

Date: June 19, 2013

At a meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), held on June 19, 2013 at 8:00 a.m. local time, the Town of Brookhaven Division of Economic Development, 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun, III, Gasper C. Celauro, Felix J. Grucci, Jr.,
Ronald J. LaVita, Peter G. Moloney, John Rose & Ann-Marie Scheidt

Absent:

Recused: Gasper C. Celauro

Also Present: Lisa M. G. Mulligan, Chief Executive Officer
James Ryan, Chief Financial Officer

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 the consent to the subleasing of a portion of the Agency’s Six Roses LLC/Clare Rose, Inc. Facility.

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

Voting Aye

Voting Nay

Braun

Grucci

LaVita

Moloney

Rose

Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY PERTAINING TO THE CONSENT TO THE SUBLEASING OF A PORTION OF THE AGENCY'S SIX ROSES LLC/CLARE ROSE, INC. FACILITY AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as the same may be amended from time to time (collectively, the "**Act**"), the Town of Brookhaven Industrial Development Agency (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, the Agency has previously entered into a transaction with Six Roses LLC, a limited liability company organized and existing under the laws of the State of New York (the "**Company**"), in which the Agency assisted in the acquisition of an approximately 34 acre parcel of land located at the southwest corner of the Long Island Expressway and the William Floyd Parkway, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map. No. 200-584-01-p/o 1.007) (the "**Land**"), and the construction and equipping thereon of an approximately 269,567 square foot building including, without limitation, the furnishing and equipping of corporate office and warehouse space (the "**Improvements and Equipment**"; and, together with the Land, the "**Facility**"), as leased by the Agency to the Company and subleased by the Company to, and used by Clare Rose, Inc., a corporation organized and existing under the laws of the State of New York (the "**Sublessee**"), in its business as a distributor of alcoholic and non-alcoholic beverages to major and independent chain grocery stores, local and chain restaurants and as a wholesale distributor for Anheuser-Busch products and for further sub-sublease in part by the Sublessee to Environmental Resource Recycling, Inc., a New York business corporation (the "**Environmental Resource**"); and

WHEREAS, the Agency currently leases the Facility to the Company pursuant to a Lease Agreement, dated as of August 1, 2009 (the "**Lease Agreement**"), by and between the Agency, as lessor, and the Company, as lessee; and

WHEREAS, the Company currently subleases the Facility to the Sublessee pursuant to the Lease Agreement, dated as of July 20, 2009 (the "**Sublease Agreement**"), by and between the Company, as sublessor, and the Sublessee, as sublessee; and

WHEREAS, the Sublessee currently sub-subleases a portion of the Facility to Environmental Resource pursuant to an in accordance with the Sublease Agreement, dated August 25, 2009 (the "**Tenant Sublease Agreement**"), by and between the Sublessee, as sub-sublessor, and Environmental Resource, as sub-sublessee; and

WHEREAS, the Sublessee is now in negotiations with Ryder Truck Rental, Inc., a Florida business corporation authorized to transact business in the State of New York (the "**Tenant**"), to sublease a portion of the Facility located at 100 Clare Rose Executive Park

Drive, Yaphank, New York (the “**Demised Premises**”), consisting of a three (3) bay maintenance facility, including a parts storage room and a locker storage area, together measuring approximately 3,200 square feet, for a term of commiserate with a certain Ryder Programmed Maintenance Agreement, dated May 17, 2012 (the “**Vehicle Agreement**”), between the Sublessee and the Tenant to be used as a truck maintenance facility, initially housing approximately three (3) full-time employees; and

WHEREAS, the Company and the Sublessee have requested that the Agency consent to the subleasing of a portion of the Facility to the Tenant; and

WHEREAS, the Facility may not be subleased, in whole or in part, without the prior written consent of the Agency; and

WHEREAS, such consent may be manifested by the execution and delivery of a Tenant Agency Compliance Agreement, to be dated a date to be determined, between the Agency and the Tenant (the “**Tenant Agency Compliance Agreement**”); and

WHEREAS, the Company and the Sublessee have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the subleasing of a portion of the Facility to the Tenant;

