

**ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

County Government Center

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James Petro, Jr., Chairman
Robert Armistead, Vice Chairman
Mary Ellen Rogulski, 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
Philip A. Crotty, Attorney
Laurie Villasuso, Administrative Assistant

Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on February 15, 2012 at 3:00 p.m. in the Orange County Business Accelerator, 4 Crotty Lane, New Windsor, New York, to consider and/or act upon the following:

Order of Business

- **Roll Call**
- **Approval of the minutes from January 18, 2012 meeting**
- **Financial Reports and/or Requests for Payments**
- **New and Unfinished Business**
 - Chairman's Report
 - Russ Gaenzle – Harris Beach
 - Executive Director Report
 - OCBA Report
 - Occupancy/Space
 - OCP Report
 - Discussions
 - CNC Update
 - PAAA – Annual Procurement Report
 - CPV – Article 78
- **Resolutions**
 - Carlisle Construction
 - Marketplace
 - Paramount Theatre Project
 - UTEP- PILOT revision
- **Such other and further business as may be presented**
- **Public Comments**
- **Adjournment**

Dated: February 8, 2012

Stephen Brescia, Secretary

By: James O'Donnell, Executive Director

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

January 18, 2012

A regular meeting of the Orange County Industrial Development Agency was convened in public session on January 18, 2012 at 3:00 P.M. at the Orange County Business Accelerator, in New Windsor, New York.

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

PRESENT: James Petro, Stephen Brescia, John Steinberg, Robert Schreibeis, Robert Armistead, Hank VanLeeuwen

ABSENT: Mary Ellen Rogulski

ALSO PRESENT: Joel Kleiman – Chief Financial Officer
Phil Crotty – Attorney
Laurie Villasuso – Administrative Assistant
Michael DiTullo – Orange County Business Accelerator
Peter Gregory – Orange County Business Accelerator
Maureen Halahan – Orange County Partnership
Meghan Taylor – Orange County Partnership
Gary Cassiello – Judelson, Giordano & Siegel
Robert Unger – Judelson, Giordano & Siegel
Mike Oates – HVEDC
Maria Bruni – City of Middletown
Mayor DeStefano – City of Middletown
Nelson Page – Majestic Star Entertainment/Paramount Theatre
Gary Drumbella – Carlisle Construction
Tom Timmerman – Carlisle Construction
Dominic Cordisco – All Granite & Marble Corp
Robert Deja – All Granite & Marble Corp
James Walsh – Times Herald Record

Chairman, James Petro calls the meeting for the Orange County IDA, January 18, 2012 (Pledge of Allegiance is recited). Board consists of six members. There is a quorum.

Review of the prior December 21, 2011 meeting minutes. Motion made by Schreibeis, seconded by VanLeeuwen to approve the minutes as presented. Affirmative votes of all members present resulted in motion carried.

Roll Call taken.

Financial Report And/or Request For Payment

Joel Kleiman, Chief Financial Officer, refers to the income and expense summary in the packet for December of 2011. Through the end of the year, we have income of \$1.6M and expenses of \$1.3M; revenues exceed expenses by \$267K for the year. Mr. Kleiman points out that these are

un-audited numbers, and the audited figures will be available by the end of March. He adds that upon completion of the audit, Judelson, Giordano & Siegel will present the audit to the entire Board.

Mr. Kleiman moves on to address the Schedule of Bank Accounts, Certificates of Deposit and Money Markets as of December 31. The balance as of 12/31/11 is \$7,715,733, and most of the money is in a money market account and one CD. The next CD up for maturity is due December of 2012.

Mr. Kleiman then calls attention to the monthly revenues and vouchers. For the month, the IDA has taken in \$12.3K, and vouchers total \$203.8K. Mr. Armistead asks about vouchers for the Newburgh Armory, and Chairman Petro reminds the Board that the IDA is matching grants made by the Kaplan Foundation to the Newburgh Armory, in the amount of \$100K per year for five years, but the IDA is paying those funds directly to the vendors for the project. When the Armory has work done, the contractors submit vouchers to the IDA and the IDA pays them directly. Mr. Kleiman points out that Mrs. Villasuso has prepared a schedule providing the details of the expenses against the total amount. Chairman Petro also notes that any small amount (such as \$1,000) left over at the end of the year may be carried over to the following year.

Motion made by Steinberg, seconded by Armistead, that the Board accepts the financial report and authorization of payments and vouchers for January 2012. Open for discussion. Affirmative votes of all members present resulted in motion carried.

Mr. Kleiman then advises the Board that an Audit Committee meeting was held before this regular meeting, and turns it over to the Audit Committee Chairman, Mr. Armistead. Mr. Armistead advises that he was introduced to the new auditing firm of Judelson, Giordano & Siegel, and discussed a number of the programs for the IDA and the Accelerator. The new audit firm will initiate an audit of the IBM fee, and also discussed the activities of OCBA and the IDA over the past year. The audit committee is entertaining the idea of retaining a CPA firm to do monthly write ups on financial activities as a whole for the IDA and Accelerator. Mr. Steinberg asks what the cost for a monthly report would be, and Mr. Armistead advises that the rough initial number was \$275 per month, but we are not yet sure what is needed from the firm, so Mr. Kleiman will be sitting down with the firm and deciding what services are and are not needed. The fee will change accordingly. Mr. Armistead notes that the Audit Committee is impressed with the new firm and is looking forward to working with them.

Chairman Petro introduces Misters Cassiello and Unger from JGS to the room and welcomes them aboard. Mr. Armistead added that he was impressed with how quickly this firm has taken initiative and explored the IDA's accounts and options. Chairman Petro then mentions to Mr. Steinberg that the Board would like the Orange County Capital Development Corporation account to be closed, with the check made payable to the IDA. Mr. Steinberg advises that he will take care of it.

Reorganization Meeting

Petro advises that this is an "organizational meeting" and at this time, there must be an election of a chairman.

Chairman Petro requests a nomination, a second and then a roll call of the Board. Mr. VanLeeuwen nominates James Petro to continue his roll as Chairman for the OCIDA. This motion

is seconded by Brescia. No discussion. Mr. Philip Crotty takes the roll call. Affirmative votes of all members present resulted in motion carried. Mr. Petro is the Chairman for 2012.

Election of the Vice Chairman/Robert Armistead, Second Vice Chairman/Mary Ellen Rogulski, Secretary/Steve Brescia, and Assistant Secretary/John Steinberg. VanLeeuwen made a motion to accept all nominated appointees, seconded by Brescia. Affirmative votes of all members present resulted in motion carried.

IDA Chairman appointees are reviewed. There is no change from last year. Audit Committee remains: Armistead (Chairman), VanLeeuwen, and Rogulski, with Schreibeis as an alternate. Governance committee remains: Brescia (Chairman), Steinberg and Schreibeis, with Rogulski as an alternate. Mr Crotty takes roll call. Affirmative votes of all members present resulted in motion carried.

Executive Director resolution, appointing Mr. James O'Donnell, is read aloud. Motion made by Armistead, seconded by Schreibeis. Affirmative votes of all members present resulted in motion carried.

Chief Financial Officer resolution, appointing Mr. Kleiman, is read aloud. Motion made by Steinberg, seconded by VanLeeuwen. Affirmative votes of all members present resulted in motion carried.

IDA Attorney resolution, appointing Mr. Crotty, is read aloud. Motion made by Schreibeis, seconded by Brescia. Affirmative votes of all members present resulted in motion carried.

IDA Contract Officer resolution, appointing Mr. Crotty, is read aloud. Motion made by Armistead, seconded by VanLeeuwen. Affirmative votes of all members present resulted in motion carried.

IDA Freedom of Information Law Officials, appointing Mr. O'Donnell as FOIL Officer and Mr. Crotty as FOIL Appeals Officer, is read aloud. Motion made by Armistead, seconded by Schreibeis. Affirmative votes of all members present resulted in motion carried.

Resolution approving Contracts for Orange County Business Accelerator Managing Director and Development Director, appointing DiTullo as Managing Director and Peter Gregory as Development Director, is read aloud. Motion made by Steinberg, seconded by Armistead. Affirmative votes of all members present resulted in motion carried.

Resolution to report IDA-Owned Properties as of 12/31/11, reporting that the IDA owns NO real property as of 12/31/11, is read aloud. Motion made by Armistead, seconded by Schreibeis. Affirmative votes of all members present resulted in motion carried.

Resolution to approve IDA Depositories for 2012 is read aloud. Motion made by Armistead, seconded by Schreibeis. Affirmative votes of all members present resulted in motion carried.

Resolution for Annual Review of IDA Procurement Policies & Practices in 2012 is read aloud. Motion made by Brescia, seconded by Steinberg. Affirmative votes of all members present resulted in motion carried.

Mr. Crotty and Chairman Petro reviews with the Board the final organizational resolutions with regard to monies that are paid out each year:

Orange County Services	\$ 15,000
Foreign Trade Zone	\$ 25,000
Newburgh – Stewart Empire Zone	\$ 5,000

Motion made by VanLeeuwen and seconded by Schreibeis to approve the resolutions as presented. Affirmative votes of all members present resulted in motion carried.

Resolution to authorize “Agent Status” for Orange County Partnership, Hudson valley Economic Development Corporation, Pattern for Progress, Hudson Valley Agri-Business and Rockland Economic Development Corporation (PTAC), and allowing the Executive Director to sign Agency Agreements, is read aloud. Motion made by Armistead, seconded by VanLeeuwen. Affirmative votes of all members present resulted in motion carried.

OCBA Report

Mr. DiTullo refers to the Orange County Business Accelerator’s pre-audited financial reports included in the packets. He points out that, in the “client rents” section, OCBA was over budget by about \$6K and other fees that were collected from clients with a total of roughly over \$10K over budget. He also notes that Orange County Business Accelerator has reimbursed the IDA \$105.3K, and will reimburse another \$35K for the last quarter of the year.

Mr. DiTullo moves on to note that there was a tremendous event at the accelerator with UVANY on 1/17, and notes that Mr. Gregory will go into further detail later. He also notes that the Accelerator has been in the process of having new photos taken for the makeover of the Accelerator website. Most of the website’s content will remain the same, but the images will be updated. Additionally, Orange County Business Accelerator has had 18 press accounts in various local publications, and the website continues to see increased traffic and subscribers. Also, there has been more activity on the website from foreign countries, which Mr. Steinberg finds particularly exciting.

Mr. DiTullo adds that he and Chairman Petro shared the podium at Leadership Orange, and invited the class to come back and have a fuller session regarding early-stage innovation and entrepreneurialism, which has been scheduled for February with fifteen in attendance.

Regarding clients, there are 20 in the Accelerator at the moment. One client is leaving at the end of the month, but will be immediately replaced with a new company. The company leaving is E-Guardian, who operates more out of NYC now than out of the Accelerator; under the terms of the rental contract, if there is not continued occupancy after a certain number of months, The Accelerator can ask them to leave. Chairman Petro adds the Accelerator doesn’t exist just to collect rent, that its goal is to create jobs and activity, and commends Mr. DiTullo for keeping track of the activity in the Accelerator and ensuring maximum benefit for all parties.

Mr. DiTullo turns it over to Mr. Gregory, who advises the Board that the Accelerator co-sponsored an Upstate Venture Associate of New York event with HVEDC. They arranged for 9 investors to visit the Accelerator to meet with 21 companies from all over New York State. Four Accelerator clients were within those 21 companies. Every company starting out, Mr. Gregory says, wants to speak with investors about raising capital; the structure of the Accelerator event was more casual than a pitch for capital; it was a fact-finding mission between investors and companies. Following the event at the Accelerator, they went to Homewood for another opportunity for companies to see alternate investors. Mr. Gregory was called by many investors who enjoyed the format and they will be using it again.

Chairman Petro asks Mr. Gregory to discuss the accolades he received in the speech by the emcee of yesterday's event. Mr. Gregory said that the emcee noted, to a room full of people from all over New York State, that the buzz in the Orange County Business Accelerator is better than anywhere, including Rochester and Buffalo, which are huge Incubator systems. Mr. Gregory adds that it was a great showcase for Orange County.

Chairman Petro then addresses Mr. DiTullo and asks him to prepare a report detailing Orange County Business Accelerator's expenditures as they relate to Focus Media. Mr. DiTullo notes that the marketing budget for the Accelerator was approved for \$100K, and all of the Orange County Business Accelerator's marketing is done through Focus Media. He also notes that the funds spent include marketing in the airport, Facebook, linkedin, etc.

OCP Report

Ms. Halahan begins by advising the Board that there has been a tremendous upswing in activity since the end of last year, with many projects finally coming to a close, and reviews the projects for the Board.

Brookfield Resource Management is a recycling plant for "end-of-life cars" and is the state of the art way to get rid of cars, because junk yards – a major environmental issue – need to be obsolete. The company has found an appropriately zoned property in the town of Wawayanda, and has held a few public hearings, where a few neighbors voiced their concerns. But Brookfield gave a nice presentation demonstrating what the property will look like, and illustrating the fact that the activity will take place indoors. There will be some truck activity on the roads, but it is a highly traveled area off of 84. It is a \$32.7M project, and they will meet with the IDA. Ms. Halahan notes that the project came in back in 2007 and has finally resurfaced and is going full steam ahead.

Project Shield is coming before the Board today, with Mike Oates giving overviews on it. But Ms. Halahan notes that it is a great area of the county, on the Hudson Valley Crossing site.

Camp LaGuardia will largely be housing, with 250K square feet for commercial use. OCP is working to make sure that the site is on the radar.

Project Gray is a foreign based, Italian company looking to bring their manufacturing operation to the US, their largest users being out of NYC and DC. They manufacture concrete tunnels, which they used to ship here but will now build here, and are focused on purchasing a site that they will build to suit. They are looking to build a 30-40K square foot space for manufacturing, with about 20 jobs, and a capital investment of about \$2M. They will visit with the IDA when the time is right.

There is a prohibition distillery moving into the city of Middletown, which is a niche vodka manufacturing company. There is an 11K square foot property in Middletown for this corn-based vodka company.

Ms. Halahan adds that a company they were lightly involved with is Liberty Collision Group, which purchased the old Monroe Ford property, and will create a Manheim Auto Auction type endeavor for West Point and military vehicles.

All Granite & Marble will also be coming in, and is a company that OCP met with in 2010 and then referred to Chairman Petro.

On the Business Retention and Expansion, Ms. Halahan highlights the following projects:

*Project 1213 – an existing Orange County manufacturing company that is growing and needs space. Currently, 32 people are employed, and the company's growth is a result of change in the building codes, and may be an IDA project.

*Empire Blue Cross Blue Shield – will stay in Orange County officially. The company was shopping for a new location, but after a very long negotiation period and some downsizing, 650 jobs were saved.

*Project Mustang – a manufacturing company on the eastern side of the county, and is a retention project. It appears that they will remain here and keep its high-end jobs.

*Centerline Studios – Their building was burned in a recent fire in Cornwall, NY. They are still hoping to expand and are waiting on some grant dollars.

Moving on, Ms. Halahan discusses marketing, and stresses how important marketing related expenses are to OCP. This is the first year that OCP will spend more in marketing than they bring in. They launched their site selector magazine campaign, and are working with Crain's and Wall Street Journal. Additionally, they are working on their direct mail campaign and have expanded their newsletter and will send it to a larger audience. The "Understanding Your Incentives" brochure has also been expanded and updated, and allows for an insert for ever-changing state incentives. This year, OCP will go to 6 trade shows, including 2 in California, and will bring all new marketing material with them to each event.

Lastly, Ms. Halahan advises that she just left an event with Ken Adams, the Commissioner for Empire State Development, who came to address the Alliance for Balanced Growth. Mr. Adams was discussing the Governor's idea to downsize government, and displayed a flow chart of what government looks like today – which Ms. Halahan shows to the room, displaying a multitude of blue boxes, with a few red boxes scattered throughout, each labeled for a different governmental agency – and noted that, years ago, government was only the red boxes. She then distributes a chart of her own which demonstrates that there is not an abundance of governmental offices in Orange County, and how the FTZ, EZ, OCP and IDA all work together.

