

# ORANGE COUNTY FUNDING CORPORATION

County Government Center  
255 Main Street  
Goshen, New York 10924  
Phone: 845-291-2700 Fax: 845-291-2724

Robert Armistead, Chairman  
Mary Ellen Rogulski, Vice Chairman  
Russell O. Vernon, Second Vice Chairman  
Stephen Brescia, Secretary  
John Steinberg, Jr., Assistant Secretary  
Henry VanLeeuwen  
Robert J. Schreibeis, Sr.

James O'Donnell, Executive Director  
Joel Kleiman, Chief Financial Officer  
Kevin Dowd, Attorney  
Laurie Villasuso, Administrative Assistant

## Agenda

PLEASE TAKE NOTICE, The Orange County Funding Corporation will hold a regularly scheduled meeting on April 3, 2013 immediately after the regular Orange County Industrial Development Agency meeting in the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York, to consider and/or act upon the following:

### Order of Business

- **Roll Call**
- **Approval of the minutes from February 20, 2013 meeting**
- **Requests for Payments**
- **Resolutions**
  - Fairbanks Manufacturing, LLC – Inducement Resolution
- **Such other and further business as may be presented**
- **Public Comments**
- **Adjournment**

Dated: March 26, 2013

Stephen Brescia, Secretary

By: James O'Donnell, Executive Director

ORANGE COUNTY FUNDING CORPORATION

MINUTES

February 20, 2013

A regular meeting of the Orange County Funding Corporation was convened in public session on February 20, 2013 at 4:55 P.M. at the Orange County Business Accelerator, in New Windsor, New York.

The meeting was called to order by the Chairman, Robert Armistead, and upon roll being called, the following were:

PRESENT: Robert Armistead, Mary Ellen Rogulski, Henry VanLeeuwen, John Steinberg, Russell Vernon, Stephen Brescia, Robert Schreibeis

ABSENT: VanLeeuwen

ALSO PRESENT: James O'Donnell – Executive Director  
Kevin Dowd – Attorney

Chairman Armistead calls the meeting for the Orange County Funding Corporation, February 20, 2013 (Pledge of Allegiance is recited). Board consists of six members. There is a quorum.

Review of the prior January 16, 2013 meeting minutes. Mr. Steinberg notes an error at the top of Page 1, where it is listed as the Orange County Industrial Development Agency and should be Funding Corporation. With that correction, Mr. Steinberg moved to accept the minutes, seconded by Rogulski. Motion carries with all in favor.

Roll Call taken.

**Requests for Payments**

There is only one request for payment, for Mr. Dowd. Mr. Dowd notes that the portion of his payment for the Walkill bond deals will be reimbursed by Walkill.

Motion made by Schreibeis, seconded by Rogulski, to authorize payments and vouchers for January 2013. Open for discussion. Motion carries with all in favor.

**Walkill Realty Partners LLC**

Mr. Dowd briefly updates the Board on the Walkill realty Partners project and stated that an additional resolution was necessary for the remarketing of the bond issuance.

Mr. Dowd reads the resolution aloud. Motion made by Steinberg, seconded by Vernon. Motion carries with all in favor.

**Such other and further business**

With no further business, meeting called for adjournment by Chairman Armistead, motion made by Schreibeis, seconded by Brescia, the time being 5:00 p.m.



# ORANGE COUNTY FUNDING CORPORATION

## APPLICATION FOR FINANCIAL ASSISTANCE

FAIRBANKS MFG LLC  
(a wholly owned subsidiary of Medora Snacks LLC  
(Applicant Name)

**James O'Donnell**  
**Executive Director**

Office of Economic Development  
Orange County Government Center  
255 Main Street  
Goshen, NY 10924  
Tel: 845-291-2700  
[www.orangecountygov.com](http://www.orangecountygov.com)  
[business@orangecountygov.com](mailto:business@orangecountygov.com)

Updated January 2013

# ORANGE COUNTY FUNDING CORPORATION

## APPLICATION FOR FINANCIAL ASSISTANCE

### I. APPLICANT INFORMATION

Company Name: Fairbanks Mfg LLC  
Mailing Address: c/o Medora Snacks LLC, 79 Industrial Place Ext., Middletown, NY 10941  
Phone No.: (845) 341-0002  
Fax No.: (845) 326-9577  
Fed Id. No.: 27-5099613  
Contact Person: Ronald S. Kossar, Attorney (845) 343-5111

