

**RESOLUTION APPROVING THE ASSIGNMENT OF THE RIGHT, TITLE AND INTEREST IN A CERTAIN COMPANY FACILITY BY PL DEVELOPMENTS COPIAGUE, LLC TO P & L DEVELOPMENT, LLC AND A NEW SUBLEASE OF THE COMPANY FACILITY BY P & L DEVELOPMENT, LLC.**

WHEREAS, the Town of Babylon Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 of New York, 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”) and Chapter 177 of the Laws of 1973 of New York, as amended, constituting Section 907-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, renovating, improving, maintaining, equipping and furnishing of, among others, manufacturing, warehousing, research, commercial or industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Agency, pursuant to a resolution adopted December 15, 2021, undertook a project (the “Project”) on behalf of PL Developments Copiague, LLC (the “Current Real Estate Owner”) and P & L Development, LLC (the “Operator”) consisting of the following: (A)(1) the acquisition of an interest in approximately three parcels of real estate totaling approximately 4.78 acres located at 33 Ralph Avenue, 200 Oak Street and 26 Bethpage Road, Copiague (tax map nos. 0100-174.00-04.00-062.000, 0100-201.00-1.00-83.002, 0100-175.00-02.00-10.001), in the Town of Babylon, Suffolk County, New York (collectively, the “Land”), the renovation of one or more existing buildings located on the Land (collectively, the “Improvements”), and the acquisition and installation therein and thereon of certain equipment and personal property not part of the Equipment (as such term is defined herein) (the “Facility Equipment”; and, together with the Land and the Improvements, the “Company Facility”), which Company Facility is leased and subleased by the Agency to the Current Real Estate Owner and further subleased by the Current Real Estate Owner to the Operator; and (2) the acquisition and installation of certain equipment and personal property (the “Equipment”, and together with the Company Facility, the “Facility”), which Facility is to be used by the Operator as administrative, manufacturing, warehouse and distribution facilities and related uses for its business as a manufacturer and distributor of over-the-counter pharmaceutical products and consumer health care goods; (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing limited to exemptions from certain sales and use taxes, transfer taxes and real property taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Company Facility to the Current Real Estate Owner and the lease (with an obligation to purchase) or sale of the Equipment to the Operator; and

WHEREAS, in connection with the Project, the Agency, the Current Real Estate Owner and the Operator (as applicable) entered into: (A) a company lease (and a memorandum thereof) dated as of January 1, 2022 by and between the Agency and the Current Real Estate Owner (the “Company Lease”); (B) a bill of sale dated January 31, 2022 by the Current Real Estate Owner to the Agency (the “Bill of Sale”); (C) a lease and project agreement (and a memorandum thereof) dated as of January 1, 2022 by and between the Agency and the Current Real Estate Owner and agreed to by the Operator (the “Lease and Project Agreement”); and (D) various certificates relating to the Project (the “Certificates” and, collectively with the Company Lease, the Bill of Sale, and the Lease and Project Agreement, the “Basic Documents”); and

WHEREAS, pursuant to correspondence dated July 2, 2024, the Current Real Estate Owner and the Operator have notified the Agency that the Current Real Estate Owner intends to sell all or a portion of its interest in the Company Facility (the “Transfer”) to an unrelated third party real estate holding company, Tenet Equity Funding SPE III, LLC, a Delaware limited liability company (the “New Real Estate Owner”); and

WHEREAS, contemporaneously with the sale of the Company Facility, the New Real Estate Owner and the Operator will enter into a lease whereby the Operator will continue to occupy and operate the Facility; and

WHEREAS, the Operator and the Current Real Estate Owner have requested that the Agency consent to the Transfer of the Company Facility by the Current Real Estate Owner to the New Real Estate Owner and the assignment by the Current Real Estate Owner and the assumption by the Operator of the Basic Documents and the lease of the Company Facility by the New Real Estate Owner to the Operator and the continued occupation and operation of the Facility by the Operator (collectively, the “Assignment Transaction”); and

WHEREAS, pursuant to sections 4.5, 9.1 and 9.3 of the Lease Agreement, the Transfer and the Assignment Transaction are permitted with the prior written consent of the Agency, which consent shall not be unreasonably withheld or delayed; and

WHEREAS, the Agency has given due consideration to the Current Real Estate Owner and the Operator’s request with respect to the Assignment Transaction and finds that, based upon the representations of, and information submitted by, the Operator that the Operator will have the ability to continue to manage and operate the Facility in a manner substantially similar to when the Company Facility was owned by the Current Real Estate Owner and is able to meet the obligations of the Current Real Estate Owner under the Basic Documents; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the action proposed herein constitutes a Type II action and is therefore not subject to further review;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby finds and determines that by virtue of the Act, that:

(a) The Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) It is desirable and in the public interest for the Agency to consent to the Transfer and the Assignment Transaction.

Section 2. The Agency hereby consents to the Transfer and the Assignment Transaction. The Agency hereby delegates to Chief Executive Officer (“CEO”) or the Chief Financial Officer (“CFO”), in consultation with Agency Counsel and Barclay Damon LLP as transaction counsel, to determine the form and substance of the documents to be executed and delivered by the Agency in connection with the Assignment Transaction (the “Assignment Documents”).

Section 3. (A) The CEO, the CFO, the Chairman and the Secretary (each an “Authorized Representative”) are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment Documents, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same.

(B) The CEO, the CFO and any other Authorized Representatives are each hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 4. The officers, employees and agents of the Agency, upon advice of transaction counsel, are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or to effectuate the Assignment Transaction, and to execute and deliver all such additional certificates, instruments and documents, to 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 Assignment Documents binding upon the Agency; *provided, however*, that as a condition precedent to the Assignment Transaction, the Current Real Estate Owner and the Operator shall execute and delivery any and all necessary documents required by the Agency to effectuate the Assignment Transaction; and the Current Real Estate Owner and the Operator shall pay the Agency’s related fees and costs associated with the Assignment Transaction, including but not limited to its legal fees.

Section 5. Neither the members nor officers of the Agency, nor any person executing the Assignment Documents on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof or the transaction contemplated thereby.

Section 6. This resolution shall take effect immediately upon adoption.



The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

|                   | <i>Yea</i> | <i>Nea</i> | <i>Absent</i> | <i>Abstain</i> |
|-------------------|------------|------------|---------------|----------------|
| Tom Gaulrapp      | [ X ]      | [ ]        | [ ]           | [ ]            |
| Justin Belkin     | [ X ]      | [ ]        | [ ]           | [ ]            |
| William Bogart    | [ X ]      | [ ]        | [ ]           | [ ]            |
| Bill Celona       | [ X ]      | [ ]        | [ ]           | [ ]            |
| Rosemarie Dearing | [ X ]      | [ ]        | [ ]           | [ ]            |
| Marcus Duffin     | [ X ]      | [ ]        | [ ]           | [ ]            |
| Paulette LaBorne  | [ X ]      | [ ]        | [ ]           | [ ]            |
| Vincent Piccoli   | [ X ]      | [ ]        | [ ]           | [ ]            |
| Carol Quirk       | [ X ]      | [ ]        | [ ]           | [ ]            |

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the Town of Babylon Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 24, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_\_ day of July, 2024.

\_\_\_\_\_  
Secretary

(SEAL)