



## AGENDA

December 17, 2025

1. Call to Order
2. Roll Call
3. Pledge of Allegiance
4. Executive Session
5. Resolution # 1

Accept the minutes from the IDA/IDC Board Meeting of November 19, 2025.

6. Resolution # 2

Accept the minutes from P & M, LLC and SEFI Realty 2025 LLC, public hearing on December 16, 2025.

7. Resolution # 3

Accept the minutes from Heritage Mechanical Services, Inc., public hearing on December 16, 2025.

8. Resolution # 4

Accept the minutes from Long Island Comprehensive Medical Care PLLC, Laila Seafood Inc. and 101 E. Montauk Highway Inc., public hearing on December 16, 2025.

9. Resolution # 5

Resolution authorizing the Town of Babylon Industrial Development Agency to execute a mortgage agreement between the Agency, 110 Bi-County Boulevard, LLC and Genworth Life and Annuity insurance company, A Delaware Corporation, in an amount not to exceed \$18,500,000.00.

**10. Resolution # 6**

Resolution permitting the termination of lease and authorizing the Chief Executive Officer to deliver a Bargain and Sale Deed regarding the premises located at 900 Grand Boulevard, Deer Park, New York to Jaser Realty LLC.

**11. Resolution # 7**

Resolution permitting the termination of lease and termination of company lease regarding the premises located at 50 Ranick Drive East, Amityville, New York.

**12. Resolution # 8**

Resolution authorizing the reconstruction of the facilities of Winters 19 Nancy, LLC located on 19 Nancy Street in West Babylon, New York.

**13. Resolution # 9**

Resolution of the Town of Babylon Industrial Development Agency approving the acquisition, renovation, reconstruction and equipping of a certain facility for P & M, LLC and SEFI Realty 2025 LLC and approving the form, substance and execution of related documents and determining other matters in connection therewith.

**14. Resolution # 10**

Resolution granting approval of and authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to Heritage Mechanical Services, Inc., in connection with the renovation and equipping of manufacturing and distribution facility.

**15. Resolution #11**

Resolution granting approval of an authorizing the grant of certain financial assistance by the Town of Babylon Industrial Development Agency to Long Island Comprehensive Medical Care PLLC, Laila Seafood Inc. and 101 E. Montauk Highway Inc. in connection with the demolition, construction, renovation and equipping of a commercial facility.

**16. Chief Executive Officer's report**

**17. Old Business**

**18. New Business**

**19. Adjournment**

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

November 19, 2025

**Present:**

Tom Gaulrapp, Chairman  
Justin Belkin  
William Bogardt  
William Celona  
Marcus Duffin  
Vincent Piccoli  
Carol Quirk

**Absent:**

Rosemarie Dearing (excused)

**Also Present:**

Kevin Bonner, Town of Babylon Director of Operations  
Tom Dolan, TOBIDA/IDC Chief Executive Officer  
Alyson McDonough, Executive Assistant  
Andrew Berger, Special Projects Advisor  
William Wexler, Agency Counsel

A quorum being present, the meeting was called to order at 8:08 AM.

A motion was made by William Bogardt and seconded by Justin Belkin in favor of appointing Marcus Duffin as Acting Secretary. All in favor, motion carries.

A motion was made by William Bogardt and seconded by Carol Quirk in favor of Resolution #1 to accept the minutes from the October 22, 2025, IDA/IDC board meeting. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by William Celona in favor of a resolution taking preliminary official action toward the acquisitions, renovation, reconstruction, and equipping of a certain facility for P& M, LLC and Sefi Realty 2025 LLC and authorizing the execution and delivery of a preliminary agreement with respect to such transaction. All in favor, motion carries.

A motion was made by William Bogardt and seconded by Carol Quirk in favor of a resolution relating to the granting of preliminary approval to Heritage Mechanical Service, Inc. in connection with the potential grant of certain financial assistance. All in favor, motion carries.

A motion was made by Justin Belkin and seconded by William Celona in favor of a resolution relating to the granting of preliminary approval to Long Island Comprehensive Medical Care PLLC, Laila Seafood

Inc. and 101 E. Montauk Highway Inc. in connection with the potential grant of certain financial assistance. All in favor, motion carries.

**CEO REPORT**

Mr. Dolan stated that there are no new items to discuss at this meeting. However, based on today's approvals, he will review them with the Board at next month's meeting. Mr. Dolan reminded everyone that December 17<sup>th</sup> meeting will be held at the same location as today the Town Hall, 200 E. Sunrise Hwy., Lindenhurst, NY 11757.

Mr. Dolan closed the meeting by wishing everyone a Happy Thanksgiving.

**OLD BUSINESS**

No old business.

**NEW BUSINESS**

No new business.

A motion was made by William Bogardt and seconded by Vincent Piccoli to adjourn the meeting. All in favor, motion carries.

Town of Babylon Industrial Development Agency  
P & M, LLC and SEFI Realty 2025 LLC

December 16, 2025

Present: Thomas Dolan, Chief Executive Officer  
Andrew Berger, Special Projects Advisor

No members of the public were in attendance.

Public hearing called to order at 11:31 A.M.

Thomas Dolan read a summary of the public hearing legal notice that was published in the Nassau and Suffolk Editions of Newsday on Saturday, December 6, 2025.

With no members of the public in attendance, there were no requests to speak.

