

**ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

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

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

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

Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on October 17, 2012 at 2:00 p.m. in the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York, to consider and/or act upon the following:

Order of Business

- **Roll Call**
- **Approval of the minutes from September 19 meeting**
- **Financial Reports and/or Requests for Payments**
- **New and Unfinished Business**
 - Chairman's Report
 - Change in November meeting date to November 14
 - Executive Director Report
 - OCBA Report
 - Resolution to Appoint Managing Director
 - OCP Report
 - Discussions
 - CNC – Advanced Manufacturing Program
 - Orange County Triathlon
- **Resolutions**
 - CRH Realty III, LLC – Final Resolution
 - Hudson Valley Crossing, LLC
- **Such other and further business as may be presented**
- **Public Comments**
- **Adjournment**

Dated: October 9, 2012

Stephen Brescia, Secretary

By: James O'Donnell, Executive Director

Orange County IDA

Received September-October 2012

IBM	87,878.93
IBM	87,878.93
Total	175,757.86

Vouchers & Payments October 2012

Frances Roth (CRH Realty III)	256.00
Hudson Valley Pattern for Progress (annual contribution) (paid)	17,000.00
Rosemarie Rogowski Saindon, CPA (3rd Quarter)	500.00
Times Herald Record (Special Meeting Notice OCFC)	33.40
Kevin T. Dowd Esq (Sept 14-Oct 10)	6,225.25
Orange County Partnership (3rd Quarter)	50,000.00
Newburgh Armory Gassolutions Unlimited Corp	2,865.00
Newburgh Armory Vardon, Inc.	20,318.60
Newburgh Armory Rick Milton Associates	6,884.86
Newburgh Armory CSArch	3,556.02
Newburgh Armory CSArch	600.00
Newburgh Armory CSArch	600.00
Newburgh Armory CSArch	2,400.00
Rockland Economic Development Corporation (PTAC)	6,000.00
Paramount Theatre Tele-Measurements	30,927.00
Hudson Valley Agribusiness Development Corp	14,066.85
Total	162,232.98

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER
GOSHEN, NY 10924

Aug 31, 2012 _____
(Date)

(For Agency Use Only)

Claim No. _____

Pay To Hudson Valley Agribusiness Development Corp _____

Address 507 Warren St - 2nd Floor _____

Hudson, NY 12534 _____

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE	AMOUNT
		<u>Please see attached</u>		
			TOTAL	14,066.85

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

Todd M. Ealing says that he/she is Executive Director
of HVADC 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 Todd M. Ealing
Date 8/31/2012

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GRANT APPLICATION FORM

ORGANIZATION

Name of Organization: Wilkinson Enterprises Inc.

DATE: September 12 2012

Project Title: Orange County Triathlon

Address: 5031 Route 9W

City/Zip Code: Newburgh, New York 12550

Telephone: 845 522 9338

E-mail Address: neal@orangecountytri.com

Name of Contact: Neal Wilkinson

Title: CEO Wilkinson Enterprises Inc.

Specific amount requested from Orange County IDA: \$ 25,000 per year for 4 consecutive years

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. _____

(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.)

Wilkinson Enterprises Inc. (WE, Inc.) was formed in 2010 to organize what became the first ever Olympic Distance Triathlon in Orange County. The Orange County Triathlon (OCTri), is one of the most positive and celebrated sporting events in Newburgh and Orange County. We are currently planning our third year.

WE, Inc. owns and operates three major sporting events in Orange County and has plans to bring professional golf, tennis, and concerts to the area to establish and build on the list of Orange County attractions. These three events include, The Orange County Triathlon, the Cornwall St. Luke's Double Dash (5K, 10K relay race), and the Cornwall 5K, 10K. The Orange County Triathlon has quickly gained the reputation of one of the top Olympic Distance triathlons on the east coast in safety and organization. In past years, the event has brought athletes, their families and friends into Orange County from across the country.

Wilkinson Enterprises, Inc. (WE, Inc.) is based in Newburgh and owned by Neal J. Wilkinson. The mission of Wilkinson Enterprises Inc. for the past 3 years has been to bring large scale sporting events to Orange County to increase tourism and economic development to the Hudson Valley, including Orange County, by attracting and supporting athletes on a national level. We have successfully attracted athletes from 15 states including Los Angeles, Florida, Arizona, North Carolina, Texas, Missouri, New Jersey, Connecticut, Massachusetts and Pennsylvania. These athletes have brought an average of six friends and family members to cheer them on and celebrate the event. These visitors stayed at our host hotel, ate at our local restaurants, shopped at our retail stores, and contributed to our rental car service and airport volume.

