

The Proposer must include a minimum of three (3) Reference Projects with a maximum of five (5) Reference Projects.

**(2) Required Experience:**

The Required Experience to be provided in the Proposer's SOQ includes recent relevant experience with:

- (a) The Proposer (Designer and Builder) must demonstrate recent (within the last seven (7) years, timely completion of at least two (2) projects similar in scope and type to the required work. Such prior projects may have been performed as a prime contractor, subcontractor, or sub-subcontractor.
- (b) The Proposer must indicate experience with schedule oversight, budget management, safety, and QA/QC on demonstration projects.
- (c) Demonstrate familiarity with NYC Department of Environmental Protection (DEP) Sewer and Watermain design standards and installation.
- (d) Demonstrated experience with Infrastructure construction in highly densely populated municipalities.
- (e) Familiarity with evaluating manhole structures using NASSCO PACP/MACP Standards.

**(3) Desirable Experience:**

Additional desirable experience, which may include experience of members of a DB Team that will have a significant role in the performance of the Work, includes recent relevant experience with:

- (a) Experience with private and public utility coordination.
- (b) Experience with rehabilitation of deep manhole structures using methodology other than gunite/shotcrete.
- (c) Experience with installation of deep manhole structures and sewers
- (d) Experience in community engagement.
- (e) Experience coordinating with NYC Department of Parks and Recreation.
- (f) Familiarity with United States Department of Transportation Manual of Uniform Traffic Control Device (MUTCD) and NYCDOT/NYS DOT Maintenance and Protection of Traffic (MPT) requirements; including experience coordinating with NYCDOT OCMC.
- (g) Experience coordinating with NYC Transit Authority
- (h) Experience demonstrating knowledge of OSHA Regulations and Industry Best Practices, including confined space entry.

**iii. Reference Project Information Form**

Provide a completed Reference Project Information Form, included with Exhibit E, by filling out all required information for the reference projects. DDC reserves the right to contact project owners, or their representatives, for the reference projects listed on this form to verify information provided by the proposer.

**iv. Reference Project Relevancy Form**

Provide a completed Reference Project Relevancy Form, included with Exhibit E, which should demonstrate the extent to which the reference projects included in the submission satisfy the "Required Experience" and/or "Desirable Experience" criteria. Though not

required, the Proposer may add additional lines to the form to highlight other relevant characteristics of the reference projects.

#### **v.iv. Reference Project Description and Images**

For each reference project, provide project data, description, and drawings and/or images as described below.

##### **(1) Project Data**

- (a) Project name
- (b) Project location (city, state, country)
- (c) Project type (dominant use and/or sector)
- (d) Project value (initial and final construction cost)
- (e) Project size (if applicable, provide square footage of scope or work relative to the entire project area)
- (f) Substantial completion date and overall project duration
- (g) Project delivery method (e.g. design bid build, design build)
- (h) Project team: Firm and role of proposed DB Team members (e.g. "ABC Inc. as Architect of Record")
- (i) The name of each personnel identified by Proposer on the Personnel Commitment Form that worked on the Reference Project and their role in the same (e.g. "Jane Doe as Project Architect")

##### **(2) Project Description**

Provide a description highlighting the salient characteristics of each reference project, including the role(s) of the Proposer, the project delivery method, the project scope and objectives, the design and/or construction approach, and any major project challenges. **Explain how experience gained from this project will provide value to DDC.** Where applicable, include information about the role and responsibilities of involved Key Personnel and other personnel. In addition, describe how the team:

- (a) Managed the project requirements, including scope and program. Describe the programmatic function of the project, program challenges and/or constraints that arose, and how the team worked to resolve issues.
- (b) Managed the schedule and budget. Describe any schedule and/or budget challenges that arose and how the team worked to resolve issues. Provide the original and final schedule (from notice to proceed to substantial completion), and reason for delays or time savings. Provide the original and final budget, and reason for cost increase or decrease.
- (c) Managed the quality of design throughout construction. Describe constructability challenges that arose and how the team worked to resolve issues.
- (d) Managed the input of key stakeholders, including the owner and/or client, end user, community, and others.
- (e) Utilized innovative processes that facilitated project delivery. Describe specific software tools and/or other techniques used.

(f) Demonstrated a commitment to Design and Construction Excellence as described in Exhibit A.

**(3) Project Drawings and/or Images**

Provide drawings and/or images that efficiently describe the project and scope of work being presented by the team. This may include a site plan, ground floor or other floor plans, building elevations or sections, and photographs of the constructed interior, exterior, and site. Examples of technical drawings and details may be included.

**vi. v. Owner Evaluations**

For each reference project included in Tab 4, Proposers may include a final or most recent performance evaluation on the owners (or client's) official form. If an official performance evaluation is not available, a letter of recommendation on the owner's (or client's) official letterhead may be provided.