Principal Owners/Officers/Directors (list owners with 15% or more in equity holdings with percentage ownership):

The Sole Member of Fairbanks Mfg LLC is Medora Snacks LLC which holds a 100% Membership Interest in Fairbanks Mfg LLC

Corporate Structure (*attach schematic if applicant is a subsidiary or otherwise affiliated with another entity*)

#### Form of Entity

Corporation

Date of Incorporation: \_\_\_\_\_  
State of Incorporation: \_\_\_\_\_

Partnership

General: \_\_\_\_\_ or Limited: \_\_\_\_\_  
Number of general partners: \_\_\_\_\_  
If applicable, number of limited partners: \_\_\_\_\_

Date of formation: \_\_\_\_\_  
Jurisdiction of Formation: \_\_\_\_\_

Limited Liability Company/Partnership (number of members 1)

Date of Incorporation: April 25, 2011  
State of Incorporation: New York

Sole Proprietorship

## Application for Financial Assistance

If a foreign organization, is the applicant authorized to do business in the State of New York?

Yes       No

### APPLICANT'S COUNSEL

Name: Ronald S. Kossar Esq.  
Address: 402 East Main Street, PO Box 548, Middletown, NY 10940  
Phone No.: (845) 343-5111  
Fax No.: (845) 343-5222

### II. PROJECT INFORMATION

A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected.

Purchase of real property consisting of a 51,408 sf building on 5.3 acres located at 79 Industrial Place Ext in Town of Walkill (Tax Map 36-2-37.11) and 0.49 acres of vacant land in the City of Middletown (Tax Map 3-1-5) in Orange County, NY. The projected costs consist of (i) purchase price- \$2,200,000 (ii) completed addition- \$750,000 (iii) proposed new addition- \$800,000 (iv) soft costs- \$50,000 and (v) equipment- \$2,700,000, for a total estimated costs of \$6,500,000.

B) Furnish a copy of any environmental application presently in process of completion concerning this project, providing name and address of the agency, and copy all pending or completed documentation and determinations.

A copy of the Short Environmental Assessment Form is attached hereto and made a part hereof as Schedule A.

If any of the above persons, or a group of them, owns more than a 50% interest in the company, list all other organizations which are related to the company by virtue of such persons having more than a 50% interest in such organizations.

Medora Snacks LLC, Sole Member, owns a 100% Membership Interest in Fairbanks Mfg LLC.

Is the company related to any other organization by reason of more than 50% common ownership? If so, indicate name of related organization and relationship.

No

Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? If so, please provide offering statement used.

No

## Application for Financial Assistance

### Project Data

1. Project site (land)
  - (a) Indicate approximate size (in acres or square feet) of project site.  
Approximately 5.3 acres
  - (b) Are there buildings now on the project site?  
 Yes  No
  - (c) Indicate the present use of the project site.  
Applicant currently leases the building as its manufacturing/distribution facility.
  - (d) Indicate relationship to present user of project.  
Same
2. Does the project involve acquisition of an existing building or buildings? If yes, indicate number, size and approximate age of buildings:  
One existing building consisting of 51,408 square feet built in 1974
3. Does the project consist of the construction of a new building or buildings? If yes, indicate number and size of new buildings:  
No
4. Does the project consist of additions and/or renovations to existing buildings? If yes, indicate nature of expansion and/or renovation:  
One (1) new proposed addition comprising 16,860 sf to be used for manufacturing
5. What will the building or buildings to be acquired, constructed or expanded be used for by the company? (Include description of products to be manufactured, assembled or processed, and services to be rendered. . .  
Manufacture and distribution of snack foods including "Popcorners" brand chips  
  
*. . . including the percentage of building(s) to be used for office space and an estimate of the percentage of the functions to be performed at such office not related to the day-to-day operations of the facilities being financed.)*  
None

## Application for Financial Assistance

6. If any space in the project is to be leased to third parties, indicate total square footage of the project amount to be leased to each tenant and proposed use by each tenant.

None

7. List principal items or categories of equipment to be acquired as part of the project.

Puffer machines, packaging machines, compressors, conveyors, bucket elevators and electronic scales.