WE, Inc. has been successful in bringing thousands of people to our events with the potential to create world class events right here in Orange County, creating millions of dollars in direct spending to our local businesses.

As a United States of America Triathlon (USAT) sanctioned event, The OCTri is able to join the ranks of other world class events located in large metropolitan cities such as those held in New York City, Dallas, Los Angeles, Miami, Chicago, and others. These events all bring an average of 10 million dollars to their host city annually.

WE, Inc. offers local coaching to residents of Orange County to strengthen public awareness of a healthy lifestyle for the entire family. WE, Inc. has also launched a school wide obesity campaign to help students of local schools become healthier eaters while having fun with sneaker pin-ups in the halls of their schools.

WE, Inc. offers local businesses the opportunity to advertise on their website which generates 12,000 hits per month on average. WE, Inc. also promotes attractions in Orange County and

the Hudson Valley to all free of charge by providing links on our website to other resources and points of interest to tourists and visitors.

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.)

WE, Inc. is seeking to increase tourism and expand its ability to attract more vendors, sponsors and athletes to Orange County and the region, to support the OCTri and other planned events. In past years, the event was costly in both time and money, but the positive press and outcomes were worth the large investment. In the past, no financial profit to WE, Inc. was gained but it is realized that often these types of events take time to gain momentum and profit. An initial investment was planned and expected, however as we look to our third year, we must review and examine alternatives or even downsizing if sponsorship and registrations do not increase. Overhead expenses are high and in past years sponsorship and registrations have quickly been spent on needed equipment and services related to the successful operation of the race.

The event takes a great deal of planning and preparation. From capturing sponsors, registering athletes, preparing the course, setting up the entire waterfront area for at least 48 to 72 hours prior to the event (and several more hours after for clean up), to paying municipal police departments, equipment rentals, timekeeper fees and on and on, the event is multifaceted and rigorous. We have recruited over 100 wonderful and dedicated volunteers, whom we absolutely could not operate without. Some volunteers are at the event before sunrise from 4:30 a.m. to prepare for early registration of athletes. In addition, countless kayakers, swim, bike and run captains, all volunteering their time, to see to it that everything runs smoothly. Last year, my 7 year old son and his friends painted all the safety signs for the roads. The community spirit that puts on this event is extraordinary. The OCTri and other events such as this, will continue to bring out the best in our neighbors and positively impact our county.

The triathlon industry is responsible for over 40 million in spending with 78% of this spending occurring outside the athlete's home state, making it the largest attraction for a multi-sport event. Last year, WE, Inc. brought 8,000 people to Orange County to compete in our events. In 2013, WE, Inc. will introduce the Orange County Triple Crown Series to all the athletes around the globe. We have arranged for a partnership with two other area triathlons: The popular West Point Triathlon, a sprint race, and the Monroe YMCA Triathlon, also a sprint race. Both are offered during the summer months of 2013. The presentation of these races as a triple series will hopefully attract even more athletes and supporters to our area, whereas a single visit from an out of town athlete will now most likely become three visits.

The Orange County Triple Crown will contribute to the economic development of Orange County and enhance the area through revenue generated by tourism and athletes coming into the area from all over the country.

WE, Inc. continues to work very hard with local officials and at least five police agencies, to bring world class competitive events to Orange County to help stimulate growth and economic development.

To achieve these goals, WE needs to:

- Enhance its website to include blog spots for athletes from out of town to communicate with athletes from all over the country.
- Purchase capital equipment to accommodate more athletes, vendors, and spectators to each event.
- Increase our ability to provide our services to many organizations in Orange County that would like to use our services for corporate and community events.
- Keep in constant contact with triathlon clubs around the country and race directors from all regions of the US to keep them updated on our events in the area.
- Increase our staff and office space to allow us to offer more direct contact with our customers.
- Increase our ability to respond to potential vendors and businesses in our area in a more efficient way. This will include upgrading our computer systems and increasing staff.
- Lower our equipment rental costs by purchasing our own.
- Create larger educational opportunities to the public and local school districts and inform them of the benefits of a healthier lifestyle.
- Create opportunities for new businesses to sponsor and advertise with us.
- Increase national and international visibility through press releases, ads and editorials.
- Maintain an office environment that is welcoming to large companies and local businesses and individuals seeking to advertise with us. These expenses will include rental space, maintenance and utility costs at our office located at 5031 Rt 9W Newburgh NY, 12550

- Create larger athlete email lists through updated software.

