

## OMNIBUS AMENDMENT TO PROJECT DOCUMENTS

*THIS OMNIBUS AMENDMENT TO PROJECT DOCUMENTS* is made as of the 1<sup>st</sup> day of February, 2010 by and between the COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY, a corporate governmental agency constituting a body corporate and politic and a public benefit corporation of the State of New York, having its principal offices at One Cablevision Center, Ferndale, New York 12734 ("Agency") and MADASA REALTY, LLC, having its principal offices at 117 Highland Lake Road, Highland Lake, New York 12743 ("Company").

*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 ("State"); and

*WHEREAS*, Madasa Realty, LLC ("Company") presented an application to the Agency on or about July 22, 1999, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of (i) the acquisition of a parcel of real estate located at Route 42, South Fallsburg, Sullivan County, New York and identified on the tax map of the Town of Fallsburg as Section 60, Block 1, Lot 22 ("Land") and renovation thereon of a 16,322 square foot industrial building to be used for light manufacturing, warehousing and distribution purposes and related facilities thereto ("Building") to be owned by the Agency; (ii) the acquisition and installation thereon and therein of certain furniture, fixtures, machinery, and equipment ("Equipment"); (iii) the construction of improvements to the Land, the Building, the equipment and other improvements therein (collectively, "Facility") and (iv) the installment sale or lease of the Facility from the Agency to the Company; and

*WHEREAS*, the Agency and the Company entered into the following documents:

- (i) Agent Agreement, dated October 1, 1999 ("Agent Agreement");
- (ii) Bill of Sale to Agency, dated October 1, 1999 ("Bill of Sale");
- (iii) Lease Agreement, dated October 1, 1999 ("Lease"); and
- (iv) Memorandum of Lease Agreement, dated October 1, 1999 ("Memorandum of Lease").

The documents listed in (i) through (iv) listed above are collectively referred to as the "Project Documents"; and

*WHEREAS*, the Company purchased a contiguous twenty-five (25) foot sliver of land from the neighbor located at Town of Fallsburg Section 60, Block 1, Lot 28.1 ("Sliver") and combined it with the Land to form one (1) larger parcel; and

*WHEREAS*, pursuant to the Agency's resolution, dated February 9, 2010, the Company agreed to amend the Project Documents to include the Sliver.

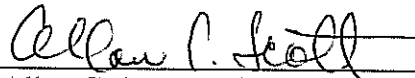
***NOW THEREFORE***, in consideration of the covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged it is mutually agreed as follows:

1. Amendment of Project Documents. The Project Documents are hereby amended to delete the legal description of our project which is set forth as Schedule A to the Bill of Sale, Lease and Memorandum of Lease and to incorporate the attached Schedule A and Schedule A-1 in its place and stead.

2. Integration. In the event of a conflict between the terms of any of the Project Documents and this Omnibus Amendment to Project Documents, the terms and conditions hereof shall control.

*IN WITNESS WHEREOF*, the parties hereto have executed this Agreement effective as of the 5<sup>th</sup> day of August, 2010.

COUNTY OF SULLIVAN INDUSTRIAL  
DEVELOPMENT AGENCY



By: Allan C. Scott, Chief Executive Officer

MADASA REALTY, LLC



By: Laurence Fishman, Sole Member

## SCHEDULE

A

All that parcel of land situate in the Town of Fallsburg, County of Sullivan, State of New York, being part of Division Lot 20, Great Lot One of the Hardenburgh Patent, and being bounded and described as follows:

BEGINNING at a point in the center of the pavement of Route 42 running between Kiamesha Lake and South Fallsburg, said point being South 35 degrees 20' West 268.4 feet, and South 35 degrees West 150.0 feet along said road center from the northwesterly corner of the property of Fallsburg Development Corporation as conveyed by Sam Glickman in 1959 (Liber 580 of Deeds, page 16), and runs thence South 54 degrees 21' East, passing 13.9 feet southerly of a water hydrant and passing through the center of a 12" maple tree, a distance of 400 feet; thence South 35 degrees 50' West 130 feet; thence North 54 degrees 21' West 400 feet to the center of the pavement of the aforesaid road; thence along said road center North 36 degrees 04' East 25.9 feet; and North 35 degrees East 104.1 feet to place of beginning, containing 1.2 acres of land, more or less, as surveyed by Robert F. Bruns, L.S., Liberty, New York, August, 1962.

