

Resolution and Minutes of a Special
Meeting of the Members and Board of
Directors of The City of Kingston Local
Development Corporation (KLDC), held at
City Hall, One Garraghan Drive, Kingston,
New York, at 8:00 a.m. on April 11, 1996,
in accordance with due notice.

Mayor T.R. Gallo, President of the Corporation and Chairman of the Board of Directors, called the Special Meeting to order and presided over the meeting. John H. Dwyer, Vice President, called the roll and the following directors were present:

1. <u>T. R. Gallo</u>	5. <u>G. Fitzgerald</u>	9. <u>B. McLean</u>
2. <u>J. Dwyer</u>	6. <u>B. Jordan</u>	10. <u> </u>
3. <u>R. Mathews</u>	7. <u>R. Polacco</u>	11. <u> </u>
4. <u>K. Vetere</u>	8. <u>T. Hoffay</u>	

Mayor T. R. Gallo stated that notice of the Special Meeting was given to all of the members and directors.

The Mayor then stated that a quorum was present and that the meeting was competent to transact business.

The Mayor then stated that the meeting was called at his request to consider the following business:

1. To adopt and file written Findings required by the SEQRA regulations concerning the proposed Kingston Business Park and the acquisition by KLDC of the 107.056 acre site.
2. To make a decision on whether to elect to exercise the Corporation's Option to Purchase the site and acquire the site for the proposed development as a business park.
3. If the Corporation elects to acquire the property, to:
 - (a) vote on the adoption of the proposed Performance and Development Standards applicable to the business park;

(b) authorize and empower the Mayor as President of KLDC and other officers to enter into a lease agreement with Huck International, Incorporated for the lease of the 15.393 acre parcel and appurtenant non-exclusive easements and facilities for the purpose of constructing and operating a manufacturing facility containing approximately 142,200 square feet pursuant to the approved site plans and approval conditions.

WHEREAS, Applicant is a Local Development Corporation organized and existing pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law of the State of New York, and was incorporated on May 26, 1994; and

WHEREAS, this Corporation was organized under Article XIV of the Not-For-Profit Corporation Law for the primary purpose of promoting and assisting in the growth and development of business concerns within the City of Kingston, and particularly to encourage location and expansion of industrial, manufacturing and commercial capacity and the creation of new and improved job opportunities. Paragraph "Second" of the Certificate of Incorporation provides as follows:

The Corporation shall be a non-profit Local Development Corporation organized under Article XIV of the Not-For-Profit Corporation Law and operated exclusively for the charitable or public purpose of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, promoting instruction or training of individuals to improve or develop their capabilities for such jobs, including the carrying on of scientific research for such purposes, for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new business and industry to such area, or by encouraging the development of, or retention of, business and industry in such territory and lessening the burdens of government and acting in the public interest.

WHEREAS, in furtherance of the above purposes, the Applicant is empowered to do the following:

- a) To construct, acquire, rehabilitate and improve for the use by others industrial, commercial or manufacturing buildings or plants within the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such buildings or plants for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
- b) To acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property or interests therein;
- c) To borrow money and to issue negotiable bonds, notes and other obligations therefor;
- d) Without leave of the Court, to sell, lease, mortgage or otherwise dispose of or encumber any such buildings or plants or any portions thereof or any of its real or personal property or any interest therein upon such terms as it may determine;
- e) In connection with loans from New York Job Development Authority, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of industrial, commercial or manufacturing buildings or plants within the territory in which its operations are principally to be conducted; and
- f) To do all and everything suitable for the accomplishment of any of the foregoing purposes.

WHEREAS, KLDC is presently the holder of an Option to Purchase 107.056 acres of land and appurtenant easements from Tilcon Minerals, Inc., which land is situate northerly of Delaware Avenue in the City of Kingston, Ulster County, New York (hereinafter referred to as the "site"); and

WHEREAS, KLDC desires to develop the site as a business park and in furtherance thereof has made applications to the City of Kingston Planning Board for site development plan approval of Phase I of the proposed park, as well as conceptual approval of future phases of the park; and

WHEREAS, the acquisition of the site and the requested site development plan approval are two of a number of related activities and actions, including the proposed rezoning of the site from RRR Residential to M-1 Light Manufacturing; and

WHEREAS, pursuant to 6 NYCRR Part 617.6 (b) and (c) of the SEQRA regulations, on July 13, 1995 the City of Kingston Planning Board was confirmed as lead agency under SEQRA to conduct the coordinated environmental review of this project and related actions, and, pursuant to Part 617.6 (g), issued a Positive Declaration requiring the preparation of a Draft Generic Environmental Impact Statement (DGEIS); and

WHEREAS, on November 9, 1995 the City of Kingston Planning Board, as lead agency, accepted the DGEIS submitted by KLDC as satisfactory with respect to its scope, content and adequacy for the purpose of commencing public review; and

WHEREAS, a Notice of Completion of the DGEIS, a Notice of Public Hearing and the DGEIS were filed with KLDC and the other involved agencies; and

WHEREAS, on November 30, 1995 a consolidated and coordinated public hearing was held by the City of Kingston Planning Board and the Laws and Rules Committee of the Common Council of the City of Kingston as required by Article IX, Section 123-65 of the City Code and Section 83 of the General City Law; and

WHEREAS, the purpose of said coordinated public hearings was to consider: 1) the environmental impacts of the proposed actions; 2) the proposed amendment to the Zoning Map of the City of Kingston; 3) the proposed Site Development Plan for Phase I of the business park; and