The public hearing was closed by Thomas Dolan at 11:35 P.M.

Town of Babylon Industrial Development Agency  
Heritage Mechanical Services, Inc.  
December 16, 2025

Present: Thomas Dolan, Chief Executive Officer  
Andrew Berger, Special Projects Advisor

No members of the public were in attendance.

Public hearing called to order at 1:31 P.M.

Thomas Dolan read a summary of the public hearing legal notice that was published in the Nassau and Suffolk Editions of Newsday on Saturday, December 6, 2025.

With no members of the public in attendance, there were no requests to speak.

The public hearing was closed by Thomas Dolan at 1:35 P.M.

Town of Babylon Industrial Development Agency  
Long Island Comprehensive Medical Care PLLC, Laila Seafood Inc. and 101 E.  
Montauk Highway Inc.  
December 16, 2025

Present: Thomas Dolan, Chief Executive Officer  
Andrew Berger, Special Projects Advisor

No members of the public were in attendance.

Public hearing called to order at 2:31 P.M.

Thomas Dolan read a summary of the public hearing legal notice that was published in the Nassau and Suffolk Editions of Newsday on Saturday, December 6, 2025.

With no members of the public in attendance, there were no requests to speak.

The public hearing was closed by Thomas Dolan at 2:35 P.M.

**RESOLUTION AUTHORIZING THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE A MORTGAGE AGREEMENT BETWEEN THE AGENCY, 110 BI-COUNTY BOULEVARD, LLC AND GENWORTH LIFE AND ANNUITY INSURANCE COMPANY, A DELAWARE CORPORATION, IN AN AMOUNT NOT TO EXCEED \$18,500,000.00.**

**WHEREAS**, the Town of Babylon Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the "Act), to assist in providing for manufacturing, warehousing, research, civic, commercial, and industrial facilities in the Town of Babylon;

**WHEREAS**, the Agency and 110 BI-COUNTY BOULEVARD, LLC (the "Company") have prior to the date hereof entered into a Lease Agreement (the "Lease Agreement") dated February 27, 2013, pursuant to which the Agency and the Company agreed that the Company would receive the benefit of certain sales and use tax exemptions and certain real property tax exemptions in connection with the facility located at 110 Bi-County Boulevard, Farmingdale, New York 11735.

**WHEREAS**, the Company desires the Agency to execute a Mortgage Agreement between the Agency, 110 BI-COUNTY BOULEVARD, LLC and GENWORTH LIFE AND ANNUITY INSURANCE COMPANY, A DELAWARE CORPORATION, in the principal sum not in excess of \$18,500,000.00.

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

Execution by the Agency of a Mortgage Agreement between the Agency, 110 BI-COUNTY BOULEVARD, LLC and GENWORTH LIFE AND ANNUITY INSURANCE COMPANY, A DELAWARE CORPORATION is hereby approved in a sum not to exceed \$18,500,000.00.

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.

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 Agency 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 Agency Documents binding upon the Agency.

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

Section 6. This resolution shall take effect immediately.

**December 17, 2025**

**Babylon Industrial Development Agency**

**Resolution:** permitting the Termination of Lease and authorizing the Chief Executive Officer to deliver a Bargain and Sale Deed regarding the premises located at 900 Grand Boulevard, Deer Park, New York (SCTM# 0100 067.00 01.00 022.023), to Jaser Realty LLC.

**Now Therefore, Be It**

**Resolved,** that the Town of Babylon IDA Board has approved a resolution permitting the Termination of Lease and authorizing the Chief Executive Officer to deliver a Bargain and Sale Deed regarding the premises located at 900 Grand Boulevard, Deer Park, New York (SCTM# 0100 067.00 01.00 022.023), to Jaser Realty LLC.

**December 17, 2025**

**Babylon Industrial Development Agency**

**Resolution:** permitting the Termination of Lease and Termination of Company Lease regarding the premises located at 50 Ranick Drive East, Amityville, New York (SCTM# 0101 00400 01.00 031.000).

**Now Therefore, Be It**

**Resolved,** that the Town of Babylon IDA Board has approved a resolution permitting the Termination of Lease and Termination of Company Lease regarding the premises located at 50 Ranick Drive East, Amityville, New York (SCTM# 0101 00400 01.00 031.000).

**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.

**RESOLUTION OF THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, RENOVATION, RECONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY FOR P & M, LLC AND SEFI REALTY 2025 LLC AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.**

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, pursuant to an application (the "Application") submitted to the Agency by P & M, LLC (the "Operating Company") and Sefi Realty 2025 LLC (the "Real Estate Holding Company"), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, the Operating Company and the Real Estate Holding Company have requested that the Agency undertake a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in approximately 1.78 acres of real estate located at 11 Ranick Drive South, Amityville (Tax Map #0101-004.00-01.00-038.000) in the Village of Amityville, Town of Babylon, Suffolk County, New York (the "Land"), the acquisition, renovation, reconstruction, equipping and furnishing of an existing approximately 42,000 square foot building located on the Land (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 to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to the Operating Company; and (2) the acquisition and installation of certain equipment and personal property (the "Equipment", and together with the Company Facility, the "Facility"), which Facility will be used by the Operating Company as a manufacturing facility and related uses for its business as a manufacturer of stainless steel equipment for the food service industry and no more than 20% of which Facility may be further subleased by the Operating Company to one or more third-party tenants for warehousing and related uses permitted under the Act; (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 mortgage recording taxes (except as limited by Section 874 of the Act), 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 Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and

agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the 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, representatives of the Real Estate Holding Company and the Operating Company have indicated that the Project will result in the growth of permanent full time jobs within the Town of Babylon (the "Town"); and