BUDGET

Specific amount requested from the Orange County Industrial Development Agency: \$ _____
 (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.)

Specific amount requested from the Orange County Industrial Development Agency: \$25,000 each for 4 consecutive years.

ORANGE COUNTY TRIATHLON ITEMIZED BUDGET 2012	YEAR1	YEAR2	YEAR3	YEAR4	TOTAL
COMPUTER COSTS (3) @ 729.99 each	2189.00	1,500	1,500	5,000	10,189
USE OF FACILITIES (rental)	2100.00	2,100	2,100	2,100	8,400
ADVERTISING COSTS (magazine, online, flyer)	9,000	9,000	9,000	9,000	36,000
SAFETY EQUIPMENT (VESTS, BUOYS)	1,100	-	-	-	1,100
SAFETY FENCING FOR TRANSITION one time cost	6,500	-	-	-	6,500
SAFETY LIGHTS FOR TRANSITION	3,000	-	-	-	3,000
TENTS FOR ATHLETES AND VENDORS (20X40) (2) price each rental	2,000	2,000	2,000	2,000	8,000
FINISHING ARCH (build) Pre Fab with cover	2,100	2,100	2,100	2,100	8,400
TABLES AND CHAIR Rental	450	450	450	450	1,800
SAFETY MARKERS FOR SWIM LANE	850	850	850	850	3,400
RADIOS FOR COMMUNICATION	9,000	-	-	-	9,000
VEHICLE FOR TRANSPORTATION rental per year	800	800	800	800	3,200
STORAGE SHED rental per year	3,000	3,000	3,000	3,000	12,000
PA SYSTEMS (3) equipment One time cost	9,000	-	-	-	9,000
STAGE FOR FINISH FESTIVAL One time cost	4,500	-	-	-	4,500
MARKETING REPRESENTATIVE					
TIMING EQUIPMENT rental	3,000	3,000	3,000	3,000	12,000
TOTAL	54,489	24,800	24,800	28,300	

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 OCTri is a destination event bringing many people into Orange County for an extended stay. The more people and business WE, Inc. brings into the county, the more we can sustain our employment levels.

The local economic impact results from full and part time jobs, and revenue from local vendors who participate in these events and provide services to the industry including local restaurants, auto dealerships, colleges, hospitals, hotels, rental car companies, financial companies, and local businesses that all benefit from advertising and promoting.

Economic Effects -- Positive

The OCTri brings thousands of people into Orange County from all over the country, many as tourists that are family members of athletes competing in the event. Tourism creates jobs, both through direct employment within the tourism industry and indirectly in sectors such as retail and transportation. When these people spend their wages on goods and services, it leads to what is known as the "multiplier effect," creating more jobs. The tourism industry also provides opportunities for small-scale businesses which is especially important in our communities. Furthermore, it generates extra tax revenues, such as airport and hotel taxes, which can be used for schools, housing and hospitals.

According to Orange County Director of Tourism Susan Hawvermale, with a healthy advertising budget, WE, Inc. could potentially bring an estimated 14,000 triathletes, family members and friends into Orange County with an estimated \$2,000,000 in revenue to the county, to compete and support the Triple Crown Series in 2013. This will enhance economic development in the Newburgh area and Orange County overall, which will facilitate revenue and growth in the area. These events will further enable WE, Inc. to produce more events and significantly increase tourism, showcasing our beautiful Hudson Valley.

WE, Inc. also has plans to utilize the Newburgh Armory Unity Center in the City of Newburgh. Here we will arrange and host lacrosse and soccer tournaments, as well as logistics meetings for all planning stages of these events.

Social Effects -- Positive

The improvements to infrastructure and new leisure amenities that result from tourism also benefit the local community. Tourism encourages the preservation of traditional customs like sporting events and festivals that might otherwise have been allowed to decrease in strength. These events also create civic pride and as mentioned earlier in this proposal, many volunteers and community members have already played active roles in its success and have embraced the event. The OCTri has put Newburgh in the news for a positive event which has been another wonderful outcome. The OCTri can also help raise global awareness of issues such as

promoting a greener earth by bike riding and also address the obesity issue by partnering with local schools.

