

AGENDA

April 26, 2023

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

Resolution to accept the minutes from the March 22, 2023, IDA/IDC Board meeting.

5. **Resolution # 2**

Resolution to accept the minutes from the Public Hearing held April 25, 2023, for proposed amendments to the Agency's UTEP.

6. **Resolution # 3**

Resolution to accept the minutes from the Public Hearing held April 25, 2023, for Crystal Fusion Technologies, Inc.

7. **Resolution # 4**

Resolution to accept the minutes from the Public Hearing held April 25, 2023, for Vogue Group, Inc.

8. **Resolution # 5**

Resolution granting approval of an authorizing amendments to the Agency's UTEP.

9. **Resolution # 6**

Resolution granting approval of and authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to Crystal Fusion Technologies, Inc. in connection with the demolition, construction and equipping of a manufacturing, warehouse and distribution facility.

10. Resolution # 7

Resolution granting approval of and authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to 550 Smith Street LLC, 480 Smith Street LLC, 480 Smith Street LLC, Vogue Holding LLC and Vogue Group, Inc. in connection with acquisition, construction, renovation and equipping of manufacturing, warehouse and distribution facilities.

11. Resolution # 8

Preliminary inducement resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to Thor 377 Carlls Path LLC in connection with the potential grant of certain financial assistance.

12. Resolution # 9

Resolution authorizing an amendment to project documents relating to the Lakeville Industries, Inc. D/B/A/ Lakeville Kitchen & Bath Project.

13. Resolution # 10

Resolution authorizing the Town of Babylon Industrial Development Agency to Execute a Loan Agreement between the Agency, Century Carries, Inc. and Flushing Bank in an amount not to exceed \$380,000.00.

14. Resolution # 11

Resolution permitting the Termination of Lease Agreement and Company Lease and authorizing the Chief Executive Officer to terminate the Sales Tax Exemption regarding the premises located at One Michael Avenue, Farmingdale, New York 11735 (SCTM# 0100 069.00 03.00 005.022), to Human First, Inc.

15. Chief Executive Officer's report

16. Old Business

17. New Business

18. Adjournment

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

March 22, 2023

Present: Tom Gaulrapp, Chairman
Justin Belkin, Vice Chairman
Paulette LaBorne, Secretary
Marcus Duffin
William Celona
Vincent Piccoli
William Bogardt
Rosemarie Dearing

Present Virtual: Carol Quirk
(Non-Voting)

Also Present: Thomas Dolan, TOBIDA Chief Executive Officer
Frank Dolan, TOBIDA Chief Operations Officer
David Batkiewicz, Special Projects Manager
Joseph Ninomiya, LDCII Chief Executive Officer
William Wexler, Agency Counsel
Raymond Festa, District Council 9

A quorum being present, the meeting was called to order at 8:09 A.M.

A motion was made by Justin Belkin and seconded by Rosemarie Dearing to accept the minutes from the February 15, 2023, IDA/IDC Board meeting. All in favor, motion carries.

A motion was made by William Bogardt and seconded by William Celona to accept the minutes from the Public Hearing held March 21, 2023, for Manhattan Beer Distributors, LLC. All in favor, motion carries.

A motion was made by Vincent Piccoli and seconded by Paulette LaBorne in favor of a resolution granting approval of an authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to Manhattan Beer Distributors, LLC and Wyandanch Washington Realty, LLC in connection with the renovation and equipping of and construction of an addition to a warehouse and distribution facility. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Rosemarie Dearing in favor of a preliminary inducement resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to Oak Street Living, LLC in connection with the potential grant of certain financial assistance. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Justin Belkin in favor of a preliminary inducement resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to Crystal Fusion Technologies, Inc. in connection with the potential grant of certain financial assistance. All in favor, motion carries.

A motion was made by William Celona and seconded by Rosemarie Dearing in favor of a preliminary inducement resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to Vogue Group Inc. and 480 Smith St. LLC in connection with the potential grant of certain financial assistance. All in favor, motion carries.

CEO Report

Mr. Dolan took a moment to recognize Special Project Manager David Batkiewicz for being named by the Town of Huntington Chamber of Commerce as a 30 Under 30 Honoree. Mr. Dolan then ceded his time to the Board to adopt the recommendation of the Audit committee that the Board approve and accept the 2022 audit.

A motion was made by Justin Belkin and seconded by Paulette LaBorne to approve and accept 2022 audit. All in favor, motion carries.

Old Business

No old business.

New Business

No new business.

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

Present: Tom Dolan
David Batkiewicz

Public hearing called to order at 11:00 AM.

No one from the public was in attendance.

NOTICE OF PUBLIC HEARING REGARDING REVIEW OF THE AGENCY UNIFORM TAX
EXEMPTION POLICY AND CERTAIN OTHER POLICIES OF THE AGENCY

Notice is hereby given that a public hearing will be held by Town of Babylon Industrial Development Agency (the "Agency") on Thursday, April 25, 2023, at 11:00 a.m., local time, in the Old Town Hall Building, 47 W. Main Street, in the Courtroom on the Second Floor in the Village of Babylon, State of New York, in connection with the following matters:

The Agency is reviewing the policies of the Agency described below and, in connection with its review of such policies, the Agency is soliciting comments with respect to the terms and provisions of such policies. The policies to be reviewed by the Agency (the "Agency Policies") are described below:

1. Uniform Tax Exemption Policy

The Agency will at said time and place hear all persons with views on the Agency Policies. Copies of the existing Agency Policies are available for public inspection during business hours at the offices of the Agency and on the Agency's website at <http://www.babylonida.org>. Copies of the proposed Agency Policies are available for public inspection during business hours at the offices of the Agency and on the Agency's website at <http://www.babylonida.org>. Copies will also be made available at the public hearing.