Owner evaluations must highlight the role and impact of a specific DB Team member provided on the project. A maximum of one performance evaluation per project will be considered. All owner evaluations should be completed and signed by the owner or owner's agent for the reference project.

**I. Key Personnel and Team Organization (Tab 3)**

The purpose of Tab 3 is to demonstrate that all required personnel, including Key Personnel, have the qualifications, expertise, experience, resources, and competence required to provide design-build services for the Project. Required titles of personnel, and minimum and/or preferred qualifications for each, are listed in subsection v below.

Other than the Design-Build Project Executive, none of the individuals proposed as Key Personnel are required to be employees, officers, or principals of the Proposer or its Principal Participants (i.e., Key Personnel, other than the Design-Build Project Executive, may be Subcontractors).

There are no restrictions on teaming structure; for example, teams may be designer-led or builder-led.

The following information must be provided:

**i. Team Introduction**

Provide a narrative introducing personnel, including Key Personnel, Major Participants, and key design and trade partners, including an overview of how the team will be expanded after the RFQ step.

**ii. Team Organization Chart**

Provide an organization chart showing the team structure and relationship, including Key Personnel and other roles that will be required to complete the work. The organizational chart must clearly indicate the name of each required personnel, their role on the DB team, and their firm affiliation. The organizational chart should be labeled or color-coded to identify Major Participants and supporting subcontractors or subconsultants.

**iii. Project Team Summary Form**

## Responses to RFQ - Request for Information for SEKDSMH23

ID	Request for Information	Answers
1	Should the subs be identified at the RFQ stage?	No, only Key Personnel are required to be identified at RFQ.
2	Can a firm be in multiple teams	Yes; Individuals may only be assigned to one team. Firm should explain how they will firewall conflict of interest, which will be reviewed by DDC.
3	Can the MWEor DBE firms be dedicated subs and will this count for the 5% advantage. Dedicated sub will to the design builder .	For RFQ stage, MWBE scoring preference, please refer to RFQ, Part B-1: Procurement Information & Schedule, (i) M/WBE Scoring Preference, section. Only those "Proposers" who meet the criteria of that section, will be given preference point.
4	Can we get a list of manhole locations?	Not at this time.
5	If a potential sub is Hispanic and Women Owned for example would they count for both Hispanic and "Unspecified" for DBE Goals?	No, they would be counted as MBE-Hispanic.
6	If the primary Designer is a minority firm, would that count towards the evaluation points?	Per the RFQ, Exhibit B, Part B-1: Procurement Information & Schedule, (i) M/WBE Scoring Preference: "In ranking proposers by technical merit, a preference of five percent (5%) of the total technical points earned will be applied to all proposers that are City M/WBEs or State-certified M/WBEs before ranking proposers by technical merit." Per the section: "only those proposers who meet the criteria of the section, will be given preference point."
7	Please explain how the RFP will progress to award via phase 1 - detailed manhole investigation then into phase 2 final price and construction.	The team that is selected as a result of the RFP step will advance to Phase 1 of the Project; which is during the Post Award.
8	Can we see the map one more time showing manhole locations	Not at this time.
9	What is the total construction cost? There are two different numbers in the SOQ	RFQ is the controlling document with Contract budget stated in "Exhibit C" Preliminary Project Budget for the Winning Contract at \$39Million.



ID	Request for Information	Answers
10	Do the 3-5 referenced projects have to be projects which the firm has worked on, or can it include projects which a Key Team Member has worked on with a different firm?	The reference projects must represent the work of the Key Personnel as per the RFQ.
11	Just to clarify, a subcontractor can be part of multiple teams and provide key personnel, as long as the same individual is not assigned to more than one team?	Individuals may only be assigned to one team. Firm should explain how they will firewall conflict of interest, which will be reviewed by DDC
12	Can a copy of this presentation be emailed?	No, the presentation is informational only based on the provided RFQ.
13	The RFQ stated if the prime is a WMBE, they receive 5% towards the evaluation	Per the RFQ, Exhibit B, Part B-1: Procurement Information & Schedule, (i) M/WBE Scoring Preference: "In ranking proposers by technical merit, a preference of five percent (5%) of the total technical points earned will be applied to all proposers that are City M/WBEs or State-certified M/WBEs before ranking proposers by technical merit." Per the section: "only those proposers who meet the criteria of the section, will be given preference point."
14	About Tab 3 - Key Personnel and Team Organization - 25%. Will additional points be given to the minority firm if they are prime?	Each factor points is capped at the provided breakdown. Please see M/WBE scoring preference.
15	PASSPort listed \$47M and SOQ has \$39M	RFQ is the controlling document with Contract budget; Passport budget may be for entire procurement, inclusive other related costs to procurements; including but not limited to stipends and consultant fees.
16	The RFQ stated if the prime is a WMBE, they receive 5% towards the evaluation . this works if the prime is a CM, but how would that work if the prime is the contractor?	As stated in "M/WBE Scoring Preference", if the "Proposer" meet the criteria, the preference points will be received.
17	At what point in the Design Build process do private utility companies such as Con Edison review for potential underground interference and will the contract have Joint Bid utility interference language.	The private utility companies have done an initial review of the project locations and have submitted a JB 5.0 package.
18	What kind of firewall is DDC looking for in the instance where a Sub is providing separate key personnel to multiple DB teams	This would depend on the particular case; however, DB should propose proper firewall plan for COI issues, and DDC will review.



