

Duffy, Daniel

FOI # 13920

From: jhand@wbgllp.com
Sent: Monday, April 15, 2013 10:10 AM
To: Duffy, Daniel
Cc: Torres Rojas, Genara; Van Duyne, Sheree
Subject: Freedom of Information Online Request Form

Information:

First Name: Hand
Last Name: Jared
Company: Welby, Brady & Greenblatt, LLP
Mailing Address 1: 11 Martine Ave.
Mailing Address 2: 15th Fl.
City: White Plains
State: NY
Zip Code: 10606
Email Address: jhand@wbgllp.com
Phone: 914-428-2100
Required copies of the records: No

List of specific record(s):

1Any document or record relating to the Port Authority's denial of Atlantic Reinforcing Concrete Company, Inc.'s "Atlantic" request for certification as a Women-owned Business Enterprise "WBE", as issued on July 20, 2011. 2Any document or record relating to Atlantic's appeal hearing, held on December 20, 2011 before Janet D. Cox, relating to the denial of its request for certification as a WBE. 3Any document or record relating to Atlantic's ability to procure public work from the period of July 2011 through April 2013. 4Any document or record relied upon by the Port Authority in determining the ownership of Atlantic is not "real, substantial and continuing" as alleged in its letter of July 20, 2011. 5Any document or record relating to Atlantic's past performance on public projects. 6Any document or record relating to the technical qualifications of Atlantic's majority owners, Erin Lynam and Andrea Lynam.

THE PORT AUTHORITY OF NY & NJ

FOI Administrator

April 22, 2013

Mr. Jared Hand
Welby, Brady & Greenblatt, LLP
11 Martine Avenue, 15th Floor
White Plains, NY 10606

Re: Freedom of Information Reference No. 13920

Dear Mr. Hand:

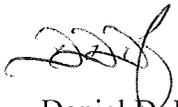
This is a response to your April 15, 2013 request, which has been processed under the Port Authority's Freedom of Information Code (the "Code", copy attached) for various records relating to Atlantic Reinforcing Concrete Company and its request for certification as a Women-owned Business Enterprise (WBE).

Material responsive to your request and available under the Code can be found on the Port Authority's website at <http://www.panynj.gov/corporate-information/foi/13920-O.pdf>. Paper copies of the available records are available upon request.

Certain material responsive to your request is exempt from disclosure pursuant to exemption (1) of the Code.

Please refer to the above FOI reference number in any future correspondence relating to your request.

Very truly yours,



Daniel D. Duffy
FOI Administrator

Attachment

*225 Park Avenue South, 17th Floor
New York, NY 10003
T: 212 435 3642
F: 212 435 7555*

THE PORT AUTHORITY OF NY & NJ

Certification Application for the Minority and Women-owned Business Enterprise Program

PLEASE PRINT OR TYPE CLEARLY

General Instructions:

- DO NOT LEAVE ANY SPACES BLANK ON THE APPLICATION - If a question is not applicable to your business insert "N/A" in the space provided for your answer
- Whenever the space is insufficient to answer the questions completely, attach additional sheets as necessary. Use the question number to identify any answer continued on an additional sheet
- For questions, call the Certification Helpline at 212-435-7808 or E-mail objocert@panynj.gov
- Once you have completed the application, please return it and all required documentation to:

**The Port Authority of NY & NJ
Office of Business & Job Opportunity - Certification Unit
233 Park Avenue South, 4th floor
New York, NY 10003**

SECTION I: MAIN COMPANY INFORMATION

1. Business Name
Atlantic Reinforcing Concrete Co.
Legal name of company applying to be certified

2. D.B.A. N/A
"Doing Business As" - Complete if company does business under a name which is different from its legal name.

3. Business Address (must represent a physical location; cannot be a Post Office Box)

14 Burt Drive Unit G
Street Address Suite / Apt / Room / Unit

Deer Park NY 11729
City State Zip/Zip+4

Suffolk
County

4. Business Mailing Address (complete only if different from the address given in Question 3)

Street Address Suite / Apt / Room / Unit

City State Zip/Zip+4

5. Business Phone (631) 242 --- 5020

5a. Business Fax (631) 242 --- 5030

6. Business Website N/A

7. Your E-mail Address elyhamarc@verizon.net

7a. Your Cell Phone Number _____ (Ex. 1)

8. Federal EIN or SSN _____

9. Name/title of an authorized representative to contact during the application review process:

Mrs. Erin Lynam
 Mr./Miss/Mrs./Ms. First Name Last Name
President elynamarc@verizon.net
 Title Phone Ext. E-Mail Address

10. This company is applying for certification as ("X"all that apply)

Minority-owned Business Enterprise (MBE)
 Women-owned Business Enterprise (WBE)

Refer to page _____ of the Application Guidelines to determine the appropriate designation for your company.

11. Are you currently involved in the bidding process or other contract/purchase order negotiations with the Port Authority or Port Authority tenants?

Yes No

If "Yes", identify the department within the Port Authority and/or name of tenant and contact name

Judlau Contracting - North Projection Structural Rehabilitation

12. Has your company ever applied for certification as an M/W/SBE, or a DBE (whether SBA 8(a), Transportation, or other) with another governmental agency, department, or authority?

Yes No

If "Yes", provide the following details

Name of Governmental Entity	Program (MBE, WBE, SBE, DBE)	Status (Pending, Certified, Decertified, Denied, Rejected, Revoked, On Appeal)	Date (mm/yy)
State of NY DOT	DBE	on appeal	12/2010
Empire State	WBE	Certified	3/2010
Nassau County Office of minority	WBE	Certified	10/2010

13. How did you first hear about The Port Authority of NY & NJ's M/W/DBE Certification program(s)? (please choose only one)

Letter/Call/E-mail

Port Authority
Web site

Event

Please specify name or sponsor of event and date

Other

Please specify what and when

SECTION II: COMPANY OWNERSHIP

14. Business Structure

- Sole Proprietorship Partnership (including LLP)
 Limited Liability Company (LLC) Corporation (including S-Corp.)

15. Date company was established 03 / 21 / 2006

16. Has the business existed under a different type of business structure prior to the Date Established indicated in question? 16

Yes No

If "Yes", please provide copy of original Business Certificate

17. Has your Certificate of Incorporation, Business Certificate, or Certificate of Trade Name been amended?

Yes No

If "Yes", please provide copy of amended Business Certificate

18. Method of Business Origination or Acquisition (check all applicable)

- Started New Business Secured Franchise
 Bought Existing Business Secured Concession
 Merger or Consolidation Inherited Business
 Other

19. Date of origination (or acquisition, if later) 03 / 21 / 2006

For the remaining questions in Section II which ask for ethnic identification of owners, shareholders, officers, board members, and managers, please use the following group codes to identify the ethnicity of each individual where required.

01 Black	02c Spanish	04 Native American
02a Hispanic	03a Asian-Pacific	05 White (Non-Minority)
02b Portuguese	03b Asian-Indian	06 Other

20. Please provide the following information for all person(s) with ownership interest in the company (all proprietors, partners, and members OR, in the case of a corporation, all shareholders).

Name (First and Last)	Position In Company	% Owned	Date Ownership Established (mm/yy)	Gender (M/F)	Ethnicity (see group code table)	US Citizen or Permanent Resident Alien (Y/N)
Erin Lynam	President	50	03/06	F	05	Y
Andrea Lynam	vice President	50	03/06	F	05	Y

*** QUESTIONS 22-24 APPLY ONLY TO CORPORATIONS. *** IF YOUR COMPANY IS NOT A CORPORATION, SKIP TO QUESTION 25 ***

21. If the company is a corporation, please provide the following information for all shareholders identified in Question 21

Name (First and Last)	Position In Company	Number of Shares Owned	Unit Share Price Paid When Purchased
Erin Lynam	President	100	N/A
Andrea Lynam	Vice President	100	N/A

22. State the number of company shares in each of the following

Common Authorized 200 Common Issued 200
 Preferred Authorized _____ Preferred Issued _____

23. Name and position of current Officers and/or Board of Directors

Name (First and Last)	Position	Position Effective Date (mm/yy)	Gender (M/F)	Ethnicity (see group code table)
Erin Lynam	President	03/06	F	05
Andrea Lynam	Vice President	03/06	F	05

**** ALL APPLICANTS SHOULD RESUME COMPLETING THE APPLICATION HERE ****

24. Please identify the capital contributions to the company by each person identified in Question 21, including cash, equipment, property, and expertise

Name (First and Last)	Type of Contribution	Total Dollar Value	Date of Contribution (mm/yy)
N/A			

25. If your company is owned in whole or in part by another company, please identify the company and the percentage of ownership interest. Include venture capitalists and other similar investors

Company Name	Percentage Owned	Date Ownership Established (mm/yy)
N/A		

SECTION III: COMPANY MANAGEMENT

26. Identify individuals responsible for managerial operations (state if owner or non-owner). Refer to group code definitions on prior page.

Name & Title	Gender (M/F)	Group Code	Owner? (Y/N)
a) Financial Decisions			
Erin Lynam	F	05	Y
Andrea Lynam	F	05	Y
b) Estimating			
Erin Lynam	F	05	Y
Thomas Lynam	M	05	N
c) Preparing Bids			
Erin Lynam	F	05	Y
d) Negotiating Bonding			
Andrea Lynam	F	05	Y
e) Marketing & Sales			
Andrea Lynam	F	05	Y
f) Hiring & Firing			
Erin Lynam	F	05	Y
Andrea Lynam	F	05	Y
g) Supervising Field Operations			
Thomas Lynam	M	05	N
"Per Union contract"	F		
h) Purchasing Equipment/Supplies			
Erin Lynam	F	05	Y
Andrea Lynam	F	05	Y
i) Managing & Signing Payroll			
Erin Lynam	F	05	Y
j) Negotiating Contracts			
Erin Lynam	F	05	Y
k) Signatures for Business Accounts			
Erin Lynam	F	05	Y
Andrea Lynam	F	05	Y

27. Do any principals, officers, employees and/or owners of the firm have an affiliation, i.e. business interest or employment with any other firm?

Yes ___ No (If "Yes", complete the following)

Name (First and Last)	Name and Address of Affiliated Firm	Nature of Business	Nature of Affiliation

28. Number of Employees (if necessary, average over the past year)

	<u>Permanent</u>	<u>Temporary</u>	<u>Field</u>
Full-Time	<u>15</u>	Full-Time <u>15</u>	Full-Time <u> </u>
Part-Time	<u> </u>	Part-Time <u>2</u>	Part-Time <u> </u>

SECTION IV: COMPANY FINANCES

29. Does your company have a Line of Credit?

Yes No ___ If "Yes", please provide details:

Capital One \$500,000 Erin Lynam, Andrea Lynam
 Bank Dollar Limit Name of Guarantor(s)

30. Please list all major current lenders to the company

Name of Lender	Amount of Loan	Terms of Repayment
<u>Capital One</u>	<u>\$250,000</u>	<u>per day</u>

31. Identify bank(s) where company accounts are maintained

Bank Name	Address	Contact Name	Contact Title	Type of Account
<u>Capital One</u>	<u>450 Union Blvd. West Islip</u>	<u>Neil</u>	<u>Branch Manager</u>	<u>checking/savings</u>
<u>Capital One</u>	<u>450 Union Blvd West Islip 11795</u>	<u>Neil</u>	<u>Branch manager</u>	<u>credit line</u>

32. Please provide gross receipts (sales) for each of the last three fiscal years. (If in business for less than three years, complete as applicable)

Current Year	<u>2011</u>	\$ <u>466,951</u>
Last Year	<u>2010</u>	\$ <u>3,238,942</u>
Previous Year	<u>2009</u>	\$ <u>2,274,816</u>

38. List rented, leased or owned warehouse, plant and office facilities – Submit copy of lease, deed or mortgage

Facility Type	Owner or Name of Lessor and/or rental agent	Amt of yearly payment
Warehouse	Great American Realty	\$38,400

39. Does your company share office space, personnel or equipment with any other company?

Yes No

If "Yes", please provide details.

Company Name	Phone	Personnel (X)	Office Space ("X")	Yard Space (X)	Equipment ("X")	Machinery (X)

ACKNOWLEDGEMENTS AND VERIFICATION

FIRST, this certification application form, the supporting documents, and any other information provided in support of the application is considered part of the application. Any false statements or misrepresentations in the application may result in the applicant's disqualification from certification as Minority and/or Woman-owned Business Enterprise (M/WBE) by The Port Authority of New York and New Jersey for him/herself and its subsidiaries, which are included in the term "Port Authority".