NOW, THEREFORE, BE IT RESOLVED by the 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 subleasing of a portion of the Facility to the Tenant will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(c) Based on the certification of the Tenant in the Tenant Agency Compliance Agreement, the occupancy of the Facility by the Tenant shall not result in the removal of a facility or plant of the Tenant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Tenant located within the State; unless: (i) such occupation of the Facility is reasonably necessary to discourage the Tenant from removing such other plant or facility to a location outside the State, or (ii) such occupation of the Facility is reasonably necessary to preserve the competitive position of the Tenant in its industry; and

(d) It consents to the subleasing of a portion of the Facility to the Tenant; and

(e) The execution of the Tenant Agency Compliance Agreement will satisfy the requirement of Section 9.3 of the Lease Agreement that any subleasing of the Facility be consented to in writing by the Agency; and

(f) It is desirable and in the public interest for the Agency to consent to the subleasing of a portion of the Facility and to enter into the Tenant Agency Compliance Agreement.

Section 2. In consequence of the foregoing, the Agency hereby determines to enter into the Tenant Agency Compliance Agreement.

Section 3. The form and substance of the Tenant Agency Compliance Agreement (in substantially the form presented to the Agency and which, prior to the execution and delivery thereof, may be redated) is hereby approved.

Section 4.

(a) The Chairman, the Chief Executive Officer or Deputy Executive Director or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Tenant Agency Compliance Agreement, in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Chief Executive Officer or Deputy Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman, the Chief Executive Officer or Deputy Executive Director and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, the Chief Executive Officer or Deputy Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, the Chief Executive Officer or Deputy Executive Director or any member 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 Lease Agreement).

Section 5. 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 Agency Documents, 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 Agency Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on the 19th day of June, 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 Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or 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 the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 19th day of June, 2013.

By _____
Secretary

Date: August 21, 2014

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held at Suffolk Transportation Services, Inc., 1162 Old Town Road, Coram, New York 11727 on the 21st day of August, 2014 the following members of the Agency were:

Present: Frederick C. Braun, III
Martin Callahan
Michael Kelly
Scott Middleton
John Rose
Ann-Marie Scheidt

Absent: Felix J. Grucci, Jr.

Also Present: Lisa M. G. Mulligan, Chief Executive Officer
James Ryan, Chief Financial Officer

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 pertaining to acquisition of an interest in, or title to, a certain industrial development facility more particularly described below (Six Roses LLC/Clare Rose, Inc. Facility).

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

Voting Aye

Voting Nay

Braun
Callahan
Kelly
Middleton
Rose
Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, INSTALLATION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR SIX ROSES LLC AND CLARE ROSE, INC., AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDMENT AND MODIFICATION AGREEMENT AND AN AMENDED AND RESTATED PAYMENT-IN-LIEU OF TAX AGREEMENT AND APPROVING THE FORM, SUBSTANCE AND EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as the same may be amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power, among other things, to assist with certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously entered into a straight lease transaction on behalf of Six Roses LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 72 Clare Rose Boulevard, Patchogue, New York 11772 (the “**Company**”), consisting of the acquisition of an approximately 34 acre parcel of land located at the southwest corner of the Long Island Expressway and the William Floyd Parkway, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map. No. 200-584-01-p/o 1.007) (the “**Land**”), and the construction and equipping thereon of an approximately 269,567 square foot building including, without limitation, the furnishing and equipping of corporate office and warehouse space (the “**Improvements**” and “**Equipment**”; and, together with the Land, the “**Original Facility**”), all to be leased by the Agency to the Company and subleased by the Company to, and used by Clare Rose, Inc., a corporation duly organized and validly existing under the laws of the State of New York, having an office at 72 Clare Rose Boulevard, Patchogue, New York 11772 (the “**Sublessee**”) in its business as a distributor of alcoholic and non-alcoholic beverages to major and independent chain grocery stores, local and chain restaurants and as a wholesale distributor for Anheuser-Busch products; and

