

## RESOLUTION

A regular meeting of County of Sullivan Industrial Development Agency ("Agency") was convened in public session at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York on September 13, 2011 at 10:00 a.m. local time.

The meeting was called to order by Chairman Elwin Wood, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Elwin Wood	[ √ ]	[ ]
Harold Gold	[ √ ]	[ ]
Raymond Walter	[ √ ]	[ ]
Edward T. Sykes	[ √ ]	[ ]
Charles Barbuti, Jr.	[ √ ]	[ ]
Harris Alport	[ √ ]	[ ]
Suzanne Loughlin	[ ]	[ √ ]
Cindy L. Garlinghouse	[ √ ]	[ ]
Steve White	[ √ ]	[ ]

The following persons were also present:

Allan C. Scott, Chief Executive Officer  
Jennifer Brylinski, Agency Executive Director  
Elizabeth A. Hunt, Agency Executive Assistant  
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Edward T. Sykes, and seconded by Charles Barbuti, Jr., to wit:

Resolution No. 21 - 11

**RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A FEE AND LEASEHOLD MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING AND RELATED DOCUMENTS BY IDEAL SNACKS CORPORATION (SUCCESSOR BY MERGER TO IDEAL SNACKS, INC.) ("COMPANY") AND THE AGENCY TO SOVEREIGN BANK IN AN AMOUNT NOT TO EXCEED EIGHT MILLION DOLLARS (\$8,000,000.00) DOLLARS**

**WHEREAS**, the Agency was created by Chapter 560 of the Laws of 1970 of the State of New York, as amended, pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

**WHEREAS**, on or about August 1, 2003, the Company entered into a lease/leaseback transaction with the Agency pursuant to which the Agency undertook a project ("First Project") consisting of (i) the construction and equipping of an approximately 26,600 square foot expansion to the Company's existing facility ("First Project Building") situate on one (1) parcel of real estate consisting of approximately 2.59± acres located at 89 Mill Street in the Village of Liberty, Town of Liberty, County of Sullivan, State of New York and identified on the Town of Liberty tax map as Section 115, Block 3, Lot 1.1 ("First Project Land"); (ii) acquisition and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools ("First Project Equipment"); (iii) construction of improvements to the First Project Building, the First Project Land and the First Project Equipment (collectively, the First Project Building, the First Project Land and the First Project Equipment are referred to as the "First Project Facility"); and (iv) lease of the First Project Facility to the Agency and back from the Agency to the Company; and

**WHEREAS**, on or about December 1, 2003, the Company entered into a lease/leaseback transaction with the Agency pursuant to which the Agency undertook a project ("Second Project" and together with the First Project, the "Project") consisting of the (i) construction and equipping of a two (2) story manufacturing warehouse building to consist of approximately 104,600 square feet ("Second Project Building" and together with the First Project Building, the "Building") situate on three (3) parcels of real estate consisting of approximately 3.96± acres to be located at 89 Mill Street in the Village of Liberty, Town of Liberty, County of Sullivan, State of New York and identified on the Town of Liberty tax map as Section 113, Block 3, Lots 1.1, 2 and a portion of 5.1 ("Second Project Land") and related facilities to be leased to the Agency; (ii) acquisition and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools ("Second Project Equipment" and together with the First Project Equipment, the "Equipment"); (iii) construction of improvements to the Second Project Building, the Second Project Land and the Second Project Equipment (collectively, the Second Project Building, the Second Project Land and the Second Project Equipment are referred to as the "Second Project Facility"); and (iv) lease of the Second Project Facility to the Agency and back from the Agency to the Company; and

**WHEREAS**, on or about December 15, 2004 the Company amended its lease/leaseback transactions with the Agency to include additional parcels of real property, namely those parcels identified on the Town of Liberty tax map as Section 113, Block 1, Lot 10, Section 113, Block 2, Lot 2 and Section 23, Block 1, Lot 86 acquired by the Company and utilized in connection with its manufacturing operations ("Additional Land" and together with the First Project Land and Second Project Land, the "Land"). The First Project Facility, Second Project Facility and Additional Lands are collectively referred to herein as the "Facility"); and