SECOND, the information contained herein is subject to the Port Authority's Freedom of Information policy as reflected in the resolution adopted by the Committee on Operations of the Port Authority on August 13, 1992.

THIRD, the Port Authority may require further proof of eligibility for certification in addition to the information disclosed in this application and the applicant shall cooperate with the Port Authority in supplying the additional information. By completing this application, the applicant agrees to submit the additional proof required and acknowledges that the Port Authority may decide to deny the application if the additional proof is not submitted within 30 days after it is requested.

FOURTH, by filing this application, the applicant consents to examination of its books and records and interviews of its principals and employees by the Port Authority for the purpose of determining whether the applicant is, or continues to be, an eligible M/WBE. The applicant acknowledges that its certification may be denied if such examinations or interviews are refused or if the Port Authority determines, as a result of the examinations or interviews, that the applicant does not qualify for certification as a M/WBE.

FIFTH, by filing this application, the applicant consents to inquiries being directed by the Port Authority to the applicant's bonding companies, banking institutions, credit agencies, contractors, clients and other certifying agencies for the purpose of ascertaining the applicant's eligibility for certification. If the applicant fails to permit such inquiring to be made, such failure may be grounds for denying or revoking the applicant's certification.

SIXTH, the applicant agrees that it will advise the Port Authority of any change in the ownership or operational and managerial control of applicant's business after the certification application has been filed within 30 days of such change.

SEVENTH, certification is normally granted for a period of five (5) years. However, the Port Authority may require submission of a new application, additional information, examinations of the applicant's principals and employees at any time before the expiration of the five-year certification period. The applicant's failure to submit such material or to consent to such examinations and interviews will be grounds for revocation of certification.

EIGHT, the filing of this application, its acceptance by the Port Authority, and any subsequent certification of the applicant by the Port Authority, is not intended to and does not create any procedural or substantive rights enforceable at law by the applicant against the Port Authority, its Commissioners, officers, agents or employees and any such certification is only intended to facilitate the identification of qualified and bona fide M/WBEs.

NINTH, the Code of Ethics certification attached hereto shall be considered part of this certification application and the applicant is advised to familiarize him/herself with the terms of the certification prior to submitting this application.

TENTH, in submitting this application the applicant and each person signing on behalf of the applicant certifies that, to the best of their knowledge and belief, the following statements are true and correct:

A) No individual who is current or former employee of the Port Authority or its subsidiaries (i.e., Port Authority Trans-Hudson Corporation (PATH), Newark Legal and Communications Center Urban Renewal Corporation) other than those individuals identified in the space immediately below (1) owns an interest in; or (2) has involvement in a relationship with the applicant firm (a) from or as a result of which the individual has received within the past year, or is entitled to receive in any future year, more than \$1,000 or its equivalent; or (b) which has a market value in excess of \$1,000. *(List here any such current or former Port Authority Employee (s))

B) No individual who is a current or former employee of the Port Authority or its subsidiaries other than those individuals identified in the space immediately below (1) holds a position in the applicant firm such as an officer, director, trustee, partner, employee, or a position of management; or (2) acts as a consultant, agent or representative of the firm in any capacity. *(List here any current or former Port Authority Employee (s))

*Included within the scope of this certification are the individuals identified by the applicant in response to questions 4, 4a, 8d, 9, 10, 10a, 17, 18, 19, 24 and 25.

ELEVENTH, the criteria for certification by the Port Authority as a Small Business Enterprise are outlined in the documentation entitled "Small Business Enterprise Program (SBE) Administered by The Port Authority of New York and New Jersey" which accompanies this application. If the applicant believes that he/she is eligible for SBE certification, he/she may request that this application also be treated as

an SBE certification application by signing below. If signature is provided, all acknowledgments and provisions of this M/WBE certification shall also apply.

Applicant

Date

3-23-11

VERIFICATION

STATE OF New York

COUNTY OF Suffolk

SS:

(A) (For Sole Proprietorships, Partnerships, and Limited Liability Partnerships)

Erin Lynam, being duly sworn, states that he or she is the owner of (or a Partner in) the entity making the foregoing application and that the statements and representations made in the application are true to his/her own knowledge.

[Signature]
Signature

3-23-11
Date

(B) (For Corporations and Limited Liability Companies)

Erin Lynam, being duly sworn, states that he/she is the
Name of Corporate Officer

President of Atlantic Reinforcing Concrete Co.
Title of Corporate Officer Name of Corporation

the entity making the foregoing application, that he/she has read the application and knows its contents, that the statements and representations made in the application are true to his/her knowledge, and that the application is made at the direction of the Board of Directors of the Corporation.

Corporate Seal [Signature] 3-23-11
Signature Date

Sworn to before me this 23 day of March, 20 11

[Signature]
Notary Public

GERALDINE A. BLEDSOE
Notary Public, State of New York
No. 4909563
Qualified in Suffolk County
Certificate Filed in Suffolk County
Commission Expires Oct. 19, 2013

Mail to: *The Port Authority of New York and New Jersey
Office of Business & Job Opportunity - Certification Unit
233 Park Avenue South, 4th Floor
New York, NY 10003*

VERIFICATION

STATE OF New York

COUNTY OF Suffolk

SS:

(A) (For Sole Proprietorships, Partnerships, and Limited Liability Partnerships)

Andrea Lynam, being duly sworn, states that he or she is the owner of (or a Partner in) the entity making the foregoing application and that the statements and representations made in the application are true to his/her own knowledge.

Andrea Lynam
Signature

March 23, 2011
Date

(B) (For Corporations and Limited Liability Companies)

Andrea Lynam, being duly sworn, states that he/she is the
Name of Corporate Officer

Vice President of Atlantic Reinforcing Concrete
Title of Corporate Officer Name of Corporation

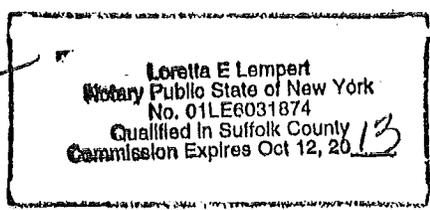
the entity making the foregoing application, that he/she has read the application and knows its contents, that the statements and representations made in the application are true to his/her knowledge, and that the application is made at the direction of the Board of Directors of the Corporation.

Corporate Seal

Andrea Lynam 3/23/11
Signature Date

Sworn to before me this 23rd day of March, 2011

Loretta E Lempert
Notary Public



Mail to: **The Port Authority of New York and New Jersey**
Office of Business & Job Opportunity - Certification Unit
233 Park Avenue South, 4th Floor
New York, NY 10003

CODE OF ETHICS CERTIFICATION

In signing and submitting the annexed Certification Application, each applicant and each person signing on behalf of any applicant certifies that they have not made any offers or agreements or given or agreed to give anything of value or taken any other action with respect to any employee or former employee of The Port Authority of New York and New Jersey or any of its subsidiaries (hereinafter referred to as the "Authority") or any immediate family member of either which would constitute a breach of ethical standards under the Code of Ethics and Financial Disclosure dated as of July 18, 1994 (a copy of which is available upon request to the Office of Regional and Economic Development /Business & Job Opportunity), nor do they have any knowledge of any act on the part of such employee or former employee relating either directly or indirectly to the applicant which constitutes a breach of the ethical standards set forth in said code.

As used herein, "anything of value" shall include but not be limited to any (a) favors, such as meals, entertainment, transportation (other than that contemplated by an Authority contract), etc., which might tend to obligate the Authority employee to the Contractor and (b) gift, gratuity, money, goods, equipment, services, lodging, discounts not available to the general public, offers or promises of employment, loans or the cancellation thereof, preferential treatment or business opportunity. Such term shall not include compensation contemplated by any Authority contract.

The foregoing certification shall be deemed to have been made by the applicant as follows: If the applicant is a corporation, such certification shall be deemed to have been made not only with respect to the application itself, but also with respect to each director and officer, as well as, to the best of the certifier's knowledge and belief, each stockholder with an ownership interest in excess of 10%; if the applicant is a partnership, such certification shall be deemed to have been made not only with respect to the applicant itself, but also with respect to each partner. Moreover, the foregoing certification, if made by a corporate applicant, shall be deemed to have been authorized by the Board of Directors of the applicant, and such authorization shall be deemed to include the signing and submission of the bid and the inclusion therein of such certification as the act and deed of the corporation.

In any case where the applicant cannot make the foregoing certification, the applicant shall so state and shall furnish with the application, a signed statement that sets forth in detail the reasons thereof.

The foregoing certification or signed statement shall be deemed to have been made by the applicant with full knowledge that it would become part of the records of the Authority and that the Authority will rely on its truth and accuracy in granting certification.

Applicants are advised that knowingly providing a false certification or statement pursuant hereto may be the basis for prosecution for offering a false instrument for filing (see e.g., New York Penal Law, Section 175.30 et. Seq.). Applicants are also advised that the inability to make such certification will not, in and of itself disqualify an applicant, and that in each instance the Authority will evaluate the reasons therefore provided by the applicant.

**SMALL BUSINESS ENTERPRISE PROGRAM
ADMINISTERED BY
THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

The Small Business Enterprise Programs are designed to promote New York and New Jersey businesses and to provide them with the advantage of competing against firms of like size and expertise in a limited competitive environment. In order to be eligible to participate in opportunities set-aside for the programs, the Port Authority must certify a firm as a Small Business Enterprise. To be eligible for certification, firms at a minimum:

- Must have a principal place of business in either New York or New Jersey.
- Must have operated that specific type of business for at least three (3) years.
- Must not exceed the average annualized gross revenue limitations cited below for the last three (3) fiscal years.

Average Annualized Gross Revenue Limitation and other Port Authority Pre-requisites by Procurement Category.

□ Construction - \$14 million

The Port Authority's Engineering Department must also qualify construction firms. This requires the submittal of acceptable references for completed contracts. A minimum of three acceptable references is required for each construction specialty area.

□ Architectural & Engineering (A&E) - \$4.5 million

- *Landscape Architectural Services - \$7 million*
- *Marine Engineering & Naval Architecture - \$18.5 million*

In addition to adhering to maximum gross revenues Thresholds, A&E firms must also have minimum average annual revenues of more than \$100,000 over the last three (3) fiscal years.

□ Commodity - \$7 million

Commodity firms eligible to participate are provided a five percent (5%) price preference in designated contracts solicited by the Port Authority's Procurement Division.

□ Janitorial Maintenance - \$16.5 million

□ Unarmed Guard Service - \$18.5 million

□ Financial Services - \$7 million

Supporting Documentation Checklist

REQUIRED FOR ALL APPLICANTS Attach copies of the following documents, as applicable. Indicate documents submitted by checking appropriate boxes. PLEASE PROVIDE COPIES OF SUPPORTING DOCUMENTS ONLY - NOT THE ORIGINALS. The minimum documentation required for certification is listed below, but is not limited to this list. A representative may request additional documents during the application review process, if warranted.