Additional information can be obtained from, and written comments may be addressed to: Mr. Thomas E. Dolan, Chief Executive Officer, Town of Babylon Industrial Development Agency, 47 W. Main Street, Suite 3, Babylon, NY 11702.

Dated: April 12, 2023
DEVELOPMENT
Babylon, New York

TOWN OF BABYLON INDUSTRIAL
AGENCY

/s/Thomas Gaulrapp
Chairman

The public hearing was closed at 11:03 A.M.

Present: Tom Dolan
David Batkiewicz
Raymond Doran

Public hearing called to order at 2:35 P.M.

No one from the public was in attendance.

LEGAL NOTICE

Public Hearing

NOTICE is hereby given pursuant to Article 18-A of the General Municipal Law of the State of New York (the "Act"), that the Town of Babylon Industrial Development Agency (the "Agency"), will hold a public hearing on the proposed granting of financial assistance to Crystal Fusion Technologies, Inc., a New York corporation (on behalf of itself and/or the principals of Crystal Fusion Technologies, Inc. and/or any entity or entities formed on behalf of Crystal Fusion Technologies, Inc. or any of the foregoing (collectively, the "Company")) with respect to a project (the "Project") consisting of the demolition of a 4,000 square foot existing building and the construction and equipping by the Company of an approximately 15,000 square foot building thereto, located on that certain approximately 1 acre lot, piece or parcel of land located at 185 W Montauk Highway in Lindenhurst, New York (the "Facility"), all for use by the Company in its business of manufacturing, warehousing and distribution of hydrophobic coatings.

Pursuant to applicable State Law, the Agency proposes to grant certain financial assistance with respect to the Facility including certain exemptions from New York State and local sales and use taxation, local real property taxation and mortgage recording taxation as shall be determined by the Agency. Pursuant to the Act, the Facility will be leased by the Company to the Agency for further lease by the Agency to the Company.

Company: Crystal Fusion Technologies, Inc., 185 W Montauk Highway, Lindenhurst, New York 11757.

Facility Location is: 185 W Montauk Highway, Lindenhurst, New York 11757.

Public Hearing: All persons, organizations, corporations or governmental agencies are invited to submit comments concerning the granting of financial assistance. The hearing will be held on April 25, 2023 at 2:30 P.M. at 185 W Montauk Highway, Lindenhurst, New York 11757.

Project Application: The Project Application together with a costs benefit analysis with respect to the Facility shall be available for inspection by the public at the office of the Agency at the above specified address during the regular business hours of the Agency. For those members of the public desiring to review project applications and cost benefit analyses before the date of the hearing, copies of these materials will be made available at www.babylonida.org/documents. Click on the tab titled "Project Applications" and under the year 2023 you will find the application for "Crystal Fusion Technologies, Inc.". Be advised that it is possible that certain of the aforementioned proposed transactions may be removed from the hearing agenda prior to the hearing date. Information regarding such removals will be available on the Agency's website www.babylonida.org/calendar at on or about 12:00 P.M. of the day prior the hearing.

Participation at the Hearing: Persons desiring to submit comments concerning the Facility and the financial assistance to be granted thereto should contact the Town of Babylon Industrial Development Agency, 47 West Main Street, Babylon, New York Attention: Thomas E. Dolan, Chief Executive Officer, at (631) 587-3679 on or before April 24, 2023 at the office of the Agency. Written comments can be submitted prior to the hearing at that address. The Agency reserves the right to limit the time available to any person presenting comments. If you do not want to participate in the hearing, but would like to watch or listen to the proceeding, you may view a livestream of the meeting. Interested parties may view a livestream of the meeting online on the Town of Babylon IDA's YouTube channel. To access the YouTube channel go to the IDA's website at www.babylonida.org/documents. The second item on the documents page is titled "Meeting Videos and Livestream", click this tab and follow the link provided. If you would like to access the IDA YouTube page directly from your browser you may insert the following World Wide Web address:

(https://www.youtube.com/channel/UCqqSixdVnmsmvSOsD4KnA?view_as=subscriber)

The public hearing was closed at 2:41 P.M.

Present: Tom Dolan

David Batkiewicz

Public hearing called to order at 1:00 P.M.

No one from the public was in attendance.

LEGAL NOTICE

Public Hearing

NOTICE is hereby given pursuant to Article 18-A of the General Municipal Law of the State of New York (the "Act"), that the Town of Babylon Industrial Development Agency (the "Agency"), will hold a public hearing on the proposed granting of financial assistance to Vogue Group Inc., a New York corporation (on behalf of itself and/or the principals of Vogue Group Inc. and/or any entity or entities formed on behalf of Vogue Group Inc. or any of the foregoing (collectively, the "Company")), 480 Smith St LLC, a New York limited liability company (on behalf of itself and/or the principals of 480 Smith St LLC and/or any entity or entities formed on behalf of 480 Smith St LLC or any of the foregoing (collectively, the "480 Smith Street Owner")) and Vogue Holding LLC, a New York limited liability company (on behalf of itself and/or the principals of Vogue Holding LLC and/or any entity or entities formed on behalf of Vogue Holding LLC or any of the foregoing (collectively, the "2015 New Highway Owner" and, together with the 480 Smith Street Owner, the "Owner")) with respect to a project (the "Project") consisting of (i) the acquisition, renovation and equipping of an approximately 15,000 square foot manufacturing, warehouse and distribution facility, to be located on that certain approximately 1 acre lot, piece or parcel of land located at 480 Smith Street in Farmingdale, New York (the "480 Smith Street Facility") and (ii) the acquisition, construction and equipping of an approximately 40,000 square foot, manufacturing, warehouse and distribution facility, to be located on that certain approximately 2.26 acre lot, piece or parcel of land located at 2015 New Highway in Farmingdale, New York (the "2015 New Highway Facility" and, together with the 480 Smith Street Facility, the "Facility"), all for use by the Company in its business of manufacture, warehousing and distribution of fabric table covers, curtains, on-demand printed dye sublimation fabrics, fabrics for upholstery, crafts, apparel and fashion, backpacks.

