

CLOSING ITEM NO.: B-1

GENERAL CERTIFICATE
OF
TOWN OF MONTGOMERY INDUSTRIAL DEVELOPMENT AGENCY

This certificate is made in connection with the execution by Town of Montgomery Industrial Development Agency (the "Agency") of a lease agreement dated as of July 1, 2013 (the "Lease Agreement") by and between United Natural Foods, Inc. (the "Company") and the Agency, the Memorandum of Lease Agreement, the Underlying Lease, the Memorandum of Underlying Lease, the Payment in Lieu of Tax Agreement, the Section 875 GML Recapture Agreement (as each of said documents is defined in the Lease Agreement) and any other document to be executed by the Agency (all of the preceding documents being collectively referred to as the "Agency Documents") in connection with the undertaking by the Agency of a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 113 acre parcel of land located at the intersection of Neelytown Road and Beaver Dam Road (being a portion of tax map no.'s 36-1-42, 36-1-43 and 36-1-9.122) in the Town of Montgomery, Orange County, New York (the "Land"), (2) the construction on the Land of (i) an approximately 480,000 square foot distribution facility (the "Distribution Facility"), (ii) an approximately 25,000 square foot office facility (the "Office Facility"), and (iii) an approximately 8,000 square foot truck maintenance facility (the "Maintenance Facility" and together with the Distribution Facility and the Office Facility, being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"); (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 sales and use taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement.

Capitalized terms used herein which are not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement except that, for purposes of this certificate, (A) all definitions with respect to any document shall be deemed to refer to such document only as it exists as of the date of this certificate and not as of any future date, and (B) all definitions with respect to any Person shall be deemed to refer to such Person only as it exists as of the date of this certificate and not as of any future date or to any successor or assign.

THE UNDERSIGNED OFFICER OF THE AGENCY HEREBY CERTIFIES THAT:

1. I am an officer of the Agency and am duly authorized to execute and deliver this certificate in the name of and on behalf of the Agency.

2. The Agency is a corporate governmental agency constituting a public benefit corporation of the State of New York (the "State") duly established under 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 527 of the Laws of 1971 of the State, as amended, constituting Section 911-c of said General

Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act"). A copy of Chapter 527 of the Laws of 1971 of the State is attached hereto as Exhibit A.

3. The Agency (A) has full legal power and authority to own its Properties, conduct its business, execute, deliver and perform its obligations under each of the Agency Documents and (B) has taken all actions and obtained all approvals required in connection therewith by the Act and any other applicable laws and regulations.

4. Under the Act, it is the purpose of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing and research facilities, including commercial facilities, and the Agency has the power to acquire, construct, reconstruct, lease, sell, improve, maintain, equip or furnish certain properties, including commercial facilities.

5. Pursuant to the Act, the governing body of Town of Montgomery, New York, for whose benefit the Agency was established filed or caused to be filed within six (6) months after the effective date of such Chapter 527 of the Laws of 1971 of the State, in the office of the New York State Department of State, Miscellaneous Records Unit, the Certificate of Establishment of the Agency pursuant to Section 856(1)(a) of the New York General Municipal Law. The Certificate of Establishment of the Agency described in the preceding sentence also named the members and officers of the Agency as appointed by the governing body of Town of Montgomery, New York. Attached hereto as Exhibit B is a certified copy of said Certificate of Establishment of the Agency and certificates of appointment relating to all of the current members of the Agency.

6. The current members and officers of the Agency are as follows: Edwin F. Williams, Jr, First Vice Chairperson; Stephen Rainaldi, Second Vice Chairperson; Donna Jennings, Treasurer; Richard Lomazzo, Secretary; Michael Hayes, Member. The foregoing named individuals constitute all of the members of the Agency; each of such individuals was and is duly appointed, qualified and acting as such member; each of such individuals who is indicated as an officer of the Agency was and is duly elected or appointed, qualified and acting as such officer; and each of such individuals has been a member of the Agency since at least April 8, 2013.

7. Attached hereto as Exhibit C is a true, correct and complete copy of the by-laws of the Agency, together with all amendments thereto or modifications thereof; and said by-laws as so amended and modified are in full force and effect in accordance with their terms as of the date of this certificate.

8. The execution, delivery and performance of all agreements, certificates and documents required to be executed, delivered and performed by the Agency in order to carry out, give effect to and consummate the transactions contemplated by the Agency Documents have been duly authorized by all necessary action of the Agency. The Agency Documents are in full force and effect on and as of the date hereof, and no authority for the execution, delivery or performance of the Agency Documents has been repealed, revoked or rescinded.

9. The execution, delivery and performance of the Agency Documents, the consummation of the transactions therein contemplated and compliance with the provisions of each by the Agency do not and will not (A) violate the Act or the by-laws of the Agency, (B) require consent under (which has not heretofore been received) or result in a breach of or default under any credit agreement, purchase agreement, indenture, mortgage, deed of trust, commitment, guaranty, lease or other agreement or instrument to which the Agency is a party or by which the Agency may be bound or affected, or (C) conflict with or violate any existing law, rule, regulation, judgment, order, writ, injunction or decree of

any government, governmental instrumentality or court, domestic or foreign, having jurisdiction over the Agency or any of the Property of the Agency.

10. The Agency has duly authorized the taking of and has taken any and all actions necessary to carry out and give effect to the transactions contemplated to be performed on its part by the Agency Documents.

11. Each of the representations and warranties of the Agency contained in each of the Agency Documents is true, accurate and complete on and as of the date of this certificate with the same force and effect as though such representations and warranties were made on and as of the date hereof.