4) a subdivision, and all testimony was duly transcribed by a stenographer and made part of the record; and

WHEREAS, comments on the proposed action were received by the lead agency until December 18, 1995, and on January 25, 1996 the Planning Board, as lead agency, prepared and filed its Final Generic Environmental Impact Statement (FGEIS) and Notice of Completion as required by law; and

WHEREAS, as the 107.056 acres which is the subject of this action is situate within the coastal area delineated in the City of Kingston Local Waterfront Revitalization Program and the Waterfront Advisory Committee has rendered its written recommendations, which recommendations indicate that the proposed rezoning and business park is consistent with the standards and policies of the Local Waterfront Revitalization Program, a copy of which recommendations are annexed hereto and made a part hereof; and

WHEREAS, on February 8, 1996 the City of Kingston Planning Board, as lead agency, made and filed its written Findings Statement in this action; and

WHEREAS, on February 13, 1996 the Common Council of the City of Kingston adopted a Resolution and Ordinance amending the Zoning Map of the City of Kingston by changing the zoning classification of the 107.056 acres site from RRR Residential to M-1 Light Manufacturing; and

WHEREAS, on February 20, 1996 the Zoning Board of Appeals of the City of Kingston granted KLDC the requested variance from the off-street parking standards of the City of Kingston Zoning Ordinance; and

WHEREAS, on March 14, 1996 the City of Kingston Planning Board granted its approval of the site development plan for Phase I of the proposed Kingston Business Park, its conceptual approval of the development of the

balance of the proposed park and its approval of a three lot subdivision to accommodate Phase I; and

WHEREAS, more than ten (10) days have passed since the filing of the FGEIS; and

WHEREAS, all conditions precedent to KLDC taking final action on this proposed acquisition have been satisfied and completed; and

WHEREAS, KLDC and its advisors have carefully examined, analyzed and evaluated the FGEIS and Findings Statement prepared, adopted and filed by the lead agency, which Statement identifies the social, economic and environmental considerations that have been weighed in evaluating this action and project, including the potential benefits that would accrue to the City of Kingston and surrounding region if the site was rezoned and developed as a business park (said Findings Statement is annexed hereto and made a part hereof);

NOW, THEREFORE, BE IT RESOLVED, that KLDC concurs with the completed Findings of the City of Kingston Planning Board as lead agency and determines that the same respond fully to the identified environmental concerns of KLDC; and

BE IT FURTHER RESOLVED, that KLDC hereby ratifies and confirms all of the lead agency's Findings in the form and content annexed hereto, and adopts such Findings in their entirety as the Findings of KLDC in this action; and

BE IT FURTHER RESOLVED, that said written Findings Statement of KLDC in the form and content annexed hereto shall be filed with all involved agencies pursuant to 6 NYCRR Part 617.9 (c) and 617.10 (i); and

BE IT FURTHER RESOLVED, that KLDC determines, for the reasons set forth in the FGEIS and Findings Statement, that KLDC hereby elects to exercise its Option Agreement with Tilcon Minerals, Inc. and shall purchase and acquire the 107.056 site and appurtenant easements for the sum of \$422,000.00 for development as the Kingston Business Park pursuant to the approved site development plans and rezoning of the site; and

BE IT FURTHER RESOLVED, that the proposed Performance and Development Standards applicable to the Kingston Business Park in the form and content as annexed hereto are hereby adopted; and

BE IT FURTHER RESOLVED, that KLDC is hereby authorized to execute and deliver to Huck International, Incorporated, a Delaware Corporation, having offices at 6 Thomas Street, Irvine, California 92718, as lessee, an agreement for the lease of the 15.393 acre parcel and appurtenant facilities for the purpose of constructing and operating a manufacturing facility containing approximately 142,200 square feet pursuant to the approved site plans and pertinent conditions attached hereto. Said lease shall be for an initial term of twenty (20) years with an option in lessee to extend the term of the lease for seven (7) additional periods of ten (10) years plus one additional term of nine (9) years; and

BE IT FURTHER RESOLVED, that KLDC determines that the above actions are consistent with the policies and conditions and standards of the Kingston Local Waterfront Revitalization Program; and

BE IT FURTHER RESOLVED, that the Mayor, as President of KLDC, and such other officers as required, be and they are each authorized on behalf of KLDC to execute all such instruments and to do all such other acts and things as may be necessary, appropriate, or convenient for the purposes of carrying out the foregoing resolutions.

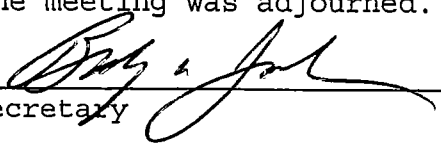
The above Resolution having been moved by J. Dwyer

and seconded by B. McLean.

MEMBERS AND DIRECTORS VOTING AS FOLLOWS:	AYE	NAY
MAYOR T. R. GALLO, President	<u>x</u>	<u> </u>
JOHN H. DWYER, Vice President	<u>x</u>	<u> </u>
MICHAEL F. MURPHY, (absent, vote by proxy) Treasurer	<u>x</u>	<u> </u>
BRADLEY JORDAN	<u>x</u>	<u> </u>
REV. JAMES CHILDS (absent)	<u> </u>	<u> </u>
GLENN FITZGERALD	<u>x</u>	<u> </u>
THOMAS HOFFAY	<u>x</u>	<u> </u>
RICHARD B. MATHEWS	<u>x</u>	<u> </u>
BRUCE MCLEAN	<u>x</u>	<u> </u>
RICK POLACCO	<u>x</u>	<u> </u>
KAREN VETERE	<u>x</u>	<u> </u>

Dated: April 11, 1996

THERE being no further business, the meeting was adjourned.


