

Motion By: HANK VAN LEEUWEN  
Seconded By: STEVE BRESCIA

**RESOLUTION**  
(F.W. Webb Company Project)

A regular meeting of the Orange County Industrial Development Agency held 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 F.W. Webb Company (the "Company").

RESOLUTION (i) ACCEPTING THE APPLICATION OF F.W. WEBB COMPANY WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE LOCATED ON CORPORATE BOULEVARD IN THE TOWN OF NEWBURGH, ORANGE COUNTY, NEW YORK, (ii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO SUCH PROJECT AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH PROJECT

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, **F.W. WEBB COMPANY**, a Massachusetts corporation, authorized to conduct business under the laws of the State of New York, having an office at 17 Erie Boulevard, Albany, New York 12204, 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: (1) the acquisition by the Agency of a leasehold or other interest in an approximately five-acre parcel of land located on Corporate Boulevard (Tax Map ID: Lot 2B-1; Map No. 816-05) in the Town of Newburgh, Orange County, New York (the "Land"); (2) the construction by the Company on the Land of an approximately 60,000 square-foot wholesale distribution center for the distribution of plumbing, heating and cooling products (the "Improvements"); and (3) the acquisition of and installation in and around the Improvements by the Company of machinery, equipment, furniture, fixtures and other items of tangible personal property (the "Equipment," and collectively with the Land and the Improvements, collectively the "Facility"); and

WHEREAS, the Company has indicated in the Application that the maximum estimated cost of undertaking the Project will be approximately \$3,400,000; and

WHEREAS, the Agency is contemplating (1) designating the Company as its agent for the purpose of undertaking the Project and (2) providing financial assistance to the Company for the Project (collectively, the "Financial Assistance") in the form of: (A) a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency shall take and hold title to the Land (or an interest therein), the Improvements and Equipment for a period of time and sell or lease the same back to the Company (the "Straight Lease"), (B) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction or equipping of the Facility, (C) the grant of one or more mortgage liens on the Land (or such interest therein as is conveyed to the Agency) and the Improvements (the "Mortgages") to secure the indebtedness incurred by or for the benefit of the Company in connection with the Project, which Mortgages would be exempt from all mortgage recording taxes imposed by the State and any political subdivision thereof) and (D) a partial abatement of the real property taxes assessable against the Facility pursuant to the terms of a PILOT Agreement to be negotiated (the "PILOT") all in compliance with the Agency's uniform tax exemption policy; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any financial assistance to any project, the Agency, among other things, must hold a public hearing with respect to the Project; 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.

NOW, THEREFORE, BE IT RESOLVED by the Orange County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application and accompanying materials and, based upon the representations made by the Company to the Agency in the Application and accompanying materials, the Agency hereby makes the following findings and determinations with respect to the Facility;

(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;

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

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

(D) 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.

Section 2. The Agency is hereby authorized to hold a public hearing with respect to the Project as required by the Act at such time and place as shall be determined by the Chairman, Vice Chairman and/or Administrative Director of the Agency. The Administrative Director, on behalf of the Agency, is authorized and directed to publish and mail a notice of such public hearing as required by the Act.

Section 3. The Agency's approval of the Financial Assistance shall be by one or more further resolutions of the Agency and shall be subject to the terms and conditions as are set forth therein.

Section 4. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its final determination whether to approve the Financial Assistance.

Section 5. The Chairman (or Vice Chairman) and/or Administrative Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 6. This resolution 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:

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

The Resolution was thereupon declared 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 19<sup>th</sup> day of July, 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 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 19<sup>th</sup> day of July, 2006.

*Acting*   
Secretary

[SEAL]