ID	Request for Information	Answers
19	Can you lets us know which Joint Bid system will be used. Will it be JB 5.0?	Yes, JB 5.0.
20	Will a joint venture between one certified MBE firm and another non-MBE firm, in which the MBE firm is entitled to at least 50% profit/loss, be considered a "Qualified Joint Venture" and be entitled to the 5% technical point preference? The RFP defines a Qualified JV to have at least 25% participation from the certified MBE firm, which is less than the minority-ownership requirement for MBE certification. Is there a certification process for the JV entity itself or will having one certified MBE partner fulfill the definition of a "Qualified Joint Venture"?	Per the RFQ, Exhibit B, Part B-1: Procurement Information & Schedule, (i) M/WBE Scoring Preference: "If the Qualified JV is in part made up of non-certified firm(s) then the JV can NOT get the benefit of the 5% technical point preference." Per the section: "only those proposers who meet the criteria of the section, will be given preference point."
21	Regarding Section 3.1 Conflicts of Interest, B. Conflicts Between DB Teams in the RFQ: Can a subconsultant, who is not a Major Participant, provide Key Personnel for more than one DB Team?	Yes; Individuals may only be assigned to one team. Firm should explain how they will firewall conflict of interest, which will be reviewed by DDC.
22	Will REI services be included in the scope of this contract, or will this be awarded under a separate contract?	REI Services will be included under a separate contract.
23	Should the Doing Business Data Form be submitted under TAB 1 - Fundamental Qualifications as indicated on page 7 of the solicitation documents or submitted as a separate pdf alongside the SOQ as indicated on page 5?	DBDF should be submitted as a separate pdf alongside the SOQ under Tab1. Please refer to Ex. B., pg. 5, Section B. i (1).
24	A Reference Project Relevancy Form was not included in Exhibit E, will it be distributed or the requirement removed?	This form is not required for this project and any reference to this form will be deleted via addendum.
25	Please confirm that the org chart does not count toward the page limit?	Confirming 1 page each for Team Introduction and Organizational Chart. Ex B., pg. 20, Part B-4: SoQ Checklist and Page Count
26	Does "Comments on Project Information" under Tab 4 - Project Understanding & Approach count toward the 7 page limit for this section?	No
27	The RFQ references an inspection report was developed. Can we have access to this and any other previous inspection reports or drawings / as builts for the manholes included in this project?	No. Specific Project information will be shared with the shortlist at the RFP step.



ID	Request for Information	Answers
28	If a subcontractor is fulfilling the role of a Key Person on the project does that make them a Major Participant?	"Major Participant" means the Proposer, each Principal Participant, the Designer and the Builder. Please refer RFQ pg. 22: Abbreviations and Definitions.
29	Can reference projects be in progress and/or complete by date of award to be used / submitted?	Please refer to RFQ Exhibit B. 2. H.
30	Will DDC be providing a form or template for proposers to use for the reference project descriptions and images, or should proposers use their own?	DDC does not provide template form.
31	I attended the pre-submission conference on 2/5/25 via zoom. Can I get a copy of the attendees list, I want to make sure that I signed in. Thanks.	Attendee list is posted to the DDC website.



March 3, 2025

**ADDENDUM NO. 3**

PROJECT: Design-Build Program for Deep Sewer Manholes

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THIS ADDENDUM IS ISSUED FOR THE PURPOSE OF AMENDING THE REQUIREMENTS OF THIS REQUEST FOR QUALIFICATIONS AND IS HEREBY MADE A PART OF SAID REQUEST FOR QUALIFICATIONS TO THE SAME EXTENT AS THOUGH IT WERE ORIGINALLY THEREIN.

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**Request for Qualifications**

1. RFI Responses Batch 2 (#32-#39)

Contact:

Email: Design\_Build@ddc.nyc.gov

Phone: Please Email for Information

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By signing in the space provided below, the Proposer acknowledges receipt of this Addendum.

THIS ADDENDUM MUST BE SIGNED BY THE SUBMITTING FIRM AND INCLUDED WITH Exhibit E-5 – Acknowledgement of Addenda.

