

LIMITED LIABILITY COMPANY AGREEMENT

OF

CONSOL MINING COMPANY LLC

This Limited Liability Company Agreement (the "Agreement") has been adopted by Consolidation Coal Company, as the sole member (the "Member") of CONSOL Mining Company LLC, a Delaware limited liability company (the "Company"), effective as of October 28, 2013.

1. Purpose. The object and purpose of, and the nature of the business to be conducted and promoted by, the Company is engaging in any lawful act or activity for which limited liability companies may be formed under the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq. (the "Act"), and engaging in any and all lawful activities necessary or incidental to the foregoing.

2. Member. The name and address of the Member are:

Consolidation Coal Company
1000 CONSOL Energy Drive
Canonsburg, Pennsylvania 15317

3. Management.

(a) The business and affairs of the Company shall be managed by the Member, who shall be designated as the Managing Member. The Member, on behalf of the Company, shall have the power to do any and all acts necessary or convenient to, or for the furtherance of, the business and affairs of the Company.

(b) The Member may appoint by written resolution officers and agents of the Company to which the Member may delegate by written resolution whatever duties, responsibilities and authority the Member may desire. Any officer or agent may be removed by the Member at any time by written resolution.

(c) If an officer of the Company is appointed by the Member and given a title that is used by officers of a business corporation, the Member shall be deemed to have delegated to the officer the duties, responsibilities and authority that would be exercised by an officer of a business corporation with the same title, unless the Member provides otherwise by written resolution.

4. Title to Company Property. All real and personal property shall be acquired in the name of the Company and title to any property so acquired shall vest in the Company itself rather than in the Member.

5. Compensation of Member. The Member may be reimbursed for all expenses incurred in managing the Company and may, at the election of the Member, be entitled to compensation for management services rendered, in an amount to be determined from time to time by the Member.

6. Distributions. Distributions shall be made to the Member (in cash or in kind) at the times and in the aggregate amounts determined by the Member and as permitted by applicable law.

7. Elections. The Member may make any tax elections for the Company allowed under the Internal Revenue Code of 1986, as amended, or the tax laws of any state or other jurisdiction having taxing jurisdiction over the Company.

8. Assignability of Membership Interest. The economic interest of the Member in the Company is assignable, in whole or in part, either voluntarily or by operation of law.

9. Admission of Additional Members. Additional members of the Company may be admitted to the Company at the direction of the Member only if a new limited liability company agreement or an amendment and restatement of this Agreement is executed.

10. Liability of the Member. The Member shall not have any liability for the debts, obligations or liabilities of the Company or for the acts or omissions of any other member, officer, agent or employee of the Company except to the extent provided in the Act. The failure of the Member to observe any formalities or requirements relating to the exercise of the powers of the Member or the management of the business and affairs of the Company under this Agreement or the Act shall not be grounds for imposing liability on the Member for liabilities of the Company.

11. Indemnification. The Company shall indemnify the Member and those authorized officers, agents and employees of the Company identified in writing by the Member as entitled to be indemnified under this section for all costs, losses, liabilities and damages paid or accrued by the Member (as the Member or as an officer, agent or employee) or any such officer, agent or employee in connection with the business of the Company, except to the extent prohibited by the laws of the State of Delaware. In addition, the Company may advance costs of defense of any proceeding to the Member or any such officer, agent or employee upon receipt by the Company of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Company.

12. Dissolution.

(a) The Company shall dissolve, and its affairs shall be wound up, upon the first to occur of the following: (i) the written direction of the Member, or (ii) the entry of a decree of judicial dissolution under the Act. The dissolution or bankruptcy of the Member or the occurrence of any other event that terminates the continued membership of the Member shall not cause a dissolution of the Company.

(b) Upon dissolution, the Company shall cease carrying on any and all business other than the winding up of the Company business, but the Company is not terminated and shall continue until the winding up of the affairs of the Company is completed and a certificate of dissolution has been filed pursuant to the Act. Upon the winding up of the Company, the Company's property shall be distributed (i) first to creditors, including the Member if the Member is a creditor, to the extent permitted by law, in satisfaction of the Company's liabilities, and (ii) then to the Member. Such distributions shall be in cash or property or partly in both, as determined by the Member.

13. Conflicts of Interest. Nothing in this Agreement shall be construed to limit the right of the Member to enter into any transaction that may be considered to be competitive with, or a business opportunity that may be beneficial to, the Company. The Member does not violate a duty or obligation to the Company merely because the conduct of the Member furthers the interests of the Member. The Member may lend money to and transact other business with the Company. The rights and obligations of the Member upon lending money to or transacting business with the Company are the same as those of a

person who is not the Member, subject to other applicable law. No transaction with the Company shall be void or voidable solely because the Member has a direct or indirect interest in the transaction.

14. Governing Law. This Agreement shall be governed by, and interpreted and enforced in accordance with, the substantive laws of the State of Delaware, without reference to the conflicts of law rules of that or any other jurisdiction.

15. Entire Agreement. This Agreement constitutes the entire agreement of the Member with respect to the subject matter hereof and supersedes all prior agreements, express or implied, oral or written, with respect thereto. The express terms of this Agreement control and supersede any course of performance or usage of trade inconsistent with any of the terms hereof.

16. Amendment. This Agreement may be amended or modified from time to time only by a written instrument executed by the Member.

17. Rights of Creditors and Third Parties. This Agreement is entered into by the Member solely to govern the operation of the Company. This Agreement is expressly not intended for the benefit of any creditor of the Company or any other person other than the heirs, personal representatives, successors and assigns of the Member. Except and only to the extent provided by applicable statute, no creditor or third party shall have any rights under this Agreement or any agreement between the Company and the Member, with respect to the subject matter hereof.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, has adopted this Limited Liability Company Agreement on the date first above written.

CONSOLIDATION COAL COMPANY

By: 

Name: Stephen W. Johnson

Title: Vice President

CONSOL MINING COMPANY LLC

**AMENDMENT NO. 1 TO
OPERATING AGREEMENT**

THIS AMENDMENT NO. 1 (the "Amendment") is made and effective this 26th day of November, 2013, by CONSOL Mining Holding Company LLC, a Delaware limited liability company ("Holdco") relative to **CONSOL MINING COMPANY LLC**, a Delaware limited liability company (the "Company").

WITNESSETH:

WHEREAS, the Company was formed pursuant to the filing of a Certificate of Formation with the Delaware Secretary of State on October 28, 2013; and

WHEREAS, Consolidation Coal Company, a Delaware corporation ("CCC"), in its capacity as sole member of the Company, entered into an Operating Agreement, dated October 28, 2013, relative to its ownership of a 100% membership interest (the "CCC Interest") in the Company (the "Operating Agreement"); and

WHEREAS, CCC, pursuant to the terms and provisions of that certain Contribution and Assignment Agreement, dated as of November 26, 2013, by and between CCC as assignor and Holdco as assignee, assigned all of its right, title and interest in and to the CCC Interest to Holdco; and

WHEREAS, Holdco desires to join in and be bound by all of the terms and provisions of the Company's Operating Agreement, and to amend all relevant provisions of the Company's Operating Agreement to reflect Holdco as the sole member of the Company.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements contained herein, intending to be legally bound, the undersigned agrees as follows:

That Holdco hereby joins in and agrees to be bound by all of the terms and provisions of the Company's Operating Agreement, and further, that as of the date hereof: (i) all relevant provisions of the Company's Operating Agreement are hereby amended to reflect Holdco as the sole member of the Company; and (ii) any party dealing with the Company may rely on the signature of Holdco, and/or its agents as specified in the Company's Operating Agreement, to bind the Company.