She concludes by noting that our model in Orange County is successful and sought after by other counties and agencies because being a "public-private entity" works really well. She then thanks the IDA for their continued support.

Chairman's Report

Chairman Petro advises the Board that Meadowbrook Lodge is being purchased by Wayne Corts and a partner, who will build a convention center, a hotel, 3-par golf course and a catering facility. Mr. Corts planned on attending the meeting to present his plan to the Board, but was called out of town, so Chairman Petro presented a very preliminary report on their behalf. They would like to come before the IDA for benefits, and the project would most likely fall in the tourism section of the IDA scope.

Chairman Petro then introduces Dominic Cordisco, who has a client, Robert Deja of All Granite & Marble Corp, who is looking to develop their seventh site in Newburgh. The site, which they already own, is roughly 3.6 acres adjacent to the Pepsi building off of Exit 8 on 84. The site is going to be home to their proposed 33K square foot fabrication and retail operation. They are currently before the planning board and in the process of receiving the required variances. While they have completed a preliminary application, they have not yet paid an application fee or submitted a full application.

Currently, All Granite has six locations: Their main facility is Ridgefield Park, NJ, with other facilities in: South Plainfield, NJ, Danbury, CT, Deer Park, NY and Stroudsburg, PA and Binghamton, NY. They are in the process of adding a 20K square foot extension to the Ridgefield Park location, in March they will begin the construction of a 100K square foot warehouse in Stroudsburg, and this will be their third construction project this year. Mr. Deja plans to begin the Newburgh location with 15 employees.

The building will cost approximately \$5.5M, and they will look for a 10 year PILOT, sales tax and mortgage tax. Chairman Petro asks Mr. Deja if they utilize the CNC Machines, and is advised that not only do they use CNC machines, but they were among the first companies to implement the use of such machines.

Chairman Petro asks if there are any questions, and with none posed, he advises Misters Cordisco and Deja to complete the full application and submit the fee, and suggests that they meet Wayne Booth and get a letter of support for the project. Chairman Petro also advises All Granite that a public hearing will be necessary.

Paramount Theatre

Chairman Petro introduces Mayor DeStefano, who, on behalf of Middletown's Paramount Theatre, is seeing a \$150K grant over 3 years (\$50K for 3 years). Mr. Diana has met with the Mayor and endorses the grant, and Chairman Petro advises that the grant will go before the Governances committee as well as before the IDA Board.

Mayor DeStefano then introduces Ms. Bruni, director of Economic and Community Development in the City of Middletown, and Mr. Page, with Majestic Star Entertainment. Majestic Star Entertainment operates the theatre, but the City of Middletown owns and subsidizes the 1100-seat, historic theatre. The theatre generates downtown activity, and the city, up until recently, operated the theatre itself for live theatre and rentals and small conferences. Last year, the city of Middletown brought on Mr. Page, who operates theatres in Matamoras and Lafayette, and is looking at the Monroe theatre operation. He comes with experience in both film and live theatres. The city continues to be the owner of the theatre and will continue to subsidize and insure it; the city subsidizes up to \$50K/year in utilities, well as take care of any capital improvements necessary in order to keep the theatre open. Without the City, the theatre would close. The theatre itself promotes activity in the downtown area, and Mayor DeStefano notes that there is a marked increase in the town when a something is happening at the theatre. This past year, they had a draw of about 82K people, based on 42 events. The city is looking to draw even more activity, seven days a week, and is looking also to work with the schools. The city will front the money for the theatre and the IDA's monies will go to offset that debt. As it is now, Mr. Page operates the theatre and pays the City \$1 per year to do so. The City pays up to \$100K per year for operation-related expenses. Chairman Petro notes that IDA funds must be job or equipment specific.

Mayor DeStefano introduces Mr. Page, who informs the Board that they are looking to purchase a high end, digital projection system. Film is dead, he says, and in any major movie theatre, they project films digitally. Paramount Theatre is planning for its place in the marketplace, and in doing so, needs this equipment. Costing between \$140-150K, the system includes the screen, the digital sound, the monitor equipment, the speaker system and the installation. The funds they are asking for would cover the equipment only, as any programming costs go through Mr. Nelson. The idea is to bring people to Middletown and to the County in general. This year, they have doubled the amount of people who have visited the Paramount, and they would like to keep the upward momentum going through live and filmed programs, and are looking toward being competitive with

other small theatres. The events they hope to offer in the future include live simulcast opera programs, national and international sporting events and first run films. The first run films are important because, while they do not hope to become a first run theatre or compete with large Cineplex type theatres, they would like to supplement their slow times with first run films.

With the new equipment, they will have the largest digital setup in the region, with the largest screen in the county. It will enable diverse programming, including a county and state wide local film festival. Mr. Page runs a festival in Bergen County now, called Jersey Film Makers of Tomorrow, which gathers between three and four hundred submissions per year, and Mr. Page would like to begin that sort of process in Orange County. They would also like to create a county-wide tourism magnet through seminars, corporate meetings and an internationally recognized film festival at the theatre.

Chairman Petro asks if the funds would be used solely to purchase the projection system, and is advised that yes, that is the purpose of the funds. Chairman Petro suggests to the Board, and notes that it would be discussed at Governance before the next meeting, that it could be possible to offer the entire funds at once for the purchase. Mayor DeStefano notes that purchasing it from a vendor over 3 years would open them up to an interest charge. Chairman Petro suggests that the City could give the IDA the invoice and paperwork for the system, and the IDA would pay the vendor directly. Again, he notes that it would be discussed at Governance.

Mr. Armistead clarifies that the monies would cover professional installation, and Mr. Page confirms it. Mr. Armistead also asks if the enhancement will create more jobs at the Paramount. Mr. Page says that it would create about 10 to 12 jobs for box office coverage and so forth. Mayor DeStefano adds that, this year, the City has purchased adequate theatre parking for \$600K (which included a building) and built more parking next to the building, and the activity and growth of the City is following. Mr. Crotty asks if Paramount will compete with large, for-profit first run theatres, and Mr. Page advises him that they will not be competing with that kind of theatre at all.

Lastly, Mayor DeStefano notes that they would like the system in by June. Chairman Petro advises him that the Governance committee will look at both options – one payment of \$150K or 3 annual payments of \$50K – and advises them to submit an application.

New Hampton Fire District – CPV Article 78

Mr. Crotty reminds the Board that, as of the last meeting, Attorney Golden was authorized to do submit a redacted version of the Girasole report to the fire district, and the fire district denied it. Attorney Golden has since come to something of a tentative compromise with the fire district. Just today, Mr. Crotty advises, he received a letter from Mr. Golden, informing him that the fire district wishes to use the report to assist the fire district in its taxing effort. The compromise is to offer an un-redacted Girasole report, in the context of a strict confidentiality agreement, forbidding the release of the report, or any part of it, outside of the Fire District. Typically, Mr. Golden's letter continues, "such confidentiality agreements carry with them adverse monetary or other consequences to anyone violating the agreement." In Mr. Golden's opinion, releasing the full report within the confines of a confidentiality agreement would likely have no impact on the IDA's negotiations with CPV, and believes that the Fire District would not release the report.

Mr. Schreibeis asks Mr. Crotty to confirm that it is a fire *district*, not fire department. We can not release, Mr. Schreibeis says, this sort of information to a fire department. Mr. Crotty advises him that it is certainly a fire *district*.

Mr. Crotty's advice is to follow Mr. Golden's advice. Misters VanLeeuwen and Armistead, along with the other members, agree.

Project Shield/Carlisle Construction

Ms. Halahan introduces Project Shield, beginning by noting that they came in last year, very interested in the Hudson Valley Crossing Site. She introduces Tom Timmerman and Gary Drumbella of Carlisle Construction, heretofore known as Project Shield. The project is in the building materials manufacturing and distribution industry, and is looking to create over 100 jobs (three shifts, 6-7 days a week) in Hamptonburgh, with a \$27M capital investment. Chairman Petro notes for the Board that the site already has a 485b tax exemption applied to it, however the client here today is interested in a different PILOT.

Mr. Timmerman of Carlisle Construction Materials corrects Ms. Halahan and advises the room at the capital investment is roughly \$35M, and the job total is about 90. They are not seeking a mortgage tax abatement, but are seeking a sales tax abatement, and an 11 year PILOT. Mr. Oates notes that Carlisle has been working really closely with Mr. O'Donnell, and all parties are excited for the future of the project.

Mr. Timmerman then gives a brief background of Carlisle Construction Company. He begins by noting that their parent company is Carlisle Companies Inc., traded on the NYSE (symbol CSL). They are a holding company of manufacturing companies, with five divisions. Mr. Timmerman represents the construction materials division. This project is a replacement for a plant currently in Kingston. Carlisle is leasing that facility, and has been for 14 years, but the lease is up next spring. They have looked at neighboring states and other sites within the area. They must be in this corridor to serve their market. Their product is Polyisocyanurate, or Polyiso, a rigid foam insulation, primarily used in industrial and commercial roofing, for spaces like malls, hospitals, schools, etc.

The building is about 350K square feet, and the site itself is 30-35 acres. They will employ 70-75 people initially, and then increase to 90. Mr. Timmerman displays a collection of photos for the Board, which illustrates other Carlisle sites around the country. Carlisle Construction Materials is about \$1.5B in annual sales, and the overall corporation is roughly \$3B in annual sales for 2011. Of the plants currently in operation, they have 6 polyiso plants (and are in the process of building a 7th), 4 Membrane plants, and 8 plants in the EPS business, which most recognize as Styrofoam.

The plan for this facility is for it to be large enough to house both polyiso and EPS operations. They don't have board approval at this time for EPS manufacturing, but they would like to build the plant large enough to justify that process and begin EPS manufacturing in the near future. The intent for construction is to put it out for bid, and while the best bid will win, they would like to use as much local labor as possible. In general, he prefers local. Chairman Petro notes that, having County benefits, they will need to ensure county labor is being used. Chairman Petro then asks if they're planning to utilize the rail head at the site. Mr. Timmerman advises that rail access is very important to the company, as most of their raw material comes in by rail and is shipped out by flatbed trucks. Chairman Petro asks if they plan on purchasing the portion of the site they will utilize, and Mr. Timmerman's response is "Absolutely." Chairman Petro then informs Mr. Timmerman that the IDA would need a letter from support from the Town Supervisor, and will also need to hold a public hearing.

Mr. Steinberg asks if there are any odors associated with production, and Mr. Timmerman advises him that there is a dust component to production, but there is also a dust collector in the building. Any fumes or odors are filtered to a thermal oxidizer that burns off any emissions present. They

will have an air permit for the project. They would like to break ground within 60 to 90 days, allowing for proper permitting, etc. Mr. Timmerman also points out that the bulk of the building is storage, with only 20% of the space for actual manufacturing.

Chairman Petro advises Mr. Timmerman to forward the application check and the public hearing will be scheduled as soon as possible. Mr. Crotty also points out that a majority of the land will still be usable, and Mr. Drumbella adds that they would like to make the 133 acres it available by subdivision.

Hudson Valley Food & Beverage Alliance

Mr. Oates advises the room that the Hudson Valley Food & Beverage Alliance was founded to support the food and beverage industry in the Hudson Valley. Food and Beverage, as a targeted industry has a unique opportunity to align with other key industries: hospitality, tourism, educational industries – such as the Culinary Institute. The key function of the HVFBA would be to support the industry, attract new companies, and link suppliers to each other throughout the region. Additionally, they would like to create and support business friendly policies on the state and federal levels. He offers Pepsi as an example, which was on the verge of moving out of New York, due to the soda tax that Governor Patterson had proposed, along with the Bigger Better Bottle which increased operation costs by about \$60M, while the incentive to keep them here was only \$4M. As a coalition of companies, HVFBA will advocate and work to keep companies in NYS. They will also identify grant opportunities, and open opportunities for farmers. Mr. Oates offers Continental Organics as an example, hoping to take a company like that and open as many avenues as possible for them. He goes on to note that workforce training is another important facet to the program, where HVFBA can work to partner workforce with colleges, to keep training in the state and on local campuses, rather than sending the workforce elsewhere. Mr. Oates adds that programs like this are in place, and have proven successful, in their Bio Hud Valley program, and they will employ the same initiatives with HVFBA.

HVFBA will market key businesses and regional assets; there are enormous opportunities to promote the Hudson Valley cluster of businesses both locally and regionally. They will also work with long term strategic planning, to ensure that the food and beverage sector is a critical cluster within the Governor's five year plan.

Mr. Oates has also discussed with Mr. O'Donnell going after the Consolidated Funding Application to look at ways to create an off-shoot of the Accelerator in other parts of Orange County that are specifically focused on the food and beverage industry.

Currently, there is a wide variety of growing companies within the Hudson Valley. Continental Organics, Hudson Valley Brewery and a hospitality company have all come aboard, among others, as founding members of HVFBA. Additionally, HVFBA will partner with the Culinary Institute.

Mr. Oates invites the members to HVFBA's upcoming Roundtable Event on February 2nd at the Culinary Institute. He advises that Senator Schumer will be involved, County Executive Molinaro will be welcoming people, and Ken Adams from Empire State Development will be joining the kickoff. Right out of the gate, Mr. Oates says, elected officials believe in the value of the cluster. There is a cross-section of companies attending, mixing major corporations and small companies, with a large focus on business-to-business networking.

Mr. Oates notes that the discussions about HVFBA began when he and Mr. O'Donnell toured a local company, Café Spice. When asked about their future development plans, Café Spice

mentioned that they would like to use more organic vegetables, and were thinking about building a greenhouse in order to provide their own produce. Mr. Oates thought immediately of Continental Organics, and mentioned to Café Spice that Continental Organics does exactly that – produce organic vegetables – and they're just down the road. Mr. Oates is now introducing the companies to each other, with the hopes of partnering the businesses in a mutually beneficial situation: Continental Organics gets a customer, and Café Spice doesn't have to spend money on building a greenhouse, freeing those funds for another part of their business. In addition to uncovering a potential partnership with Continental Organics, Mr. Oates recognized other opportunities within Orange County: Café Spice could entertain a bid for their packaging from President Container, they could source their need for bulk onions from local growers who are struggling. He adds that businesses like this are focusing on growing, and don't have the time to find ways to both lower costs and keep business local. That, Mr. Oates concludes, is what the Hudson Valley Food and Beverage Alliance will do.

Mr. Oates then shows the Board a short video about HVFBA.

Advanced Manufacturing Update

Mr. Crotty advises the Board that Don Green from SUNY is arranging focus groups, as suggested by Mr. Armistead, and is engaging a facilitator to get the groups here. There will be at least two groups, possibly with several sessions each, and the focus groups will help clear up exactly how much CNC training will be necessary, how much remediation will be needed and so forth. The program will most likely start in February.

Mr. Crotty advises that he and Mr. Green have had one meeting, already, with the distributor and interested parties, and have another meeting with a different distributor and stake holders tomorrow. To start, they are aiming toward a certificate program out of SUNY. They hope the certificate will be a stackable, meaning it could be used towards an Associate Degree. The big question remaining is where they should put the CNC/Advanced Manufacturing training facility. He advises there will be more information at next month's meeting.

Chairman Petro notes that Mr. Deja from All Granite mentioned that his company uses CNC, and that more and more companies are employing the technology.

Such Other and Future Business

Mr. Armistead mentions to the Board that we will be approached by Newburgh Mayor Judy Kennedy on an initiative to create jobs and help businesses grow and expand within, as well as relocate to, the city of Newburgh. They are trying to create a database for the real estate in the city, and would like to revitalize the city. Mr. Armistead advises the Board that Newburgh will want to tap the resources of the IDA's economic development. The name of the program is The Jobs Accelerator Advisory Group, with a federal grant entitled "Jobs and Innovation Accelerator Grant" in the amount of \$2M. He advises that he will keep the Board posted as the program continues.

Meeting called for adjournment by Chairman Petro, seconded by VanLeeuwen, the time being 6:15 p.m.