WHEREAS, in order to induce the Real Estate Holding Company and the Operating Company to proceed with the Project within the Town it appears necessary for the Agency to assist the Real Estate Holding Company and the Operating Company by taking a leasehold interest in the Facility so as to afford the Real Estate Holding Company and the Operating Company certain relief from mortgage recording taxation (to the extent requested) and relief from real property taxation for a limited period; and

WHEREAS, the Agency caused to be mailed on December 4, 2025 a letter to Suffolk County, the Town of Babylon and the Village of Amityville (the "Current Municipalities") notifying the Current Municipalities that the Operating Company currently leases 50 Ranick Drive East, Amityville, New York 11701 (the "Current Facility") from a related real estate holding company and that the Operating Company and the Real Estate Holding Company have informed the Agency that the Operating Company will "abandon" (as such term is used in Section 859-a(5)(d) of the Act) the Current Facility upon completion of the Project; and

WHEREAS, in accordance with the requirements of Section 859-a(1-a) of the Act, a copy of the preliminary inducement resolution with respect to the Project adopted by the Agency on November 19, 2025 was mailed by certified mail, return receipt requested on or about December 4, 2025 to the chief executive officers of each of the Affected Tax Jurisdictions in which the Facility is or is to be located (including with respect to the school district the district clerk and the district superintendent); and

WHEREAS, the Agency (A) caused notice of public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on December 4, 2025 to the chief executive officers of the County of Suffolk, the Town of Babylon, the Village of Amityville, the Amityville Union Free School District and the Amityville Public Library (collectively, the "Affected Tax Jurisdictions"), (B) caused notice of the Public Hearing to be published on December 6, 2025 in Newsday, a newspaper of general circulation available to the residents of the Town of Babylon, New York, (C) conducted the Public Hearing on December 16, 2025 at 11:30 a.m., at 50 Ranick Drive East, Amityville, New York, and (D) prepared a report of the Public Hearing that fairly summarized the views presented at said public hearing and distributed same to the members of the Agency; and

WHEREAS, in connection with the Agency's evaluation of the Project for the provision of financial assistance, the Agency has (i) assessed all material information relating to the project included in the Application in order to afford a reasonable basis for the decision of the Agency to provide financial assistance to the Project; and (ii) reviewed the Agency's written cost benefit analysis for the Project, which identifies the extent to which (A) the Project will create or retain

permanent, private sector jobs; (B) the estimated value of any tax exemption to be provided to the Project; (C) the amount of private sector investment generated or likely to be generated by the Project; (D) reviewed the likelihood of accomplishing the proposed project in a timely fashion; and (E) considered the extent to which the Project will provide additional sources of revenue for the Town and the school district where the Facility is located; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents: (A) a company lease (and a memorandum thereof) (the "Company Lease") by and between the Real Estate Holding Company and the Agency, pursuant to which, among other things, the Agency will acquire a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Real Estate Holding Company; (B) a lease and project agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Real Estate Holding Company, and agreed to and accepted by the Operating Company, pursuant to which, among other things, the Real Estate Holding Company will agree to undertake and complete the Project as agent of the Agency and the Real Estate Holding Company further will agree to lease the Company Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and the Real Estate Holding Company will agree to make certain payment in lieu of taxes and to pay all expenses incurred by the Agency with respect to the Project; (C) an agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Operating Company, pursuant to which the Operating Company will agree to lease that Equipment from the Agency; and (D) various other documents and certificates relating to the Project (the "Other Documents" and, collectively with the Company Lease, the Lease Agreement and the Agency Compliance Agreement, the "Agency Documents"); and

WHEREAS, in connection with the Project, (A) the Real Estate Holding Company may, if necessary execute and deliver to the Agency a bill of sale (the "Bill of Sale to Agency"), which conveys from the Real Estate Holding Company to the Agency all right, title and interest of the Real Estate Holding Company in the Facility Equipment; and (B) the Operating Company may, if necessary execute and deliver to the Agency a bill of sale (the "Operating Company Bill of Sale to Agency"), which conveys from the Operating Company to the Agency all right, title and interest of the Operating Company in the Equipment; and

WHEREAS, as security for the Loan (as such term is defined in the Lease Agreement), the Agency and the Real Estate Holding Company will execute and deliver to a lender or lenders to be determined (the "Lender"), one or more mortgages, assignments of leases and rents and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined (collectively, the "Loan Documents") in connection with the financing, refinancing or permanent financing of the costs of acquiring, renovating, reconstructing and equipping of the Facility; and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption

with respect to the Facility under Section 412-a of the Real Property Tax Law) (a “Real Property Tax Exemption Form”) relating 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, based upon the representations made by the Real Estate Holding Company and the Operating Company to the Agency in the Application, hereby finds and determines that:

(A) By virtue of the Act, 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) The Project constitutes a “project”, as such term is defined in the Act; and