1. Section 2 of the Operating Agreement shall be amended to read as follows:

"2. Member: The name and the address of the Member are:

CONSOL Mining Holding Company LLC
1000 CONSOL Energy Drive
Canonsburg, PA 15317"

2. The agreements contained in this Amendment are limited to the specific agreements made herein. Except as amended hereby, all of the terms and conditions of the Operating Agreement shall remain in full force and effect.

3. This Amendment shall be governed by, and shall be construed and enforced in accordance with, the laws of the State of Delaware without regard to the principles of the conflicts of law thereof.

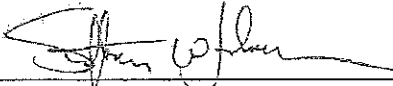
[SIGNATURE PAGE FOLLOWS]

*[Signature Page to Amendment Number 1 to Operating Agreement of
CONSOL Mining Company LLC]*

IN WITNESS WHEREOF, the undersigned has executed and delivered this Amendment as of the day and year first written above.

CONSOL MINING HOLDING COMPANY LLC

By: Consolidation Coal Company, its sole member

By:  _____

Name: Stephen W. Johnson

Title: Vice President

WRITTEN CONSENT
OF THE
SOLE MEMBER
OF
EACH ENTITY LISTED ON SCHEDULE A

The undersigned, being the sole members (each a "Sole Member" and together, the "Sole Members") of each entity listed on Schedule A, each a Delaware limited liability company (each a "Company" and together, the "Companies"), acting by written consent in lieu of a special meeting, pursuant to the law of the State of Delaware permitting such action to be taken, hereby consent to, adopt and approve the resolutions attached hereto as Exhibit A as of November 28, 2017, and direct the Secretary of each of the Companies to file an executed counterpart or a facsimile of an executed counterpart of this consent with the minutes and proceedings of each of the Companies.

This written consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned being the Sole Members of each Company have executed this written consent as of the date first written above.

CONSOL Mining Corporation (to be renamed
CONSOL Energy Inc.),
as sole member of each of CNX RCPC LLC (to be
renamed CONSOL RCPC LLC), CONSOL Energy
Sales Company LLC, CONSOL Mining Holding
Company LLC, CONSOL of Canada LLC and
CONSOL of Kentucky LLC

By:

Steven T. Aspinall
Name: Steven T. Aspinall
Title: Authorized Officer

CONSOL Energy Sales Company LLC,
as sole member of CNX Marine Terminals LLC (to
be renamed CONSOL Marine Terminals LLC)

By:

Steven T. Aspinall
Name: Steven T. Aspinall
Title: Authorized Officer

CONSOL Mining Holding Company LLC,
as sole member of each of CONSOL Amonate
Facility LLC, CONSOL Amonate Mining
Company LLC, CONSOL Mining Company LLC
and Island Creek Coal Company LLC

By:

Steven T. Aspinall
Name: Steven T. Aspinall
Title: Authorized Officer

Amvest LLC,
as sole member of TECPART LLC

By:

Steven T. Aspinall
Name: Steven T. Aspinall
Title: Authorized Officer

SCHEDULE A

CNX RCPC LLC (to be renamed CONSOL RCPC LLC)
CONSOL Energy Sales Company LLC
CONSOL Mining Holding Company LLC
CONSOL of Canada LLC
CONSOL of Kentucky LLC
CNX Marine Terminals LLC (to be renamed CONSOL Marine Terminals LLC)
CONSOL Amonate Facility LLC
CONSOL Amonate Mining Company LLC
CONSOL Mining Company LLC
Island Creek Coal Company LLC
TECPART LLC

EXHIBIT A

UNANIMOUS WRITTEN CONSENT OF
THE SUBSIDIARIES OF CONSOL MINING CORPORATION

I. CREDIT AGREEMENT

WHEREAS, each of the entities listed on Annex 1 attached hereto (each a "*Company*," and collectively, the "*Companies*") is directly or indirectly wholly-owned by CONSOL Mining Corporation (to be renamed CONSOL Energy Inc. substantially concurrently with the execution of the Credit Agreement (defined below)) ("*CONSOL*");

WHEREAS, certain of the Companies are general partnerships whose general partners are also Companies and certain of the Companies are limited liability companies whose managing members are also Companies;

WHEREAS, CONSOL desires to enter into a Credit Agreement (the "*Credit Agreement*") by and among CONSOL, as borrower, each of the Companies, as a guarantor, PNC Bank, National Association ("*PNC Bank*"), as administrative agent for the revolving lenders and term A lenders (the "*Revolving/TLA Administrative Agent*"), Citibank, N.A., as administrative agent for the term B lenders (the "*Term Loan B Administrative Agent*" and, together with the Revolving/TLA Administrative Agent, the "*Administrative Agents*"), PNC Bank, as collateral agent (the "*Collateral Agent*") and the several banks and other financial institutions or entities from time to time party thereto (the "*Financial Institutions*"), providing for (i) a revolving credit facility in an aggregate amount up to \$300,000,000, (ii) a term loan "A" facility in an aggregate principal amount up to \$100,000,000 and (iii) a term loan "B" facility in an aggregate principal amount up to \$400,000,000;

WHEREAS, to secure the Secured Obligations (as defined below), each of the Companies desires to enter into agreements pursuant to the Credit Agreement including without limitation a Security Agreement (the "*Security Agreement*") and certain other documents found to be necessary or desirable (together with the Security Agreement and the Mortgages (as defined below), the "*Security Documents*"), made by CONSOL and the Companies in favor of the Collateral Agent for the benefit of the Secured Parties (as defined below), whereby CONSOL and the Companies will grant a security interest for the benefit of the Collateral Agent, the Administrative Agents and the other secured parties (the "*Secured Parties*"), to secure the obligations of CONSOL and the other Companies under the Credit Agreement, certain hedging agreements with the Administrative Agents, Financial Institutions and/or affiliates thereof and certain cash management agreements with the Administrative Agents, the Financial Institutions and/or affiliates thereof (collectively, the "*Secured Obligations*");

WHEREAS, each of the Companies desires to enter into a guaranty agreement (the "*Guaranty*") in favor of the Secured Parties, whereby such Company will guarantee the Secured Obligations;

WHEREAS, to further secure the Secured Obligations, certain of the Companies desire to enter into mortgages for the benefit of the Collateral Agent and/or the Administrative Agents

and the Secured Parties whereby the applicable Companies will grant liens on certain real property to the Collateral Agent and/or the Administrative Agents (the "*Mortgages*");

WHEREAS, certain of the Companies desire to enter into (i) an Affiliated Company Credit Agreement (the "*Affiliated Company Credit Agreement*") by and among CNX Coal Resources LP (to be renamed CONSOL Coal Resources LP substantially concurrently with the execution of the Affiliated Company Credit Agreement) and certain of its subsidiaries, CONSOL, as administrative agent, PNC Bank, as collateral agent, and the lenders party thereto, and (ii) other agreements pursuant to the Affiliated Company Credit Agreement including without limitation a security agreement and promissory notes (the "*Affiliated Company Loan Documents*"); and

