18, 2023

Wednesday, November 15, 2023

Wednesday, December 20, 2023

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

December 14, 2022

Present: Tom Gaulrapp, Chairman
Justin Belkin, Vice Chairman
Paulette Laborne, Secretary
Marcus Duffin
William Celona
William Bogardt
Vincent Piccoli
Carol Quirk

Absent: Rosemarie Dearing

Also Present: Thomas Dolan, Chief Executive Officer
Frank Dolan, Chief Operations Officer
David Batkiewicz, Special Projects Manager
Joseph Ninomiya, Special Projects Manager
William Wexler, Agency Counsel

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

A motion was made by Justin Belkin and seconded by Carol Quirk to accept the minutes from the IDA/IDC Board Meeting of November 16, 2022. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Paulette Laborne in favor of a resolution granting approval of and authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to Topiderm, Inc. and Topix Pharmaceuticals, Inc. in connection with the acquisition, renovation and equipping of a manufacturing, development and distribution facility. All in favor, motion carries.

A motion was made by William Celona and seconded by William Bogardt in favor of a resolution authorizing an amendment to Parkway Village Estate Lease & Project Agreement. All in favor, motion carries.

CEO Report

Mr. Dolan ceded his time to the Board to enter into executive session.

A motion was made by William Bogardt and seconded by Paulette Laborne in favor of a resolution to enter into executive session to discuss a certain pending project. All in favor, motion carries. The Board entered into executive session at 8:02 A.M.

A motion was made by Paulette Laborne and seconded by Carol Quirk to return to regular business. All in favor, motion carries. The Board returned to regular business at 8:43 A.M.

Old Business

No old business.

New Business

No new business.

A motion was made by William Bogardt and seconded by Carol Quirk to adjourn the meeting. All in favor, motion carries.

RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS
RELATING TO THE WINTER BROS. WASTE SYSTEMS OF LONG ISLAND, LLC
PROJECT

WHEREAS, pursuant to a resolution adopted on February 23, 2016 authorizing the undertaking of a project, the Town of Babylon Industrial Development Agency (the "Agency") entered into a straight lease transaction with Winters 87 Mahan, LLC, Winters 180 Patton, LLC, Winters 120 Nancy, LLC, Winters 99 Nancy, LLC, Winters 19 Nancy, LLC (collectively the "Lessees") and Winter Bros. Waste Systems of Long Island, LLC (the "Sublessee") pursuant to which the Agency granted the Lessees 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 Lease Agreements, between the Agency and each of the respective Lessees each dated September 19, 2016 (the "Lease Agreements") and Sublease Agreements, between each of the respective Lessees and Sublessee each dated September 19, 2016 (the "Sublease Agreements"), relating to multiple properties utilized by the Sublessee and located in West Babylon, New York; and

WHEREAS, the Sublessee owns a majority interest in the Lessees and the Sublessee desires to sell a minority interest in the Lessees to an additional party; and

WHEREAS, in connection with such sale of a minority interest in the Lessees by the Sublessee, the Lessees and the Sublessee desire to amend and restate the Sublease Agreements between the Lessees and the Sublessee (the "Amended and Restated Sublease Agreements");

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

Section 1. The Agency hereby approves of and consents to the execution of the Amended and Restated Sublease Agreements by and between the Lessees and the Sublessee.

Section 2. Thomas E. Dolan as 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 Amended and Restated Sublease Agreements and any other consents, agreements or certificates consistent therewith and with this resolution (hereinafter collectively called the "Amended Documents"), all in form acceptable to the Agency upon the advice of counsel to the Agency. The execution thereof by the Chief Executive Officer shall constitute conclusive evidence of the approval of the Amended Documents.

The Chief Executive Officer or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, the Secretary or Assistant Secretary of the Agency, to execute any Amended Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Amended Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the Chief Executive Officer's or any other Authorized Representative's signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

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.