8. Has construction work on this project begun?

Complete the following

|                            |                                     |     |                                     |    |         |          |
|----------------------------|-------------------------------------|-----|-------------------------------------|----|---------|----------|
| (a) site clearance         | <input checked="" type="checkbox"/> | Yes | <input type="checkbox"/>            | No | 30.00 % | complete |
| (b) foundation             | <input type="checkbox"/>            | Yes | <input checked="" type="checkbox"/> | No | %       | complete |
| (c) footings               | <input type="checkbox"/>            | Yes | <input checked="" type="checkbox"/> | No | %       | complete |
| (d) steel                  | <input type="checkbox"/>            | Yes | <input checked="" type="checkbox"/> | No | %       | complete |
| (e) masonry work           | <input type="checkbox"/>            | Yes | <input checked="" type="checkbox"/> | No | %       | complete |
| (f) other (describe below) | <input type="checkbox"/>            | Yes | <input checked="" type="checkbox"/> | No | %       | complete |

9. Will any of the funds borrowed through the Agency be used for refinancing?

No

10. Is a purchaser for the bonds in place? No

### COST BENEFIT ANALYSIS:

|                                      | <u>Costs =</u><br><u>Financial Assistance</u> | <u>Benefits =</u><br><u>Economic Development</u> |                        |
|--------------------------------------|---|--|------------------------|
| Estimated Sales Tax Exemption        | \$ <u>25,633.00</u>                           | New Jobs Created                                 | <u>35</u>              |
| Estimated Mortgage Tax Exemption     | \$ <u>29,531.00</u>                           | Existing Jobs Retained                           | <u>84</u>              |
| Estimated Property Tax Abatement     | \$ <u>425,249.00</u>                          | Private Funds invested                           | <u>\$ 1,135,000.00</u> |
| Estimated Interest Savings IRB Issue | \$ <u>378,922.00</u>                          | Other Benefits                                   | <u>\$ 0.00</u>         |
|                                      |   | Expected Yearly Payroll                          | <u>\$ 2,450,000.00</u> |
|                                      |   | Expected Gross Receipts                          | <u>\$30,000,000.00</u> |



## Application for Financial Assistance

B) Project Address: 79 Industrial Place Extension, Middletown, New York 10941

Tax Map Number 36-2-37.11 and 3-1-5  
(Section/Block/Lot)

Located in City of: Middletown (Tax Map 3-1-5)

Located in Village of: \_\_\_\_\_

Located in Town of: Wallkill (Tax Map 36-2-37.11)

School District of: Middletown Central School District

C) Are utilities on site?

|       |   |                             |                      |   |                             |
|-------|---|-----------------------------|----------------------|---|-----------------------------|
| Water | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No | Electric             | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| Gas   | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No | Sanitary/Storm Sewer | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |

D) Present legal owner of the site: 79 INDUSTRIAL PLACE, LLC  
If other than from applicant, by what means will the site be acquired for this project?  
Financing \_\_\_\_\_

E) Zoning of Project Site: Current: 710- Manuf Proposed: same

F) Are any variances needed? No

G) Principal use of project upon completion: Manufacturing and Distribution

H) Will the project result in the removal of a plant or facility of the applicant from one area of the State of New York to another?  Yes  No

Will the project result in the abandonment of one or more plants or facilities located in the State of New York?  Yes  No

I) Estimate how many construction/permanent jobs will be created or retained as a result of this project and the estimated annual salary range:

|               | <u>Number of jobs created</u> |    | <u>Estimated Annual Salary Range</u> |                      |
|---------------|-------------------------------|----|--------------------------------------|----------------------|
| Construction: | <u>55</u>                     | \$ | <u>39,000</u>                        | to \$ <u>100,000</u> |
| Permanent     | <u>84</u>                     | \$ | <u>25,000</u>                        | to \$ <u>250,000</u> |
| Retained      | <u>84</u>                     | \$ | <u>25,000</u>                        | to \$ <u>250,000</u> |

J) Financial Assistance being applied for:

|  | <u>Estimated Value</u> |
|--|------------------------|
| <input checked="" type="checkbox"/> Real Property Tax Abatement                | \$ <u>425,249.00</u>   |
| <input checked="" type="checkbox"/> Mortgage Tax Exemption                     | \$ <u>29,531.00</u>    |
| <input checked="" type="checkbox"/> Sales and Use Tax Exemption                | \$ <u>25,633.00</u>    |
| <input checked="" type="checkbox"/> Issuance by the Agency of Tax Exempt Bonds | \$ <u>378,022.00</u>   |

