

**RESOLUTION REGARDING TERMINATION
OF LEASE AND UNDERLYING LEASE**

WHEREAS, the Rensselaer County Industrial Development Agency (the Agency) as landlord, and Hoffman Enterprises LLC, as tenant ("Hoffman"), entered into a lease agreement dated as of February 1, 2003, a memorandum of which was filed in the Office of the Rensselaer County Clerk on April 4, 2003 in Liber 416 at Page 2193 (the "Lease Agreement") pursuant to which, among other things, the Agency leased the Project Facility (as defined in the Lease Agreement) to the Hoffman; and

WHEREAS, the Agency, Greenbush Associates LLC (the Company) and Hoffman executed and delivered pursuant to the certain Omnibus Assignment and Assumption of Agreements made and effective as of February 1, 2003 (the "Assignment") by and between the Agency, Hoffman and the Company, which Assignment was recorded in the Office of the Rensselaer County Clerk on February 28, 2005 as Document No.: 00188426 in Book 1676 at Page 261, pursuant to which Hoffman did assign, convey and transfer to the Company all of its right, title and interest in and to the Lease Agreement, a certain underlying lease and all of the other basic documents executed by and between Hoffman and the Agency; and

WHEREAS, pursuant to the Lease Agreement, the Company, as successor to Hoffman, and the Agency agreed that the Lease Agreement would terminate on the earlier to occur of (1) December 31, 2018 or (2) the date of the Lease Agreement shall be terminated pursuant to Article X or Article XI of the Lease Agreement; and

WHEREAS, the conditions set forth for termination of said the Lease Agreement, as appropriate, have been satisfied; and

WHEREAS, Hoffman Enterprises LLC ("Hoffman") and the Agency entered into a certain lease to agency dated as of February 1, 2003 (the "Underlying Lease"), a memorandum of which was filed in the Office of the Rensselaer County Clerk on April 4, 2002 in Liber 416 at Page 2181 pursuant to which the Agency was granted a leasehold interest in the parcel of the land more particularly described in Exhibit A attached thereto (the "Land") and in and to all those buildings, improvements, structures and other related facilities affixed or attached to the Land now or in the future; and

WHEREAS, the Agency, the Company and Hoffman executed and delivered pursuant to the certain Omnibus Assignment and Assumption of Agreements made and effective as of February 1, 2003 (the "Assignment") by and between the Agency, Hoffman and the Company, which Assignment was recorded in the Office of the Rensselaer County Clerk on February 28, 2005 as Document No.: 00188426 in Book 1676 at Page 261, pursuant to which Hoffman did assign, convey and transfer to the Company all of its right, title and interest in and to the Lease Agreement (as hereinafter defined), the Underlying Lease and all of the other basic documents executed by and between Hoffman and the Agency; and

WHEREAS, pursuant to Section 11.3 of a lease agreement dated as of December 31, 2018 (the "Lease Agreement") between the Company and the Agency, the Company and the Agency further agreed that the Underlying Lease would be terminated upon the satisfaction of the conditions set forth in Section 11.1 and Section 11.2 of the Lease Agreement, as appropriate; and

WHEREAS, the conditions set forth in Section 11.1 and Section 11.2 of the Lease Agreement, as appropriate, have been satisfied on or before the date hereof; and

WHEREAS, the Company and the Agency now desires to evidence the termination of the Lease Agreement;

NOW, THEREFORE, be it Resolved that the Agency agrees that the aforesaid Lease Agreement and Underlying Lease Agreement have terminated as of the date hereof and that the Chairman of the Agency is authorized to execute any documents necessary to evidence that as of record and such documents, in a form approved by Agency Counsel, including a Termination of Lease Agreement and a Termination of Underlying Lease Agreement may be filed in the Office of the Rensselaer County Clerk to evidence of record that they have been cancelled and terminated of record; provided, however, that, as provided in Section 12.8 of the Lease Agreement, certain obligations of the Company shall survive the termination of the Lease Agreement, and the execution of any termination of lease agreement by the Agency is not intended, and shall not be construed, as a waiver or alteration by the Agency or the Company of the provisions of Section 12.8 of the Lease Agreement.

Resolution ADOPTED by the following vote:

Ayes: 4

Nays: 0

Abstain: 0

April 8, 2021

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

I, the undersigned (Assistant) 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 April 8, 2021 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"), 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 8th day of April, 2021.



(Assistant) Secretary

(SEAL)