C.A.C. Industries, Inc. \_\_\_\_\_

Name of Submitting Firm

By \_\_\_\_\_

Title President \_\_\_\_\_

Addendum 1 | RFQ - NYC Design-Build Services (11/30/20)

## Responses to RFQ - Request for Information for SEKDSMH23

ID	Request for Information	Answers
32	Under Tab 2, Can the "Project Experience Overview" be increased from 1 to 2-pages	No.
33	Are the documents requested in the SOQ checklist required for the prime and sub? Or only the prime?	SOQ checklist is required for DB entity
34	With reference to the \$39M "not to exceed" estimate for this project, does the \$39M include JB 5.0 private utility funding or will that be additional and negotiated at a later date? If included, what is the budgeted amount?	The \$39M budget includes Private Utility funding, the allowance items will be disclosed at the RFP step.
35	Is there a breakdown of how the \$39M estimate arrived that can be shared with proposed SOQ teams?	No.
36	Question No. 22 of Addendum No. 2 indicates that the REI will be a separate contract. Can the designer on the winning team pursue the REI contract as well? Or will that be a conflict of interest?	REI Services have already been procured under a Separate Contract.



## Responses to RFQ - Request for Information for SEKDSMH23

ID	Request for Information	Answers
37	Will the REI contract be a stand-alone? Or will it be a part of the Requirements Contract rotation?	REI Services have already been procured under a separate Contract.
38	For "Reference Project Description & Images" does the two page limitation only apply to the project data and description or does it also apply to the supplemental Project Drawings and/or Images?	The page limitation is 2 pages per project. See Ex. B - Procurement Info & SOQ Requirements.
39	The solicitation identifies that under "Required & Desirable Experience (Reference Projects)" that the Proposer must include a minimum of 3 Reference Projects with a maximum of 5 Reference Projects. It also states (a) The Proposer (Designer and Builder) must demonstrate recent (within the last seven (7) years, timely completion of at least two (2) projects similar in scope and type to the required work. Such prior projects may have been performed as a prime contractor, subcontractor, or sub-subcontractor. However the presubmission conference ppt indicates that at least two projects must represent the work of the Design-Build Project Manager and at least two representing the Designer-of Record. Can you please clarify the requirement that we are to respond to?	The requirement as described in the RFQ is what teams are to respond to.



March 11, 2025

**ADDENDUM NO. 4**

PROJECT: Design-Build Program for Deep Sewer Manholes

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THIS ADDENDUM IS ISSUED FOR THE PURPOSE OF AMENDING THE REQUIREMENTS OF THIS REQUEST FOR QUALIFICATIONS AND IS HEREBY MADE A PART OF SAID REQUEST FOR QUALIFICATIONS TO THE SAME EXTENT AS THOUGH IT WERE ORIGINALLY THEREIN.

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Request for Qualifications

1. Amendments to the RFQ, provided in the attached documents in redline, have been made affecting the following RFQ and pages:
  - Page 3, Exhibit-B, B-1 (Procurement Schedule & Activities)

Contact:

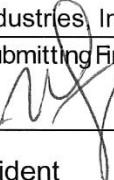
Email: Design\_Build@ddc.nyc.gov

Phone: **Please Email for Information**

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By signing in the space provided below, the Proposer acknowledges receipt of this Addendum.

THIS ADDENDUM MUST BE SIGNED BY THE SUBMITTING FIRM AND INCLUDED WITH EXHIBIT E-5 – ACKNOWLEDGEMENT OF ADDENDA.

C.A.C. Industries, Inc.  
\_\_\_\_\_  
Name of Submitting Firm  
  
By \_\_\_\_\_  
Title President \_\_\_\_\_

## B. Procurement Schedule & Activities

The following represents the current procurement schedule for the Project. The schedule is subject to change at the discretion of DDC.

Activities	Timeline
Pre-Submission Conference	02/05/2025 10:00 AM
Final Date for Receipt of RFIs	02/17/2025 4:00 PM
RFI Answers Released	03/03/2025
SOQ Due Date	<b>03/17/2025</b> 03/31/2025 2:00 PM
Short-listed Proposers Announced	<b>05/02/2025</b> 05/29/2025
Draft RFP Issued	2 <sup>nd</sup> Quarter 2025
Contract Award	1 <sup>st</sup> Quarter 2026
Notice to Proceed	TBD

## C. Fundamental Qualifications

Fundamental qualifications required as part of Section G (Fundamental Qualifications (Tab 1)) of Part B-2, below, will be evaluated as pass/fail in accordance with Section 4.4 of the RFQ.

## D. Qualitative Evaluation Factors and Weighting

The evaluation factors to be evaluated qualitatively, and their relative weights, are as follows:

Factor	Weighting
Project Experience and Past Performance [Tab 2]	35%
Key Personnel and Team Organization [Tab 3]	25%
Project Understanding and Approach [Tab 4]	30%
M/WBE Program Experience and M/WBE Approach [Tab 5]	10%

Proposer's compliance with SOQ format and organization requirements will be considered as part of each quality evaluation factor listed above.

