

**COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY
INDUCEMENT RESOLUTION**

Regarding

MILLENNIUM PIPELINE COMPANY, L.L.C.

WHEREAS, the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York) (the "Act") authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of its inhabitants, and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, an application dated January 29, 2013, has been submitted to the Agency by or on behalf of Millennium Pipeline Company, L.L.C. (the "Company") requesting that the Agency undertake a project in the Town of Ramapo, New York, consisting of the approval of a payment in lieu of taxes agreement ("PILOT Agreement") adopted by the affected tax jurisdictions, as herein defined, in connection with a right-of-way approximately 50 feet wide and 23,047 feet long, together with the improvements presently located thereon collectively constituting an approximately 18,250 foot long, 30-inch diameter natural gas transportation pipeline, an approximately 4,797-foot long, 24-inch diameter natural gas transportation pipeline, and related equipment and facilities (collectively, the "Project Facility"), as more fully described in the application and supplemental materials; and

WHEREAS, in its application, the Company has represented that the Project is expected to implement a property tax settlement reached between the Company and involved taxing jurisdictions being in the Town of Ramapo, County of Rockland and the Ramapo Central School District (collectively, the "Tax Jurisdictions") and thereby preserve the operation of the Project Facility, and has made additional factual representations concerning itself and the Project upon which the Agency is relying in adopting this resolution; and

WHEREAS, in its application for assistance, the Company has made further representations with respect to the qualification of the Project as a "project" under the Act, and the Company has represented and the Agency has determined that such qualification is supported by the information presented in the application; and

WHEREAS, the Agency intends to induce the Company to proceed with the Project pending completion of arrangements by the Company, the Tax Jurisdictions, and the Agency for providing assistance in facilitating implementation of the property tax settlement between the Company and the Tax Jurisdictions in the form of PILOT Agreement and such additional documents as may be required for the Agency to provide the assistance set forth in the PILOT Agreement.

NOW, THEREFORE, the County of Rockland Industrial Development Agency hereby resolves as follows:

Section 1. Qualification of Project.

The Agency hereby determines that the undertaking of the Project and the provision of financial assistance by the Agency in the form of a PILOT Agreement is authorized by the Act and will be in furtherance of the policy of the State of New York as set forth therein.

Section 2. Commercial Project Determinations.

The Agency hereby further specifically determines based on the representations and information presented by the Company in the application, that:

1. The Project will allow for the continued use of an existing facility.
2. The Project will allow the property to continue to generate ratables for the County and the Tax Jurisdictions,
3. The Project will lead to the retention of employment in the County.

The Agency further determines that the Agency's participation in the Project does not constitute an "action" under the State Environmental Quality Review Act ("SEQRA"), and accordingly that no further action need be taken under SEQRA with regard to the Project.

Section 3. Authorization to Proceed.

The Company is authorized to undertake the Project.

Section 4. Assistance of Company.

The members, representatives, and agents of the Agency are hereby authorized and directed to take all actions deemed appropriate to assist the Company in commencing and carrying out the Project to include the providing of an exemption from property taxes.

Section 5. Reimbursement of Costs of Expenses.

Any expenses incurred by the Agency with respect to the Project, including attorney's fees and disbursements, shall be reimbursed by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages, including attorney's fees and disbursements, incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project.

Section 6. No Recourse or Personal Liability.

No provision of this resolution or any other related document shall constitute or give rise to a charge upon the general credit of the Agency or impose upon the Agency a pecuniary liability except as may be payable from the limited sources set forth above. No recourse shall be had for the payment of or performance of any obligation in connection therewith against any employee, officer, member, representative or agent of the Agency, nor is or shall any such person become personally liable for any such payment or performance.

Section 7. Effect of Resolution.

In adopting this resolution, notwithstanding any other provision hereof, the Agency assumes no responsibility for assisting the Company in relation to the Project. This resolution is not a contract between the Agency and the Company and it shall not be construed as such.

Section 8. Delivery of Resolution.

The Secretary of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this resolution to the County Executive of the County of Rockland for review in accordance with the Act.

Section 9. Expiration Date of Resolution.

This resolution may be deemed by the Agency to have expired at any time after twelve months from the date hereof.

Section 10. Effective Date.


The resolution shall take effect immediately upon approval by the County Executive of the County of Rockland and its acceptance by the Company.

Adopted: February 14, 2013

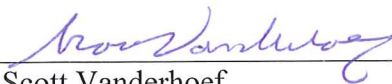
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CERTIFIED to be a true and correct copy of the resolution adopted on February 14, 2013 by the Members of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Name: HOWARD HOLLMAN
Title: SECRETARY

Approved: February 20, 2013


C. Scott Vanderhoef
County Executive of the
County of Rockland

Accepted: February 14, 2013

Millennium Pipeline Company, L.L.C.

By:  