- 1 Résumés for all principals, partners, officers and/or key employees of the firm. Provide home address, telephone number, education, training, and employment with dates and specific duties with the company
- 2 Proof of ethnicity for each person with ownership interest (valid passport, ethnic birth certificate)*
- 3 Proof of U.S. Citizenship (valid U.S. passport, ethnic birth certificate, naturalization certificate)*
- 4 Proof of permanent resident alien status (valid permanent resident alien "green" card showing expiration date)*
- 5 Bank signature card, bank resolution or letter from bank identifying persons authorized to conduct transactions on each account
- 6 Lease agreement or proof of ownership (deed/mortgage) for business location(s)
- 7 Proof of any certification (including SBA 8(a)), decertification, or denial from another governmental agency, department, or authority
- 8 Copies of any licenses, permits and/or accreditations required for conducting business N/A
- 9 Proof of sources of capitalization/investments (purchase receipts, any loan agreements) Capital One
- 10 Any employment agreements - collective bargaining agreement
- 11 All third party agreements including: equipment rental, purchase agreements, management service agreements, etc. N/A
- 12 Vehicle registration(s) for any vehicle used for business purposes
- 13 Current financial statement (statement of cash flows, balance sheet, or profit and loss statement)
- 14 Most recent three years' business Federal, State and City tax returns (all pages, all schedules); Prior two (2) years of personal tax returns (1040's) for each person with ownership interest, including all applicable W-2 forms and schedules if in business less than three years

**If you have one document that satisfies the requirements for numbers 2 – 4, submit only one copy.*

REQUIRED FOR A SOLE PROPRIETORSHIP

- Copy of Business Trade Name or Certification Trade Name filed with County Clerk
(If doing business under an assumed name)

REQUIRED FOR A PARTNERSHIP AND JOINT VENTURE PARTNERSHIP

Attach copies of the following: (Indicate documents submitted by checking appropriate boxes)

- 1. Business Certificate
- 2. Partnership Agreement

REQUIRED FOR A LIMITED LIABILITY COMPANY (Check appropriate boxes below)

- 1. Sole Proprietorship
- 2. Corporation
- 3. Partnership Agreement

Attach required documents and indicate documents submitted by checking appropriate boxes

- 1. Certificate of formation and/or organization
- 2. Operating and/or managing agreements
- 3. Franchise and/or third-party agreement

REQUIRED FOR A CORPORATION

Attach documents of the following: (Indicate documents submitted by checking appropriate boxes)

- 1. Articles of incorporation, including date approved by State
- 2. Corporation By-Laws
- 3. Minutes of first corporate organizational meeting and amendments
- 4. Copies of all issued stock certificates front and back, as well as next un-issued certificate
- 5. Copy of stock ledger
- 6. If applicable, furnish copies of agreements relating to:
 - a. stock options
 - b. shareholder agreements
 - c. shareholder voting rights
 - d. restriction on the disposal of stock loan agreements
 - e. facts pertaining to the value of shares
 - f. buy-out rights
 - g. restrictions on the control of the corporation

THE PORT AUTHORITY OF NY & NJ

February 1, 2012

Erin Lynam
President
Atlantic Reinforcing Concrete Co.
14 Burt Drive, Unit G
Deer Park, NY 11729

Dear Mrs. Lynam:

At your request, the Office of Diversity and Civil Rights of The Port Authority of NY & NJ (Port Authority) afforded you a hearing to permit you to provide further information relevant to your application as a Woman-Owned Business Enterprise (WBE). The hearing was held on December 20, 2011 and you represented Atlantic Reinforcing Concrete Co. along with Andrea Lynam, Vice President. I was the Hearing Officer and other representatives of the Port Authority were also present.

After an extensive and careful review of the file, your presentation at the hearing and the materials you submitted subsequent to the hearing, it is my decision as Hearing Officer that the denial of WBE certification of Atlantic Reinforcing Concrete Co. should be sustained.

This decision is based upon the information reviewed and presented to the Port Authority, which indicates that a shareholder associated with the firm who is not a minority or woman is disproportionately responsible for making operational decisions and appears to have the most appropriate set of skills and knowledge to lead the operation of a rebar installation company such as Atlantic Reinforcing Concrete. Although you and Ms. Lynam now own the company, it was transferred without compensation by Thomas Lynam, a non-minority. Mr. Lynam is still significantly involved in the company's operation and appears to be the "primary possessor of the expertise" in the company's area of work, which affords him the ability to play a major role in the most critical part of its operation. This corporate arrangement is not consistent with the Port Authority's guidelines for MBE/WBE certification.

*Planning and Regional Development Department
233 Park Avenue South, 11th Floor
New York, NY 10003
T: 212 435 7000*



THE PORT AUTHORITY OF NY & NJ

Mrs. Erin Lynam

- 2

February 1, 2012

In accordance with our certification guidelines, this decision is administratively final. Please be advised Atlantic Reinforcing Concrete Co. may reapply for certification on or after February 1, 2014, two years from the date of this final decision.

Sincerely,

Janet D. Cox
General Manager
Ferry Transportation
Planning & Regional Development Department

cc: R. Darcy, Port Authority
L. Green, Port Authority
R. Hsu, Port Authority
W. Mao, Port Authority



THE PORT AUTHORITY OF NY & NJ

December 1, 2011

Ms. Erin Lynam
Atlantic Reinforcing Concrete Co.
14 Burt Drive, Unit G
Deer Park, NY 11729

Dear Ms. Lynam:

Please be advised that your appeal hearing is scheduled for:

Tuesday, December 20
10:30 a.m. – 12:00 p.m.

Location: 233 Park Avenue South, East 18th Street
4th floor, Situation Room
New York, NY 10003

Please bring all relevant books, records, and documents with you.

As you are aware, our attorney may be present at this hearing. The scheduled date shall not be modified. If you prefer to waive the hearing and have the appeal decided on information and arguments to be submitted in writing, you must notify us and submit the information and arguments in writing, prior to the scheduled hearing date. If a firm fails to appear at the scheduled hearing, such default by the firm shall constitute a waiver of the hearing, the application and appeal may be treated as abandoned. The Hearing Officer may in exigent circumstances, consider the grounds for a failure to appear, and grant appropriate relief.

You will need to bring some form of photo identification with you on the day of your hearing to gain access to the 4th floor. You must stop at the Visitors Desk in the lobby to receive a pass before coming to the meeting room.

I look forward to assisting you. If you have any further questions, please call me at (212) 435-7816.

Sincerely,

Weicong Mao

Business Analyst, Certification Unit
Office of Business & Job Opportunity
233 Park Ave South, 4th FL
New York, NY 10003

COUCH WHITE
COUNSELORS AND ATTORNEYS AT LAW

Couch White, LLP
540 Broadway
P.O. Box 22222
Albany, New York 12201-2222
(518) 426-4600

Joseph C. Scala
Of Counsel

Direct Dial: (518) 583-4404
Telecopier: (518) 426-0376
email: jscala@couchwhite.com

August 9, 2011

Mr. Roger Hsu
Manager, Certification
The Port Authority of NY & NJ
Office of Business Diversity and Civil Rights
233 Park Avenue South
4th Floor
New York, New York 10003

Re: Atlantic Reinforcing Concrete Company, Inc.
Appeal - WBE Certification Denial

Received
AUG 16 2011
Certification Coordinator
Office of Business & Job Opportunity
AUG 16 2011
Certification Coordinator
Office of Business & Job Opportunity

Dear Mr. Hsu:

I have been retained by the above-captioned WBE Applicant and hereby submit this appeal, and request for a hearing, on its behalf. On July 20, 2011, the Port Authority of New York and New Jersey (PANYNJ) denied the application of Atlantic Reinforcing Concrete Company, Inc. (Atlantic), for certification as a Women-Owned Business Enterprise. This correspondence constitutes an appeal of that determination, and a request for an appeal hearing. PANYNJ undoubtedly did not consider all the facts in the record, viewed as a whole, when rendering its decision with respect to this matter. The appeal is based on the Authority's incorrect reading of the applicable Guidelines, incorrect interpretation of the facts of this matter and/or an incorrect application of the Guidelines to the facts of the instant matter, all of which, based on the entire administrative record, were unsupported by substantial evidence, were inconsistent with the substantive and procedural provisions of the statutory and regulatory guidelines and requirements, and were arbitrary and capricious. The decision therefore resulted in fundamental unfairness to the Applicant and substantially prejudiced the opportunity of the Applicant to present its case. This appeal is timely as it is being filed no later than thirty (30) days after the rendering of the PANYNJ determination of July 20, 2011.

Atlantic Reinforcing Concrete Company, Inc. is a Woman-Owned Business Enterprise, certified as such by New York State Empire State Development on March 17, 2010. At the time of that approval, the company was owned fifty one percent (51%) by Erin and Andrea Lynam and forty nine percent (49%) by Thomas and Roger Lynam. In order to properly reflect the ownership and control of the company, and in compliance with the advice and instruction of their accountant, shares from Thomas and Roger Lynam were transferred to Erin and Andrea Lynam on May 1, 2010. As a result of that transfer, Erin and Andrea each own fifty percent (50%) of Atlantic, represented by one hundred (100) shares each.

August 9, 2011

Page 2

Atlantic is in the business of bending rebar for use in concrete applications such as foundations, walls and columns. In New York State, the *actual* worked required to be performed in bending rebar *must* be performed by the Local #46 Metallic Lathers Union and Reinforcing Ironworkers of New York and Vicinity of the International Association of the Bridge, Structural, Ornamental and Reinforcing Iron Workers.¹ The owners of *any* company performing these types of services are prohibited from engaging in the actual work, which must be performed by Union Lathers, Journeymen, Apprentices and Foreman. While the field work is being performed by Union employees, as mandated, the actual ownership and daily business operations of Atlantic are controlled by the minority owners, Erin and Andrea.

The voluminous record that was submitted by Applicant to PANYNJ clearly sets forth the management structure of Atlantic, and demonstrates that ownership, management and control of Atlantic on a daily basis is performed *exclusively* by Erin and Andrea Lynam. That ownership and control was shown to be real, substantial and continuing. The record likewise details the Union contractual requirements, which dictate that the work that Atlantic is engaged in, bending rebar, *must* be performed *solely* by the company's employees, as hired through the local Union. PANYNJ was aware of these factors, but ignored, or incorrectly applied, their significance when making its determination. As will be seen below, several of the Authority's conclusions were patently incorrect: Mr. Thomas Lynam is not a "former owner who founded the company", he does not have "the most appropriate set of skills and knowledge to *lead the operation of a rebar installation company* (emphasis added)", and it is not true that "the primary purpose of this transfer of shares was to afford you majority ownership in the company", since the minority women *already had* majority ownership in the company. As will also be seen below, PANYNJ has misinterpreted the significance of their correct analysis that Mr. Lynam is Atlantic's "most important employee (emphasis added), that "he has functioned as a laborer in various construction capacities", "is still a full time staff member".

Although the two (2) points made by PANYNJ in its determination are closely inter-related, this appeal request will follow the heading structure set forth in the denial correspondence issued by PANYNJ. The information and arguments contained in each of the enumerated responses is equally applicable to the other.

1) *The company appears to be a pro forma structure to qualify for WBE Certification*

PANYNJ contends that "we believe your ownership in the company does not go beyond pro forma, and that your ability to make major decisions, particularly on (technical) matters of management and operation, pales in comparison to that of Mr. Thomas Lynam, the non-

¹ A copy of the Agreement between Atlantic and the Union is appended hereto as Exhibit "A".

minority former owner who founded the company.” That allegation, along with PANYNJ’s further assertions pertaining to the experience of Mr. Lynam and the business activities of the minority owners are incorrect, conclusory and self-serving. In support of its erroneous conclusion, PANYNJ identifies *none* of the work it claims that Mr. Lynam provides to Atlantic Reinforcing that would make that entity ineligible for certification. PANYNJ likewise ignores the significant role of the women owners and identifies *none* of the work performed by Erin and Andrea Lynam in the course of their controlling the management and daily business activities of Atlantic and in actually exercising ownership, management and control of the company. In addition, the PANYNJ decision is completely devoid of any explanation of how its denial takes into account the extensive business activities undertaken by Erin and Andrea, as detailed in their application, and in the materials submitted with their application. Those activities include, but are but are not limited to:

<u>ACTIVITY:</u>	<u>PERFORMED BY:</u>
Financial Decisions	Erin /Andrea
Estimating	Erin/Thomas
Preparing Bids	Erin
Negotiating Bonding	Andrea
Marketing & Sales	Andrea
Hiring & Firing	Erin/Andrea
Supervising Field Operations “per union contract”	Thomas
Purchasing Equipment/Supplies	Erin/Andrea
Managing and Signing Payroll	Erin
Negotiating Contracts	Erin
Signatures for Business Accounts	Erin/Andrea

The listed activities, along with the other activities delineated in the application constitute the substance of the “principal business activities” that Atlantic engages in, as opposed to the “work performed” at Atlantic by Union employees. Those employees include managers and key employees that are hired by the minority Applicants, Erin and Andrea. The substance of the principal business activities undertaken by Applicants constitutes the “real, substantial and continuing ownership and control”, of the business, which is clearly and solely exercised by Erin and Andrea. Therefore, the application must be approved. Nowhere in its correspondence denying the certification is it alleged that the Applicants have not undertaken the tasks listed above, or that someone other than the minority Applicants has performed those tasks. PANYNJ cites no examples to support its contention that Erin and Andrea are not performing some of the activities listed above, or conversely, that someone other than Erin or Andrea are performing those activities. Unexplained, by PANYNJ, are the constraints of the Union contract, which require the Company to engage Union employees to perform the on-site duties of bending and

erecting rebar. Even though the Union Agreement in question was supplied to PANYNJ, it is never even mentioned in the Denial letter. Likewise ignored is the status of Mr. Lynam as a Union laborer and foreman, and the Union work requirements that necessitate Union laborers for performing field work. Nor is there any recognition of the other foreman that are also employed, through the Union, to work for Atlantic. These glaring omissions evidence a careless analysis that must be fatal to the determination at hand.

