

**RESOLUTION APPOINTING ADDITIONAL AUTHORIZED REPRESENTATIVES  
NORTHERN EAGLE BEVERAGES, INC. PROJECT**

A regular meeting of County of Otsego Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at 189 Main Street, Suite 500, in the City of Oneonta, Otsego County, New York on May 28, 2015 at 8:00 o'clock a.m., local time.

The meeting was called to order by the Treasurer of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Jeffrey C. Lord	Treasurer
Joseph A. Bernier	Secretary
Devin S. Morgan	Member
Craig Gelbsman	Member
James Salisbury	Member

ABSENT:

Robert S. Hanft	Chairman
James M. Jordan	Vice Chairman
Hugh I. Henderson	Assistant Secretary
Leonard Marsh	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Sandy Mathes	CEO
Elizabeth Horvath	COO
Kurt D. Schulte, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Joseph A. Bernier, seconded by James Salisbury, to wit:

Resolution No. 0515-\_\_

RESOLUTION APPROVING THE APPOINTMENT OF THE TREASURER AND  
THE SECRETARY OF THE COUNTY OF OTSEGO INDUSTRIAL  
DEVELOPMENT AGENCY IN CONNECTION WITH THE NORTHERN EAGLE  
BEVERAGES, INC. PROJECT.

WHEREAS, County of Otsego 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 252 of the 1973 Laws of New York, as amended, constituting Section 910-a 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Northern Eagle Beverages, Inc., a New York business corporation (the “Company”) has submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in an approximately 11.2 acre parcel of land located at 41 Browne Street in the Town of Oneonta, Otsego County, New York (Tax Map No. 299.00-1-11.05) (collectively, the “Land”), (2) the construction thereon of a building to contain approximately 82,000 square foot of space and related improvements on the Land (collectively, the “Facility”) and (3) the acquisition and installation thereon and therein of various machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company for use as a commercial and manufacturing warehouse facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on September 4, 2014 (the “Approving Resolution”), the Agency approved the Project and authorized the Chairman (and Vice Chairman) of the Agency to execute and deliver certain documents to undertake the Project; and

WHEREAS, the Agency desires to provide authorization for the Treasurer and the Secretary of the Agency to execute documents as an “Authorized Representative” of the Agency in connection with the undertaking of the Project;

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

Section 1. The Agency hereby appoints the Treasurer and the Secretary of the Agency as an “Authorized Representative” of the Agency for the purpose of undertaking the Project, including authorizing the execution and delivery of all documents provided for under the Approving Resolution.

Section 2. 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:

Robert S. Hanft	VOTING	<u>Absent</u>
James M. Jordan	VOTING	<u>Absent</u>
Joseph A. Bernier	VOTING	<u>Yes</u>
Jeffrey C. Lord	VOTING	<u>Yes</u>
Hugh I. Henderson	VOTING	<u>Absent</u>
Leonard Marsh	VOTING	<u>Absent</u>
Devin S. Morgan	VOTING	<u>Yes</u>
Craig Gelbsman	VOTING	<u>Yes</u>
James Salisbury	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned, (~~Assistant~~) Secretary of the County of Otsego 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 May 28, 2015, 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 insofar 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 respect 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 public 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 28<sup>th</sup> day of May, 2015.

  
\_\_\_\_\_  
(~~Assistant~~) Secretary

(S E A L)