WHEREAS, the Agency leased the Original Facility to the Company pursuant to and in accordance with a certain Lease Agreement, dated as of August 1, 2009 (the “**Lease Agreement**”), between the Agency and the Company, and a Memorandum of Lease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, the Company subleased the Original Facility to the Sublessee pursuant to and in accordance with a certain Sublease Agreement, dated July 20, 2009 (the “**Sublease Agreement**”), between the Company and the Sublessee, and a Memorandum of Sublease Agreement was to be recorded in the Suffolk County Clerk’s office; and

WHEREAS, in connection with the leasing and the subleasing of the Original Facility, the Agency, the Company and the Sublessee entered into a Payment-in-Lieu-of-Tax Agreement, dated as of August 1, 2009 (the “**PILOT Agreement**”), whereby the Company

and the Sublessee agreed to make certain payments-in-lieu-of real property taxes on the Original Facility (as defined therein); and

WHEREAS, in connection with the leasing and the subleasing of the Original Facility, the Agency, the Company and the Sublessee entered into an Environmental Compliance and Indemnification Agreement, dated as of January 1, 2005 (the “**Environmental Compliance and Indemnification Agreement**”), whereby the Company and the Sublessee agreed to comply with all Environmental Laws (as defined therein) applicable to the Original Facility; and

WHEREAS, the Agency previously consented to a request from the Company and the Sublessee related to the sub-subleasing by the Sublessee of a portion of the Original Facility to Environmental Resource Recycling, Inc., a New York business corporation (the “**Tenant**”); and

WHEREAS, the Company and the Sublessee have now submitted to the Agency, a proposal to assist in the acquisition, installation and equipping of a photovoltaic system on the roof of the Original Facility (the “**2014 Facility**”; and together with the Original Facility, the “**Facility**”), in connection with the acquisition, installation and equipping of 2014 Improvements; and

WHEREAS, the Company will convey or cause to be conveyed an interest in the 2014 Facility to the Agency pursuant to a Bill of Sale, dated a date to be determined (the “**2014 Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency will amend the definition of facility to include the 2014 Facility pursuant to an amendment and modification agreement or such other agreement or agreements, to be dated as of August 1, 2014 or such other date as may be determined by the Chairman, Chief Executive Officer or counsel to the Agency (collectively, the “**Amendment Documents**”), by and among the Agency, the Company and the Sublessee, whereby the definition of Facility will be revised to include the 2014 Facility and each of the Transaction Documents (as defined in the Lease Agreement) will be amended to reflect such addition of 2014 Facility; and

WHEREAS, further, the Company and the Sublessee have requested that the Agency provide additional financial assistance to the Company and the Sublessee in the form of abatements of real property taxes pursuant to the terms of an Amended and Restated Payment in Lieu of Tax Agreement (the “**Amended and Restated PILOT Agreement**”), originally dated as of August 1, 2009, and to be amended and restated as of August 1, 2014, or such other date as may be determined by the Chairman, Chief Executive Officer or counsel to the Agency, by and among the Company, the Sublessee and the Agency, to include the 2014 Facility; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing the principal amount presently estimated to be \$3,625,000 but not to exceed \$4,000,000 in connection with

the financing of the acquisition, installation and equipping of the 2014 Facility and any future financing, refinancing or permanent financing of the costs of acquiring, installing and equipping the 2014 Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed \$315,000, and (iii) an abatement of real property taxes on the assessed value of the Facility (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; 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; and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the “**Hearing**”) will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, in connection with the leasing and the subleasing of the 2014 Facility, the Agency, the Company and the Sublessee will enter into a certain Recapture Agreement, dated as of August 1, 2014 or such date as may be determined by the Agency and counsel to the Agency (the “**Recapture Agreement**”), among the Agency, the Company and the Sublessee; and

WHEREAS, as security for a Loan or Loans (as such term is defined in the Lease Agreement), the Agency and the Company will execute and deliver to a lender or lenders not yet determined (collectively, the “**Lender**”), a mortgage or mortgages, and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, renovation and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee and to the representations by the Company and the Sublessee that the actions of the Agency as contemplated by this resolution and the Amendment Documents are either an inducement to the Company and the Sublessee to maintain and expand the Facility in the Town of Brookhaven or are necessary to maintain the competitive positions of the Company and the Sublessee in their respective industries; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the

