

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich (Monroe County Legislature)

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the renovation of an existing building and the construction of an expansion thereto, all located at 491 Elmgrove Road in the Town of Greece, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
491 ELMGROVE PARK LLC
AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING,
RENOVATING, CONSTRUCTING, EQUIPPING, REPAIRING AND
MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND
DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN
FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, **491 ELMGROVE PARK LLC**, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 2.20-acre parcel of land located at 491 Elmgrove Road in the Town of Greece, New York (the "Land"); (B) the renovation of the existing approximately 8,160 square-foot building thereon together with the construction of an approximately 14,000 square-foot expansion to the existing building (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be subleased to (i) Handy Dandy Wood for use as a mattress manufacturing facility; (ii) Upstate Asphalt Maintenance, Inc.; and (iii) LBCG, Inc., for use as its primary office and data storage facility; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the renovation, construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved.

Section 3. The form and substance of a proposed agent agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth

the undertakings of the Agency and the Company with respect to the development of the Facility (the "Agent Agreement") is hereby approved. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and renovate, construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 5. The Company is hereby appointed the true and lawful agent of the Agency to acquire, renovate, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, renovating, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 6. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$140,000** which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$11,200**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 8. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 9. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. This resolution shall take effect immediately.

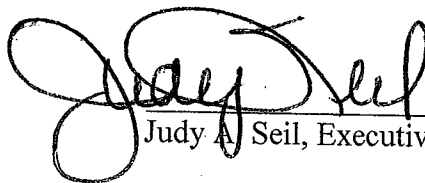
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013.

A handwritten signature in black ink, appearing to read "Judy A. Seil", is written over a horizontal line.

Judy A. Seil, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich, County Legislature

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the renovation of an existing building and the construction of an expansion thereto, all located at 491 Elmgrove Road in the Town of Greece, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION AUTHORIZING THE ACQUISITION OF A
LEASEHOLD INTEREST IN AND THE LEASING OF THE
491 ELMGROVE PARK LLC FACILITY
AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 2.20-acre parcel of land located at 491 Elmgrove Road in the Town of Greece, New York (the "Land"); (B) the renovation of the existing approximately 8,160 square-foot building thereon together with the construction of an approximately 14,000 square-foot expansion to the existing building (collectively, the "Improvements"), (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), and (D) the lease of the Facility to 491 Elmgrove Park LLC (the "Company") for sublease to (i) Handy Dandy Wood for use as a mattress manufacturing facility; (ii) Upstate Asphalt Maintenance, Inc.; and (iii) LBCG, Inc., for use as its primary office and data storage facility; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on September 17, 2013, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and

economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility, (ii) lease the Facility from the Company pursuant to the Lease Agreement; and (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement; and (iv) execute, deliver and perform the PILOT Agreement.

Section 3. The Agency is hereby authorized to acquire an interest in the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The

execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Executive Director, Deputy Executive Director or any officer of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 or provided for by the provisions of the Leaseback Agreement, and to execute and deliver all such additional certificates, instruments and documents, 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, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013


Judy A. Seif, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich (Monroe County Legislature)

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the renovation of the existing Courtyard by Marriott into a Fairfield Inn by Marriot located at 400 Paddy Creek Circle in the Town of Greece, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
E.J. DEL MONTE CORP.

AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING,
RENOVATING, EQUIPPING, REPAIRING AND MAINTAINING THE
FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN
AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND
DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, **E.J. DEL MONTE CORP.**, a New York corporation, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 3.01-acre parcel of land located at 400 Paddy Creek Circle in the Town of Greece, New York (the "Land") together with the existing approximately 46,500 square-foot 78-room Courtyard by Marriott located thereon (the "Existing Improvements"); (B) the complete renovation of the Existing Improvements including the conversion of the hotel to a Fairfield Inn by Marriott (the "Improvements"), (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property including, but not limited to, new carpeting and wall vinyl in the corridors, new soft goods for all guestrooms and new furniture in the guestrooms (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease or sublease of the Facility to the Company; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the renovation, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The form and substance of a proposed agent agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth

the undertakings of the Agency and the Company with respect to the development of the Facility (the "Agent Agreement") is hereby approved. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and renovate and equip the Facility, and (iii) lease the Facility to the Company.