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

Company: Vogue Group Inc., 550 Smith Street, Farmingdale, New York 11735.

480 Smith Street Owner: 480 Smith St LLC, 550 Smith Street, Farmingdale, New York 11735.

2015 New Highway Owner: Vogue Holding LLC, 550 Smith Street, Farmingdale, New York 11735.

480 Smith Street Facility Proposed Location is: 480 Smith Street, Farmingdale, New York 11735.

2015 New Highway Facility Proposed Location is: 2015 New Highway, Farmingdale, New York 11735.

Public Hearing: All persons, organizations, corporations or governmental agencies are invited to submit comments concerning the granting of financial assistance. The hearing will be held on April 25, 2023 at 1:00 P.M. at the Old Town Hall 47 West Main Street in Babylon, New York.

Project Application: The Project Application together with a costs benefit analysis with respect to the Facility shall be available for inspection by the public at the office of the Agency at the above specified address during the regular business hours of the Agency. For those members of the public desiring to review project applications and cost benefit analyses before the date of the hearing, copies of these materials will be made available at www.babylonida.org/documents. Click on the tab titled "Project Applications" and under the year 2023 you will find the application for "Vogue Group Inc.". Be advised that it is possible that certain of the aforementioned proposed transactions may be removed from the hearing agenda prior to the hearing date. Information regarding such removals will be available on the Agency's website www.babylonida.org/calendar at on or about 12:00 P.M. of the day prior the hearing.

Participation at the Hearing: Persons desiring to submit comments concerning the Facility and the financial assistance to be granted thereto should contact the Town of Babylon Industrial Development Agency, 47 West Main Street, Babylon, New York Attention: Thomas E. Dolan, Chief Executive Officer, at (631) 587-3679 on or before April 24, 2023 at the office of the Agency. Written comments can be submitted prior to the hearing at that address. The Agency reserves the right to limit the time available to any person presenting comments. If you do not want to participate in the hearing, but would like to watch or listen to the proceeding, you may view a livestream of the meeting. Interested parties may view a livestream of the meeting online on the Town of Babylon IDA's YouTube channel. To access the YouTube channel go to the IDA's website at www.babylonida.org/documents. The second item on the documents page is titled "Meeting Videos and Livestream", click this tab and follow the link provided. If you would like to access the IDA YouTube page directly from your browser you may insert the following World Wide Web address:

(https://www.youtube.com/channel/UCqq5ixdVnmsmvSOsD4KnA?view_as=subscriber)

The public hearing was closed at 1:09 P.M.

April 26, 2023

Babylon Industrial Development Agency

RESOLUTION: Resolution adopting proposed amendments to the Town of Babylon Industrial Development Agency's Uniform Tax Exemption Policy ("UTEP").

NOW, THEREFORE, BE IT

RESOLVED, that the Town of Babylon Industrial Development IDA/IDC Board has adopted proposed amendments to the Town of Babylon Industrial Development Agency's UTEP.

**Town of Babylon Industrial Agency
Uniform Tax Exemption
Policy & Guidelines**

It is recognized that under the provisions of Article 18-A of the General Municipal Law the (the "Act") Town of Babylon Industrial Development Agency (the "Agency") is required to pay no real estate taxes or assessments upon any of the property acquired by it or under its jurisdiction, control or supervision or upon its activities.

The Agency shall review each application for financial assistance of the Agency and shall determine on a case by case basis whether the Agency's general policy should apply or whether a deviation from such general policy is warranted. In reviewing each application and determining the applicability of the Agency's general policy the Agency shall apply the following guidelines.

These guidelines are to assist the Agency in its determination as to the granting of tax exemptions. It is the general policy of the Agency, that an agreement providing for a project (as that term is defined under the Act) qualifying for financial assistance (as that term is defined under the Act) be treated as exempt from real property, mortgage recording and sales and use taxes in accordance with Section 874 of the Act.

Real Property Taxes

In the event that a project shall be deemed exempt from real property taxation solely by reason of Section 874 of the General Municipal Law, the project applicant shall generally be required to enter into an agreement providing for payments in lieu of taxes to the Agency. The provisions of such agreement shall be in accordance with the provisions of the Act and such agreement shall provide that the project applicant or designee shall make or cause to be made payments in lieu of real estate taxes to the Agency as if the project were privately owned by the applicant and not deemed owned by or under the jurisdiction or control or supervision of the Agency in an amount equal to real estate taxes otherwise due less an abatement described below. Such abatement shall become effective upon the taxable status date of the Town of Babylon, New York immediately following the date the Agency shall acquire fee title to or take a leasehold interest in such project or such later date approved by the Agency.