12. There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body pending or, to our knowledge, threatened against or affecting the Agency (nor, to our knowledge, any basis therefor), wherein an unfavorable decision, ruling or finding would adversely affect (A) the transactions contemplated by the Approving Resolution (as hereinafter defined), (B) the validity or the enforceability of the Approving Resolution or the Agency Documents or the transactions contemplated therein, or (C) the existence or organization of the Agency.

13. The Agency Documents have been each duly executed, acknowledged, where appropriate, and delivered on behalf of the Agency by the Chairman or Vice Chairman of the Agency; the signature of said officer thereon is the genuine signature of such officer; and said executed Agency Documents are in substantially the same form as the forms thereof presented to the members of the Agency and approved by the Approving Resolution.

14. Pursuant to the authorization contained in a resolution adopted by the members of the Agency on April 8, 2013 (the "Public Hearing Resolution"), the Agency authorized the Executive Director to conduct a public hearing with respect to the Project. Attached hereto as Exhibit D is a certified copy of the Public Hearing Resolution.

16. Attached hereto as Exhibit E is proof of mailing of notice of the public hearing, held with respect to the Project (the "Public Hearing"), to the chief executive officers of the "affected tax jurisdictions" with respect to the Project (as such quoted term is defined in Section 854(16) of the Act).

17. Attached hereto as Exhibit F is an affidavit of publication of notice of the Public Hearing pursuant to Section 859-a of the Act.

18. Attached hereto as Exhibit G is the report of the Public Hearing (the "Report").

19. Pursuant to a resolution adopted by the members of the Agency on July 18, 2013 (the "SEQR Resolution"), the Agency (A) ratified the determination by the Town of Montgomery Town Board (the "Board") to act as "lead agency" with respect to the Project, (B) acknowledged receipt of a copy of a negative declaration issued by the Planning Board on July 16, 2013 with respect to the Project (the "Negative Declaration"), and (C) indicated that the Agency had no information to suggest that the Planning Board was incorrect in authorizing issuance of the Negative Declaration. Attached hereto as Exhibit H is a certified copy of the SEQR Resolution.

20. Attached hereto as Exhibit I is a true, correct and complete copy of the resolution of the members of the Agency adopted on July 18, 2013 (the "Approving Resolution") approving and authorizing execution by the Agency of the Agency Documents. Such Approving Resolution was duly adopted by the members of the Agency, has not been amended or modified since its adoption and is in full force and effect as of the date of this certificate in accordance with its terms.

21. The Agency is not contemplating instituting bankruptcy, insolvency or similar proceedings against itself.

22. The Agency has complied with all of the agreements and satisfied all of the conditions on its part to be performed and satisfied by the terms of the Agency Documents on or prior to the Closing Date.

IN WITNESS WHEREOF, I have hereunto set my signature as (Vice) Chairman the Agency this
18th day of July, 2013.

TOWN OF MONTGOMERY INDUSTRIAL
DEVELOPMENT AGENCY

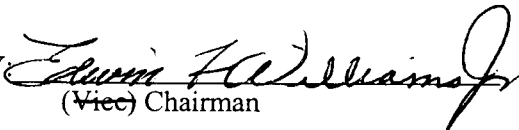
BY: 
(Vice) Chairman

EXHIBIT A
CHAPTER 527 OF THE LAWS OF 1971

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on



A handwritten signature in black ink, appearing to be "D. J. A. Z.", written in a cursive style.

Special Deputy Secretary of State

LAWS OF NEW YORK.—By Authority

CHAPTER 527

AN ACT to amend the general municipal law, in relation to creating and establishing the town of Montgomery industrial development agency, and providing for its functions, powers and duties

Became a law June 17, 1971, with the approval of the Governor. Passed on Home Rule request pursuant to Article IX, section 2(b)(2) of the Constitution by a majority vote, three-fifths being present

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The general municipal law is hereby amended by inserting in title two of article eighteen-A, a new section, to be section nine hundred eleven-c, to read as follows:

§ 911-c. *Town of Montgomery industrial development agency. For the benefit of the Town of Montgomery and the inhabitants thereof, an industrial development agency, to be known as the TOWN OF MONTGOMERY INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of this chapter. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of this chapter upon industrial development agencies. It shall be organized in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of this chapter. Its members shall be appointed by the governing body of the town of Montgomery. The agency, its members, officers and employees and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of this chapter.*

§ 2. This act shall take effect immediately.

EXPLANATION — Matter in *italics* is new; matter in brackets [] is old law to be omitted

STATE OF NEW YORK }
Department of State } ss:

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original law.

JOHN P. LOMENZO
Secretary of State

EXHIBIT B

**CERTIFICATE OF ESTABLISHMENT OF THE AGENCY AND
CERTIFICATES OF APPOINTMENT OF CURRENT MEMBERS**

- ON FILE WITH THE AGENCY -

EXHIBIT C
BY-LAWS OF THE AGENCY

**BY-LAWS OF
TOWN OF MONTGOMERY INDUSTRIAL DEVELOPMENT AGENCY
(as amended through _____, 2007)**

**ARTICLE I
THE AGENCY**

SECTION 1. NAME. The name of the Agency shall be "Town of Montgomery Industrial Development Agency."

SECTION 2. SEAL OF AGENCY. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization (1971). The corporate seal of the Agency may be used by causing it to be impressed directly upon an instrument of writing, upon adhesive substance affixed thereto or by facsimile, whether engraved, printed, stamped or reproduced by photographic process.