## Application for Financial Assistance

K) Project Costs (Estimates)

|              |                       |
|--------------|-----------------------|
| Land         | 200,000.00            |
| Building     | \$2,000,000.00        |
| Equipment    | \$2,700,000.00        |
| Soft costs   | \$50,000.00           |
| Other        | \$1,550,000.00        |
| <b>Total</b> | <b>\$6,500,000.00</b> |

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JPTA") in which the project is located.
- B. First Consideration for Employment In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in JTPA programs who shall be referred by the JPTA Entities for new employment opportunities created as a result of the proposed project.
- C. A liability and contract liability policy for a minimum of three million dollars will be furnished by the Applicant insuring the Agency.
- D. Annual Sales Tax Fillings In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the Applicant.
- E. Annual Employment Reports The applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- F. Absence of Conflicts of Interest The applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of

## Application for Financial Assistance

the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

The Applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

FAIRBANKS MFG LLC

BY: \_\_\_\_\_

(Applicant Signature)

ALAN MADNICK

(Name of Officer)

MANAGER

(Title)

This Application should be submitted to the Orange County Funding Corporation, c/o James O'Donnell, Executive Director, Orange County Government Center, 255 Main Street, Goshen, NY 10924 Tel: (845) 291-2700.

The Agency will collect an administrative fee at the time of closing.  
**SEE ATTACHED FEE SCHEDULE** (page 10)

Bond Counsel  
CHARLES SCHACHTER, ESQ./  
RUSSELL GAENZLE, ESQ.  
Harris Beach PLLC  
99 Garnsey Road  
Pittsford, New York 14534  
Tel: (585) 419-8633  
Fax: (585) 419-8817

Attach copies of preliminary plans or sketches of proposed construction or rehabilitation or both.

Attach the following Financial Information of the Company

1. Financial statements for last two fiscal years (unless included in company's Annual Reports).
2. Company's annual reports (or Form 10-K's) for the two most recent fiscal years.

**Application for Financial Assistance**

- 3. Quarterly reports (Form 10Q's) and current reports (Form 8-K's) since the most recent Annual Report, if any.
- 4. In addition, please attach the financial information described above in items 1, 2 and 3 of any expected Guarantor of the proposed bond issue, if different from the company.

**HOLD HARMLESS AGREEMENT**

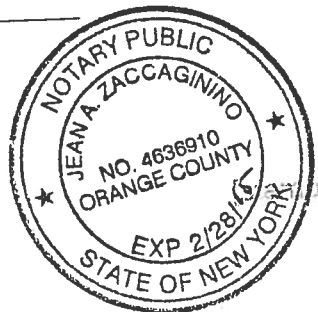
Applicant hereby releases the ORANGE COUNTY FUNDING CORPORATION and the members, officers, servants, agents and employees thereof (the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in processing of the Application, including attorneys' fees, if any.

(Applicant Signature)

FAIRBANKS MFG LLC

By: \_\_\_\_\_ *AJM*  
Name: Alan Madnick  
Title: Manager

*Jean A Zaccagnino*  
(Notary Public)



Sworn to before me this 14 day  
of February, 2013

***FEE SCHEDULE FOR THE  
ORANGE COUNTY OCFC IS AS FOLLOWS:***

***FEE SCHEDULE FOR THE  
ORANGE COUNTY FUNDING CORPORATION IS AS FOLLOWS:***

Structure for applicants seeking the issuance of tax-exempt bonds from the OCFC:

|                                   |    |
|-----------------------------------|----|
| First \$10 million                | 1% |
| From \$10 million to \$25 million | ½% |
| Over \$25 million                 | ¼% |

\*\*\*All fees are in the aggregate

**NOTE:** OCFC reserves the right to seek additional OCFC and Bond Counsel fees for exceptionally complex transactions.

**Please make all Checks payable to:**

*Orange County Funding Corporation*

**Mail to:**  
*255 Main Street  
Goshen, New York 10924*

\*In the event that an applicant does not seek or does not qualify for the OCFC's enhanced PILOT or the equivalent of the State's 485-b program, the fee will be a straight one-half percent (0.5%) of the OCFC financing benefits provided to the project cost.

