



AGENDA

April 15, 2026

1. Call to Order.

2. Roll Call

3. Pledge of Allegiance

4. **Resolution # 1**

Accept the minutes from the IDA/IDC Board Meeting of March 18, 2026.

5. **Resolution # 2**

Resolution authorizing the Agency to execute mortgage documents between the Agency, 820 Port Washington Associates LLC and Bank of America, N.A. in an amount not to exceed \$8,500,000.00.

6. **Resolution # 3**

Inducement Resolution of the Town of Babylon Industrial Development Agency relating to the granting of preliminary approval to Schuss Realty Associates, LLC and AmerisourceBergen Drug Corporation in connection with the potential grant of certain financial assistance.

7. **Resolution # 4**

Resolution authorizing the Agency to execute mortgage documents between the Agency, Eastern Empire Holding LLC and Cathay Bank in an amount not to exceed \$4,200,000.00.

8. **Resolution # 5**

Resolution consenting to sublease of a portion of facility by P & L Development, LLC.

9. **Resolution # 6**

Resolution waiving the recapture fees regarding the premises located at 50 Ranick Drive East, Amityville, New York.

Agenda
April 15, 2026

10. Chief Executive Officer's report

11. Old Business

12. New Business

13. Adjournment

BABYLON INDUSTRIAL DEVELOPMENT AGENCY

IDA/IDC MEETING MINUTES

March 18, 2026

Present: Tom Gaulrapp, Chairman
Justin Belkin, Vice Chairman
Marcus Duffin, Secretary
William Bogardt
Rosemarie Dearing
Vincent Piccoli

Absent: William Celona
Carol Quirk

Also Present: Jason Apter, Enzo Life Sciences Inc.
Andrew Berger, TOB IDA Special Projects Advisor
Peter Curry, Farrell Fritz P.C.
Keith Davies, TOBIDA Chief Executive Officer
Susan Hatalski, TOBIDA Chief Financial Officer
Paulette LaBorne, Special Projects Coordinator
Alyson McDonough, TOB IDA Executive Assistant
Matthew McDonough, Agency Counsel
Joseph Ninomiya, TOBIDA Director of Operations
Rachel-Anne Scelfo, Farrell Fritz P.C.
William Wexler, Agency Counsel

A quorum being present, the meeting was called to order at 8:09 A.M.

Peter Curry of Farrell Fritz, P.C. addressed the Board on behalf of Enzo Biochem, Inc. regarding the proposed termination and recapture. He referenced a proposal presented at the February meeting and responded to concerns raised by the Board, particularly related to the financial security of the proposal. Mr. Curry stated that Battery Ventures would provide a full guarantee of Enzo Biochem's obligations. He concluded by asking for the Board's feedback on the updated proposal.

A motion was made by William Bogardt and seconded by Rosemarie Dearing for the Board to enter executive session to discuss matters relating to Enzo Biochem at 8:13 A.M.

The Board returned from executive session at 8:34 A.M. following a motion by Rosemarie Dearing and seconded by Marcus Duffin, with no action being taken during executive session.

A motion was made by Rosemarie Dearing and seconded by Marcus Duffin in favor of a resolution to deny Enzo Biochem's proposal and proceed with recapture. All in favor, motion carries.

A motion was made by Vincent Piccoli and seconded by Justin Belkin in favor of a resolution to accept the minutes from the January 28, 2026 IDA/IDC Board meeting. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by William Bogardt in favor of a resolution to accept the minutes from minutes from SM NY QRS 14-93 Inc., public hearing on February 24, 2026. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Marcus Duffin in favor of 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 777 Mount Avenue, Wyandanch to JOEE Holding Corp. All in favor, motion carries.

A motion was made by Vincent Piccoli and seconded by Rosemarie Dearing in favor of 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 58-60 Engineers Lane, East Farmingdale to 60 Engineers Lane LLC. All in favor, motion carries.

A motion was made by Marcus Duffin and seconded by Justin Belkin in favor of 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 180-200 Marine Street, Farmingdale to JKJ Marine LLC. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by Marcus Duffin in favor of 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 101 E. Hoffman Avenue, Lindenhurst, 715 Grand Boulevard, Deer Park, and 24 Sterling Place, Amityville to Extra Space Storage, Inc. or its affiliates. All in favor, motion carries.