(C) The acquisition, renovation and equipping of the Facility and the leasing of the Facility to the Real Estate Holding Company and the Operating Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Babylon and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(D) The acquisition, renovation and equipping of the Facility and the leasing of the Facility to the Real Estate Holding Company and the Operating Company is reasonably necessary to induce the Real Estate Holding Company and the Operating Company to maintain and expand their business operations in the Town and in the State; and

(E) Based upon representations of the Real Estate Holding Company, the Operating Company and counsel to the Real Estate Holding Company and the Operating Company, the Facility conforms with the local zoning laws and planning regulations of the Town and all regional and local land use plans for the area in which the Facility is located; and

(F) Although the completion of the Facility will result in the removal of a plant or facility of the Operating Company or any other proposed occupant of the Facility from one area of the State to another area of the State or in the abandonment of a plant or facility of the Operating Company or of any proposed occupant of the Facility located in the State, the Project is reasonably necessary to discourage the Operating Company from removing such other plant or facility to a location outside the State of New York and is reasonably necessary to preserve the competitive position of the Operating Company in its respective industry; and

(G) The Project does not constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire (i) a leasehold interest in the Land and all improvements now or hereafter located on the Land from the Real Estate Holding Company pursuant to the Company

Lease, (ii) if necessary, title to the Facility Equipment pursuant to the Bill of Sale to Agency from the Real Estate Holding Company to the Agency, and (iii) if necessary, title to the Equipment pursuant to the Operating Company Bill of Sale to Agency from of the Operating Company to the Agency; (C) lease the Company Facility to the Real Estate Holding Company pursuant to the Lease Agreement; (D) lease the Equipment to the Operating Company pursuant to the Agency Compliance Agreement; (E) acquire, renovate, reconstruct and install the Project, or cause the Project to be acquired, renovated, reconstructed, and installed, as provided in the Lease Agreement; (F) grant to the Real Estate Holding Company exemptions from real estate taxes with respect to the Company Facility, provided that the Real Estate Holding Company executes and delivers to the Agency the Lease Agreement; (G) grant to the Lender such mortgage lien on and security interest in its interest in the Facility and assign to the Lender all leases and rents with respect to the Facility, in each case as required by the Lender and the Loan Documents; and (H) grant to the Real Estate Holding Company and the Operating Company the Financial Assistance with respect to the Project. In the event of the occurrence of a recapture event under the Lease Agreement, the Agency will pursue recapture of Financial Assistance as provided therein.

Section 3. The Agency is hereby authorized to acquire an interest in the Facility and to do all things necessary or appropriate for the accomplishment of the Project, and all acts heretofore taken by the Agency with respect to such Project are hereby approved, ratified and confirmed.

Section 4. (A) The Agency Documents and the Loan Documents shall be in form and substance satisfactory to the Chief Executive Officer (“CEO”) or the Chief Financial Officer (“CFO”) and the Agency Counsel and shall be in substantially similar form to the documents used in connection with prior Agency projects. The CEO, the CFO, the Chairman and the Secretary (each an “Authorized Representative”) are each hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents and the Loan 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 to execute any Agency Documents, Loan Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Agency Documents and the Loan Documents.

Section 5. 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 Agency Documents, 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 Agency Documents binding upon the Agency.

Section 6. Notwithstanding anything herein to the contrary, the amount of mortgage recording tax exemption benefits comprising the Financial Assistance approved herein shall not exceed **\$45,900**.

Section 7. Notwithstanding anything herein to the contrary, the amount of real property tax exemption benefits comprising the Financial Assistance approved herein shall be approximately **\$647,680**, which such amount reflects the total estimated real property tax exemptions for the Facility (which constitute those taxes that would have been paid if the Facility were on the tax rolls and not subject to the Lease Agreement) of approximately \$2,085,999 less the estimated payments in lieu of taxes of approximately \$1,438,319 to be made by the Real Estate Holding Company to the affected tax jurisdictions with respect to the Facility during the term of the Lease Agreement. The approximate amount of estimated real property tax exemptions and the approximate amount of estimated payments in lieu of taxes are estimated based on an assumed assessed value of the Facility and assumed future tax rates of the affected tax jurisdictions. The actual amount of real property tax abatement benefit is subject to change over the terms of the Lease Agreement depending on any changes to assessed value and/or tax rates of the Affected Tax Jurisdictions. Exhibit A attached hereto reflects the calculation for the annual amount of the payments in lieu of taxes to be made to the affected tax jurisdictions in each year during the term of the Lease Agreement.

Section 8. The Agency Documents and the Loan Documents shall be deemed the obligations of the Agency, and not of any member, officer, agent or employee of the Agency in his/her individual capacity, and the members, officers, agents and employees of the Agency shall not be personally liable thereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The Agency Documents and the Loan Documents shall not constitute or give rise to an obligation of the State of New York or Suffolk County, New York and neither the State of New York nor Suffolk County, New York shall be liable thereon, and further, such agreement shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency.

