

FIRST AMENDMENT TO SUBLEASE AGREEMENT

THIS FIRST AMENDMENT TO SUBLEASE AGREEMENT, dated as of August 1, 2016, is by and between **STEPHEN R. SLOAN AS TRUSTEE OF THE SLOAN FAMILY TRUST**, having an address of 11772 Bell Hill Road, Utica, New York 13502 (the "Landlord") and **S.R. SLOAN, INC.**, a business corporation duly organized and validly existing under the laws of the State of New York, having a mailing address of P.O. Box 560, New Hartford, New York 13413 (the "Tenant").

WITNESSETH:

The Oneida County Industrial Development Agency (the "Agency") previously provided financial assistance to the Landlord and the Tenant with a project consisting of the construction of a 62,000± square foot manufacturing facility (the "Existing Improvements") situated on a 20.5± acre parcel of land situated at 8089 Halsey Road, Town of Whitestown, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Existing Improvements (the "Existing Equipment"), all for the manufacturing of roof and floor trusses, wall panels and custom stairs;

The Landlord and the Tenant have requested the Agency assist with the construction of an 18,000± square foot addition (the "Addition") to the Existing Improvements and the acquisition and installation of equipment in the Addition (the "2016 Equipment" and together with the Existing Equipment, the "Equipment"), all to increase production capabilities;

The Land, the Existing Improvements and the Existing Equipment are referred to collectively as the "Existing Facility," the Addition and the 2016 Equipment are referred to collectively as the "2016 Facility," the Existing Facility and the 2016 Facility are referred to collectively as the "Facility" and the construction and equipping of the Addition is referred to as the "Project";

The Landlord conveyed fee title to the Existing Facility to the Agency by way of a Bargain and Sale Deed dated February 15, 2006 (the "Deed"), and the Agency leases the Existing Facility to the Landlord pursuant to a Lease Agreement dated as of February 1, 2006 (the "2006 Lease Agreement") entered into by and between the Agency and the Landlord, a memorandum of which was recorded in the Oneida County Clerk's Office on February 16, 2006 at Instrument Number R2006-000213; and

The Company conveyed to the Agency title to the Existing Equipment, together with all equipment to be installed in connection with the completion of the Facility, pursuant to a Bill of Sale dated February 15, 2006 (the "Bill of Sale") from the Company to the Agency; and

The Landlord subleases the Existing Facility to the Tenant pursuant to a Sublease Agreement dated as of February 1, 2006 (the "Sublease Agreement"); and

The Landlord and Tenant wish to amend the terms of the Sublease Agreement to make certain provisions with respect to the Facility.

NOW THEREFORE, in consideration of the mutual covenants expressed herein and in the Sublease Agreement, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

1. The definition of "Demised Premises" is amended to add and include the Addition and the 2016 Equipment.
2. The "Lease Term" or "Term" defined in Section 2.1 is extended to expire on December 31, 2027.
3. The address of the Agency is amended to be 584 Phoenix Drive, Rome, New York 13441.
4. Landlord and Tenant acknowledge that Landlord is entering into the First Amended and Restated Lease Agreement and the Company Documents solely in its capacity as beneficial owner of the Facility, and strictly for the purpose of serving as a conduit for the Agency's financial assistance relating to the Facility. The Sublessee hereby agrees to take such actions on behalf of and in place of the Company under the Company Documents to maintain the Company Documents in full force and effect and to prevent any defaults thereunder.
5. This First Amendment to Sublease Agreement shall be effective as of the date written above.

[Signature page follows]

Memorandum of First Amendment to Sublease Agreement

This MEMORANDUM OF FIRST AMENDMENT TO SUBLEASE AGREEMENT dated as of August 1, 2016, by and between **THE SLOAN FAMILY TRUST**, having an address of 11772 Bell Hill Road, Utica, New York 13502 (the "Company") and **S.R. SLOAN, INC.**, a corporation duly organized and validly existing under the laws of the State of New York having an address of P.O. Box 560, New Hartford, New York 13413 (the "Sublessee").

The Company and the Sublessee entered into a Sublease Agreement dated as of February 1, 2006 (the "Sublease Agreement") whereby the Company subleases to the Sublessee premises described in Exhibit A attached thereto and equipment described in Exhibit B attached thereto.

A memorandum of the Sublease Agreement was recorded in the Office of the Oneida County Clerk on February 15, 2006 at Instrument Number R2006-000214.

The Company and the Sublessee entered into a First Amendment to Sublease Agreement dated as of August 1, 2016 (the "First Amendment to Sublease Agreement") whereby the Company and the Sublessee amended certain provisions of the Sublease Agreement.

The First Amendment to Sublease Agreement provides for the rental of the premises by the Company for a term commencing the 1st day of February 2006 and terminating at 11:59 p.m. on December 31, 2027 (the "Lease Term").