WE, Inc. promotes Orange County and all its businesses in the surrounding Hudson Valley area through national ads in sports magazines such as: Triathlete magazine, LAVA, Runners World, and USA Triathlon, which have a combined subscriber rate of 972,836. WE, Inc. also does promotional advertising through international events such as: Ironman in Arizona, Kona, New York, and Utah. This attracts athletes and sponsors on a national level. Thousands of athletes are reached through email blasts on Active.com, and use of social networking tools including Facebook, Blogger and Google. The OCTri website is updated daily and user friendly. The website also includes free links including a guide to the Hudson Valley and Orange County attractions. The Orange County Triathlon is unique to the area because it is the first multi-sport event offered exclusively in Orange County and the only one of its kind in the Hudson Valley.

The benefits of this event to Orange County are limitless and include:

- Benefits to the county through a campaign to have healthier schools, and get students of all ages to participate in volunteering and other aspects of the race. In 2012 we had students of all ages attend the race and get involved in many ways.
- This event will serve as an introduction to our young population to the Kids Triathlon to be scheduled for 2014. This race will be part of our Cool Kidz series of events with surrounding counties and towns such as Westchester and Rockland counties.
- Through triathlon training we have the opportunity to introduce swimming to inner city population to get kids of all ages involved and interested.
- Offer the businesses of Orange County an opportunity to showcase their goods and services at our finish festival vendor fair. This is something that many businesses have shown interest in and want to be associated with considering it is an event that promotes health and wellness in the county.
- This event is well known to the media and business owners in the county, they rely on it for advertising purposes and branding of their products.
- This will attract many people from all over the Hudson Valley and surrounding states to see the beauty we have in the Hudson Valley as well as shopping and lifestyle experiences here.
- We have many people here in Orange County that are very involved in volunteering and community support, sponsoring and participating in this event, it would be a detriment to Orange County to lose this event.

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.)

WE, Inc. keeps track of every athlete, vendor, and/or sponsor that we come in contact with for demographic information and repeat business. This allows us to keep informed and record the amount of funds spent in the Orange County area and region. This ranges from constant email and telephone contact with athletes, vendors and other important resources.

There are plans to institute a survey at the end of each event to collect accurate information from athletes and vendors which will measure and collect overall satisfaction impressions, numbers for overall budget creation, money spent locally, extended stay at hotels and rental cars, along with restaurant impact in the area, and related data.

PLEASE RETURN THIS APPLICATION TO:

Orange County Industrial Development Agency
Orange County Government Center
255 Main Street
Goshen, NY 10924

RESOLUTION APPROVING HUDSON VALLEY ECONOMIC DEVELOPMENT CORPORATION AS MANAGING DIRECTOR OF THE ORANGE COUNTY BUSINESS ACCELERATOR.

MOTION BY:

SECONDED BY:

Whereas, the OCBA Managing Director position has been vacant as of September 27, 2012 and this IDA needs to appoint a replacement to fill said position;

Now, Therefore, Be It Resolved that Hudson Valley Economic Development Corporation is appointed as of October 1, 2012, as Managing Director until December 31, 2013 at the contract amount of \$70,000.00 per year.

Further Resolved, that the IDA attorney, in conjunction with the Executive Director, is hereby authorized to prepare a contract with the Hudson Valley Economic Development Corporation and the Executive Director is hereby authorized to sign said contract on behalf of the IDA.

Vote:

Mr. Schreibeis

Ms. Rogulski

Mr. Van Leeuwen

Mr. Brescia

Mr. Steinberg

Mr. Van Leeuwen

Chairman Armistead

DATED: 10-17-12

AYES; NAYS

RESOLUTION

Motion By: _____
Seconded By: _____

RESOLUTION
(Hudson Valley Crossing, LLC Project)

A regular meeting of the Orange County Industrial Development Agency held on October 17, 2012 at 2:00 p.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane (Stewart Airport), New Windsor, New York 12553.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of Hudson Valley Crossing, LLC (the "Company").

