

CLOSING MEMORANDUM

GREENE COUNTY INDUSTRIAL DEVELOPMENT AGENCY _____. PROJECT

I. ACTION TAKEN PRIOR TO CLOSING

The Greene County Industrial Development Agency (the "Agency"), a public benefit corporation duly organized and existing under the laws of the State of New York with an address for the transaction of business at 270 Mansion Street, New York 12051, agrees to provide financial assistance to _____ (the "Company"), in connection with the acquisition of the following project under the current jurisdiction of the Agency consisting of: **[INSERT PROJECT DESCRIPTION]** The Project Facility is to be leased by the Agency to the Company pursuant to the provisions of a certain lease agreement dated as of _____, 2011 (the "Lease Agreement").

Among the actions taken by the Agency and the Company in respect of the Project were the following:

- _____, 2011 The Agency determines that the reconstruction of the Project is a Type II action and no further review is required within the meaning of Article 8 of the New York State Environmental Conservation Law ("SEQR").
- _____, 2011 The Agency passes a Resolution authorizing the acquisition and installation of the Project Facility and the execution and delivery of Lease Agreement to which the Agency is a party.

II. ACTION TO BE TAKEN AT CLOSING

The following documents or copies thereof (the "Financing Documents"), are to be delivered (except as indicated) to the Agency, Agency's Counsel, the Company as follows:

A. BASIC INSTRUMENTS:

1. License to Agency.
2. Bill of Sale to Agency.
3. Lease Agreement.

B. ITEMS TO BE DELIVERED BY THE AGENCY:

1. Certificate Regarding No Conflicts of Interest.
2. Sales Tax Certificate.
3. ST-60.

C. ITEMS TO BE DELIVERED BY THE COMPANY:

1. Special Counsel Disclosure Statement.
2. Affidavit of Project Costs.
3. Insurance Certificate evidencing compliance with the requirements of Article VI of the Lease Agreement.

D. OPINIONS OF COUNSEL:

1. Opinion of Segel, Goldman, Mazzotta & Siegel, P.C., Special Counsel to Agency, addressed to the Agency.