

AUTHORIZING RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency (the "Agency") Herkimer New York, held at 320 N. Prospect Street, Herkimer, New York, 13350, on the 1st day of March, 2013, 8:30 o'clock, a.m., the following members of the Agency were:

PRESENT: Jim Bono, Bob Payne, Dave Chlus, Mike Werenczak, Dominic Frank

ABSENT: Dick Collins

ALSO PRESENT: Mike Stephens, Mark Feane, Martin Regan, Kathy Moynihan, Lillian Oram, Steve Smith, Bill McDonald, Bernie Peplinski, Ray Johnson, Bob Schrader, John Steamer, Chuck Chisholm

After the meeting had been duly called to order, the Chairman announced that a purpose of the meeting was to consider and take action on certain matters pertaining to Price Chopper Operating Co., Inc. (the "Company") project.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

All

NAY

None

RESOLUTION APPROVING THE AGENCY'S ENTERING INTO A CERTAIN LEASE AGREEMENT BETWEEN THE COMPANY AS LESSOR AND THE AGENCY AS LESSEE (THE "LEASE AGREEMENT"), A LEASEBACK AGREEMENT BETWEEN THE AGENCY AND THE COMPANY PURSUANT TO WHICH THE AGENCY LEASES THE SUBJECT PROPERTY BACK TO THE COMPANY (THE "LEASEBACK AGREEMENT"), A CERTAIN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT BETWEEN THE AGENCY AND THE COMPANY, (THE "ECIA") AND SUCH OTHER RELATED DOCUMENTS AS MAY BE PRESENTED IN CONNECTION WITH THE CLOSING OF THE TRANSACTION BETWEEN THE COMPANY AND THE AGENCY (COLLECTIVELY THE "AGENCY DOCUMENTS").

WHEREAS, by Article 18-A of the General Municipal Law of the State of New York as amended, and Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State of New York as amended (collectively, "the Act"), the Herkimer County Industrial Development Agency, was created with the authority and power among other things to assist in financing the projects of business within Herkimer County thereby to encourage the creation and preservation of jobs as authorized by the Act; and

WHEREAS, the Agency has heretofore received and approved an application from the Company for the Agency to assist in the financing of a facility for the Company (the "Project"); for purposes including enhancements thereto; and

WHEREAS, the Project consists of the granting of certain "Financial Assistance" (within the meaning of Section 854(14) of the New York General Municipal Law) with respect to the financing, including exemption from sales taxes.

NOW THEREFORE, BE IT RESOLVED by the Herkimer County Industrial Development Agency as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The acquiring through the Lease Agreement the machinery, equipment, furniture and fixtures and other personal property comprising of the Project to the Company pursuant to the Leaseback Agreement will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(c) The Agency has heretofore approved of the location of the site of the Project; and

(d) The financial assistance for the Project is reasonably necessary to induce the Company to maintain and expand its operations within the State of New York and to discourage removal of facilities to a location outside the State and is reasonably necessary to preserve its competitive position in its industry; and

(e) The Project and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, City of Little Falls, or Herkimer County; and

(f) Being essentially a personal property transaction, the Project will have no potential adverse impact on the environment as defined in SEQRA.

Section 2. The Agency is hereby authorized to execute and deliver the Agency Documents, and all acts heretofore taken by the Agency with respect to the Project are hereby approved, ratified and confirmed.

Section 3. The form and substance of the Agency Documents as finally approved by Agency counsel are hereby approved.

Section 4. The Chairman, Vice Chairman or other member of the Agency is hereby authorized on behalf of the Agency to execute and deliver the Agency Documents 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 substantially the forms thereof, presented to this meeting with such changes, variations, omissions and insertions as the Chairman or Vice Chairman or other member shall approve in reliance upon the advice of counsel to the Agency, Michael H. Stephens, Esq. The execution thereof by the Chairman or Vice Chairman or other member shall constitute conclusive evidence of such approval. The Chairman or Vice Chairman or other member is further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 5. The members, officers, employees and agents of the Agency, and legal counsel to 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 Agency Documents, and to execute and deliver all such additional certificates, instruments and Agency Documents, 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 member, officer, legal counsel, 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 Agency Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

STATE OF NEW YORK)
) ss.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary/Treasurer of the Herkimer County Industrial Development Agency, DO HEREBY CERTIFY:

That the annexed constitutes the formalized resolution of the Agency to approve the action referred to therein.

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 public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 1st day of March, 2013.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



By: Lillian A. Oram
Lillian A. Oram, Assistant Secretary/Treasurer