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO (i) APPOINT HUDSON VALLEY CROSSING, LLC (THE "COMPANY") AS ITS AGENT FOR THE PURPOSE OF UNDERTAKING A CERTAIN PROJECT AS MORE FULLY SET FORTH BELOW; (ii) MAKE A DETERMINATION WITH RESPECT TO THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT; (iii) PROVIDE THE COMPANY WITH A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE PROJECT; AND (iv) EXECUTE AN AGENT AGREEMENT AND RELATED DOCUMENTS; PROVIDED, HOWEVER, THAT THE FINANCIAL ASSISTANCE PROVIDED BY THE AGENCY SHALL NOT EXCEED \$100,000 IN THE AGGREGATE UNTIL A PUBLIC HEARING IS HELD AND A SUBSEQUENT RESOLUTION IS ADOPTED

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, (hereinafter collectively called the "Act"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, **HUDSON VALLEY CROSSING, LLC**, for itself or on behalf of an entity to be formed (collectively, the "Company"), has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of various site improvements to certain properties located on County Route 99 in the Town of Hamptonburgh, Orange County, New York (the "Land") including, but not limited to: (A)(i) the widening and striping of County Route 99/Neeleytown Road, (ii) the construction of an entrance road from County Route 99 to the Land, (iii) the construction of an emergency access road to the Land, (iv) the extension of gas, electric and communications services from County Route 99 to the Land, (v) the construction of an approximately 1.18 mile water supply line along County Route 99, (vi) the extension of the existing sewer main onto the Land, (vii) improvements to the

stormwater collection facilities located on or about the Land, and (viii) related improvements and infrastructure (collectively, the "Improvements"), and (B) the acquisition and installation in, on and around the Improvements of certain items of equipment and other tangible personal property all to service the Carlisle Construction Materials Incorporated facility and for the future development of the remaining vacant land; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the financial assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will hold a public hearing and (i) negotiate and execute an agent agreement (the "Agent Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of constructing and equipping the Facility (the "Agent Agreement"), and (ii) provide Financial Assistance to the Company in the form of a sales and use tax exemption for purchases and rentals related to the Project (collectively, the "Financial Assistance"); and

WHEREAS, the Financial Assistance provided by the Agency to the Company under the Agent Agreement shall not exceed \$100,000 until a public hearing is held and a subsequent resolution is adopted by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as the New York State Environmental Quality Review Act or "SEQRA"), on April 2, 2012, the Town of Hamptonburgh Planning Board (the "Planning Board") determined through a coordinated review with the Town of Montgomery, that the Project was a Type I Action and that the potential environmental impacts associated with the Project were largely consistent with those potential impacts previously reviewed and mitigated in the generic environmental impact statement and associated findings statement issued by the Planning Board in August of 2002 and, to the extent that the proposed plan for the Project differed from the conceptual plan analyzed in the generic SEQRA review previously completed by the Planning Board, had found that such potential impacts did not constitute potential significant adverse environmental impacts, and thus issued a negative declaration pursuant to 6 N.Y.C.R.R. § 617.10(d)(3) of the SEQRA regulations (the "Determination of Consistency and Negative Declaration"); and

WHEREAS, pursuant to Article 18-A of the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of undertaking the Project; and

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(F) The Agency hereby ratifies the Planning Board's determinations that: (i) the potential environmental impacts associated with the Project are largely consistent with those potential impacts previously reviewed and mitigated in the generic environmental impact statement and associated SEQRA findings statement issued by the Planning Board in August of 2002; and (ii) to the extent that the proposed plans for the Project differ from the conceptual plan analyzed in the generic SEQRA review previously completed by the Planning Board, determine that such potential impacts do not constitute potential significant adverse environmental impacts requiring the preparation of a supplemental environmental impact statement, and thus warranting the issuance of a negative declaration for the Project pursuant to 6 N.Y.C.R.R. § 617.10(d)(3) of the SEQRA regulations.

Section 2. Subject to the Company executing the Agent Agreement in such form as approved by counsel and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the undertaking of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to undertake the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the

Agency could do if acting in its own behalf; *provided, however*, the Agent Agreement shall expire on December 31, 2013 (unless extended for good cause by the Executive Director of the Agency).

Section 3. The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute the Agent Agreement, a Sales Tax Exemption Letter, and related documents; *provided, however*, that the Financial Assistance provided to the Company by the Agency under the Agent Agreement shall not exceed \$100,000 until a public hearing is held and a subsequent resolution is adopted by the Agency.

Section 4. The Agency is hereby authorized to conduct a public hearing in compliance with the Act.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 6. These Resolutions shall take effect immediately.

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

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

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Secretary of the Orange County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 17th day of October, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

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

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 17th day of October, 2012.

Stephen Brescia, Secretary

Motion By: _____
Seconded By: _____

FINAL RESOLUTION
(CRH Realty III, LLC Project)

A regular meeting of the Orange County Industrial Development Agency was held on October 17, 2012 at 2:00 p.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of CRH Realty III, LLC (the "Company").

