

Motion By: Schreibeis
Seconded By: Diana

RESOLUTION

(CRH Realty III, LLC and CRH Realty VIII, LLC Project)

A regular meeting of the Orange County Industrial Development Agency was held on October 20, 2016 at 1:00 p.m. (local time) at the offices of 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 ("CRH III") and CRH Realty VIII, LLC ("CRH VIII").

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO (i) CONSENT TO THE TERMINATION OF CERTAIN SUBLEASES ON THE MONROE FACILITY (AS DEFINED HEREIN) AND THE NEWBURGH FACILITY (AS DEFINED HEREIN) (ii) CONSENT TO THE EXECUTION AND DELIVERY OF CERTAIN NEW SUBLEASES OF THE MONROE FACILITY AND THE NEWBURGH FACILITY (iii) CONSENT TO THE TRANSFER OF CRH III'S MEMBERSHIP INTERESTS (iv) CONSENT TO THE TRANSFER OF OWNERSHIP OF THE NEWBURGH FACILITY (v) EXECUTE AND DELIVER CERTAIN ASSIGNMENT AND ASSUMPTION AGREEMENTS AND RELATED DOCUMENTS IN CONNECTION WITH THE SALE OF THE NEWBURGH FACILITY AND (vi) EXECUTE AND DELIVER ONE OR MORE MORTGAGES AND RELATED DOCUMENTS WITH RESPECT TO THE MONROE FACILITY AND THE NEWBURGH FACILITY

WHEREAS, by Title I 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 III is the owner of real property located at 855 Route 17M, Monroe, New York (the "Monroe Facility") and previously entered into a series of transactions with the Agency related to the acquisition, construction and equipping of the Monroe Facility; and

WHEREAS, CRH III currently subleases the Monroe Facility to Crystal Run Healthcare LLP and now desires to terminate such sublease and enter a new sublease for the Monroe Facility with Crystal Run Transformation Services, LLC (the "Monroe Sublease"); and

WHEREAS, CRH III desires to transfer its membership interests to a "newco", for reasons more fully described in the correspondence attached hereto as Exhibit A and pursuant to Section 6.3(a) of that certain Leaseback Agreement, dated as of February 1, 2013, as amended and restated on as of October 1, 2015 (as so amended and restated, the "CRH III Leaseback Agreement") such transfer of CRH III's membership interest requires the consent of the Agency; and

WHEREAS, the CRH III has requested that the Agency (together with the CRH III) execute one or more mortgages (collectively, the "CRH III Mortgage") and related documents in favor of an unrelated third party lender (the "CRH III Lender"), which CRH III Mortgage would be exempt from New York State and certain local mortgage recording taxes; and

WHEREAS, CRH VIII is the owner of real property located at 1200 Route 300, Newburgh, New York (the "Newburgh Facility") and previously entered into a series of transactions with the Agency related to the acquisition, construction and equipping of the Newburgh Facility (the "CRH VIII Project Documents"); and

WHEREAS, CRH VIII currently subleases the Newburgh Facility to CRH LLP and now desires to terminate such sublease and obtain a new sublease for the Newburgh Facility among Crystal Run Transformation Services, LLC, CRH LLP and certain other parties (the "Newburgh Sublease"); and

WHEREAS, CRH VIII is in negotiations to sell the Newburgh Facility to an unrelated third party (the "Purchaser") and desires to assign the CRH VIII Project Documents to the Purchaser;

WHEREAS, the CRH VIII has requested that the Agency (together with the CRH VIII and/or the Purchaser) execute one or more mortgages (collectively, the "CRH VIII Mortgage") and related documents in favor of an unrelated third party lender (the "CRH VIII Lender"), which CRH VIII Mortgage would be exempt from New York State and certain local mortgage recording taxes; and

WHEREAS, the Agency desires to adopt a resolution (i) consenting to the termination of the existing sublease on the Monroe Facility and the execution and delivery of the new Monroe Sublease; (ii) consenting to the transfer of CRH III's membership interests to the newco pursuant to Section 6.3(a) of the CRH III Leaseback Agreement; (iii) authorizing the execution and delivery of the CRH III Mortgage and the exemption thereof from New York State and certain local mortgage recording taxes; (iv) consenting to the termination of the existing sublease on the Newburgh Facility and the execution and delivery of the new Newburgh Sublease; (v) consenting to the transfer of ownership of the Newburgh Facility to the Purchaser; (vi) authorizing the assignment of the CRH VIII Project Documents and related financial assistance pursuant to a certain Assignment and Assumption Agreement, to be dated on or about November 1, 2016, and such other documents as are necessary to effect the assignment (collectively, the "CRH VIII Assignment"); and (vii) authorizing the execution and delivery of the CRH VIII

Mortgage and the exemption thereof from New York State and certain local mortgage recording taxes.

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

Section 1. The Agency hereby consents to the termination of the existing sublease on the Monroe Facility and the execution and delivery of the new Monroe Sublease.

Section 2. The Agency hereby consents to the transfer of CRH III's membership interests to the newco pursuant to Section 6.3(a) of the CRH III Leaseback Agreement.

Section 3. The Agency hereby consents to the termination of the existing sublease on the Newburgh Facility and the execution and delivery of the new Newburgh Sublease.

Section 4. The Agency hereby consents to the transfer of the Newburgh Facility to the Purchaser.

Section 5. The Agency hereby approves the assignment of the CRH VIII Project Documents and related financial assistance pursuant to the CRH VIII Assignment, including, but not limited to, the continuation of the financial assistance provided under the PILOT Agreement in accordance to its terms; provided, however, that such CRH VIII Assignment contain provisions requiring the Purchaser to continue to operation the Newburgh Facility as originally contemplated, as such provisions are approved by counsel to the Agency.

Section 6. The Chairman, Vice Chairman and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the CRH III Mortgage and any assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by the CRH III Lender (hereinafter the "CRH III Financing Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the CRH III Financing Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Operating Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Chief Operating Officer 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 Monroe Facility.

Section 7. The Chairman, Vice Chairman and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the CRH VIII Mortgage and any assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by the CRH VIII Lender (hereinafter the "CRH VIII Financing Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the CRH VIII Financing Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Operating

Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Chief Operating Officer 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 Newburgh Facility.

Section 8. 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 9. 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 T. Armistead	✓			
Mary Ellen Rogulski	✓			
Edward Diana	✓			
Stephen Brescia			✓	
John Steinberg, Jr.			✓	
Henry VanLeeuwen			✓	
Robert J. Schreibeis, Sr.	✓			

The Resolutions were thereupon duly adopted.

CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

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

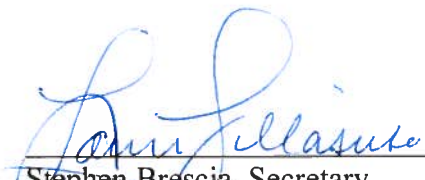
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on October 20, 2016, with the original thereof on file in my office, and that the same is a true and correct copy 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
20 day of October, 2016.




Stephen Brescia, Secretary

Laurie Vellasure Chief Operating Officer

EXHIBIT A