A motion was made by Justin Belkin and seconded by Rosemarie Dearing in favor of a resolution permitting the transfer of Mortgage between Eastern Empire Holding LLC and the Agency from CTBC Bank Corp. to Cathay Bank by Assignment of Mortgage and authorizing the additional loan amount not to exceed \$26,000.00 and further authorizing the Agency's Chief Executive Officer to execute any and all necessary documents related to the Mortgage and Assignment. All in favor, motion carries.

A motion was made by Rosemarie Dearing and seconded by William Bogardt in favor of a resolution authorizing an amendment to project documents relating to the 145 Dixon Associates LLC / Always Affiliation Inc. project to extend the New York State and local sales tax exemption for the project. All in favor, motion carries.

CEO Report

There were no updates to report at the meeting.

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. Meeting adjourned at 8:37 A.M.

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE MORTGAGE DOCUMENTS BETWEEN THE AGENCY, 820 PORT WASHINGTON ASSOCIATES LLC AND BANK OF AMERICA, N.A. IN AN AMOUNT NOT TO EXCEED \$8,500,000.00

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, AUSCO, Inc. (the "Company") and 820 Port Washington Associates, LLC ("Sublandlord"), successor-in-interest to the original sublandlord, RSK Realty LLC, have prior to the date hereof entered into a straight lease transaction 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 425 Smith Street in East Farmingdale, New York; and

WHEREAS, the Company intends to refinance an existing loan with Bank of America, N.A.

WHEREAS, the Company desires the Agency to execute Mortgage documents between the Agency, 820 Port Washington Associates LLC and Bank of America, N.A. in an amount not to exceed \$8,500,000.00.

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

The Agency Board of Directors ratifies and approves the Execution by Keith Davies, the C.E.O. of the Agency of the Mortgage documents between the Agency, 820 Port Washington Associates LLC and Bank of America, N.A. of the mortgage on premises 425 Smith Street, East Farmingdale, New York in an amount not to exceed \$8,500,000.00.

Section 1. Keith Davies, as C.E.O. 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, 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 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 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.

**INDUCEMENT RESOLUTION
DATED APRIL 15, 2026**

**INDUCEMENT RESOLUTION OF THE TOWN OF BABYLON
INDUSTRIAL DEVELOPMENT AGENCY RELATING TO THE GRANTING OF
PRELIMINARY APPROVAL TO SCHUSS REALTY ASSOCIATES, LLC AND
AMERISOURCEBERGEN DRUG CORPORATION IN CONNECTION WITH
THE POTENTIAL GRANT OF CERTAIN FINANCIAL ASSISTANCE**

WHEREAS, representatives of AmerisourceBergen Drug Corporation, a Delaware corporation, on behalf of itself and/or the principals of AmerisourceBergen Drug Corporation, and/or any entity or entities formed on behalf of AmerisourceBergen Drug Corporation or any of the foregoing (collectively, the **“Company”**) and Schuss Realty Associates, LLC, a New York limited liability company, on behalf of itself and/or the principals of Schuss Realty Associates, LLC, and/or any entity or entities formed on behalf of Schuss Realty Associates, LLC, or any other real estate holding company created in connection with the foregoing or any of the foregoing (collectively, the **“Owner”**) have filed or caused to be filed a preliminary application with the Town of Babylon Industrial Development Agency (the **“Agency”**) concerning a project (the **“Project”**) consisting of the renovation and equipping of an approximately 139,037 square foot building located on that certain approximately 9.55 acre lot, piece or parcel of land located at 5500 New Horizons Boulevard in Amityville, New York 11701 (the **“Facility”**), all for use by the Company as a pharmaceutical distribution facility with offices; and

WHEREAS, in order to induce the Company to retain and grow additional jobs in the Town of Babylon (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 with respect to the Facility; 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 statement of the Company that the Project at the date of the Project Application, as amended, is in substantial compliance with Article 18-A of the General Municipal Law of the State of New York (the **“Act”**) including Section 862 thereof; and

WHEREAS, there has been submitted to the Agency an environmental assessment form with respect to this proposed action in accordance with the State Environmental Quality Review Act and the regulations promulgated thereunder (“**SEQRA**”); and

WHEREAS, provision of aforesaid financial assistance with respect to the Facility is to be negotiated by the Chief Executive Officer (“**CEO**”) or Chief Financial Officer (“**CFO**”) of the Agency with the result of said negotiations to be presented to a future meeting of the Agency for final approval; and

WHEREAS, the Agency would like to now indicate its intention to provide financial assistance to the Company with respect to the Project and the Facility.