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO (i) TAKE TITLE TO OR A LEASEHOLD INTEREST IN AN APPROXIMATELY 17-ACRE PARCEL OF VACANT LAND LOCATED ON THE WEST SIDE OF NYS ROUTE 17M (NORTH OF THE INTERSECTION OF NYS ROUTE 17M AND GILBERT STREET) IN THE VILLAGE AND TOWN OF MONROE, ORANGE COUNTY, NEW YORK (THE "LAND"); (ii) APPOINT CRH REALTY III, LLC AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (iii) NEGOTIATE AND EXECUTE A LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED PAYMENT-IN-LIEU-OF-TAX AGREEMENT; (iv) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, (B) A PARTIAL REAL PROPERTY TAX ABATEMENT THROUGH THE PILOT AGREEMENT; AND (C) IF NECESSARY, A MORTGAGE RECORDING TAX EXEMPTION FOR FINANCING RELATED TO THE PROJECT; AND (v) EXECUTE RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **CRH REALTY III, LLC** (the "Company"), for itself or on behalf of an entity to be formed (the "Company"), has submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 17-acre parcel of vacant land located on the west side of NYS Route 17M (north of the intersection

of NYS Route 17M and Gilbert Street) in the Village and Town of Monroe, Orange County, New York (the "Land", being more particularly described as TMID No. 238-1-1), (ii) the construction on the Land of an approximately 128,000 square foot four-story building and related improvements to be used by the Company as a medical office (the "Improvements"); and (iii) the acquisition and installation in and around the Improvements of certain items of equipment and other tangible personal property including, but not limited to, office furniture, HVAC system, plumbing and electrical fixtures, back-up generators, elevators, MRI Machine, CT scanner, X-Ray machines and laboratory equipment (collectively, the "Equipment" and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on September 20, 2012, at 10:00 a.m. local time, in the Conference Room at the Monroe Village Hall, 7 Stage Road, Monroe, New York 10950, the Agency held a public hearing with respect to the Project and the proposed financial assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. A copy of the Minutes of the Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions ten (10) days prior to said Public Hearing are attached hereto as **Exhibit A**; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of acquiring, constructing and equipping the Facility pursuant to an agent agreement (the "Agent Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements, the Equipment and personal property constituting the Project (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iii) provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (b) a partial real property tax abatement through the PILOT Agreement, and (c) if necessary, a mortgage recording tax exemption for financing related to the Project; and

WHEREAS, on August 15, 2011, the Village of Monroe Planning Board issued a negative declaration (the "Negative Declaration") under Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA") regarding the Project, a copy of which is attached hereto as **Exhibit B**; and

WHEREAS, the Agency was identified as an involved agency by the Village of Monroe Planning Board with respect to the SEQRA review that was conducted for the Project; and

WHEREAS, the Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents have been negotiated and are presented to this meeting for approval and execution.

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project; and

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(F) Based upon a review of the Application and the coordinated SEQRA review of the Project completed by the Village of Monroe Planning Board (the "Planning Board"), the Agency hereby:

(i) consents to and affirms the status of the Planning Board as Lead Agency for purposes of completing a coordinated SEQRA review of the Project;

(ii) determines that the proceedings undertaken by the Planning Board as Lead Agency regarding the Project satisfied the requirements of SEQRA;

(iii) ratifies the Negative Declaration issued by the Planning Board on August 15, 2011 for the Project; and

(iv) determines that all of the provisions of SEQRA that are required to be complied with as a condition precedent to the approval of the Financial Assistance contemplated by the Agency with respect to the Project and the participation by the Agency in undertaking the Project have been satisfied.

Section 2. Subject to the Company executing the Agent Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the Agent Agreement shall expire on December 31, 2013 (unless extended for good cause by the Executive Director of the Agency) if the Lease Agreement, Leaseback Agreement and PILOT Agreement contemplated have not been executed and delivered.

Section 3. The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the

opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 6. These Resolutions shall take effect immediately.

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

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

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Secretary of the Orange County Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Orange
County Industrial Development Agency (the "Agency") including the resolution contained
therein, held on October 17, 2012, with the original thereof on file in my office, and that the
same is a true and correct copy of the proceedings of the Agency and of such resolution set forth
therein and of the whole of said original insofar as the same relates to the subject matters therein
referred to.

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

I FURTHER CERTIFY that there was a quorum of the members of the Agency present
throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force
and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 17th
day of October, 2012.

Stephen Brescia, Secretary