- A. For projects resulting in job growth or retention of less than 50 full time employees in the Town in the first year of operation as an Agency project, the Agency in its discretion may grant abatements from real property taxation in accordance with the following alternatives and in accordance with the following limitations:
1. The duration of the abatements shall be effective over and shall not exceed twelve (12) consecutive years, the amount of the abatement shall not in the first or any subsequent year of such abatement exceed 60% of real estate taxes otherwise due and payable, the abatement shall decline in each year after the first year of the tax abatement in equal or approximately equal increments until the last year of the abatement such that the abatement shall be reduced to zero upon the 13th anniversary of the effectiveness of the abatement.
 2. The period of abatement shall not exceed twelve (12) years, shall not in the first four years exceed 50% of the real estate taxes otherwise due and payable and shall decline in accordance with the following schedule:

Year From Commencement of Abatement	Percentage of Abatement from Real Estate Taxes otherwise due and payable
--	--

1	50%
2	50%
3	50%
4	50%
5	30%
6	30%
7	30%
8	30%
9	10%
10	10%
11	10%
12	10%
13	0%

B. For projects resulting in job growth or retention in excess of 50 or more full time employees in the Town of Babylon, in the first year of operation as an Agency project, the Agency in its discretion may grant abatements from real property taxation in accordance with the following alternatives and in accordance with the following limitations:

1. The duration of the abatements shall be effective over and shall not exceed fifteen (15) consecutive years, the amount of the abatement shall not in the first or any subsequent year of such abatement exceed 60% of real estate taxes otherwise due and payable, the abatement shall decline in each year after the first year of the tax abatement in equal or approximately equal increments until the sixteenth (16th) year after the abatement first becomes effective such that the abatement shall be reduced to zero upon the 16th anniversary of the effectiveness of the abatement.
2. The period of abatement up to fifteen (15) years, shall not in the first five years exceed 50% of the real estate taxes otherwise due and payable and shall decline in accordance with the following schedule:

Year From Commencement of Abatement	Percentage of Abatement from Real Estate Taxes otherwise due and payable
--	--

1	50%
2	50%
3	50%
4	50%
5	50%
6	30%
7	30%
8	30%

9	30%
10	30%
11	10%
12	10%
13	10%
14	10%
15	10%
16	0%

- C. Notwithstanding the foregoing abatement alternatives, the Agency may in its discretion on a case by case basis grant a 100% or partial abatement for a period up to fifteen years, with equal declining abatements with regard to (A) affordable housing, health care/assisted living facilities; (B) vacant property, or abandoned or dilapidated facilities for which payments for real property taxes are currently delinquent; (C) for facilities located in an area of the Town affiliated with blight, experiencing economic distress or having higher than average unemployment or similar characteristics; (D) Class A office space of at least 50,000 square feet and non pirating issue; or (E) facilities that will result in substantial job growth or job retention in the Town in excess of 200 full time employees. Any abatement granted pursuant to this provision shall not be considered a deviation from this Uniform Tax-Exemption Policy. In determining abatements with respect to the foregoing provision the Agency will consult with the Town of Babylon Assessor's Office, the Town of Babylon Receiver of Taxes and the Town of Babylon Comptroller's office.

In addition to the foregoing, in the event that an existing project receiving any abatement described above shall be significantly improved or the project applicant for such project plans to significantly increase employment at such project, the Agency may treat such improvement or increased employment as a new project and may provide for a renewal of any abatement permitted to be granted under the provisions of this Uniform Tax-Exemption Policy. Any abatement granted pursuant to this provision shall not be considered a deviation from this Uniform Tax- Exemption Policy.

The abatements granted by the Agency shall apply only to those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Babylon (including any existing incorporated village or any village which may be incorporated after the date hereof, within which a project is wholly or partially located) which are or may be imposed for special improvements or special district improvements, which the project applicant shall be required to pay without exemption.

Sales Tax

With respect to the sales and use tax exemptions, it is the general policy of this Agency to grant exemptions from sales and use taxes with respect to any project qualifying for financial assistance under the Act. The duration of such sales tax exemption shall not exceed three years measured from the date of delivery by the Agency of a sales tax letter with respect to a particular project. In the event a particular project will create or cause the retention of significant numbers of employees within the Town of Babylon and provided the project applicant covenants to maintain certain employment levels within the Town of Babylon for the duration of the term of the project, the Agency may extend the duration of the sales and use tax exemption to a period that shall not exceed twenty years.

Mortgage Recording Tax

With respect to mortgage recording taxes, it is the general policy of this Agency to grant exemptions from mortgage recording taxes with respect to any project qualifying for financial assistance under the Act.

Recapture

Agreements entered into by the Agency and a project applicant pursuant to which financial assistance is granted by the Agency to a project applicant shall include provisions for recapture by the Agency of financial assistance granted by the Agency as the Agency shall deem necessary. Such agreements shall require recapture and/or suspension of real property tax, sales and use tax and mortgage recording tax abatements granted by the Agency for among others in the discretion of the Agency, the project applicant's (i) liquidation of operations and assets in the Town, (ii) cessation of operations in the Town, (iii) the relocation of its employees to facilities outside of the Town, (iv) the sublease of its facilities, (v) the sale or transfer of its facilities in the Town and (vi) failure to satisfy minimum employment levels within the Town.

Deviation

In addition to applying the above tax abatement policy guidelines to a proposed project, the Agency may deviate from such abatement policy. In deviating from such policy the Agency shall also consider the following in determining whether any deviation from the above guidelines should be made and the length and value of any tax exemption granted with respect to such deviation:

- i. the extent to which a project will create or retain private sector employment in the Town of Babylon.
- ii. the impact of a proposed project on existing and proposed business and economic development projects in the Town of Babylon,
- iii. the amount of private sector investment likely to be generated by the proposed project;
- iv. public support for the project
- v. the likelihood of timely completion of the project;
- vi. the environmental impact of the project;
- vii. the need for additional municipal and educational services resulting from the proposed project; and
- viii. the extent to which the proposed project will provide additional sources of revenue for the affected taxing jurisdictions.