State of New York (collectively, the “SEQR Act” or “SEQR”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the 2014 Facility may have a significant effect upon the environment, the Company and the Sublessee have prepared and submitted to the Agency an Environmental Assessment Form and related documents (the “Questionnaire”) with respect to the 2014 Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency; and

WHEREAS, the Agency constitutes an “Involved Agency” (as defined in SEQR);

WHEREAS, the Company and the Sublessee have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the 2014 Facility, the Amendment Documents and the modification and extension of the PILOT Benefits with respect to the 2014 Facility and the continued leasing of the Facility to the Company; and

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

Section 1. Based upon the Questionnaire prepared by the Company and the Sublessee and reviewed by the Agency and other representations and information furnished by the Company and the Sublessee regarding the 2014 Facility, the Agency determines that the action relating to the construction, equipping and operation of the 2014 Facility is an “unlisted” action, as that term is defined in the SEQR Act. The Agency also determines that the action will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman, the Chief Executive Officer or counsel to the Agency.

Section 2. 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;

(b) The 2014 Facility constitutes a “project”, as such term is defined in the Act;

(c) The continued leasing of the Facility by the Agency to the Company and further subleasing by the Company to the Sublessee will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act;

(d) Based upon representations of the Company, the Sublessee and their counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility are located;

(e) The Facility and the operations conducted therein does not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder;

(f) The Agency has determined that the acquisition, installation and equipping of the 2014 Facility, will promote and further the purposes of the Act;

(g) It is desirable and in the public interest for the Agency to acquire an interest in the 2014 Facility and lease the 2014 Facility to the Company for further subleasing of the 2014 Facility by the Company to the Sublessee;

(h) The Bill of Sale will be an effective instrument whereby the Agency will acquire an interest in the 2014 Facility;

(i) The Amendment Documents will be effective instruments whereby the Agency, the Company and the Sublessee agree to amend the definition of Facility to include the 2014 Facility and the Agency will lease the 2014 Facility to the Company and the Company will sublease the 2014 Facility to the Sublessee; and

(j) The Amended and Restated Payment-in-Lieu-of-Tax Agreement, will be an effective instrument whereby the Agency, the Company and the Sublessee set forth the terms and conditions of their agreement regarding the Company's and the Sublessee's payments in lieu of real property taxes in connection with the 2014 Facility; and

(k) The Recapture Agreement will be an effective instrument whereby the Agency, the Company and the Sublessee agree to provide for the obligations of the Company and the Sublessee under the Amendment Documents and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company and the Sublessee; and

(l) The Loan Documents to which the Agency is a party will be an effective instrument whereby the Agency and the Company agree to secure the loan made by the Lender to the Company.

Section 3. Subject to the provisions of this resolution, the Company and the Sublessee are hereby appointed the true and lawful agents of the Agency to construct, and equip the 2014 Facility on behalf of the Agency, with the authority to delegate their respective status as agents of the Agency to their respective agents, subagents, contractors, subcontractors, suppliers, vendors and other such parties as the Company and the Sublessee may choose. The appointment described above includes the following activities as they relate to the acquisition, installation and equipping of the 2014 Facility, whether or not the materials, services or supplies described below are incorporated into or become an integral part of the Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and

equipment in connection with the acquisition, installation and equipping of the 2014 Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquisition, installation and equipping of the 2014 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 2014 Facility. This agency appointment includes the power to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents 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 would the Agency if acting on its own behalf. This agency appointment expressly excludes the Company and the Sublessee from purchasing motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The aforesaid appointment of the Company and the Sublessee as agents of the Agency to install and equip the 2014 Facility shall expire at the earlier of (A) the completion of such acquisition, installation and equipping of the 2014 Facility, or (B) a date determined by the Agency, provided however, such appointment may be extended at the discretion of the Chairman or the Chief Executive Officer of the Agency for up to six (6) additional months, in each case or by the Agency Board for any period beyond such six (6) months, upon the written request of the Company and the Sublessee if such activities and improvements are not completed by such time.