Secretary

PROXY

KNOWN ALL MEN BY THESE PRESENTS, That I, the undersigned, do hereby constitute and appoint any one of the following:

Bradley Jordan, as my true and lawful attorney, substitute and proxy, for me and in my name, place and stead, to vote at a special meeting of the members of the Kingston Local Development Corporation to be held on the 11th day of April, 1996 and at any adjournment thereof, and/or to vote at any subsequent balloting on any matter considered at the aforementioned meeting, as fully and with the same effect as I might or could do were I personally present with full power of substitution and revocation, hereby ratifying and confirming all that my said attorney or his substitute shall lawfully do or cause to be done by virtue hereof; and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever for the above purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of April 1996.

Michael F. Murphy

In the Presence of:

Jeff Mill

KINGSTON BUSINESS PARK

PERFORMANCE AND DEVELOPMENT STANDARDS

These Performance and Development Standards shall be in addition to any and all applicable governmental codes, rules and regulations, including but not limited to the Zoning Code and Planning Board regulations of the City of Kingston. The grant of approval and/or a variance by the Corporation shall not exempt a tenant or owner from obtaining any and all applicable governmental approvals and/or variances, including those from the City of Kingston.

CITY OF KINGSTON LOCAL DEVELOPMENT CORPORATION

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Section 1 - Property

The real property subject to these standards is located in the City of Kingston, County of Ulster and State of New York and consists of 107.059 acres situate northerly of Delaware Avenue. The location and boundaries of said property is depicted on a site plan attached hereto and made a part hereof as Exhibit "A".

Section 2 - Definitions

The words and phrases defined in this action shall have the following meanings when used elsewhere in these Standards.

2.01 "Approval" shall mean the written approval by the City of Kingston Local Development Corporation (the "Corporation"). Any said approval must be requested in writing to the Corporation and presented for its review, recommendations, and the Corporation's written approval secured before any improvement is installed or constructed on a Parcel or a variance is considered.

2.02 "Business Park" shall mean the land area owned or operated by The City of Kingston Local Development Corporation and depicted on Exhibit "A".

2.03 "Building" shall mean any man-made, above grade structure wholly or partially enclosed including all projections or extensions therefrom, as well as any additions or changes thereto.

2.04 "Building Coverage" shall mean the surface area of a Parcel that may be covered by Buildings, sometimes expressed as a percentage of the total Parcel area.

2.05 "Corporation" is The City of Kingston Local Development Corporation; or the designated Manager of the Business Park.

2.06 "Development Standards or "Standards" shall mean the regulations, restrictions and covenants governing the development of the Business Park and activities of tenants, occupants, owners and their employees, visitors, patrons, and other users as set forth herein.

2.07 "Floor Area Ratio" shall mean the floor area in square feet of all buildings on a Parcel or group of Parcels divided by the area of such lot in square feet.

2.08 "Front Setback Line" shall mean a line that is parallel to the street on which a Parcel abuts and shall extend from side boundary line to side boundary line. On a Parcel that abuts two or more streets, the Front Setback Line shall apply to each boundary line abutting a street.

2.09 "Improvements" shall mean but shall not be limited to Buildings, retaining walls, ditches, culverts, lighting supports, earth fills, berms, earth excavations, paving, ground cover, fences, signs, landscaping, utilities and telephone lines, constructed, installed or placed on, under or above any Parcel by or on the account of a Tenant, occupant or owners.

2.10 "Landscaping" shall mean the aesthetic improvement of Parcels, through the use of lawns, ground cover, trees, and shrubs, as well as walls, screenings, terraces, fountains, pools, and other water arrangements.

2.11 "Landscape Coverage" shall mean the relative portion of the surface area of a Parcel to be covered by Landscaping, sometimes expressed as a percentage of the total Parcel area.

2.12 "Tenant" shall mean any person, firm, corporation or other entity who has or enters into an agreement, lease or other type of contractual relationship with the Corporation regarding a Parcel.

2.13 "Owner" shall mean any person, firm, corporation or other entity who acquires fee title to a Parcel.

2.14 "Parcel" shall mean one or more of the individually defined lots within the Business Park designated for a particular use.

2.15 "Parcel Boundary Line" shall mean each of the perimeter lines of each Parcel or portion of a Parcel as depicted on a subdivision plat and site plan.

2.16 "Rear Setback Line" shall mean the line parallel to the rear Parcel Boundary Line and shall extend from a Side Setback Line to a Side Setback Line.

2.17 "Setback Area" shall mean those areas between the front, rear, and side Parcel Boundary Lines and their respective front, rear and side setback lines.

2.18 "Side Setback Line" shall mean the line parallel to the Side Parcel Boundary Line and shall extend from the front setback line to the rear Parcel Boundary Line.

2.19 "Street" shall mean the rights-of-way and improvements thereon maintained by the Corporation or the City of Kingston or other governmental agency for use as a vehicle thoroughfare.

Section 3 - Compliance with Regulations and Building Codes.

The placement or construction of all Improvements on the Business Park shall comply with all laws, rules and regulations of any federal, state, county, city or other government authorities now and hereafter created that may have jurisdiction. The stipulated references shall be the New York State Uniform Fire Prevention and Building Code (Title 19 NYCRR), the Zoning Code of the City of Kingston (Chapter 123) and the Subdivision Regulations of the City of Kingston.