The Sublease Agreement and the First Amendment to Sublease Agreement are available for inspection during normal business hours at the offices of the Company indicated above.

This Memorandum of First Amendment to Sublease Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[signature pages follow]

2016727125 Clerk: BB

R2016-001055
08/26/2016 03:15:03 PM
LEASE (ANY)
3 Pages
Sandra J. DePerno, Oneida County Clerk


Record and Return to:

Bond, Schoeneck & King, PLLC
501 Main Street
Utica, NY 13501


2743387.1 8/11/2016

IN WITNESS WHEREOF, the Company and the Sublessee have caused this Memorandum of First Amendment to Sublease Agreement to be executed in their respective names on August 25, 2016.

THE SLOAN FAMILY TRUST

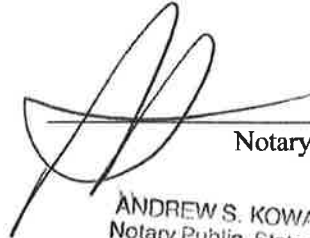
By: 
Stephen R. Sloan
Its Trustee

S.R. SLOAN, INC.

By: 
Stephen R. Sloan
Its President

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

On the 25 day of August 2016 before me, the undersigned a notary public in and for said state, personally appeared **Stephen R. Sloan as Trustee of The Sloan Family Trust and President of S.R. Sloan, Inc.**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public
ANDREW S. KOWALCZYK, III
Notary Public, State of New York
Reg. #02KO476212B
Appointed in Oneida County
My Commission Expires 05/31/19



Combined Real Estate Transfer Tax Return, Credit Line Mortgage Certificate, and Certification of Exemption from the Payment of Estimated Personal Income Tax

Recording office time stamp

See Form TP-584-I, Instructions for Form TP-584, before completing this form. Print or type.

Schedule A – Information relating to conveyance

Grantor/Transferor <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input type="checkbox"/> Other	Name (if individual, last, first, middle initial) <input type="checkbox"/> check if more than one grantor The Sloan Family Trust Mailing address 11772 Bell Hill Road City State ZIP code Utica NY 13502 Single member's name if grantor is a single member LLC (see instructions)	Social security number Social security number Federal EIN 20-6741095 Single member EIN or SSN
Grantee/Transferee <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input type="checkbox"/> Other	Name (if individual, last, first, middle initial) <input type="checkbox"/> check if more than one grantee S.R. Sloan, Inc. Mailing address P. O. Box 560 City State ZIP code New Hartford NY 13413 Single member's name if grantee is a single member LLC (see instructions)	Social security number Social security number Federal EIN 15-0618361 Single member EIN or SSN

Location and description of property conveyed

Tax map designation – Section, block & lot (include dots and dashes)	SWIS code (six digits)	Street address	City, town, or village	County
304.000-1-62.3	301300	8089 Halsey Road	Whitestown	Oneida

Type of property conveyed (check applicable box)

1 <input type="checkbox"/> One- to three-family house 2 <input type="checkbox"/> Residential cooperative 3 <input type="checkbox"/> Residential condominium 4 <input type="checkbox"/> Vacant land	5 <input checked="" type="checkbox"/> Commercial/Industrial 6 <input type="checkbox"/> Apartment building 7 <input type="checkbox"/> Office building 8 <input type="checkbox"/> Other _____	Date of conveyance <table border="1" style="display: inline-table; text-align: center;"> <tr> <td style="width: 30px;">08</td> <td style="width: 30px;">25</td> <td style="width: 30px;">2016</td> </tr> <tr> <td style="font-size: 8px;">month</td> <td style="font-size: 8px;">day</td> <td style="font-size: 8px;">year</td> </tr> </table> Percentage of real property conveyed which is residential real property _____ 0 % (see instructions)	08	25	2016	month	day	year
08	25	2016						
month	day	year						

Condition of conveyance (check all that apply)

- | | | |
|---|---|---|
| a. <input type="checkbox"/> Conveyance of fee interest

b. <input type="checkbox"/> Acquisition of a controlling interest (state percentage acquired _____%)

c. <input type="checkbox"/> Transfer of a controlling interest (state percentage transferred _____%)

d. <input type="checkbox"/> Conveyance to cooperative housing corporation

e. <input type="checkbox"/> Conveyance pursuant to or in lieu of | f. <input type="checkbox"/> Conveyance which consists of a mere change of identity or form of ownership or organization (attach Form TP-584.1, Schedule F)

g. <input type="checkbox"/> Conveyance for which credit for tax previously paid will be claimed (attach Form TP-584.1, Schedule G)

h. <input type="checkbox"/> Conveyance of cooperative apartment(s)

i. <input type="checkbox"/> Syndication

j. <input type="checkbox"/> Conveyance of air rights or development rights | l. <input type="checkbox"/> Option assignment or surrender

m. <input type="checkbox"/> Leasehold assignment or surrender

n. <input type="checkbox"/> Leasehold grant

o. <input type="checkbox"/> Conveyance of an easement

p. <input type="checkbox"/> Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III)

q. <input type="checkbox"/> Conveyance of property partly within and partly outside the state

r. <input type="checkbox"/> Conveyance pursuant to divorce or separation
s. <input checked="" type="checkbox"/> Other (describe) <u>Memo Sublease Agmt</u> |
|---|---|---|

