Motion By: HANK VAN LEEUWEN
Seconded By: BOB ARMISTEAD

FINAL RESOLUTION
(Millennium Pipeline Company, LLC Project)

A regular meeting of the Orange County Industrial Development Agency was convened on July 19, 2006, at 3:00 p.m. (local time) at the County Government Center, 255-275 Main Street, Goshen, New York.

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 Millennium Pipeline Company, LLC:

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX-AGREEMENT, MORTGAGE AND RELATED DOCUMENTS WITH RESPECT TO A CERTAIN PROJECT (DESCRIBED BELOW)

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, (the "Act"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (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, **MILLENIUM PIPELINE COMPANY, LLC**, a limited liability company having offices at One Blue Hill Plaza, Seventh Floor, Pearl River, New York 10965, 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 a certain project (the "Project") consisting of: (i) the acquisition by the Agency of fee title to or other interest in a certain parcel of land located in the Towns of Deerpark, Greenville, Minisink, Tuxedo and Warwick, Orange County, New York (the "Land") and the existing improvements located thereon and thereunder, consisting principally of approximately 32± miles of an approximately 182-mile existing natural gas transportation pipeline (the "Existing Improvements"); (ii) the construction, reconstruction and equipping on and under the Land of upgrades to the Existing Improvements including, but not limited to, new compressor stations and pipelines (collectively the "Improvements"); and (iii) the acquisition in and around the Improvements of certain items of equipment and other tangible personal property (the "Equipment," and collectively with the Land and the Existing Improvements and the Improvements, the "Facility"); all in furtherance of providing natural gas service to users located or locating at or in areas surrounding the Land in Orange County, New York; and

WHEREAS, the Agency, by resolution duly adopted on March 22, 2006, accepted the Application of the Company and directed that public hearings (the "Public Hearings") be held in compliance with Section 859-a of the Act; and

WHEREAS, on May 15, 2006, the Agency held said Public Hearings at (i) at 9:00 a.m. at Tuxedo Town Hall, One Temple Drive, Tuxedo, New York 10987; (ii) at 10:30 a.m. at Warwick Village Hall, 77 Main Street, Warwick, New York 10990; (iii) at 12:00 p.m. (noon) at Minisink Town Hall, 20 Roy Smith Drive, Westtown, New York 10998; (iv) at 1:30 p.m. at Greenville Town Hall, 1537 US Highway 6, Port Jervis, New York 12771; and (v) at 3:00 p.m. at Deerpark Town Hall, 420 Route 209, Huguenot, New York 12746; each with respect to the Project and the proposed financial assistance being contemplated by the Agency, where at interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, on May 17, 2006, the Agency adopted a resolution describing the Project, the financial assistance that the Agency is contemplating with respect to the Project and made certain other findings with respect to the Project; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of acquiring, constructing, reconstructing and equipping the Project 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 (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) a mortgage recording tax exemption for the financing related to the Project; and

WHEREAS, the financial assistance provided to the Company under the proposed PILOT Agreement deviates from the Agency's Uniform Tax Exemption Policy; and

WHEREAS, notice letters detailing the proposed deviation were mailed or delivered to the chief executive officers of each Affected Tax Jurisdiction on May 22, 2006; and

WHEREAS, the Agency has waited at least thirty days for comments from the Affected Tax Jurisdictions and, no comments on the proposed deviation having been received, the Agency may proceed.

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

Section 1. The Chairman, Vice Chairman, Administrative Director and/or the Deputy Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents in the form presented at this meeting, or as approved by counsel to the Agency, with such changes as shall be approved by the Chairman, Vice Chairman and/or the Administrative Director upon execution. The forms of such documents presented at this meeting are herby

approved with such changes as approved by local and transaction counsel to the Agency and the Administrative Director of the Agency.

Section 2. The Chairman, Vice Chairman and/or Administrative 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") to finance equipment and other personal property and related transactional costs (hereinafter, with the Agent Agreement, Lease Agreement, Leaseback Agreement and PILOT Agreement, collectively called 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 Administrative Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Administrative 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 Facility.

Section 3. 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 4. The Agency hereby finds that all procedures contained in the Act for deviation from the Agency's uniform tax exemption policy have been satisfied. The terms of such deviation under the PILOT Agreement are hereby approved.

Section 5. 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:

	Yea	*Nay*	*Absent*	*Abstain*
Robert Armistead	✓			
Henry P. VanLeeuwen	✓			
Daniel F. Coleman			✓	
Steve Brescia			✓	
John Steinberg	✓			
David S. MacFarland	✓			

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 annexed extract of minutes of the meeting of the Orange County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on July 19, 2006, 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 related 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 such 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 affixed the seal of said Agency this 19th day of July, 2006.

ACTING Secretary

[SEAL]