The record demonstrates that Erin and Andrea Lynam undoubtedly have the ability to intelligently and critically evaluate information presented by other participants in the firm's activities and to use this information to make independent decisions concerning the firm's ownership, daily operations, management, and policymaking. That 'critical evaluation', which evidences real, substantial and continuing ownership and control by Erin and Andrea, includes the review of information provided by the Union employees that they have hired, including the foremen. Erin and Andrea have demonstrated the ability to intelligently and critically evaluate such information, and use this information to make independent decisions concerning the firm's daily operations, management, and policymaking, in the manner in which they have overseen the operations of Atlantic, and in the manner in which they have grown the business and realized remarkable profits. While PANYNJ has, on one hand, downplayed the roles of the minority Applicants, it has, on the other hand, failed to reference any single decision regarding the ownership, daily operations, management or policymaking of Atlantic that it claims was performed by Tom Lynam, or *anyone* other than Erin or Andrea.

When viewed comprehensively with respect to the language of the entire regulation it is apparent that PANYNJ has misinterpreted the regulation and has misapplied it to the circumstances of this application. On the basis of this analysis, it is clear that the PANYNJ determination is erroneous, unsupported by substantial evidence, inconsistent with substantive and procedural provisions and is arbitrary and capricious. The decision therefore resulted in fundamental unfairness to the appellant and substantially prejudiced the opportunity of the appellant to present its case. Therefore the determination must be overturned, since Erin and Andrea have competently proven that they are in complete control of the ownership, daily operations, management and policymaking of Atlantic.

2) *The current owners do not seem to have the appropriate technical skills & experience to run the company*

In most businesses, including the concrete reinforcing industry, the owners are not engaged in the actual work - swinging hammers to build a house, or wielding wrenches to fix pipes, or even directly assisting customers. Similarly, in government organizations, certain work is compelled by Union contract to be performed by employees in a particular title, and all other employees, as well as supervisory staff, are prohibited from performing the work in question. In

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the field of iron work, including work performed by Atlantic's employees, the Union staff are hired for in-field, on-site functions, while the day-to-day running of the business: the decision-making, the hiring and firing, the procuring of new contracts or sub-contracts, the financial determinations, the advertising, and myriad other "big picture"/management, ownership and operational determinations are made by the owners of the company, Erin and Andrea Lynam. Atlantic is no different in that regard than other businesses, including other concrete reinforcing businesses. Within the context of the Union contractual requirements, Erin and Andrea have fully complied with the PANYNJ Guidelines. Contrary to the assertions of the Authority, the installation of re-bar is not a "critical aspect" of the business operations of Atlantic. It is, of course, the principal *service* provided to its customers by Union laborers at the end of a process that includes the performance, by Erin and Andrea, of a number of "critical" ownership and management duties - without which there would be no installation of re-bar to perform.

The result that these women should have been granted WBE status, is unaffected by the fact that Tom Lynam has experience as a Union iron worker. Tom Lynam is a foreman, but is only one of five foremen that are regularly hired by Atlantic, *as obligated by Union rules*, to oversee jobs that Atlantic has been contracted to perform. Tom Lynam performs no different services for the company than any of the other four foremen, and performs none of the functions of ownership, management or control, which are exclusively performed by Erin and Andrea. In fact, PANYNJ nowhere alleges that Tom has in any way controlled the ownership, management or daily business operations of Atlantic. PANYNJ fails to note any single instance in which Tom exercised "ownership" or "control" over the Company or the management and daily business operations of Atlantic. The conclusory allegations contained in the PANYNJ decision constitute an insufficient basis on which to deny the application.

Additionally, the women formulated the idea for this company, incorporated it, financed it, have run it themselves, have been able to realize tremendous gains in profits and have grown the business incredibly over the past five years. In fact, the minority Applicants proved that they generated corporate profits of \$42,500 in 2006, \$848,000 in 2007, \$1,080,000 in 2008, \$2,260,000 in 2009 and \$3,260,000 in 2010. The submitted record demonstrates that this was accomplished through the efforts of Erin and Andrea: procuring new business, hiring the proper mix of workers from the Union and intelligently managing their resources. The record also demonstrates that Tom did not participate in, or contribute to, these accomplishments, although he had previously tried to run a "business" (before the minority owners, Erin and Andrea incorporated Atlantic), which consisted of leasing a rebar bending machine to other contractors. That effort produced no financial results, as he was unable to sufficiently lease the machine, or collect payments when the machine was actually rented. By itself the marked difference between the enormous profits produced by the minority Applicants, and the lack of income realized by Tom in his previous venture, proves that the business is owned, managed and operated by Erin and Andrea, and that the involvement of Tom is limited to his role as a Union employee. While there is no dispute that the Union activities and experience of Tom is essential to the final performance of the task of installing re-bar, there is no evidence that he has *any* skill

August 9, 2011

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that would enable him to successfully run a business such as Atlantic. Whatever evidence exists regarding that issue, is exactly to the contrary.

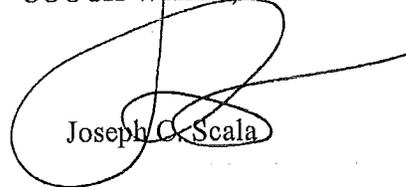
On the basis of the analysis presented above, it is clear that the PANYNJ determination is erroneous, unsupported by substantial evidence, inconsistent with substantive and procedural provisions and is arbitrary and capricious. The decision therefore resulted in fundamental unfairness to the appellant and substantially prejudiced the opportunity of the appellant to present its case. Therefore the determination must be overturned.

In conclusion, the requirements for obtaining the designation of WBE, as stated in the Guidelines are clear. PANYNJ's interpretation of the impact of those Guidelines on the application before them was erroneous. The application must be granted as the Applicants have demonstrated that Atlantic is a Women-Owned Business Enterprise.

Thank you very much for your time and your cooperation with respect to this matter.

Very truly yours,

COUCH WHITE, LLP



Joseph C. Scala

JCS/glm

Enclosure

cc: Ms. Erin Lyman (via U.S. Mail w/encl.)

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THE PORT AUTHORITY OF NY & NJ

July 20, 2011

Mrs. Erin Lynam
President
Atlantic Reinforcing Concrete CO.
14 Burt Drive, Unit G
Deer Park, NY 11729

Dear Mrs. Lynam:

Thank you for submitting the Certification Application to the Port Authority of New York and New Jersey (The Port Authority) for consideration as a Woman-owned Business Enterprise (WBE). After careful review of the application and supporting documentation, you submitted on May 25, 2011, this office does not deem the applicant, **Atlantic Reinforcing Concrete Co.** eligible for certification as a WBE for Port Authority contracts and opportunities.

Based on the eligibility standards of The Port Authority of NY & NJ's MWBE Certification Guidelines (Guidelines), the fundamental basis for this decision is twofold: 1) the ownership of the company does not seem "real, substantial and continuing." It appears the company's ownership is a pro forma structure for the purpose of qualifying for certification as a WBE. 2) The documented owners of the company do not seem to have the appropriate technical knowledge/expertise to make, on their own, major decisions on matters of management, policy and operations for the company.

1) The company appears to be a pro forma structure to qualify for WBE Certification

Given the information we were provided in the application and supporting documents, we believe your ownership in the company does not go beyond pro forma, and that your ability to make major decisions, particularly on (technical) matters of management and operation, pales in comparison to that of Mr. Thomas Lynam, the non-minority former owner who founded the company. Although, Mr. Lynam transferred (gifted) his ownership in the company to you without receiving any consideration, he is still significantly involved in the company's operation as probably its most important employee. The reason for this assertion is that among all former and current owners/employees of the firm, Mr. Lynam appears to have the most appropriate set of skills and knowledge to lead the operation of a rebar installation company such as Atlantic Reinforcing Concrete.

In our Guidelines, Subsection 3 of Section IV: Requirements for MBE/WBE Certification states: "...elements of ownership must be clear and apparent for a firm to be considered eligible as an MBE or WBE." Subsection 3 (a) elaborates further as follows:

The ownership and control by minorities or women shall be real, substantial and continuing, and shall go beyond pro forma ownership of the firm as reflected in its ownership documents. The minority or woman owners shall enjoy the customary incidents of ownership, and shall share in

THE PORT AUTHORITY OF NY & NJ

the risks and profits commensurate with their ownership interest, as demonstrated by an examination of the substance rather than form of arrangements."

When we apply the above standard to test the validity of your ownership of Atlantic Reinforcing Concrete, we find your majority ownership in the company seems structured more in form than substance. Hence, given this observation, the following are some issues we believe challenge the claim that your ownership of the company is more in substance and real than in form to qualify for WBE certification.

In addition to not providing any consideration to Mr. Lynam for his shares he transferred to you, close examination of the owners' resumes compared to the one submitted for Mr. Lynam reveal the following: From 1994 to 2006, you, Ms. Erin T. Lynam, functioned in various administrative capacities. Your employment positions ranged from receptionist to production assistant, none of which was for a construction or construction type company. From 2005 to present, Ms. Andrea Lynam has been employed as a teacher. There is nothing in her training nor work experience, until her involvement with Atlantic Reinforcing in 2006, that suggest she has had training, work experience, or otherwise in the installation of rebar for the strengthening of concrete for bridges, tunnels and foundations. Conversely, when we examine Mr. Lynam's resume, not only has he functioned as a laborer in various construction capacities, particularly in installing iron in a manner similar to what Atlantic Reinforcing Concrete does, he has functioned in a leadership capacity as a foreman on construction projects, and has even been formally trained in Metal Lathers and Reinforcing iron workers apprentice program.

Given the depth and breadth of Mr. Lynam's background in the specific work Atlantic Reinforcing Concrete does, and given that he founded the company and then gifted his shares to you without receiving any consideration in return, we are inclined to believe the primary purpose of this transfer of shares was to afford you majority ownership of the company so that it could qualify as a woman-owned business. It seems reasonable to draw such an inference when there is no evidence in the application and other documentation that proves the contrary. In fact, Mr. Lynam is still a fulltime staff member of the company and by all accounts appears to be its most important employee. He oversees the most critical part of the company's operation (i.e., the actual installation of rebar) and is its highest paid employee.

2) The current owners do not seem to have the appropriate technical skills & experience to run the company

We are not convinced that the current women owners have the appropriate technical knowledge and experience to "exercise real control over the critical aspects of the business." For example, we consider a "critical aspect" of the company's operation to be the installation of rebar. Based on the information presented throughout your application and supporting documents, there is nothing that suggest that neither of the current owners would have the ability to go in the field, for example, and function as a foreman and direct the company's laborers in the installation of rebar on a bridge.

THE PORT AUTHORITY OF NY & NJ

On the other hand, Mr. Lynam appears to have the ability to lead a team of workers on such a project. The information provided in the application and supporting documents show he is the most qualified and keenly involved in this part of the company's operation. In addition, since Mr. Lynam is neither a minority nor a woman, then his level of involvement in this critical aspect of the company's operation undermines the eligibility of the firm for certification. This contention is supported by our Guidelines, which suggest a firm's ineligibility for certification seems likely when, "shareholders, members, managerial employees or others associated with the firm who are not women appear to be disproportionately responsible for the operation of the firm."

Furthermore, the Guidelines suggest, evidence of ineligibility for certification also includes when "family members, whether related by blood or through marriage, who are not women play major roles in the operation of the business or appear to be the primary possessors of the expertise necessary to operate the firm. This statement in our guidelines appears to apply to Atlantic Reinforcing Concrete since, as discussed in the preceding paragraphs; Mr. Lynam is a non-minority man who is related to you and Andrea Lynam. Additionally, Mr. Lynam appears to be the "primary possessor of the expertise" in the area of work the company does, which affords him the ability to play a major role in the most critical part of its operation.

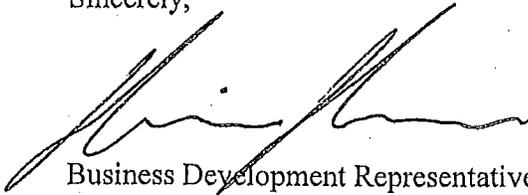
Therefore, based on all of the aforementioned, we do not believe Atlantic Reinforcing Concrete meets our Guidelines' eligibility criteria for certification as WBE.

Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty days of the date of this letter. If an appeal hearing is not requested before **August 20, 2011**, this decision shall be deemed final. Your appeal of this letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. Your appeal-hearing request should be sent to Roger Hsu, Manager, Certification. The Port Authority of NY & NJ, Office of Business Diversity and Civil Rights, 233 Park Avenue South, 4th Floor, New York, NY 10003.