These Performance and Development Standards shall be in addition to any and all applicable governmental codes, rules and regulations, including but not limited to the Zoning Code and Planning Board regulations of the City of Kingston. The grant of approval and/or a variance by the Corporation shall not exempt a tenant or owner from obtaining any and all applicable governmental approvals including, but not limited to, site plan approval and/or variances, including those from the City of Kingston.

Section 4 - Performance Standards - General

Subsection 4.01 - General

The Performance Standards of this section shall be applicable to all parcels, but shall not supersede or otherwise invalidate other additional Standards that may be hereinafter imposed on individual or designated groups of parcels. Should a conflict arise between the Performance and Development Standards set forth herein and any inconsistent federal, state, county or city regulation, the more restrictive regulations or standards shall apply.

Subsection 4.02 - Hazardous Activities

No activity shall be conducted on any parcel that may be or may become hazardous to public health and safety. The determination of

what activities may be or become hazardous to public health and safety shall be in the sole discretion of the Corporation. No activity shall be permitted which is illegal or contravenes any federal, state or local code, rule or regulation.

Subsection 4.03 - Noise

All operations and facilities located on a parcel shall comply with the applicable requirements of the noise control law of the City of Kingston, being Local Law No. 1 of the Year 1992, Chapter 79 of the Code of the City of Kingston, as the same may be amended.

Subsection 4.04 - Air Pollution

Except for the operation of motor vehicles to, from and on a parcel as incidental to the use thereof, the following requirements shall apply:

(a) Any use producing atmospheric emissions shall comply with standards established by any federal, state or other local governmental authorities now or hereafter created that may have jurisdiction thereof.

(b) The emission of noxious or objectionable odors will not be permitted.

Subsection 4.05 - Heat or Glare

Any operation producing intense glare or heat shall be performed in an enclosed or screened area so that the glare or heat emitted will not be perceptible at any Parcel Boundary Line of the Parcel where they originate.

Subsection 4.06 - Waste Disposal

All disposal of storm and sanitary sewage and manufacturing waste shall be in accordance with all applicable laws or regulations of any federal, state, local or any other government authority now or hereafter created that may have jurisdiction, and shall further be in conformance with the master drainage plan developed for the Business Park.

Section 5 - Development Standards - General

Subsection 5.01 - General

The types of uses and improvements permitted on each parcel shall be limited to those defined in the general Development Standards in this section and to the specific Performance and Development Standards set forth for each parcel in Section 8 hereinafter.

Subsection 5.02 - Automobile and Truck Parking and Loading

(a) Paved and marked off-street parking areas sufficient for all the automobiles and trucks of any Tenant or Owner and its employees and customers and other vehicles used in the conduct of a Tenant's business shall be provided on each parcel. Parking shall not be permitted on the common access roads to and from the Business Park.

(b) No vehicular parking shall be permitted within a distance of thirty (30) feet of the common access roads. Parking and maneuvering layouts shall be in accordance with accepted traffic engineering standards as recognized and enforced by applicable federal, state or other governmental authorities now or hereafter created that may have jurisdiction.

Berming in the setback areas is encouraged to assist in screening of drives and parking in the setback areas.

(c) Buildings and other improvements on parcels shall be designed so that all motor vehicles of the maximum length permitted to use the highways of the State of New York without an special permit may be maneuvered and loaded or unloaded at service docks off the common access roads. Vehicle maneuvering for loading and unloading will not be permitted on the common access roads. However, the maneuvering and loading of specialized construction equipment vehicles and/or devices may be permitted temporarily during the construction of improvements, subject to approval.

(d) Unless physical conditions otherwise prohibit, and then only on approval by the Corporation, all loading docks shall be provided at the side or rear of the Buildings. Loading facilities shall be constructed so that no part of the longest legal loading vehicle being loaded or unloaded at any loading dock, loading door, or loading area will extend beyond the Parcel Boundary Line.

(e) All parking and loading facilities must also meet the applicable provisions of the City of Kingston Zoning Code and Regulations, or a variance therefrom obtained by the tenant or owner.

Subsection 5.03 - Building and Construction Materials

(a) All building materials used shall be subject to approval and must comply with all applicable Building Codes, i.e. New York State Uniform Fire Prevention and Building Code (Title 19 NYCRR).

(b) All heating and cooling towers, equipment, etc., placed on the roofs of buildings shall be screened or enclosed so that they are architecturally compatible with the main portion of the building.

(c) Accessory buildings, enclosures and fences shall enhance the design of and be of the same quality of materials as the building(s) they serve.

Subsection 5.04 - Building Heights

All building heights shall conform to the rules and regulations of the Corporation. No building shall exceed in height thirty-five (35) feet above average finished grade. This height limitation shall not apply to chimneys, radio towers, aerials or other structures accessory to a permitted use and which require a greater height to be functional. Such structures shall be limited to the minimum functional height required and shall be of such materials, colors and location as to minimize the visual effects.

Subsection 5.05 - Dust Control

All ground areas not covered by buildings shall be landscaped or paved, shall be properly drained and graded, and shall be maintained in good condition free of weeds, trash and other debris.

Subsection 5.06 - Illumination

The design, location and installation of exterior lighting on the parcels shall be subject to approval and shall comply in all respects to the requirements of any federal, state and other governmental body having applicable jurisdiction standards. Exterior

lighting shall be aimed generally downward and shielded. No exterior light source shall exceed twenty (20) feet above finished grade except as may be required by law.

Subsection 5.07 - Landscaping and Buffer Zones

(a) All areas not paved or covered by buildings shall be landscaped in accordance with the Corporation's landscaping standards for each parcel, which are hereinafter set forth in Section 10. In addition to trees, ground cover and gardens, landscaping may include, where appropriate, the use of walls, screening, terraces and other landscaping arrangements.