Orange County Industrial Development Agency
Income and Expense Summary
January 2012

	Jan. 2012	Budget	\$ Over Budget
Income			
Closing Fees	\$ 3,000.00	\$ 983,333	\$ (980,333)
Fees	\$ -	\$ 563,000	\$ (563,000)
IDA Administrative Fees	\$ 2,500.00	\$ 7,500	\$ (5,000)
Interest Earnings	\$ 1,848.59	\$ 30,000	\$ (28,151)
Orange County Bus. Accelerator			
Client Rents	\$ -	\$ 93,000	\$ (93,000)
HVEDC Rent	\$ -	\$ 40,000	\$ (40,000)
Interest	\$ -	\$ 300	\$ (300)
Sponsorship	\$ -	\$ 2,000	\$ (2,000)
Utility Reimbursements	\$ -	\$ 5,000	\$ (5,000)
Total Orange County Bus. Accelerator	\$ -	\$ 140,300	\$ (140,300)
Pass Thru Legal Fees	\$ 2,500.00	\$ 7,500	\$ (5,000)
Recovered Funds	\$ 9,362.73	\$ 255,000	\$ (245,637)
Total Income	\$ 19,211.32	\$ 1,986,633	\$ (1,967,422)
Expense			
Administrative Costs			
Advertising	\$ -	\$ 1,500	\$ (1,500)
Auditors	\$ -	\$ 13,000	\$ (13,000)
Insurance	\$ -	\$ 7,000	\$ (7,000)
Mileage	\$ -	\$ 500	\$ (500)
OCIDA Admin. Support	\$ -	\$ 15,000	\$ (15,000)
Secretary/Bookkeeper	\$ -	\$ 47,130	\$ (47,130)
Total Administrative Costs	\$ -	\$ 84,130	\$ (84,130)
Agency Contribution Costs			
Hudson Valley Eco. Dev. Corp.	\$ -	\$ 20,000	\$ (20,000)
O.C. Empire Zone	\$ -	\$ 5,000	\$ (5,000)
O.C. Foreign Trade Zone	\$ -	\$ 25,000	\$ (25,000)
O.C. Partnership	\$ -	\$ 200,000	\$ (200,000)
Patterns for Progress	\$ -	\$ 17,000	\$ (17,000)
Total Agency Contribution Costs	\$ -	\$ 267,000	\$ (267,000)
Legal			
Legal	\$ 7,307.50	\$ 96,000	\$ (88,693)
Legal, Pass Thru	\$ -	\$ 7,500	\$ (7,500)
Total Legal	\$ 7,307.50	\$ 103,500	\$ (96,193)
O.C. Business Accelerator			
Business Accelerator Funding	\$ 170,500.00	\$ 682,000	\$ (511,500)
Total O.C. Business Accelerator	\$ 170,500.00	\$ 682,000	\$ (511,500)
Other Expenses			
Conf. Seminars & Events	\$ -	\$ 5,000	\$ (5,000)
Miscellaneous	\$ -	\$ 5,000	\$ (5,000)
Promotional Expenses	\$ -	\$ 30,000	\$ (30,000)
Total Other Expenses	\$ -	\$ 40,000	\$ (40,000)
Projects			
Projects	\$ 25,802.00	\$ 350,000	\$ (324,198)
Total Projects	\$ 25,802.00	\$ 350,000	\$ (324,198)
Total Expense	\$ 203,609.48	\$ 1,526,630	\$ (1,323,021)
Income Over/(Under) Expenditure	\$ (184,398.16)	\$ 460,003	\$ (644,401)

Orange County Industrial Development Agency
Banks Accounts/Certificates of Deposit/Money Markets Accounts
As of January 31, 2012

Listed in order of maturity date.

#	Purchase Date	Maturity Date	# of Days	Bank	Principal	Interest Rate	Interest Amount	Status
1	10/5/07	1/4/08	91	Catskill Hudson Bank	\$ 2,820,045	5.03%	\$ 37,931.64	closed
2	12/10/07	1/15/08	36	Catskill Hudson Bank	\$ 1,000,000	4.82%	\$ 4,820.00	closed
3	12/10/07	2/19/08	71	Catskill Hudson Bank	\$ 1,000,000	4.79%	\$ 9,446.94	closed
4	1/4/08	3/18/08	74	Orange County Trust	\$ 1,000,000	4.52%	\$ 9,291.11	closed
5	1/4/08	4/15/08	102	Catskill Hudson Bank	\$ 1,000,000	4.75%	\$ 13,458.33	closed
6	1/4/08	5/20/08	137	Catskill Hudson Bank	\$ 1,000,000	4.75%	\$ 18,076.39	closed
7	1/15/08	6/17/08	154	Catskill Hudson Bank	\$ 1,000,000	4.45%	\$ 19,036.11	closed
8	2/19/08	7/15/08	147	Catskill Hudson Bank	\$ 1,000,000	3.13%	\$ 12,780.83	closed
9	7/15/08	9/17/08	63	Catskill Hudson Bank	\$ 1,000,000	3.13%	\$ 5,477.50	closed
10	8/19/08	10/15/08	55	Catskill Hudson Bank	\$ 1,000,000	3.06%	\$ 4,675.00	closed
11	9/17/08	12/17/08	91	Catskill Hudson Bank	\$ 4,800,000	3.18%	\$ 38,584.00	closed
12	10/15/08	4/15/09	182	HSBC	\$ 1,004,690	3.70%	\$ 18,793.00	closed
13	12/17/08	6/17/09	182	Orange County Trust	\$ 5,342,486	3.12%	\$ 83,114.44	closed
14	4/15/09	10/21/09	189	Orange County Trust	\$ 1,023,484	1.40%	\$ 7,419.55	closed
15	6/17/09	12/16/09	182	Orange County Trust	\$ 5,425,922	2.10%	\$ 56,816.10	closed
16	10/21/09	1/20/10	91	Catskill Hudson Bank	\$ 530,917	1.02%	\$ 1,368.88	closed
17	12/16/09	3/17/10	91	Orange County Trust	\$ 2,800,000	0.85%	\$ 5,934.00	closed
18	12/16/09	6/16/10	182	Orange County Trust	\$ 2,682,739	1.32%	\$ 17,657.56	closed
19	1/20/10	9/15/10	238	Orange County Trust	\$ 532,285	0.80%	\$ 2,776.63	closed
20	3/17/10	9/15/10	182	Catskill Hudson Bank	\$ 1,400,000	0.65%	\$ 4,600.56	closed
21	12/29/09	12/15/10	351	Orange County Trust	\$ 750,000	1.05%	\$ 7,572.95	closed
22	3/17/10	3/16/11	364	Catskill Hudson Bank	\$ 1,405,933.70	0.70%	\$ 9,950.89	closed
21	6/16/10	6/15/11	364	Orange County Trust	\$ 2,300,396.06	0.75%	\$ 17,205.70	closed
22	6/15/11	12/21/11	189	Orange County Trust	\$ 2,317,650.08	0.45%	\$ 5,400.44	closed
23	12/21/11	12/19/12	364	Orange County Trust	\$ 2,323,050.52	0.50%	\$ 11,583.43	open

		Amount	% of total		rate
Bank Accounts	Chase - checking	\$ 486,632.62	6%	bank account	
	Chase - savings	\$ 5,100.61	0.1%	bank account	0.10%
Certificates of Deposit	Orange County Trust	\$ 2,323,050.52	31%	CD	0.50%
Money Market	Orange County Trust	\$ 4,037,082.02	54%	MM	0.45%
	HSBC	\$ 679,469.19	9%	MM	0.35%
	total	\$ 7,531,334.96	100%		

Orange County Funding Corporation
As of January 31, 2012

Chase - checking	\$ 25,031	bank account
------------------	-----------	--------------

Orange County IDA

Received January 2012

Carlisle Construction Application Fee	5,000.00
Total	5,000.00

Vouchers & Payments January/February 2012

Harris Beach (Carlisle Construction Pass Through)	2,500.00
Laurie Villasuso (Reimbursement)	55.66
Burke, Miele & Golden (Legal Services - New Hampton/CPV)	6,570.00
Philip Crotty (11/21-12/19 2011)	7,770.00
Orange County Partnership (4th Quarter 2011)	50,000.00
James O'Donnell (Travel reimbursement)	177.98
Newburgh Armory JM Excavating, Inc. (Fire Line)	16,900.00
Newburgh Armory Sullivan Fire Protection Corp (Sprinkler)	5,650.00
Newburgh Armory LaMela & Sons Inc. (concrete)	2,850.00
Rider, Weiner & Frankel (GE Comm v OC Choppers)	230.59
Total	92,704.23

Orange County Industrial Development Agency
c/o Orange County Government Center
255-275 Main Street
Goshen, New York 10924
Phone: (845) 291-2931
Fax: (845) 291-2724
Email: ida@orangecountygov.com

INVOICE

Date: January 19, 2012
Invoice No: N/A
Project: IDA-1013
Carlisle
Construction

Bill To: Carlisle Construction Materials
1285 Ritner Highway
Carlisle, PA 17013

Description	Amount
Application fee for Carlisle Construction Materials project in Hamptonburgh Project No. IDA-1013	\$5,000.00
Total	\$5,000.00

Make check payable to: Orange County Industrial Development Agency

Remit the same to the address above.

Paid Date: 1/30/12
By Check: 75242
Received By: L Villasuso

P.O. Box 1319
Carlisle, PA 17013



CHECK DATE 01/24/2012 CHECK NUMBER 75242
VENDOR NO 39870

75242

Mat Doc No	Invoice Date	Invoice No	Description	Invoice Amount	Discount	Net Amount
0019060579	01/24/2012	IDA APPLICATION		5,000.00	0.00	5,000.00
Total				5,000.00	0.00	5,000.00

HUNTER PANELS, LLC

P.O. Box 1319
Carlisle, PA 17013



Bank of America
Atlanta

Bank of America
Guaranteed Disbursement
Bank of America, N.A.
Atlanta, DeKalb County, Georgia

64-1278
611 GA

75242

Void After Six Months

PAYMENT DATE	PAY THIS AMOUNT
01/24/2012	\$ *****5,000.00*

FIVE THOUSAND USD and 00/100

PAY TO THE ORDER OF

ORANGE COUNTY IDA
ORANGE COUNTY GOVERNMENT CENTER
255 MAIN STREET
GOSHEN NY 10924

JWC
John A. C...



HARRIS BEACH PLLC
ATTORNEYS AT LAW

99 GARNSEY ROAD
PITTSFORD, NY 14534
(585) 419-8800

ALEX NEUBERT
PARALEGAL
DIRECT: (585) 419-8705
FAX: (585) 419-8817
ANEUBERT@HARRISBEACH.COM

January 24, 2012

Laurie Rendleman
Administrative Assistant
Orange County IDA
255 Main Street
Goshen, NY 10924

Re: Carlisle Construction Materials Incorporated

Dear Laurie:

Enclosed please find the Invoice and Pass-through Voucher for the above referenced matter. Please do not hesitate to contact me with any questions. Thank you.

Very truly yours,



Alex Neubert

AN:jjw
Enclosures

JAN 27 2012

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER

GOSHEN, N.Y. 10924

(Date)

Pay To Harris Beach PLLC

(For Agency Use Only)

Address 99 Garnsey Road

Claim No.

Pittsford, New York 14534

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE		AMOUNT	
01/24/2012	N/A	Pass-thru of Transaction Counsel Fees relating to <i>Carlisle Construction Materials Incorporated – Straight Lease Transaction</i> project with OCIDA	\$2,500	00	\$2,500	00
			TOTAL		2,500	00

I HERE CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

.....
To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

Alex Neubert says that he/she is a paralegal
Title (President or other office or member)

with Harris Beach PLLC
Name of corporation or firm of

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered, that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)

Dated

Audited Date

Paid by Check

Signature of Claimant Alex Neubert

Date 1-24-12

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER

GOSHEN, NY 10924

January 24, 2012

(Date)

Pay To Laurie Villasuso

Address 255 Main St.

Goshen, NY 10924

(For Agency Use Only)

Claim No.

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
1/24/12		Purchase of 1099-MISC forms for 2011		52 96
1/31/12		Postage – mailing of 1099-MISC forms for 2011		2 70
			TOTAL	55 66

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK COUNTY OF ORANGE

_____ says that he/she is _____ Title (President or other office or member)
of _____ Name of corporation or firm

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

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(For Agency Use Only)

Dated
Audited Date.....
Paid by Check

Signature of Claimant

Laurie Villasuso
Date 1/31/12

(Form updated July 2009)

GOSHEN MPO
GOSHEN, New York
109249998
3590960037-0098

01/31/2012 (800)275-8777 12:35:29 PM



that was easy.

Low prices. Every item. Every day.
470 Route 211 East Suite 24
Middletown, NY 10940
(845) 343-4590

Sales Receipt			
Product Description	Sale Qty	Unit Price	Final Price
(Forever) Wedding Roses	6	\$0.45	\$2.70
Total:			\$2.70

Paid by:
MasterCard \$2.70
Account #: XXXXXXXXXXXXX7073
Approval #: 37459Z
Transaction #: 68
23903610095

Order stamps at usps.com/shop or call 1-800-Stamp24. Go to usps.com/clicknship to print shipping labels with postage. For other information call 1-800-ASK-USPS.

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Clerk:02

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<https://postalexperience.com/Pos>

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POSTAL EXPERIENCE

YOUR OPINION COUNTS

Customer Copy

SALE	1424971 11 006 06808	
QTY	SKU	PRICE
1	1099 MISC TAX SW K 718103162197	34.99
1	1099 SELF-SEAL ENV 718103162111	13.99
SUBTOTAL		48.98
Standard Tax 8.125%		3.98
TOTAL		\$52.96

MasterCard 52.96
Card No.: XXXXXXXXXXXXX7073 [S]
Auth No.: 68734Z

TOTAL ITEMS 2

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THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER

GOSHEN, NY 10924

(Date)

(For Agency Use Only)

Claim No.

Pay To Burke, Miele & Golden, LLP

Address PO Box 216

Goshen, NY 10924

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
1/13/12		Invoice #18865 For Professional Legal Services Rendered Re: New Hampton Fire District		\$6570.00
TOTAL				\$ 6570 00

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

.....
To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

Richard B. Golden says that he/she is Managing Partner

Title (President or other office or member)

of Burke Miele & Golden, LLP
Name of corporation or firm

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

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Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

Burke Miele & Golden, LLP

(For Agency Use Only)

Dated

Audited Date

Paid by Check

Signature of Claimant By: 
Richard G. Golden
Date January 23, 2012

Burke, Miele & Golden, LLP

40 Matthews Street, Suite 209
P.O. Box 216
Goshen, NY 10924
Tax Identification No. 13-2956319

Invoice submitted to:
Orange County Industrial Development Agency
Orange County Government Center
255-275 Main Street
Goshen NY 10924

January 13, 2012

In Reference To: OCIDA - New Hampton Fire District

*Invoice #*18865

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
12/5/2011	RBG Review Article 78 lawsuit filed against IDA by New Hampton Fire District and Associated documents sent by IDA attorney Crotty; legal research re "imminent contract award" and opinion exemptions from FOIL disclosure; telephone conversation with Petitioner's attorney	5.60 225.00/hr	1,260.00
12/7/2011	RBG Discussion with IDA Attorney Crotty re status of matter and potential litigation defense strategy; additional associated research	2.20 225.00/hr	495.00
12/8/2011	RBG Legal Research (continued) of NY cases and Committee on Open Government opinions re impairment of imminent contract award exception to FOIL; review e-mail by IDA Attn Crotty re status of contract award with CPV	3.10 225.00/hr	697.50
12/13/2011	RBG Discussion with IDA Attny Crotty re redaction of Girasole report; legal research re new case holdings on limits of redactions; redact Girasole report	4.60 225.00/hr	1,035.00
	JSE Research on website for Committee on Open Government re exception under FOIL for imminent K awards	2.50 225.00/hr	562.50
12/14/2011	JSE Research (continued) re decisions for scope of FOIL Sect. 87(2)(c) exception to disclosure and search for opinion with similar facts to OC IDA's case	4.80 225.00/hr	NO CHARGE
12/15/2011	JSE Continued review of Committee on Open Government advisory opinions and cases cited therein; begin drafting memo re same	1.50 225.00/hr	337.50
	RBG Discussion with IDA Attny Crotty re response to NHFD Art. 78, including production of Girasole report with intra-agency redactions	0.10 225.00/hr	22.50
12/16/2011	JSE Drafting (continued) memo to RBG re POL Sect. 87 (2) (c) exception; revise memo and e-mail to RBG	6.00 225.00/hr	NO CHARGE
	RBG Review and finalize redaction of Girasole report and review JSE research re NY State Dept. Comm. on Open Government opinions re imminent contract award exception to FOIL	1.90 225.00/hr	427.50
12/19/2011	RBG Legal Research (finalize) and draft proposed letter to NHFD attorney re copy of redacted Girasole report	2.30 225.00/hr	517.50
12/31/2011	RBG Legal Research and drafting motion to dismiss Article 78 action filed by new Hampton Fire District	5.40 225.00/hr	1,215.00

For professional services rendered

<u>Hours</u>	<u>Amount</u>
40.00	\$6,570.00

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 COUNTY GOVERNMENT CENTER
 GOSHEN, N.Y. 10924

February 1, 2012

To Philip A. Crotty, P.C.