Stamp# 531

For r Instr # R2016-001055
Tax 0

Receipt # 2016727125
Date 08/26/2016
Time 03:15:03 PM

received	Transaction number
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Schedule B – Real estate transfer tax return (Tax Law, Article 31)

Part I – Computation of tax due

- 1 Enter amount of consideration for the conveyance (if you are claiming a total exemption from tax, check the exemption claimed box, enter consideration and proceed to Part III) **Exemption claimed**
- 2 Continuing lien deduction (see instructions if property is taken subject to mortgage or lien)
- 3 Taxable consideration (subtract line 2 from line 1)
- 4 Tax: \$2 for each \$500, or fractional part thereof, of consideration on line 3
- 5 Amount of credit claimed for tax previously paid (see instructions and attach Form TP-584.1, Schedule G)
- 6 Total tax due* (subtract line 5 from line 4)

1.		0 00
2.		0 00
3.		0 00
4.		0 00
5.		0 00
6.		0 00

Part II – Computation of additional tax due on the conveyance of residential real property for \$1 million or more

- 1 Enter amount of consideration for conveyance (from Part I, line 1)
- 2 Taxable consideration (multiply line 1 by the percentage of the premises which is residential real property, as shown in Schedule A) ...
- 3 Total additional transfer tax due* (multiply line 2 by 1% (.01))

1.		
2.		
3.		

Part III – Explanation of exemption claimed on Part I, line 1 (check any boxes that apply)

The conveyance of real property is exempt from the real estate transfer tax for the following reason:

- a. Conveyance is to the United Nations, the United States of America, the state of New York, or any of their instrumentalities, agencies, or political subdivisions (or any public corporation, including a public corporation created pursuant to agreement or compact with another state or Canada) a
- b. Conveyance is to secure a debt or other obligation..... b
- c. Conveyance is without additional consideration to confirm, correct, modify, or supplement a prior conveyance..... c
- d. Conveyance of real property is without consideration and not in connection with a sale, including conveyances conveying realty as bona fide gifts d
- e. Conveyance is given in connection with a tax sale..... e
- f. Conveyance is a mere change of identity or form of ownership or organization where there is no change in beneficial ownership. (This exemption cannot be claimed for a conveyance to a cooperative housing corporation of real property comprising the cooperative dwelling or dwellings.) Attach Form TP-584.1, Schedule F..... f
- g. Conveyance consists of deed of partition..... g
- h. Conveyance is given pursuant to the federal Bankruptcy Act h
- i. Conveyance consists of the execution of a contract to sell real property, without the use or occupancy of such property, or the granting of an option to purchase real property, without the use or occupancy of such property i
- j. Conveyance of an option or contract to purchase real property with the use or occupancy of such property where the consideration is less than \$200,000 and such property was used solely by the grantor as the grantor's personal residence and consists of a one-, two-, or three-family house, an individual residential condominium unit, or the sale of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold covering an individual residential cooperative apartment..... j
- k. Conveyance is not a conveyance within the meaning of Tax Law, Article 31, section 1401(e) (attach documents supporting such claim) k

*The total tax (from Part I, line 6 and Part II, line 3 above) is due within 15 days from the date conveyance. Please make check(s) payable to the county clerk where the recording is to take place. If the recording is to take place in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, make check(s) payable to the **NYC Department of Finance**. If a recording is not required, send this return and your check(s) made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule C – Credit Line Mortgage Certificate (Tax Law, Article 11)

Complete the following only if the interest being transferred is a fee simple interest.

(we) certify that: (check the appropriate box)

1. The real property being sold or transferred is not subject to an outstanding credit line mortgage.
2. The real property being sold or transferred is subject to an outstanding credit line mortgage. However, an exemption from the tax is claimed for the following reason:
 - The transfer of real property is a transfer of a fee simple interest to a person or persons who held a fee simple interest in the real property (whether as a joint tenant, a tenant in common or otherwise) immediately before the transfer.
 - The transfer of real property is (A) to a person or persons related by blood, marriage or adoption to the original obligor or to one or more of the original obligors or (B) to a person or entity where 50% or more of the beneficial interest in such real property after the transfer is held by the transferor or such related person or persons (as in the case of a transfer to a trustee for the benefit of a minor or the transfer to a trust for the benefit of the transferor).
 - The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
 - The maximum principal amount secured by the credit line mortgage is \$3,000,000 or more, and the real property being sold or transferred is **not** principally improved nor will it be improved by a one- to six-family owner-occupied residence or dwelling.