Section 4. Subject to the provisions of this resolution, the Agency hereby determines to: (i) acquire an interest in the 2014 Facility and lease the 2014 Facility to the Company pursuant to the Amendment Documents, (ii) execute, deliver and perform the Amendment Documents, (iii) amend and restates the PILOT Agreement pursuant to the Amended and Restated PILOT Agreement to reflect extended and modified benefits related to the 2014 Facility, (iv) execute, deliver and perform the Amended and Restated PILOT Agreement, (v) grant mortgage liens on and security interests in and to the 2014 Facility pursuant to the mortgages, if a mortgage is required, and (vi) execute, deliver and perform any other documents to which the Agency is party in connection with the Loan Documents.

Section 5. Subject to the provisions of this resolution, the Agency is hereby authorized to acquire title to the 2014 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 6. The form and substance of the Amendment Documents, the mortgage, if any, the Amended and Restated PILOT Agreement and any Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 7. Subject to the provisions of this resolution,

(a) the Chairman, Vice Chairman, Chief Executive Officer, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment Documents, the Amended and Restated PILOT Agreement, the mortgage, if any, and any Loan Documents to which the Agency is a party in substantially the form thereof

presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Chief Executive Officer, or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Chief Executive Officer, or any member of the Agency is further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 8. Subject to the provisions of this resolution, the Agency hereby authorizes and approves the following economic benefits to be granted to the Company and the Sublessee in connection with the acquisition, installation and equipping of the 2014 Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing the principal amount presently estimated to be \$3,625,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, installation and equipping of the 2014 Facility and any future financing, refinancing or permanent financing of the costs of acquiring, installing and equipping the 2014 Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed \$315,000, and (iii) an abatement of real property taxes on the assessed value of the Facility (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency, consistent with the policies of the Agency.

Section 9. The Company and the Sublessee hereby agree to comply with Section 875 of the Act. The Company and the Sublessee further agree that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company and the Sublessee as agents of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 10. The law firm of Nixon Peabody LLP is hereby appointed Transaction Counsel to the Agency.

Section 11. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the described 2014 Facility in the foregoing resolution

Section 12. 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 Agency Documents, 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 Agency Documents binding upon the Agency.

Section 13. Any fees, expenses, including without limitation, legal fees and expenses, incurred by the Agency with respect to the Facility shall be paid by the Company and the Sublessee. By acceptance hereof, the Company and the Sublessee agree to pay such fees and expenses and further agrees to defend and indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 14. This resolution shall take effect immediately.

ADOPTED: August 20, 2014

ACCEPTED: _____ 2014

SIX ROSES LLC

By: _____

Name:

Title:

CLARE ROSE, INC.

By: _____

Name:

Title:

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on the 21st day of August, 2014, 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 to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 21st day of August, 2014.

By: _____
Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Town of Brookhaven Industrial Development Agency on the 20th day of August, 2014 at 9:30 a.m., local time, at One Independence Hill, 3rd Floor, Farmingville, New York, in connection with the following matters:

The Town of Brookhaven Industrial Development Agency (the “**Agency**”), has previously assisted in the acquisition of an approximately 34 acre parcel of land located at the southwest corner of the Long Island Expressway and the William Floyd Parkway, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map. No. 200-584-01-p/o 1.007) (the “**Land**”), and the construction and equipping thereon of an approximately 269,567 square foot building including, without limitation, the furnishing and equipping of corporate office and warehouse space (the “**Improvements and Equipment**”; and, together with the Land, the “**Original Facility**”), which is being leased by the Agency Six Roses LLC, a New York limited liability company (the “**Company**”), and subleased by the Company to, and used by, Clare Rose, Inc., a New York business corporation (the “**Sublessee**”), in its business as a distributor of alcoholic and non-alcoholic beverages to major and independent chain grocery stores, local and chain restaurants and as a wholesale distributor for Anheuser-Busch products and for further sub-lease in part by the Sublessee to Environmental Resource Recycling, Inc., a New York business corporation (the “**Tenant**”). The Company and the Sublessee have requested the Agency’s assistance in the construction, installation and equipping of a solar panels and related infrastructure to be installed on the roof of the Original Facility (the “**2014 Facility**”; and, together with the Original Facility, the “**Facility**”). The 2014 Facility will be owned, operated and/or managed by the Company.