Address P.O. Box 363

Cornwall on Hudson, NY 12520

(For Agency Use Only)

Claim No. _____

DATES	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
Month of December, 2011: November 21, 2011 to December 19, 2011		IDA Attorney –Legal Services per time billing attached for month of December 2011, per IDA resolution adopted January 19, 2011 General IDA \$3885.00 Company Financings \$2590.00 Business Accelerator \$1295.00		
			TOTAL	7770.00

I HERE CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

To be signed by the Officer of the Agency

STATE OF NEW YORK: COUNTY OF ORANGE:

Philip A. Crotty Says that he is President

Of the Philip A. Crotty, P.C.
 President or other office or member Name of corporation or firm of

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

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Claimant, an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

Dated _____

Philip A. Crotty
 Signature of Claimant

Audited _____
 (Date)

Dated February 1, 2012

Philip A. Crotty, P.C.
P.O. Box 363
Cornwall-on-Hudson, NY 12520
845-401-8000 (cell)
Philip.crotty@yahoo.com

Orange County IDA Chief Financial Officer
Orange County IDA Executive Director
Orange County IDA Chairman and Members
Orange County Government Center
Goshen, NY 10924

Re: Legal Billing for December 2011

February 1, 2012

A. General:

11-21-11 Prepare memo on Ohio site visit for Advance manufacturing, arrange and forward pictures of advanced manufacturing operation at Lorain County Community College

1.2 hr

11-22-11 E-mail exchange with Steve Moreau at O/C Choppers re advanced manufacturing; attention to IDA committee appointments for 2012; prepare thank you letter from Chairman to Lorain County Community College.

.8 hr

11-23-11 Attention and work with IDA secretary re memo to IDA members with pictures of site visit to Lorain Community College; T/C and e-mail to Orange County Choppers re site visit next week to see their advanced manufacturing operation with same machines used by Lorain College.

1.0 hr

11-25-11 T/C Exec Dir re Art 78 from Waywayanda Fire District; attention to final draft of OCFC Micro-loan program to commence in January 2012; e-mails to various parties confirming site visit on Wednesday to Orange County Choppers.

1.0 hr

11-29-11 Conference at Orange County Choppers with Don Green at SUNY and three Choppers personnel re Advanced Manufacturing.

2.0 hr

11-30-11 Prepare memo on O/C Choppers site visit to O/C Choppers and arrange to forward pictures; T/C Atty Rick Golden re Article 78 from Waywayanda firemen; T/C IDA secretary re meeting with Vinnie Cozzolino.

1.0 hr

12-1-11 Review Article 78 from Waywayanda fire district, obtain Girasole report and amendments, send recommendations to Rick Golden, Esq, and mail report to Golden.

1.0 hr

12-2-11 T/C Neil McGill at Allendale Manufacturing re CNC machines, prepare memo, and e-mail exchange with Exec Dir and Don Green re site visit to Hudson Valley Community College.

1.0 hr

12-3-11 Review IDA insurance application for Directors and Officers Liability insurance, T/C IDA secretary, T/C Marshall and Sterling, complete relevant sections of application, and draft answer to section requesting response regarding litigation in which IDA has been involved, and draft letter back to Marshall and Sterling.

1.5 hr

12-5-11 Begin preparation of resolutions for IDA annual meeting agenda in January.

1.0 hr.

12-7-11 E-mail exchange and T/C with Ron Hicks at PTAC re executing Jimmy O'Donnell letter re "agent" status for 2011 and 2012, and review three documents in connection with agent status.

1.0 hr

12-8-11 Further conversation with Ron Hicks at PTAC re being paid \$24,000 in 2011, and T/C IDA secretary; attention to e-mail from Josh Sommers at Focus Media re possible IDA contract for covering IDA meeting and doing press releases in 2012; e-mail exchange with IDA secretary re Kaplan letter re \$500,000 and need copy of check.

1.0 hr.

12-12-11 Conference at OCBA with Exec Dir and Vinnie Cozzolino re possible China deal for solar, marketing the Telco building, and grant received for advanced manufacturing.

1.0 hr

12-13-11 Site visit to Hudson Valley Community College in Troy, NY re advanced manufacturing with Don Green and Peter Gregory.

3.0 hr

12-14-11 Conf. with Tom at Ethan Allen Personnel re advanced manufacturing, and attention to Ethan Allen e-mail re advanced manufacturing jobs; prepare memo of site visit and pictures, and send to IDA secretary for packet to be distributed.

1.2 hr

12-15-11 T/C IDA secretary and Marshall & Sterling Insurance re IDA D&O insurance policy; T/C and e-mail exchange with Minisink resident re Millennium Pipeline, and also T/C bond counsel and IDA secretary; e-mail exchange re advanced manufacturing.

.8 Hr.

12-16-11 Attention to December IDA agenda; prepare certain IDA resolutions for January organization meeting; e-mail exchange with Russ Gaenzle re OCFC annual meeting; T/C Dominick Cordisco, atty for OCP, re compliance with Exec Dir's letter re 2012 payments; T/C IDA secretary re paying bill to PTAC for 2011.

1.0 hr

12-19-11 Attention to-mail from citizen in Minisink re Millennium PILOT and future payments, e-mail exchange with Exec Dir and bond counsel; attention to three docs from IDA auditor re auditing IBM for refund requested.

.5 hr

B. Company Applications for Financing:

11-21-11 T/C Attorney for G.E. Capital re Orange County Choppers foreclosure, e-mail Steve Moreau at O/C Choppers re building status with G.E; T/C with Henry Kroll at Choppers, and e-mail to Exec Dir and bond counsel re status of G.E. deal with Choppers.

1.0 hr

11-28-11 T/C Newburgh Mall re FOIL request concerning Wilder Partners development across street; T/C Atty Jacobowitz re Wilder Partners project aka The Marketplace.

.8 hr

12-5-11 T/C Continental Organics re conference on Monday with Anthony Campagiorni, Esq at Central Hudson re new gas line.

.5

12-6-11 T/C and e-mail exchange with Atty Batten representing G.E. Financial in Choppers foreclosure, and E-mail exchange with Mike Matsler, Esq. who is representing IDA re close-out of case; T/C with Atty Gordon from Newburgh Mall re December agenda concerning Wilder's request for PILOT for The Marketplace.

1.2 hr

12-7-11 Attention to e-mail and T/C from Rick Golden re CPV and New Hampton Fire District Article 78, and discuss handling action; T/C and e-mail exchange with IDA secretary re December agenda and also January annual agenda.

1.0 hr

12-8-11 Attention to documents re re-casting Orange County Choppers deal with G.E. Capital and IDA, and e-mail exchanges with Atty Batten at G.E. Capital and IDA bond counsel.

1.0 hr

12-9-11 Prepare complicated resolution re Orange County Choppers deal with IDA being recast, e-mail exchange with G.E. Capital attorney re Choppers, and e-mail exchange with Atty Matsler re IDA bill for legal services re Choppers; e-mail exchange with Atty Hood re CPV Host-Agreement status and Article 78.

1.5 hr

12-12-11 Conf. at OCBA with Anthony Campagiorni at Central Hudson and Mike Finnegan at Continental Organics re gas line for C.O.; attention to IBM transaction with IDA in 2009, and e-mail 2009 resolution to IDA secretary for audit;

1.0 hr.

12-13-11 Conf. with Exec Dir. re O/C Choppers re-cast deal with G.E. Capital, per e-mail from Atty Matsler who handling foreclosure for IDA; T/C (long) with Atty John Hood re New Hampton Fire District Article 78, and e-mail to Atty Golden re probable course of action.

1.2 hr

12-14-11 T/C Exec Dir re New Hampton Fire District Article 78 regarding CPV; T/C Exec Dir re G.E. v. O/C Choppers, and e-mail exchange with Atty Bratten for G.E. re IDA resolution, and e-mail exchange with Atty Matsler re IDA position re Choppers going forward.

1.0 hr

12-15-11 T/C and e-mail exchange with Atty Rick Golden re CPV article 78; attention to many e-mails from Orange County Choppers attorney, bond counsel, and G.E. Capital Attorney re IDA resolution and requested further changes for IDA meeting.

1.3 hr

12-16-11 Regarding Article 78 lawsuit brought against IDA by New Hampton Fire District, review Atty Golden's redaction of Gerasole report (84-pages) and transmittal letter in response.

1.0 hr

12-19-11 Conference at Café Spice offices in New Windsor re expansion via IDA, e-mail to Anthony Campagiorni at Central Hudson re gas line for Café Spice, and e-mail to IDA re preliminary application; e-mail exchange with bond counsel and IDA secretary re preliminary application for Marketplace and IDA preliminary resolution.
1.5 hr

C. Orange County Business Accelerator:

11-21-11 Attention to proposal from Ms. Grosso re revisions to OCBA website following ok from Exec Dir, and revise proposal for Managing Director, e-mail exchange with Managing Director and contractor re website meeting.
1.0 hr

11-22-11 Further discussion and e-mails with Managing Director re Ms. Grosso's visit to OCBA to upgrade website; attention to budget and salaries for January 2012 IDA resolutions.
1.0 hr

11-30-11 Conf. managing Director re TV ads and changing to solo and using OCBA client; e-mail Exec Dir re micro-loan program.
1.0 hr

12-1-11 Conference re-doing OCBA website with Ms. Grosso, Managing Director, and Focus Media personnel at OCBA; prepare e-mail record of meeting.
2.0 hr

12-2-11 Conference at OCBA with FutrFab re locating installation at SWF on TNW or PONYNJ lands.
1.0 hr

12-6-11 Attention to revisions to website per Managing Director and Ms. Grosso.
1.0 hr

IDA General Legal	\$3,885.00
IDA Company Financings	2,590.00
Orange County Business Accelerator	<u>1,295.00</u>
Total	\$7,770.00

Thank you

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 COUNTY GOVERNMENT CENTER
 GOSHEN, N.Y. 10924

January 19, 2012

(Date)

Pay To Orange County Partnership

Address 40 Matthews Street Suite 108

Goshen, NY 10924

(For Agency Use Only)

Claim No.

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
	N/A	4th Quarter - 2011	N/A	\$50,000 00
			TOTAL	\$50,000 00

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

.....
 To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

Maureen Halahan says that he/she is President & CEO

Title (President or other office or member)

Of the Orange County Partnership

Name of corporation or firm of

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered, that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)

Dated

Audited Date

Paid by Check

Signature of Claimant

Date 1/18/12

Maureen Halahan
President/CEO



40 Matthews Street, Suite 108
Goshen, NY 10924
(845) 294-2323
Fax: (845) 294-8023
info@ocpartnership.org
http://www.ocpartnership.org

EXECUTIVE DIRECTORS:

Alan Seidman
Chairman

Richard Rowley
Vice Chair

Alan Marks
2nd Vice Chair

Rolland B. Peacock, III
Treasurer

James P. Smith
Immediate Past Chair

Duane Albro
Member at Large

January 24, 2012

Ms Laurie Rendleman
Orange County Government Center
255 Main Street
Goshen, NY 10924

Dear Laurie,

Enclosed is our 2011 fourth quarter voucher for processing by your office. If there is any additional information you need please feel free to contact me.

Thank you for your help and cooperation.

Sincerely,

Rita Schwartz
Bookkeeper

Enclosure

DIRECTORS:

James Bodrato
F. Edward Devitt
Hon. Edward A. Diana
Brian Dimisko
John Donahue
Diannae Ehler
Robert Hatfield
William Longhi
Jen Memmelaar
James Petro
Hon. Michael Pillemeier
Dr. William Richards
James Taylor

DIRECTORS EMERITI:

Donna Cornell
Robert Hannan
Louis Heimbach
Woody Levitan
David MacFarland
Ralph Martucci
William Vacca

**ALLIANCE FOR
BALANCED GROWTH:**

John Lavelle, Co-Chair
Dominic Cordisco, Co-chair



THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER
GOSHEN, NY 10924

January 24, 2012
(Date)

Pay To James O'Donnell

(For Agency Use Only)

Address 255 Main St.

Claim No.

Goshen, NY 10924

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
1/17/12		Reimbursement for meal		39
1/18/12		Reimbursement for travel and lodging – NYEDC IDA Conference		138
			TOTAL	177
				68 30 98

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

.....
To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

_____ says that he/she is _____
Title (President or other office or member)

of _____
Name of corporation or firm

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)

Signature of Claimant _____

Dated

Date _____

Audited Date

Paid by Check

(Form updated July 2009)



ALBANY

GUEST FOLIO

189 Wolf Road, Albany, NY 12205 • 518.458.8444 • Marriott.com/ALBANY

Room	344	Name	ODONNELL/JAMES/MR	Rate	129.00	Depart	01/19/12	Time	11:19	6990	741
Type	NSDB					Arrive	01/18/12	Time	09:35	ACCT#	GROUP
Room Clerk	103	Address	15 WICKHAM AVE GOSHEN NY 10924	Payment							MRW#:
											PASSPORT: AXXXXXXXXXXXXX1005

DATE	REFERENCE	CHARGES	CREDITS	BALANCE DUE
01/18	RM REV	344, 1	129.00	
01/18	ST TX	344, 1	10.32	
01/18	OCCTAX	344, 1	7.74	
01/19	EXMPT AD T5		18.06	AD
01/19	CCARD-AX		129.00	
PAYMENT RECEIVED BY AMERICAN EXPRESS XXXXXXXXXXXXXXX1005				.00

AS REQUESTED, A FINAL COPY OF YOUR BILL WILL BE EMAILED TO:
 LRENDLEMAN@ORANGECOUNTYGOV.COM
 SEE "INTERNET PRIVACY STATEMENT" ON MARRIOTT.COM

This statement is your only receipt. You have agreed to pay in cash or by approved personal check or to authorize us to charge your credit card for all amounts charged to you. The amount shown in the credits column opposite any credit card entry in the reference column above will be charged to the credit card number set forth above. (The credit card company will bill in the usual manner.) If for any reason the credit card company does not make payment on this account, you will owe us such amount. If you are direct billed, in the event payment is not made within 25 days after checkout, you will owe us interest from the checkout date on any unpaid amount at the rate of 1.5% per month (ANNUAL RATE 18%), or the maximum allowed by law, plus the reasonable cost of collection, including attorney fees.

Signature _____

Market Plan - Food & Bev -

Economic
Dev
MCC

0004
Server: ALISON S Rec: 1
01/17/12 12:47, Swiped T: 11 Term: 5



Schlesinger's Steak House
475 Temple Hill Rd.
New Windsor, NY 12553
(845)561-1762
MERCHANT #:

Thank you!
Newburgh - Beacon Bridge
Lane # 906
Operator ID 59982

CARD TYPE ACCOUNT NUMBER
AMERICAN EXPRESS XXXXXXXXXXXXX1005
Name: JD O'DONNELL
UD TRANSACTION APPROVED
AUTHORIZATION #: 550146
Reference: 011701000004
TRANS TYPE: Credit Card SALE

Dec 16, 2011 10:41:49

Passenger Car
Fare Paid \$1.00

CHECK: 33.68
TIP: 6.
TOTAL: 39.68

Have a nice day!