SECTION 3. OFFICE OF AGENCY. The office of the Agency shall be in the Town Government Center, 110 Bracken Road, Second Floor, Conference Room, Town of Montgomery, New York but the Agency may have such other offices at such other places as the members of the Agency may from time to time designate by resolution.

SECTION 4. ENABLING STATUTORY AUTHORITY. The Town of Montgomery Industrial Development Agency was created by special act of the New York State Legislature dated 1971 and codified at Section 911-c of the New York State General Municipal Law.

SECTION 5. MEMBERS. (A) The Agency shall be comprised of seven (7) members (each, a "Member") as appointed by the Town Board of the Town of Montgomery. Each such Member shall serve at the pleasure of said Town Board until such Member dies, resigns or is replaced by resolution of the Town Board. Each Member must be a resident of the Town of Montgomery. A public officer or employee may be appointed as a Member of the Agency without forfeiture of any other public office or employment.

(B) Except for Members who serve as Members by virtue of holding a civil office of the State, the majority of the remaining Members appointed after January 13, 2006 are required to be "Independent Members".

(C) For purposes of these bylaws, the term "Independent Member" means a Member one who: (1) is not, and in the past two years has not been, employed by the Agency (or an "Affiliate" of the Agency) in an executive capacity; (2) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Agency or received any other form of financial assistance valued at more than \$15,000 from the Agency; (3) is not a relative of an executive officer or employee in an executive position of the Agency (or an "Affiliate" of the Agency); and (4) is not, and in the past two years has not been, a

lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency (or an "Affiliate" of the Agency).

(D) For purposes of these bylaws, the term "Affiliate" means a corporate body having substantially the same ownership or control as the Agency.

(E) If the term of any Agency member should terminate, his or her term of office as an officer of the Board shall also terminate.

ARTICLE II

GOVERNING BOARD OF THE AGENCY; OFFICERS OF THE BOARD; COMMITTEES OF THE BOARD

SECTION 1. GOVERNING BOARD OF THE AGENCY; TRAINING REQUIREMENT.

(A) The Members of the Agency constitute the governing body of the Agency (the "Board"), and shall have and shall responsibly exercise all of the powers prescribed by Article 18-a of the General Municipal Law of the State of New York (the "Act") and other applicable law, including but not limited to Chapter 766 of the 2005 Laws of the State of New York (the "PAAA").

(B) The Board shall appoint an Executive Director and a Chief Financial Officer of the Agency, neither of whom shall be a Member of the Agency.

(C) Every annual financial report of the Agency must be approved by the Board.

(D) The Members of the Agency shall: (1) execute direct oversight of the Executive Director of the Agency and other senior management of the Agency in the effective and ethical management of the Agency; and (2) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Agency.

(E) The Board shall not, directly or indirectly, including through a subsidiary or Affiliate, extend or maintain credit or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Member or employee (or equivalent thereof) of the Agency.

(F) Members of the Agency shall file annual financial disclosure statements with both (1) the Town of Montgomery Board of Ethics and (2) the Orange County Board of Ethics.

(G) Individuals appointed to the Board of the Agency after January 13, 2006 must participate in state approved training regarding their legal, fiduciary, financial and

ethical responsibilities within one year of appointment to such Board. Existing Members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

SECTION 2. OFFICERS OF THE BOARD. (A) The officers of the Board shall be a Chairperson, a First Vice-Chairperson, a Second Vice-Chairperson, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer.

(B) The officers of the Board of the Agency shall be appointed by the Board at the annual meeting of the Board. All officers of the Board shall remain in office until the annual meeting of the Board. Any two or more offices of the Board, except the offices of Chairperson and Secretary, may be held by the same person.

(C) The officers of the Board shall perform the duties and functions specified in these bylaws and such other duties and functions as may from time to time be authorized by resolution of the Board of the Agency or required to effect the statutory purposes of the Agency.

(D) Should any office of the Board become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

SECTION 3. CHAIRPERSON. The Chairperson shall preside at all meetings of the Board of the Agency. At each meeting, the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Agency.

(B) Except as otherwise authorized by resolution of the Board, the Chairperson shall sign all agreements, contracts, deeds and any other instruments of the Agency. The Chairperson shall have the authority, at all times, to execute, on behalf of the Agency, instruments and documents of a ministerial or procedural nature which the Chairperson deems expedient in order to further the statutory purposes of the Agency, provided the execution of such instruments and documents does not contravene any provision of these bylaws or any resolution of the Board.

(C) Except as otherwise authorized by resolution of the Board, all instruments of indebtedness of the Agency and checks for the payment of money of the Agency shall be signed by the Treasurer of the Agency and countersigned by the Chairperson of the Agency.

SECTION 4. FIRST VICE-CHAIRPERSON AND SECOND VICE-CHAIRPERSON. The First Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in the case of the resignation or death of the Chairperson, the First Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Agency shall appoint a new Chairperson. The Second Vice-Chairperson shall perform all of the

SECTION 10. GOVERNANCE COMMITTEE. (A) The Chairman shall appoint a Governance Committee, to be comprised of Independent Members of the Agency.

(B) The Governance Committee shall: (1) keep the Board informed of current best governance practices; (2) review corporate governance trends; (3) update the Agency's corporate governance principles; and (4) advise the Town Board on the skills and experiences required of potential Members of the Board.

SECTION 11. AUDIT COMMITTEE. (A) The Chairman shall appoint an Audit Committee, to be comprised of Independent Members of the Agency.

