

## INDUCEMENT RESOLUTION

At a regular meeting of the Herkimer County Industrial Development Agency held at Herkimer, New York, on November 29, 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, Richard Collins, Vincent Bono, Robert Payne, David Chlus, and Michael Werenczak

ABSENT: Keith Davy

ALSO PRESENT: James Wallace, Michael Stephens, Mark Feane, Lillian Oram, Martin Regan, Kathleen Moynihan, Bernard Peplinski, Stephen Smith, Ann Marie Murray, Joseph Falcone, Raymond Johnson, Robert Schrader, Charles Chisholm, and Christine Daniels

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

AYE

John Piseck  
Richard Collins  
Vincent Bono  
Robert Payne  
David Chlus  
Michael Werenczak

NAY

RESOLUTION TAKING OFFICIAL ACTION TO ASSIST PRICE CHOPPER OPERATING CO. INC., (the "Company") IN CONSTRUCTING AND EQUIPPING A RETAIL GROCERY STORE IN SHOPPERS SQUARE, 555 EAST MAIN STREET 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, 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) provide sales and mortgage tax incentive and real property tax exemptions consistent with the Agency's policies (the "Assistance"); (ii) to construct and equip the supermarket; and (iii) to lease the facility from the company or its owner and leaseback said interest to the Company.

WHEREAS, the Project consists of constructing and equipping of a 30,500 sq. ft. state of the art supermarket, and leasing or conveying the said space to the Agency and leasing back from Agency (the "Project") at an estimated cost of \$6,459,149.00 (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 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 considers the facility to be a unique retail facility within the City of Little Falls.

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 Project 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 project is a qualifying retail project within the meaning of the Act.

B. The Assistance will induce the Company to construct, update and equip a retail supermarket in the City of Little Falls, Herkimer County, New York and maintain and increase employment opportunities within the City of Little Falls, County of Herkimer and 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 Project 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 Project 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 Project located in the State.

2. The form and substance of the proposed 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, 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 expansion, updating, renovation, equipping and financing of the Project and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, 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 expand, renovate, equip, and finance the Project, (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 Project, 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 Project, the Agency hereby finds that (i) the Project 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 SEQR Act, and (iii) no "environmental impact statement," as such quoted term is defined in SEQR, need be prepared for this Action. This determination constitutes a negative declaration for purposes of SEQR.

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 SEQR.

6. 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 26, 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 29<sup>th</sup> day of November, 2012.

HERKIMER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



Lillian A. Oram  
Lillian A. Oram, Assistant Secretary