Counsel at its discretion may represent **Atlantic Reinforcing Concrete Co.** should you choose to be represented by counsel, please indicate such in the request for an appeal hearing.

A firm that has been denied certification, as a Woman-owned Business Enterprise cannot reapply for certification until two years from the date of this notice. Therefore, **Atlantic Reinforcing Concrete Co.** will be ineligible for certification until **May 25, 2013**.

Sincerely,



Business Development Representative
Office of Business Diversity and Civil Rights

Atlantic Reinforcing Concrete Co.
14 Burt Drive, Unit G
Deer Park, NY 11729
631-242-5020
631-242-5030 Fax
WBE CERTIFIED

April 8, 2011

Marvin Morency
Business Development Representative
Office of Business & Job Opportunity

Re: Port Authority WBE Application

Mr. Marvin Morency;

We received your letter requesting additional information for our WBE application. I have attached some of the requirements you requested.

- **Provide proof of essential technical skills required to manage the operation of Atlantic Reinforcing Concrete Co.**

The essential technical skills required to manage the operation of Atlantic Reinforcing Concrete Co., is unique because of the nature of the business and the role of union-required employees in the daily performance of the work activity of bending rebar. In New York State, the actual worked required to be performed in bending rebar must be performed by the Local #46 Metallic Lathers Union and Reinforcing Ironworkers of New York and Vicinity of the International Association of the Bridge, Structural, Ornamental and Reinforcing Iron Workers. The owners of any company performing these types of services are prohibited from engaging in the work, which must be performed by Union Lathers, Journeymen, Apprentices and Foreman. While the field labor is being performed by Union employees, as mandated, the actual management and daily business operations of Atlantic are controlled by the women owners, Erin and Andrea.

The Investment of the owners background knowledge to the company has enabled Erin and Andrea to maintain and grow their business to where it is today. Their knowledge and expertise in the business world of accounting (payable and receivable), payroll, certified payroll, proposals, contracts, computers, insurance, employee insurance and safety requirements has enabled us to realize the incredible increase in profits that the Company has experienced since 2006.

Our reputation, professionalism and success has given our business enhanced opportunities with other vendors, contractors, insurance companies, financial advisors and advertising companies which has increased our profits and further business, all of which is required for success of any company, particularly a company such as this which relies heavily on those skills to increase profitability.

At Atlantic, the Union staff are hired for in-field, on-site functions, while the day-to-day running of the business: the decision-making, the hiring and firing, the procuring of new jobs, the financial determinations, the advertising, and myriad other "big picture" management and operational determinations are made by the owners of the company: Erin and Andrea Lynam. Atlantic is no different in that regard than other businesses, including other concrete reinforcing businesses.

ANDREA'S DAY TO DAY ROLE:

Maintaining a close relationship with our Company accountant, Adam Greene. Monthly review of our checking, savings and credit line accounts, ensuring all accounts are up to date and accurate.

Frequent contact with our insurance broker, Kevin Mount. Review to ensure policy meets needs of company and possible savings with subcontractors.

Contact company attorney, Joseph Scala for review of legal documents, along with corporate record keeping and planning. Maintain contact with company financial advisor, John Caffrey. Responsible for all company advertising, currently purchased through Light Wave Graphics. Researches other outside vendors for cost savings to increase the company's profitability and revenue (safety equipment, supplies, etc.)

Maintaining a relationship with bank branch manager from Capital One Bank. Keeping up with our credit line and any investments that would benefit our company.

Andrea works approximately 25 hours per week. On a daily basis, with the use of her laptop, remote access and Blackberry phone, she is able to work outside the office, as if she were physically in the office. During school holidays, recesses and summer breaks Andrea is able to work full time in the office. Her requirements with Copiague School District Teachers contract is 35 hours per week, 185 days a year. A substantial amount of the remainder of her time is dedicated to Atlantic Reinforcing Concrete.

Running a business takes many talents. The office, support and planning operations have to be efficient, structured and have the qualified people to make it run successfully, thereby ensuring the success of the company.

- **Provide resume for Thomas Lynam**

Attached

- **Proof of source of capitalization/investments from both Rein and Andrea Lynam**

When the business was begun, the only capital asset that was owned by Atlantic Reinforcing Concrete was a rebar bending machine, which had no value. The asset had been donated by a relative and was the first machine, and only asset, that was owned by the Company. All the investments that were made, and the capital assets that were purchased, following donation of that machine, were made or purchased out of the earnings from the company. Those earnings were reinvested into the business to purchase necessary capital assets and to invest in other assets necessary for this business

- **Copies of any licenses, permits and/or accreditations required conduction the business.**

Non Applicable

- **Current business financial statement**

Attached

- **Copies of the Quarterly Report of Wages Paid (NYS-45-ATT) for 2010**

Attached

- **Copies of three signed executed contracts for services provided**

Attached

Thomas W. Lynam
(Ex. 1)

Experience

Atlantic Reinforcing Concrete

West Islip, NY
2006-Present

Supervisor

- Supervision of manpower in field.
- Field decisions such as drawing changes and contract changes.
- Ordering material for project.
- All scheduling from general contractor to field placement for work scope and project goals.

Completed Jobs

- Newtown Creek DEP Sewer Plant 8500 Tons
- Port Jefferson Advanced Waste Water Treatment 500 Tons
- Huntington Sewer Plant 600 Tons
- Williamsburg Bridge Seismic Refit 300 Tons
- Manhattan Bridge Deck Replacement 200 Tons

James McCullagh

Bethpage, NY
2004-2006

General Foreman

- Ordering and preparing man power for daily operations.
- Scheduling steel trucks and cranes to upload material on site.
- Responsible for ordering all job related materials and equipment.
- Keeping all records such as extra work orders, project changes, drawings, indifferences and all other changes to projects and scheduling.
- Recording all time worked for personnel.

Wildlife Construction

Smithtown, NY
1999-2004

Deputy Foreman

- Coordinate men necessary to finish daily tasks.
- Reading blueprints to relay work tasks to work force.
- Manage time keeping.
- Loading floors and different areas of project with material.

Walter Construction

Elmsford, NY
1990-1999

Laborer

- Installing iron at all different locations of project.
- Minor blueprint reading.
- Minor use of cranes and all other equipment.
- Unload steel trucks for projects.

Education

Metal lathers and Reinforcing iron workers apprentice program

New York, NY
1999-2003

OSHA

001895884



U.S. Department of Labor
Occupational Safety and Health Administration

THOMAS W. LYNAM

has successfully completed a 10-hour Occupational Safety and Health
Training Course in

Construction Safety & Health

JESSE DUBBS

(Trainer)

6/10/08
Date

ERIN T. LYNAM

(Ex. 1)

Experience

Atlantic Reinforcing Concrete

Deer Park, NY

President

2006-Present

- Run everyday operations such as payroll, manage accounts and pay bills and hunt for jobs.
- Review estimates, calculate bid prices and estimate man power.
- Hold coordination meetings with company Foreman.
- Assemble and sign contracts.
- Meet with General contractors for weekly project outlook schedule.

JPMorgan Chase Bank

Melville, NY

Production Assistant

2002-2006

- Provide administrative services for the Regional Vice President of Sales in the Home Mortgage Finance Department.
- Assist loan officers, branch managers, and sales production managers with loan applications, customer inquiries, and the distribution of promotional materials.
- Responsible for the maintenance of the internal filing and mailing system of the department.
- Assist in the preparation of monthly sales, expense, and audit report.
- Update and maintain personnel records of the department.

Mutual of America Life Insurance Company

New York, NY

Senior Financial Analyst, Product Accounting

1996-2002

- Report to group manager, assisted in supervision of staff troubleshooting.
- Responsible for timely processing of all transactions and adjustments related to premium payments.
- Act as liaison to regional field offices and other internal departments, to resolve inquiries related to misapplied premiums.
- Work with internal and public auditors to reconcile fees receivable, documented custodial responsibilities and policy controls.
- Tracked unidentified remittances received and determined proper allotment of funds.

Flynn Elevator Company

Head Receptionist

Long Island City, NY

1994-1996

- Responsible for welcoming potential and existing clients to the corporate offices and for handling customer service calls.
- Assisted company president with presentations, special events and conferences.
- Responsible for assisting field representatives with parts ordering, relaying job site information and dispatch.

Certification

New York State WBE- March 2010

Education

Briarcliff College of Business and Technology

Associates Degree, Business

GPA: 4.0

Patchogue, NY

1993-1994

Computer

Proficient in QuickBooks Premier, Microsoft Windows, Excel, MS Word and Power Point

Andrea Lynam

(Ex. 1)

EDUCATION

Masters of TESOL
St. John's University, Queens, New York

MAR 25 2011
5-06 Certification Coordinator
Office of Business & Job Opportunity
GPA 4.0

Masters of Science in Elementary Education
Dowling College, Oakdale, New York

5-01
GPA 4.0

Bachelor of Science
Dowling College, Oakdale, New York

5-94
GPA 3.5

CERTIFICATION

New York State WBE- March 2010

Atlantic Reinforcing Concrete

Deer Park, New York

Vice President

- Assemble and sign contracts
- Review estimates, bid prices and man power
- Maintain relationships with bank, accountant and insurance company
- Set short and long term company goals
- Research ways to promote company
- Monitor and maintain equipment

TEACHING EXPERIENCE

New York State Initial Certification - TESOL - Grades K-12

New York State Permanent Certification- Grades N-6

Copiague Union Free School District

Copiague, New York

English as a Second Language

9-05 to present

- Stimulate learning through lessons that provide an understanding of the English Language for grades K-5
- Design activities that encourage students to implement speaking, listening, reading and writing of the English Language for grades K-5
- Implement the NYSESLAT for grades K-5

RELATED EXPERIENCES

Action Researcher, Summer School Teacher

COMPUTER EXPERIENCE

Windows XP, Microsoft Works, QuickBooks Premier, SmartBoard

REFERENCES

Available upon request

THE LAW OFFICE OF
JOSEPH C. SCALA, LLP

June 4, 2010

Thomas P. Regan, Esq.
New York State Department of Economic Development
Counsel's Office
30 South Pearl Street
Albany, New York 12245

MAR 25 2011

Investment Coordinator
New York State Department of Economic Development

Re: Atlantic Reinforcing Concrete Co
File Number: 50667

Dear Mr. Regan:

In accordance with our recent telephone conversation, and the message you left for me today, please accept this correspondence as notification that my client, Atlantic Reinforcing Concrete Company, Inc. has changed its corporate structure, effective May 1, 2010. Please note that the corporate shares, formerly held by Thomas Lynam and Roger Lynam, totaling one hundred (100) shares [fifty (50) shares held by each] have been transferred to Andrea Lynam and Erin Lynam.

Andrea and Erin Lynam now hold all two hundred (200) issued and outstanding shares of the corporation. Each holds one hundred (100) shares. In addition, the President of the Company is Erin Lynam and the Secretary/Treasurer is Andrea Lynam. Erin and Andrea are the only directors of the corporation. Please note that there have been no other changes to the corporation, except as noted herein. The information previously provided to ESD is exactly the same in all other respects.

If you are not the proper person to whom this notice should be directed, could you please forward it to the proper person. If there is anything else that you need in this regard, please advise.

Thank you very much for your time and your cooperation with respect to this matter. You have been extremely helpful throughout this process and I thank you for that assistance.

Very truly yours,



Joseph C. Scala
JCS/kby
Cc: Client

CERTIFICATE OF INCORPORATION

OF

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

Pursuant to Section 402 of the Business Corporation Law

I, the undersigned, a natural person of at least 18 years of age, for the purpose of forming a corporation under Section 402 of the Business Corporation Law of the State of New York hereby certify:

FIRST: The name of the corporation is:

MAR 25 2011

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Article IV of the Business Corporation Law, except that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation is to be located in the County of **SUFFOLK**, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is **TWO HUNDRED**, each of which shall be common stock with no par value.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Received

MAR 25 2011

Registration Commission

**C/O THE CORPORATION
803 TANGLEWOOD ROAD
WEST ISLIP, NY 11795**

SIXTH: No director of the corporation shall have personal liability to the corporation or to its shareholders for damages for any breach of duty in such capacity provided, however, that the provision shall not eliminate or limit:

(a) the liability of any director of the corporation if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or, with respect to any director of the corporation, that his acts violated Section 719 of the Business Corporation Law of the State of New York, or

(b) the liability of a director for any act or omission prior to the final adoption of this article.