If after consideration of the above-stated issues the Agency determines that a deviation from its general guidelines is warranted, it shall call a public hearing regarding the deviation ~~on not less than 30 days notice and provide not less than 30 days notice to each affected local taxing jurisdiction of such deviation~~ in accordance with the notice procedure adopted pursuant to this UTEP. Subsequent to such public hearing, the Agency may adopt a resolution stating, 1) that with respect to the specified project, the Agency determines that a deviation from its uniform policy is warranted and; 2) the reasons for which the Agency determines that such a deviation is warranted.

Projects

Any facility, improvement, equipment, furnishing or other item or activity constituting a project (as that term is defined under the Act) shall be eligible in the discretion of the Agency for financial assistance (as that term is defined in the Act) in accordance with the Act and the provisions of this Uniform Tax Exemption Policy.

Notices

For preinducement resolutions, within 30 days of said resolution being adopted, the Agency shall deliver a copy of the resolution adopted by the Board by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the chief executive officer of each affected local taxing jurisdiction. When the affected local taxing jurisdiction is a school district, the agency shall deliver a copy of such resolution by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the school board president, district clerk and district superintendent of each affected school district.

For deviations the Agency shall set forth in writing the reasons for deviation from such policy, and shall further notify by certified mail, return receipt requested, postmarked 10 days before the deviation public hearing, or an electronic correspondence with a read-receipt, the affected local taxing jurisdictions of the proposed deviation from such policy and the reasons therefor. When the affected tax jurisdiction is a school district, the authority shall notify by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the school board president, district clerk and district superintendent of each affected school district.

For public hearings the Agency shall notify by certified mail, return receipt requested, postmarked 10 days before the public hearing, or an electronic correspondence with a read-receipt, the affected local taxing jurisdictions of the proposed deviation from such policy and the reasons therefor. When the affected tax jurisdiction is a school district, the authority shall notify by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the school board president, district clerk and district superintendent of each affected school district.

**RESOLUTION GRANTING APPROVAL OF AND AUTHORIZING THE GRANT OF
CERTAIN FINANCIAL ASSISTANCE BY THE TOWN OF BABYLON INDUSTRIAL
DEVELOPMENT AGENCY TO CRYSTAL FUSION TECHNOLOGIES INC. IN
CONNECTION WITH THE DEMOLITION, CONSTRUCTION AND EQUIPPING OF A
MANUFACTURING, WAREHOUSE AND DISTRIBUTION FACILITY**

WHEREAS, the Town of Babylon Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York (the "State"), and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the "Act"), to assist in providing for manufacturing, warehousing, research, civic, commercial and industrial Facility in the Town of Babylon (the "Town"); and

WHEREAS, on October 28, 2015, the Agency entered into a straight lease transaction (as that term is defined under the Act) with Crystal Fusion Technologies, Inc., a corporation organized and existing under the laws of the State of New York (on behalf of itself and/or the principals of Crystal Fusion Technologies, Inc. and/or any entity or entities formed on behalf of Crystal Fusion Technologies, Inc. or any of the foregoing (collectively, the "Company")), for the benefit of the Company in order to provide financial assistance with respect to a project (the "Original Project") located at 185 West Montauk Highway, Lindenhurst, New York consisting of the acquisition by the Agency of a certain parcel of land and improvements thereon and renovation and equipping of the approximately 8,300 square foot building and an approximately 3,300 square foot building situated thereon all for use by the Company as a manufacturing, warehousing and distribution facility in its business of manufacturing and distribution of hydrophobic coating materials; and

WHEREAS, representatives of the Company have filed or caused to be filed an application with the Agency concerning a new project (the "Project") consisting of the demolition of an approximately 4,000 square foot existing building and the construction and equipping by the Company of an approximately 15,000 square foot building thereto, located on that certain approximately 1 acre lot, piece or parcel of land located at 185 West Montauk Highway in Lindenhurst, New York (the "Facility"), all for use by the Company in its business of manufacturing, warehousing and distribution of hydrophobic coatings; and

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

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

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

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

WHEREAS, in connection with the adoption of this resolution the Agency has reviewed the Project Application and the Company has confirmed in such Project Application that as of the date of the Project Application, as amended, the Company is in substantial compliance with the Act; and

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

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

Section 1. With respect to the Agency's evaluation criteria for Manufacturing/Warehousing/Distribution Projects the Agency makes the following determinations:

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

(b) The Company proposes a capital investment in the land, building, machinery and equipment and capital improvements in the Facility of approximately \$2,800,000.

(c) The wage rates for the approximately 21 full-time employees at the Facility average \$250,000 per year for management positions, \$85,000 per year for administrative positions, \$125,000 per year for production positions, \$125,000 per year for supervisor positions and \$42,000 per year for laborer positions.

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

(e) The Project will not have a significant effect on in-region purchases

(f) The Project will have an effect on research and development related to the Company's business of manufacturing hydrophobic coating materials.

(g) The Project will not have a significant effect on energy efficiency.

(h) The Project will not affect existing land use or zoning.

(i) The Project is important to the retention of a high-tech employer of the Town. The Company currently employs 21 full-time employees. If the Company does not receive financial assistance from the Agency the Company is considering relocating its current operations in the Town to a facility in North Carolina or Florida, which would achieve substantial costs savings for the Company.

Section 2. Based on the evaluation of the foregoing evaluation criteria, (a) The Agency hereby finds and determines that (i) the Project constitutes a "Project" within the meaning of the Act; (ii) the Project is necessary for the Company to maintain its competitive position in its industry and to prevent the Company from relocating its facilities outside of New York State; and (iii) the granting of real property tax abatements, sales and use tax abatements and mortgage recording tax (collectively the "Financial Assistance") by the Agency with respect to the Facility pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town and the State and improve their standard of living, and thereby serve the public purposes of the Act.

