

## OMNIBUS AMENDMENT TO PROJECT DOCUMENTS

*THIS OMNIBUS AMENDMENT TO PROJECT DOCUMENTS* (“Omnibus Amendment”), effective as of December 31, 2018 by and between Center One Holdings LLC, a New York limited liability company, having an office at c/o Barry Braunstein, 3478 Bedford Avenue, Brooklyn, New York 11210 (“Company”) and 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 548 Broadway, Monticello, New York 12701 (“Agency”).

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 Articles 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 May 1, 2015 the Company and the Agency entered into the following documents:

Agent Agreement  
Environmental Compliance and Indemnification Agreement  
Amended and Restated Lease Agreement  
Amended and Restated Payment in Lieu of Tax Agreement

(collectively, the “Transaction Documents”); and

WHEREAS, the Transaction Documents established a method for providing notices, as follows:

Agent Agreement	Section 8
Environmental Compliance and Indemnification Agreement	Section 6(a)
Amended and Restated Lease Agreement	Section 9.1
Amended and Restated Payment in Lieu of Tax Agreement	Section 21(a)

(collectively, the “Notice Provisions”); and

WHEREAS, on or about December 31, 2018 the Company and the Agency executed and delivered a Mortgage and related documents (“Mortgage”) in favor of Cross River Bank (“Bank”); and

WHEREAS, the Bank required that the Notice Provision be amended so that during the period of time the Company is indebted to the Bank for amounts secured by the Mortgage, a copy of any notice sent to the Company shall be contemporaneously sent to the Bank; and

WHEREAS, in order to comply with the Bank’s requirement for notice, the Company and the Agency must enter into this Omnibus Amendment.

NOW, THEREFORE, in consideration of the mutual 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 to Transaction Documents. The Notice Provisions be amended to add to the end thereof the following:

“So long as the Company is indebted to the Bank for amounts secured by the Mortgage, any notice provided to the Company shall be contemporaneously sent to the Bank, at the following address:

Cross River Bank  
885 Teaneck Road  
Teaneck, New Jersey 07666  
Attention: Senior Lending Officer”

2. Integration. Except as herein amended, all other terms and conditions of the Transaction Documents shall remain in full force and effect.

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IN WITNESS WHEREOF, the Company and the Agency have caused this Omnibus Amendment to be executed in their respective names, all as of the date first above written.

CENTER ONE HOLDINGS LLC



By: Barry Braunstein, Authorized Signatory

COUNTY OF SULLIVAN INDUSTRIAL  
DEVELOPMENT AGENCY



By: Edward T. Sykes, Chief Executive Officer