Section 9. 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:

**RESOLUTION GRANTING APPROVAL OF AND AUTHORIZING THE GRANT OF CERTAIN FINANCIAL ASSISTANCE BY THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO HERITAGE MECHANICAL SERVICES, INC. IN CONNECTION WITH THE RENOVATION AND EQUIPPING OF MANUFACTURING AND DISTRIBUTION FACILITY**

**WHEREAS**, the Town of Babylon Industrial Development Agency (the “**Agency**”) is authorized under the laws of the State of New York (the “**State**”), and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency’s enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the “**Act**”), to assist in providing for manufacturing, warehousing, research, civic, commercial and industrial facilities in the Town of Babylon, New York (the “**Town**”); and

**WHEREAS**, representatives of Heritage Mechanical Services, Inc., a New York corporation, on behalf of itself and/or the principals of Heritage Mechanical Services, Inc. and/or any entity or entities formed on behalf of Heritage Mechanical Services, Inc., or any real estate holding company created in connection with the foregoing or any of the foregoing (collectively, the “**Company**”) have filed or caused to be filed an application with the Town of Babylon Industrial Development Agency (the “**Agency**”) concerning a project (the “**Project**”) consisting of consisting of the renovation and equipping of an approximately 76,380 square foot building located on that certain approximately 4.55 acre lot, piece or parcel of land located at 70 Schmitt Boulevard in Farmingdale, New York (the “**Facility**”), all for use by the Company in its business of fabrication and distribution of sheet metal duct work, HVAC pipe and HVAC accessories; and

**WHEREAS**, in order to induce the Company to retain and grow additional jobs in the Town, it appears necessary for the Agency to assist the Company by taking leasehold title to or undertaking control of the Facility so as to afford the Company of certain relief from real property taxation, sales and use taxation and mortgage recording taxation (if any) with respect to the Facility; and

**WHEREAS**, it is contemplated that the Company will cause the transfer or lease of the Facility to the Agency pursuant to a Company Lease Agreement (the “**Company Lease**”) and the Agency will assist the Company to undertake the Project and will lease or sublease the Facility to the Company pursuant to a Lease and Project Agreement (the “**Lease Agreement**”), by and between the Company and the Agency pursuant to which the Company agrees, among other things, to make lease payments in such amounts as specified in the Lease Agreement; and

**WHEREAS**, pursuant to the Lease Agreement the Company has agreed to make certain payments in lieu of real property taxes, with respect to the Facility, to the Agency; and

**WHEREAS**, in connection with the Agency’s evaluation of the Project for the provision of financial assistance, the Agency has (i) assessed all material information relating to the project included in the Company’s project application (the “**Project**”

**Application**”) in order to afford a reasonable basis for the decision of the Agency to provide financial assistance to the Project; (ii) reviewed the Agency’s written cost benefit analysis for the Project which identifies the extent to which (A) the Project will create or retain permanent, private sector jobs; (B) the estimated value of any tax exemption to be provided to the Project, (C) the amount of private sector investment generated or likely to be generated by the Project; (D) reviewed the likelihood of accomplishing the proposed project in a timely fashion; and (E) considered the extent to which the Project will provide additional sources of revenue for the Town and the school district where the Facility is located; and

**WHEREAS**, in connection with the adoption of this resolution the Agency has reviewed the Project Application and the Company has confirmed in such Project Application that as of the date of the Project Application, as amended, the Company is in substantial compliance with the Act; and

**WHEREAS**, it is desired that the Agency authorize the granting of certain financial assistance to the Company in connection with the Project and the Facility including exemption from State and local sales and use taxes, mortgage recording taxes (if any), and real property taxes.

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

Section 1. With respect to the Agency’s evaluation criteria for Manufacturing/Warehousing//Distribution Projects the Agency makes the following determinations:

(a) It has reviewed the information in the Cost Benefit Analysis with respect to the Project.

(b) The Company proposes a capital investment in the building, renovation, machinery and equipment and capital improvements in the Facility of approximately \$1,000,000.

(c) The wage rates for the approximately ninety-eight (98) full-time employees at the Facility average \$190,000 per year for management positions, \$137,000 per year for professional positions, \$100,000 per year for administrative positions, \$205,000 per year for supervisor positions, \$62,000 per year for production positions, \$81,000 per year for laborer positions and \$127,000 per year for miscellaneous positions.

(d) The Project will not have significant impact from local labor construction in the Town.

(e) The Project will not have a significant effect on in-region purchases or research and development.

(f) The Project will not have a significant effect on energy efficiency.

(g) The Project will not affect existing land use or zoning.

(h) The Project is important to the retention of an employer of the Town. The Company currently employs ninety-eight (98) full-time employees. If the Company does not receive financial assistance from the Agency the Company is considering relocating its current operations in the Town to another State, which would achieve substantial costs savings for the Company.

Section 2. Based on the evaluation of the foregoing evaluation criteria, (a) The Agency hereby finds and determines that (i) the Project constitutes a "Project" within the meaning of the Act; and (ii) the granting of real property tax abatements, sales and use tax abatements and mortgage recording tax abatements (if any) (collectively, the "**Financial Assistance**") by the Agency with respect to the Facility pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act.

(b) It is desirable and in the public interest for the Agency to grant the Financial Assistance to the Company with respect to the Facility.

(c) The Agency shall grant Financial Assistance to the Company and the Owner in the form of New York State and local Sales and Use Tax abatements in a maximum amount not to exceed \$15,000 as provided in Section 5.2 of the Lease Agreement and in the event of the occurrence of a recapture event under the Lease Agreement the Agency will pursue recapture of the Financial Assistance as provided in Section 5.4 of the Lease Agreement.