WHEREAS, the Board of Directors (or other governing body if the Company is not a corporation) of each Company deems it to be in the best interest of the respective Company for which it acts to enter into the Credit Agreement, Security Documents, the Affiliated Company Credit Agreement and the Affiliated Company Loan Documents, as applicable, and all agreements, documents and instruments related thereto to which such Company is a party from time to time (including, without limitation, mortgages, deeds of trust, utility deeds of trust, security agreements, pledge agreements, guaranties, control agreements, stock powers, promissory notes, landlord access agreements, payoff letters, notices of borrowing, post-closing agreements and documents relating to any of the foregoing) (the "*Ancillary Documents*"), and all necessary or desirable amendments, supplements, renewals, increases, extensions for any period, rearrangements, retirements, waivers or compromises to any of the foregoing from time to time (collectively with the Credit Agreement, the Security Documents, the Guaranty, the Ancillary Documents, the Affiliated Company Credit Agreement and the Affiliated Company Loan Documents, the "*Loan Documents*") in connection with the Credit Agreement and the Affiliated Company Credit Agreement.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors (or other governing body if the Company is not a corporation) of each Company finds that the incurrence of the liabilities and obligations arising from each Loan Document by the respective Company for which it acts, (i) is necessary and convenient to the conduct, promotion and attainment of the business of CONSOL and the Companies, and (ii) may reasonably be expected to benefit each of the Companies, directly or indirectly; and

RESOLVED FURTHER, that each of the Companies be, and hereby is, authorized and directed to enter into and perform its obligations under the Loan Documents to which it is a party and to guarantee the obligations of CONSOL and to grant a security interest in all or substantially all of its assets in accordance with the terms of the Loan Documents to which it is a party; and

RESOLVED FURTHER, that each of Martha A. Wiegand and Steven T. Aspinall, as authorized signatories for each Company, and the President, Chief Executive Officer, Chief Financial Officer, Vice President, Chief Accounting Officer, General Counsel, Secretary and Treasurer and any other Vice President or officer of each Company, including the officers set forth in the "Proposed" column on Annex 2 following the effective time of the Spin-Off (as defined below) (each, an "*Authorized Officer*" and, together, the "*Authorized Officers*") is

hereby authorized to take such actions and to execute and deliver such agreements, affidavits and other instruments, as such officer shall deem necessary or appropriate to consummate the transactions contemplated by the Loan Documents to which the Company for which it acts is a party, or to cause such Company to perform as contemplated by the Loan Documents to which such Company is a party; and

RESOLVED FURTHER, that each Authorized Officer is hereby authorized to negotiate such terms and conditions for the Loan Documents to which the applicable Company is a party as such officer may deem best, and to execute and deliver, as required, such Ancillary Documents as may be desired or required and containing such terms, agreements and conditions as may be acceptable or agreeable to such Authorized Officer, such acceptance and agreement to be conclusively evidenced by such Authorized Officer's execution and delivery thereof; and

RESOLVED FURTHER, that each Authorized Officer is hereby authorized to take such further action and do all things that may appear in such officer's discretion to be necessary in connection with the amendment, modification or replacement of, or waiver or consent in respect of any term or provision of the Loan Documents to which the Company for which it acts is a party and the other agreements or instruments executed in connection therewith; and

RESOLVED FURTHER, that each Authorized Officer is authorized and empowered to do or cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates (including, without limitation, any and all notices and certificates required or permitted to be given or made under the terms of any of the instruments or agreements executed on behalf of the applicable Company and any amendments or supplements to the Credit Agreement which increase the amount of credit available thereunder), in the name and on behalf of the Company for which it acts, as any such Authorized Officer, in its discretion, may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of such Company under all instruments executed on behalf of such Company in connection with the Loan Documents to which such Company is a party; and

RESOLVED FURTHER, that the execution by any Authorized Officer of any document, or performance of any act, authorized by the foregoing resolutions or any document executed, or act performed, in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the enforceable and binding act and obligation of the Company for which such Authorized Officer acts, without the necessity of the signature or attestation of any other officer or representative of such Company;

RESOLVED FURTHER, that all acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any Authorized Officer in connection with the foregoing matters are hereby ratified, confirmed and adopted by the Board of Directors (or other governing body if the Company is not a corporation).

II. SUPPLEMENTAL INDENTURE

WHEREAS, CONSOL agreed to sell \$300,000,000 aggregate principal amount of 11.00% Senior Secured Second Lien Notes (the "*Notes*"), and the guarantee of the Notes (the

“*Guarantees*”) by each of the Companies, pursuant to a Purchase Agreement, dated October 30, 2017 (the “*Purchase Agreement*”), to J.P. Morgan Securities LLC and the several initial purchases named on Schedule A thereto;

WHEREAS, CONSOL issued the Notes pursuant to an indenture, dated November 13, 2017 (the “*Indenture*”), between CONSOL and UMB Bank, N.A., as trustee and collateral trustee (the “*Trustee*”);

WHEREAS, pursuant to the Purchase Agreement, upon the consummation of the Separation Transactions (as defined in the Purchase Agreement), the Companies will execute (i) a supplemental indenture (the “*Supplemental Indenture*”) pursuant to which the payment of principal, premium, if any, and interest on the Notes will be fully and unconditionally guaranteed on a senior secured basis by the Companies, and (ii) a joinder agreement to the Purchase Agreement (the “*Joinder*”), pursuant to which the Companies will become subject to the terms of the Purchase Agreement, with the representations, warranties, covenants and agreements set forth therein made by the Companies shall become effective as to the Companies as if each of the Companies was an original signatory to the Purchase Agreement;

WHEREAS, the Notes and the Guarantees will be secured by a second-priority lien on substantially all of the tangible and intangible assets of CONSOL and the Companies owned at the time of the grant or thereafter acquired (the “*Notes Collateral*”);

WHEREAS, the Notes Collateral will be described in, with respect to real property required to be mortgaged, the mortgages, deeds of trust or deeds to secure debt to be executed or delivered on or before the date that is sixty days following the Separation Date (as defined in the Purchase Agreement) (collectively, the “*Notes Mortgages*”), and, with respect to personal property constituting Notes Collateral, a Security Agreement to be entered into by CONSOL and the Companies (the “*Notes Security Agreement*”);

WHEREAS, the rights of the holders of the Notes will also be governed by an Intercreditor Agreement, to be entered into by and among CONSOL, the Companies, the Trustee, Citibank, N.A. and PNC Bank, National Association, substantially in the form attached as Exhibit D to the Indenture (the “*Intercreditor Agreement*”), and a Collateral Trust Agreement, to be entered into by and among CONSOL, the Companies and the Trustee, substantially in the form attached as Exhibit C to the Indenture (the “*Collateral Trust Agreement*”); and

WHEREAS, the Board of Directors (or other governing body if the Company is not a corporation) of each Company deems it to be in the best interest of the respective Company for which it acts to enter into the Supplemental Indenture, the Joinder, the Notes Mortgages, the Notes Security Agreement, the Intercreditor Agreement and the Collateral Trust Agreement, as applicable, and all agreements, documents and instruments related thereto to which such Company is a party from time to time (including, without limitation, mortgages, deeds of trust, utility deeds of trust, security agreements, pledge agreements, guaranties, control agreements, stock powers, promissory notes, landlord access agreements, payoff letters, notices of borrowing, post-closing agreements and documents relating to any of the foregoing) (the “*Notes Ancillary Documents*”), and all necessary or desirable amendments, supplements, renewals, increases,

extensions for any period, rearrangements, retirements, waivers or compromises to any of the foregoing from time to time (collectively with the Supplemental Indenture, the Joinder, the Notes Mortgages, the Notes Security Agreement, the Intercreditor Agreement and the Collateral Trust Agreement, the "*Notes Documents*") in connection with the Indenture and the Purchase Agreement.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors (or other governing body if the Company is not a corporation) of each Company finds that the incurrence of the liabilities and obligations arising from each Notes Document by the respective Company for which it acts, (i) is necessary and convenient to the conduct, promotion and attainment of the business of CONSOL and the Companies, and (ii) may reasonably be expected to benefit each of the Companies, directly or indirectly; and