Excepting and reserving the portion used or conveyed for public road purposes.

That said lot or parcel of land is subject to existing rights of way over the same of public utilities corporations, easements, rights of way of record and portions used for highway purposes. That said limitations will not interfere with the use and enjoyment of said premises or diminish the size thereof.

Said above described lot or parcel of land is subject to the following restrictions; The portion of the above premises lying between the South Fallsburg-Monticello Highway and the Trolley Road on the premises, are restricted so that no chicken or animal farming, garbage dump or dumps of any kind shall be conducted and maintained thereon. Anything to the contrary notwithstanding, no loading, loading platforms or storage shall at any time be maintained within a distance of 75 feet from the New York State South Fallsburg-Monticello Highway No. 42 right of way fronting the premises on said New York State South Fallsburg-Monticello Highway No.42 and in no event shall and will any loading platform or storage facilities extend beyond the front of any commercial building or structure on said premises and the premises are further restricted that no commercial structure or building shall be erected and maintained on the frontage of said New York State South Fallsburg-Monticello Highway No. 42 with loading platforms or open storage facilities on the front of said commercial structure of building and facing New York State South Fallsburg-Monticello Highway No. 42. All of the above restrictions are covenants running with the land forever.

Being the same premises described in a deed dated October 5, 1962 made by Fallsburg Development Corporation to Victor Properties, Inc. and recorded in the Sullivan County Clerk's Office on October 5, 1962 in Liber 644 of Deeds at Page 436.

SCHEDULE

A-1

LAWRENCE I. OESTRICH, L.L.S.

NEW YORK STATE LICENSED LAND SURVEYOR  
ESTIMATES BOUNDARIES SUBDIVISIONS  
USING FILES OF IRVIN OESTRICH, JR. AND ROBERT E. BRUNS

BOX 354  
KAUNEONGA LAKE, NY 12749  
PHONE (845) 791-4543

Lands to be Annexed  
To Fallsburg 60-1-22

All that Lot or Parcel of land situate in the Town of Fallsburg, County of Sullivan, State of New York being a part of the lands conveyed to Dimifini Group, LTD., recorded by Land Record Book 1573 at page 593 and being more particularly described as follows:

Beginning at a point in the approximate old center of N.Y.S. Rte. No. 42, being N37°37'55"E 176.58' from the most westerly corner of the Grantor (L.1573, Pg.593). Thence along the said center of the Road N37°37'55"E 25.00' to the most westerly corner of the Grantee herein (L.2145, Pg.85). Thence along the bounds of the same S53°34'57"E 400.00' to the most southerly corner of the Grantee herein. Thence through the lands of the Grantor S36°36'03"W 25.00' to a point. Thence still through the lands of the Grantor N53°34'55"W 400.45' to the point of beginning. Containing 0.23 acres of land to be the same more or less as surveyed by Lawrence I. Oestrich L.L.S. in March, 2010.

The above described premises are also shown on a Lot Line Change Map to be filed in the Sullivan County Clerk's Office.

The above described premises are to be annexed to the lands known on the Sullivan County Tax Maps as Fallsburg 60-1-22 and is never to be considered a separate lot a part from the lands to which it is annexed.

Subject to and/or excepting from the above described premises all that land now used or previously conveyed for public highway purposes.

Subject to and also conveying all rights, restrictions, reservations, regulations, grants, conditions, covenants, right of ways and easements of record.

Being a portion of premises as described in Deed Liber 1573 at Page 593 and recorded March 13, 1992 in the Sullivan County Clerk's Office, and as more particularly depicted on a map entitled "Lot Line Change" dated March 6, 2010, as prepared by Lawrence I. Oestrich, L.L.S. and approved by the Town of Fallsburg Planning Board on March 9, 2010, which map was filed in the Sullivan County Clerk's Office on March 29, 2010 as #13/32 instrument #2010-767.