The Agency will construct, install and equip the 2014 Facility and lease or sell the 2014 Facility together with the Original Facility to the Company. At the end of the lease term, the Company will purchase the Facility from the Agency. The Agency contemplates that it will provide financial assistance to the Company and the Sublessee in the form of abatement of real property taxes on the increased assessment, resulting from installation of the 2014 Facility, consistent with the policies of the Agency, sales tax exemptions, and exemptions from the mortgage recording tax if a mortgage is required now or in the future.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company and the Sublessee or the location or nature of the 2014 Facility.

Dated: August 9, 2014

TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY

By: Lisa MG Mulligan
Title: Chief Executive Officer

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

_____, being duly sworn, says that he is an officer of _____,
the publisher of a newspaper circulated generally throughout the Town of Brookhaven, New
York, and that the notice annexed hereto was published in said paper on the ____ day of
August, 2014.

Officer

Copy of
Legal Notice

Sworn to before me this ____
day of _____, 2014

Notary Public

EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON
August 20, 2014

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
(Six Roses LLC/Clare Rose, Inc. 2014 Facility)

1. Lisa MG Mulligan, Chief Executive Officer of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

2. The Chief Executive Officer then described the location and nature of the Facility to be financed as follows:

The Agency, has previously assisted in the acquisition of an approximately 34 acre parcel of land located at the southwest corner of the Long Island Expressway and the William Floyd Parkway, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map. No. 200-584-01-p/o 1.007) (the “**Land**”), and the construction and equipping thereon of an approximately 269,567 square foot building including, without limitation, the furnishing and equipping of corporate office and warehouse space (the “**Improvements and Equipment**”; and, together with the Land, the “**Original Facility**”), which is being leased by the Agency Six Roses LLC, a New York limited liability company (the “**Company**”), and subleased by the Company to, and used by, Clare Rose, Inc., a New York business corporation (the “**Sublessee**”), in its business as a distributor of alcoholic and non-alcoholic beverages to major and independent chain grocery stores, local and chain restaurants and as a wholesale distributor for Anheuser-Busch products and for further sub-sublease in part by the Sublessee to Environmental Resource Recycling, Inc., a New York business corporation (the “**Tenant**”). The Company and the Sublessee have requested the Agency’s assistance in the construction, installation and equipping of a solar panels and related infrastructure to be installed on the roof of the Original Facility (the “**2014 Facility**”; and, together with the Original Facility, the “**Facility**”). The 2014 Facility will be owned, operated and/or managed by the Company.

The Agency will construct, install and equip the 2014 Facility and lease or sell the 2014 Facility together with the Original Facility to the Company. At the end of the lease term, the Company will purchase the Facility from the Agency.

3. The Agency contemplates providing financial assistance to the Company and the Sublessee with respect to the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing the principal amount presently estimated to be \$3,625,000 but not to exceed \$4,000,000 in connection with the financing of the acquisition, installation and equipping of the 2014 Facility and any future financing, refinancing or permanent financing of the costs of acquiring, installing and equipping the 2014 Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed \$315,000, and (iii) an abatement of real property taxes on the assessed value of the

Facility, all consistent with the policies of the Agency, consistent with the policies of the Agency.

4. The hearing officer then opened up the hearing for comments from the floor for or against the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

5. The _____ then asked if there were any further comments and, there being none, the hearing was closed at _____ .m.

Secretary

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Brookhaven Industrial Development Agency (the “**Agency**”) on August 20, 2014, at 9:30 a.m. local time, at the Town of Brookhaven Department of Economic Development, 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of August 20, 2014.

Secretary

EXHIBIT C

Form of Proposed PILOT Benefits

Formula for In-Lieu-of-Taxes Payment: Town of Brookhaven, (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Suffolk County, Longwood Central School District and Appropriate Special Districts

Definitions

V = assessment based on all of the Land and those improvements constituting the Original Facility portion of the Facility.