NEW YORK STATE
THRUWAY AUTHORITY

X *JD O'Donnell*

Lane 14X Coll 03209
01/18/12 9:24am
Plaza 17X to Plaza 24X
Class 2L Toll \$4.15

PHONE: ()
Duplicate Copy

Retain this Receipt to support
claim for exemption from New York
State Truck Mileage Tax

CARDHOLDER WILL PAY CARD ISSUER ABOVE
AMOUNT PURSUANT TO CARDHOLDER AGREEMENT
top copy -> customer

IDA
CONF. NEW YORK STATE
THRUWAY AUTHORITY

Lane 15X Coll 02723
01/19/12 12:43pm
Plaza 24X to Plaza 17X
Class 2L Toll \$4.15

Retain this Receipt to support
claim for exemption from New York
State Truck Mileage Tax

Newburgh Armory Project 2011-2012

Date	Payee	Service	Amount Paid	Project Fund	Kaplan Contributions
12/13/2011	**Total IDA Contribution 2011*** (Matches Kaplan Grant dated 12/13/11 i/a/o \$100K)			\$100,000.00	\$100,000.00
12/21/2011	Petro Plumbing and Heating	Removal of existing steam units in Drill area	\$12,800.00		\$18,000.00
12/21/2011	Sullivan Fire Protection Corp	Unity Center Sprinkler System	\$60,000.00		\$2,500.00
1/18/2012	Athena Light and Power LLC	Lights and Light Fixtures	\$17,952.00		\$20,000.00
1/18/2012	Genesis Innovations	Roof Repairs	\$7,850.00		\$15,000.00
1/1/2012	***Partial IDA Contribution *** (to Match Kaplan contribution of 171500 to date)			\$71,500.00	\$15,000.00
1/5/2012	JM Excavating, Inc.	Fire line service	\$16,900.00		\$1,000.00
1/10/2012	Sullivan Fire Protection Corp	Completion of Sprinkler System	\$5,650.00		
1/31/2012	LaMela & Sons, Inc.	Concrete work for site	\$2,850.00		
Total Contributions (to total \$200K by end of 2012)		Total project costs	\$124,002.00	\$171,500.00	\$171,500.00

Total Remaining \$47,498.00



**NEWBURGH
ARMORY**
UNITY CENTER

ORIGINAL

January 31, 2012

Laurie Villasuso
Administrative Assistant
Orange County Industrial Development Agency
Orange County Government Center
255 Main Street
Goshen, NY 10924

Dear Laurie:

Enclosed is a correction of our letter of December 16th for your records. We have processed to date \$98,602. I am also enclosing confirmation of the \$2,500 deposit from Mr. Kaplan as well as another gift of \$18,000 bringing our total of funds to match to \$171,500.

Also enclosed are two vouchers for payment. The total is as follows:

JM Excavating	16,900
Sullivan Fire Protection	5,650
<u>TOTAL</u>	<u>22,550</u>

To date we have expended a total of \$121,152 leaving a balance of funds available at this time of \$50,348. Thank you for your support in this project. Programming is expanding and we are very excited about completing the drill hall.

Sincerely,

Deirdre Glenn
CEO

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 COUNTY GOVERNMENT CENTER
 GOSHEN, NY 10924

ORIGINAL

Jan 5, 2012
 (Date)

(For Agency Use Only)
 Claim No.

Pay To JM EXCAVATING INC
 275 Route 17K-Suite 221
 Address Newburgh, NY 12550
(845)-787-0610
Fax: (845)-787-5559

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
		See attached invoice		16,900 -
			TOTAL	16,900 -

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE
John R McGowan says that he/she is PRESIDENT
 of JM EXCAVATING INC
Name of corporation or firm Title (President or other office or member)

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered, that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)
 Dated
 Audited Date.....
 Paid by Check

Signature of Claimant [Signature]
 Date 1/5/12

JM EXCAVATING, INC
 275 ROUTE 17K - SUITE 221
 OFFICE ONLY
 NEWBURGH, NY 12550

INVOICE

Invoice Number: 5010
 Invoice Date: Jan 4, 2012
 Page: 1
 Duplicate

ORIGINAL

Voice: (845) 787-0610
 Fax: (845) 787-5559

Bill To:
 NEWBURGH UNITY CENTER
 321 SOUTH WILLIAM STREET
 NEWBURGH, NY 12550

Ship to

Customer ID	Customer PO	Payment Terms	
NEWARMORY	NEWBURGH UNITY CENTR	Net 10 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
	UPS Ground		1/14/12

Quantity	Item	Description	Unit Price	Amount
		INSTALLATION 6" FIRE LINE SERVICE		16,900.00
Subtotal				16,900.00
Sales Tax				
Total Invoice Amount				16,900.00
Payment/Credit Applied				
TOTAL				16,900.00

Check/Credit Memo No:

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 COUNTY GOVERNMENT CENTER
 GOSHEN, NY 10924

ORIGINAL

01/10/2012
 (Date)

(For Agency Use Only)
 Claim No.

Pay To SULLIVAN Fire Protection Corp
 Address 16 RAILROAD PLAZA
SO FALLSBURG NY 12779

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
10/31/2011	Req 2	Completion Unity Center sprinkler System		5,650 00
			TOTAL	5,650 00

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO
 (For Agency Use Only)

.....
 To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE
JAMES HOUSMAN says that he/she is vice President
 of SULLIVAN Fire Protection
Name of corporation or firm Title (President or other office or member)

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

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Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)
 Dated
 Audited Date
 Paid by Check

Signature of Claimant [Signature]
 Date 01/10/2012

SULLIVAN FIRE PROTECTION CORP.

P.O. Box 2021
 16 Railroad Plaza
 SOUTH FALLSBURG, NEW YORK 12779

(845) 434-4030 FAX (845) 434-5723



STATEMENT

STATEMENT DATE:
 Jan 3, 2012
 CUSTOMER ACCOUNT ID:
 Newburgh AUC

ORIGINAL

ACCOUNT OF:

Newburgh Armory Units Center
 321 South William Street
 Newburgh, NY 12550

AMOUNT ENCLOSED: \$ _____

PLEASE DETACH AND RETURN THIS PORTION WITH YOUR PAYMENT.

DATE	DATE DUE	REFERENCE	PAID	DESCRIPTION	AMOUNT	BALANCE
11/29/11	12/29/11	Req#2			5,650.00	5,650.00
					TOTAL	5,650.00

0-30	31-60	61-90	Over 90 days
0.00	5,650.00	0.00	0.00

SULLIVAN FIRE PROTECTION CORP. attend to this payment as soon as possible.

SULLIVAN FIRE PROTECTION CORP.

P.O. BOX 2021, 16 RAILROAD PLAZA, SOUTH FALLSBURG, NEW YORK 12779
845-434-4030 FAX: 845-434-5723

ORIGINAL

October 31, 2011

Newburgh Armory Units Center
321 South William Street
Newburgh, NY 12550

Re: Units Center

REQUISITION #1

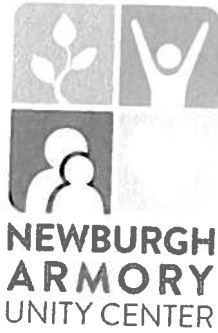
Amount of contract.....	\$65,950.00
Amount of work completed to date.....	\$65,950.00
Amount requested.....	\$60,000.00
Amount due this requisition.....	\$60,000.00

Thank you

Very truly yours
SULLIVAN FIRE PROTECTION CORP.



IRAGOLD
President



February 2, 2012

Laurie Villasuso
Administrative Assistant
Orange County Industrial Development Agency
Orange County Government Center
255 Main Street
Goshen, NY 10924

Dear Laurie:

Enclosed is a voucher for payment as follows:

LaMela & Sons Inc.	\$2,850.00
--------------------	------------

To date we have expended a total of \$124,002 leaving a balance of funds available at this time of \$47,498. Thank you for your support in this project. We will not be submitting any further vouchers for payment this month.

Sincerely,

Deirdre Glenn
CEO

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER
GOSHEN, NY 10924

Jan 31, 2012
(Date)

(For Agency Use Only)
Claim No.

Pay To La Mela & Sons, Inc.
Address PO Box 659
Marlboro, NY 12542

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
		Sawcut concrete footing section at new entry way; remove section of concrete slab in boys/girls room; saw cut 200 sq ft asphalt pavement; remove old concrete dump. Remove debris from site		2,850 ⁰⁰
TOTAL				2,850 ⁰⁰

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

ANDREW LAMELA JR says that he/she is PRESIDENT
of LAMELA & SONS INC. Title (President or other office or member)
Name of corporation or firm

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)
Dated
Audited Date
Paid by Check

Signature of Claimant [Signature]
Date FEBRUARY 2, 2012

INVOICE

LaMela & Sons Inc.
PO Box 659
Marlboro, NY 12542
845-561-2371
Fax 845-561-7085

Federal ID #: 14-1786138

SOLD TO:

Newburgh Armory Unity Center
321 South William Street
Newburgh, NY 12550

JOB NAME:

CO #1
Newburgh Armory Unity Center
Newburgh, NY 12550

Invoice #	Invoice Date	Customer Order #	Date Shp'd	Terms
01311201	January 31, 2012			

<u>QUANTITY</u>	<u>DESCRIPTION</u>	<u>EACH</u>	<u>TOTAL</u>
-----------------	--------------------	-------------	--------------

-Supplied labor and equipment to saw-cut concrete footing section at new entry way,
Remove section of concrete slab in boys/girl room, Saw-cut 200 lf asphalt pavement and
Remove old concrete ramp at new West entryway as per attached CO #1 Request. Remove
Debris from the site. Work performed 1/30 and 1/31/12.

Price for CO#1- **Two Thousand Eight Hundred Fifty Dollars (\$2,850.00)**

Total \$2,850.00

Thank You

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER

GOSHEN, NY 10924

January 19, 2012

 (Date)

(For Agency Use Only)

Claim No.

Pay To Rider, Weiner & Frankel, P.C.

Address P.O. Box 2280

Newburgh, NY 12550

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
1/19/12		GE Commercial Finance v. Orange County IDA Legal Services provided through January 15, 2012 (Invoice #53501)		\$230 59
			TOTAL	\$230 59

I HEREBY CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

.....
 To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

M. Justin Rider says that he/she is an Attorney
Title (President or other office or member)
 of Rider, Weiner & Frankel, P.C.
Name of corporation or firm

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct; that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)

Dated

Audited Date

Paid by Check

Signature of Claimant 

Date 1/19/12

RIDER, WEINER & FRANKEL, P.C.

ATTORNEYS & COUNSELLORS AT LAW

DAVID L. RIDER
CHARLES E. FRANKEL
MICHAEL J. MATSLER
MAUREEN CRUSH
MARK C. TAYLOR
RODERICK E. DE RAMON
DONNA M. BADURA
M. JUSTIN RIDER (NY AND FL)
SHAY A. HUMPHREY
JEFFREY S.E. SCULLEY (NY AND IL)
DARREN H. FAIRLIE
VIKAS VARMA (NY AND INDIA)
DEBORAH WEISMAN-ESTIS (NY AND NJ)

655 LITTLE BRITAIN ROAD
NEW WINDSOR, NEW YORK 12553

(MAILING ADDRESS:)
POST OFFICE BOX 2280
NEWBURGH, NEW YORK 12550
TEL. (845) 562-9100
FAX (845) 562-9126

firm@riderweiner.com
www.riderweiner.com

M.J. RIDER (1906-1968)
ELLIOTT M. WEINER (1915-1990)

STEPHEN P. DUGGAN, III
BRUCE C. DUNN, SR.
COUNSEL

CRAIG F. SIMON
OF COUNSEL

1289 RT. 9
SUITE #3
WAPPINGERS FALLS, NY 12590
(845) 632-6094

January 19, 2012

Writer's Direct Line (845) 790-9121

VIA ELECTRONIC MAIL: LRendleman@co.orange.ny.us & REGULAR MAIL

James D. O'Donnell
Office of the County Executive
255 Main Street
Goshen, NY 10924
Attn: Laurie Rendleman

Re: GE Commercial Finance v. Orange County IDA
Invoice No. 53501 – January 15, 2012
Our File No. 4018.1

Dear Laurie:

Enclosed please find our invoice & voucher for legal services rendered in connection with the above-referenced matter through January 15, 2012.

If you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,


M. Justin Rider

MJR:kmf
Enclosures

RIDER, WEINER & FRANKEL, P.C.

ATTORNEYS & COUNSELORS AT LAW

655 Little Britain Road

New Windsor, NY 12553

(845) 562-9100 Fax (845) 562-9126

Tax ID 14-1660010

January 19, 2012

Invoice No. 53501

Our File No. 4018-00001 MJR

Billing Through: 1/15/12

James D. O'Donnell
Office of the County Executive
255 Main Street
Goshen, NY 10924

GE Commercial Finance v. Orange County IDA

BILLING SUMMARY

TOTAL FEES	\$225.00
TOTAL DISBURSEMENTS	\$5.59
TOTAL CHARGES FOR THIS BILL	<u>\$230.59</u>
TOTAL BALANCE NOW DUE	<u><u>\$230.59</u></u>

Please remit this copy with your payment

RIDER, WEINER & FRANKEL, P.C.

ATTORNEYS & COUNSELORS AT LAW

655 Little Britain Road
New Windsor, NY 12553
(845) 562-9100 Fax (845) 562-9126
Tax ID 14-1660010

January 19, 2012

Invoice No. 53501
Our File No. 4018-00001 MJR
Billing Through: 1/15/12

James D. O'Donnell
Office of the County Executive
255 Main Street
Goshen, NY 10924

GE Commercial Finance v. Orange County IDA

FOR PROFESSIONAL SERVICES RENDERED

12/16/11	MJM	NO CHARGE - Correspondence with Phil Crotty, Peter Batten re: closing, release and payment of judgment lien.
12/20/11	CRC	Received and reviewed notice of entry of judgment of foreclosure and sale against Orange County Choppers Realty, LLC and Orange County Choppers; scan into system; update litigation binder; copy to Michael Matsler
12/22/11	MJR	Receipt and review emails concerning closing and necessary paperwork to break escrow.
12/23/11	MJR	Prepare correspondence authorizing release of escrow documents.

Timekeeper Summary

<u>Name</u>	<u>Hours</u>
CRC Churney, Cheryl	0.40
MJM Matsler, Michael J.	0.40
MJR Rider, M. Justin	0.60

Total hours for this matter 1.40 hrs

DISBURSEMENTS

12/23/11	Postage-1 certified	5.59
Total disbursements for this matter		<u>\$5.59</u>

BILLING SUMMARY

TOTAL FEES	\$225.00
TOTAL DISBURSEMENTS	\$5.59
TOTAL CHARGES FOR THIS BILL	<u>\$230.59</u>
TOTAL BALANCE NOW DUE	<u><u>\$230.59</u></u>

FOR YOUR CONVENIENCE, WE ACCEPT VISA, MASTERCARD, AMERICAN EXPRESS AND DISCOVER.
STATEMENTS OUTSTANDING FOR 30 DAYS WILL BE CHARGED INTEREST AT A RATE OF 9% PER ANNUM.

Rendleman, Laurie

From: Rendleman, Laurie
Sent: Friday, February 03, 2012 3:36 PM
To: 'Batten, Peter R.'
Cc: Philip Crotty; O'Donnell, James; 'RikJim@aol.com'
Subject: Invoice

Mr. Batten,

This month, the IDA received one invoice/voucher (attached) from Rider, Weiner & Frankel in connection with the Orange County Choppers closing. The amount of this invoice is \$230.59, and Mr. Crotty suggested I forward it to you. Though we are paying the balance of the attached invoice at this month's meeting, we are seeking reimbursement in the amount of \$230.59.

Should you have any questions, please do not hesitate to contact me.

Thank you,

Laurie Villasuso
Administrative Assistant
Orange County Industrial Development Agency
Orange County Government Center
255 Main Street
Goshen, NY 10924
(845) 291-7639
LRendleman@co.orange.ny.us

Statement of Confidentiality

This electronic message may contain privileged information. If you are not the intended recipient of this e-mail, please delete it from your system and advise the sender.