(B) To the extent practicable, Members of the Audit Committee should be familiar with corporate financial and accounting practices.

(C) The Audit Committee shall ensure that the Agency arranges for the timely preparation and appropriate filing of the annual budget, the annual financial statements, the annual financial reports and the annual financial audit required by the Act and by the PAAA.

(D) The Audit Committee shall recommend to the Board the hiring of a certified independent public accounting firm for the Agency, establish the compensation to be paid to the accounting firm, and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose. The Audit Committee shall not recommend the hiring of a certified independent public accounting firm to provide audit services to the Agency if the Executive Director, comptroller, Chief Financial Officer, chief accounting officer, or any other person serving in an equivalent position for the Agency was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Agency during the one year period preceding the date of the initiation of the audit.

(E) If the lead (or coordinating) audit partner (having primary responsibility for the audit) of the certified independent public accounting firm proposing to provide an annual independent audit for the Agency, or the audit partner responsible for reviewing the audit, has performed audit services for the Agency in each of the five previous fiscal years of the Agency, the Audit Committee shall prohibit such certified independent public accounting firm from providing an annual independent audit for the Agency.

(F) The Audit Committee shall require that each certified independent public accounting firm that performs for the Agency an audit required by law shall timely report to the Audit Committee: (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Agency, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm; and (3) other material written communications between the certified independent public accounting firm and the management of the Agency, such as the management letter along with management's

response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

(G) The Audit Committee shall prohibit the certified independent public accounting firm providing an annual independent audit for the Agency from performing any non-audit services to the Agency contemporaneously with the audit, unless receiving previous written approval by the Audit Committee, including: (1) bookkeeping or other services related to the accounting records or financial statements of the Agency; (2) financial information systems design and implementation; (3) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (4) actuarial services; (5) internal audit outsourcing services; (6) management functions, (7) broker or dealer, investment advisor, or investment banking services; and (8) legal services and expert services unrelated to the audit.

ARTICLE III

MEETINGS OF THE BOARD

SECTION 1. ANNUAL MEETING. The annual meeting of the Agency shall be held during the month of December of each year at the regular meeting place of the Agency unless otherwise resolved by the Agency. The exact date, time and place of the annual meeting shall be noticed to all of the Members and to the local newspaper and to the public.

SECTION 2. REGULAR MEETINGS. Regular meetings of the Agency may be held upon notice to all Members at such times and places as from time to time may be determined by resolution of the Agency. Notice of such meetings must be posted on the Town signboard and supplied to the Wallkill Valley Times or any other local newspaper of general circulation in the Town.

SECTION 3. SPECIAL MEETINGS. The Chairperson of the Agency may, when the Chairperson deems it desirable, and shall, upon written request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Member of the Agency or may be mailed to the business or home address of each Member of the Agency as least two days prior to the date of such special meeting and notice of such meeting also must be posted on the Town signboard and supplied to the Wallkill Valley Times or any other local newspaper of general circulation in the Town. Waivers of notice may be signed by any Members failing to receive a proper notice. At such special meeting, no business shall be considered other than as designated in the call, but if all the Members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

SECTION 4. QUORUM. At all meetings of the Agency, a majority of the Members of the Agency shall constitute a quorum for the purpose of transacting business, provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

SECTION 5. ORDER OF BUSINESS. (A) At the regular meetings of the Agency, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting
3. Bills and communications
4. Report of the Treasurer
5. Reports of Committees
6. Unfinished business
7. New business
8. Adjournment

(B) Whenever possible, all resolutions shall be in writing. A written copy of all resolutions adopted by the Board shall be copied in or attached to a journal of the proceedings of the Board.

SECTION 6. MANNER OF VOTING. (A) The voting on all questions coming before the Agency shall be by roll call and the yeas and nays shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

(B) All resolutions of the Agency shall be passed by a majority of the Members of the Agency. In order to vote on a resolution, a Member of the Agency must be present at a meeting of the Board either in person or via videoconference.

ARTICLE IV

EXECUTIVE OFFICERS AND EMPLOYEES

SECTION 1. EXECUTIVE DIRECTOR. (A) The Executive Director shall be appointed by the Board, and shall be the chief executive officer of the Agency.

(B) The Executive Director shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Board. Whenever possible, the Executive Director shall attend each meeting of the Board, and shall submit such recommendations and information to the Board as the Executive Director may consider proper concerning the business, affairs and policies of the Agency.

(C) The Executive Director shall be charged with the management of all projects of the Agency.

(D) The Executive Director shall also serve as the Contracting Officer of the Agency, and, as such, be responsible for (1) the disposition of property of the Agency, and (2) the Agency's compliance with the Agency's property use and disposition guidelines.

(E) Every annual financial report of the Agency must be certified in writing by the Executive Director that based on the Executive Director's knowledge (1) the information provided therein is accurate, correct and does not contain any untrue statement of material fact; (2) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (3) fairly presents in all material respects the financial condition and results of operations of the Agency as of, and for, the periods presented in the financial statements.

(F) The Executive Director shall file an annual financial disclosure statement with both (1) the Town of Montgomery Board of Ethics and (2) the Orange County Board of Ethics.

SECTION 2. CHIEF FINANCIAL OFFICER. (A) The Chief Financial Officer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Board may select or, if the Board have not so selected a bank or banks, which the Chief Financial Officer selects.

(B) The Chief Financial Officer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Audit Committee at each regular meeting thereof an account of such transactions and also of the financial condition of the Agency.

(C) The Chief Financial Officer shall give such bond for the faithful performance of his duties as the agency may determine.