W = increase in assessment of the Original Facility above V resulting from the acquisition, installation and equipping of the 2014 Facility.

Normal Tax Due = Those payments for taxes and assessments, other than special ad valorem levies, special assessments and service charges against real property located in the Town of Brookhaven (including any existing incorporated village or any village which may be incorporated after the date hereof, within which the 2014 Facility is wholly or partially located) which are or may be imposed for special improvements or special district improvements, that the Company and the Sublessee would pay without exemption.

Payment

Tax Year (for the 2014 Facility beginning with tax year 2016/2016). Payment with respect to V as defined in this Exhibit B is the entire formula set forth in Exhibit A.

2015/2016

2016/2017

2017/2018

2018/2019

2019/2020

2020/2021

2021/2022

2022/2023

2023/2024

2024/2025

2025/2026

2026/2027

2027/2028

2028/2029

2029/2030

and thereafter

Date: April 19, 2017

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held at 1 Independence Hill, Farmingville, New York 11738 on the 19th day of April, 2017, the following members of the Agency were:

Present: Frederick C. Braun, III
Martin Callahan
Felix J. Grucci, Jr.
Michael Kelly
Gary Pollakusky
Ann-Marie Scheidt

Recused:

Absent: Scott Middleton

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

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 the authorization of proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (Six Roses LLC/Clare Rose, Inc. Facility) and approving the execution and delivery of related documents.

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

Voting Aye

Voting Nay

Braun

Callahan

Grucci

Kelly

Pollakusky

Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING A
MORTGAGE FINANCING AND THE EXECUTION AND
DELIVERY OF LOAN DOCUMENTS IN CONNECTION
THEREWITH FOR THE SIX ROSES LLC/CLARE ROSE, INC.
FACILITY AND APPROVING THE FORM, SUBSTANCE,
EXECUTION AND DELIVERY OF SUCH RELATED
DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as the same may be amended from time to time (collectively, the "**Act**"), the Town of Brookhaven Industrial Development Agency (the "**Agency**"), was created with the authority and power among other things, to assist with certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency has previously entered into a transaction with Six Roses LLC, a limited liability company organized and existing under the laws of the State of New York (the "**Company**"), in which the Agency assisted in the acquisition of an approximately 34 acre parcel of land located at the southwest corner of the Long Island Expressway and the William Floyd Parkway, Town of Brookhaven, Suffolk County, New York (further identified as Tax Map. No. 200-584-01-p/o 1.007) (the "**Land**"), and the construction and equipping thereon of an approximately 269,567 square foot building including, without limitation, the furnishing and equipping of corporate office and warehouse space (the "**Improvements and Equipment**"; and, together with the Land, the "**Facility**"), as leased by the Agency to the Company and subleased by the Company to, and used by Clare Rose, Inc., a corporation organized and existing under the laws of the State of New York (the "**Sublessee**"), in its business as a distributor of alcoholic and non-alcoholic beverages to major and independent chain grocery stores, local and chain restaurants and as a wholesale distributor for Anheuser-Busch products and for further sub-sublease in part by the Sublessee to Environmental Resource Recycling, Inc., a New York business corporation (the "**Environmental Resource**"); and

WHEREAS, the Agency currently leases the Facility to the Company pursuant to a Lease Agreement, dated as of August 1, 2009, as amended by the Amendment to Lease Agreement, dated as of December 30, 2014 (collectively, the "**Lease Agreement**"), by and between the Agency, as lessor, and the Company, as lessee; and

WHEREAS, the Company currently subleases the Facility to the Sublessee pursuant to the Lease Agreement, dated as of July 20, 2009 (the "**Sublease Agreement**"), by and between the Company, as sublessor, and the Sublessee, as sublessee; and

WHEREAS, the Company and the Agency previously mortgaged their respective interests in the Facility to Wells Fargo Bank, National Association ("**Wells Fargo**"), as administrative agent for the benefit of Wells Fargo, JPMorgan Chase Bank, N.A. ("**Chase**"; and together with Wells Fargo, N.A., the "**Banks**") and certain other secured parties (the "**Secured Parties**"; and together with the Banks, the "**Lenders**") pursuant to (i) an