(b) Landscaping, subject to approval, shall be installed within 90 days after the notice of completion and occupancy of the first building to be constructed on the parcel.

(c) Plans, specifications and inspection for landscaping shall be subject to approval of the Corporation.

(d) Plant material shall be of the highest grade and quality as defined by published authoritative standards applicable to the local area. Wherever possible, plant material shall be indigenous to New York. At a minimum, the plant material shall consist of the size and specifications as set forth in Section 10 of these Standards.

(e) A continuous landscaping strip having a minimum width of twenty-five (25) feet shall be required to be installed and maintained on all parcels abutting the streets within the Business Park. Said landscaping strip shall consist of grass lawns, ground cover, trees, shrubs or any combination thereof as approved by the Corporation.

(f) For the purposes of maintaining and enhancing the scenic and visual qualities of the Park, protecting the quality of adjoining residential areas and to preserve the existing open space, there shall be maintained a buffer zone along the perimeter of the property, which buffer zone shall be located and have the dimensions as shown on Exhibit "A". This buffer shall be retained in its natural condition with the cutting or removal of vegetation and trees limited to selective trimming and the removal of dead, fallen, dangerous or diseased trees. No improvements or structures of any kind shall be constructed thereon except naturally appearing walkways or trails, as well as improvements and necessary clearing

connected with the road and driveway system, drainage facilities, utilities and similar essential services or infrastructure improvements.

Subsection 5.08 - Underground Service Lines

Power, telephone, utilities and sewer service lines shall be underground and in no event shall electric power line, water pipe, gas pipe, sewer pipe, or drainage pipe (other than rainwater leaders) be installed or maintained on any parcel above the surface of the ground or traversing the property except for meter or transformer connections that shall be screened or enclosed in a manner approved by the Corporation.

Subsection 5.09 - Setback Areas

Setback Areas shall be those areas that lie between the Setback Lines and their corresponding, parallel Parcel Boundary Line. All Front Setback Areas or Side Setback Areas facing the common access roads except for driveways, sidewalks, other walkways, and automobile parking (if not prohibited), shall be used exclusively for the planting and growing of trees, shrubs, lawns and other ground cover or material, subject to approval. If landscaping is not properly maintained by the Tenant or Owner, the Corporation may undertake such maintenance as it deems necessary, with the expense therefore borne by the Tenant or Owner, Corporation shall solely determine whether Tenant's landscape maintenance is proper.

Subsection 5.10 - Signs and Advertising

All signs shall comply with the regulations of any federal, state, local or other governmental authorities now or hereafter created that may have jurisdiction. Corporation may set forth architectural guidelines for signs and advertising in greater detail in a separate document. However, the following general conditions shall also govern signs and advertising.

(a) No signs or other advertising devices of any character shall be erected, pasted, posted, painted, displayed or otherwise made visible on any part of a building or parcel without approval.

(b) Signs on any parcel shall be limited solely to those that identify the name and type of business of the Tenant or Owner. Signs advertising products or services or containing other direct sales

information shall be discouraged and shall be subject to approval of the Corporation.

(c) Corporation may install any signs as it deems necessary throughout the Business Park, subject to any required governmental approvals.

(d) The size of signs shall be in a direct proportion to the size of the building and the exposure to the common access roads, as applicable. No signs shall obstruct the vision of automotive traffic.

(e) No advertising media or device such as flashing or rotating devices, phonographs, radios, public address systems, sound production or reproduction devices, shall be permitted without approval of the Corporation if the effect shall be audible at the Parcel Boundary Lines of a parcel. Compliance with Section 4.03 hereof is also required.

(f) All permitted signs and advertising devices that are installed shall be properly maintained, and Corporation shall have the right to require the removal of any sign or device not maintained to Corporation's satisfaction.

(g) No signs or advertising shall be mounted directly or painted on the exterior roof or face of any building, nor shall the height of any sign be greater than 12 feet above the average grade elevation of a parcel.

(h) The Tenant or Owner shall have the right to install and maintain one or more signs on the parcel identifying it and its operations, provided, however, the subject matter, type, design, number, location and elevation of such signs, and whether lighted or unlighted, shall be subject to and in accordance with the written approval of the Corporation. All signs must conform to the architectural scheme of the Business Park or meet the requirements of the Corporation.

Subsection 5.11 - Parcel Coverage

Permitted parcel coverage by buildings and other improvements shall be prescribed hereinafter.

Subsection 5.12 - Outside Storage

No vehicles, equipment, materials, supplies or products shall be stored or permitted to remain on any parcel outside a building unless such storage is suitably shielded from public view by an appropriate screen compatible with the design of the building. Said screen shall be subject to approval of the Corporation.

Section 6 - Design and Construction of Improvements - All Parcels

Subsection 6.01 - General

No improvements of any kind shall be erected, altered, placed, assembled or permitted to remain on a parcel until plans prepared by an architect and/or engineer licensed to practice in the State of New York showing the type of use, location, size and architectural and engineering design of same have been approved by Corporation. Plans must be submitted in duplicate. Both copies will be retained by Corporation. It is the Tenant's or Owner's responsibility to ensure that the Corporation be aware of all changes, corrections and alterations.

Only plans stamped "approved" by the Corporation will be used by Tenant's or Owner's contractors.

Any and all plans for improvements, as well as alterations to existing improvements, shall also bear the approval or endorsement of any governmental agency having jurisdiction thereover, including but not limited to the City of Kingston Building Department or Planning Department.

