

Motion By: Van Leeuwen  
Seconded By: Logulski

## RESOLUTION

*(Carlisle Construction Materials Incorporated Project)*

A regular meeting of the Orange County Industrial Development Agency was held on May 16, 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 Carlisle Construction Materials Incorporated (the "Company").

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY RATIFYING AND CORRECTING THE RESOLUTION ADOPTED BY THE AGENCY ON APRIL 18, 2012 RELATIVE TO THE PROJECT BEING UNDERTAKEN FOR THE BENEFIT OF CARLISLE CONSTRUCTION MATERIALS, INCORPORATED.

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 "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, **CARLISLE CONSTRUCTION MATERIALS, INCORPORATED** (the "Company") has previously submitted an 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 a leasehold interest in, an approximately 31-acre parcel of vacant land located on Eager Road in the Town of Hamptonburgh, Orange County, New York (the "Land", being more particularly described as part of TMID No. 1-1-21.21), (ii) the construction on the Land of an approximately 350,000 square-foot building and related improvements to be used by the Company as office space and space to produce and distribute insulation products for the commercial and industrial waterproofing and roofing markets (the "Improvements"); and (iii) the acquisition in and around the Improvements of certain items of equipment and other tangible personal property including, but not limited to, tanks, pumps, piping, laminating and packaging equipment (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, by resolution dated April 18, 2012 (the "Original Final Resolution"), the Agency authorized the execution and delivery of the a lease agreement (the "Lease Agreement"),

leaseback agreement (the "Leaseback Agreement"), payment-in-lieu-of-tax agreement (the "PILOT Agreement") and related documents be negotiated (collectively, the "Closing Documents"); and

WHEREAS, at the time of the adoption of the Original Final Resolution, the Agency proceeded with the understanding that, 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") had determined 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 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, at the time of the adoption of the Original Final Resolution, the Planning Board had not adopted the Determination of Consistency and Negative Declaration and such adoption did not take place until May 3, 2012; a copy of the Determination of Consistency and Negative Declaration is attached hereto as Exhibit A; and

WHEREAS, the Agency desires to adopt a resolution correcting the Original Final Resolution, ratifying the findings made by the Agency in the Original Final Resolution and any and all actions taken by the Agency (and the Company) in reliance on the Original Final Resolution (including the execution and delivery of the Closing Documents) and authorizing the Agency to provide benefits to the Company.

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

Section 1. The Agency hereby recognizes that at the time of the adoption of the Original Final Resolution, the Agency proceeded with the understanding that a determination of consistency and negative declaration had been adopted on April 2, 2012, in accordance with the SEQRA and, in fact, such adoption did not take place until May 3, 2012 (the "Determination of Consistency and Negative Declaration"). 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 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. The Agency hereby ratifies all findings made in the Original Final Resolution and all actions taken by the Chairman, Vice Chairman and/or the Executive Director of the Agency and the Company and their respective counsel (including the execution and delivery of the Closing Documents) in reliance thereon.

Section 3. Any and all actions heretofore taken by the Agency, for and on behalf of the Company, are hereby ratified, confirmed and approved in their entirety.

Section 4. 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 5. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a 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.	✓			
James Petro, Jr.	✓			

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 May 16, 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 16<sup>th</sup> day of May, 2012.

  
Acting Secretary

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**EXHIBIT A**

**Town of Hamptonburgh Planning Board's  
Determination of Consistency and Negative Declaration**

[See Attached]