

**AMENDED APPROVING RESOLUTION
NORTH DELAWARE HOLDINGS LLC AND STILLHOUSE
OF BUFFALO, LLC PROJECT**

A regular meeting of County of Cattaraugus Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency located at 9 East Washington Street in the Village of Ellicottville, Cattaraugus County, New York on June 6, 2017 at 11:15 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Thomas E. Buffamante	Chairman
Joseph E. Higgins	First Vice Chairman
James Snyder	Second Vice Chairman
Gregory J. Fitzpatrick	Secretary
Michael Wimer	First Assistant Secretary
Brent A. Driscoll	Treasurer
Vergilio Giardini	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Corey R. Wiktor	Executive Director
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by Brent Driscoll, seconded by James Snyder, to wit:

Resolution No. 0617-07

RESOLUTION AMENDING A RESOLUTION ENTITLED “RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NORTH DELAWARE HOLDINGS LLC AND STILLHOUSE OF BUFFALO, LLC.”

WHEREAS, County of Cattaraugus Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 536 of the 1971 Laws of New York, as amended, constituting Section 890-b of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on March 14, 2017, the members of the Agency adopted a resolution (the “Approving Resolution”) entitled “Resolution Authorizing Execution of Documents in Connection with a Lease/Leaseback Transaction for a Project for North Delaware Holdings LLC and Stillhouse Of Buffalo, LLC”; and

WHEREAS, subsequent to the adoption of the Approving Resolution, the Financial Assistance being provided by the Agency to the Company changed;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF CATTARAUGUS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The recital clauses to the Approving Resolution are hereby amended to include the following recital clause:

“WHEREAS, on May 12, 2017, the Agency received an amended application from the Company (the “Amended Application”), which Amended Application amends the Financial Assistance being provided by the Agency to the Company; and

Section 2. Section 3(D) of the Approving Resolution is hereby amended to read as follows:

“(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$750,000;”

Section 3. Except as amended by this Resolution, the Approving Resolution shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 4. This Resolution shall take effect immediately.

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

Thomas E. Buffamante	VOTING	Yes
Joseph E. Higgins	VOTING	Yes
James Snyder	VOTING	Yes
Gregory J. Fitzpatrick	VOTING	Yes
Michael Wimer	VOTING	Abstain
Brent A. Driscoll	VOTING	Yes
Vergilio Giardini	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of County of Cattaraugus Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on June 6, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 6th day of June, 2017.

(Assistant) Secretary

(SEAL)