Subsection 6.02 - Plan and Aesthetic Requirement

(a) All plans for improvement shall be signed and sealed approved by architects and/or engineers licensed to practice in the State of New York.

(b) Plans shall include topographic, grading, drainage and utility plans showing (1) foot contours and spot elevations referenced to an approved datum and a plot plan at a scale not smaller than one (1) inch equals thirty (30) feet showing the relationship of the proposed improvements on the parcel to the improvements on the adjacent parcels and to the utilities and roads.

(c) Plans submitted to Corporation for approval shall include preliminary plans and specifications of all proposed improvements in sufficient detail to determine if the plans are in compliance with these Development Standards. The plans and specifications may be manufacturer's standards plans, if sufficient. Plans shall be at a suitable scale, but in no event smaller than 1/16 inch to the foot.

(d) Ground cover plans, including landscaping, shall incorporate, at a minimum, Corporation's general landscaping and paving requirements for the parcel.

(e) An accurate architectural perspective rendering of the proposed improvements, including the proposed exterior color schemes, style, materials and design, wording and place of all signs proposed shall be prepared. One of the primary purposes of said rendered shall be to provide an accurate representation of the proposed improvements so that the Corporation may judge whether said improvements are compatible with the character of the Business Park.

(f) Any other plans, specifications, or design features that Corporation may deem necessary and request shall be prepared.

(g) Samples, no smaller than one (1) foot square of all materials and/or paint or other coating colors used on all improvements and visible from ground level from the exterior of all improvements, shall be submitted to Corporation. Corporation reserves the right to approve all said materials and/or colors, and reserves the further right to suggest alternative materials and/or colors that, in the sole opinion of the Corporation, shall be determined to be more compatible with Corporation's objectives for the overall aesthetic character and quality of improvements at the Business Park.

(h) The Corporation's objective for the overall aesthetic character of the improvements at the Business Park is that they should be compatible with the character of a first class development.

Subsection 6.03 - Approval of Plans

(a) Approval of plans and specifications for compliance with these Development Standards and for aesthetics shall be at the sole discretion of Corporation.

(b) Approval of said plans and specifications may be withheld because of failure to comply with any of the Development Standards set forth herein.

(c) Approval of plans by the Corporation shall not exempt the tenant or owner from compliance with site plan approval and/ or Building Code approval from the City of Kingston and other governmental agencies.

Subsection 6.04 - Plans for Alterations to Improvements

All plans for alterations to the parcel(s) either for the construction of additional improvements or for alterations to existing improvements that are visible from the exterior of any buildings or that affect the structural system of any building or change any grade or landscaping shall be prepared, submitted and approved under the provision of this Section 6.

Subsection 6.05 - Issuance of Building and Related Permits

Tenant or Owner shall obtain a permit or permits from the Corporation stating that the uses and plans for the Tenant's or Owner's parcel have been approved by Corporation as being in full compliance with the Development Standards. There can be no change to "Approved" plans without the Corporation's written consent. Tenant or owner shall also obtain all permits and approvals required by governmental agencies, including those of the City of Kingston.

Subsection 6.06 - Removal of Unapproved Improvements

Improvements made on parcels without the approval of plans for said improvements are hereby determined to be unapproved improvements constructed or installed in violation of the conditions and restrictions of this Declaration. Unapproved improvements shall be immediately removed from the parcel at Tenant's or Owner's sole expense. Portions of improvements that are not constructed exactly as indicated and specified on approved plans are also hereby determined to be unapproved and shall be immediately removed from parcel at Tenant's or Owner's sole expense.

Subsection 6.07 - "As Built Drawing"

Will be submitted to the Corporation and the City of Kingston Building and Planning Departments within 120 days of completing the construction.

Section 7 - Business Park Land Use:

Subsection 7.01 - General

General land uses within the Business Park shall be limited to the following permitted uses:

1. Business and professional offices;
2. Corporate or other business headquarters or regional offices;
3. Manufacturing, assembling, converting, altering, finishing, cleaning or any other processing and incidental storage of products or materials.
4. Research design and development laboratories and testing facilities not involving hazardous, inflammable, toxic, odorous or volatile materials.
5. Wholesale storage distribution and warehousing facilities.
6. Restaurants, cafeterias, daycare and recreational facilities intended and designed primarily for the use of persons employed at the Park, or business invitees.

Section 8 - Parcel Performance and Development Standards

Subsection 8.01 - Building coverage and other requirements:

- 1) Maximum building coverage shall be 40% and the Floor Area Ratio shall not exceed a density of .6.
- 2) Minimum landscaping coverage shall be 20%.
- 3) Front, Rear and Side Setback Lines shall each be a minimum of 50 feet.
- 4) All Parcel Boundary Lines abutting common access roads shall be considered as Front Boundary Lines.
- 5) If a single Tenant or Owner uses two or more parcels with a common boundary line between them, the Side Setback restrictions may be waived by the Corporation for the term of the shortest agreement.
- 6) Truck loading docks, doors and utility service areas shall be located at the rear of Building so that they will not be clearly visible from the common access road fronting the parcel.

Section 9 - General Provisions

Subsection 9.01 - Continuity of Performance and Development Standards

- (a) It is expressly provided that the Performance and Development Standards herein set forth shall apply to all development of the Business Park.
- (b) To retain flexibility and permit the adoption of new techniques, materials, criteria, procedures and the like, any of the conditions of these Performance and Development Standards may be changed from time to time by the Corporation in accordance with the provisions of Subsection 9.04.