Section 5. The Company is hereby appointed the true and lawful agent of the Agency to acquire, renovate and equip the Facility, and such appointment includes the following activities as they relate to the renovation, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 6. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$1,409,600** which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$112,768**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 8. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 9. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. This resolution shall take effect immediately.

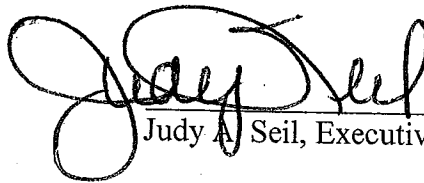
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013.

A handwritten signature in black ink, appearing to read "Judy A. Seil", is written over a horizontal line.

Judy A. Seil, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich, County Legislature

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the renovation of the existing Courtyard by Marriott into a Fairfield Inn by Marriott located at 400 Paddy Creek Circle in the Town of Greece, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION AUTHORIZING THE ACQUISITION OF A
LEASEHOLD INTEREST IN AND THE LEASING OF THE
E.J. DEL MONTE CORP. FACILITY
AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 3.01-acre parcel of land located at 400 Paddy Creek Circle in the Town of Greece, New York (the "Land") together with the existing approximately 46,500 square-foot 78-room Courtyard by Marriott located thereon (the "Existing Improvements"); (B) the complete renovation of the Existing Improvements including the conversion of the hotel to a Fairfield Inn by Marriott (the "Improvements"), (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property including, but not limited to, new carpeting and wall vinyl in the corridors, new soft goods for all guestrooms and new furniture in the guestrooms (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease or sublease of the Facility to E.J. Del Monte Corp. (the "Company"), all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on September 17, 2013, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and

economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility, (ii) lease the Facility from the Company pursuant to the Lease Agreement; and (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement.

Section 3. The Agency is hereby authorized to acquire an interest in the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement and the Leaseback Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement and the Leaseback Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Executive Director, Deputy Executive Director or any officer of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional

Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 or provided for by the provisions of the Leaseback Agreement, and to execute and deliver all such additional certificates, instruments and documents, 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, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013


Judy A. Seil, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich (Monroe County Legislature)

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the construction of an addition to an existing warehouse and production facility located at 443-445 Portland Avenue in the City of Rochester, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
FEE BROTHERS, INC.

AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING,
CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE
FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN
AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND
DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, **FEE BROTHERS, INC.**, a New York corporation, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 0.11-acre parcel of land located at 443-445 Portland Avenue in the City of Rochester, Monroe County, New York (the "Land"); (B) the construction of an approximately 5,160 square-foot expansion (the "Improvements") to the existing approximately 19,800 square-foot warehouse and production facility located on the Land; (C) the acquisition and installation in, on or about the Improvements of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and (D) the lease of the Facility to the Company to be used in its business of manufacturing cocktail mixes, botanical waters, brines, cordial syrups and bitters; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The form and substance of a proposed agent agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth

the undertakings of the Agency and the Company with respect to the development of the Facility (the "Agent Agreement") is hereby approved. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 5. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, the Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 6. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$245,988** which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$19,679**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 8. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 9. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. This resolution shall take effect immediately.

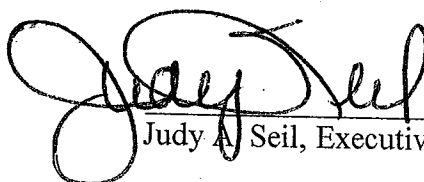
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013.

A handwritten signature in black ink, appearing to read "Judy A. Seil", is written over a horizontal line.

