

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 October 19, 2015, at 11:00 a.m. local time.

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	[√]	[]
Edward T. Sykes	[]	[√]
Suzanne Loughlin	[]	[√]
Charles Barbuti, Jr.	[√]	[]
Sean Rieber	[√]	[]
Howard Siegel	[√]	[]
Carol Roig	[√]	[]
Paul Guenther	[]	[√]
Scott Smith	[√]	[]

The following persons were also present:

Steve White, Chief Executive Officer

Jennifer CS Brylinski, Agency Executive Director

Jennifer M. Flad, Agency Vice-President of Government Affairs and
Business Development

Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Howard Siegel, and seconded by Sean Rieber, to wit:

Resolution No. 25 - 15

RESOLUTION OF THE AGENCY CONSENTING TO THE ASSIGNMENT BY CANNIE D'S CORNER CORP. ("CANNIE D'S") OF ALL RIGHT, TITLE AND INTEREST IN AND TO THE PROJECT LOCATED AT 4 SCHUMWAY ROAD, TOWN OF NEVERSINK, COUNTY OF SULLIVAN, STATE OF NEW YORK TO MARK MCLEWIN AND CRISTINA ABY-AZAR OR ONE OR MORE ENTITIES TO BE FORMED ("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, on or about August 28, 2003 Cannie D's and the Agency entered into an Agent Agreement pursuant to which the Agency appointed Cannie D's as its Agent to construct an approximately 6,400 square foot convenience store with gasoline island and two (2) ancillary store fronts ("Project") on premises located at 4 Schumway Road in the Town of Neversink, County of Sullivan, State consisting of approximately 2.8± acres and identified on the Town of Neversink tax map as Section 35, Block 1, Lot 8.4 ("Land"); and

WHEREAS, on or about December 3, 2003, Cannie D's Corner Corp. ("Cannie D's") and the Agency closed on a straight lease transaction relating to the Project and in furtherance thereof entered into various agreements including but not limited to a Lease Agreement and a Payment in Lieu of Tax Agreement ("Agency Documents"); and

WHEREAS, Cannie D's desires to transfer, assign and convey all of its right, title and interest in and to the Project and all of its rights under the Agency Documents to the Company, and the Company subject to the terms and conditions of the Agency Documents, desires to accept and purchase all of Cannie D's right, title and interest in and to the Project and all of its rights under the Agency Documents; and

WHEREAS, pursuant to Section 6.3 of the Lease Agreement by and between the Agency and Cannie D's, the Company by its Letter, dated October 9, 2015 has requested the Agency's consent to such assignment.

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

Section 1. The Agency hereby consents to the assignment of all of Cannie D's right, title and interest in and to the Project and all of its right under the Agency Documents to Mark McLewin and Cristina Aby-azar or one or more entities to be formed by them.

Section 2. The Chairman, Vice Chairman or Chief Executive Officer of the Agency, each acting individually are each hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to amend and restate the Agency Documents and effectuate the change in control.

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 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 4. These resolutions shall take effect immediately.

The question of adoption of the foregoing resolutions were 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
Edward T. Sykes	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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
Charles Barbuti, Jr.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<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
Carol Roig	<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
Scott Smith	<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:

- 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.
- Such resolution was passed at a meeting of the Agency duly convened in public session on the 19th day of October, 2015 at 11:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, New York at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[<input checked="" type="checkbox"/>]	[]
Edward T. Sykes	[]	[<input checked="" type="checkbox"/>]
Suzanne Loughlin	[]	[<input checked="" type="checkbox"/>]
Charles Barbuti, Jr.	[<input checked="" type="checkbox"/>]	[]
Sean Rieber	[<input checked="" type="checkbox"/>]	[]
Howard Siegel	[<input checked="" type="checkbox"/>]	[]
Carol Roig	[<input checked="" type="checkbox"/>]	[]
Paul Guenther	[]	[<input checked="" type="checkbox"/>]
Scott Smith	[<input checked="" type="checkbox"/>]	[]

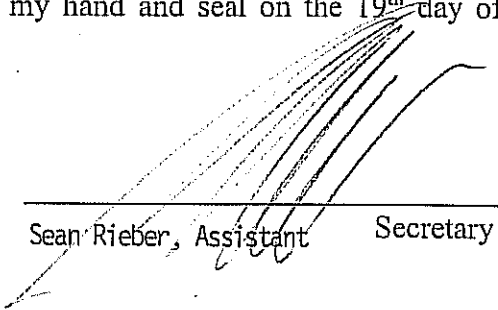
- The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Suzanne Loughlin	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Charles Barbuti, Jr.	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Sean Rieber	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Scott Smith	[<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 19th day of October, 2015.



Sean Rieber, Assistant Secretary