(D) Every annual financial report of the Agency must be certified in writing by the Chief Financial Officer that based on the Chief Financial Officer's knowledge (1) the information provided therein is accurate, correct and does not contain any untrue statement of material fact; (2) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (3) fairly presents in all material respects the financial condition and results of operations of the Agency as of, and for, the periods presented in the financial statements.

(E) The Chief Financial Officer shall file an annual financial disclosure statement with both (1) the Town of Montgomery Board of Ethics and (2) the Orange County Board of Ethics.

SECTION 3. ADDITIONAL PERSONNEL. The Agency may from time to time employ such personnel as it deems necessary to exercise its statutory powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. RIGHT OF INDEMNIFICATION. Each Member and officer of the Agency, whether or not then in office, and any person whose testator or intestate was such a Member or officer, shall be indemnified by the Agency for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Section 18 of the Public Officers Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Agency shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Member or officer only if such action or proceeding (or part thereof) was authorized by the Board.

SECTION 2. ADVANCEMENT OF EXPENSES. (A) Expenses incurred by a Member or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article V may be paid by the corporation in advance of the final disposition of such action or proceeding upon (1) the receipt of an undertaking by or on behalf of such Member or officer to repay such advancement in case such Member or officer is ultimately found not to be entitled to indemnification as authorized by this Article V and (2) approval by the Board.

(B) To the extent permitted by law, the Board shall not be required to find that the Member or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Agency makes any advance payment of expenses hereunder.

SECTION 3. AVAILABILITY AND INTERPRETATION. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article V (A) shall be available with respect to events occurring prior to the adoption of this Article V, (B) shall continue to exist after any rescission or restrictive amendment of this Article V with respect to events occurring prior to such rescission or amendment, (C) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Member or officer (or, if applicable, at the sole discretion of the testator or intestate of such Member or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (D) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Agency and the Member or officer for whom such rights are sought were parties to a separate written agreement.

SECTION 4. OTHER RIGHTS. The rights of indemnification and to the advancement of expenses provided in this Article V shall not be deemed exclusive of any other rights to which any Member or officer of the Agency or other person may now or hereafter be otherwise entitled, whether contained in these by-laws, a resolution of the Board or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of

expenses provided in this Article V shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Member or officer of the Agency or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Agency or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

SECTION 5. SEVERABILITY. If this Article V or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article V shall remain fully enforceable. Any payments made pursuant to this Article V shall be made only out of funds legally available therefor.

ARTICLE VI

AMENDMENTS

SECTION 1. AMENDMENTS TO BY-LAWS. The By-laws of the Agency may be amended only with the approval of at least a majority of all of the Members of the Agency at a regular meeting or a special meeting, but no such amendment shall be adopted unless at least seven days prior written notice thereof has been previously given to all members of the Agency. In the event that the By-Laws of the Agency are inconsistent with the provisions of the Act, as amended from time to time, then the provisions of said Act shall control.

Motion to approve and adopt these By-Laws made at a duly noticed special meeting of the Agency held on this 22 day of MARCH, 2007, by Member Devitt, seconded by Member Williams and the following voting in favor: Member Jennings; Member MARVIN; Member Cockburn; Member Rinaldi; Member _____; and Member _____, and the following voting in opposition: _____ (____ absences), (____ vacancy), the Resolution approving and adopting these By-Laws was deemed duly adopted. This special meeting was preceded by a Notice dated March 19, 2007, which Notice was mailed to all Members and which contained a true copy of these By-Laws in draft form.

Dated: March 22, 2007
Montgomery, New York

BY ORDER OF THE TOWN OF
MONTGOMERY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
ALICE DICKINSON, CHAIRPERSON

EXHIBIT D
PUBLIC HEARING RESOLUTION

- ON FILE WITH THE AGENCY -

EXHIBIT E
PROOF OF MAILING OF NOTICE OF PUBLIC HEARING

TOWN OF MONTGOMERY INDUSTRIAL DEVELOPMENT AGENCY

Town of Montgomery Government Center

110 Bracken Road

Montgomery, New York 12549

TEL: 845-457-2600

FAX: 845-457-7558

April 30, 2013

Edward A. Diana, County Executive
Orange County Government Center
255 Main Street
Goshen, New York 10924

Dr. Richard M. Hooley, Superintendent of Schools
Valley Central School District (Montgomery)
944 State Route 17K
Montgomery, New York 12549

Robert W. Santo, Board President
Valley Central School District (Montgomery)
944 State Route 17K
Montgomery, New York 12549

Michael Hayes, Town Supervisor
110 Bracken Road
Montgomery, New York 12549

RE: Notice of Public Hearing
Town of Montgomery Industrial Development Agency
Proposed United Natural Foods, Inc. Project

Ladies and Gentlemen:

Pursuant to Section 859-a(3) of the New York General Municipal Law (the "Act"), Town of Montgomery Industrial Development Agency (the "Agency") hereby informs you that the Agency has received an application (the "Application") from United Natural Foods, Inc., a Delaware business corporation (the "Company"), for financial assistance in connection with a project (the "Project") proposed to be undertaken by the Agency for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 111 acre parcel of land located at the intersection of Neelytown Road and Beaver Dam Road in the Town of Montgomery, Orange County, New York (the "Land"), (2) the construction on the Land of (i) an approximately 480,000 square foot distribution facility (the "Distribution Facility"), (ii) an approximately 25,000 square foot office facility (the "Office Facility"), and (iii) an approximately 8,000 square foot truck maintenance facility (the "Maintenance Facility" and together with the Distribution Facility and the Office Facility, being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute warehousing and distribution facilities; (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, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

Enclosed is a notice of a public hearing to be held by the Agency pursuant to Section 859-a(3) of the Act relating to the proposed Project (the "Notice of Hearing"). The financial assistance being contemplated by the Agency in connection with the Project is described in said Notice of Hearing.