Subsection 9.02 - Right to Contract Portions of Parcels

Corporation reserves the exclusive right, at its sole discretion, to enter into a Lease Agreement or other type of contractual relationship with any existing or prospective Tenant or Owner regarding any portion of a parcel subject to Corporation first determining that said portions and the remaining portion of said parcel may also be developed, and used in conformance with the Performance and Development Standards that were applicable to the original undivided parcel.

Subsection 9.03 - Variances

- (a) The provisions of these Performance and Development Standards and any request for variance therefrom are to be interpreted, administered and enforced by the Corporation.
- (b) The Tenants or Owners or prospective Tenants and Owners may request a variance from these Performance and Development Standards.
- (c) Request for a variance from these Performance and Development Standards shall be made in writing to Corporation.
- (d) This Subsection only applies to variances from the strict application of these Standards. A variance from the zoning regulations of the City of Kingston may also need to be obtained from the Zoning Board of Appeals of the City.

Subsection 9.04 - Amendments and Variances - Adoption Procedures

A full statement of any proposed changes or amendment to these Performance and Development Standards, as well as any requested variances therefrom, shall be referred to the City of Kingston Planning Board and Planning Department for their review and recommendations at least forty-five (45) days before any final action is taken by the Corporation in regard to such proposed amendment or variance. If the Corporation fails to receive recommendations within 45 days after such referral, the Corporation may take final action without such recommendations.

Notice of any meeting of the Corporation in which final action is to be taken on any amendment to or variance from these Standards shall be advertised once in a newspaper of general circulation in the City of Kingston at least seven (7) calendar days before such meeting, which notice shall state the nature of the action under consideration.

Notwithstanding the above, no amendments shall be made to, or variances granted from Sections 4.02 (Hazardous Activities); 5.04 (Building Heights); 5.06 (Illumination); and 5.07 (f) (Buffer Zone) without the express written approval of the City of Kingston Planning Board in each instance. A separate review and analysis of the potential environmental effects or impacts of such an amendment or variance shall be made by the Planning Board prior to making any final determination.

In taking final action on any proposed amendment or variance request the Corporation shall make appropriate findings which shall include the following:

a. whether an undesirable change will be produced in the character of the Business Park or adjoining neighborhood or whether a detriment to nearby properties will be created by the proposed amendment or variance, and

b. whether the proposed amendment or variance will have an adverse effect or impact on the physical or environmental conditions in the Business Park or adjoining neighborhood and zoning districts.

If the Corporation acts contrary to any written recommendations of the City of Kingston Planning Board or Planning Department, it shall set forth in its resolution the reasons for such contrary action. Within ten (10) days after final action by the Corporation on the amendment or variance, the Corporation shall file a report of such final action with the City of Kingston Planning Board.

Section 10 - Landscape Standards

1. Erosion Control

The developer of a parcel shall indicate the method of erosion control that will be used during construction to minimize sediment run-off from the site.

a) Temporary sedimentation basins shall be utilized to entrap sediment while allowing storm water to be detained with gradual run-off. Utilization of earth berms, hay bales, diversion swales, etc., shall be used with entrapped silt being periodically removed from the site as necessary. The developer is responsible for any material that leaves the site, which material shall be removed at his expense. Sedimentation basins shall be removed at completion of construction after lawn turf has been established.

b) Disturbed areas that require seeding will be seeded and mulched with hay as soon as practical to inhibit erosion. Slopes that remain unfinished for more than 45 days shall be temporarily seeded and mulched with annual rye and hay to sustain temporary vegetation cover.

2. Landscape Plan

The developer of a parcel shall prepare and submit for approval a landscape plan indicating wooded areas to remain, rock outcrops, existing large trees (12" DBH and larger) to be saved and the layout of new trees and shrubs to be planted as part of the project.

a) Provide a plant list indicating common name, botanical name, size and quantity of trees and shrubs to be planted.

b) Provide details of tree and shrub planting, staking and mulching.

3. Material

a) Manure -- well rotted, unleached, stable or cattle manure, free from harmful chemicals. Processed or hydrated manure may be used (Bovung or equal).

- b) Mulch -- peat moss to be natural organic material, brown, clear, low in content of mineral and woody material. mildly acid, granulated or shredded. Silvabark to be Douglas Fir bark "standard" ½ inch to 1 inch in size, or equal.
- c) Fertilizer -- analysis: 10-20-10 with 50% organic nitrogen.

4. Preparation

- a) Prior to excavation of tree pits, shrubs or ground cover beds, or driving of stakes or placing of deadmen, the contractor shall ascertain the locations of all underground structures and utilities, and take precautions to prevent damage to them.
- b) Size of tree pits to be the plant material ball plus 24 inches in width and 6 inches deeper than the ball depth.
- c) All shrub beds shall be excavated to a depth of 18 inches over entire area and ground cover beds 12 inches.
- d) Apply Hubbard-Hall "Simazine" weed inhibitor (or equal) to all ground cover beds and juniper beds strictly according to manufacturer's instruction.
- e) Extreme caution shall be used to prevent weed inhibitor from washing or running into seeded areas.

