

**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.