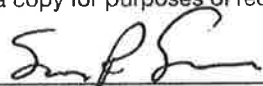
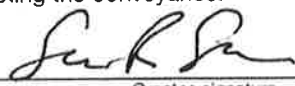
Please note: for purposes of determining whether the maximum principal amount secured is \$3,000,000 or more as described above, the amounts secured by two or more credit line mortgages may be aggregated under certain circumstances. See TSB-M-96(6)-R for more information regarding these aggregation requirements.

Other (attach detailed explanation).

3. The real property being transferred is presently subject to an outstanding credit line mortgage. However, no tax is due for the following reason:
 - A certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
 - A check has been drawn payable for transmission to the credit line mortgagee or his agent for the balance due, and a satisfaction of such mortgage will be recorded as soon as it is available.
4. The real property being transferred is subject to an outstanding credit line mortgage recorded in _____ (insert liber and page or reel or other identification of the mortgage). The maximum principal amount of debt or obligation secured by the mortgage is _____. No exemption from tax is claimed and the tax of _____ is being paid herewith. (Make check payable to county clerk where deed will be recorded or, if the recording is to take place in New York City but not in Richmond County, make check payable to the **NYC Department of Finance**.)

Signature (both the grantor(s) and grantee(s) must sign)

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.

 _____ Grantor signature	Trustee _____ Title	 _____ Grantee signature	8/25/16 _____ Title
_____ Grantor signature	_____ Title	_____ Grantee signature	_____ Title

Reminder: Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you checked e, f, or g in Schedule A, did you complete Form TP-584.1? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, to the **NYC Department of Finance**? If no recording is required, send your check(s), made payable to the **Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule D - Certification of exemption from the payment of estimated personal income tax (Tax Law, Article 22, section 663)

Complete the following only if a fee simple interest or a cooperative unit is being transferred by an individual or estate or trust.


If the property is being conveyed by a referee pursuant to a foreclosure proceeding, proceed to Part II, and check the second box under Exemptions for nonresident transferor(s)/seller(s) and sign at bottom.

Part I - New York State residents

If you are a New York State resident transferor(s)/seller(s) listed in Schedule A of Form TP-584 (or an attachment to Form TP-584), you must sign the certification below. If one or more transferors/sellers of the real property or cooperative unit is a resident of New York State, each resident transferor/seller must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all resident transferors/sellers.

Certification of resident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor(s)/seller(s) as signed below was a resident of New York State, and therefore is not required to pay estimated personal income tax under Tax Law, section 663(a) upon the sale or transfer of this real property or cooperative unit.

Signature 	Print full name Stephen R. Sloan, Trustee, The Sloan Family Trust	Date 8/25/16
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

Note: A resident of New York State may still be required to pay estimated tax under Tax Law, section 685(c), but not as a condition of recording a deed.

Part II - Nonresidents of New York State

If you are a nonresident of New York State listed as a transferor/seller in Schedule A of Form TP-584 (or an attachment to Form TP-584) but are not required to pay estimated personal income tax because one of the exemptions below applies under Tax Law, section 663(c), check the box of the appropriate exemption below. If any one of the exemptions below applies to the transferor(s)/seller(s), that transferor(s)/seller(s) is not required to pay estimated personal income tax to New York State under Tax Law, section 663. Each nonresident transferor/seller who qualifies under one of the exemptions below must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all nonresident transferors/sellers.

If none of these exemption statements apply, you must complete Form IT-2663, *Nonresident Real Property Estimated Income Tax Payment Form*, or Form IT-2664, *Nonresident Cooperative Unit Estimated Income Tax Payment Form*. For more information, see *Payment of estimated personal income tax*, on page 1 of Form TP-584-I.

Exemption for nonresident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor(s)/seller(s) (grantor) of this real property or cooperative unit was a nonresident of New York State, but is not required to pay estimated personal income tax under Tax Law, section 663 due to one of the following exemptions:

- The real property or cooperative unit being sold or transferred qualifies in total as the transferor's/seller's principal residence (within the meaning of Internal Revenue Code, section 121) from _____ to _____ (see instructions).
Date Date
- The transferor/seller is a mortgagor conveying the mortgaged property to a mortgagee in foreclosure, or in lieu of foreclosure with no additional consideration.
- The transferor or transferee is an agency or authority of the United States of America, an agency or authority of the state of New York, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date