**RESOLUTION APPOINTING CONTRACTOR AS AGENT
CAPITAL CITY PRODUCE LLC AND
3 E INDUSTRIAL ASSOC., LLC PROJECT**

A regular meeting of Rensselaer County Industrial Development Agency (the "Agency") was convened in public session, remotely by conference call or similar service pursuant to the New York State Executive Order 202.55, on August 13, 2020 at 4:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Cynthia A. Henninger	Secretary/Treasurer
Ronald Bounds	Assistant Secretary/Treasurer
Douglas Baldrey	Member
Renee Powell	Member

ABSENT:

John H. Clinton, Jr.	Chairman
Michael Della Rocco	Vice Chairman

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
Robin LaBrake	Assistant
John Sweeney, Esq.	Agency Counsel
Peter Kehoe, Esq.	Agency Counsel
Melissa C. Bennett, Esq,	Special Counsel

The following resolution was offered by Ronald Bounds, seconded by Renee Powell, to wit:

Resolution No. 0820-5

RESOLUTION APPOINTING TRALONGO BUILDERS, INC. AS SUB-AGENT OF RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY FOR THE PURPOSE OF UNDERTAKING AND COMPLETING THE CAPITAL CITY PRODUCE LLC / 3 E INDUSTRIAL ASSOC., LLC PROJECT.

WHEREAS, Rensselaer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 128 of the 1974 Laws of New York, as amended, constituting Section 903-d of said General Municipal Law (said

Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and 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, 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 acquire, construct, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, 3 E Industrial Assoc., LLC, a New York limited liability company (the "Real Estate Holding Company"), and Capital City Produce LLC, a New York limited liability company (the "Operating Company"), have submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Real Estate Holding Company and the Operating Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 2.4 acres of real estate located at 3 E Industrial Parkway (tax map no. 111.51-1-3) in the City of Troy, Rensselaer County, New York (the "Land"), the renovation of an approximately 25,700 square foot existing commercial industrial building, together with related amenities and improvements (collectively, the "Facility"), and the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property not part of the Equipment (as such term is defined herein) (collectively, the "Facility Equipment") (the Land, the Facility and the Facility Equipment being collectively referred to as the "Company Project Facility"), which Company Project Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to the Operating Company, and (2) the acquisition and installation of certain equipment and personal property (the "Equipment", and together with the Company Project Facility, the "Project Facility"), all of the foregoing Project Facility to constitute a commercial facility to be used for the wholesale distribution and processing of produce and related products and associated uses and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, mortgage recording taxes (subject to statutory limitations), real property taxes and real estate transfer taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 25, 2020 (the "Public Hearing Resolution"), the Agency authorized a public hearing with respect to the Project to be held pursuant to Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 24, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is located, caused notice of the Public Hearing to be posted on June 23, 2020 on the Agency's website, (C) caused notice of the Public Hearing to be published on June 26, 2020 in The Record, a newspaper of general circulation available to the residents of the County of Rensselaer, New York and the City of Rensselaer, Rensselaer County, New York, (D) conducted the Public Hearing on July 6, 2020 at 11:00 a.m., by telephone conference pursuant to Executive Order 202.48 (as amended), and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, the requirements of Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York being 6 NYCRR Part 617, as amended (the "Regulations collectively with the SEQR Act, "SEQRA") applicable to the Project have been complied with; and

WHEREAS, by further resolution adopted by the members of the Agency on August 13, 2020 (the "Approving Resolution"), the Agency determined to grant the Financial Assistance and to enter into a lease agreement (the "Lease Agreement") among the Agency, the Real Estate Holding Company and the Operating Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, pursuant to correspondence dated August 11, 2020 (the "Request"), the Agency (A) has been requested by the Real Estate Holding Company and the Operating Company to appoint Tralongo Builders, Inc. (the "Contractor"), as a sub-agent of the Agency to undertake and complete the Project; and

WHEREAS, in connection with the appointment of the Contractor as sub-agent, the Contractor will enter into an agency and indemnification agreement by and between the Contractor and the Agency (the "Agency and Indemnification Agreement") and a recapture agreement by and between the Contractor and the Agency (the "Section 875 GML Recapture Agreement"), required by the Act, regarding the recovery or recapture of certain sales and use taxes; and

WHEREAS, simultaneously with the execution and delivery of the Agency and Indemnification Agreement and the Section 875 GML Recapture Agreement, the Agency will file with the State Department of Taxation and Finance a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and provide copies of the Thirty-Day Sales Tax Report to the Contractor, the Real Estate Holding Company and the Operating Company; and

WHEREAS, for purposes of exemption from New York State (the "State") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight;

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

Section 1. Subject to the execution and delivery of the Basic Documents among the Agency, the Real Estate Holding Company and the Operating Company (the "Closing"), the Contractor is hereby appointed sub-agent of the Agency to complete the Project, said appointment to terminate concurrently with the appointments of the Real Estate Holding Company and the Operating Company as agents of the Agency and in no event later than two years from the date of the Closing.

Section 2. Subject to (A) receipt by the Agency of insurance policies indemnifying the Agency, (B) execution and delivery of the Agency and Indemnification Agreement and the Section 875 GML Recapture Agreement by the Agency and the Contractor, (C) payment by the Contractor or the Real Estate Holding Company and the Operating Company of all fees and expenses of the Agency, including the fees of Agency Counsel and Special Counsel, in connection with the delivery of the Agency and Indemnification Agreement and the Section 875 GML Recapture Agreement, the Agency hereby (A) agrees to the appointment of the Contractor as a sub-agent to undertake and complete the Project and (B) determines to enter into the Agency and Indemnification Agreement, the Section 875 GML Recapture Agreement and any other documents or certificates required in connection with said appointment (collectively, the "Sub-agent Documents"), the form and substance of which the Chairman or Vice Chairman of the Agency is authorized to negotiate and approve.

Section 3. Subject to the satisfaction of the requirements of Section 1 hereof, the Chairman (or Vice Chairman) or Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Sub-agent Documents and the Thirty-Day Sales Tax Report, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) or Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or Executive Director to constitute conclusive evidence of such approval.

Section 4. The Agency shall maintain records of the amount of State and local sales and use tax exemption benefits provided to the Project and each agent or Project operator and shall make such records available to the State Commissioner of Taxation and Finance (the "Commissioner") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Real Estate Holding Company's or and the Operating Company's receipt of, or benefit from, any State or local sales and use tax exemptions, the Real Estate Holding Company and the Operating Company must acknowledge

and agree to make, or cause its agents and/or operators to make, all records and information regarding State and local sales and use tax exemption benefits available to the Agency upon request.

Section 5. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Contractor shall agree to such terms as a condition precedent to utilizing on behalf of the Real Estate Holding Company and the Operating Company an exemption from New York State sales and use taxes.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Sub-agent Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Sub-agent Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

John H. Clinton, Jr.	VOTING	ABSENT
Michael Della Rocco	VOTING	ABSENT
Cynthia A. Henninger	VOTING	AYE
Ronald Bounds	VOTING	AYE
Douglas Baldrey	VOTING	AYE
Renee Powell	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF RENSSELAER)

I, the undersigned Secretary of Rensselaer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 13, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), as modified by New York State Executive Order 202.55, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said 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 13th day of August, 2020.

Cynthia A. Hennenger
Secretary

(SEAL)