

**RESOLUTION AUTHORIZING TERMINATION AND AMENDMENT
HERO GROUP INC. (BEECHNUT) PROJECT**

A regular meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session offices of the Agency located at 113 Park Drive, Fultonville, New York on September 21, 2023 at 3:00 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:

Matthew Beck	Chairman
Carol Shineman	Vice-Chairman
Laurie Weingart	Member
Cheryl Reese	Member
Brent E. Phetteplace	Member

ABSENT:

Mark Kowalczyk	Member
Amanda Auricchio	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Andrew Santillo	Staff Assistant
Karl Gustafson, Jr.	Grant Assistant
Vincenzo Nicosia	Economic Development Specialist

The following resolution was offered by Carol Shineman, seconded by Cheryl Reese, to wit:

Resolution No. 23-17

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND DELIVERY OF A CERTAIN AGREEMENTS WITH RESPECT TO THE TERMINATION AND AMENDMENT OF THE HERO GROUP INC. (BEECHNUT) PROJECT.

WHEREAS, Montgomery 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 666 of the 1970 Laws of New York, as amended, constituting Section 895-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 commercial, manufacturing 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, pursuant to a closing on October 3, 2008 (the "Closing"), the Agency entered into a lease agreement dated as of October 1, 2008 (the "Lease Agreement") by and between the Agency and Hero Group Inc. (the "Company"), in connection with a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A(1) the acquisition of an interest in an approximately 140.6 acre parcel of land located in the Montgomery County Business Park in the Town of Florida, Montgomery County, New York and having a Tax Map No. 54-1-34.1 (the "Land"), (2) the construction on the Land of multiple buildings to contain in the aggregate approximately 635,000 square feet of space (collectively, the "Facility"), and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as a facility for the manufacture, packaging and sale of baby food, and any other directly or indirectly related food products and 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, real property taxes and real estate transfer taxes (the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, (A) the Company executed and delivered to the Agency a certain lease to agency dated as of October 1, 2008 (the "Underlying Lease") by and between the Company, as landlord and the Agency, as tenant, pursuant to which the Company leased to the Agency the Land and all improvements now or hereafter located on the land (collectively, the "Premises"), (B) the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of October 1, 2008 (the "PILOT Agreement") by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, and (C) the Company and the Agency executed and delivered a mortgage dated as of October 1, 2008 (the "PILOT Mortgage") from the Company and the Agency to Montgomery County, for the benefit of the Affected Tax Jurisdictions, and the Agency (collectively, with the Lease Agreement, the "Basic Documents"); and

WHEREAS, the Company has approached the Agency and requested that the Agency consider a modification to the Basic Documents providing for the early termination of the Basic Documents (the "Modification"); and

WHEREAS, the impact of the Modification would be to put the Project Facility back on the tax rolls and subject to real property taxes; and

WHEREAS, the Agency desires to consider the Modification, subject to the terms and conditions contained on Schedule A attached; and

WHEREAS, pursuant to 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), it appears that the Modification constitutes a Type II action under SEQRA; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF MONTGOMERY COUNTY

INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based upon an examination of (a) the Modification and (b) the Consents, the Agency hereby makes the following determinations:

(A) The Modification constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c), (26), and therefor that, pursuant to 6 NYCRR 617.6(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Modification.

(B) That since compliance by the Agency with the Modification will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Modification.

(C) 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;

(D) It is desirable and in the public interest for the Agency to consider and approve the Modification.

Section 2. Subject to (A) compliance with the terms and conditions in the Basic Documents, (B) compliance with the terms and conditions contained in Schedule A; and (C) payment by the Company of all fees and expenses of the Agency in connection with the delivery of any documents providing for the Modification (collectively, the "Modification Documents"), including the fees of Agency Counsel and Special Agency Counsel, the Agency hereby (a) consents to the Modification and (b) determines to enter into the Modification Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman, Vice Chairman, or Chief Executive Officer of the Agency is hereby authorized to execute and deliver the Modification Documents to the Company, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 4. 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 Modification 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 Modification Documents binding upon the Agency.

Section 5. 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:

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	ABSENT
Amanda Auricchio	VOTING	ABSENT
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	YES
Brent E. Phetteplace	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

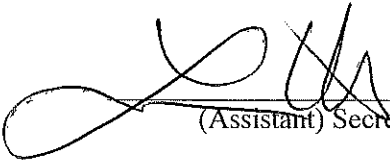
STATE OF NEW YORK)
) SS.:
COUNTY OF MONTGOMERY)

I, the undersigned (Assistant) Secretary of Montgomery 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 September 21, 2023 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 21 day of September, 2023.



(Assistant) Secretary

(SEAL)

EXHIBIT A

BUSINESS TERMS

1. Review the financial impact of the Modification, including any impact on the County, the Town and the School District.
2. Require the Company to maintain an employment level of 210 FTE each year, measured quarterly, to December 31, 2028.
3. The Modification Documents will provide the following:
 - a. That the Modification Documents will be effective for the 2024 tax year of the County and the Town and the 2024-25 tax year for the School District.
 - b. That the recapture provision will provide that if the Company fails to maintain the job level, the Company will pay the County, the Town and the School District the difference between the PILOT payment provided for in the PILOT Agreement and the actual real property tax payable by the Company.
 - c. That the obligation of the Company to make any recapture payments described above will be secured by the PILOT Mortgage.