Orange County Business Accelerator Profit & Loss YTD Comparison January 2012

	Jan 12	Jan 12	Budget 2012
Ordinary Income/Expense			
Income			
IDA Deposit	170,500.00	170,500.00	
Rent-Clients	7,429.11	7,429.11	93,000.00
Rent-HVEDC	3,330.13	3,330.13	40,000.00
Seminar/Sponsor	0.00	0.00	2,000.00
Utility Reimbursement	248.88	248.88	5,000.00
Total Income	<u>181,508.12</u>	<u>181,508.12</u>	140,000.00
Expense			
Admin. Assistant	2,923.08	2,923.08	38,000.00
Automobile Expense	748.33	748.33	10,000.00
Benefits	3,140.68	3,140.68	38,000.00
Building Insurance	0.00	0.00	5,000.00
Building Rent	14,190.62	14,190.62	172,000.00
Building Utilities	3,036.78	3,036.78	20,000.00
Common Area Maintenance	2,643.06	2,643.06	30,000.00
Contingency	0.00	0.00	5,000.00
Director Salary	7,076.92	7,076.92	92,000.00
Dues and Subscriptions	750.00	750.00	2,500.00
*** Enterprise Development Director	5,769.24	5,769.24	75,000.00
** IDA Admin Asst	2,884.64	2,884.64	37,500.00
Info Technology	1,620.65	1,620.65	15,000.00
Marketing/PR & Web	12,506.00	12,506.00	100,000.00
Office Cleaning	250.00	250.00	3,000.00
Office Supplies & Postage	852.44	852.44	9,000.00
Payroll Taxes	2,649.91	2,649.91	20,000.00
Travel, Lodging, Meals	294.85	294.85	10,000.00
Total Expense	<u>61,337.20</u>	<u>61,337.20</u>	682,000.00
Net Ordinary Income	120,170.92	120,170.92	
Other Income/Expense			
Other Income			
Interest Income	10.83	10.83	300.00
Total Other Income	<u>10.83</u>	<u>10.83</u>	300.00
Net Other Income	10.83	10.83	300.00
Net Income	<u><u>120,181.75</u></u>	<u><u>120,181.75</u></u>	
** IDA Admin Assistant Salary	37,500.00		
Benefits, Payroll Taxes	9,500.00		
Total	47,000.00		
*** Business Dev. Director			
40% FTZ International			
IDA Assignment	47,000.00		
	93,000.00		

Focus Media Payments 2011

Orange County Business Accelerator Jan 1 - Dec 31 2011

Type	Date	Num	Memo	Amount	Balance
Focus Media					
Check	01/31/2011	1463	Airport Advertising(Alb,SWF, WCA)	4,413.00	4,413.00
Check	02/25/2011	1503	Newsletter, Anniversary Press Release	2,278.00	6,691.00
Check	04/01/2011	1545	Apr,May,June Marketing/PR & Web	7,500.00	14,191.00
Check	04/05/2011	1549	Alb,WCA Airport, THR Ad, MH Banner, Front Door Dir	10,551.00	24,742.00
Check	04/26/2011	1576	SWF Airport, Front Door Directory	390.00	25,132.00
Check	05/30/2011	1610	MH Banner Advertisement	1,534.00	26,666.00
Check	06/21/2011	1639	Airport Ad for Alb, WCA	3,363.00	30,029.00
Check	07/07/2011	1658	July, Aug, Sept Marketing/PR & Web	7,500.00	37,529.00
Check	09/26/2011	1717	HV Magazine,	3,566.00	41,095.00
Check	10/03/2011	1728	Oct, Nov, Dec Marketing/PR & Web	7,500.00	48,595.00
Check	10/28/2011	1752	TradeShow Display, Cutsheet, HVMag,Window Sign	5,095.00	53,690.00
Check	12/02/2011	1776	HV Magazine, Alb, WCA Airport	5,463.00	59,153.00
Check	12/23/2011	1794	WCA,Alb Final, Mailer,Mail, List, Postage	4,186.86	63,339.86
Total Focus Media				63,339.86	63,339.86

3:15 PM
01/31/12
Accrual Basis

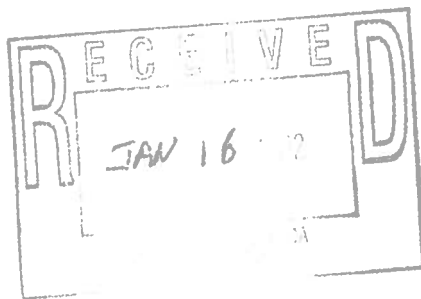
Orange County Industrial Development Agency Expenses by Vendor Detail January through December 2011

Type	Date	Num	Memo	Amount	Balance
Focus Media Inc.					
Check	01/25/2011	1292	Promo video 1 of 2 payments	3,000.00	3,000.00
Check	03/16/2011	1507	Promo video 2 of 2 payments	7,000.00	10,000.00
Check	05/18/2011	1519	2000 copies of video+ distr.	7,418.00	17,418.00
Check	07/20/2011	1538	Design and Printing of Annual Report	5,969.94	23,387.94
Check	09/21/2011	1553	Expedited delivery, packaging and covers for 500 IDA DVDs	1,000.00	24,387.94
Check	11/16/2011	1570	TV Commercial Production	3,000.00	27,387.94
Check	12/21/2011	1573	TV Commercial (Time Warner/Cablevision Media buy)	15,000.00	42,387.94
Total Focus Media Inc.				42,387.94	42,387.94

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

CARLISLE CONSTRUCTION MATERIALS INCORPORATED
(Applicant Name)



James O'Donnell
Executive Director
Office of Business Assistance
Orange County Government Center
255 Main Street
Goshen, NY 10924
Tel: 845-291-2700
www.orangecountygov.com
jodonnell@orangecountygov.com

Updated January 2011

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

Company Name: CARLISLE CONSTRUCTION MATERIALS INCORPORATED

Mailing Address: 1285 RITNER HIGHWAY, CARLISLE, PA. 17013

Phone No.: 717-245-7394

Fax No.: _____

Fed Id. No.: 16-1449809

Contact Person: TOM TIMMERMANN, VICE PRESIDENT OF OPERATIONS

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

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

Form of Entity

Corporation

Date of Incorporation: 9/12/1917

State of Incorporation: DELAWARE

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 _____)

Date of organization: _____

State of Organization: _____

Sole Proprietorship

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

APPLICANT'S COUNSEL

Name: _____

Address: _____

Phone No.: _____

Fax No.: _____

II. PROJECT INFORMATION

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

A FACILITY OF APPROXIMATELY 350,000 SF WILL BE CONSTRUCTED TO PRODUCE & DISTRIBUTE INSULATION PRODUCTS FOR THE COMMERCIAL AND INDUSTRIAL WATERPROOFING AND ROOFING MARKETS. TARGETED SALES AREA IS PRIMARILY THE NORTHEAST CORRIDOR. THE TOTAL COST OF THE PROJECT INCLUDING THE BUILDING AND PROCESSING EQUIPMENT IS ESTIMATED TO COST \$35 MILLION

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.

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.

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 _____

Project Data

1. Project site (land)

(a) Indicate approximate size (in acres or square feet) of project site.

APPROX. 31 ACRES

(b) Are there buildings now on the project site?

 Yes X No

(c) Indicate the present use of the project site.

VACANT LAND

(d) Indicate relationship to present user of project.

NONE

2. Does the project involve acquisition of an existing building or buildings? If yes, indicate number, size and approximate age of buildings:

NO

3. Does the project consist of the construction of a new building or buildings? If yes, indicate number and size of new buildings:

ONE BUILDING, APPROXIMATELY 350,000 S.F.

4. Does the project consist of additions and/or renovations to existing buildings? If yes, indicate nature of expansion and/or renovation:

NO

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. . .

MANUFACTURING & DISTRIBUTION OF INSULATION FOR COMM. & INDUSTRIAL ROOFING

. . . 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.)

APPROXIMATELY 3% OF THE OVERALL BUILDING SIZE WILL BE DEVOTED TO OFFICE SPACE. NONE OF THE OFFICE FUNCTIONS OR SPACE ARE USED FOR OFFICE ACTIVITIES THAT AREN'T IN DIRECT SUPPORT OF PROPOSED FACILITY.

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.

PROCESS EQUIPMENT INCLUDING TANKS, PUMPS, PIPING,
LAMINATING AND PACKAGING EQUIPMENT.

8. Has construction work on this project begun?

Complete the following

- | | | | |
|----------------------------|-----------|-------------|------------------|
| (a) site clearance | _____ Yes | <u>X</u> No | _____ % complete |
| (b) foundation | _____ Yes | <u>X</u> No | _____ % complete |
| (c) footings | _____ Yes | <u>X</u> No | _____ % complete |
| (d) steel | _____ Yes | <u>X</u> No | _____ % complete |
| (e) masonry work | _____ Yes | <u>X</u> No | _____ % complete |
| (f) other (describe below) | _____ Yes | <u>X</u> 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, NONE REQUIRED

COST BENEFIT ANALYSIS:

	<u>Costs =</u> <u>Financial Assistance</u>	<u>Benefits =</u> <u>Economic Development</u>
Estimated Sales Tax Exemption	\$ _____	New Jobs Created <u>22</u>
Estimated Mortgage Tax Exemption	\$ _____	Existing Jobs Retained <u>72</u>
Estimated Property Tax Abatement	\$ _____	Private Funds invested \$ <u>35 MILLION</u>
Estimated Interest Savings IRB Issue	\$ _____	Other Benefits _____
		Expected Yearly Payroll \$ <u>3,600,000</u>
		Expected Gross Receipts \$ _____

B) Project Address: 600 NEELY TOWN ROAD

Tax Map Number SECTION 1 / BLOCK 1 / LOT 21.21
(Section/Block/Lot)

Located in City of _____
Located in Town of HAMPTONBURGH
Located in Village of _____
School District of _____

C) Are utilities on site?

Water NEARBY Electric NEARBY
Gas NEARBY Sanitary/Storm Sewer NEARBY

D) Present legal owner of the site HUDSON VALLEY CROSSING, LLC
If other than from applicant, by what means will the site be acquired for this project? _____

E) Zoning of Project Site: Current: LUI Proposed: SPECIAL USE PERMIT ^{SAME WITH ADDITION OF}

F) Are any variances needed? NONE KNOWN

G) Principal use of project upon completion: MANUFACTURING & 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

Will the project result in the removal of a plant or facility of another proposed occupant of the project from one area of the State of New York to another area of the State of New York? No

Will the project result in the abandonment of one or more plants or facilities located in the State of New York? YES, LEASED FACILITY IN ULSTER CO

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>Approx. 130-190</u>	\$	<u>PREV. WAGE</u>
Permanent:	<u>22</u>	\$	<u>36,000 to \$ 48,000</u>
Retained:	<u>72</u>	\$	<u>36,000 to \$ 48,000</u>

J) Financial Assistance being applied for:

	<u>Estimated Value</u>
<input checked="" type="checkbox"/> Real Property Tax Abatement	\$
<input type="checkbox"/> Mortgage Tax Exemption	\$
<input checked="" type="checkbox"/> Sales and Use Tax Exemption	\$
<input type="checkbox"/> Issuance by the Agency of Tax Exempt Bonds	\$

K) Project Costs (Estimates)

Land	<u>\$ 7,500,000</u>
Building	<u>14,600,000</u>
Equipment	<u>11,860,000</u>
Soft costs	<u>550,000</u>
Other	<u>490,000</u>
Total	<u>\$ 35,000,000</u>

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 Entity") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") 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 JTPA 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 Filings 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 the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

WE'VE BEEN ADVISED THAT ARMISTEAD MECHANICAL WHICH IS OWNED BY AN IDA BOARD MEMBER MAY HAVE AN INTEREST IN THE PROJECT

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.



(Applicant Signature)

TOM W. TIMMERMANN

(Name of Officer)

CCM VICE PRESIDENT OF OPERATIONS

(Title)

This Application should be submitted to the Orange County Industrial Development Agency, 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.
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.
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 INDUSTRIAL DEVELOPMENT AGENCY 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.

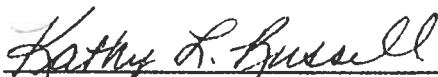


(Applicant Signature)

By: _____

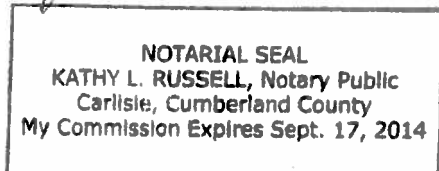
Name: TOM TIMMERMANN

Title: VP OF OPERATIONS



(Notary Public)

Sworn to before me this 16th day
of January, 2012



ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
STATE OF NEW YORK

-----X

In The Matter of

RE: CARLISLE CONSTRUCTION
MATERIALS, INC.

-----X

Hamptonburgh Town Hall
18 Bull Road
Campbell Hall, New York
February 7, 2012
10:00 a.m.

B E F O R E: JAMES R. PETRO, JR., CHAIRMAN
Orange County IDA
P.O. Box 928
Vails Gate, NY 12584

FRANCES ROTH
COURT STENOGRAPHER
168 North Drury Lane
Newburgh, New York 12550
(845) 566-1641

A P P E A R A N C E S:

PHILIP A. CROTTY, ESQ.
Orange County IDA
P.O. Box 363
Cornwall-on-Hudson, New York 12520

ALSO PRESENT: Tom Timmerman, Carlisle Construction
Materials
Tom Gandolfini, Local 373
James D. O'Donnell, IDA
Meghan Taylor, Orange County Partnership
Andrea Nilon, Assessor, Town of Hamptonburgh

PROCEEDINGS

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2 MR. PETRO: All right, I'd like to call the
3 public hearing for Carlisle Construction
4 Materials to order. Please stand for the Pledge
5 of Allegiance.

6 (Whereupon, the Pledge of Allegiance was recited.)

7 MR. PETRO: I have a sign-in sheet I guess
8 for anybody who wants to sign in. I guess
9 everybody's here, we don't have too many people
10 here. We have IDA attorney Phil Crotty, our
11 Executive Director Mr. Jim O'Donnell,
12 stenographer, Franny Roth, Meghan Taylor from the
13 Orange County Partnership and the principal, your
14 name, sir?

15 MR. TIMMERMANN: Tom Timmermann.

16 MR. PETRO: And your name, sir, for the
17 record?

18 MR. GANDOLFINI: Tom Gandolfini.

19 MR. PETRO: Representing?

20 MR. GANDOLFINI: Local Union 373 Plumbers
21 Steamfitters.

22 MR. PETRO: This application is for a
23 350,000 square foot building on 31 acres. New
24 jobs are 22, existing are 72. It's a 35 million
25 dollar project. They are seeking a pilot which

PROCEEDINGS

1
2 is being worked out with the executive director
3 and also sales tax exemptions. I guess if you
4 want to go over just briefly what you're doing
5 just briefly because it's not a planning board,
6 just kind of for the minutes exactly what you're
7 doing there that would be great.

8 MR. TIMMERMANN: Description of the process?

9 MR. PETRO: Just of the building. I know
10 you're making insulation products.

11 MR. TIMMERMANN: Yes, 80 percent of the
12 building is wide open distribution warehousing,
13 about 20 percent of the square footage is devoted
14 to processing, making the insulation. Raw
15 materials will be received by rail car which is
16 why rail siting is important for us. One hundred
17 percent of the finished product is distributed
18 via flatbed truck, some of our own fleet, most of
19 the product leaving the facility goes out by
20 common carrier. As you mentioned, it's a 35
21 million dollar project, probably split pretty
22 evenly between building and process equipment,
23 tanks, rail, that type of thing. The rest of it
24 being the building itself.

25 MR. PETRO: Also you're not seeking a

PROCEEDINGS

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2 mortgage tax exemption, is that correct?