RESOLVED FURTHER, that each of the Companies be, and hereby is, authorized and directed to enter into and perform its obligations under the Notes Documents to which it is a party and to guarantee the obligations of CONSOL and to grant a security interest in all or substantially all of its assets in accordance with the terms of the Notes Documents to which it is a party; and

RESOLVED FURTHER, that each of the Authorized Officers is hereby authorized to take such actions and to execute and deliver such agreements, affidavits and other instruments, as such officer shall deem necessary or appropriate to consummate the transactions contemplated by the Notes Documents to which the Company for which it acts is a party, or to cause such Company to perform as contemplated by the Notes Documents to which such Company is a party; and

RESOLVED FURTHER, that each Authorized Officer is hereby authorized to negotiate such terms and conditions for the Notes Documents to which the applicable Company is a party as such officer may deem best, and to execute and deliver, as required, such Ancillary Documents, including the Mortgages, as may be desired or required and containing such terms, agreements and conditions as may be acceptable or agreeable to such Authorized Officer, such acceptance and agreement to be conclusively evidenced by such Authorized Officer's execution and delivery thereof; and

RESOLVED FURTHER, that each Authorized Officer is hereby authorized to take such further action and do all things that may appear in such officer's discretion to be necessary in connection with the amendment, modification or replacement of, or waiver or consent in respect of any term or provision of the Notes Documents to which the Company for which it acts is a party and the other agreements or instruments executed in connection therewith; and

RESOLVED FURTHER, that each Authorized Officer is authorized and empowered to do or cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates (including, without limitation, any and all notices and certificates required or permitted to be given or made under the terms of any of the instruments or agreements executed on behalf of the applicable Company), in the name and on behalf of the Company for which it acts, as any such Authorized Officer, in its discretion, may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent

of the foregoing resolutions and to perform the obligations of such Company under all instruments executed on behalf of such Company in connection with the Notes Documents to which such Company is a party; and

RESOLVED FURTHER, that the execution by any Authorized Officer of any document, or performance of any act, authorized by the foregoing resolutions or any document executed, or act performed, in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the enforceable and binding act and obligation of the Company for which such Authorized Officer acts, without the necessity of the signature or attestation of any other officer or representative of such Company; and

RESOLVED FURTHER, that all acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any Authorized Officer in connection with the foregoing matters are hereby ratified, confirmed and adopted by the Board of Directors (or other governing body if the Company is not a corporation).

III. RECEIVABLES FINANCING

WHEREAS, the Board of Directors (or other governing body if the Company is not a corporation) has determined that it is in the best interests of certain of the Companies to consummate the transactions contemplated by that certain Receivables Financing Agreement, by and among Consol Funding LLC, as borrower, the persons party thereto from time to time as lenders, PNC Bank as LC Bank and administrative agent, Consol Pennsylvania Coal Company LLC, as the initial servicer and PNC Capital Markets LLC, as structuring agent (the "*Receivables Financing Agreement*"), the Purchase and Sale Agreement and the Sub-Originator Sale Agreement (each, as defined in the Receivables Financing Agreement) (the "*Receivables Transactions*"), including, without limitation, to enter into the Receivables Financing Agreement and any document to which such Company may be a party (including the Purchase and Sale Agreement, the Sub-Originator Sale Agreement and any and all agreements, documents, instruments, certificates, acknowledgements, statements, and paper as may be contemplated by the Receivables Financing Agreement and other Transaction Documents (as defined in the Receivables Financing Agreement)) (including, without limitation, account control agreements, UCC financing statements, interest rate protection agreements, letters of credit, assignments, fee letters, hedging arrangements, mortgages, deeds of trust, consents to assignment, subordination agreements, promissory notes, cash management agreements, insurance certificates and other customary loan documents) (together with the Receivables Financing Agreement, the Purchase and Sale Agreement, and the other Transaction Documents, collectively, the "*Receivables Documents*") and any amendments to any of the foregoing, on such terms and conditions as any Authorized Officer of such Company, acting alone, deems to be in the best interests of the Company;

NOW THEREFORE, BE IT RESOLVED, that the Receivables Transactions are in all respects approved, and that any Authorized Officer of the applicable Company, acting alone, is authorized (i) to execute and deliver or cause to be executed and delivered, and the secretary or any assistant secretary of such Company is authorized to attest to any such execution or delivery of, in the name of and on behalf of such Company, the Receivables Financing Agreement, the Purchase and Sale Agreement, the Sub-Originator Sale Agreement any other Receivables

Documents or any other document related to the consummation of the Receivables Transactions, any amendments to any of the foregoing and any and all additional documents and certificates to be executed and delivered in connection with the Receivables Transactions, and (ii) to perform or cause to be performed on behalf of such Company, all of the obligations and exercise all of the rights thereunder on such terms and conditions as any Authorized Officer of such Company, acting alone, deems to be in the best interests of the Company; and

RESOLVED FURTHER, that any Authorized Officer of the applicable Company, acting alone, is hereby authorized and directed in the name and on behalf of such Company to negotiate, execute and deliver the Receivables Financing Agreement, the Purchase and Sale Agreement, the Sub-Originator Sale Agreement and the other Receivables Documents, take all actions (including, without limitation, the expenditure of funds) deemed by such officer, acting alone, to be necessary or appropriate to the performance of the Company's obligations or the exercise of the Company's rights pursuant to the Receivables Financing Agreement, the Purchase and Sale Agreement, the Sub-Originator Sale Agreement and the other Receivables Documents on such terms and conditions with such changes as such Authorized Officer, acting alone, may by his or her execution and delivery thereof deem to be in the best interests of such Company, with such execution and delivery of the Receivables Financing Agreement, the Purchase and Sale Agreement, the Sub-Originator Sale Agreement and the Receivables Documents or any other documents to be conclusive evidence that the form, terms and provisions thereof have been approved by the Board of Directors (or other governing body if the Company is not a corporation).

IV. PARTNERSHIP COMMITTEE OF CONRHEIN COAL COMPANY

RESOLVED FURTHER, that Stephen W. Johnson is appointed as a representative of MTB LLC, a Delaware limited liability company, on the Partnership Committee of Conrhein Coal Company, a Pennsylvania general partnership.