Section 3. To accomplish the purposes of the Act, the Agency shall take leasehold title to the Facility pursuant to the Company Lease, assist the Company to undertake the Project, and sublease the Facility to the Company pursuant to the Lease Agreement.

Section 4. Pursuant to the Lease Agreement, the Company will make certain payments in lieu of real property taxes ("**Pilots**") which would be otherwise due and payable with respect to the Facility.

Section 5. In order to provide the Company with Financial Assistance with respect to exemption from New York State and local Sales and Use Taxes with respect to the Project the Agency may issue one or more Sales Tax Agent Authorization Letters ("**Sales Tax Authorization Letters**") which shall be used pursuant to the terms contained therein and in the Lease Agreement.

Section 6. The form and substance of the Company Lease in substantially the form previously executed for other "straight lease" transactions is hereby approved.

Section 7. The form and substance of the Lease Agreement in substantially the form previously executed for other "straight lease" transactions is hereby approved.

Section 8. Thomas E. Dolan, as Chief Executive Officer (“CEO”) or any successor CEO or any other Authorized Representative, is hereby authorized, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of the Company Lease, Lease Agreement, Sales Tax Agent Authorization Letters and any other agreements or certificates consistent herewith (hereinafter collectively called the “Agency Documents”), all in substantially the forms previously executed by the Agency for other “straight lease” transactions acceptable to Agency Counsel, with such changes, variations, omissions and insertions in the Agency Documents as the CEO or any other Authorized Representative of the Agency shall upon advice of counsel approve. The execution thereof by the CEO or any other Authorized Representative of the Agency shall constitute conclusive evidence of such approval.

The CEO or the Chief Financial Officer (“CFO”) of the Agency or any other authorized representative 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 Agency Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Agency Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the CEO’s, the CFO’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 9. The CEO of the Agency, the CFO of the Agency or any other authorized representative including 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 in the Company Lease, the Lease Agreement and the Sublease Agreement 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.

Section 10. 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 Agency 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 Agency Documents binding upon the Agency.

Section 11. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency 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 Agency 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 12. No covenant, stipulation, obligation or agreement contained in this resolution, or the Agency 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 in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Agency Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 13. The law firm Katten Muchin Rosenman LLP is hereby appointed transaction counsel to the Agency for this transaction.

Section 14. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance to be granted hereunder in excess of \$100,000 to the Company until the Agency has held a public hearing with respect to the grant of financial assistance in accordance with the provisions of the Act.

Section 15. In accordance with the State Environmental Quality Review Act and pursuant to Title 6 NYCRR Part 617, it is determined by the Agency that the Project, a proposed action, be classified as an Unlisted Action. The proposed action does not appear to exceed any of the criteria outlined in Title 6 NYCRR Part 617.7 which sets forth thresholds for determining significant effects on the environment. Therefore, based on the information contained within the Environmental Assessment Form filed with the Project Application and associated Project documentation, the Agency makes a determination of non-significance with respect to the Project.

Section 16. This resolution shall take effect immediately.

**RESOLUTION GRANTING APPROVAL OF AND AUTHORIZING THE GRANT OF CERTAIN FINANCIAL ASSISTANCE BY THE TOWN OF BABYLON INDUSTRIAL DEVELOPMENT AGENCY TO LONG ISLAND COMPREHENSIVE MEDICAL CARE PLLC, LAILA SEAFOOD INC. AND 101 E. MONTAUK HIGHWAY INC. IN CONNECTION WITH THE DEMOLITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF A COMMERCIAL FACILITY**

**WHEREAS**, the Town of Babylon Industrial Development Agency (the “**Agency**”) is authorized under the laws of the State of New York (the “**State**”), and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency’s enabling legislation, respectively constituting Article 18-A and Section 907-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the “**Act**”), to assist in providing for manufacturing, warehousing, research, civic, commercial and industrial facilities in the Town of Babylon, New York (the “**Town**”); and

**WHEREAS**, representatives of Long Island Comprehensive Medical Care PLLC, a New York professional limited liability company, on behalf of itself and/or the principals of Long Island Comprehensive Medical Care PLLC and/or any entity or entities formed on behalf of Long Island Comprehensive Medical Care PLLC, or any of the foregoing (collectively, the “**Company**”), Laila Seafood Inc., a New York corporation, on behalf of itself and/or the principals of Laila Seafood Inc. and/or any entity or entities formed on behalf of Laila Seafood Inc., or any other real estate holding company created in connection with the foregoing or any of the foregoing (collectively, the “**163 E. Montauk Highway Owner**”) and 101 E. Montauk Highway Inc., a New York corporation, on behalf of itself and/or the principals of 101 E. Montauk Highway Inc. and/or any entity or entities formed on behalf of 101 E. Montauk Highway Inc., or any other real estate holding company created in connection with the foregoing or any of the foregoing (collectively, the “**101 E. Montauk Highway Owner**” and, collectively with the 163 E. Montauk Highway Owner, the “**Owners**”) have filed or caused to be filed an application with the Town of Babylon Industrial Development Agency (the “**Agency**”) concerning a project (the “**Project**”) consisting of the demolition and land clearing of approximately two 8,000 square foot buildings and the construction of an approximately 14,000 square foot building all located on that certain approximately 1.3 acre lot, piece or parcel of land located at 101 and 163 E. Montauk Highway in Lindenhurst, New York (respectively, the “**101 E. Montauk Highway Facility**” and the “**163 E. Montauk Highway Facility**” and, together the “**Facilities**”), all for use by the Company as a medical administration, medical billing, medical storage, medical laboratory and patient care facility; and

