

RESOLUTION NO. 2013 - 182

A RESOLUTION A LEASE OF THE REAL PROPERTY LOCATED AT 7781 MONTGOMERY ROAD IN SYCAMORE TOWNSHIP

WHEREAS, the Board of Township Trustees of Sycamore Township unanimously approved a Lease Agreement with SDI Foods, Inc., now known as RGT Foods, Inc. for the real property located at 7781 Montgomery Road, Sycamore Township, Ohio 45236 (the "Real Property"; and

WHEREAS, the Board wishes to enter into a an amendment to that Lease Agreement;

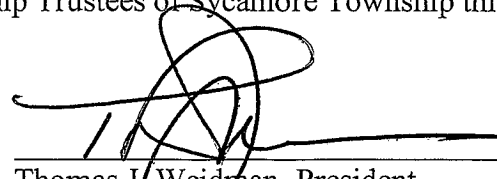
NOW THEREFORE, BE IT RESOLVED, by the Board of Township Trustees of Sycamore Township, State of Ohio:

SECTION 1. The Board hereby approves the First Amendment to Lease of the Real Property with RGT Foods, Inc. in substantially the same form as the attached Exhibit A. The President of the Board or the Township Administrator are hereby authorized and directed to execute the rental agreement and any other documents necessary in order to put the First Amendment to Lease into effect.

VOTE RECORD:

Mr. Bishop Aye Mr. Connor Aye Mr. Weidman Aye

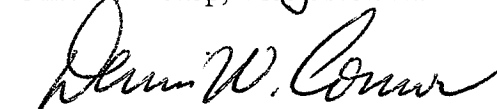
Passed at a meeting of the Board of Township Trustees of Sycamore Township this 5th day of December, 2013.



Thomas J. Weidman, President



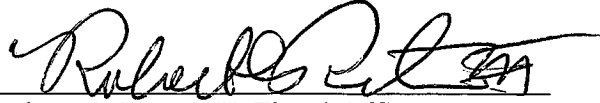
Cliff W. Bishop, Vice President



Dennis W. Connor, Trustee

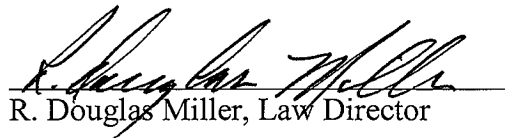
AUTHENTICATION

This is to certify that this resolution was duly passed and filed with the Township Fiscal Officer of Sycamore Township this 5th day of December, 2013.



Robert C. Porter III, Fiscal Officer
Sycamore Township, Ohio

APPROVED AS TO FORM:



R. Douglas Miller, Law Director

FIRST AMENDMENT TO LEASE

This FIRST AMENDMENT TO LEASE is made as of the 19th day of September, 2011 by and between the Board of Township Trustees of Sycamore Township, Ohio, an Ohio township ("Lessor") and RGT Foods, Inc., a Mississippi corporation ("Lessee").

RECITALS:

WHEREAS, by Lease Agreement dated the 19th of September, 2011, (the "Lease Agreement"), Lessor did lease to SDI Foods, Inc. the property described as the "Demised Premises" located at 7781 Montgomery Rd., Cincinnati, OH 45236 (the "Property"); and

WHEREAS, as a result of a merger, RGT Foods, Inc. became the Lessee under the Lease Agreement; and

WHEREAS, the parties hereto desire to amend the Lease.

NOW, THEREFORE, in consideration of the Lease Agreement and the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is mutually agreed upon as follows:

- A. SDI Foods, Inc., a Tennessee corporation, shall be replaced by RGT Foods, Inc., a Mississippi corporation, as the Lessee under the Lease Agreement, and shall incur all rights, duties, and obligations as such Lessee.

- B. Section 1 of the Lease shall be replaced in its entirety with the following:
 1. TERM. The term of this lease is fifty one (51) months commencing September 30, 2011 and ending June 30, 2015. Lessee may extend this Lease Agreement on a month to month basis up to December 31, 2015 provided the express written consent of Lessor is first obtained. If Lessor consents to an extension of the Lease Agreement beyond June 30, 2015, Lessor shall give Lessee thirty (30) days notice prior to terminating the month to month tenancy.

- C. Section 2 of the Lease shall be replaced in its entirety with the following:
 2. RENT. Lessee shall pay Lessor for the Demised Premises an annual base rent of Twelve Thousand Dollars (\$12,000.00) payable in twelve equal monthly installments of One Thousand Dollars (\$1,000.00), which installments shall be payable in advance on the first day of each successive calendar month from October 1, 2011 to August 31, 2014. The rental for the period from September 19, 2011 until September 30, 2011, shall be pro-rated and payable in advance as is the normal monthly rental. Beginning September 1, 2014 through the end of the lease term as it may be extended, Lessee shall pay Lessor monthly installments of Two Thousand Five Hundred Dollars (\$2,500.00), which installments shall be payable in advance on the first day of each successive calendar month from September 1, 2014 to June 30, 2015 and for any month to month tenancy occurring after June 30, 2015.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, Lessor and Lessee have executed this instrument as of the day and year first above written.

Lessor:

The Board of Township Trustees of Sycamore Township, Ohio

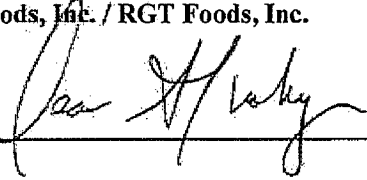
By: _____

Printed Name: _____

Title: _____

Lessee:

SDI Foods, Inc. / RGT Foods, Inc.

By:  _____

Printed Name: Sean Tuohy _____

Title: President _____