

At a meeting of the **HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Herkimer, New York on the 30th day of April, 2019 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, David M. Chlus, John Scarano, Daniel B. Reardon, Catherine Ricci

Absent: Cory Albrecht, Michael Werenczak

Also Present: John J. Piseck, Jr. and Stacey J. Holleran, Victoria Adams

After the meeting had been duly called to order, the Chairman announced that one of the purposes of the meeting was to consider and take action on certain matters pertaining to Tractor Supply Company (the "Company").

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE: Bono, Chlus, Scarano, Reardon, Ricci NAY: none ABSTAINED:

RESOLUTION CONFIRMING THAT THE GRANT OF AUTHORITY TO TRACTOR SUPPLY COMPANY TO ACT AS AGENT OF HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY THROUGH FEBRUARY 28, 2019 EXTENDS TO ALL SUB-AGENTS OF TRACTOR SUPPLY COMPANY WITH RESPECT TO THE TRACTOR SUPPLY COMPANY PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE AGENCY OF ALL RELEVANT DOCUMENTS RELATING TO SUCH AUTHORITY.

WHEREAS, Tractor Supply Company (the "Company") and the Agency have previously entered into a Lease Agreement dated as of August 1, 2017, a Leaseback Agreement dated as of August 1, 2017 (the "Leaseback Agreement") and other documents relating thereto in connection with the Company's undertaking, as Agent of the Agency, of a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 142 acre parcel of land located in the Route 5S Business Park in the Town of Frankfort, New York (the "Land"), (2) the construction on, under and over the Land of an approximately 930,500 square foot warehouse and distribution center, with potential expansion at the Company's option up to 1,230,000 square feet, and related facilities and improvements, including without limitation, offices, a water tank, electric transformers and parking for vehicles and truck trailers (collectively, the "Improvements")

and (3) the acquisition and installation of machinery, equipment and other personal property (the "Equipment") in, on, around, over and under the Improvements and the Land (the Land, the Improvements and the Equipment being collectively referred to as the "Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including potential exemptions from sales taxes, real property transfer taxes and exemptions from real property taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) of the Facility to Agency and leaseback of the Facility to the Company or such other person as may be designated by the Company and agreed upon the Agency; and

WHEREAS, a public hearing, pursuant to Article 18-A of the New York State General Municipal Law (the "GML"), was held by the Agency on December 27, 2018 in connection with the Project to consider an amended application for (1) extension of the Project Completion Date through February 28, 2019 and commensurate therewith an extension of the Company's authority to act as agent of the Agency through the same date and (2) reconfirming the increase in the cost of the Project and the commensurate increase in the amount of the sales and use tax exemption for the Project; and

WHEREAS, no public comments, written or oral, were submitted for the Agency's consideration at the public hearing; and

WHEREAS, the Agency, at a duly held meeting, immediately following the public hearing, unanimously (1) approved the extension of the Project Completion Date through February 28, 2019 and commensurate therewith an extension of the Company's authority to act as agent of the Agency and (2) reconfirmed the increase in the cost of the Project and the commensurate increase in the amount of the sales and use tax exemption for the Project; and

WHEREAS, the Agency understood that, and intended for, the extension of agency status to the Company through February 28, 2019 to extend to and encompass the Sub-Agents of the Company set forth on Exhibit A attached hereto and made a part hereof with respect to the Project and now desires to confirm that understanding and intention;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby confirms its approval, effective as of December 27, 2018, of the Company's Sub-Agents set forth on Exhibit A attached hereto and made a part hereof (the "Sub-Agents") to act as sub-agents of the Agency through the Project Completion Date of February 28, 2019.

Section 2. Any and all actions of the Sub-Agents taken with respect to the Project that are consistent with the applicable provisions of the Leaseback Agreement are hereby ratified and confirmed.

Section 3. The Chairman, the Secretary and the Executive Director of the Agency are each, acting alone or together, hereby authorized for and on behalf of the Agency to execute and deliver all documents and instruments, including without limitation, an amended New York State Sales Tax form ST-60 for each of the Sub-Agents, and amendments to any of the Transaction Documents (as defined in the Leaseback Agreement), and to do all such further acts and things as may be necessary or, in the opinion of either the Chairman, the Secretary or the Executive Director desirable to effect the purposes of this resolution.

Section 4. This resolution shall take effect immediately.

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

I, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on April 30, 2019 with the original thereof of file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the meeting.

I, FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed and rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30th day of April, 2019.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**


By: 
Stacey Holleran, Assistant Secretary

EXHIBIT A

SUB-AGENTS

1. H and M Construction Co, Inc.
2. Comfort Systems USA DBA Woodcock & Armani Mec
3. DSE Erectors, Inc.
4. Williams Steel Company
5. Apple Roofing Corp.
6. Matco Electric Corporation
7. S.A. Comunale Co., Inc. dba Sprinkfab
8. Accurate Acoustical, Inc.
9. The Effect Group, Inc.