**WHEREAS**, in order to induce the Owners and the Company to retain and create jobs in the Town, it appears necessary for the Agency to assist the Owners and the Company by taking leasehold title to or undertaking control of the Facilities so as to afford the Owners and the Company of certain relief from real property taxation, sales and use taxation and mortgage recording taxation with respect to the Facilities; and

**WHEREAS**, it is contemplated that the 163 E. Montauk Highway Owner will cause the transfer or lease of the 163 E. Montauk Highway Facility to the Agency pursuant to a Company Lease Agreement (the “**163 E. Montauk Highway Company Lease**”), the Agency will assist the 163 E. Montauk Highway Owner and the Company to undertake the Project and will lease or sublease the 163 E. Montauk Highway Facility to the 163 E. Montauk Highway Owner pursuant to a Lease and Project Agreement (the “**163 E. Montauk Highway Lease Agreement**”), by and between the 163 E. Montauk Highway Owner and the Agency pursuant to which the 163 E. Montauk Highway Owner agrees, among other things, to make lease payments in such amounts as specified in the 163 E. Montauk Highway Lease Agreement; and

**WHEREAS**, it is further contemplated that the 163 E. Montauk Highway Owner will sublease the 163 E. Montauk Highway Facility to the Company pursuant to a Sublease Agreement (the “**163 E. Montauk Highway Sublease Agreement**”) by and between the 163 E. Montauk Highway Owner and the Company pursuant to which the Company agrees, among other things, to make sublease payments in such amounts as equal to lease rentals as specified in the 163 E. Montauk Highway Lease Agreement; and

**WHEREAS**, it is contemplated that the 101 E. Montauk Highway Owner will cause the transfer or lease of the 101 E. Montauk Highway Facility to the Agency pursuant to a Company Lease Agreement (the “**101 E. Montauk Highway Company Lease**” and, together with the 163 E. Montauk Highway Company Lease, the “**Company Lease**”), the Agency will assist the 101 E. Montauk Highway Owner and the Company to undertake the Project and will lease or sublease the 101 E. Montauk Highway Facility to the 101 E. Montauk Highway Owner pursuant to a Lease and Project Agreement (the “**101 E. Montauk Highway Lease Agreement**” and, together with the 163 E. Montauk Highway Lease Agreement, the “**Lease Agreement**”), by and between the 101 E. Montauk Highway Owner and the Agency pursuant to which the 101 E. Montauk Highway Owner agrees, among other things, to make lease payments in such amounts as specified in the 101 E. Montauk Highway Lease Agreement; and

**WHEREAS**, it is further contemplated that the 101 E. Montauk Highway Owner will sublease the 101 E. Montauk Highway Facility to the Company pursuant to a Sublease Agreement (the “**101 E. Montauk Highway Sublease Agreement**” and, together with the 163 E. Montauk Highway Sublease Agreement, the “**Sublease Agreement**”) by and between the 101 E. Montauk Highway Owner and the Company pursuant to which the Company agrees, among other things, to make sublease payments in such amounts as equal to lease rentals as specified in the 101 E. Montauk Highway Lease Agreement; and

**WHEREAS**, pursuant to each Lease Agreement each respective Owner has agreed to make certain payments in lieu of real property taxes, with respect to each respective Facility, to the Agency; and

**WHEREAS**, in connection with the Agency’s evaluation of the Project for the provision of financial assistance, the Agency has (i) assessed all material information relating to the project included in the Company and Owners’ project application (the

“**Project Application**”) in order to afford a reasonable basis for the decision of the Agency to provide financial assistance to the Project; (ii) reviewed the Agency’s written cost benefit analysis for the Project which identifies the extent to which (A) the Project will create or retain permanent, private sector jobs; (B) the estimated value of any tax exemption to be provided to the Project, (C) the amount of private sector investment generated or likely to be generated by the Project; (D) reviewed the likelihood of accomplishing the proposed project in a timely fashion; and (E) considered the extent to which the Project will provide additional sources of revenue for the Town and the school district where the Facilities are located; and

**WHEREAS**, in connection with the adoption of this resolution the Agency has reviewed the Project Application and the Company and Owners have confirmed in such Project Application that as of the date of the Project Application, as amended, the Company and the Owners are in substantial compliance with the Act; and

**WHEREAS**, it is desired that the Agency authorize the granting of certain financial assistance to the Owners and the Company in connection with the Project and the Facilities including exemption from State and local sales and use taxes, mortgage recording taxes and real property taxes.

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

Section 1. With respect to the Agency’s evaluation criteria for Other Projects the Agency makes the following determinations:

(a) It has reviewed the information in the Cost Benefit Analysis with respect to the Project.

(b) The Company proposes a capital investment in the land, building, machinery and equipment and capital improvements in the Facilities of approximately \$8,475,000.

(c) The wage rates for the approximately five (5) full-time employees at the Facilities average \$65,000 per year for management positions, \$200,000 per year for professional positions, and \$50,000 per year for miscellaneous positions.

(d) The Project will not have significant impact from local labor construction in the Town.

(e) The Project will not have a significant effect on in-region purchases or research and development.

