

## INDUCEMENT RESOLUTION

At a regular meeting of the Herkimer County Industrial Development Agency held at Herkimer, New York, on October 25, 2012 at 320 N. Prospect St., Herkimer, New York.

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

PRESENT: John Piseck, J. Keith Davy, Richard Collins, Vincent Bono, David Chlus, Michael Werenczak

ABSENT: Robert Payne

ALSO PRESENT: Mark Feane, Martin Regan, Lillian Oram, Kathleen Moynihan, Fred Shaw, Joe Falcone

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

AYE

John Piseck  
J. Keith Davy  
Richard Collins  
Vincent Bono  
David Chlus  
Michael Werenczak

NAY

RESOLUTION TAKING OFFICIAL ACTION TO ASSIST TRB ASSOCIATES, LLC (the "Company") IN DEMOLISHING, CONSTRUCTING, FINANCING, EXPANDING AND EQUIPPING OF A SHOPPING CENTER IN THE CITY OF LITTLE FALLS, COUNTY OF HERKIMER, STATE OF NEW YORK (THE "PROJECT")

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 construction, renovation and equipping and financing of one or

more "Projects" (as defined in the Act); and

WHEREAS, TRB ASSOCIATES, LLC. 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, mortgage tax and real property tax abatement incentives for the demolishing, constructing, renovating, and equipping of the below described project (the "Facility") (the "Assistance"), (ii) to construct, renovate, and equip the Facility or to cause the Facility to be constructed, renovated, and equipped; 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 consists of the demolition, construction, renovation, expansion and equipping of a shopping center at Shoppers Square in the City of Little Falls, Herkimer County, New York, at an estimated cost of \$5,815,600.00 (the "Project Costs") and leasing the facility to the Agency and leasing back from Agency; 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 the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively, SEQRA), the Agency constitutes a State Agency; and

WHEREAS, the Agency has considered its environmental assessment form and related forms (the questionnaire submitted by the Company) the requisite criterion to determine whether the proposed action or the Project will have a significant effect on the environment; and

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

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 demolish, construct and renovate the buildings owned by the Company in the County, improving the buildings to allow for greater use and added employment,, 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 inducement agreement in substantially the draft form presented to this meeting between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to providing of the Assistance (the "Agreement") are hereby approved. The Chairman or Vice Chairman 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 or Vice Chairman shall approve. The execution thereof by the Chairman or Vice Chairman shall constitute conclusive evidence of such approval.

3. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and/or 862 of the Act and subject to the conditions set forth in the Agreement, the Company is hereby authorized to proceed with the acquisition, construction, equipping, and financing of the Facility and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and/or 862 of the Act and subject to the conditions set forth in the Agreement, the Company in accordance with the Agreement where applicable the tenant or tenants, are appointed the true and lawful agents of the Agency (i) to acquire, construct, equip, and finance the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and the same validity as the Agency could do if acting in its own behalf.

5. Based upon the review by the Agency of the Questionnaire and the other representations made by the Company to the Agency in connection with the Facility, the Agency hereby finds that (i) the Facility will result in no major impacts and, therefore, is one which will not cause significant damage to the environment, (ii) the Project will not have a "significant effect on the environment," as such quoted terms are defined in the SEQRA Act, and (iii) no "environmental impact statement," as such quoted term is defined in SEQRA, need be prepared for this Action. The Project constitutes a Type II action. This determination constitutes a negative declaration for purposes of SEQRA.

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 and notices of this negative declaration shall be filed, posted and published as shall be necessary to conform with the requirements of SEQRA.

6. This resolution is conditioned upon the company receiving a binding commitment acceptable to the Agency from a retail grocery supermarket to enter into a long term lease for a significant portion of the center.

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 October 25, 2012 with the original thereof on 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 or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 26<sup>th</sup> day of October, 2012.

HERKIMER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



Lillian A. Oram  
Lillian A. Oram, Assistant Secretary