

**RESOLUTION OF THE TOWN OF BABYLON
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING
THE CHIEF EXECUTIVE OFFICER TO HOLD A PUBLIC
HEARING REGARDING A PROPOSED PROJECT FOR
CRESCENT PACKING CORP.**

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, 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, in 2016, the Agency undertook a project on behalf of Crescent Packing Corp. (the “Operating Company”) and RJC Equities LLC (the “Central Avenue Real Estate Holding Company” or the “Central Avenue REHC”) consisting of the following: (A) (1) the acquisition of an interest in approximately 1.84 acres of real estate located at 30 Central Avenue (Tax Map #0100-4-1-18), in the Town of Babylon, Suffolk County, New York (the “Central Avenue Land”) and the existing approximately 38,000 square foot building located thereon (the “Existing Central Avenue Facility”); (2) the renovation of the Central Avenue Facility (the Existing Central Avenue Facility as so renovated, the “2016 Central Avenue Facility”); and (3) the acquisition and installation therein and thereon of various machinery and equipment (the “2016 Central Avenue Equipment”) (the Central Avenue Land, the 2016 Central Avenue Facility and the 2016 Central Avenue Equipment being collectively referred to as the “2016 Central Avenue Project Facility”), such 2016 Central Avenue Project Facility to be used as offices, storage and freezer facilities; (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes, mortgage recording taxes and real property taxes; (C) the lease (with an obligation to purchase) or sale of the 2016 Central Avenue Project Facility to the Central Avenue REHC; and (D) the lease (with an obligation to purchase) of certain Equipment to the Operating Company (the “Operator Equipment”); and

WHEREAS, in 2016, the Agency extended a prior project for the Operating Company, consisting of: (A)(1) the retention of an interest in 1970 New Highway (Tax Map #0100-2-1-11.006), in the Town of Babylon, Suffolk County, New York (the “New Highway Land”) and the

approximately 53,000 square foot building located thereon (the “Existing New Highway Facility”); (2) the renovation of the Existing New Highway Facility (the Existing New Highway Facility as so renovated, the “2016 New Highway Facility”); and (3) the acquisition and installation therein and thereon of various machinery and equipment (the “2016 New Highway Equipment”), to be used by the Operating Company as offices, storage and freezer facilities (the New Highway Land, the 2016 New Highway Facility, and the 2016 New Highway Equipment, the “2016 New Highway Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes and real property taxes; and (C) the lease (with an obligation to purchase) or sale of the 2016 New Highway Project Facility to the Operating Company; and

WHEREAS, the Operating Company, the Central Avenue REHC and Liberator, Inc. (the “New Highway Real Estate Holding Company” or the “New Highway REHC” and, together with the Central Avenue REHC, the “Real Estate Holding Companies”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing (including any related operating companies), have submitted a preliminary project application (the “Application”) to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “2024 Project”) consisting of the following: (A) the retention of the Agency’s interest in the 2016 New Highway Project Facility; the renovation of the 2016 New Highway Facility (the “2024 New Highway Improvements”), and the acquisition and installation therein and thereon of certain equipment and personal property (the “2024 New Highway Equipment”; and, together with the 2016 New Highway Project Facility and the 2024 New Highway Improvements, the “2024 New Highway Facility”), which 2024 New Highway Facility will be used by the Operating Company and its related operating companies as a cooking, storage and distribution facility and related uses for its business of meat preparation, storage and distribution to supermarkets; (B) the retention of the Agency’s interest in the 2016 Central Avenue Project Facility; the renovation of the 2016 Central Avenue Facility (the “2024 Central Avenue Improvements”), and the acquisition and installation therein and thereon of certain equipment and personal property not part of the 2024 Central Avenue Equipment (as such term is defined herein) (the “2024 Central Avenue Facility Equipment”; and, together with the 2016 Central Avenue Project Facility and the 2024 Central Avenue Improvements, the “2024 Central Avenue Company Facility”), which 2024 Central Avenue Company Facility is to be leased and subleased by the Agency to the Central Avenue REHC and further subleased by the Central Avenue REHC to the Operating Company; (2) the acquisition and installation of certain equipment and personal property (the “2024 Central Avenue Equipment” and, together with 2024 Central Avenue Company Facility, the “2024 Central Avenue Facility” and together with the 2024 New Highway Facility, the “2024 Facility”), which 2024 Central Avenue Facility will be used by the Operating Company and its related operating companies as a cooking, storage and distribution facility and related uses for its business of meat preparation, storage and distribution to supermarkets; (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and real property taxes (collectively, the “2024 Financial Assistance”); and (D)(1) the lease (with an obligation to purchase) or sale of the 2024 New Highway Facility to the Operating Company or such other person as may be designated by the

Operating Company and agreed upon by the Agency; and (2) the lease (with an obligation to purchase) or sale of the 2024 Central Avenue Company Facility to the Central Avenue REHC or such other person as may be designated by the Central Avenue REHC and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the 2024 Central Avenue Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to comply with the public hearing and notice requirements contained in Section 859-a of the Act; 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 Agency has not yet made a determination as to the potential environmental significance of the Project and therefore has not yet determined whether an environmental impact statement is required to be prepared with respect to the Project;

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

Section 1. The Agency hereby authorizes the Chairman, the Vice Chairman, the Chief Executive Officer (“CEO”) or the Chief Financial Officer of the Agency (each an “Authorized Representative”), after consultation with the members of the Agency and counsel to the Agency, (A) to establish the time, place and date for a public hearing of the Agency to hear all persons interested in the location and nature of the 2024 Facility and the proposed 2024 Financial Assistance being contemplated by the Agency with respect to the 2024 Project, said public hearing to be held, as appropriate, in the city, town or village where the 2024 Facility is or is to be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to the residents of the governmental units where the 2024 Facility is or is to be located, such notice and publication to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the 2024 Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 2. The Agency hereby authorizes the CEO or any other Authorized Representative of the Agency, prior to the granting of any 2024 Financial Assistance with respect to the 2024 Project, if the 2024 Project involves the removal or abandonment of a facility or plant

within the State, after consultation with counsel to the Agency, to cause any required notification by the Agency to the chief executive officer or officers of the municipality or municipalities in which such facility or plant was located, such notification to comply with the requirements of Section 874(5)(d) of the Act.

Section 3. The Authorized Representatives are each hereby authorized and directed to (A) (i) distribute copies of this Resolution to the Real Estate Holding Companies and the Operating Company and (ii) deliver or cause to be delivered a copy of this Resolution 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 (including the district clerk and district superintendent of each affected school district), such delivery to comply with the requirements of Section 859-a of the Act; and (B) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 4. Barclay Damon LLP is hereby appointed transaction counsel to the Agency with respect to all matters in connection with the 2024 Project. Transaction counsel for the Agency is hereby authorized, at the expense of the Real Estate Holding Companies and the Operating Company, to work with the Real Estate Holding Companies and the Operating Company, Counsel to the Real Estate Holding Companies and the Operating Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the authorization of the transactions contemplated by this Resolution.

Section 5. This Resolution shall take effect immediately.