V. BOARD AND OFFICERS OF THE COMPANIES

WHEREAS, CONSOL Energy Inc. (to be renamed CNX Resources Corporation), a Delaware corporation ("*Parent*"), which is the indirect parent of the Companies, is planning to consummate a spin-off (the "*Spin-Off*") to its stockholders of its coal business, including (i) the equity interests in its subsidiaries that own the 75% undivided interest in the Pennsylvania Mining Complex, (ii) its 100% ownership interest in the CNX Marine Terminal located at the Baltimore Port, (iii) all of its undeveloped coal reserves, (iv) all of its limited partner interests in CNX Coal Resources LP (to be renamed CONSOL Coal Resources LP substantially concurrently with the execution of the Credit Agreement), a Delaware limited partnership, (v) all of its equity interests in CNX Coal Resources GP LLC (to be renamed CONSOL Coal Resources GP LLC substantially concurrently with the execution of the Credit Agreement) and (vi) certain coal assets and liabilities related to the foregoing (the assets described in clauses (i) through (vi), collectively, the "*Coal Business*"), by distributing the shares of common stock of CONSOL, which is the holder of the Coal Business, to the stockholders of the Parent;

NOW, THEREFORE, BE IT HEREBY RESOLVED, that, immediately following the effective time of Spin-Off, the current officers and directors (or members of any other governing

body) of each Company listed in the "Current" column on Annex 2 shall be removed from such office and the persons listed in the "Proposed" column on Annex 2 for such Company shall be automatically elected to serve as an officer and/or director of such Company as set forth in the "Proposed" column on Annex 2 until such time that each person hold office until such officer's or director's successor shall have been duly appointed and shall have qualified or until such officer's earlier death, resignation or removal.

VI. GENERAL

RESOLVED FURTHER, that all lawful actions heretofore taken by any Authorized Officer of each Company related to or in connection with the transactions contemplated by these resolutions, including, without limitation, the execution and delivery of any instruments or other documents as any such Authorized Officer shall have deemed necessary, proper, or advisable, are hereby adopted, ratified, confirmed and approved in all respects; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them (acting alone) hereby is, authorized on behalf of the Company for which it acts to take any and all such further action (including, without limitation, the making of all payments and remittances on behalf of the Company for which it acts), to amend, execute and deliver all such further agreements, instruments and documents, for and in the name and on behalf of the Company for which it acts, and to pay all such expenses as in its discretion may appear to be necessary, proper or advisable to carry into effect the purposes and intentions of this and each of the foregoing resolutions.

ANNEX 1

Companies

1. Amvest LLC
2. Amvest Gas Resources, LLC
3. AMVEST West Virginia Coal, L.L.C.
4. Braxton-Clay Land & Mineral, LLC
5. CNX Marine Terminals LLC (to be renamed CONSOL Marine Terminals LLC substantially concurrently with the execution of the Credit Agreement)
6. CNX RCPC LLC (to be renamed CONSOL RCPC LLC substantially concurrently with the execution of the Credit Agreement)
7. Conrhein Coal Company
8. CONSOL Amonate Facility LLC
9. CONSOL Amonate Mining Company LLC
10. CONSOL Energy Sales Company LLC
11. CONSOL Financial Inc.
12. CONSOL Mining Company LLC
13. CONSOL Mining Holding Company LLC
14. CONSOL of Canada LLC
15. CONSOL of Kentucky LLC
16. Consol Pennsylvania Coal Company LLC
17. Fola Coal Company, L.L.C.
18. Helvetia Coal Company LLC
19. Island Creek Coal Company LLC
20. Laurel Run Mining Company LLC
21. Leatherwood, LLC
22. Little Eagle Coal Company, L.L.C.
23. MTB LLC
24. Nicholas-Clay Land & Mineral, LLC
25. R&PCC LLC
26. TECPART LLC
27. Terry Eagle Coal Company, L.L.C.
28. Terry Eagle Limited Partnership
29. Vaughan Railroad Company, LLC
30. Windsor Coal Company LLC
31. Wolfpen Knob Development Company LLC

ANNEX 2

Current and Proposed Boards and Officers

CNX RCPC LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(Member managed)</i><ul style="list-style-type: none">○ CONSOL Energy Inc. • Officers <i>(No requirements)</i><ul style="list-style-type: none">○ S.W. Johnson – President○ W.D. Gillenwater - VP○ S.L. Gill – VP○ D.W. Rush – VP○ E.A. Large – Asst. VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ D.A. Miller – Asst. Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ CONSOL Energy Inc. • Officers<ul style="list-style-type: none">○ J.A. Brock – President○ K.R. Salvatori – VP○ D.M. Khani – VP○ M.A. Wiegand – VP○ A.M. Drezewski – AVP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

MTB LLC
Directors/Managers/Officers

Current

- **Directors**
(At least 3 Directors Required, no more than 10)
 - S.W. Johnson
 - J.A. Brock
 - T.C. Dugan

- **Officers**
(President, VP, and Secretary required)
 - S.W. Johnson – President
 - W.D. Gillenwater - VP
 - C.K. Hagedorn – Controller & Asst. Secretary
 - S.T. Aspinall - Treasurer
 - M.J. Baker – Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**
 - D.M. Khani
 - J.A. Brock
 - J.J. McCaffrey

- **Officers**
 - J.A. Brock – President
 - K.R. Salvatori – VP
 - M.A. Wiegand – VP
 - J.M. Rothka – Controller & Asst. Secretary
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary

CONSOL of Kentucky LLC
Directors/Managers/Officers

Current

• **Directors**

Member Managed – CONSOL Energy Inc.

• **Officers**

- J.A. Brock – President
- W.D. Gillenwater – VP
- J.J. McCaffrey – VP
- K.R. Salvatori – VP
- C.K. Hagedorn – VP, Controller and Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- D.A. Miller – Asst. Secretary
- R.H. White – Asst. Secretary

Proposed

• **Directors**

CONSOL Energy Inc.

• **Officers**

- J.A. Brock – President
- J.J. McCaffrey – VP
- K.R. Salvatori – VP
- M.A. Wiegand – VP
- J.M. Rothka – VP, Controller and Asst. Secretary
- D.M. Khani – CFO
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary

Consol Pennsylvania Coal Company LLC
Directors/Managers/Officers

Current

- **Directors**
(Fixed at 4 by the Member on 6/23/08)
 - N.J. DeFulius
 - S.W. Johnson
 - D.M. Khani
 - J.J. McCaffrey

- **Operating Committee Member**
 - N.J. DeFulius

- **Officers**
(President, VP, Comptroller, Secretary and Treasurer required)
 - J.A. Brock – President
 - D.M. Khani – VP and Comptroller
 - S.W. Johnson – VP & Secretary
 - W.D. Gillenwater – VP
 - J.J. McCaffrey – VP
 - S.L. Gill – VP
 - D.W. Rush – VP
 - M.A. Wiegand – VP
 - A.M. Drezewski – Asst. VP
 - S.T. Aspinall – Treasurer
 - C.K. Hagedorn – Asst. Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**
 - J.A. Brock
 - K.R. Salvatori
 - D.M. Khani
 - J.J. McCaffrey

- **Operating Committee Member**
 - J.A. Brock

- **Officers**
 - J.A. Brock – President
 - D.M. Khani – CFO
 - M.J. Baker – Secretary
 - J.J. McCaffrey – VP
 - M.A. Wiegand – VP
 - E.V. Schubel – VP
 - A.M. Drezewski – Asst. VP
 - S.T. Aspinall – Treasurer
 - J.M. Rothka, Comptroller and Asst. Secretary
 -

CONSOL Mining Holding Company LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(member managed)</i><ul style="list-style-type: none">○ CONSOL Energy Inc. • Officers <i>(No requirements)</i><ul style="list-style-type: none">○ J.A. Brock – President, Chairman and CEO○ S.W. Johnson – VP○ D.M. Khani – VP○ W.D. Gillenwater – VP○ C K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ CONSOL Energy Inc. • Officers<ul style="list-style-type: none">○ J.A. Brock – President, Chairman and CEO○ M.A. Wiegand – VP○ D.M. Khani – VP○ K.R. Salvatori – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

**Wolfpen Knob Development Company LLC
Directors/Managers/Officers**

Current

• **Directors**

Member Managed – CONSOL Energy Inc.