SEVENTH: The holders of any of the corporation's equity shares shall be entitled to preemptive rights in accordance with the provisions of BCL section 622.

IN WITNESS WHEREOF, the undersigned incorporator has executed this certificate of incorporation.

3/21/06


Sharon Babala, Incorporator
BlumbergExcelsior Corporate
Services, IINC.
52 South Pearl Street
Albany, New York 12207

BY-LAWS

OF

Atlantic Reinforcing Concrete Company, Inc.

Incorporated under the Business Corporation Law of the State of New York

1. PRINCIPAL OFFICE

(1.1) Initial Location. The principal office of the corporation shall initially be located at Andrea Lynam
803 Tanglewood Road
West Islip, New York 11795

(1.2) Change of Location. The board of directors may, upon reasonable written notice to all shareholders, relocate the principal office of the corporation.

(1.3) Other Officers. In addition to its principal office, the corporation may have such other offices, either within or without the state of incorporation, as the board of directors may designate.

2. DIRECTORS

(2.1) Number. The number of directors shall be that number as may from time to time be fixed by the board of directors, but not less than the minimum number required by law.

(2.2) Qualification. No person shall serve as a director unless such person is at least 18 years of age.

(2.3) Notices. Upon taking office, each director shall file with the secretary a written designation of the address that the director desires to be used for the purpose of giving notices to him/her. Until the director shall have effectively done so, he/she shall be deemed to have designated either the principal office of the corporation or any other address that the sender of the notice could reasonably believe to be an appropriate address. Any designated address may be redesignated by similar filing with the secretary. The secretary shall give each of the other directors prompt notice of every designation or re designation filed. The designation or re designation shall be effective three business days after the secretary's action or upon earlier receipt. Any notice to a director shall be valid if sent to either (a) the director's designated address or (b) any other address used in good faith unless it be shown that prejudice resulted from use of such other address. All notices must be in writing. Any notice may be delivered by hand or sent by telecommunications device, by mail or by similar means. If a notice is sent by registered mail or return receipt requested, another copy shall at the same time be sent by ordinary first class mail.

(2.4) Resignation. A director may resign at any time by giving notice to each of the other directors. Unless otherwise specified, the notice shall be effective immediately and acceptance shall not be necessary to make it effective. A director need not assign cause for resigning.

(2.5) Removal. A director may be removed by the shareholders without cause or by the board of directors with cause.

3. BOARD OF DIRECTORS

(3.1) Regular Meetings. A regular meeting shall be held immediately after and at the same place as the annual meeting of shareholders. The board of directors may provide for other regular meetings. Notice need not be given of any regular meeting.

(3.2) Special Meetings. The president or any two directors may call a special meeting upon not less than 5 business days notice to every director of the time and place of the special meeting. The special meeting notice does not have to specify the business to be transacted.

(3.3) Adjourned Meetings. Whether or not a quorum is present, a majority of the directors present may adjourn any meeting to such time and place as they shall decide. Notice of any adjourned meeting need not be given. At any adjourned meeting, whether adjourned once or more, any business may be transacted that might have been transacted at the meeting of which it is an adjournment. Additional business may also be transacted if proper notice shall have been given.

(3.4) Organizations. The chairperson of the meeting shall be the president if taking part in the meeting or, if not, any director elected by a majority of the directors present. The secretary of the meeting shall be the secretary if taking part in the meeting or, if not, any director appointed by the chairman of the meeting.

(3.5) Committees. The board of directors may, by resolution passed by a majority of the full board of directors (a) designate three or more of its number to constitute an executive committee, or one or more other committees, which, so far as may be permitted by law and to the extent and in that manner provided in said resolution, shall

have and may exercise, between meetings of the board of directors, the powers of the board of directors in the management of the affairs and business of the corporation, (b) at any time change the members of any such committee, (c) fill vacancies in any such committee, and (d) discharge any such committee, with or without cause. The board of directors may provide for regular meetings of any such committee with or without notice as the board of directors may prescribe. To the extent authority of the board of directors has been delegated to any such committee, any reference in these by-laws to the board of directors shall be deemed a reference to such committee.

(3.6) Telecommunications Participation. Any one or more directors may participate in a meeting of the board or any committee by means of a conference telephone or other type of telecommunications equipment allowing persons participating in the meeting to hear each other at the same time.

(3.7) Regulations. The board of directors may adopt rules and regulations, not inconsistent with law, the certificate of incorporation or these by-laws, for the conduct of its meetings and the management of all aspects of the affairs of the corporation.

4. SHARES AND CERTIFICATES

(4.1) Form of Certificates. Certificates representing shares shall be in the form determined by the board of directors. All certificates issued shall be consecutively numbered, or otherwise appropriately identified.

(4.2) Share Transfer Ledger. There shall be kept a share transfer ledger in which shall be entered full and accurate records including the names and addresses of all shareholders, the number of shares issued to each shareholder and the dates of issuance. All transfers of shares shall be promptly reflected in the share transfer ledger. Unless otherwise directed by the board of directors, the share transfer ledger shall be kept at the principal office of the corporation.

(4.3) Transfer of Shares. Upon (a) receipt of the certificate representing the shares to be transferred, either duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, (b) payment of any required transfer taxes, and (c) payment of any reasonable charge the board of directors may have established, the surrendered certificate shall be cancelled and a new certificate or certificates shall be issued to the person(s) entitled to it.

(4.4) Replacement Certificates. Replacement certificates will be issued at the request of the shareholder upon payment of any reasonable charge the board of directors may have established. In case of a lost, mislaid, destroyed or mutilated

certificate, proof of facts, by affidavit or otherwise, may also be required, as may be a bond or other proper indemnification for the corporation and its agents.

(4.5) Record Owner to be Treated as Owner. Unless otherwise directed by a court of competent jurisdiction, the corporation shall treat the holder of record of any share as the holder in fact and accordingly shall not recognize any equitable or other claim to or interest in the shares on the part of any other persons, whether or not it shall have express or other notice of it.

5. SHAREHOLDER'S MEETINGS

(5.1) Annual Meeting. The annual meeting of the shareholders shall be held on the third Tuesday in March of each year at 10 AM. If the day fixed for the annual meeting is a Saturday, Sunday or holiday at the place it is to be held, the meeting shall be held on the following day that is not such a day. Unless otherwise stated in the notice of meeting pursuant to direction of the board of directors, the annual meeting shall be held at the principal office of the corporation.

(5.2) Special Meetings. A special meeting of the shareholders may be called by any two or more directors, the president or the holders of no less than 10% of all shares entitled to vote at the meeting.

(5.3) Adjourned Meetings. Whether or not a quorum is present, a majority in voting power of the shareholders present in person or by proxy and entitled to vote may adjourn any meeting to a time and place as they shall decide. Notice of any adjourned meeting need not be given. At any adjourned meeting, whether adjourned once or more, any business may be transacted that might have been transacted at the meeting of which it is an adjournment. Additional business may also be transacted if proper notice shall have been given.

(5.4) Organization. The president shall be chairman of the meeting. The secretary shall be secretary of the meeting. If neither the president nor any vice president is present, the shareholders shall choose a chairman of the meeting. If neither the secretary nor any assistant secretary is present, the chairman of the meeting shall appoint a secretary of the meeting.

(5.5) Order of Business. The order of business shall be as determined by the chairman of the meeting, but the order may be changed by a majority in voting power of the shareholders present in person or by proxy and entitled to vote. Unless otherwise

determined as aforesaid, the order shall be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of officers.
5. Reports of committees.
6. Election of directors.
7. Unfinished business.
8. New business.

(5.6) Voting. Upon demand of any shareholder, voting shall be by ballot, in which event each ballot shall be signed by the shareholder or his proxy and shall state the number shares voted. Otherwise, voting need not be in writing.

6. OFFICERS

(6.1) Additional Officers. In addition to the president, secretary, treasurer and any other officers required by law, the corporation may have one or more vice presidents elected by the board of directors, one of whom may be designated as executive vice president. The corporation may also have such other or assistant officers as may be elected by, or appointed in a manner prescribed by, the board of directors.

(6.2) Seniority. The executive vice president, if there is one, shall be deemed senior to all other vice presidents. Unless otherwise determined by, or under rules prescribed by, the board of directors, seniority of any officer shall be determined by length of continuous service in that office.

(6.3) Continuation of Office. Unless otherwise provided by the board of directors, every officer shall serve until death, incapacity, resignation or removal by the board of directors. Any resignation or removal shall be without prejudice to any contractual rights of the corporation or the officer.

(6.4) Duties in General. Subject to these by-laws, the authority and duties of all officers shall be determined by, or in the manner prescribed by, the board of directors. Except as may be specifically restricted by the board of directors, any officer may delegate any of his/her authority and duties to any subordinate officer.

(6.5) Duties of the President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The president may sign, with the secretary or any other proper officer of the corporation

thereunto authorized by the board of directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

(6.6) Duties of Vice Presidents. In the absence or incapacity of the president, the senior vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Each vice president shall perform any other duties as may be assigned by the president or by the board of directors.

(6.7) Duties of Secretary. The secretary shall keep the minutes of the shareholders' and the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as otherwise required, be custodian of the corporate records and of the seal of the corporation, keep a register of the post office addresses of each shareholder, have general charge of the share transfer books of the corporation, and in general perform all duties incident to the office of secretary and other duties as may be assigned by the president or by the board of directors.

(6.8) Duties of Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in a sum and with any surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in the banks, trust companies or other depositories as shall be selected in accordance with these by-laws, and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned by the president or the board of directors.

(6.9) Salaries. No officer shall receive any salary unless provided or authorized by the board of directors. No officer shall be prevented from receiving a salary by reason of the fact that he/she is a director.

7. SEAL

(7.1) Form. The seal of the corporation shall be in the form impressed in the margin.

(7.2) **Use.** The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon an adhesive substance annexed. The seal on certificates for shares or other documents may be a facsimile, engraved or imprinted.

8. AMENDMENTS

(8.1) **By Board.** These by-laws may be amended or repealed by the board of directors.

Organizational Meeting

At the organizational meeting on February 25, 2007 the attached Bylaws were adopted.

The following officers were elected:

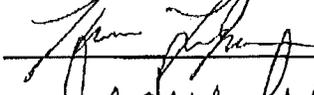
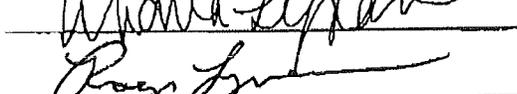
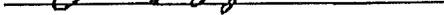
Erin Lynam	President
Andrea Lynam	Secretary/Treasurer
Thomas Lynam	Vice President
Roger Lynam	Vice President

In addition to the above shares were issued to the following shareholders:

Erin Lynam	51 shares
Andrea Lynam	51 shares
Thomas Lynam	49 shares
Roger Lynam	49 shares

The shareholders voted to elect to file for a small business corporation with the New York State Department of Taxation and Finance.

Dated: February 27, 2007

MINUTES OF
THE FIRST MEETING OF SHAREHOLDERS
OF
Atlantic Reinforcing Concrete Company, Inc.

The first meeting of the shareholders was held on February 25, 2007 at 803 Tanglewood Road, West Islip, New York 11795.

The meeting was duly called to order by the president who stated the object of the meeting.

The secretary then read the roll of the shareholders as they appear in the share record book of the corporation and reported that a quorum of the shareholders was present.

The secretary then read a waiver of notice of meeting signed by all the shareholders and on motion duly made, seconded and carried it was ordered that the said waiver be appended to the minutes of this meeting.

The president then asked the secretary to read the Certificate of Incorporators' Action and the Certificate of Directors' Action.

On motion duly made, seconded and unanimously carried the following resolution was adopted:

WHEREAS, the Certificate of Incorporators' Action and the Certificate of Directors' Action have been read to this meeting and

WHEREAS, in the Certificate of Incorporators' Action and the Certificate of Directors' Action by-laws were adopted, it is

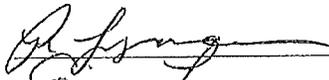
RESOLVED that this meeting hereby approves, ratifies and adopts the said by-laws of the corporation, and it is

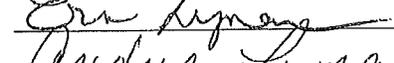
FURTHER RESOLVED that all of the acts taken and the decisions made in the Certificate of Incorporators' Action and the Certificate of Directors' Action are Approved and ratified, and it is

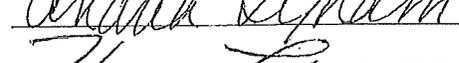
FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

There being no further business, the meeting was adjourned.