3 MR. TIMMERMANN: That's correct.

4 MR. PETRO: All right, Phil, before we go
5 any further, do you want to read the notice of
6 public hearing?

7 MR. CROTTY: Notice of public hearing.

8 Notice is hereby given that a public hearing
9 pursuant to Article 18-A of the New York General
10 Municipal Law will be held by the Orange County
11 Industrial Development Agency on Tuesday,
12 February 7 2012 at 10:00 a.m. local time in the
13 Community Room of the Hamptonburgh Town Hall, 18
14 Bull Road, Campbell Hall, New York 10916 in
15 connection with the following matter: Carlisle C
16 Construction Material Incorporated, a Delaware
17 corporation, for itself or on behalf of an entity
18 formed or to be formed has submitted an
19 application to the agency requesting the agency's
20 assistance with respect to a certain project
21 consisting of (i) the acquisition by the agency
22 of fee title to or leasehold interest in an
23 approximately 31 acre parcel of vacant land
24 located on Eager Road in the Town of
25 Hamptonburgh, Orange County, New York being more

PROCEEDINGS

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2 particularly described as part of parcel number
3 1-1-21.21. And (ii) the construction on the land
4 of an approximately 350,000 square foot building
5 and related improvements to be used by the
6 company as an office space and space to produce
7 and distribute insulation products for the
8 commercial and industrial waterproofing and
9 roofing markets. And (iii) the acquisition in
10 and around the improvements of certain items of
11 equipment and other tangible personal property
12 including but not limited to tanks, pumps,
13 piping, laminating and packaging equipment and
14 collectively with the land and the improvements
15 to be known as the facility. The agency will
16 acquire title to or a leasehold interest in the
17 facility and lease the facility back to the
18 company. The company will operate the facility
19 during the term of the lease. At the end of the
20 lease term, the company will purchase the
21 facility from the agency or if the agency holds a
22 leasehold interest, the leasehold interest will
23 be terminated. The agency contemplates that it
24 will provide financial assistance to the company
25 in the form of sales and use tax exemptions, a

PROCEEDINGS

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2 mortgage tax exemption, a mortgage recording tax
3 exemption, consistent with the policies of the
4 agency, and a real property tax abatement. A
5 representative of the agency will be at the
6 above-stated time and place to present a copy of
7 the company's project application, including a
8 cost benefit analysis and hear and accept written
9 and oral comments from all persons with views in
10 favor of or opposed to or otherwise relevant to
11 the proposed financial assistance. Dated:
12 January 27, 2012 by the Orange County Industrial
13 Development Agency.

14 MR. PETRO: As far as the pilot is
15 concerned, Mr. O'Donnell, can you bring us up to
16 date where we are with the pilot at this time?

17 MR. O'DONNELL: We're looking at an 11 year
18 pilot and Phil is checking whether we need a
19 deviation for that which we don't think so but
20 we're checking with Russ.

21 MR. PETRO: Deviation because of the
22 distribution?

23 MR. CROTTY: No, because it's 11 years as
24 opposed to 10 years for our standard pilot. I
25 have a call in to Russ Gaenzle, the bond counsel

PROCEEDINGS

1
2 this morning but he's not called me back. If
3 such a deviation is necessary, we just have to
4 send a letter to the taxing jurisdiction and wait
5 the appropriate amount of time.

6 MR. PETRO: Yeah, the 30 days.

7 MR. CROTTY: Which is not 30 days anymore,
8 it used to be but it's just a reasonable time now
9 and see if they have any comments. And we have
10 to take those comments into consideration if a
11 deviation is necessary.

12 MR. PETRO: In my opinion, a deviation is
13 not necessary because the IDA can do any term
14 pilot that it deems necessary for any project,
15 being that we have boiler plate ones, 10, 15
16 what's it got to do with anything. But that's my
17 opinion. They'll find out for sure and go from
18 there so my opinion doesn't really count.

19 MR. O'DONNELL: That's why we have an
20 attorney.

21 MR. PETRO: That's correct. All right, so
22 the pilot's being worked on and we're going to
23 settle that. The next subject is we have to say
24 this at every public hearing, it's very
25 important, that being you're building in Orange

PROCEEDINGS

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2 County that we use local labor. The mandate of
3 the Orange County IDA is that it does not have to
4 be prevailing wage but we certainly suggest that
5 you try to get together with the local labor and
6 try to keep everybody happy and get everybody in
7 the county working, not, you know, anyplace from
8 out of state. I always say Tennessee, I'm trying
9 to get away from saying Tennessee because sooner
10 or later someone from Tennessee is going to call
11 me. He says Tennessee. We're not picking on
12 that state, but out of state license plates. So
13 I have one representative here, talk to them, try
14 to get something that makes sense because you're
15 getting Orange County benefits. It helps
16 everybody along the process.

17 MR. TIMMERMANN: Absolutely, and I think I
18 stated this in the meeting that I went to, it's
19 our desire to use as much local labor as we can.
20 It's to our benefit long term, whether it's
21 mechanical systems, piping, electrical, our
22 preference is always to use a local firm because
23 there's always going to be additions changes that
24 are going to be made down the road. If we
25 establish relationships with local contractors up

PROCEEDINGS

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2 front, we can continue those relationships down
3 the road. And that's been very typical of the
4 previous six projects that we built we have done
5 that. So it would definitely be our preference.

6 MR. PETRO: Frankly, the IDA will hear
7 whether or not you are, people go ahead with
8 their projects but I'll get a phone call and
9 whether or not it goes anywhere from there I
10 don't know. But we'll be informed.

11 MR. TIMMERMANN: I will tell you though in
12 reference to your comment relative to Tennessee,
13 we have engaged, our general contractor is from
14 the State of Tennessee, it's a firm that we have
15 used before on several projects. It's an
16 architectural, the architect, the designer is
17 someone we're familiar with in terms of
18 understanding our business, our process.

19 MR. PETRO: He's from Tennessee? That's why
20 I'm not in office anymore. I lost, by the way,
21 did I tell you that?

22 MR. TIMMERMANN: This is from a design
23 standpoint and they will be the construction
24 managers and then they'll go out and seek the
25 subcontractor bids for all the pieces of the

PROCEEDINGS

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project and that's again where it would fall to the local.

MR. PETRO: That's the G.C. So he's going to look around to get local labor?

MR. TIMMERMANN: Absolutely.

MR. PETRO: So we're on the same page. Anything else you want to add or ask of the IDA? I think the pilot's being taken care of through the executive director, the sales tax is the full state and county and there's no mortgage tax that you're looking for.

MR. TIMMERMANN: Correct, I think we're set.

MR. PETRO: I would open it up to the public at this point, if there are any comments? All right, there's no comments from the public. You know there's no action taken here today, this is just for informational purposes which we bring back to the full board of the IDA. I'm one member of seven and we'll see where it goes with the IDA board. And I think it looks like everything is in order. I don't know if the town board is aware of the project. We did ask the town board here if they wanted to make any comment, they had no objection. Therefore, they

PROCEEDINGS

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2 didn't want to make any comment. So everything
3 looks fine, just a matter of whatever you work
4 out. Would you like to speak? This is a public
5 hearing.

6 MS. NILON: No, I'm just coming to listen if
7 it's okay.

8 MR. PETRO: Just about ready to wrap it up,
9 talking about the Town of Hamptonburgh, it's a
10 special use permit in the Town of Hamptonburgh.
11 You're in that process now, correct, planning
12 board and special permit being taken care of?

13 MR. TIMMERMANN: That's correct.

14 MR. PETRO: And I don't have anything else.
15 So unless someone wants to speak which there
16 isn't any, I'm going to close the public hearing.
17 So the public hearing is closed, thanks for
18 coming and good luck to you.

19 MR. TIMMERMANN: Thank you, appreciate it.

20 * * *

21
22 (End time 10:15 a.m.)
23
24
25

2 I, FRANCES ROTH, a Stenographic Reporter and Notary Public
3 of the State of New York, do hereby certify:

4

5 That the foregoing is an accurate record of the testimony,
6 as given, to the best of my knowledge and belief, the same
7 having been stenographically recorded by me and transcribed
8 under my supervision.

9

10 That I am not related to any of the parties involved in
11 this matter, and that I have no personal interest
12 whatsoever in the outcome thereof.

13

14

15

FRANCES ROTH

16

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**ORANGE COUNTY
INDUSTRIAL
DEVELOPMENT
AGENCY**

**APPLICATION FOR
FINANCIAL ASSISTANCE**

MARKETPLACE AT NEWBURGH, LLC

(Applicant Name)

**James O'Donnell
Executive Director**

Office of Business Assistance
Orange County Government Center
255 Main Street
Goshen, NY 10924
Tel: 845-291-2700
www.orangecountygov.com
jodonnell@orangecountygov.com

Updated January 2011

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

Company Name: Marketplace at Newburgh, LLC

Mailing Address: 570 Taxter Road, Suite 673, Elmsford, New York 10523

Phone No.: (914) 610-3700

Fax No.: (914) 909-7328

Fed Id. No.: 27-1539994

Contact Person: Robert H. Wilder, Jr., Wilder Balter Partners

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

See attached

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 four (4))

Date of organization: December 24, 2009
State of Organization: New York

Sole Proprietorship

If a foreign organization, is the applicant authorized to do business in the State of New York? Not applicable

APPLICANT'S COUNSEL

Name: Jacobowitz & Gubits, LLP Gerald Jacobowitz, Esq.

Address: 158 Orange Avenue, Walden, New York 12856

Phone No.: (845) 778-2121

Fax No.: gnj@jacobowitz.com

II. PROJECT INFORMATION

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

Construction of the first phase (400,000 square feet) of a "shovel ready" fully permitted and approved 784,000 square foot shopping center known as the "Marketplace" located in the Town of Newburgh at the intersection of I-84 and NYS Route 300. For a complete description of the project and expected costs, see the attached Economic Impact Analysis prepared by A&R Global Consulting, LLC.

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.

In connection with the underlying site plan approval of the project, the Planning Board of the Town of Newburgh, acting as lead agency, prepared and adopted an Environmental Impact Statement and Findings. Findings are attached hereto.*

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.

Not applicable

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.

Not applicable

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

*The EIS can be viewed or downloaded at www.timmillerasociates.com

Project Data

1. Project site (land)

(a) Indicate approximate size (in acres or square feet) of project site.

Phase 1: 400,000 sq ft of commercial retail floor area

(b) Are there buildings now on the project site?

_____ Yes No

(c) Indicate the present use of the project site.

Vacant land fully approved for 784,000 sq ft shopping center

(d) Indicate relationship to present user of project.

Owner

2. Does the project involve acquisition of an existing building or buildings? If yes, indicate number, size and approximate age of buildings:

No

3. Does the project consist of the construction of a new building or buildings? If yes, indicate number and size of new buildings:

Yes: See site plan attached

4. Does the project consist of additions and/or renovations to existing buildings? If yes, indicate nature of expansion and/or renovation:

No

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. . .

Lease to tenants for retail, entertainment and/or restaurant uses

. . .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.)

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. Prospective tenants include: 65,000 sq.ft. supermarket; 85,000 sq. ft. wholesale club; 50,000 sq.ft. sporting goods store; 18,000 sq. ft. office supply store; 14,000 sq. ft. pharmacy; and 168,000 sq.ft of various retail tenants including apparel, specialty, restaurant
7. List principal items or categories of equipment to be acquired as part of the project.

Building materials for site work and vertical construction; F,F & E of the various tenants

8. Has construction work on this project begun?

Complete the following

- | | | | |
|----------------------------|-------------------|------------------|--------------------------|
| (a) site clearance | <u> X </u> Yes | <u> </u> No | <u> 25 </u> % complete |
| (b) foundation | <u> </u> Yes | <u> X </u> No | <u> </u> % complete |
| (c) footings | <u> </u> Yes | <u> X </u> No | <u> </u> % complete |
| (d) steel | <u> </u> Yes | <u> X </u> No | <u> </u> % complete |
| (e) masonry work | <u> </u> Yes | <u> X </u> No | <u> </u> % complete |
| (f) other (describe below) | <u> </u> Yes | <u> X </u> No | <u> </u> % complete |

9. Will any of the funds borrowed through the Agency be used for refinancing?
Not applicable

10. Is a purchaser for the bonds in place? Not applicable

COST BENEFIT ANALYSIS: See Economic Impact Analysis prepared by A&R Global Consulting, LLC attached hereto

	<u>Costs =</u>	<u>Benefits =</u>
	<u>Financial Assistance</u>	<u>Economic Development</u>
Estimated Sales Tax Exemption	\$ <u>TBD</u>	New Jobs Created <u>See attached</u>
		Existing Jobs Retained <u>Not applicable</u>
Estimated Mortgage Tax Exemption	\$ <u>TBD</u>	Private Funds invested \$ <u>See attached</u>
Estimated Property Tax Abatement	\$ <u>9.9million*</u>	Other Benefits <u>See attached</u>
	<small>*Inclusive of abatement available pursuant to NYS RPTL 485-b</small>	Expected Yearly Payroll \$ <u>See attached</u>
Estimated Interest Savings IRB Issue	\$ <u>Not applicable</u>	Expected Gross Receipts \$ <u>See attached</u>

B) Project Address: NYS Route 300 (Union Avenue), NE corner of I-84 and Route 300.

Tax Map Number 60.3-49.22; 60.3-41.3
(Section/Block/Lot)

Located in City of _____

Located in Town of Newburgh

Located in Village of _____

School District of Newburgh Enlarged City School District

C) Are utilities on site?

Water Yes Electric Yes
Gas Yes Sanitary/Storm Sewer Yes

D) Present legal owner of the site Marketplace at Newburgh, LLC
If other than from applicant, by what means will the site be acquired for this project? _____

E) Zoning of Project Site: Current: IB Proposed: _____

F) Are any variances needed? No

G) Principal use of project upon completion: Retail Shopping Center

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? No

Will the project result in the removal of a plant or facility of another proposed occupant of the project from one area of the State of New York to another area of the State of New York? Not expected

Will the project result in the abandonment of one or more plants or facilities located in the State of New York? Not expected

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>See attached</u>	\$ _____ to \$ _____
Permanent:	<u>See attached</u>	\$ _____ to \$ _____
Retained:	<u>See attached</u>	\$ _____ to \$ _____

J) Financial Assistance being applied for:

	<u>Estimated Value</u>
<u>X</u> Real Property Tax Abatement	<u>\$ 0.9 million, inclusive of abatement available pursuant to NYS RPTL 485-b</u>
<u>X</u> Mortgage Tax Exemption	<u>\$ TBD</u>
<u>X</u> Sales and Use Tax Exemption	<u>\$ TBD</u>
_____ Issuance by the Agency of Tax Exempt Bonds	<u>\$ Not applicable</u>

K) Project Costs (Estimates) See Economic Impact Analysis prepared by A&R Global Consulting, LLC attached hereto

Land	_____
Building	_____
Equipment	_____
Soft costs	_____
Other	_____
Total	_____

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 Filings 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 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.

MARKETPLACE AT NEWBURGH, LLC

By:


(Applicant Signature)

WB Interchange Inc., Managing Member

(Name of Officer)

By: Robert H. Wilder, Jr., President

(Title)

This Application should be submitted to the Orange County Industrial Development Agency, 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.
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.
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 INDUSTRIAL DEVELOPMENT AGENCY 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.

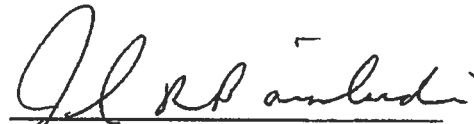
MARKETPLACE AT NEWBURGH, LLC

By: 
(Applicant Signature)

By: WB Interchange Inc., Managing Merr

Name: By: Robert H. Wilder, Jr.

Title: President


(Notary Public)

Sworn to before me this 8th day [stamp]

of February, 2012

JOHN R. BAINLARDI
Notary Public, State of New York
No. 02845074400
Qualified in Westchester County
Commission Expires 3/17/2015

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

IDA

One-percent of the first \$2,000,000 plus one-half percent of amount above that, due at closing.*

Application Fee

\$5,000 non-refundable, due at application, broken down as follows:

IDA Administrative Fee: \$2,500

IDA Bond Counsel Fee: \$12,000-15,000 for straight lease transactions; fee for Tax-exempt transactions to be quoted depending on complexity of deal. \$2,500 due at application and balance due at closing for all deals.

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

Please make all Checks payable to:

Orange County Industrial Development Agency

Mail to:

*255 Main Street
Goshen, New York 10924*

*In the event that an applicant does not seek or does not qualify for the IDA'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 IDA financing benefits provided to the project cost.