(f) The Project will not have a significant effect on energy efficiency.

(g) The Project will not affect existing land use or zoning.

(h) The Project is in alignment with local planning and development efforts of the Town.

(g) Based upon information provided by the Company, not more than one-third of the total square footage of the Facilities will be primarily used to deliver services to customers of the Facilities that personally visit the Facilities and not more than one-third of the total cost of the Facilities will be applied to facilities and property that are primarily used to deliver services to customers of the Facilities that personally visit the Facilities.

Section 2. Based on the evaluation of the foregoing evaluation criteria, (a) The Agency hereby finds and determines that (i) the Project constitutes a “Project” within the meaning of the Act; and (ii) the granting of real property tax abatements, sales and use tax abatements and mortgage recording tax abatements (collectively, the “**Financial Assistance**”) by the Agency with respect to the Facilities pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act.

(b) It is desirable and in the public interest for the Agency to grant the Financial Assistance to the Owners and the Company with respect to the Facilities.

(c) The Agency shall grant Financial Assistance to the Company and the Owners in the form of New York State and local Sales and Use Tax abatements in a maximum amount not to exceed in the aggregate \$490,000 as provided in Section 5.2 of the Lease Agreement and in the event of the occurrence of a recapture event under the Lease Agreement the Agency will pursue recapture of the Financial Assistance as provided in Section 5.4 of the Lease Agreement.

Section 3. To accomplish the purposes of the Act, the Agency shall take leasehold title to each Facility pursuant to each respective Company Lease, assist each Owner to undertake the Project, sublease each Facility to each respective Owner pursuant to each respective Lease Agreement and each respective Owner will further sub-sublease each respective Facility to the Company pursuant to each respective Sublease Agreement.

Section 4. Pursuant to each Lease Agreement, each respective Owner will make certain payments in lieu of real property taxes (“**Pilots**”) which would be otherwise due and payable with respect to each respective Facility.

Section 5. In order to provide the Owners and the Company with Financial Assistance with respect to exemption from New York State and local Sales and Use Taxes with respect to the Project the Agency may issue one or more Sales Tax Agent Authorization Letters (“**Sales Tax Authorization Letters**”) which shall be used pursuant to the terms contained therein and in each Lease Agreement.

Section 6. In order to secure amounts to be loaned by a mortgage lender acceptable to the Chief Executive Officer (“**CEO**”) or the Chief Financial Officer

("CFO") of the Agency to the Company with respect to the financing or refinancing of the Project and the Facilities, the Agency hereby authorizes the execution of one or more mortgages (collectively, the "**Mortgages**") granted at the initial closing of the "straight lease" transaction or any time thereafter during the term of the respective Lease Agreement, from the Agency and the respective Owner to any mortgage lender acceptable to the CEO or the CFO of the Agency or any other authorized representative, in form acceptable to the CEO or CFO of the Agency or any other authorized representative and counsel to the Agency.

Section 7. The form and substance of the Company Lease in substantially the form previously executed for other "straight lease" transactions is hereby approved.

Section 8. The form and substance of the Lease Agreement in substantially the form previously executed for other "straight lease" transactions is hereby approved.

Section 9. The form and substance of the Sublease Agreement in substantially the form previously approved by the Agency for other "straight lease" transactions is hereby approved.

Section 10. Thomas E. Dolan, as CEO or any successor CEO or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of the Company Lease, Lease Agreement, Mortgages, Sales Tax Agent Authorization Letters, and any other agreements or certificates consistent herewith (hereinafter collectively called the "**Agency Documents**"), all in substantially the forms previously executed by the Agency for other "straight lease" transactions acceptable to Agency Counsel, with such changes, variations, omissions and insertions in the Agency Documents as the CEO or any other Authorized Representative of the Agency shall upon advice of counsel approve. The execution thereof by the CEO or any other Authorized Representative of the Agency shall constitute conclusive evidence of such approval.

The CEO or the Chief Financial Officer ("CFO") of the Agency or any other authorized representative 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 Agency Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Agency Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the CEO's, the CFO'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 11. The CEO of the Agency, the CFO of the Agency or any other authorized representative including 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 in the Company Lease, the Lease Agreement and the Sublease Agreement 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.

Section 12. 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 Agency 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 Agency Documents binding upon the Agency.

Section 13. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Agency 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 Agency 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 14. No covenant, stipulation, obligation or agreement contained in this resolution, or the Agency 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 in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Agency Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 15. The law firm Katten Muchin Rosenman LLP is hereby appointed transaction counsel to the Agency for this transaction.

Section 16. Notwithstanding the foregoing, the Agency will not grant any Financial Assistance to be granted hereunder in excess of \$100,000 to the Owner or the Company until the Agency has held a public hearing with respect to the grant of financial assistance in accordance with the provisions of the Act.

Section 17. In accordance with the State Environmental Quality Review Act and pursuant to Title 6 NYCRR Part 617, it is determined by the Agency that the Project, a proposed action, be classified as an Unlisted Action. The proposed action does not appear to exceed any of the criteria outlined in Title 6 NYCRR Part 617.7 which sets forth thresholds for determining significant effects on the environment. Therefore, based on the information contained within the Environmental Assessment Form filed with the Project Application and associated Project documentation, the Agency makes a determination of non-significance with respect to the Project.

Section 18. This resolution shall take effect immediately.