

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened in public session on December 1, 2017, at 9:45 a.m., local time, at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

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

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[√]	[]
Suzanne Loughlin	[√]	[]
Sean Rieber	[]	[√]
Edward T. Sykes	[√]	[]
Howard Siegel	[√]	[]
Scott Smith	[√]	[]
Paul Guenther	[]	[√]
Joseph Perrello	[√]	[]
Carol Roig	[]	[√]

The following persons were also present:

Julio Garaicoechea, Project Manager
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Howard Siegel, and seconded by Suzanne Loughlin, to wit:

Resolution No. 50 - 17

RESOLUTION CONSENTING TO A CHANGE OF OWNERSHIP AND CONTROL OF NONNI'S FOODS LLC

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 October 1, 2004, Mamma Says N.Y., Inc. ("Mamma") and Kinnelon Properties, LLC ("Kinnelon" and together with Mamma collectively, "Mamma/Kinnelon") entered into a sale/leaseback transaction with the Agency pursuant to which the Agency undertook a project consisting of the (i) acquisition, construction, reconstruction, rehabilitation, renovation, installation and equipping of a building consisting of approximately 53,000± square feet ("Building") intended to house a food product manufacturing business located

at 1243 Old Route 17, Ferndale, New York in the Town of Thompson, County of Sullivan, State of New York situate on one (1) parcel of real estate consisting of approximately 147.35± acres and identified on the Town of Thompson tax map as Section 1, Block 1, Lot 4 ("Land") and related facilities an interest in which the Agency is to acquire; (ii) acquisition and installation thereon and therein certain furniture, fixtures, machinery, equipment and tools ("Equipment"); (iii) acquisition, construction and equipping improvements to the Building, the Land and the Equipment (collectively, the Building, the Land and the Equipment are referred to as either the "Facility" or the "Project"); and

WHEREAS, pursuant to Agency resolution #29-05 duly adopted on October 11, 2005, the Agency consented to the change in ownership of Mamma/Kinnelon to Nonni's Acquisition Co., Inc. ("NAC"); and

WHEREAS, the Agency, Nonni's Food Company, Inc. and Nonni's Acquisition Co., Inc. ("Acquisition Co.") entered into an Omnibus Amendment to Project Documents, dated October 20, 2005 to memorialize the change in ownership ("Omnibus Amendment"); and

WHEREAS, pursuant to resolution 43-10 duly adopted on December 22, 2010, the Agency consented to a consolidation of Mamma Says N.Y., Inc. and Kinnelon Properties, LLC with and into Acquisition Co. with Acquisition Co. being the surviving company; and

WHEREAS, the Agency and Acquisition Co. entered into the following:

1. an Amended and Restated Lease Agreement, dated December 31, 2010; and
2. an Amended and Restated Payment in Lieu of Tax Agreement, dated December 31, 2010; and

WHEREAS, pursuant to a Certificate of Conversion, dated February 4, 2011, Acquisition Co., a Delaware corporation was converted to Nonni's Foods LLC, a Delaware limited liability company; and

WHEREAS, following the consummation of a reorganization that will occur immediately prior to the proposed transfer to Vespa Purchaser 1, LLC and Vespa Newco, LLC (together, the "Purchaser"), Nonni's Food Group LLC ("Holdings") and Nonni's Acquisition VII-B Corp. ("NAC") will collectively own all of the issued and outstanding equity securities of Nonni's Foods LLC; and

WHEREAS, on the terms and subject to the conditions set forth in an Equity Purchase Agreement (as amended from time to time, the "Agreement"), dated November 8, 2017, Purchaser desires to acquire from Holdings and Holdings desires to sell to Purchaser, all of the membership interest of Nonni's Foods LLC held by Holdings; and

WHEREAS, on the terms and subject to the conditions set forth in the Agreement, Purchaser desires to acquire from Wind Point Partners VII-B, L.P. ("Wind Point"), and Wind Point desires to sell to Purchaser, in lieu of Purchaser directly acquiring the units held by NAC as of the

closing, all of the issued and outstanding shares of capital stock of NAC; and

WHEREAS, the Agency desires to consent to the change of ownership and control of Nonni's Foods LLC in accordance with the provisions of (a) section 6.3 of that certain Lease Agreement, dated October 1, 2004 from the Agency to Mamma/Kinnelon as amended by that certain Omnibus Amendment and further amended and restated by that certain Amended and Restated Lease Agreement, dated December 31, 2010 (collectively, the "Lease"); and (b) section 21(b) of that certain Payment In Lieu Of Tax Agreement, dated October 1, 2004 by and between the Agency and Mamma/Kinnelon as amended by that certain Omnibus Amendment and further amended and restated by that certain Amended and Restated Payment in Lieu of Tax Agreement, dated December 31, 2010 (collectively, the "PILOT").

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

Section 1. The Agency hereby consents to the change of ownership and control of Nonni's Foods LLC from Holdings to Purchaser, in accordance with the provisions of (a) Section 6.3 of the Lease; and (b) section 21(b) of the PILOT.

Section 2. The Chairman, Vice-Chairman or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents, agreements, instruments and certificates necessary to accomplish the foregoing, all in form approved by Counsel to the Agency and with such changes, variations, omissions and insertions as the Chairman, Vice-Chairman or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Vice-Chairman or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 3. The foregoing resolutions are conditioned upon:

(i) payment to the Agency of a consent fee in the amount of Five Thousand (\$5,000.00) Dollars; and

(ii) payment of all fees and costs of the Agency associated with the transactions contemplated by these Resolutions.

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 and to execute and deliver all such certificates, instruments, documents, 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 5. 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:

Ira Steingart	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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
Howard Siegel	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The Resolutions were thereupon duly adopted.

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

I, the undersigned 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 1st day of December, 2017 at 9:45 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>
Ira Steingart	[<input checked="" type="checkbox"/>]	[]
Suzanne Loughlin	[<input checked="" type="checkbox"/>]	[]
Sean Rieber	[]	[<input checked="" type="checkbox"/>]
Edward T. Sykes	[<input checked="" type="checkbox"/>]	[]
Howard Siegel	[<input checked="" type="checkbox"/>]	[]
Scott Smith	[<input checked="" type="checkbox"/>]	[]
Paul Guenther	[]	[<input checked="" type="checkbox"/>]
Joseph Perrello	[<input checked="" type="checkbox"/>]	[]
Carol Roig	[]	[<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:

Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Sean Rieber	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Edward T. Sykes	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Joseph Perrello	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[] Yes	[] No	[<input checked="" type="checkbox"/>] 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, 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 1st day of December, 2017.



Edward T. Sykes, Assistant Secretary