5. Planting

- a) Normal seasons for planting shall be followed.
- b) Preparations for planting may begin earlier than specified season, provided the staking of the plant locations has been completed and approved and the grounds is not in a frozen or excessively moist condition. Planting work may continue beyond the specified time if so approved by the Architect, following the Architect's directions for post-season planting.
- c) Planting shall be done in approved fashion by competent and experienced plantpersons.

d) Prune plants according to practices only upon completion of the work under this contract and repair all injuries. Prune in such a manner as not to change the natural habit or shape of the plant. Coat cut branches with an approved tree paint or shellac.

e) Obstructions below ground or overhead: Where such conditions are encountered in excavation of planting areas and where the stones, boulders or other obstructions cannot be broken and removed by hand methods and where trees to be planted are found to be under overhead wires, other locations for the planting may be designated by the Architect.

f) Mix topsoil backfill for shrubs and tree pits, planting and ground cover beds with one part of peat and one part of manure to five parts of topsoil and with three points 10-20-10 commercial fertilizer per cubic yard or as recommended by the soil analysis.

g) Setting Plants: Plant to such depth that the finished grade level at the plant after settlement will be the same as that at which the plant was grown. When the pit is nearly filled with topsoil mixture, add water as necessary and allow it to soak away. Fill the hold to finished grade and form a shallow saucer around each plant. All plants shall be thoroughly puddled and tamped in an approved manner on completing planting.

6. Staking and Wrapping

a) Support trees immediately after replanting. Staking and wrapping shall be by approved methods or as directed by the Architect.

b) The trunks of all trees shall be staked with two 8 foot cedar stakes equally spaced about the tree, set vertically and securely fastened. Trees to be guyed with two strands of wire per stake, which shall run through rubber hose at the tree and be twisted tight.

c) Friction guards for wire shall be 2 ply fabric bearing rubber hose, not less than 1 inch in diameter or equal. Wrapping materials shall be first quality 6 inch burlap at

least 8 ounce in weight and waterproof Sisal-Kraft paper, or equal, 4 inch in width or suitable strength.

d) Guy wire shall be pliable #10 gauge, galvanized, annealed steel wires.

7. Care of Finished Areas

Finished planting areas shall be cultivated, raked and kept in an orderly condition. Cover tightly all pits and beds with a layer of peat moss 2 inches deep and mix thoroughly in the upper 3 inches of soil, prior to placing Silvabark mulch.

8. Maintenance and Acceptance

Maintenance shall begin immediately after each plant is planted and continue until final acceptance. Maintenance includes watering, weeding, cultivating, spraying, tightening and repairing of guys and stakes, removal of dead materials, pruning, resetting plants to proper grades in upright position, restoration of the plant saucer, and other necessary operations.

Protect lawn areas during and after planing, any damage resulting from planting operations shall be repaired promptly at the Contractor's expense.

9. Guarantee

Plants shall be guaranteed for a maximum of one year, and shall be alive and in satisfactory growth at the end of the guarantee period. Dead plants at the end of the guarantee period shall be replaced. Species and size shall be equal to the original planting.

10. Recommended Plant Species and Size

a) Plant material shall consist of mixture of evergreen and deciduous trees and shrubs to enhance the building setting. A mixture of shade trees, pine, hemlock and/or spruce is encouraged in setback areas to create a naturalized stand of woods rather than a formal line of trees or hedgerow. Steep areas shall be covered with ground cover where mowing is impractical.

- b) Shrubs shall be a minimum size of 2'-2 ½' with spreading type varieties. Evergreen trees shall be a minimum height of 8'-10'. Ornamental trees shall be a minimum height of 8'-9'. Deciduous shade trees shall be a minimum size of 3"-3 ½" cal.
- c) Ground cover beds shall be treated with approved weed inhibitor.
- d) Shade trees shall have lower branches removed at a height of no less than 10' or no greater than 12'.
- e) the following plant varieties are recommended with other varieties subject to review based on location, habit of growth and hardiness.

Shrubs - Evergreen

- a) Yew in variety
- b) Hetzi & Pfitzers juniper
- c) Andora, Sargent & Bar Harbor juniper
- d) Hybrid Rhododendron in variety (not red)
- e) Caroline Rhododendron
- f) Rosebay Rhododendron
- g) Holly (Ilex crenata varieties)
- h) Mountain Laurel
- i) Leucothoe
- j) Japanese Andromeda
- k) Azalea in variety (not red)
- l) Glossy Abelia

Shrubs - Deciduous

- a) Lilac
- b) Forsythia
- c) Mockorange
- d) Spirea in variety
- e) Cotoneaster in variety
- f) Red stem and Yellow twig dogwood
- g) Euonymus
- h) Viburnum in variety
- i) Firethorn
- j) Conelien Cherry

- k) Regal Privet

Ornamental Trees

- a) European White Birch
- b) Crabapple in variety
- c) Washington Hawthorn
- d) Dogwood, Pink and White
- e) Japanese Dogwood
- f) Amur maple
- g) Shadblow
- h) Saucer Magnolia
- I) Flowering cherry in variety

Shade Trees - Deciduous

- a) Sugar Maple
- b) Red Maple
- c) Schwedler Maple
- d) Red Oak
- e) Pin Oak
- f) Thornless Locust in variety
- g) European Beech
- h) London Plane
- I) Sweetgum
- j) Linden in variety

Trees - Evergreen

- a) White Pine
- b) Austrian Pine
- c) White Spruce
- d) Norway Spruce
- e) Blue Spruce
- f) Eastern Hemlock
- g) Douglas Fir

Ground Cover

- a) Pachysandra

- b) Purple leaf winter creeper
- c) Myrtle
- d) Baltic Ivy
- e) Hall's honeysuckle

THESE PERFORMANCE AND DEVELOPMENT STANDARDS WERE ADOPTED BY THE CITY OF KINGSTON LOCAL DEVELOPMENT CORPORATION BY RESOLUTION DATED _____, 1996.