Acquisition Loan Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated August 25, 2009 (the "**Acquisition Loan Mortgage**"), from the Company and the Agency to Wells Fargo, securing an aggregate principal amount of \$8,650,000 (ii) a Building Loan Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated August 25, 2009 (the "**Building Loan Mortgage**"), from the Company and the Agency to Wells Fargo, securing an aggregate principal amount of \$25,550,000 and (iii) a Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated August 25, 2009 (the "**Guaranty Mortgage**"; and, together with the Acquisition Loan Mortgage and the Building Loan Mortgage, the "**Prior Mortgages**"), from the Company and the Agency to Wells Fargo, securing an aggregate principal amount of \$10,300,000 which Mortgages were intended to be recorded in the office of the Clerk of Suffolk County, New York; and

WHEREAS, the Company has requested the Agency's consent to the Company obtaining a new loan in the approximate amount of \$7,000,000 (the "**2017 Loan**") and entering into such mortgage documents as may be required by the Lenders, or such other lender as may be determined (the "**2017 Lender**"), to finance the costs of the acquisition, construction and equipping the Facility; and

WHEREAS, further, the Company has requested the Agency's consent to enter into a refinancing with the 2017 Lender, with respect to the Facility including a new mortgage in the approximate amount of \$7,000,000 to be consolidated with the Prior Mortgages to form a consolidated mortgage in the amount of \$26,500,000 (the "**2017 Refinancing**"); and

WHEREAS, as security for such 2017 Loan being made to the Company by the 2017 Lender, the Company has submitted a request to the Agency that it join with the Company in executing and delivering to the 2017 Lender one or more mortgages and such other loan documents, satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably requested by the 2017 Lender (the "**2017 Loan Documents**"); and

WHEREAS, the Agency contemplates that it will not provide financial assistance to the Company in the form of exemptions from mortgage recording taxes; 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;

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the financing or refinancing of the Facility and the continued leasing and subleasing of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the 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.
- (b) The Facility continues to constitute a “project”, as such term is defined in the Act.
- (c) The refinancing of the acquisition, construction and equipping of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.
- (d) The refinancing of the acquisition, construction and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.
- (e) Based upon representations of the Company and counsel to the Company, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located.
- (f) It is desirable and in the public interest for the Agency to assist in the refinancing of the acquisition, construction and equipping of the Facility.
- (g) The 2017 Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the 2017 Loan to the 2017 Lender.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) grant a mortgage on and security interest in and to the Facility pursuant to a certain mortgage and security agreement for the benefit of the 2017 Lender (the “**2017 Mortgage**”), provided, however, that the Agency shall not grant a mortgage recording tax exemption for the 2017 Mortgage to which the Agency is a party, (ii) execute, deliver and perform the 2017 Mortgage, (iii) execute, deliver the 2017 Loan Documents, and (iv) execute, deliver and perform such other related documents, that the Agency is a party, as may be necessary or appropriate to effect the 2017 Loan or any subsequent refinancing of the 2017 Mortgage.

Section 3. Subject to the provisions of this resolution and the Lease Agreement, the Agency is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the 2017 Mortgage and the 2017 Loan Documents and such other related documents as may be necessary or appropriate to effect the 2017 Loan, or any subsequent refinancing of the 2017 Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed.

Section 4. Subject to the provisions of this resolution and the Lease Agreement:

(a) the Chairman, Chief Executive Officer, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2017 Mortgage and the 2017 Loan Documents, together with such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) the Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 5. Subject to the provisions of this resolution and the Lease Agreement, 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 Agency Documents, 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 Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the financing or refinancing of the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the financing or refinancing of the Facility.

Section 7. This resolution shall take effect immediately.

ADOPTED: April 19, 2017

ACCEPTED: _____ 2017

SIX ROSES LLC

By: _____
Name:
Title:

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on April 19, 2017, 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 Agency Documents contained in this transcript of proceedings is in substantially the form presented to the Agency and/or 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 the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 19th day of April, 2017.

By: 
Secretary