• **Officers**

(President, Secretary & VPs noted)

- S.W. Johnson – President
- W.D. Gillenwater – VP
- S.L. Gill – VP
- D.W. Rush – VP
- C.K. Hagedorn – Comptroller and Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- D.A. Miller – Asst. Secretary
- R.H. White – Asst. Secretary

Proposed

• **Directors**

CONSOL Energy Inc.

• **Officers**

- J.A. Brock – President
- D.M. Khani – VP
- K.R. Salvatori – VP
- M.A. Wiegand – VP
- J.M. Rothka – Comptroller and Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary

**CONSOL Energy Canada Ltd.
Directors/Managers/Officers**

Current

- **Directors**
(between 1 and 5; set at 4 on May --, 2012)
 - S.W. Johnson
 - D.M. Khani

- **Officers**
(Chairman, President and Secretary required)
 - J.A. Brock – President and Chairman
 - D.M. Khani – VP
 - C.K. Hagedorn – Controller & Asst. Secretary
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**
 - J.A. Brock
 - D.M. Khani

- **Officers**
 - J.A. Brock – President and Chairman
 - D.M. Khani – VP
 - M.A. Wiegand – VP
 - K.R. Salvatori – VP
 - J.M. Rothka – Controller & Asst. Secretary
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary

AMVEST LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Directors Member Managed – CONSOL Energy Inc.	<ul style="list-style-type: none">• Directors CONSOL Energy Inc.
<ul style="list-style-type: none">• Officers <i>(President, Secretary & VPs noted)</i><ul style="list-style-type: none">○ J.A. Brock – President○ D.M. Khani – VP & CFO○ S.W. Johnson – VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ J.A. Brock – President○ D.M. Khani – VP & CFO○ K.R. Salvatori – VP○ M.A. Wiegand – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

CONSOL of Canada LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Directors Member Managed – CONSOL Energy Inc.	<ul style="list-style-type: none">• Directors CONSOL Energy Inc.
<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ D.M. Khani – President○ S.W. Johnson – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ D.M. Khani – President○ K.R. Salvatori – VP○ M.A. Wiegand – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ J.M. Rothka – Asst. Secretary

CNX Marine Terminals LLC
Directors/Managers/Officers

Current

• **Directors**

Member Managed – CONSOL Energy
Sales Company LLC

• **Officers**

- S.W. Johnson – President & Chairman
- D.W. Rush – VP
- K.A. Fredriksen – VP
- C.K. Hagedorn – VP, Comptroller and
Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- R.H. White – Asst. Secretary

Proposed

• **Directors**

CONSOL Energy Sales Company LLC

• **Officers**

- J.A. Brock – President & Chairman
- J.J. McCaffrey – VP
- K.A. Fredriksen – VP
- K.R. Salvatori – VP
- M.A. Wiegand – VP
- D.M. Khani – VP
- J.M. Rothka – VP, Comptroller and
Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary

CONSOL Energy Sales Company LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Directors Member Managed – CONSOL Energy Inc.	<ul style="list-style-type: none">• Directors CONSOL Energy Inc.
<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ N.J. DeLuliis – Chairman○ J.A. Brock – President and CEO○ J.J. McCaffrey – SVP – Energy Marketing○ D.M. Khani – VP & CFO○ D.R. McKay – VP – Sales○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ J.A. Brock – President and CEO○ J.J. McCaffrey – SVP – Energy Marketing○ D.M. Khani – VP & CFO○ M.A. Wiegand – VP○ K.R. Salvatori – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

Conrhein Coal Company
Directors/Managers/Officers

Current

- **Managers – N/A**
(General Partnership)

- **Officers**
(Manager, Asst. Manager, Treasurer, Controller, Secretary, Asst. Secretary)
 - J.A. Brock – Manager
 - W.D. Gillenwater – Asst. Manager
 - S.W. Johnson – VP
 - D.M. Khani – VP
 - S.L. Gill – VP
 - D.W. Rush – VP
 - M.A. Wiegand – VP
 - C. K. Hagedorn – VP, Controller & Asst. Secretary
 - A.M. Drezewski – Asst. VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Managers – N/A**

- **Officers**
 - J.A. Brock – Manager
 - J.J. McCaffrey – VP and Asst. Manager
 - D.M. Khani – VP
 - K.R. Salvatori – VP
 - E. Schubel – VP
 - M.A. Wiegand – VP
 - J.M. Rothka – Controller & Asst. Secretary
 - A.M. Drezewski – Asst. VP
 - S. T. Aspinall – Treasurer
 - M. J. Baker – Secretary

**Island Creek Coal Company LLC
Directors/Managers/Officers**

Current

• **Directors**

Member Managed -- CONSOL Mining Holding Company LLC

• **Officers**

- J.A. Brock – President
- S.W. Johnson – VP
- D.M. Khani – VP
- J.J. McCaffrey – VP
- D.W. Rush – VP
- W.D. Gillenwater – VP
- E.A. Large – Asst. VP
- C.K. Hagedorn – Controller & Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- D.A. Miller – Asst. Secretary
- R.H. White – Asst. Secretary

Proposed

• **Directors**

CONSOL Mining Holding Company LLC

• **Officers**

- J.A. Brock – President
- K.R. Salvatori – VP
- D.M. Khani – VP
- J.J. McCaffrey – VP
- M.A. Wiegand – VP
- J.M. Rothka – Controller & Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary

Laurel Run Mining Company LLC
Directors/Managers/Officers

Current

• **Directors**

Member Managed – Island Creek Coal Company

• **Officers**

(President, Secretary & VPs noted)

- J.A. Brock – President & Chairman
- D.M. Khani – VP
- S.W. Johnson – VP
- J.J. McCaffrey – VP
- W.D. Gillenwater – VP
- S.L. Gill – VP
- D.W. Rush – VP
- C.K. Hagedorn – Controller and Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- D.A. Miller – Asst. Secretary
- R.H. White – Asst. Secretary

Proposed

• **Directors**

Island Creek Coal Company

• **Officers**

- J.A. Brock – President & Chairman
- D.M. Khani – VP
- J.J. McCaffrey – VP
- A.M. Drezewski – VP
- M.A. Wiegand – VP
- K.R. Salvatori – VP
- J.M. Rothka – Controller and Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary

**Windsor Coal Company LLC
Directors/Managers/Officers**

Current

• **Directors**

(Member Managed – CONSOL Mining Holding Company LLC)

• **Officers**

(President, Secretary & VPs noted)

- J.A. Brock – President
 - S.W. Johnson – VP
 - W.D. Gillenwater – VP
 - J.J. McCaffrey – VP
 - S.L. Gill – VP
 - D.W. Rush – VP
 - C.K. Hagedorn – Controller & Asst. Secretary
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary
- Proposed

Proposed

• **Directors**

CONSOL Mining Holding Company LLC

• **Officers**

- J.A. Brock – President
- D.M. Khani – VP
- A.M. Drezewski – VP
- J.J. McCaffrey – VP
- K.R. Salvatori – VP
- M.A. Wiegand – VP
- J.M. Rothka – Controller & Asst. Secretary
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary