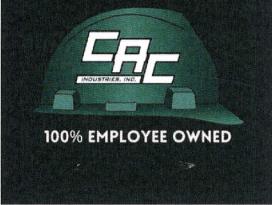
### i. M/WBE Scoring Preference

In ranking proposers by technical merit, a preference of five percent (5%) of the total technical points earned will be applied to all proposers that are City M/WBEs or State-certified M/WBEs before ranking proposers by technical merit.

For State M/WBE certification consultants should visit the New York State Contract System at <https://ny.newnycontracts.com/>.

For City M/WBE certification consultants should visit the NYC Small Business Services (SBS) website at <https://www1.nyc.gov/nycbusiness/description/minority-and-womenowned-business-enterprise-certification-program-mwbe>.

# LEGAL STRUCTURE



54-08 Vernon Blvd., Long Island City, NY 11101



718.729.3600



718.606.6995



[www.cacindinc.com](http://www.cacindinc.com)



NYCDDC  
Contracts Section  
30-30 Thomson Avenue  
Long Island City, NY 11101

**Re: SEKDSMH23: Replacement and Rehabilitation of Deep Sewer Manholes ("the Project"): Proposer's Legal Structure**

To Whom It May Concern:

This letter is to confirm the legal structure of the Proposer for the referenced Project. C.A.C. Industries, Inc. will be the Proposer that is submitting its submission of qualifications ("SOQ") and if chosen will hold the contract with New York City Department of Design and Construction. This is to confirm that C.A.C. Industries, Inc. is a corporation and we have attached our corporate documents for your convenience for verification purposes.

Furthermore, this is to verify that we have four other team members that are exclusive to C.A.C. Industries, Inc. for our SOQ and for any following phases should C.A.C. Industries, Inc. be short-listed. These four entities are lower-tier subcontractors/consultants/designers to C.A.C. Industries, Inc. These four team members are the following:

AECOM USA, Inc.: Lead Designer for the Project

Vortex Lining Systems, LLC: Quadex Lining System Subcontractor/Supplier

Avila Consultants, Inc.: Scheduling Services

IVY Engineering Group PLLC: Quality Management Services

C.A.C. Industries, Inc. has attached a copy of the four teaming agreements for your convenience as well as a chart providing further clarification of the structure of the team pursuing the Project.

Regards,

Michael A. Capasso  
CEO & President  
C.A.C. Industries, Inc.

An Equal Opportunity Employer



C.A.C. INDUSTRIES INC.

SECRETARY'S CERTIFICATE

I, Michael A. Capasso, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of C.A.C. Industries Inc. (the "Corporation"), a New York corporation, and as such have access to its corporate records and am familiar with the matters herein certified.

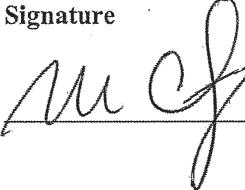
2. Attached hereto as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation approving the transactions contemplated by the Stock Redemption Agreement, the Stock Purchase Agreement, the Subordinated Loan Agreement, the ESOP Loan Agreement and related transactions referenced therein, and such resolutions attached hereto were duly adopted by said Board of Directors and are in full force and effect on and as of the date hereof, not having been amended, altered or repealed, and such resolutions are filed with the records of the Board of Directors.

3. Attached hereto as Exhibit B is a true and correct copy of the Certificate of Incorporation of the Corporation and all amendments thereto to date, now in effect.

3. Attached hereto as Exhibit C is a true and correct copy of the Bylaws of the Corporation, including all amendments thereto, now in effect.

4. Attached hereto as Exhibit D is a true and correct copy of a certificate of good standing issued by the Secretary of State of New York that is valid as of the date of this Certificate.

5. Each of the persons named below is, as of the date below, a duly elected, qualified and acting officer of the Corporation, holding the office set forth opposite his name and is authorized to execute those certain documents relating to the transactions contemplated by the resolutions of the Board of Directors and the signature set forth opposite his name is genuine.

Name	Title	Signature
Michael A. Capasso	President, Chief Executive Officer & Secretary	
Richard E. Gavin	Treasurer & CFO	

6. Each of the agreements, instruments and other documents authorized and approved for execution by the Corporation in the resolutions referred to in paragraph 2 above is in substantially the form thereof furnished to the Board of Directors of the Corporation and has been duly executed in the name and on behalf of the Corporation by a duly authorized officer of the Corporation pursuant to authority duly conferred on him by the Board of Directors of the Corporation.

[Signature page follows]

**C.A.C. INDUSTRIES INC.**

**SECRETARY'S CERTIFICATE**

I, Michael A. Capasso, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of C.A.C. Industries Inc. (the "Corporation"), a New York corporation, and as such have access to its corporate records and am familiar with the matters herein certified.

