

**THIRD AMENDMENT  
TO  
MEMORANDUM OF UNDERSTANDING**

**THIS THIRD AMENDMENT TO MEMORANDUM OF UNDERSTANDING** ("Third Amendment") takes effect March 10, 2015 and is between McGuire Development Company, LLC ("MCGUIRE"), a New York limited liability company with its principal office located at 560 Delaware Avenue, Suite 300, Buffalo, New York 14202, and Fort Schuyler Management Corporation ("FSMC"), a New York not-for-profit corporation having an office located at 257 Fuller Road, Albany, New York 12203. Capitalized terms not defined in this Third Amendment shall have the meanings set forth in the MOU.

**WHEREAS**, reference is made to that certain Memorandum of Understanding effective as of March 20, 2014 between FSMC and MCGUIRE, as amended by the First Amendment effective as of July 9, 2014 ("First Amendment"), and the Second Amendment effective as of September 2, 2014 ("Second Amendment") (collectively referred to as the "MOU"); and

**WHEREAS**, the Parties desire to extend the Term of the MOU; and

**NOW THEREFORE**, the Parties agree as follows:

1. The first sentence of Article VI of the MOU is hereby deleted and replaced with the following:  
  
"This MOU shall be in effect from the Effective Date until July 1, 2015, unless earlier terminated in accordance with this MOU."
2. This Third Amendment may be signed and delivered in counterparts, each of which shall be deemed an original, and all of which when taken together shall constitute but one and the same Third Amendment. Any signed copy of this Third Amendment made by reliable means (e.g., photocopy, facsimile, or PDF Adobe format) is considered an original.
3. Unless otherwise expressly amended by this Third Amendment, the terms and provisions of the MOU shall remain the same and are in full force and effect as of the Effective Date.

IN WITNESS WHEREOF, each Party has caused this MOU to be signed by its duly authorized representatives as follows:

**MCGUIRE DEVELOPMENT  
COMPANY, LLC**

By: [Signature]

Name: James F. Dentinger

Title: President

Date: 3/13/15

**FORT SCHUYLER MANAGEMENT  
CORPORATION**

By: Walter G. Barber

Name: Walter G. Barber

Title: Chairman FSMC

Date: 3/24/15