R&PCC LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Directors <i>(Member managed)</i><ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers <i>(No requirements)</i><ul style="list-style-type: none">○ J.A. Brock – President○ S.W. Johnson – VP○ W.D. Gillenwater – VP○ S.L. Gill – VP○ D.W. Rush – VP○ E.A. Large – Asst. VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ D.A. Miller – Asst. Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Directors<ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers<ul style="list-style-type: none">○ J.A. Brock – President○ D.M. Khani – VP○ A.M. Drezewski – VP○ M.A. Wiegand – VP○ K.R. Salvatori – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

Helvetia Coal Company LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Directors (Member Managed – R&PCC LLC)• Officers<ul style="list-style-type: none">○ J.A. Brock – President○ J.J. McCaffrey – VP○ S.W. Johnson – VP○ W.D. Gillenwater – VP○ S.L. Gill – VP○ D.W. Rush – VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Directors R&PCC LLC• Officers<ul style="list-style-type: none">○ J.A. Brock – President○ J.J. McCaffrey – VP○ M.A. Wiegand – VP○ K.R. Salvatori – VP○ D.M. Khani – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

Leatherwood, LLC
Directors/Managers/Officers

Current

- **Directors**

(Member Managed – R&PCC LLC)
- **Officers**
 - S.W. Johnson – President
 - W.D. Gillenwater – VP
 - S.L. Gill – VP
 - D.W. Rush – VP
 - C.K. Hagedorn – Controller and Asst. Secretary
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**

R&PCC LLC
- **Officers**
 - J.A. Brock – President
 - A.M. Drezewski – VP
 - K.R. Salvatori – VP
 - D.M. Khani – VP
 - M.A. Wiegand – VP
 - J.M. Rothka – Controller and Asst. Secretary
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary

CONSOL Amonate Facility LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(member managed)</i><ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers <i>(No requirements)</i><ul style="list-style-type: none">○ J.A. Brock – President, Chairman & CEO○ S.W. Johnson – VP○ D.M. Khani – VP○ W.D. Gillenwater – VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers<ul style="list-style-type: none">○ J.A. Brock – President, Chairman & CEO○ K.R. Salvatori – VP○ D.M. Khani – VP○ A.M. Drezewski – VP○ M.A. Wiegand – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

**CONSOL Amonate Mining Company LLC
Directors/Managers/Officers**

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(member managed)</i><ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers <i>(No requirements)</i><ul style="list-style-type: none">○ J.A. Brock – President, Chairman & CEO○ S.W. Johnson – VP○ D.M. Khani – VP○ W.D. Gillenwater – VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers<ul style="list-style-type: none">○ J.A. Brock – President, Chairman & CEO○ K.R. Salvatori – VP○ D.M. Khani – VP○ A.M. Drezewski – VP○ M.A. Wiegand – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

CONSOL Mining Company LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(member managed)</i><ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers <i>(No requirements)</i><ul style="list-style-type: none">○ J.A. Brock – President, Chairman and CEO○ S.W. Johnson – VP○ D.M. Khani – VP○ W.D. Gillenwater – VP○ S.L. Gill – VP○ D.W. Rush – VP○ E.A. Large – Asst. VP○ C.K. Hagedorn – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ CONSOL Mining Holding Company LLC • Officers<ul style="list-style-type: none">○ J.A. Brock – President, Chairman and CEO○ K.R. Salvatori – VP○ D.M. Khani – VP○ A.M. Drezewski – VP○ M.A. Wiegand – VP○ J.M. Rothka – Controller and Asst. Secretary○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary

TECPART LLC
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Directors (Member Managed – AMVEST LLC)	<ul style="list-style-type: none">• Directors AMVEST LLC
<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ J.A. Brock – President○ S.W. Johnson – VP○ J.J. McCaffrey – VP○ S.L. Gill – VP○ D.W. Rush – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Officers<ul style="list-style-type: none">○ J.A. Brock – President○ D.M. Khani – VP○ J.J. McCaffrey – VP○ K.R. Salvatori – VP○ M.A. Wiegand – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ J.M. Rothka – Asst. Secretary

Vaughan Railroad Company LLC
Directors/Managers/Officers

Current

• **Directors**

(Member Managed – AMVEST LLC)

• **Officers**

(President, Secretary & VPs noted)

- J.A. Brock – President
- J.J. McCaffrey – VP
- W.D. Gillenwater – VP
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- D.A. Miller – Asst. Secretary
- R.H. White – Asst. Secretary

Proposed

• **Directors**

AMVEST LLC

• **Officers**

- J.A. Brock – President
- J.J. McCaffrey – VP
- A.M. Drezewski – VP
- K.R. Salvatori – VP
- M.A. Wiegand – VP
- D.M. Khani – VP
- S.T. Aspinall – Treasurer
- M.J. Baker – Secretary
- J.M. Rothka – Asst. Secretary

Nicholas–Clay Land & Mineral, LLC
Directors/Managers/Officers

Current

- **Directors**

(Member Managed – AMVEST LLC)
- **Officers**
(President, Secretary & VPs noted)
 - J.A. Brock – President
 - S.W. Johnson – VP
 - W.D. Gillenwater – VP
 - J.J. McCaffrey – VP
 - S.L. Gill – VP
 - D.W. Rush – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**

AMVEST LLC
- **Officers**
 - J.A. Brock – President
 - D.M. Khani – VP
 - A.M. Drezewski – VP
 - J.J. McCaffrey – VP
 - M.A. Wiegand – VP
 - K.R. Salvatori – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - J.M. Rothka – Asst. Secretary

Braxton-Clay Land & Mineral, LLC
Directors/Managers/Officers

Current

- **Directors**

(Member Managed – AMVEST LLC)
- **Officers**
(*President, Secretary and VPs noted*)
 - J.A. Brock – President
 - S.W. Johnson – VP
 - W.D. Gillenwater – VP
 - S.L. Gill – VP
 - D.W. Rush – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - D.A. Miller – Asst. Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**

AMVEST LLC
- **Officers**
 - J.A. Brock – President
 - D.M. Khani – VP
 - A.M. Drezewski – VP
 - M.A. Wiegand – VP
 - K.R. Salvatori – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - J.M. Rothka – Asst. Secretary

AMVEST Gas Resources, LLC
Directors/Managers/Officers

Current

- **Directors**
(Member Managed – AMVEST LLC)

- **Officers**
(President, Secretary and VPs noted)
 - T.C. Dugan – President
 - S.W. Johnson – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Directors**
AMVEST LLC

- **Officers**
 - J.A. Brock – President
 - D.M. Khani – VP
 - M.A. Wiegand – VP
 - K.R. Salvatori – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - J.M. Rothka – Asst. Secretary

**AMVEST West Virginia Coal, L.L.C.
Directors/Managers/Officers**

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(At least 2 required, no more than 5)</i><ul style="list-style-type: none">○ S.W. Johnson○ J.A. Brock • Officers <i>(President, Secretary and Treasurer required)</i><ul style="list-style-type: none">○ J.A. Brock – President○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ D.M. Khani○ J.A. Brock • Officers<ul style="list-style-type: none">○ J.A. Brock – President○ D.M. Khani – VP○ M.A. Wiegand – VP○ K.R. Salvatori – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ J.M. Rothka – Asst. Secretary