April 30, 2013
Page 2

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

TOWN OF MONTGOMERY INDUSTRIAL
DEVELOPMENT AGENCY

By: /s/ Edwin Williams
Vice Chairperson

Enclosure

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by Town of Montgomery Industrial Development Agency (the "Agency") on the 13th day of May, 2013 at 5:30 o'clock p.m., local time, at 110 Bracken Road in Town of Montgomery, Orange County, New York in connection with the following matters:

United Natural Foods, Inc., a Delaware business corporation (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking 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 111 acre parcel of land located at the intersection of Neelytown Road and Beaver Dam Road in the Town of Montgomery, Orange County, New York (the "Land"), (2) the construction on the Land of (i) an approximately 480,000 square foot distribution facility (the "Distribution Facility"), (ii) an approximately 25,000 square foot office facility (the "Office Facility"), and (iii) an approximately 8,000 square foot truck maintenance facility (the "Maintenance Facility" and together with the Distribution Facility and the Office Facility, being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute warehousing and distribution facilities; (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, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Orange County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, construction, and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not completed its review of the Project 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 6NYCRR Part 617, as amended (the "Regulations", and collectively with the SEQR Act, "SEQRA").

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to: Town of Montgomery Industrial Development Agency, Town of Montgomery Government Center, 110 Bracken Road, Montgomery, New York 12549; Telephone: 845-457-2600.

Dated: April 25, 2013.

TOWN OF MONTGOMERY INDUSTRIAL
DEVELOPMENT AGENCY

BY: /s/ Edwin Williams
Vice Chairperson

7010 2780 0002 2519 1810

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| Restricted Delivery Fee (Endorsement Required) | |
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Sent To Dr. Richard Hooley VCSD
 Street, Apt. No.,
 or PO Box No. 944 St. Rte. 17K
 City, State, ZIP+4 Montgomery, N.Y. 12549

PS Form 3800 August 2006 See Reverse for Instructions

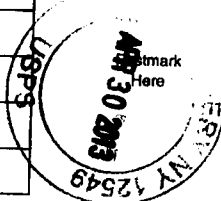
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| Postage | \$.46 |
| Certified Fee | 3.10 |
| Return Receipt Fee (Endorsement Required) | 2.55 |
| Restricted Delivery Fee (Endorsement Required) | |
| Total Postage & Fees | \$ 6.11 |



Sent To Edward DiANA, Co Exec Dir Gov Center
 Street, Apt. No.,
 or PO Box No. 255 main St.
 City, State, ZIP+4 Goshen, N.Y. 10924

PS Form 3800 August 2006 See Reverse for Instructions

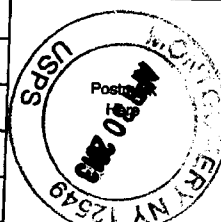
7010 0470 0003 1623 6469

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| Certified Fee | 3.10 |
| Return Receipt Fee (Endorsement Required) | 2.55 |
| Restricted Delivery Fee (Endorsement Required) | |
| Total Postage & Fees | \$ 6.11 |



Sent To Robert W. Santo VCSD
 Street, Apt. No.,
 or PO Box No. 944 St. Rte. 17K
 City, State, ZIP+4 Montgomery, N.Y. 12549

PS Form 3800 August 2006 See Reverse for Instructions

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Robert W. Santo
 VCSD (Montgomery)
 944 St. Rte. 17K
 Montgomery, N.Y.
 12549

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
 x *[Signature]*

B. Received by (Printed Name) Agent Addressee
 Lillian Belfiore

C. Date of Delivery
 5/1/13

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Transfer from service label) 7011 0470 0003 1623 6469

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Dr. Richard Hooley
 VCSD (Montgomery)
 944 St. Rte. 17K
 Montgomery, N.Y.
 12549

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
 x *[Signature]*

B. Received by (Printed Name) Agent Addressee
 Lillian Belfiore

C. Date of Delivery
 5/1/13

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Transfer from service label) 7010 2780 0002 2519 1810

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Edward Diana Co. Exec
 O.C. Government Center
 255 main St.
 Gosport, N.Y. 10924

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
 x **CHARLES OMORELLI**

B. Received by (Printed Name) Agent Addressee
 Charles Omorelli

C. Date of Delivery
 5/1/13

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Transfer from service label) 7010 2780 0002 2519 1827

EXHIBIT F
PROOF OF PUBLICATION OF NOTICE
OF THE PUBLIC HEARING

-

TIMES COMMUNITY NEWSPAPERS

of the Hudson Valley

300 Stony Brook Court, Newburgh, NY 12550
 (845) 561-0170 Fax (845) 561-3967

Affidavit of Publication

To: Town of Montgomery I.D.A.
 110 Bracken Rd
 Montgomery, NY 12549-2627

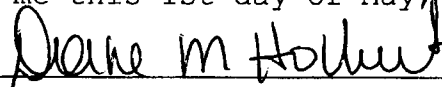
Re: Legal notice #74493

State of New York }
 } SS:
 County of Orange }

I, Carl Aiello, being duly sworn, depose and say: that I am the Publisher of Wallkill Valley Times, a weekly newspaper of general circulation published in Newburgh, County of Orange, State of New York; and that a notice, of which the annexed is a printed copy, was duly published in Wallkill Valley Times once on 05/01/13.