2. Attached hereto as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation approving the transactions contemplated by the Stock Redemption Agreement, the Stock Purchase Agreement, the Subordinated Loan Agreement, the ESOP Loan Agreement and related transactions referenced therein, and such resolutions attached hereto were duly adopted by said Board of Directors and are in full force and effect on and as of the date hereof, not having been amended, altered or repealed, and such resolutions are filed with the records of the Board of Directors.

3. Attached hereto as Exhibit B is a true and correct copy of the Certificate of Incorporation of the Corporation and all amendments thereto to date, now in effect.

3. Attached hereto as Exhibit C is a true and correct copy of the Bylaws of the Corporation, including all amendments thereto, now in effect.

4. Attached hereto as Exhibit D is a true and correct copy of a certificate of good standing issued by the Secretary of State of New York that is valid as of the date of this Certificate.

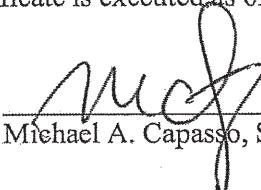
5. Each of the persons named below is, as of the date below, a duly elected, qualified and acting officer of the Corporation, holding the office set forth opposite his name and is authorized to execute those certain documents relating to the transactions contemplated by the resolutions of the Board of Directors and the signature set forth opposite his name is genuine.

Name	Title	Signature
Michael A. Capasso	President, Chief Executive Officer & Secretary	
Richard E. Gavin	Treasurer & CFO	

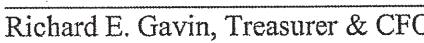
6. Each of the agreements, instruments and other documents authorized and approved for execution by the Corporation in the resolutions referred to in paragraph 2 above is in substantially the form thereof furnished to the Board of Directors of the Corporation and has been duly executed in the name and on behalf of the Corporation by a duly authorized officer of the Corporation pursuant to authority duly conferred on him by the Board of Directors of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate is executed as of the 30<sup>th</sup> day of April, 2024.

  
Michael A. Capasso, Secretary

I, Richard E. Gavin, hereby certify that Michael A. Capasso is the duly elected, qualified and acting Secretary of the Corporation and that his signature above is genuine.

  
Richard E. Gavin, Treasurer & CFO

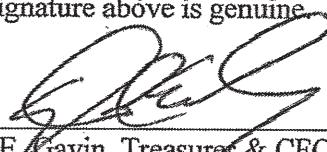
[SIGNATURE PAGE – SECRETARY'S CERTIFICATE]

IN WITNESS WHEREOF, this Certificate is executed as of the 30<sup>th</sup> day of April, 2024.

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Michael A. Capasso, Secretary

I, Richard E. Gavin, hereby certify that Michael A. Capasso is the duly elected, qualified and acting Secretary of the Corporation and that his signature above is genuine.



---

Richard E. Gavin, Treasurer & CFO

[SIGNATURE PAGE – SECRETARY'S CERTIFICATE]

EXHIBIT A

[Board Resolutions]

**UNANIMOUS WRITTEN CONSENT IN LIEU  
OF A MEETING OF THE BOARD OF DIRECTORS  
OF  
C.A.C. INDUSTRIES INC.  
(a New York corporation)**

April 30, 2024

The undersigned, being the sole member of the Board of Directors ("Board") of C.A.C. Industries Inc., a New York corporation (the "Corporation"), does hereby waive notice of the time, place and purpose of the meeting and does hereby consent to the adoption of the following resolutions (the "Resolutions") by unanimous written consent in lieu of a special meeting of the Board of the Corporation in accordance with law and the Bylaws of the Corporation, to the same extent as though such action had been authorized at a meeting of the Board pursuant to notice.

WHEREAS, the Corporation currently has authorized two million (      ) shares of common stock, no par value per share ("Common Stock"), of which (      ) shares are currently issued and outstanding; and

WHEREAS, the Corporation has adopted, effective as of May 1, 2023, the NORTM BHAG Employee Stock Ownership Plan (the "Plan"), an employee stock ownership plan established for the benefit of the Corporation's employees, and the related trust known as the NORTM BHAG Employee Stock Ownership Trust (the "Trust," and together with the Plan, the "ESOP"); and

and

WHEREAS, the (      )  
(      )  
(      )  
(      )  
(      ) and  
(      )  
(      )  
(      )  
(      )  
(      )  
(      )

WHEREAS, simultaneous with the Redemption Transaction, the Corporation wishes to facilitate a transaction in which the ESOP will purchase (the "Stock Purchase") the remaining

[REDACTED] shares of the Common Stock of the Corporation (the “Purchased Shares”) from the Seller pursuant to the terms of a stock purchase agreement (the “Stock Purchase Agreement”), for a total purchase price of [REDACTED]

[REDACTED] (the “ESOP Purchase Price”), on the terms and conditions set forth in the Stock Purchase Agreement and subject to the requirements for such [REDACTED]

(the “Code”); and

WHEREAS, the Trust desires to finance the ESOP Purchase Price for the Purchased Shares by delivery to the Seller of (i) cash in the amount of [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] and