Fola Coal Company, L.L.C.
Directors/Managers/Officers

Current

- **Managers**
(At least 2 Managers required, no more than 5)
 - J.A. Brock
 - S.W. Johnson

- **Officers**
(President, Secretary and Treasurer required)
 - S.W. Johnson – President
 - K.A. Fredriksen – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Managers**
 - J.A. Brock
 - D.M. Khani

- **Officers**
 - J.A. Brock – President
 - K.A. Fredriksen – VP
 - K.R. Salvatori – VP
 - M.A. Wiegand – VP
 - D.M. Khani – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - J.M. Rothka – Asst. Secretary

Terry Eagle Coal Company, L.L.C.
Directors/Managers/Officers

Current

- **Managers**
(At least 2 required, no more than 5)
 - J.A. Brock
 - S.W. Johnson

- **Officers**
(President, Secretary and Treasurer required)
 - J.A. Brock – President
 - S.W. Johnson – VP
 - W.D. Gillenwater – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - R.H. White – Asst. Secretary

Proposed

- **Managers**
 - J.A. Brock
 - D.M. Khani

- **Officers**
 - J.A. Brock – President
 - D.M. Khani – VP
 - A.M. Drezewski – VP
 - K.R. Salvatori – VP
 - M.A. Wiegand – VP
 - S.T. Aspinall – Treasurer
 - M.J. Baker – Secretary
 - J.M. Rothka – Asst. Secretary

Little Eagle Coal Company, L.L.C.
Directors/Managers/Officers

<u>Current</u>	<u>Proposed</u>
<ul style="list-style-type: none">• Managers <i>(At least 2 Managers required, no more than 5)</i><ul style="list-style-type: none">○ J.A. Brock○ J.J. McCaffrey • Officers <i>(President, VP, Secretary and Treasurer required)</i><ul style="list-style-type: none">○ J.A. Brock – President○ J.J. McCaffrey – VP○ W.D. Gillenwater – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ R.H. White – Asst. Secretary	<ul style="list-style-type: none">• Managers<ul style="list-style-type: none">○ J.A. Brock○ J.J. McCaffrey • Officers<ul style="list-style-type: none">○ J.A. Brock – President○ J.J. McCaffrey – VP○ A.M. Drezewski – VP○ M.A. Wiegand – VP○ D.M. Khani – VP○ K.R. Salvatori – VP○ S.T. Aspinall – Treasurer○ M.J. Baker – Secretary○ J.M. Rothka – Asst. Secretary

CNX Coal Resources GP LLC
Directors/Managers/Officers

Current

- **Directors**
(Fixed by the members from time to time.)
 - Nicholas J. DeIuliis – Chairman of the Board
 - Stephen W. Johnson
 - David M. Khani
 - James A. Brock
 - Dan Sandman
 - Michael L. Greenwood
 - Jeffrey L. Wallace

- **Officers**
(May consist of a CEO, President, 1 or more VPs, a CFO, a GC, a Secretary and such others officers as the Members may elect or appoint from time to time.)
 - J.A. Brock – CEO
 - D.M. Khani – CFO
 - J.M. Rothka -- CAO
 - M.A. Wiegand – General Counsel and Secretary

Proposed

- **Directors**
 - J.A. Brock – Chairman of the Board
 - David M. Khani
 - Dan D. Sandman
 - Michael L. Greenwood
 - Jeffrey L. Wallace
 - _____
 - _____

- **Officers**
 - J.A. Brock – CEO
 - D.M. Khani – CFO
 - J.M. Rothka – CAO
 - M.A. Wiegand – General Counsel and Secretary

CNX Thermal Holdings LLC

Current

- **Directors**
 - JA. Brock
 - N.J. Deluliis
 - S.W Johnson
 - D.M. Khani
- **Operating Committee Member**
 - J.A. Brock
- **Officers**
 - JA Brock – President
 - DM Khani – Treasurer
 - MA Wiegand - Secretary

Proposed

- **Directors**
 - JA Brock
 - DM Khani
 - KR Salvatori
 - JJ McCaffrey
- **Operating Committee Member**
 - E.V. Schubel
- **Officers**
 - JA Brock – President
 - DM Khani – Treasurer
 - MA Wiegand - Secretary

CNX Operating LLC

Current

- **Directors**
 - JA. Brock
 - N.J. DeIuliis
 - S.W Johnson
 - D.M. Khani

- **Officers**
 - JA Brock – President
 - DM Khani – Treasurer
 - MA Wiegand - Secretary

Proposed

- **Directors**
 - JA Brock
 - DM Khani
 - KR Salvatori
 - JJ McCaffrey

- **Officers**
 - JA Brock – President
 - DM Khani – Treasurer
 - MA Wiegand - Secretary

CNX Coal Finance Corp.

Current

- **Directors**

- JA. Brock
- N.J. DeIuliis
- S.W Johnson
- D.M. Khani

- **Officers**

- JA Brock – President
- DM Khani – Treasurer
- MA Wiegand - Secretary

Proposed

- **Directors**

- JA Brock
- DM Khani
- KR Salvatori
- JJ McCaffrey

- **Officers**

- JA Brock – President
- DM Khani – Treasurer
- MA Wiegand - Secretary

FILED

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

JUN 07 2018

In re:	:	Case No.:	16-24726-
	:	Chapter:	11
C&D Coal Company, LLC	:		
	:		
	:	Date:	6/7/2018
Debtor(s).	:	Time:	10:00

COURT U.S. BANKRUPTCY COURT
WEST DIST. OF PENNSYLVANIA

PROCEEDING MEMO

MATTER: # 216 Application for Administrative Expenses filed by Douglas McGillivray
242- Objection filed by the Official Committee of Unsecured Creditors
244 - Response filed by the Debtor

#249 - Status Conference on Sale

APPEARANCES:

Debtor:	John Lacher
Committee:	Michael Roeschenthaler
McGillivray:	Matthew Lautman
Kingston:	Bill Kelleher
PA-DEP:	Barbara Grabowski
PPMT:	Kari Douglas [CourtCall]

NOTES:

Lacher: Now that the financing order has been entered, milestones have been set for achieving a permit from the DEP.

Douglas: Colleague met with the DEP last week. Engaged a consultant to move the permitting process forward.

Lautman: Requests an evidentiary hearing to resolve the objections to the motion. Amenable to scheduling it after there is some certainty that the sale will close, as long as that wouldn't prejudice the claim.

Court: Is there a dispute as to McGillivray's interest in the company?

Lacher: There is a typo on the document you have--McGillivray's is approximately 12%.

Lautman: The disputes are about whether the administrative claim is permitted after the fact and whether the payments were loans, equity infusions, or made in the ordinary course of business.

Roeschenthaler: Although it was represented at the previous hearing that McGillivray only recently retained Houston Harbough, he actually retained them some time ago and they've been in communication with the parties.

Lautman: Agrees. That was a misstatement at the previous hearing.

Lacher/Roeschenthaler: It would set bad precedent for the Court to approve a springing administrative claim.

Court: The moving party has the burden of proof. Without Court approval, he must show both that the payments were made in the ordinary course of business and that extraordinary circumstances exist that merit nunc pro tunc approval.

OUTCOME:

1. The Status Conference [Dkt. No. 249] is concluded. (Text Order to issue.)
2. The hearing on the Application for Administrative Expenses [Dkt. No. 216] is continued to a status conference in 90 days. (Text Order to issue.)

DATED: 6/7/2018