

FIRST AMENDMENT TO MASTER DEVELOPMENT
AND AGENT AGREEMENT

THIS FIRST AMENDMENT TO MASTER DEVELOPMENT AND AGENT AGREEMENT ("First Amendment"), is effective as of the 1st day of July, 2020 which amends that certain Master Development and Agent Agreement, dated as of July 1, 2015 ("Agreement") by and among 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 548 Broadway, Monticello, New York 12701 ("Agency"), ROCK MEADOW PARTNERS, LLC ("Rock Meadow") together with its affiliates, GREAT PINE, LLC ("Great Pine"), NARO BUILDING, LLC ("Naro Building") and INDIAN FIELDS, LLC ("Indian Fields" together with Rock Meadow, Great Pine and Naro Building are collectively referred to as "Company"), each a Delaware limited liability company with a mailing address of 30 Essex Place, Bronxville, New York 10708. All capitalized terms not herein defined shall have the respective meanings ascribed thereto in the Agreement.

WITNESSETH:

WHEREAS, the Agreement provided for a Development Period of five (5) years, expiring July 1, 2020; and

WHEREAS, the Agency has authorized extension of the Development Period to a period of seven (7) years, expiring July 1, 2022.

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:

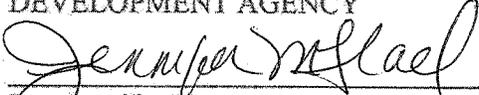
1. Section 1, Scope of Agency and Agency Benefits, subsection (a) Master Developer Designation, is hereby amended to delete the references to a Development Period as a five (5) year period and replace the references with a seven (7) year period.

2. The Agency shall confer with the Company not less than thirty (30) days prior to the expiration of the Development Period to determine the extent, if any, that an additional extension is warranted.

3. Except as herein amended, all other terms and conditions of the Agreement shall remain in full force and effect. If there shall be any conflict or inconsistency between the terms of this First Amendment and the Agreement, the terms of this First Amendment shall control

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment as of the day and year first above written.

COUNTY OF SULLIVAN INDUSTRIAL
DEVELOPMENT AGENCY

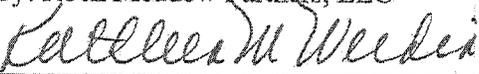

By: Jennifer Flad, Executive Director

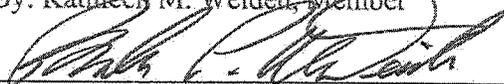
ROCK MEADOW PARTNERS, LLC.


By: Kathleen M. Weiden, Member

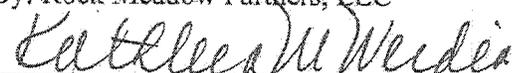

By: Brendan P. Weiden, Member

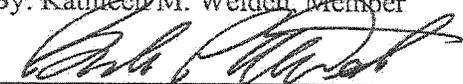
GREAT PINE, LLC

By: Rock Meadow Partners, LLC

By: Kathleen M. Weiden, Member

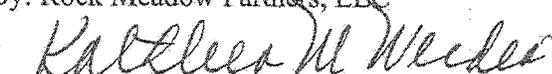

By: Brendan P. Weiden, Member

NARO BUILDING, LLC

By: Rock Meadow Partners, LLC

By: Kathleen M. Weiden, Member


By: Brendan P. Weiden, Member

INDIAN FIELDS, LLC

By: Rock Meadow Partners, LLC

By: Kathleen M. Weiden, Member


By: Brendan P. Weiden, Member