*WHEREAS*, on or about June 9, 2005, the Company arranged a credit facility in the aggregate amount of \$21,000,000.00 Dollars as contemplated by that certain Loan and Security Agreement, dated as of June 10, 2005 among the financial institutions listed on the signature pages thereto, AmSouth Bank, as Agent, AmSouth Bank Corp., as Administrative Agent and the Company; and

*WHEREAS*, in 2005, the Company requested and the Agency mortgaged its leasehold interest in the Facility (as hereinafter defined) to the extent of \$8,000,000.00 Dollars to AmSouth Bank Corp. ("AmSouth") and the Agency abated the mortgage recording tax relating thereto; and

*WHEREAS*, on or about June 10, 2005, the Agency mortgaged its interest to AmSouth; and

*WHEREAS*, the Company is refinancing its 2005 credit facility with Sovereign Bank and has requested the Agency join in executing a Fee and Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing and any and all related documents, agreements, certificates and instruments by the Company and the Agency to Sovereign Bank in an amount not to exceed \$8,000,000.00 Dollars ("Fee and Leasehold Mortgage"); and

*WHEREAS*, it is contemplated that the Agency will join in a Fee and Leasehold Mortgage and any and all related documents, agreements, certificates and instruments in favor of Sovereign Bank in an amount not to exceed \$8,000,000.00 Dollars.

***NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:***

Section 1. The Chairman, Vice Chairman or Chief Executive Officer of the Agency, each acting individually, are hereby authorized, on behalf of the Agency, to execute and deliver the Fee and Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing of the Agency's leasehold interest in the Facility to Sovereign Bank in an amount not to exceed \$8,000,000.00 Dollars, together with and any and all related documents, agreements, certificates and instruments, all in form approved by Counsel to the Agency and with such changes, variations, omissions and insertions as the Chairman or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 2. 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 and to execute and deliver and any and all related documents, agreements, certificates and instruments, and 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 on behalf of the Agency desirable and proper to effect the purposes of the foregoing resolutions and to cause

compliance by the Agency with all the terms, covenants and provisions of the documents for and on behalf of the Agency.

Section 3. These resolutions shall take effect immediately.

The question of adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Elwin Wood	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Harold Gold	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Raymond Walter	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Charles Barbuti, Jr.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Harris Alport	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Cindy L. Garlinghouse	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Steve White	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolutions were thereupon duly adopted.

STATE OF NEW YORK :  
:SS.:  
COUNTY OF SULLIVAN :

I, the undersigned (Assistant) Secretary of the County of Sullivan Industrial Development Agency DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the County of Sullivan Industrial Development Agency ("Agency") with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.
2. Such resolution was passed at a meeting of the Agency duly convened in public session on the 13<sup>th</sup> day of September, 2011 at 10:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Elwin Wood	[ <input checked="" type="checkbox"/> ]	[       ]
Harold Gold	[ <input checked="" type="checkbox"/> ]	[       ]
Raymond Walter	[ <input checked="" type="checkbox"/> ]	[       ]
Edward T. Sykes	[ <input checked="" type="checkbox"/> ]	[       ]
Charles Barbuti, Jr.	[ <input checked="" type="checkbox"/> ]	[       ]
Harris Alport	[ <input checked="" type="checkbox"/> ]	[       ]
Suzanne Loughlin	[       ]	[ <input checked="" type="checkbox"/> ]
Cindy L. Garlinghouse	[ <input checked="" type="checkbox"/> ]	[       ]
Steve White	[ <input checked="" type="checkbox"/> ]	[       ]

3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Elwin Wood	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Harold Gold	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Raymond Walter	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Edward T. Sykes	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Charles Barbuti, Jr.	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Harris Alport	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Suzanne Loughlin	[   ] Yes	[   ] No	[ <input checked="" type="checkbox"/> ] Absent	[   ] Abstain
Cindy L. Garlinghouse	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Steve White	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

*IN WITNESS WHEREOF*, I have hereunto set my hand and seal on the 13<sup>th</sup> day of September, 2011.

  
Secretary