

COPY

NOTE: Original to Mr. Merryweather.  
Not Recorded (per Mr. Merryweather)

RESOLUTION NO. 447

A RESOLUTION OF THE COUNTY COUNCIL OF DORCHESTER COUNTY, MARYLAND RATIFYING AND APPROVING MARYLAND COMMUNITY DEVELOPMENT BLOCK GRANT PROGRAM, CONDITIONAL GRANT AGREEMENT, GRANT NO. MD07-ED73, DATED NOVEMBER 19, 2007, BETWEEN THE MARYLAND DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT, A PRINCIPAL DEPARTMENT OF THE STATE OF MARYLAND AND THE COUNTY COUNCIL OF DORCHESTER COUNTY, MARYLAND, A POLITICAL SUBDIVISION OF THE STATE OF MARYLAND, AND AUTHORIZING DORCHESTER COUNTY, MARYLAND TO EXECUTE THE GRANT AND JOBS AGREEMENT BETWEEN DORCHESTER COUNTY, MARYLAND AND ALLEN FAMILY FOODS, INC., A DELAWARE CORPORATION.

RECITALS

Dorchester County, Maryland, a political subdivision of the State of Maryland (the "County") has applied for and has received a grant in the amount of \$1,700,000.00 (the "CDBG Grant") from the Maryland Department of Housing and Community Development ("DHCD"), a principal department of the State of Maryland, under the federally-funded Maryland Community Development Block Grant Program (the "Program"), upon the terms and conditions contained in the Maryland Community Development Block Grant Program Grant Agreement dated November 19, 2007 by and between DHCD and the County for Grant No. MD07-ED73 (the "Grant Agreement").

Pursuant to the Grant Agreement, the County will re-grant the CDBG Grant proceeds (the "Grant") to Allen Family Foods, Inc., a Delaware corporation (the "Employer"), under the terms and provisions of a Grant and Jobs Agreement (the "Jobs Agreement") between the County and Allen, a copy of which is attached hereto as Exhibit A.

The Employer will use the Grant proceeds in connection with the following activities that collectively constitute the "Project": (a) the conversion of the Employer's roaster

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CAMBRIDGE, MD 21613

processing operation located at 274 Neelson Street, Hurlock, Maryland to a deboning and tray pack operation, including fabrication, retooling and renovation of the existing facility, fixtures and equipment (the "Facility"); and (b) the acquisition and installation of new equipment into the Facility.

In addition to the Project, the Employer will employ certain employees in permanent, full-time positions as specifically required in the Jobs Agreement and also required in the Grant Agreement.

NOW, THEREFORE, BE IT RESOLVED by the County Council of Dorchester County, Maryland this 18th day of March, 2008, as follows:

FIRST: The Grant Agreement is hereby approved.

SECOND: The execution of the Grant Agreement by the County is hereby ratified and confirmed.

THIRD: The Jobs Agreement is hereby approved and the President of the County Council and County Manager are directed and empowered to execute the Jobs Agreement.

FOURTH: William V. Nichols, President of the County Council, and Jane Baynard, County Manager, be and they hereby are authorized and empowered, to determine the form and substance of any instruments or documents to be executed and/or delivered by the County in connection with the foregoing transaction, to execute and deliver the same, and to take such other or further action in furtherance of the foregoing transaction, as they shall deem necessary or appropriate, the execution and delivery of any such document or instrument to be conclusive evidence of the authorization thereof by the County.

AND BE IT FURTHER RESOLVED that this Resolution may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

AND BE IT FURTHER RESOLVED that this Resolution may be executed in facsimile counterparts.

PASSED and APPROVED this 18<sup>th</sup> day of March, 2008.

COUNTY COUNCIL OF  
DORCHESTER COUNTY, MARYLAND

By: William V. Nichols  
WILLIAM V. NICHOLS  
President

By: Jay L. Newcomb  
JAY L. NEWCOMB  
Vice-President

By: Effie M. Elzey  
EFFIE M. ELZEY  
Council Member

By: Rick Price  
RICK PRICE  
Council Member

By: Ricky Travers  
RICKY TRAVERS  
Council Member