NOW, THEREFORE, BE IT RESOLVED by the Agency as follows:

Section 1. (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 (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 Financial Assistance to the Company with respect to the Facility.

Section 2. With respect to the Agency’s evaluation criteria for Manufacturing, Warehousing and 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 land, building, machinery and equipment and capital improvements in the Facility of approximately \$1,948,001.

(c) The wage rates for the approximately 101 full-time and 1 part-time employees at the Facility average \$120,000 per year for management positions, \$75,000 per year for administrative positions, \$51,000 per year for production positions, \$86,000 per year for supervisor positions and \$85,000 per year for laborer 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) Project is important to the retention of a significant employer of the Town. The Company currently employs 101 full-time and 1 part-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 3. The CEO or the CFO of the Agency is hereby authorized to negotiate the terms of agreements between the Agency, the Company which will permit the Company to enjoy the grant of Financial Assistance with respect to the Facility as herein provided.

Section 4. The CEO or the CFO of the Agency shall present substantially final forms of such agreements with the Company incorporating the grant of such Financial Assistance for final approval by the Agency at a future meeting of the Agency.

Section 5. This Resolution shall also constitute a “declaration of official intent” under the Treasury Regulations of the Internal Revenue Code of 1986 as amended.

Section 6. 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 7. 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 8. This inducement resolution shall take effect immediately.

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE MORTGAGE DOCUMENTS BETWEEN THE AGENCY, EASTERN EMPIRE HOLDING LLC AND CATHAY BANK IN AN AMOUNT NOT TO EXCEED \$4,200,000.00

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 Eastern Empire Holding LLC (the "Company") have prior to the date hereof entered into a straight lease transaction 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 premises located at 50 Engineers Lane, East Farmingdale, New York (the "Facility"); and

WHEREAS, the Company intends to refinance an existing loan with Cathay Bank; and

WHEREAS, the Company desires the Agency to execute Mortgage documents between the Agency, Eastern Empire Holding LLC and Cathay Bank in an amount not to exceed \$4,200,000.00.

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

The Agency Board of Directors ratifies and approves the Execution by Keith Davies, the C.E.O. of the Agency of the Mortgage documents between the Agency, Eastern Empire Holding LLC and Cathay Bank of the mortgage on premises 50 Engineers Lane, East Farmingdale, New York in an amount not to exceed \$4,200,000.00.

Section 1. Keith Davies, as C.E.O. 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, 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 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 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.

**RESOLUTION CONSENTING TO SUBLEASE OF A
PORTION OF FACILITY BY P & L DEVELOPMENT, LLC.**

WHEREAS, the Town of Babylon Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 177 of the Laws of 1973 of New York, as amended, constituting Section 907-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, renovating, improving, maintaining, equipping and furnishing of, among others, manufacturing, warehousing, research, commercial or industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

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

WHEREAS, in connection with the Project, the Agency, the Original Real Estate Owner and the Operator (as applicable) entered into: (A) a company lease (and a memorandum thereof)

dated as of January 1, 2022 by and between the Agency and the Original Real Estate Owner (the "Company Lease"); (B) a bill of sale dated January 31, 2022 by the Original Real Estate Owner to the Agency (the "Bill of Sale"); (C) a lease and project agreement (and a memorandum thereof) dated as of January 1, 2022 by and between the Agency and the Original Real Estate Owner and agreed to by the Operator (the "Lease and Project Agreement"); and (D) various certificates relating to the Project (the "Certificates" and, collectively with the Company Lease, the Bill of Sale, and the Lease and Project Agreement, the "Basic Documents"); and

WHEREAS, pursuant to a resolution adopted by the Agency on July 24, 2024 (the "Sale and Assignment Resolution"), the Agency consented to (i) the sale of the Company Facility from the Original Real Estate Owner to an unrelated third party real estate holding company, Tenet Equity Funding SPE III, LLC (the "Current Real Estate Owner"), (ii) an Omnibus Assignment and Assumption Agreement between the Original Real Estate Owner and the Operator, by which the Original Real Estate Owner assigned and the Operator assumed the Basic Documents, and (iii) the lease of the Company Facility by the Current Real Estate Owner to the Operator contemporaneously with the sale of the Company Facility and the continued occupation and operation of the Facility by the Operator; and

