

**RESOLUTION AUTHORIZING THE RECONSTRUCTION OF THE FACILITIES OF  
WINTERS 19 NANCY, LLC LOCATED ON 19 NANCY STREET IN WEST BABYLON,  
NEW YORK**

WHEREAS, pursuant to a resolution adopted on February 23, 2016 authorizing the undertaking of a project, the Town of Babylon Industrial Development Agency (the "Agency") entered into a straight lease transaction with Winters 87 Mahan, LLC, Winters 180 Patton, LLC, Winters 120 Nancy, LLC, Winters 99 Nancy, LLC, Winters 19 Nancy, LLC (collectively the "Lessees") and Winter Bros. Waste Systems of Long Island, LLC (the "Sublessee") pursuant to which the Agency granted the Lessees and 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 September 19, 2016 (the "Lease Agreements") and Sublease Agreements, between each of the respective Lessees and Sublessee each dated September 19, 2016 (the "Sublease Agreements"), relating to multiple properties utilized by the Sublessee and located in West Babylon, New York; and

WHEREAS, in April of 2024 a fire at the facilities of Winters 99 Nancy, LLC ("Winters 99 Nancy") located at 99 Nancy Street in West Babylon, New York (the "Pre-Existing 99 Nancy Facilities") resulted in extensive damage to the Pre-Existing 99 Nancy Facilities such that the Pre-Existing 99 Nancy Facilities have been required to be demolished in full and such facilities are to be completely reconstructed with new facilities (the "New 99 Nancy Facilities"); and

WHEREAS, Winters 99 Nancy has requested that the Agency approve the demolition and reconstruction of the facilities as described above and approve any amendments to the Lease Agreements and Sublease Agreements required by such demolition and reconstruction (the "Amended Agreements");

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

Section 1. The Agency hereby approves and consents to the demolition of the Pre-Existing 99 Nancy Facilities and the acquisition and construction of the New 99 Nancy Facilities.

Section 2. The Agency hereby approves of and consents to the execution of the Amended Agreements.

Section 3. Thomas E. Dolan as 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 Amended Agreements and any other consents, agreements or certificates consistent therewith and with this resolution (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 Chief Executive Officer shall constitute conclusive evidence of the approval of the Amended 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 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 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 4. 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 5. 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 6. 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 7. This resolution shall take effect immediately.