[REDACTED]  
[REDACTED] and [REDACTED]

WHEREAS, the Corporation is required to designate the allocation of the ESOP Contribution among those “Allocation Groups” identified in Section 5.4 of the Plan, and desires to allocate that portion of the ESOP Contribution equal to a total of [REDACTED] of the Compensation of those included in Allocation Groups (b) through (g) in Section 5.4 of the Plan, and the remainder of the ESOP Contribution shall be allocated to Allocation Group (a) (the “2023 ESOP Allocation”); and

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] and

WHEREAS, the Corporation intends to finance the [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] (together the “Senior Loans”); and

WHEREAS, the Senior Loan will be secured by, among other collateral, all of the assets of the Company as further described in a security and pledge agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Senior Security and Pledge Agreement"), among the Corporation, the other grantors party thereto and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties (as defined therein); and

and

RESOLVED, that the Corporation is authorized and directed to execute and deliver the Stock Purchase Agreement and the ESOP-Seller Loan Documents, all substantially in the forms thereof furnished to the Board; and

RESOLVED, that in connection with the refinancing of the ESOP-Seller Loan, the Corporation is hereby authorized and directed to enter into, execute and deliver the Subordinated Loan Documents, all in substantially the form thereof furnished to the Board; and

RESOLVED, that the Corporation is hereby authorized to enter into, execute and deliver the Consolidated ESOP Loan Documents, all in substantially the forms thereof furnished to the Board; and

RESOLVED, that the Corporation is hereby authorized and directed to enter into the Senior Loan Agreement, the Senior Security and Pledge Agreement, the other Loan Documents (as defined in the Senior Loan Agreement), and such other agreements, certificates and instruments contemplated by the foregoing, including but not limited to promissory notes (collectively, together with the Senior Loan Agreement and the Senior Security and Pledge Agreement, the "Senior Loan Documents"); and

RESOLVED, that the Corporation is hereby authorized and directed to consummate the transactions contemplated by the Senior Loan Documents, including, without limitation, (i) the incurrence by the Corporation of the Obligations (as defined in the Senior Loan Agreement), (ii) the grant by the Corporation of a security interest in all of its assets, and (iii) the pledge by the Corporation of one hundred percent (100%) of the applicable issued and outstanding equity interests that are owned by the Corporation, in the case of clauses (ii) and (iii), to the

Administrative Agent for the benefit of the Secured Parties (as defined in the Senior Security and Pledge Agreement); and

RESOLVED, that any one of the President, Vice President, Secretary, Treasurer, Chief Executive Officer or Chief Financial Officer of the Corporation (each an "Authorized Officer" and collectively, the "Authorized Officers") is authorized to execute and deliver any and all documents contemplated by these Resolutions and necessary to effectuate the transactions described in these Resolutions, in substantially such respective forms, with such changes therein as such Authorized Officer may by his or her execution thereof approve, the execution and delivery of such documents to be conclusive evidence that the same have been approved by the Board; and

RESOLVED, that each and every Authorized Officer be, and she or he hereby is, authorized, on behalf of the Corporation, to negotiate, agree to, execute and deliver such agreements, documents and certificates as such officer deems appropriate to effectuate the purposes of these Resolutions, with such additions, modifications, amendments, deletions or other changes therein as such Authorized Officer may deem necessary or desirable and proper (the necessity or desirability and propriety of such changes to be conclusively evidenced by the execution and delivery of such documents); to make the borrowings and guaranties, and grant the assignments and security interests authorized by the foregoing Resolutions; and to execute and deliver such other agreements, documents and certificates, and to take any and all other action, as such officer deems appropriate to effectuate the purposes of these Resolutions, including but not limited to the filing of appropriate documents with all applicable securities authorities and filing or authorizing the filing of Uniform Commercial Code financing statements; and any and all documents and agreements heretofore executed and acts or things heretofore done to effectuate the purposes of these Resolutions are hereby in all respects ratified, confirmed and approved as the act or acts of the Corporation; and

RESOLVED, that, to the extent that the Corporation serves as the sole member, manager, member of the board of managers or general partner of any other corporation, limited liability company, trust, joint venture, association, company, partnership, governmental authority or other entity (a "Controlled Company"), the Authorized Officers of the Corporation, acting alone or with one or more other Authorized Officers be, and each hereby is, authorized, empowered and directed to execute, deliver and perform for and on behalf of and in the name of the Corporation, acting in its capacity as the sole member, manager, member of the board of managers or general partner, as the case may be, of such Controlled Company, (i) to authorize such Controlled Company to take any action that the Corporation is authorized to take hereunder or any other action as may in the judgment of the Authorized Officer so acting be necessary, desirable, and appropriate in connection with, or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, and (ii) to authorize the officers of such Controlled Company to take any action that the Authorized Officers of the Corporation are authorized to take hereunder or any other action as may in the judgment of the Authorized Officer so acting be necessary, desirable and appropriate in connection with; or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby.