 Carl Aiello

Sworn to before me this 1st day of May, 2013



Diane M. Holbert
 Notary Public, State of New York
 No. 4961755

Qualified in Orange County
 My commission expires on February 5, 2014

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 85B-a(2) of the General Municipal Law of the State of New York (the Act) will be held by Town of Montgomery Industrial Development Agency (the Agency) on the 13th day of May, 2013 at 5:30 o'clock p.m., local time, at 110 Bracken Road in Town of Montgomery, Orange County, New York in connection with the following matters:

United Natural Foods, Inc., a Delaware business corporation (the Company), submitted an application (the Application) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking 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 .111 acre parcel of land located at the intersection of Neelytown Road and Beaver Dam Road in the Town of Montgomery, Orange County, New York (the Land); (2) the construction on the Land of (a) an approximately 280,000 square foot distribution facility (the Distribution Facility); (b) an approximately 25,000 square foot office facility (the Office Facility); and (c) an approximately 3,000 square foot maintenance facility (the Maintenance Facility); and together with the Distribution Facility and the Office Facility, being collectively referred to as the Facility; and (3) the acquisition and installation therein and thereon of machinery and equipment (the Equipment) (the Land, the Facility and the Equipment hereinafter collectively referred to as the Project Facility). All of the foregoing to constitute warehousing and distribution facilities; (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, real estate transfer taxes and mortgage recording taxes (collectively, the Financial Assistance); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Orange County, New York or elsewhere; (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project; (3) exemption from sales taxes relating to the acquisition, construction, and installation of the Project Facility; and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem taxes), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedure for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the Agreement) requiring that the Company or its designee make certain payments to the Agency.

The Agency has not completed its review of the Project pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the SEDR Act), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being GWSOPR Part 617, as amended (the Regulations, and collectively with the SEDR Act, SEDRA).

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the office of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be

addressed to: Town of Montgomery Industrial Development Agency, Town of Montgomery Government Center, 110 Bracken Road, Montgomery, New York 12549; Telephone: 845-467-2808.

Dated: April 25, 2013.
 TOWN OF MONTGOMERY
 INDUSTRIAL DEVELOPMENT AGENCY
 BY: /s/ Edwin Williams
 Vice Chairperson
 #74493

EXHIBIT G
REPORT OF THE PUBLIC HEARING

- ON FILE WITH THE AGENCY -

EXHIBIT H
SEQR RESOLUTION

**RESOLUTION CONFIRMING SEQR DETERMINATION
UNITED NATURAL FOODS, INC. PROJECT**

A special meeting of Town of Montgomery Industrial Development Agency (the "Agency") was convened in public session in the Town Hall located at 110 Bracken Road in the Town of Montgomery, Orange County, New York on July 17, 2013 at 5:30 p.m., local time.

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

PRESENT:

| | |
|------------------------|-------------------------|
| Edwin F. Williams, Jr. | First Vice Chairperson |
| Stephen Rainaldi | Second Vice Chairperson |
| Donna Jennings | Treasurer |
| Richard Lomazzo | Secretary |
| Michael Hayes | Member |

ABSENT:

None.

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|---------------------|----------------|
| Suzanne Hadden | Clerk |
| Christopher Martell | Agency Counsel |

The following resolution was offered by Richard Lomazzo, seconded by Donna Jennings, to wit:

Resolution No. ____

**RESOLUTION CONCURRING IN THE DETERMINATION BY THE TOWN OF
MONTGOMERY PLANNING BOARD, AS LEAD AGENCY FOR A CERTAIN
PROPOSED PROJECT FOR UNITED NATURAL FOODS, INC.**

WHEREAS, 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 527 of the 1971 Laws of New York, as amended, constituting Section 911-c 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, United Natural Foods, Inc. (the "Company"), a foreign business corporation duly organized and validly existing under the laws of the State of Delaware, presented an application (the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to include the following: (A)(1) the acquisition of an interest in three parcels of land containing approximately 113 acres of land located at the intersection of Neelytown Road and Beaver Dam Road (being a portion of tax map no.'s 36-1-42, 36-1-43 and 36-1-9.122) in the Town of Montgomery, Orange County, New York (the "Land"), (2) the construction on the Land of (i) an approximately 480,000 square foot distribution facility (the "Distribution Facility"), (ii) an approximately 25,000 square foot office facility (the "Office Facility"), and (iii) an approximately 8,000 square foot truck maintenance facility (the "Maintenance Facility" and together with the Distribution Facility and the Office Facility, being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"); (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, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Planning Board of the Town of Montgomery (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non Significance on July 16, 2013 (the "Negative Declaration"), determining that the acquisition, construction and installation of the Project Facility will not have a "significant effect on the environment"; and

WHEREAS, the Agency is an "involved agency" with respect to the Project and the Agency now desires to concur in the determination by the Planning Board, as "lead agency" with respect to the Project, to acknowledge receipt of a copy of the Negative Declaration and to indicate whether the Agency has any information to suggest that the Planning Board was incorrect in determining that the Project will not have a "significant effect on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project;

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

Section 1. The Agency has received copies of, and has reviewed, the Application and the Negative Declaration (collectively the "Reviewed Documents") and, based upon said Reviewed Documents, the Agency hereby ratifies and concurs in the designation of the Planning Board as "lead agency" with respect to the Project under SEQRA (as such quoted term is defined in SEQRA).