Labor Policy

Adopted May 18, 2006, it is the Labor Policy of the Orange County Funding Corporation to *encourage* all companies availing themselves of OCFC benefits to use local workforce and pay prevailing wages on their project where possible.

**Motion By:** \_\_\_\_\_  
**Seconded By:** \_\_\_\_\_

**INDUCEMENT RESOLUTION**  
*(Fairbanks MFG LLC Project)*

A regular meeting of The Orange County Funding Corporation was held on April 3, 2013 at 4:30 p.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane (Stewart Airport), New Windsor, New York 12553.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the proposed issuance of up to \$6,500,000 Revenue Bonds for the benefit of Fairbanks MFG LLC (the "Company").

RESOLUTION TAKING OFFICIAL ACTION WITH RESPECT TO A CERTAIN PROJECT FOR THE BENEFIT OF FAIRBANKS MFG LLC (THE "COMPANY"), AS MORE FULLY DESCRIBED BELOW; DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT; DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND AUTHORIZING A PUBLIC HEARING.

WHEREAS, The Orange County Funding Corporation (the "Issuer") is a not-for-profit local development corporation duly organized and is validly existing pursuant to Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"); and

WHEREAS, pursuant to the N-PCL the Issuer was established as a not-for-profit corporation for the purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities and lessening the burdens of government and acting in the public interest, and has the powers, among other things, to construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants, to assist financially in such construction, acquisition, rehabilitation and improvement, to acquire real or personal property and to issue bonds, notes and other obligations thereof; and

WHEREAS, the N-PCL authorizes the Issuer to lease and sell any or all of its facilities, to issue its bonds for the purpose of carrying out any of its corporate purposes and, as security for the payment of the principal and redemption price of and interest on any such bonds so issued and any agreements made in connection therewith, to pledge the revenues and receipts from the lease or sale thereof to secure the payment of such Bonds and interest thereon; and

WHEREAS, FAIRBANKS MFG LLC (the "Company"), has submitted an application (the "Application") to the Issuer requesting the Issuer to issue up to \$6,500,000 of its Tax-Exempt and/or Taxable Revenue Bonds (Fairbanks MFG LLC Project), Series 2013 (the

"Bonds") to assist in financing all or a portion of the cost of a certain project (the "Project") consisting of: (A) the acquisition by the Agency of a leasehold or other interest in an approximately 5.7-acre parcel of land located at 79 Industrial Place Ext. in the Town of Wallkill, Orange County, New York (the "Land") and the existing improvements located thereon consisting principally of an approximately 51,408 square-foot building, parking and related improvements (the "Existing Improvements"), (B) the construction on the Land of an approximately 16,860 square-foot addition to the Existing Improvements to accommodate the Company's expanding food manufacturing and distribution business (the "Improvements"); and (C) the acquisition and installation in and around the Existing Improvements and the Improvements of certain items of equipment, machinery and other tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); all to be used by the Company in its business of manufacturing and distributing snack foods; (D) the paying of certain costs and expenses incidental to the issuance of the Bonds (as defined below) (the costs associated with items (A) through (D) above being hereinafter referred to as the "Project Costs"); and (E) the financing of all or a portion of the costs of the foregoing by the issuance of its tax-exempt and/or taxable revenue bonds in one or more series in a maximum aggregate principal amount not to exceed \$6,500,000 (the "Bonds"); and

WHEREAS, the Issuer desires to adopt a resolution accepting the Company's Application, ratifying a previous determination with respect to the State Environmental Quality Review Act ("SEQR"), describing the Project and the Bonds and authorizing a public hearing.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ORANGE COUNTY FUNDING CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby finds and determines:

(a) Pursuant to the Issuer's certificate of incorporation filed on May 13, 2010, with the Department of State (the "Certificate") and the purposes and powers contained within Section 1411 of the N-PCL, the Issuer is empowered to undertake the Project, issue the Bonds, and undertake the various transactions contemplated herein.

(b) The Issuer, in undertaking the Project pursuant to the purposes and powers set forth within N-PCL Section 1411 and the Certificate is acting in the public interest by lessening the burdens of government and, further, is promoting urban redevelopment initiatives in Orange County, New York.