RESOLVED, that any and all agreements, instruments and documents previously executed and acts and things previously done to carry out the purposes of these Resolutions are ratified, confirmed and approved as the act or acts of the Corporation; and

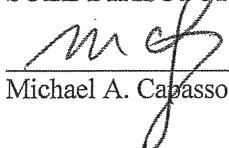
FURTHER RESOLVED, that these Resolutions in lieu of a Special Meeting of the Board may be executed in the original or by facsimile by the Board, and that these Resolutions in lieu of a Special Meeting of the Board be filed with the minutes of the proceedings of the Board by its Secretary.

[Space intentionally blank – Signatures follow]

IN WITNESS WHEREOF, these resolutions of the Board of Directors of the Corporation  
are adopted by the sole Director of the Corporation.

Dated: April 30, 2024

**SOLE DIRECTOR:**

  
Michael A. Capasso

[SIGNATURE PAGE – OMNIBUS BOARD RESOLUTIONS]



**EXHIBIT B**

[Certificate of Incorporation]

STATE OF NEW YORK  
DEPARTMENT OF STATE

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 910830000106 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on April 25, 2024.

A handwritten signature in black ink that appears to read "Brendan C. Hughes".

Brendan C. Hughes  
Executive Deputy Secretary of State

Authentication Number: 100005612671 To Verify the authenticity of this document you may access the  
Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>

F 91083000016

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CERTIFICATE OF INCORPORATION

OF

C.A.C. INDUSTRIES INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

C.A.C. INDUSTRIES INC.

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

To acquire such property, real and personal, as may be necessary to the conduct of such business.

(3) The number of shares which the Corporation shall have the authority to issue is 200 shares at no par value.

(4) The principal office of the corporation is to be located in the County of Queens, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Carl A. Capasso  
37-30 Rivview Avenue  
Long Island City, NY 11101

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 29th day of August, 1991 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Joan Terry 500 Central Avenue, Albany, NY 12206  
Joan Terry, Incorporator Address



F 91083000010L

CERTIFICATE OF INCORPORATION

OF

C.A.C. INDUSTRIES INC.

Under Section 402 of the Business Corporation Law

FILED

AUG 30 11 24 AM '91

RR-10

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 30 1991  
TAX \$ 10  
BY: PSC  
QUEEN

FILER:  
John A. Servider  
163-10 Northern Boulevard  
Flushing, NY 11358  
Reference # 30020-841887

BILLED

REC'D 200 PH 9/29/91  
RECEIVED

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910830000123



**STATE OF NEW YORK  
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 920421000304 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 25, 2024.

A handwritten signature in black ink that reads "Brendan C. Hughes".

Brendan C. Hughes  
Executive Deputy Secretary of State

Authentication Number: 100005612672 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>

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CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF INCORPORATION  
OF  
C.A.C. INDUSTRIES INC.

Under Section 805 of the Business Corporation Law.

The undersigned, the incorporator of C.A.C. INDUSTRIES INC.  
does hereby certify:

The name of the corporation is C.A.C. INDUSTRIES INC.

The certificate of incorporation was filed by the Department  
of State on the 30th day of August 1991.

The certificate of incorporation is amended to change the  
corporate address and person for process. Paragraph FIVE of  
the certificate, which sets forth the name and address of the  
person for process, is amended to read:

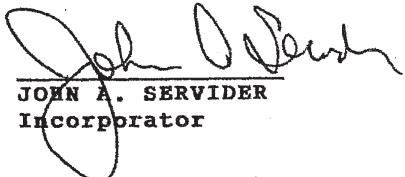
FIVE: The Secretary of State is designated as agent of  
the Corporation upon whom process against it may be served.  
The post office address to which the Secretary of State shall  
mail a copy of any process against the Corporation served upon  
him is:

c/o Michael A. Capasso  
37-30 Review Avenue  
Long Island City, N.Y. 11101



The above amendment to the certificate of incorporation was authorized by the undersigned as the incorporator, no subscription for shares having been accepted, no shares issued and officers, directors elected or appointed.

IN WITNESS WHEREOF, this certificate has been subscribed to this 18th day of March 1992 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



JOHN A. SERVIDER  
Incorporator

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f920421000304

PLD

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
C.A.C. INDUSTRIES INC.

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 21 1992

TAX \$ 940  
BY: 940  
01455

Filed by:

JOHN A. SERVIDER, ESQ.  
163-10 Northern Blvd.  
Suite 205  
Flushing, New York 11358

920421000307

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**STATE OF NEW YORK  
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for C.A.C. INDUSTRIES INC., File Number 180228000629 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 25, 2024.



Brendan C. Hughes  
Executive Deputy Secretary of State

Authentication Number: 100005612673 To Verify the authenticity of this document you may access the  
Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>