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

(c) The Agency shall grant Financial Assistance to the Company in the form of New York State and local Sales and Use Tax abatements in a maximum amount not to exceed \$129,375 as provided in Section 5.2 of the Lease Agreement and in the event of the occurrence of a recapture event under the Lease Agreement the Agency will pursue recapture of the Financial Assistance as provided in Section 5.4 of the Lease Agreement.

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

Section 4. Pursuant to the Lease Agreement, the Company will make certain payments in lieu of real property taxes ("Pilots") which would be otherwise due and payable with respect to the Facility.

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

Section 6. In order to secure amounts to be loaned by a mortgage lender acceptable to the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") of the Agency to the Company with respect to the financing or refinancing of the Project and the Facility, the Agency

hereby authorizes the execution of one or more mortgages (collectively, the "Mortgages") granted at the initial closing of the "straight lease" transaction or any time thereafter during the term of the Lease Agreement, from the Agency and the Company to any mortgage lender acceptable to the CEO or the CFO of the Agency or any other authorized representative, in form acceptable to the CEO or CFO of the Agency or any other authorized representative and counsel to the Agency.

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

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

Section 9. Thomas E. Dolan, as CEO or any successor CEO or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of the Company Lease, Lease Agreement, Mortgages, Sales Tax Agent Authorization Letters, and any other agreements or certificates consistent herewith (hereinafter collectively called the "Agency Documents"), all in substantially the forms previously executed by the Agency for other "straight lease" transactions acceptable to Agency Counsel, with such changes, variations, omissions and insertions in the Agency Documents as the CEO or any other Authorized Representative of the Agency shall upon advice of counsel approve. The execution thereof by the CEO or any other Authorized Representative of the Agency shall constitute conclusive evidence of such approval.

The CEO or CFO of the Agency or any other authorized representative are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, the Secretary or Assistant Secretary of the Agency, to execute any Agency Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Agency Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the CEO's, the CFO's or any other authorized representative's signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

Section 10. The CEO of the Agency, the CFO of the Agency or any other authorized representative including the Chairman or the Secretary and any member of the Agency (as used in this resolution, the "Authorized Representatives") are hereby designated the authorized representatives of the Agency and each of them is hereby authorized and directed to cause the transactions as described in the Company Lease and the Lease Agreement to be undertaken and in relation thereto, to execute and deliver any and all papers, instruments, agreements, opinions, certificates, affidavits and other documents, and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution, and the Agency Documents including such changes or revisions in the forms of such documents as may be requested by counsel to the Agency.

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such

additional certificates, instruments, agreements and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, and the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 13. No covenant, stipulation, obligation or agreement contained in this resolution, or the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the Town in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Agency Documents or be subject to any personal liability or accountability by reason of the execution thereof.

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

Section 15. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance to be granted hereunder in excess of \$100,000 to the Company until the Agency has held a public hearing with respect to the grant of financial assistance in accordance with the provisions of the Act.

Section 16. This resolution shall take effect immediately.

RESOLUTION GRANTING APPROVAL OF AND AUTHORIZING THE GRANT OF CERTAIN FINANCIAL ASSISTANCE BY THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO 550 SMITH STREET LLC, 480 SMITH STREET LLC, VOGUE HOLDING LLC AND VOGUE GROUP INC., IN CONNECTION WITH THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF MANUFACTURING, WAREHOUSE AND DISTRIBUTION FACILITIES

WHEREAS, the Town of Babylon Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York (the “State”), and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency’s enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the “Act”), to assist in providing for manufacturing, warehousing, research, civic, commercial and industrial facilities in the Town of Babylon (the “Town”); and

WHEREAS, on November 6, 2020, the Agency entered into a straight lease transaction (as that term is defined under the Act) with 550 Smith Street LLC for the benefit of Vogue Group Inc., a corporation organized and existing under the laws of the State of New York (the “Company”) in order to provide financial assistance with respect to a project (the “Original Project”) located at 550 Smith Street in Farmingdale, New York consisting of the acquisition, renovation and equipping of a manufacturing, warehouse and distribution facility located on a 1 acre lot, piece or parcel of land and the installation of certain equipment and personal property thereon all for use by the Company in its business of wholesale distribution of fabrics/textiles and manufacture of curtains, event decorations, table covers, on-demand printed dye sublimation fabrics, and other fabric products; and

WHEREAS, representatives of the Company and 550 Smith Street LLC, a limited liability company organized and existing under the laws of the State of New York, 480 Smith Street LLC, a limited liability company organized and existing under the laws of the State of New York, Vogue Holding LLC, a limited liability company organized and existing under the laws of the State of New York or any other real estate holding entity formed by the principals of the Company (collectively, the “Owners”) have filed or caused to be filed an application with the Agency concerning a new project (the “Project”) consisting of (i) the renovation and equipping of an approximately 20,000 square foot manufacturing, warehouse and distribution facility to be located on that certain approximately 1 acre lot, piece or parcel of land located at 550 Smith Street in Farmingdale, New York (the “550 Smith Street Facility”) (ii) the acquisition, renovation and equipping of an approximately 15,000 square foot manufacturing, warehouse and distribution facility, to be located on that certain approximately 1 acre lot, piece or parcel of land located at 480 Smith Street in Farmingdale, New York (the “480 Smith Street Facility”) and (iii) the acquisition, construction and equipping of an approximately 40,000 square foot, manufacturing, warehouse and distribution facility, to be located on that certain approximately 2.26 acre lot, piece or parcel of land located at 2015 New Highway in Farmingdale, New York (the “2015 New Highway Facility” and, collectively with the 550 Smith Street Facility and the 480 Smith Street Facility, the “Facilities”), all for use by the Company in its business of manufacture, warehousing and distribution of fabric table covers, curtains, on-demand printed dye sublimation fabrics, fabrics for upholstery, crafts, apparel and fashion, backpacks; and