Judy A. Seil, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich (Monroe County Legislature)

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the construction of an addition to an existing warehouse and production facility located at 443-445 Portland Avenue in the City of Rochester, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION AUTHORIZING THE ACQUISITION OF A
LEASEHOLD INTEREST IN AND THE LEASING OF THE
FEE BROTHERS, INC. FACILITY
AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18 A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 0.11-acre parcel of land located at 443-445 Portland Avenue in the City of Rochester, Monroe County, New York (the "Land"); (B) the construction of an approximately 5,160 square-foot expansion (the "Improvements") to the existing approximately 19,800 square-foot warehouse and production facility located on the Land; (C) the acquisition and installation in, on or about the Improvements of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and (D) the lease of the Facility to **Fee Brothers, Inc.** (the "Company") to be used in its business of manufacturing cocktail mixes, botanical waters, brines, cordial syrups and bitters; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on September 17, 2013, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and

economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility, (ii) lease the Facility from the Company pursuant to the Lease Agreement; and (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement; and (iv) execute, deliver and perform the PILOT Agreement.

Section 3. The Agency is hereby authorized to acquire an interest in the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the

Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Executive Director, Deputy Executive Director or any officer of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 or provided for by the provisions of the Leaseback Agreement, and to execute and deliver all such additional certificates, instruments and documents, 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, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013


Judy A. Seil, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich, Monroe County Legislature

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the construction and equipping of a 136-room Hilton Garden Inn to be located on Elmwood Avenue in the City of Rochester, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
ELMWOOD PROPERTY AT COLLEGETOWN LLC
AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING,
CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE
FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN
AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND
DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, **ELMWOOD PROPERTY AT COLLEGETOWN LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition or retention by lease, license or otherwise, of an interest in a portion of an approximately 1-acre parcel of land (part of the Collegetown development) located on Elmwood Avenue in the City of Rochester, New York (the "Land"); (B) the construction on the Land of an approximately 107,728 square foot 136-room Hilton Garden Inn including approximately 5,000 square feet of meeting room space and a full-service restaurant (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be used by business travelers visiting the Rochester area and specifically the Strong Medical Center and the University of Rochester; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The form and substance of a proposed agent agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth

the undertakings of the Agency and the Company with respect to the development of the Facility (the "Agent Agreement") is hereby approved. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 5. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, the Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 6. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$8,390,000** which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$671,200**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 8. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 9. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. This resolution shall take effect immediately.

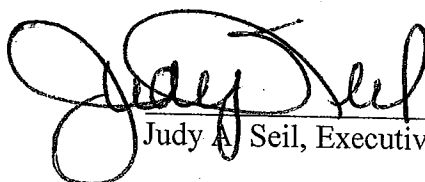
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013.

A handwritten signature in black ink, appearing to read "Judy A. Seil", is written over a horizontal line.

Judy A. Seil, Executive Director

Date: September 17, 2013

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on September 17, 2013, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

ABSENT:

ALSO PRESENT: Judy A. Seil, Executive Director
Michael J. Townsend, Esq., Agency Counsel
Richard Yolevich, Monroe County Legislature

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the construction and equipping of a 136-room Hilton Garden Inn to be located on Elmwood Avenue in the City of Rochester, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Theresa B. Mazzullo
Ann L. Burr
Rosalind Gerbracht
Stephen B. Moore
Eugene Caccamise
Clint Campbell
Jay Popli

RESOLUTION AUTHORIZING THE ACQUISITION OF A
LEASEHOLD INTEREST IN AND THE LEASING OF THE
ELMWOOD PROPERTY AT COLLEGETOWN LLC FACILITY
AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition or retention by lease, license or otherwise, of an interest in a portion of an approximately 1-acre parcel of land (part of the Collegetown development) located on Elmwood Avenue in the City of Rochester, New York (the "Land"); (B) the construction on the Land of an approximately 107,728 square foot 136-room Hilton Garden Inn including approximately 5,000 square feet of meeting room space and a full-service restaurant (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be leased to **Elmwood Property at Collegetown LLC** (the "Company") for use by business travelers visiting the Rochester area and specifically the Strong Medical Center and the University of Rochester), all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on September 17, 2013, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and

economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility, (ii) lease the Facility from the Company pursuant to the Lease Agreement; and (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement.

Section 3. The Agency is hereby authorized to acquire an interest in the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement and the Leaseback Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement and the Leaseback Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Executive Director, Deputy Executive Director or any officer of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional

Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 or provided for by the provisions of the Leaseback Agreement, and to execute and deliver all such additional certificates, instruments and documents, 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, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of September, 2013


Judy A. Seil, Executive Director