WHEREAS, the Operator has notified the Agency that it intends (1) to sell to a portion of the Operator's business operations, being the business operations of the Operator currently operated at a portion of the Facility comprising the building located at 26 Bethpage Road, Copiague (tax map no. 0100-175.00-02.00-10.001), in the Town of Babylon, Suffolk County, New York (the "26 Bethpage Facility"), and including the sale of the Operator's beneficial interests in those portions of the Facility Equipment and the Equipment located at the 26 Bethpage Facility (being the "26 Bethpage Equipment"), to TopGum Pharma, Inc., a corporation organized under the laws of the State of Delaware and which is or will be authorized to do business in the State of New York (the "Tenant"), and (2) to sublease a portion of the 26 Bethpage Facility to the Tenant (the "Sublease") for the Tenant's use as an administrative, manufacturing, warehouse, and distribution facility and related uses for its business as a manufacturer and distributor of over-the-counter pharmaceutical products and consumer health care goods; and

WHEREAS, pursuant to sections 9.1 and 9.3 of the Lease Agreement, the Sublease is permitted with the prior written consent of the Agency (the "Sublease Transaction"); and

WHEREAS, the Operator has requested the Agency's acknowledgement of the sale of the beneficial ownership interest in the 26 Bethpage Equipment to the Tenant (the "26 Bethpage Equipment Sale"); and

WHEREAS, the Agency has given due consideration to the Operator's request with respect to the Sublease Transaction and the 26 Bethpage Equipment Sale and the Agency is willing to consent to the Sublease Transaction and acknowledge the 26 Bethpage Equipment Sale; 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 must determine the

potential environmental significance of consenting to the Sublease Transaction and acknowledging the 26 Bethpage Equipment Sale;

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines:

(a) Pursuant to Section 617.5(c)(32) of the Regulations, consenting to the Sublease Transaction and acknowledging the 26 Bethpage Equipment Sale is a "Type II action" (as said quoted term is defined in the Regulations); and

(b) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to consenting to the Sublease Transaction and acknowledging the 26 Bethpage Equipment Sale.

Section 2. The Agency hereby finds and determines that by virtue of the Act, that:

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

(b) It is desirable and in the public interest for the Agency to consent to the Sublease Transaction and acknowledge the 26 Bethpage Equipment Sale.

Section 3. The Agency hereby consents to the Sublease Transaction and acknowledges the 26 Bethpage Equipment Sale. The Agency hereby delegates to Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO"), in consultation with Agency Counsel and Barclay Damon LLP as transaction counsel, to determine the form and substance of the documents to be executed and delivered by the Agency in connection with the Sublease Transaction and the 26 Bethpage Equipment Sale, including but not limited to a Tenant Agency Compliance Agreement (collectively, the "Sublease/Sale Documents").

Section 4. (A) The CEO, the CFO, the Chairman and the Secretary (each an "Authorized Representative") are hereby authorized, on behalf of the Agency, to execute and deliver the Sublease/Sale Documents, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same.

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

Section 5. The officers, employees and agents of the Agency, upon advice of transaction counsel, are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or to effectuate the Sublease Transaction and acknowledgement of the 26 Bethpage Equipment Sale, 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 Sublease/Sale Documents binding upon the Agency; *provided, however*, that as a condition precedent to the Sublease Transaction and acknowledgement of the 26 Bethpage Equipment Sale, the Operator and the Tenant shall execute and delivery any and all necessary documents required by the Agency to effectuate the Sublease Transaction and acknowledgement of the 26 Bethpage Equipment Sale; and the Operator and/or the Tenant shall pay the Agency's related fees and costs associated with the Assignment Transaction and acknowledgement of the 26 Bethpage Equipment Sale, including but not limited to its legal fees.

Section 6. Neither the members nor officers of the Agency, nor any person executing the Sublease/Sale Documents on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof or the transaction contemplated thereby.

April 15, 2026

Babylon Industrial Development Agency

Resolution: waiving the recapture fees regarding the premises located at 50 Ranick Drive East, Amityville, New York 11701 (SCTM# 0100 004.00 01.00 031.000).

Now Therefore, Be It

Resolved, that the Town of Babylon IDA Board has approved a resolution waiving the recapture fees regarding the premises located at 50 Ranick Drive East, Amityville, New York 11701 (SCTM# 0100 004.00 01.00 031.000).