

INDUCEMENT RESOLUTION

At a regular meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York, on April 25th, 2017 at 4:00 P.M.

The meeting was called to order by the Chairman, and, upon the roll being called, the following were:

PRESENT: Vincent (Jim) Bono, John Piseck, John Scarano, Catherine Ricci,
Michael Werenczak,

ABSENT: Davis Chlus, Dan Reardon

ALSO PRESENT: Anthony Hallak, Stephen Smith, Stacey Holleran, Dan Sargent,
Greg Mason, Bill Maxim, Stephanie Sorrell-White, Bob Finkle,
Bernard Peplinski

The following resolution was offered and seconded with the members voting:

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RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") DETERMINING THAT A CERTAIN FACILITY PROPOSED TO BE UNDERTAKEN BY TRACTOR SUPPLY COMPANY (the "COMPANY") CONSTITUTES A "PROJECT" WITHIN THE MEANING OF THE NEW YORK STATE INDUSTRIAL DEVELOPMENT AGENCY ACT, AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE, SALE AND DEVELOPMENT AGREEMENT RELATING TO THE FACILITY APPOINTING THE COMPANY AS AGENT FOR PURPOSES OF SECURING GOVERNMENTAL APPROVALS AND EASEMENTS NECESSARY FOR THE PROJECT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, the Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the "Act") to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"); to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to provide assistance in the acquisition, construction and equipping of one or more "Projects" (as defined in the Act); and

WHEREAS, the Company has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and real property tax incentives (collectively, the "Assistance") for the acquiring, constructing, equipping, and financing of the Facility described below, (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be acquired, constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of an approximately 930,500 square foot distribution center, including offices and related parking for vehicles and truck trailers and, if needed, off-site improvements, with potential expansion, at the Company's option, to 1,230,500 square feet, to be located on approximately 142 acres of real property currently owned by the Agency at Higby Road and Route 5S in the Town of Frankfort, New York. The acquisition, construction, and equipping of the Facility (including soft costs relating thereto) has an estimated cost of Seventy Five Million Six Hundred Thousand Dollars (\$75,600,000.00) (the "Project Costs"); and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively "SEQR"), the Agency constitutes a State Agency; and

WHEREAS, the Agency has consented to the Town Board of the Town of Frankfort, New York acting as lead agency with respect to the analysis of the construction and operation of the Facility in accordance with SEQR and the Town Board has not yet made a final determination under SEQR with respect to such construction and operation; and

WHEREAS, a public hearing will be duly noticed and had with respect to the Facility and the Assistance by the Agency as required by the Act.

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

1. Based upon the Application and other representations made by the Company to the Agency and the Agency's due deliberation, the Agency hereby makes the following findings and determinations:

A. The Facility constitutes a "Project" within the meaning of the Act.

B. The Assistance will induce the Company to located the Facility in the County, thereby maintaining and increasing employment opportunities within the State of New York and otherwise furthering the proposes of the Agency as set forth in the Act.

C. Except as is permitted by law, the Facility will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located in the State.

2. The form and substance of the proposed Purchase, Sale and Development Agreement in substantially the draft form presented to this meeting between the Agency and the Company with respect to the Facility and the providing of the Assistance (the "Agreement") are hereby approved. The Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agreement in substantially the form presented to this meeting, with such changes in terms and form as the Chairman, Vice Chairman or the Executive Director shall approve. The execution thereof by the Chairman, Vice Chairman or Executive Director shall constitute conclusive evidence of such approval.

3. This resolution is being adopted pursuant to 13 NYCRR Section 617.5(c)(28). Nothing in this resolution shall commit or be deemed to commit the Agency to undertake the Facility or provide the Assistance unless and until all applicable requirements of SEQRR have been fulfilled.

4. The Executive Director is hereby authorized and directed to set the time and place for the public hearing with respect to the Facility and the Assistance in accordance with the requirements of the Act.

5. Subject to the conducting of a public hearing pursuant to Section 858a and 862 of the Act and subject to the conditions set forth in the Purchase, Sale and Development Agreement between the Agency and the Company, the Company is appointed the true and lawful Agent of the Agency to make, execute, acknowledge and deliver contracts, writings, applications and

instructions as the stated Agent for the Agency, and do all things which may be requisite or proper for completing the facility.

6. A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

7. 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 25, 2017 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 26th day of April, 2017.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Stacey Holleran
Stacey Holleran, Assistant Secretary