Dated: February 25, 2007







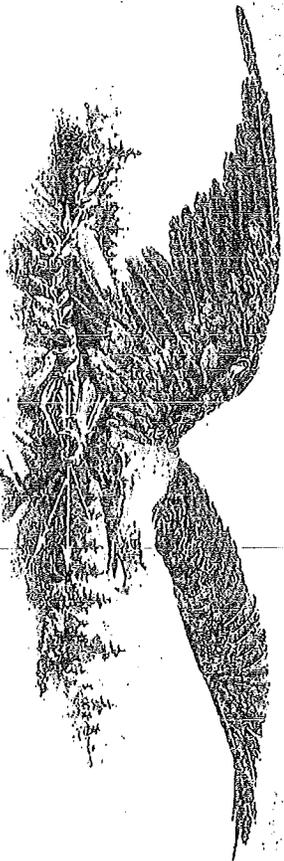


The following is appended hereto:

Waiver of notice of meeting.

NUMBER 3

SHARES 49



INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

The Corporation is authorized to issue 200 Common Shares - No. Par Value

Miss Quinlan that **THOMAS LYNAM**

FORTY NINE SHARES *****

is the owner of

fully paid and non-assessable. Shares of this above Corporation transferred only on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

And Whereas, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated 2-25-07

ANDREA LYNAM
SECRETARY-TREASURER

FRIN LYNAM
PRESIDENT

NY NY

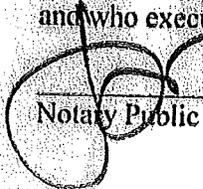
A SHAREHOLDER AGREEMENT RESTRICTS THE SALE OF SHARES OF ATLANTIC REINFORCING

I, Thomas Lynam, hereby give, without any consideration, to my wife, Andrea Lynam, all my right, title and interest in the forty nine (49) shares represented by the within Certificate. I hereby irrevocably constitute and appoint Joseph C. Scala, Attorney to transfer the said shares on the books of the Corporation

Dated: May 1, 2010


Thomas Lynam

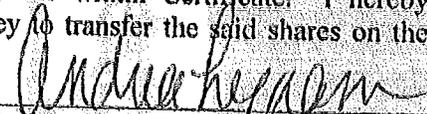
On May 1, 2010, before me came Thomas Lynam, to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.


Notary Public

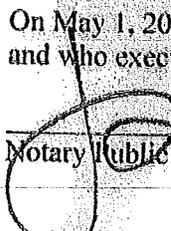
Joseph C. Scala
Notary Public State of New York
Certificate filed Suratoga County
Reg. No.: 02SC6173778
My Commission Expires Sept 04th, 2011

I, Andrea Lynam, hereby accept, from my husband, Thomas Lynam, the gift of all his right, title and interest in the forty nine (49) shares represented by the within Certificate. I hereby irrevocably constitute and appoint Joseph C. Scala, Attorney to transfer the said shares on the books of the Corporation

Dated May 1, 2010


Andrea Lynam

On May 1, 2010, before me came Andrea Lynam, to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.


Notary Public

Joseph C. Scala
Notary Public State of New York
Certificate filed Suratoga County
Reg. No.: 02SC6173778
My Commission Expires Sept 04th, 2011



INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK
**ATLANTIC REINFORCING
 CONCRETE COMPANY, INC.**

The Corporation is authorized to issue 200 Common Shares - No Par Value

THE UNITED TRUST ROGER LYMAN

FORTY NINE SHARES *****

non-assessable. Shares of the above Corporation transferable only on the books of the Corporation by the holder hereon in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

I do Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.
 Dated 2-25-07

AMBER LYMAN

SECRETARY-TREASURER

ERIN LYMAN

President

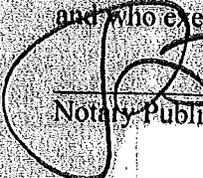
A SHAREHOLDER AGREEMENT RESTRICTS THE SALE OF SHARES OF ATLANTIC REINFORCING

I, Roger Lynam, hereby give, without any consideration, to my wife, Erin Lynam, all my right, title and interest in the forty nine (49) shares represented by the within Certificate. I hereby irrevocably constitute and appoint Joseph C. Scala, Attorney to transfer the said shares on the books of the Corporation

Dated: May 1, 2010


Roger Lynam

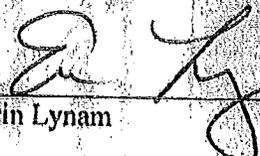
On May 1, 2010, before me came Roger Lynam, to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.


Notary Public

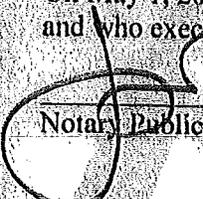
Joseph C. Scala
Notary Public State of New York
Certificate filed Saratoga County
Reg. No.: 02SC6173778
My Commission Expires Sept 04th, 2011

I, Erin Lynam, hereby accept, from my husband, Roger Lynam, the gift of all his right, title and interest in the forty nine (49) shares represented by the within Certificate. I hereby irrevocably constitute and appoint Joseph C. Scala Attorney to transfer the said shares on the books of the Corporation.

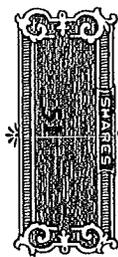
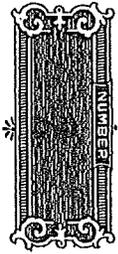
Dated May 1, 2010


Erin Lynam

On May 1, 2010, before me came Erin Lynam, to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.


Notary Public

Joseph C. Scala
Notary Public State of New York
Certificate filed Saratoga County
Reg. No.: 02SC6173778
My Commission Expires Sept 04th, 2011



INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK

ATI ANTI-CRIMPING CONCRETE COMPANY, INC.

The Corporation is authorized to issue 2000 Common Shares No Par Value

The Undersigned

ERIN LYNAM

FIFTY ONE SHARES *****

is the owner of

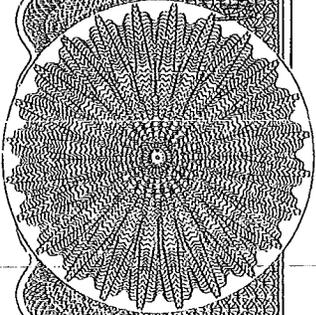
fully paid and non-assessable Shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

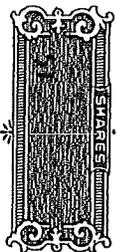
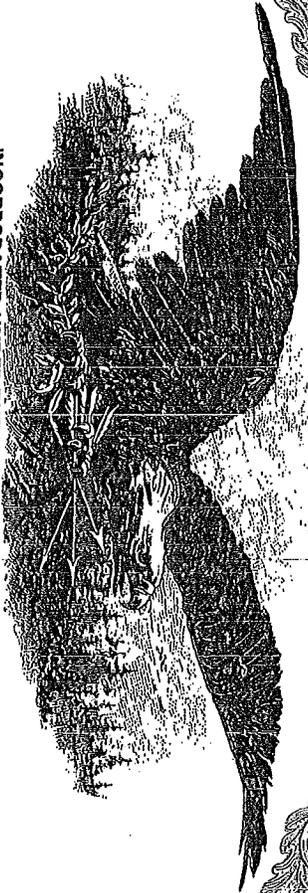
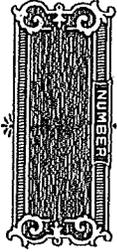
In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated 2-25-07

ANDREA LYNAM

ERIN LYNAM





INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

This Corporation has authorized to issue 2000 Common Shares, No. P. of Value

The Certificate that

ANDREA LYMAN

FIFTY ONE SHARES *****

is the owner of

fully paid and non-assessable Shares of the above Corporation transferable only in the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

Sm Witness Myself, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

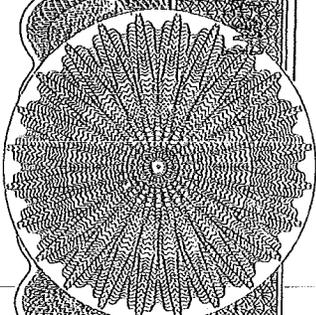
Dated 2-25-07

ANDREA LYMAN

SECRETARY OF THE BOARD

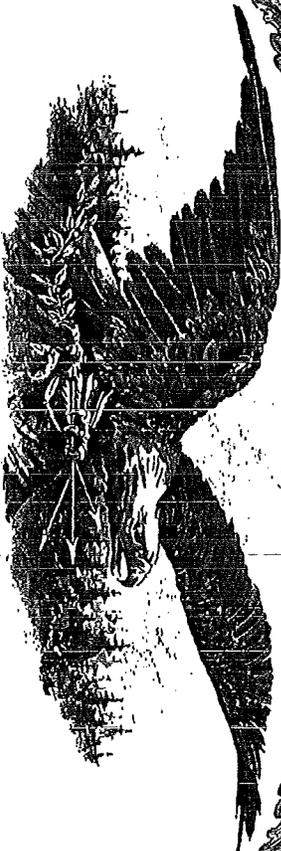
ANDREA LYMAN

1885 DEPT



NUMBER

SHARES



INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK.

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

THE COMPANY HAS AUTHORITY TO ISSUE THIS CERTIFICATE

This certifies that **SPECIMEN**

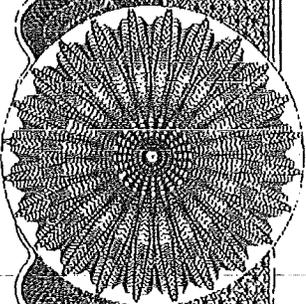
is the ownership of

fully paid and non-assessable Shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

I, Wm. W. Moore, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.
Dated

REGISTERED OFFICER

SECRETARY



	NAME OF CERTIFICATE HOLDER	PLACE OF RESIDENCE	TIME BECAME OWNER	CERTIFICATES ISSUED		FROM WHOM TRANSFERRED (If Original Issue Enter As Such)
				CERTIF. NOS.	NO. SHARES*	
	Andrea Lynam		2/25/07	4	51	original
	Thomas Lynam		2/25/07	3	49	original
A	Erio Lynam	(Ex. 1)	2/25/07	2	51	original
	Roger Lynam		2/25/07	1	49	original
B						
C						
D						
E						
F						
G						

shareholders, as they agree, so as to carry out the terms and provisions of this agreement. Should they fail to agree their differences shall be determined by arbitration under the then-existing rules of the American Arbitration Association.

RESTRICTION ON THE TRANSFERABILITY OF SHARES

The Parties each agree that they will not sell, assign, pledge, give away or otherwise transfer or encumber any of their respective shares that they now, or may in the future, own or hold, except pursuant to this agreement. The Corporation will not transfer or recognize any transfer of shares except in compliance with this agreement.

Disposition of Shares During Lifetime

Should any party desire to sell or otherwise transfer her shares, she shall offer to sell all of her shares to the Corporation, and the Corporation shall accept the offer and purchase all of the shares at the purchase price determined by the Corporation pursuant to this paragraph. The selling shareholder shall give notice in writing to the Corporation that she offers to sell some or all of her shares. Immediately upon receipt of this notice, the Corporation shall authorize its accountant to calculate the price per share of the shares to be purchased as of the date of receipt of the offer to sell. The Corporation shall also send to the selling shareholder an acceptance of the offer and also a statement that the Corporation has authorized its accountant to calculate the price per share of the shares to be purchased as of the date of receipt of the offer to sell. The purchase price, as determined by the accountant, will be sent by the Corporation to the selling shareholder within fifteen (15) business days from the date of the Corporation's mailing of the acceptance notice.

Right of Corporation to Purchase Shares on Death of Shareholder

Upon the death of any of the individual parties, the personal representative or representatives of the deceased shareholder shall immediately, upon issuance of Letters Testamentary or Letters of Administration, deliver to the Corporation a copy of such Letters and shall offer to sell all of her shares to the Corporation, and the Corporation shall accept the offer and purchase all of the shares at the purchase price determined by the Corporation pursuant to this paragraph. Immediately upon receipt of the Letters, the Corporation shall authorize its accountant to calculate the price per share of the shares to be purchased as of the date of receipt of the Letters. The Corporation shall also send to the personal representative an acceptance of the offer and also a statement that the Corporation has authorized its accountant to calculate the price per share of the shares to be purchased as of the date of receipt of the Letters. The purchase price, as determined by the accountant, will be sent by the Corporation to the personal representative within fifteen (15) business days from the date of the Corporation's mailing of the acceptance notice.

