

RESOLUTION AUTHORIZING THE EXECUTION OF A TENANT AGENCY
COMPLIANCE AGREEMENT RELATING TO ORLANDI INC. AND THE 85 BI-COUNTY
BLVD. PROJECT

WHEREAS, pursuant to and in accordance with the provisions of the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), the Town of Babylon Industrial Development Agency (the "Agency") was established by Chapter 177 of the 1973 Laws of New York, as amended (together with the Enabling Act, the "Act") for the benefit of the Town of Babylon, New York and the inhabitants thereof; and

WHEREAS, to accomplish the purposes of the Act, the Agency entered into a straight lease transaction dated April 4, 2002 with Dobler Realty II. LLC for the benefit of Orlandi Inc. (the "Sublessee") in order to provide financial assistance with respect to a project (the "Original Project") located at 131 Executive Blvd., Farmingdale, New York (the "131 Executive Blvd. Facility") which consisted of the acquisition, reconstruction and equipping of an approximately 45,500 square foot warehouse, manufacturing and distribution facility for use by the Sublessee in its business of manufacture, warehousing and distribution of printed products, scenting and/or converting paper products and contract packaging (the "Initial Project"); and

WHEREAS, pursuant to a resolution adopted on August 16, 2011 (the "2011 Resolution") the Agency authorized the undertaking of a new project, consisting of the renovation and re-equipping of the 131 Executive Blvd. Facility ("131 Executive Blvd. Project"), the acquisition, renovation and equipping of the Sublessee's existing facilities at 85 Bi-County Blvd., Farmingdale, New York, containing approximately 23,000 square feet (the "85 Bi-County Blvd. Project") and the acquisition, renovation and equipping of the Sublessee's existing facilities located at 121 Executive Blvd., Farmingdale, New York, containing approximately 16,500 square feet (the "121 Executive Blvd. Project") all for use by the Sublessee in its business of manufacture, warehousing and distribution of fragrance and cosmetic samplers (the 131 Executive Blvd. Project, the 85 Bi-County Blvd. Project and the 121 Executive Blvd. Project, collectively, the "New Project"); and

WHEREAS, pursuant to the 2011 Resolution, the Agency entered into a straight lease transaction with Dobler Realty, L.L.C. (the "Lessee") and the Sublessee pursuant to which the Agency granted the Lessee and the Sublessee financial assistance in the form of among others, exemptions from mortgage recording taxation, real property taxes and state and local sales and use taxes in accordance with a Lease Agreement, between the Agency and the Lessee dated November 8, 2011 (the "Lease Agreement") and a Sublease Agreement, between the Lessee and the Sublessee dated November 8, 2011 (the "Sublease Agreement"), covering property located at 85 Bi-County Blvd., Farmingdale, New York (the "85 Bi-County Blvd. Facility"); and

WHEREAS, Harlequin Design (New York), Inc. (the "Sub-Sublessee") would like to further sublease the 85 Bi-County Blvd. Facility from the Sublessee and, in connection therewith, Sublessee desires to enter into a sub-sublease agreement with the Sub-Sublessee, and Sub-Sublessee desires to enter into a sub-sublease agreement with the Sublessee (the "Sub-Sublease Agreement") and, in connection with such sub-sublease, the Sub-Sublessee desires to enter into a

Tenant Agency Compliance Agreement with the Agency (the "Tenant Agency Compliance Agreement"); and

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

Section 1. The Agency hereby approves of the sub-sublease of the 85 Bi-County Blvd. Facility from the Sublessee to the Sub-Sublessee, the execution of the Sub-Sublease Agreement and the execution of the Tenant Agency Compliance Agreement, all as shall be necessary to accomplish the foregoing.

Section 2. Thomas E. Dolan as Chief Executive Officer or any successor Chief Executive Officer (the "Chief Executive Officer") or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to consent to final forms of the Sub-Sublease Agreement, and the Tenant Agency Compliance Agreement and any other consents, agreements or certificates consistent herewith (hereinafter collectively called the "Project 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 Project 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 Project Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Project 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 Project 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 Project Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, and the Project 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 Project 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 Project 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 Project Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance (as such term is defined in the Act) in excess of \$100,000 to the Sub-Sublessee until the Agency has held a public hearing with respect to the Project in accordance with the provisions of the Act.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)

) ss.:

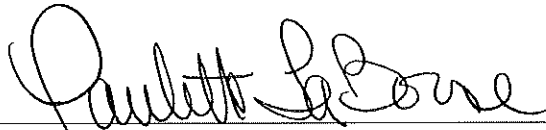
COUNTY OF SUFFOLK)

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

1. The foregoing is a true, correct and complete copy of the record of proceedings of the Agency had and taken at a lawful meeting of the Agency held at the Old Town Hall, 47 West Main Street, Babylon, New York on January 25, 2023, commencing at the hour of 8:00 A.M., as recorded in the regular official book, of the proceedings of the Agency, those proceedings were duly had and taken as shown therein.

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

IN WITNESS WHEREOF, I have signed this certificate and affixed the seal of the Agency the 25th day of January, 2023.



Secretary, Town of Babylon Industrial Development Agency

(SEAL)