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

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

WHEREAS, it is further contemplated that the Owners will each sublease the Facilities to the Company each pursuant to a separate Sublease Agreement (collectively, the "Sublease Agreement") by and between each of the Owners respectively and the Company pursuant to which the Company agrees, among other things, to make sublease payments in such amounts as equal to lease rentals as specified in the Lease Agreement; and

WHEREAS, pursuant to the Lease Agreement the Owners have agreed to make certain payments in lieu of real property taxes, with respect to the Facilities, to the Agency; and

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

WHEREAS, in connection with the adoption of this resolution the Agency has reviewed the Project Application and the Company has confirmed in such Project Application that as of the date of the Project Application, as amended, the Company and the Owners are in substantial compliance with the Act; and

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

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

Section 1. With respect to the Agency's evaluation criteria for Manufacturing/Warehousing/Distribution Projects the Agency makes the following determinations:

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

(b) The Company proposes a capital investment in the land, building, machinery and equipment and capital improvements in the Facilities of approximately \$12,580,000.

(c) The wage rates for the approximately 43 full-time employees at the Facilities average \$75,000 per year for management positions, \$50,000 per year for administrative positions and \$40,000 per year for laborer positions.

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

(e) The Project will not have a significant effect on in-region purchases or research and development.

(f) The Project will not have a significant effect on energy efficiency.

(g) The Project will not affect existing land use or zoning.

(h) The Project is important to the retention of employment within the Town. The Company currently employs 43 full-time employees. If the Company does not receive financial assistance from the Agency the Company is considering relocating its current operations in the Town to facilities in New Jersey, which would achieve substantial costs savings for the Company.

Section 2. Based on the evaluation of the foregoing evaluation criteria, (a) The Agency hereby finds and determines that (i) the Project constitutes a "Project" within the meaning of the Act; (ii) the Project is necessary for the Company to maintain its competitive position in its industry and to prevent the Company from relocating its facilities outside of New York State; and (iii) the granting of real property tax abatements, sales and use tax abatements and mortgage recording tax (collectively the "Financial Assistance") by the Agency with respect to the Facilities pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town and the State and improve their standard of living, and thereby serve the public purposes of the Act.

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

(c) The Agency shall grant Financial Assistance to the Company and the Owners in the form of New York State and local Sales and Use Tax abatements in a maximum amount not to exceed \$207,000 as provided in Section 5.2 of the Lease Agreement and in the event of the occurrence of a recapture event under the Lease Agreement the Agency will pursue recapture of the Financial Assistance as provided in Section 5.4 of the Lease Agreement.

Section 3. To accomplish the purposes of the Act, the Agency shall take leasehold title to the Facilities pursuant to the Company Lease, assist the Owners to undertake the Project and sublease the Facilities to the Owners pursuant to the Lease Agreement and the Owners will further sub-sublease the Facilities to the Company pursuant to the Sublease Agreement.

Section 4. Pursuant to the Lease Agreement, the Owners will make certain payments in lieu of real property taxes ("Pilots") which would be otherwise due and payable with respect to the Facilities.

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

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

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

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

Section 9. The form and substance of the Sublease Agreement in substantially the form previously approved by the Agency for other "straight lease" transactions is hereby approved.

Section 10. Thomas E. Dolan, as CEO or any successor CEO or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of the Company Lease, Lease Agreement, Mortgages, Sales Tax Agent Authorization Letters, and any other agreements or certificates consistent herewith (hereinafter collectively called the "Agency Documents"), all in substantially the forms previously executed by the Agency for other "straight lease" transactions acceptable to Agency Counsel, with such changes, variations, omissions and insertions in the Agency Documents as the CEO or any other Authorized Representative of the Agency shall upon advice of counsel approve. The execution thereof by the CEO or any other Authorized Representative of the Agency shall constitute conclusive evidence of such approval.

The CEO or CFO of the Agency or any other authorized representative are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, the Secretary or Assistant Secretary of the Agency, to execute any Agency

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

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the CEO's, the CFO's or any other authorized representative's signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

Section 11. The CEO of the Agency, the CFO of the Agency or any other authorized representative including the Chairman or the Secretary and any member of the Agency (as used in this resolution, the "Authorized Representatives") are hereby designated the authorized representatives of the Agency and each of them is hereby authorized and directed to cause the transactions as described in the Company Lease, the Lease Agreement and the Sublease Agreement to be undertaken and in relation thereto, to execute and deliver any and all papers, instruments, agreements, opinions, certificates, affidavits and other documents, and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution, and the Agency Documents including such changes or revisions in the forms of such documents as may be requested by counsel to the Agency.

Section 12. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments, agreements and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, and the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 14. No covenant, stipulation, obligation or agreement contained in this resolution, or the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the Town in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Agency Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 15. The law firm Katten Muchin Rosenman LLP is hereby appointed transaction counsel to the Agency for this transaction.

Section 16. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance to be granted hereunder in excess of \$100,000 to the Owners or the Company until the Agency has held a public hearing with respect to the grant of financial assistance in accordance with the provisions of the Act.

Section 17. This resolution shall take effect immediately.

