

RESOLUTION AUTHORIZING THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO ENTER INTO A SECOND AMENDMENT TO LEASE AND PROJECT AGREEMENT WITH ENZO CLINICAL LABS, INC. (THE "COMPANY")

WHEREAS, the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "**Enabling Act**") authorizes and provides for the creation of industrial development agencies in the several counties, cities, villages and towns in the State of New York and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and furnish land, any building or other improvement, and all real and personal properties, including but not limited to machinery and equipment, deemed necessary in connection therewith, whether or not now in existence or under construction, which shall be suitable for manufacturing, warehousing, research, commercial, or industrial purposes, to the end that such agencies may be able to promote, develop, encourage, assist and advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, pursuant to and in accordance with the provisions of the Enabling Act, as amended, and Chapter 177 of the Laws of 1973 of the State, as amended (collectively, the "**Act**"), the Agency was created for the benefit of the Town of Babylon and the inhabitants thereof; and

WHEREAS, pursuant to a resolution of the Agency dated August 14, 2018 the Agency granted certain financial assistance to Enzo Clinical Labs, Inc., a corporation organized and existing under the laws of the State of New York with respect to a project (the "**Project**") consisting of the upgrading, renovation and equipping of that certain approximately 44,000 square foot commercial facility located at 60 Executive Boulevard, Farmingdale, New York (the "**Land**") and the acquisition and installation of certain equipment and personal property therefor (the "**Facility Equipment**"), all for use by the Company as an office, research and development, laboratory, distribution and manufacturing facility (the Land, the Improvements, including renovation and reconstruction thereof, and the Facility Equipment, collectively, the "**Facility**"); and

WHEREAS, with respect to the Project and the Facility the Company and the Agency entered into a Company Lease Agreement (the "**Company Lease**"), and the Agency and the Company entered into a Lease and Project Agreement (the "**Project Agreement**" each dated November 27, 2018 (collectively, the "**Straight Lease Documents**"); and

WHEREAS, pursuant to Section 8.11 of the Project Agreement the Company was obligated to by the third year anniversary after completion of the project and thereafter through the lease term to employ 460 full time employees ("**FTEs**"); and

WHEREAS in July, 2023 the Company sold their clinical laboratory division reducing the number of FTEs and requiring an amendment to the Payment-In-Lieu-Of-Taxes ("**PILOT**") in the Lease and Project Agreement (annexed hereto as Exhibit A, Amended PILOT Schedule).

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

The Town of Babylon Industrial Development Agency is authorized to enter into a Second Amendment to Lease and Project Agreement with Enzo Clinical Labs, Inc.

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.