Labor Policy

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

MARKETPLACE AT NEWBURGH, LLC

a New York limited liability company formed on 12/24/2009

EIN: 27-1539994

Members:

1. Robert H. Wilder, Jr.	Member	49.900%
2. William G. Balter	Member	.005%
3. Covington Newburgh, LLC	Member	50.000%
4. WB Interchange, Inc.	Managing Member	.005%

**Marketplace
Phase 1, (400,000 Square Feet)**

Year	Estimated New Property Taxes (\$3/SF) To Be Generated by Phase 1 Improvements (No PILOT)	Proposed "Super Enhanced" PILOT Property Tax Abatement	RPTL Section 485-b Property Tax Abatement	Proposed Incremental Property Tax Abatement Above 485-b Abatement	Estimated New Property Taxes (With PILOT)
1	\$1,200,000	\$1,140,000	\$600,000	\$540,000	\$60,000
2	\$1,200,000	\$1,080,000	\$540,000	\$540,000	\$120,000
3	\$1,200,000	\$1,020,000	\$480,000	\$540,000	\$180,000
4	\$1,200,000	\$960,000	\$420,000	\$540,000	\$240,000
5	\$1,200,000	\$900,000	\$360,000	\$540,000	\$300,000
6	\$1,200,000	\$840,000	\$300,000	\$540,000	\$360,000
7	\$1,200,000	\$780,000	\$240,000	\$540,000	\$420,000
8	\$1,200,000	\$720,000	\$180,000	\$540,000	\$480,000
9	\$1,200,000	\$660,000	\$120,000	\$540,000	\$540,000
10	\$1,200,000	\$600,000	\$60,000	\$540,000	\$600,000
11	\$1,200,000	\$480,000	\$0	\$480,000	\$720,000
12	\$1,200,000	\$360,000	\$0	\$360,000	\$840,000
13	\$1,200,000	\$240,000	\$0	\$240,000	\$960,000
14	\$1,200,000	\$120,000	\$0	\$120,000	\$1,080,000
15	\$1,200,000	\$0	\$0	\$0	\$1,200,000
	\$18,000,000	\$9,900,000	\$3,300,000	\$6,600,000	\$8,100,000

**ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
County Government Center
Goshen, New York 10924**

James Petro, Jr., Chairman
Robert Armistead, Vice Chairman
Mary Ellen Rogulski, Second Vice Chairman
Stephen Brescia, Secretary
John Steinberg, Jr., Assistant Secretary
Henry VanLeeuwen
Robert J. Schreiber, Sr.

James O'Donnell, Executive Director
Joel Kleiman, Chief Financial Officer
Philip A. Crotty, Attorney
Laurie Villasuso, Administrative Assistant

GRANT APPLICATION FORM

ORGANIZATION

Name of Organization: City of Middletown DATE: 01/31/2012

Project Title: Paramount Digital Performance Project

Address: 16 James Street

City/Zip Code: Middletown, NY 10940

Telephone: 845-346-4170 E-mail Address: mbruni@middletown-NY.com

Name of Contact: Maria Bruni

Title: Director, Office of Economic and Community Development

Specific amount requested from Orange County IDA: \$ \$150,000

Have you received any grants or other forms of assistance from the Orange County Industrial Development Agency in the past? Yes No Dates and amounts _____

Have you received any other assistance from other agencies or organizations? Yes No
If yes, please indicate from whom and the type or amount. _____

The City of Middletown will fund the balance of the project.

(Please remember that your request will receive the same consideration whether or not you have had previous requests in the past with the Orange County IDA.)

ORGANIZATION BACKGROUND

(Include a brief history of your organization.)

The Paramount Theatre opened in 1930 as the premier movie house in Middletown and the surrounding area. The growth of shopping malls during the 70's sent a shiver through downtowns everywhere and Middletown was no exception. As businesses fled so to did the theater-going public. The Paramount Theatre eventually closed in 1978. The Orange County Arts Council acquired and restored the Theatre and reopened it in 1985 as a performing arts center. The Theatre returned to City ownership in 1996 and was operated by the City's Cultural and Civic Affairs Dept. On November 1, 2010 Nelson Page of Majestic-Star Entertainment Corp. became the Director General of the Paramount. Additional renovations and upgrades were immediately undertaken. A full schedule of music dance, community celebrations, dramatic performances and films position the Paramount as THE destination for entertainment in Orange County

DESCRIPTION OF PROJECT

(Please indicate the amount of the project, capital investment, job creation and economic benefit to Orange County and its residents. Please provide a concise description of the need or problem to be addressed. Include the overall goals and purposes of your organization or specific department concerned, the specific purpose of the funds. and how the objective will be accomplished. Moreover, what is unique about your program? Include photos, drafts, charts, drawings, supporting documentation and any phasing. if more than one. Indicate what years funding represents and a breakdown. Please attach additional pages if more space is needed.)

The Paramount Theatre offers a wide range of programming to a demographic area that is under-served by the arts. Its success has fostered the growth and expansion of businesses and jobs through the use of vendors in the immediate area and throughout the County as well as referring its performers to Orange County businesses for accommodations and supplies and ticketholders to area eateries and hotels. The Theatre has been able to draw performers both national and international and serves as a venue for community-based performances by groups from all over Orange County.

Computers have changed the universe. In the last century we have moved from magic lantern slides and candles to digital projection and streaming video. In order to keep pace with this new world and continue to provide stellar performances as well as unique offerings at the Paramount, stone age equipment needs to move into the 21st century of digital projection. The purchase of digital equipment, its installation in a safe, secure area, lighting modifications and additional rigging to accommodate the new equipment will enable the Theatre to broaden its programming. The Theatre will be able to continue to screen movies (which will only be available in digital format) as well as first run movies and independent films, add digital streaming performances of opera, sporting events, gala performances (such as the Oscars) for community fundraising, host education programs/classes and serve as a conference venue.

BUDGET

Specific amount requested from the Orange County Industrial Development Agency: \$ 150,000

(Please include an itemized budget for this project and total program, your current sources of income and expenses, a balance sheet for the past year and contributions from other institutions or organizations, if any.)

Equipment	\$127,918.14
Electrical	\$ 23,836
Lighting Modifications	\$ 7,500

\$159254.14

SEE ATTACHED FOR DETAILS

TARGET POPULATIONS AND PERFORMANCE SITE(S)

(This project must show its benefits to all of Orange County and the residents or describe the unique benefit to a specific segment of Orange County that may not happen if the Orange County IDA were to reject this Grant.)

The demographic area for the Theatre includes all of Orange County, as well as Sullivan, Ulster, Rockland and Dutchess Counties, Pennsylvania, New Jersey and Connecticut. Ticketholders from outside the area will find an abundance of overnight accommodations, restaurants and shopping to keep them rooted to the area beyond the actual performance that they attend. Those who are already visiting the area to ski, visit historic sites or shop can visit the Theatre as an entertainment option. Unlike Bethel Woods, located in an isolated area, the Paramount is centrally situated near major highways and public transportation to extend tourism dollars over the length and breadth of Orange County. Performances, nearly every weekend of the year, ensure a variety of entertainment available to the all segments of the demographic area

An additional benefit, and certainly not a less significant one, is the opportunity to provide a quality, ethnically diverse range of entertainment to local populations that are economically and socially at a disadvantaged when it comes to access to the arts..

EVALUATION

(How will you determine the impact of this project if funded? [For example, a survey, appraisal of physical improvements or attendance figures.] Please be specific.)

The success of this project will be evaluated by the increase in the number of performances and attendance.

PLEASE RETURN THIS APPLICATION TO:

Orange County Industrial Development Agency
Orange County Government Center
255 Main Street
Goshen, NY 1092

Proposal

Page No. of Pages

HARRY F. ROTOLO & SON, INC.
390 East Main Street
Middletown, New York 10940
(845) 343-8160
Fax (845) 343-8610

Attn: Maria

PROPOSAL SUBMITTED TO

Paramount Theater/City of Middletown

PHONE

845-346-4170

DATE

1/24/12

STREET

16 James Street

JOB NAME

Paramount Theater

CITY, STATE AND ZIP CODE

Middletown, New York 10940

JOB LOCATION

Middletown

FAX NUMBER

845-343-2009

We hereby submit specifications and estimates for:

Thank you for allowing us to submit the following proposal for electrical work at the Paramount Theater. Price includes labor and material for exhaust fan, piping, mounting speakers, wire for speakers and Cat 5 Cable.....\$23,836.00

By Others: ** All digital equipment and speakers**

If you have any questions, please feel free to call our office anytime.

Thank you!

Please note, price is valid for 30 days.

We Propose hereby to furnish material and labor - complete in accordance with above specifications, for the sum of:

Twenty three thousand eight hundred thirty six dollars/no cents dollars (\$ **23,836.00**).

Payment to be made as follows:

All material is guaranteed to be as specified. All work to be completed in a workmanlike manner according to standard practices. Any alteration or deviation from above specifications involving extra costs will be executed only upon written orders, and will become an extra charge over and above the estimate. All agreements contingent upon strikes, accidents or delays beyond our control. Owner to carry fire, tornado, and other necessary insurance. Our workers are fully covered by Workmen's Compensation Insurance.

Authorized Signature Harry F. Rotolo, III.

Note: This proposal may be withdrawn by us if not accepted within 30 days

Acceptance of Proposal - The above prices, specifications and conditions are satisfactory and are hereby accepted. You are authorized to do the work as specified. Payment will be made as outlined above.

Signature _____

Date of Acceptance: _____

Signature _____



AERO Sound
20 Cornelison Ave.
Nyack, NY 10960
845-425-6613

Price Quote
valid 90 days

1/31/2012

Paramount Middletown
New projection screen lighting

Sound

Sound Total \$0

Lighting

6 X ETC Source 4, 10 degree fixtures	\$3,000
1 X ETC Source 4, 36 degree fixture	\$350
4 X ETC Source 4, 26 degree fixtures	\$1,372
1 X ETC Smartpack SL1210 dimmer	\$1,750

Lighting Total \$6,472

Labor

Installation \$1,028

Labor Total \$1,028

TOTALS

GRAND TOTAL 7500

Quote prepared by Ken Jablonski



Bridgewater Professional Ctr, 4971 Van Dyke Road, Lutz, FL 33558
 Telephone: 813-960-1646 Fax: 813-961-7209

Job #: _____
 Date: 27-Jan-12
 Revised: _____

Sold To:
 Paramount Theatre
 17 South Street
 Middletown, NY

Equipment Quote
 Digital Cinema System

Theatre:
 Paramount Theatre
 17 South Street
 Middletown, NY

Secured From	Qty	Description	Unit Sell Price	Extended Sell
		Digital Cinema Projection System (setup per auditorium)		
		Projector and Lenses - NEW		
		2K - 3D capable system		
	1	NEC NC-2000C Series 2 2K projector w/power supply	\$ 35,500.00	\$ 35,500.00
	1	In-Vision D-Cine Visionar lens, 2K 3,10-5,00:1 zoom p/n D131027	\$ 7,500.00	\$ 7,500.00
	2	Ushio DXL-20SN3 2Kw lamp (includes 1 for spare) for 2D shows	\$ 1,028.57	\$ 2,057.14
	2	Ushio DXL-40SCN 4Kw lamp (includes 1 for spare) for 3D shows	\$ 1,286.00	\$ 2,572.00
	1	MIT MPL base w/NEC adapter	\$ 1,221.00	\$ 1,221.00
	1	PDU w/So cord -1P-35A power distribution option	\$ 460.00	\$ 460.00
		GDC Digital Cinema Server		
	1	GDC SX-2000A digital cinema server w/ 2K IMB, 3TB RAID5 storage, player software 3 year warranty - upgradable to 4K. Includes: CRU & DVD-Rom drive ingest	\$ 11,628.00	\$ 11,628.00
		3D System		
	1	RealD (to be supplied by owner)		
		Accessories		
	1	1500VA UPS rack mount 120V 60hz.	\$ 902.00	\$ 902.00
	1	JNIOR automation interface w/power supply	\$ 465.00	\$ 465.00
	1	Odyssey 4XAES- digital audio cable (35 ft). (GDC to QSC DCP-300)	\$ 146.00	\$ 146.00
	1	Odyssey DCCK-1 8 port 1Gb network switch with ethernet cables and rack mount.	\$ 227.00	\$ 227.00
	1	DM-1 monitor kit includes 15" VGA LCD monitor, cable and mounting hardware	\$ 216.00	\$ 216.00
	1	DK-1 rack mount keyboard kit	\$ 204.00	\$ 204.00
		Sound System		
	1	QSC DCP-300 digital cinema sound processor/monitor/x-overs	\$ 5,247.00	\$ 5,247.00
	4	QSC DCA-1622 Amplifiers	\$ 795.00	\$ 3,180.00
	5	QSC DCA-2422 Amplifiers	\$ 997.00	\$ 4,985.00
	1	QSC DCA-3024 Amplifiers	\$ 1,193.00	\$ 1,193.00
	1	70" high 27" deep Sound Rack complete with 8 circuit power strip, rack top fan unit, blank rack panels, screws, internal rack pre-wire and racking of equipment	\$ 1,500.00	\$ 1,500.00
	3	QSC SC-433 Tri-Amp 3-way Screen Speakers	\$ 2,478.00	\$ 7,428.00
	1	QSC SB-7218 2 X 18" Subwoofer	\$ 1,125.00	\$ 1,125.00
	22	QSC SR-26 Surround Speakers	\$ 281.00	\$ 6,182.00
	16	QSC QM-SW side wall Speaker Brackets	\$ 19.00	\$ 304.00
	6	QSC QM-BW back wall Speaker Brackets	\$ 19.00	\$ 114.00
	3	Custom rolling speaker stands - 3 stage speakers	\$ 600.00	\$ 2,700.00
	1	Custom rolling speaker stands - 1 set for 1 subwoofer speaker	\$ 600.00	\$ 600.00
	1	Booth Installation of projector and sound rack and supervision of speaker installation. (Note: speaker installation by others)	\$ 2,750.00	\$ 2,750.00
		Flying Screen Frame System		
	1	21' x 44' aluminum flying screen frame system to include side movable maskings, complete with all tracks, accessories and black fabric maskings, permanent top and bottom maskings. Price to include delivery to job site and supervision of theater supplied stage hands. Stage hands to assemble and fly the frame and hang the screen. (Note: theater to supply stage hand labor at their expense)	\$ 20,650.00	\$ 20,650.00
	1	18' x 42' Hurley Silver Screen	\$ 4,536.00	\$ 4,536.00
	1	ESTIMATED FREIGHT per auditorium	\$ 2,326.00	\$ 2,326.00
		Sales Taxes & freight, if any, are not included: Terms: TBD		
				\$ 127,918.14
		TAX:		
		TOTAL:		\$ 127,918.14

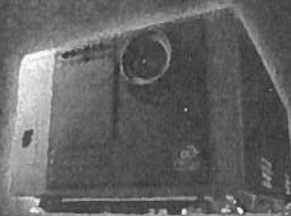
It's time to go digital

Entertainment Supply & Technology can help

Going digital in your theaters has never been easier. ES&T has inventory of NEC digital cinema projectors and other display technologies to start delivering an unforgettable experience for your visitors.

NEC NC3200S

- Designed for screens up to 105-feet wide
- The world's brightest DLP cinema projector
- Delivers precise 2K (2048 x 1080) resolution (fully upgradable to 4K technology when available)
- 3D capabilities and high contrast images (2200:1)



NEC NC2000C

- Designed for screens up to 65-feet wide
- Delivers precise 2K (2048 x 1080) resolution
- 3D capabilities and high contrast images (2200:1)



NEC NC1200C

- Designed for screens up to 46-feet wide
- Delivers precise 2K (2048 x 1080) resolution
- 3D capabilities and high contrast images (2200:1)

Coming soon...the NEC NC3240S - featuring the NEC optional 2K/4K Integrated Media Block

Also available:

Large-Screen LCD Displays
for concession menu boards & digital signage



Multimedia Projectors
for pre-show advertisements & content



813.960.1646
bschneiter@ensutec.com

www.necdigital.com

NEC