Section 2. The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will not have a "significant effect on the environment" pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).

Section 3. The members of the Agency are hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

Section 4. 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:

| | | |
|--------------------|--------|------------|
| Edwin Williams | VOTING | <u>Aye</u> |
| Donna Jennings | VOTING | <u>Aye</u> |
| Steve Rainaldi | VOTING | <u>Aye</u> |
| Michael Hayes | VOTING | <u>Aye</u> |
| Richard A. Lomazzo | VOTING | <u>Aye</u> |

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

COUNTY OF ORANGE

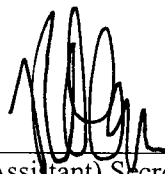
)

I, the undersigned (Assistant) Secretary of Town of Montgomery Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on July 17, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth 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 respect 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 17th day of July, 2013.



(Assistant) Secretary

(SEAL)

EXHIBIT I
APPROVING RESOLUTION

**APPROVING RESOLUTION
UNITED NATURAL FOODS, INC. PROJECT**

A special meeting of Town of Montgomery Industrial Development Agency (the "Agency") was convened in public session in the Town Hall located at 110 Bracken Road in the Town of Montgomery, Orange County, New York on July 17, 2013 at 5:30 p.m., local time.

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

PRESENT:

| | |
|------------------------|-------------------------|
| Edwin F. Williams, Jr. | First Vice Chairperson |
| Stephen Rainaldi | Second Vice Chairperson |
| Donna Jennings | Treasurer |
| Richard Lomazzo | Secretary |
| Michael Hayes | Member |

ABSENT:

None.

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|---------------------|----------------|
| Suzanne Hadden | Clerk |
| Christopher Martell | Agency Counsel |

The following resolution was offered by Richard Lomazzo, seconded by Stephen Rainaldi, to wit:

Resolution No. _____

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR UNITED
NATURAL FOODS, INC.**

WHEREAS, 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 527 of the 1971 Laws of New York, as amended, constituting Section 911-c 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, United Natural Foods, Inc. (the "Company"), a foreign business corporation duly organized and validly existing under the laws of the State of Delaware, presented an application (the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to include the following: (A)(1) the acquisition of an interest in three parcels of land containing approximately 113 acres of land located at the intersection of Neelytown Road and Beaver Dam Road (being a portion of tax map no.'s 36-1-42, 36-1-43 and 36-1-9.122) in the Town of Montgomery, Orange County, New York (the "Land"), (2) the construction on the Land of (i) an approximately 480,000 square foot distribution facility (the "Distribution Facility"), (ii) an approximately 25,000 square foot office facility (the "Office Facility"), and (iii) an approximately 8,000 square foot truck maintenance facility (the "Maintenance Facility" and together with the Distribution Facility and the Office Facility, being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"); (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, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on April 8, 2013 (the "Public Hearing Resolution"), the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing") 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 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on a public bulletin board located at Town Hall of the Town of Montgomery, New York, (C) caused notice of the Public Hearing to be published in the Wallkill Valley Times, a newspaper of general circulation available to the residents of the Town of Montgomery, New York, (D) conducted the Public Hearing on May 13, 2013 at 5:30 o'clock p.m., local time at offices of the Agency located at 110 Bracken Road, Town of Montgomery, Orange County, 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, 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6NYCRR Part 617, as amended (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on July 17, 2013 (the "SEQR Resolution"), the Agency (A) ratified the determination by the Planning Board of the Town of Montgomery (the "Planning Board") to act as "lead agency" with respect to the Project, (B) acknowledged receipt of a copy of a negative declaration issued by the Planning Board on July 16, 2013 (the "Negative Declaration"), and (C) indicated that the Agency had no information to suggest that the Planning Board was incorrect in authorizing the issuance of the Negative Declaration; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in the Town of Montgomery, New York; and (B) the completion of the Project will not result in the removal of a plant or facility of the

Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the Town of Montgomery, New York by undertaking the Project in the Town of Montgomery, New York; and

WHEREAS, in order to consummate the Project and grant the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; and (C) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 3. The Agency hereby finds and determines that:

(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;

(B) The Project constitutes a "project," as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of the Town of Montgomery, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$58,500,000;

(E) The completion of the Project will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more

plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State of New York;

(F) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Town of Montgomery, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein; and

(H) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire the Project Facility; (C) lease the Project Facility to the Company pursuant to the Lease Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Premises pursuant to the Underlying Lease and (B) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (C) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The form and substance of the Agency Documents are hereby approved. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of all of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) 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 the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. 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 Agency 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 Agency Documents binding upon the Agency.

Section 10. In exchange for the Company incurring the costs necessary to design, construct and transfer the ownership of a lift facility to the Town of Montgomery, the Agency hereby agrees to waive that portion of the Agency's administrative fee that is equal to the total amount spent by the Company in designing, constructing and transferring ownership of the lift facility. Notwithstanding the foregoing, in no event shall the Company be entitled to reimbursement or payment from the Agency for any amounts spent by the Company that are in excess of the amount of the Agency's administrative fee.

Section 11. 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:

| | | |
|--------------------|--------|------------|
| Edwin Williams | VOTING | <u>Aye</u> |
| Donna Jennings | VOTING | <u>Aye</u> |
| Steve Rainaldi | VOTING | <u>Aye</u> |
| Michael Hayes | VOTING | <u>Aye</u> |
| Richard A. Lomazzo | VOTING | <u>Aye</u> |

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Town of Montgomery 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 July 17, 2013 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 17th day of July, 2013.



(Assistant) Secretary

(SEAL)