PRELIMINARY INDUCEMENT RESOLUTION DATED APRIL 26, 2023

**PRELIMINARY INDUCEMENT RESOLUTION OF THE TOWN
OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY
RELATING TO THE GRANTING OF PRELIMINARY
APPROVAL TO THOR 377 CARLLS PATH LLC IN
CONNECTION WITH THE POTENTIAL GRANT OF CERTAIN
FINANCIAL ASSISTANCE**

WHEREAS, Thor 377 Carlls Path LLC and its successors and assigns (the "Applicant") has preliminarily informed officials of the Agency about, and has expressed the desire to enter into negotiations with, officials of the Agency with respect to a project (the "Project") consisting of the (i) acquisition and demolition of an approximately 189,500 square foot building and (ii) the construction and equipping thereon of an approximately 310,500 square foot warehouse and distribution facility located at 377 Carlls Path, Deer Park, New York 11729 (the "Facility"), all for use as a warehousing and distribution facility by one or more tenants yet to be determined; and

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

WHEREAS, pursuant to the Project Application representatives of the Applicant have indicated that the Project and the Facility will result in the creation of an upgraded and modernized industrial building within the Town of Babylon; and

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

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

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

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

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

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

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

Section 5. This preliminary resolution shall take effect immediately.

**RESOLUTION AUTHORIZING AN AMENDMENT TO PROJECT DOCUMENTS
RELATING TO THE LAKEVILLE INDUSTRIES, INC. D/B/A/ LAKEVILLE KITCHEN
& BATH PROJECT**

WHEREAS, pursuant to a resolution adopted on September 18, 2018 authorizing the undertaking of a Project, the Town of Babylon Industrial Development Agency (the "Agency") entered into a straight lease transaction with Lakeville 140 LLC, Lakeville Realty Co. (together, the "Lessees") and Lakeville Industries Inc., d/b/a Lakeville Kitchen & Bath (the "Sublessee") pursuant to which the Agency granted the Lessees and the 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 March 20, 2019 (the "Lease Agreements") and Sublease Agreements, between each of the respective Lessees and the Sublessee each dated March 20, 2019 (the "Sublease Agreements"), related to the properties utilized by the Sublessee located in Farmingdale, New York; and

WHEREAS, Lakeville desires to sell its business, including all of its assets, to Riverhead Building Supply Corp., ("RBS"); and

WHEREAS, in connection with the purchase and sale of Lakeville's assets to RBS, the Lessees, Sublessee and RBS desire to (i) enter into an Assignment and Assumption Agreement by and between Lakeville 140 LLC and RBS (the "Assignment and Assumption Agreement"); (ii) terminate the Sublease Agreement between Lakeville 140 LLC and Lessee related to the property located at 140 Broadhollow Road, Farmingdale, New York; and (iii) amend and restate the Sublease Agreement related to the property located at 45 Cabot Street, West Babylon, New York by and between Lakeville Realty Co. and RBS (the "Amended and Restated Sublease"); and

WHEREAS, representatives of RBS have informed the Agency that the Amended and Restated Sublease will have a term of four years; and

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 (i) the execution of the Assignment and Assumption Agreement (ii) the termination of the Sublease Agreement between Lakeville 140 LLC and Lessee related to the property located at 140 Broadhollow Road, Farmingdale, New York and (iii) the execution of the Amended and Restated Sublease.

Section 2. Thomas E. Dolan as Chief Executive Officer ("CEO") or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to consent to final forms of the Assignment and Assumption Agreement, the Amended and Restated Sublease and any other consents, agreements or certificates consistent herewith (hereinafter collectively called the "Amended Documents"), all in form acceptable to the Agency upon the advice of counsel to the Agency. The execution thereof by the CEO shall constitute conclusive evidence of the approval of the Amended Documents.

The CEO or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, 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 CEO's or any other Authorized Representative's signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

Section 3. The 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.

RESOLUTION AUTHORIZING THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE A LOAN AGREEMENT BETWEEN THE AGENCY, CENTURY CARRIERS, INC. AND FLUSHING BANK IN AN AMOUNT NOT TO EXCEED \$380,000.00.

WHEREAS, the Town of Babylon Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the "Act"), to assist in providing for manufacturing, warehousing, research, civic, commercial, and industrial facilities in the Town of Babylon;

WHEREAS, the Agency and CENTURY CARRIERS, INC. (the "Company") have prior to the date hereof entered into a Lease Agreements (the "Lease Agreement") dated February 28, 2007, pursuant to which the Agency and the Company agreed that the Company would receive the benefit of certain sales and use tax exemptions and certain real property tax exemptions in connection with the facility located at 55 Engineers Lane, Farmingdale, New York 11735.

WHEREAS, the Company desires the Agency to execute a loan agreement between the Agency, CENTURY CARRIERS, INC. and the FLUSHING BANK in the principal sum not in excess of \$380,000.00.

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

Execution by the Agency of the loan agreement between the Agency, CENTURY CARRIERS, INC. and the FLUSHING BANK is hereby approved in a sum not to exceed \$380,000.00.

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

The Chief Executive Officer or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman and the Secretary of the Agency, to execute any

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

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

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

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments, agreements, and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer. Employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, and the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 5. No covenant, stipulation, obligation or agreement contained in this resolution, or the Agency Documents shall be deemed to be covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the Town of Babylon in his or their individual capacity and neither the members of the

Agency nor any officer shall be liable personally on the Agency Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6. This resolution shall take effect immediately.

April 26, 2023

Babylon Industrial Development Agency

Resolution: permitting the Termination of Lease Agreement and Company Lease and authorizing the Chief Executive Officer to terminate the Sales Tax Exemption regarding the premises located at One Michael Avenue, Farmingdale, New York 11735 (SCTM# 0100 069.00 03.00 005.022), to Human First, Inc.

Now Therefore, Be It

Resolved, that the Town of Babylon IDA Board has approved a resolution permitting the Termination of Lease Agreement and Company Lease and authorizing the Chief Executive Officer to terminate the Sales Tax Exemption regarding the premises located at One Michael Avenue, Farmingdale, New York 11735 (SCTM# 0100 069.00 03.00 005.022), to Human First, Inc.