(c) THE BONDS AND THE INTEREST THEREON WILL BE SPECIAL LIMITED OBLIGATIONS OF THE ISSUER PAYABLE SOLELY FROM PROJECT REVENUES. THE BONDS SHALL NEVER BE AN OBLIGATION OF THE STATE OF NEW YORK OR ORANGE COUNTY, NEW YORK.

Section 2. The Chairman, Vice Chairman and/or the Executive Director of the Issuer are hereby authorized to hold a public hearing in compliance with Section 147(f) of the Internal Revenue Code of 1986, as amended.



Section 3. The Orange County Industrial Development Agency ("OCIDA"), after review of the Short Environmental Assessment Form ("EAF") and other information provided by the Company, has determined that the Project involves an "Unlisted Action" as said term is defined under SEQR. The review is "Uncoordinated", as defined under SEQR. Based upon the review by the Issuer of the EAF and related documents delivered by the Company to the Issuer and other representations made by the Company to the Issuer in connection with the Project, the Issuer hereby (i) determines that the proceedings undertaken by the OCIDA under SEQR with respect to the acquisition, construction and equipping of the Facility and the issuance of the Bonds satisfy the requirements of SEQR; (ii) confirms and ratifies such proceedings and negative declaration by the OCIDA; and (iii) determines that all of the provisions of SEQR that are required to be complied with as a condition precedent to the approval of the Financial Assistance contemplated by the Issuer with respect to the Project and the issuance of the Bonds have been satisfied.

Section 4. The proposed Financial Assistance being contemplated by the Issuer includes (i) financing all or a portion of the Project Costs by the issuance of the Bonds in an aggregate principal amount not to exceed the lesser of the Project Costs or \$6,500,000, and (ii) providing an exemption from all mortgage recording taxes with respect to any qualifying mortgage on the Facility (or such interest in the Facility as is conveyed to the Issuer) to secure the Bonds.

Section 5. The issuance of the Bonds shall be subject to:

(a) agreement by the Issuer, the Company and the purchaser of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; and

(b) holding a public hearing as required by Article 18-A of the New York State General Municipal Law and Section 147(f) of the Code; and

(c) approval by the "applicable elected representative" of Orange County, New York of the Bonds in accordance with the provisions of Section 147(f) of the Code.

Section 6. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Issuer to make its final determination whether to approve the Financial Assistance, and the Company is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued.

Section 7. With respect to the issuance of the Bonds, the law firm of Harris Beach PLLC of Rochester, New York, is hereby appointed Bond Counsel.

Section 8. Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the Company and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds, and reimbursement of the

cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code. The Issuer hereby authorizes the underwriter of the Bonds to prepare and distribute an official statement, private placement memorandum or other similar marketing document with respect to the initial sale of the Bonds, in such form as approved by Issuer and Bond Counsel (the "Offering Document").

Section 9. This Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2(d) with respect to issuance of the Bonds and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds.

Section 10. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required and to execute and deliver all such 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 resolutions and to cause compliance by the Issuer with all of the terms, covenants and provisions of the documents executed for and on behalf of the Issuer.

Section 11. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

|                        | <u><i>Yea</i></u> | <u><i>Nay</i></u> | <u><i>Absent</i></u> | <u><i>Abstain</i></u> |
|------------------------|-------------------|-------------------|----------------------|-----------------------|
| Robert Armistead       |                   |                   |                      |                       |
| Mary Ellen Rogulski    |                   |                   |                      |                       |
| Stephen Brescia        |                   |                   |                      |                       |
| John Steinberg, Jr.    |                   |                   |                      |                       |
| Henry VanLeeuwen       |                   |                   |                      |                       |
| Robert Schreibeis, Sr. |                   |                   |                      |                       |
| Russell O. Vernon      |                   |                   |                      |                       |

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK )  
COUNTY OF ORANGE ) ss:

I, the undersigned Secretary of The Orange County Funding Corporation, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of The Orange County Funding Corporation (the "Issuer") including the resolution contained therein, held on the 3<sup>rd</sup> day of April, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Issuer had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Issuer 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand this 3<sup>rd</sup> day of April, 2013.

---

Stephen Brescia, Secretary