Calculation of Price Per Share

If any shareholder deciding to sell her shares during her lifetime, or any personal representative of a shareholder upon her death, disputes the value of the shares, as determined by the Corporation's authorized accountant, the parties shall proceed as follows: The party disputing the value shall hire their own accountant to calculate the price per share to be purchased as of the date of receipt of the offer to sell or the date of receipt of Letters. That calculated price shall be delivered to the Corporation within fifteen (15) business days from the date the Corporation provides notice of the original purchase price. If the difference in the price calculations as determined by the two (2) accountants is not greater than ten (10) per cent, the parties will average the two (2) prices and that average calculated price shall constitute the purchase price for which the shares will be exchanged between the parties. If the difference in the price calculation as determined by the two (2) accountants is greater than ten (10) per cent, the two (2) accountants will confer and will choose a third accountant. The third accountant shall have no affiliation with any of the parties, or the Corporation, and shall be unbiased and objective. Said third accountant shall calculate the price per share to be purchased as of the date of receipt of the offer to sell or Letters, and shall forward that calculation to the parties. Upon receipt of said calculation, the parties shall average the three (3) accountant's calculations of price and that average calculated price shall constitute the purchase price for which the shares will be exchanged between the parties. That purchase price will be immediately sent to the selling shareholder or representative.

PURCHASE OF SHARES BY THE CORPORATION

Within fifteen (15) business days of the notice to the shareholder, or the shareholders representative, of the purchase price as set forth above, the Corporation and the shareholder, or ~~the shareholders representative, shall exchange all shares for the full amount of the purchase price.~~

RATIFICATION BY CORPORATION

At the first meeting of shareholders held after the date of this agreement, this agreement shall be submitted to the meeting and a resolution adopted by which the Corporation accepts and ratifies the agreement. The by-laws of the Corporation shall be made to conform to the provisions of this agreement. Should a conflict arise, this agreement will control.

DEFINITION AND LEGEND

The term "shares" refers to all the shares of the Corporation owned by the individual parties at the time of execution of this agreement, any shares issued in the future in exchange by way of reclassification of shares, merger, consolidation, reorganization, recapitalization or otherwise,

and any additional shares issued to the respective individual parties by reason of dividends paid by share distributions or increase in the outstanding shares or otherwise.

Each of the respective individual parties shall submit the certificates for shares now owned by them to the Corporation for imprinting of the following legend:

"This certificate and the share or shares it represents is held subject to the provisions of an agreement dated May 1, 2010, a copy of which agreement is on file and may be examined at the office of the Corporation."

NOTICES

All notices and offers required to be made under this agreement shall be in writing and shall be forwarded to the appropriate parties (including the personal representative or representatives of any offering party) by registered mail addressed to the individual parties at their respective residences, to the Corporation at its principal office, and to the personal representative or representatives of any offering party at their respective residences. The mailing of any notice or offer or the acceptance or rejection of any notice or offer shall be deemed the effective date of such notice or offer or such acceptance or rejection.

MODIFICATIONS

All prior agreements relating to the sale or transfer of the shares of stock of the Corporation owned by the individual parties are hereby cancelled. This agreement constitutes the entire understanding among the parties and no modification, discharge, or waiver, in whole or in part, of any of its provisions shall be valid, unless in writing, signed by the party against whom the same is sought to be enforced. This agreement shall be binding upon and shall inure to the benefit of the parties and their legal successors, including, without limitation, all executors, administrators, receivers, committees, other personal representatives, transferees of interest, and all other legal successors, and shall, in addition, be binding upon all persons who, whether in breach of this agreement or otherwise, have or claim an interest in the shares of the Corporation or are in possession of a certificate representing shares in the Corporation, or any other evidence of an interest in the shares of the Corporation.

TERMINATION OF AGREEMENT

This agreement shall be terminated upon a determination by the holders of all of the shares of outstanding shares entitled to vote, at a meeting of the shareholders, that they desire to terminate this agreement.

Signature Page to Follow

IN WITNESS WHEREOF, the individual parties have subscribed their names, and the Corporation has caused this agreement to be signed by an authorized officer, and the corporate seal has been affixed as of the date first written above.

(Corporate Seal)

Attest:

Andrea Lynam
Andrea Lynam, Secretary

Erin Lynam
Erin Lynam

Andrea Lynam
Andrea Lynam

NYS-45-ATT Quarterly Combined Withholding, Wage Reporting,
(2/11) And Unemployment Insurance Return — Attachment



61110113

Withholding identification number:

Employer legal name:

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

Mark an X in the applicable box(es):

A. Original or Amended return

Jan 1 - X Apr 1 - July 1 - Oct 1 - Tax 10
Mar 31 Mar 30 Jun 30 Sep 30 Dec 31 Year YY
1 2 3 4

B. Other wages only reported on this page

C. Seasonal employer

Annual wage and withholding totals

If this return is for the 4th quarter or the last return you will be filing for the calendar year, complete columns d and e.

Quarterly employee/payee wage reporting information
(Do not enter negative numbers in columns c, d, and e; see instructions)

a Social security number	b Last name, first name, middle initial	c UI remuneration paid this quarter	d Gross federal wages or distribution (see instructions)	e Total NYS, NYC and Yonkers tax withheld
(Ex. 1)	Amrhein, Joseph M	534.94		
	Belmar, Paul	2443.63		
	Bernius, Jonathan	542.60		
	Birmingham, Mark	382.11		
	Camaratta, Ronald	3715.33		
	Ciccariello, Joseph	439.20		
	Daly, Paul	15584.46		
	FLAHERTY, TOM	3715.33		
	Gaines, Simon P	410.77		
	Gresser, Michael R	2668.06		
	Happich, James	2169.35		
	KIRWIN, JAMES	1545.98		
	LYNAM, ANDREA	9750.00		
	Lynam, Brian	7771.96		
	LYNAM, ERIN T	17745.00		
	Lynam, Kevin	349.09		
Page No. <u>1</u> of <u>2</u>	Total this page only	69767.81		
	If first page, enter grand totals of all pages	127694.94		

Contact information (see instructions)	Name ERIN LYNAM	Daytime telephone number
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For office use only
Postmark

Received date

Mail to:

NYS EMPLOYMENT TAXES
PO BOX 4119
BINGHAMTON NY 13902-4119

NYWA0301 03/09/11

NYS-45-ATT Quarterly Combined Withholding, Wage Reporting,
(2/11) And Unemployment Insurance Return — Attachment



61110113

Withholding identification number:

Mark an X in the applicable box(es):

A. Original or Amended return

Jan 1 - X Apr 1 - July 1 - Oct 1 - Tax
Mar 31 X Jun 30 Sep 30 Dec 31 Year 10
1 2 3 4 YY

Employer legal name:

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

B. Other wages only reported on this page

C. Seasonal employer

Annual wage and withholding totals

If this return is for the 4th quarter or the last return you will be filing for the calendar year, complete columns d and e.

Quarterly employee/payee wage reporting information
(Do not enter negative numbers in columns c, d, and e; see instructions)

a Social security number	b Last name, first name, middle initial	c UI remuneration paid this quarter	d Gross federal wages or distribution (see instructions)	e Total NYS, NYC and Yonkers tax withheld
(Ex. 1)	LYNAM, THOMAS W	21835.31		
	Mai, Wei Dong	10759.07		
	PAYNE, KEVIN	3902.36		
	PROKOPIAK, LEON	1969.42		
	Reid, William	698.18		
	Rodriguez, Jerry	293.12		
	ROJAS, JASON	6121.56		
	Sin, Lien Hoa	6782.33		
	Spink, James J	1545.98		
	Valdemira, Anthony	1122.08		
	Wang, Jia Qiang	1047.27		
	Yu, Ken	1850.45		

Page No. 2 of 2 Total this page only 57927.13

If first page, enter grand totals of all pages

Contact information (see instructions)	Name ERIN LYNAM	Daytime telephone number
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Mail to:

NYS EMPLOYMENT TAXES
PO BOX 4119
BINGHAMTON NY 13902-4119

NYWA0301 03/09/11

**NYS-45-ATT Quarterly Combined Withholding, Wage Reporting,
(5/10) And Unemployment Insurance Return – Attachment**



61010116

Withholding Identification number:

Employer legal name:

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

Mark an X in the applicable box(es):

A. Original or Amended return

Jen 1 - Mar 31 Apr 1 - Jun 30 July 1 - Sep 30 Oct 1 - Dec 31 X Tax Year 10
1 2 3 4 YY

B. Other wages only reported on this page

C. Seasonal employer

Annual wage and withholding totals

If this return is for the 4th quarter or the last return you will be filing for the calendar year, complete columns d and e.

Quarterly employee/payee wage reporting information
(Do not enter negative numbers in columns c, d, and e; see instructions)

a Social security number	b Last name, first name, middle initial	c UI total remuneration/gross wages paid this quarter	d Gross federal wages or distribution (see instructions)	e Total NYS, NYC and Yonkers tax withheld
(Ex. 1)	Lynam, Brian	20364.63	60158.72	
	LYNAM, ERIN T	17745.00	70980.00	
	Lynam, Kevin		698.18	
	LYNAM, THOMAS W	23896.60	92946.63	
	Lyver, Daniel		349.09	
	Mai, Wei Dong	28439.58	86263.46	
	McLaughlin, Francis		693.28	
	McLaughlin, Frank	13568.48	13568.48	
	Mele, Joseph	12132.40	12132.40	
	Molnar, Thomas		693.28	
	Moore, Bryan		1733.20	
	NcMurray, Gerald		693.28	
	Nixon, Jodi		2352.00	
	Nuttall, Michael	2327.44	2327.44	
	O'Connell, John		2343.89	
	OConnell, James	1733.20	4148.13	
Page No. <u>4</u> of <u>6</u>	Total this page only	120207.33	352081.46	

If first page, enter grand totals of all pages

Contact information (see instructions)	Name ERIN LYNAM	Daytime telephone number
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BINGHAMTON NY 13902-4119

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Received date

**NYS-45-ATT Quarterly Combined Withholding, Wage Reporting,
(5/10) And Unemployment Insurance Return – Attachment**



61010116

Withholding identification number:

Mark an X in the applicable box(es):

A. Original or Amended return

Jan 1 - Mar 31 Apr 1 - Jun 30 July 1 - Sep 30 Oct 1 - Dec 31 X Tax Year 10
1 2 3 4 YY

Employer legal name:

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

B. Other wages only reported on this page

C. Seasonal employer

Annual wage and withholding totals

If this return is for the 4th quarter or the last return you will be filling for the calendar year, complete columns d and e.

Quarterly employee/payee wage reporting information
(Do not enter negative numbers in columns c, d, and e; see Instructions)

a Social security number	b Last name, first name, middle initial	c UI total remuneration/gross wages paid this quarter	d Gross federal wages or distribution (see Instructions)	e Total NYS, NYC and Yonkers tax withheld
(Ex. 1)	Gibbs, Kenny		3676.73	
	Glasson, Donald		2438.73	
	Gresser, Michael R	22202.83	61810.56	
	Gressor, Kevin	18891.88	56698.62	
	Hafner, Terrance P	787.80	12308.26	
	Happich, James	11723.86	39357.54	
	Harper, Theodore		1047.27	
	Hendricks, Rogelio H		5830.93	
	Hernandez, Aureliano	7452.76	15871.16	
	Hughes, Ken		2443.63	
	Johnson, Peter		920.01	
	Kielmann, Kenneth		350.48	
	KIRWIN, JAMES	15301.68	36294.41	
	Lewis, Marvin		713.76	
	Lundie, Vicki	4023.00	6007.50	
	LYNAM, ANDREA	11976.00	43718.10	
Page No. <u>3</u> of <u>6</u>	Total this page only	92359.81	289487.69	
	If first page, enter grand totals of all pages			

Contact information (see Instructions)	Name ERIN LYNAM	Daytime telephone number
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BINGHAMTON NY 13902-4119

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Received date

**NYS-45-ATT Quarterly Combined Withholding, Wage Reporting,
(5/10) And Unemployment Insurance Return – Attachment**



61010116

Withholding Identification number:

Mark an X in the applicable box(es):

A. Original or Amended return

Jan 1 - Mar 31 Apr 1 - Jun 30 July 1 - Sep 30 X Oct 1 - Dec 31 Tax Year 10
1 2 3 4 YY

Employer legal name:

ATLANTIC REINFORCING CONCRETE COMPANY, INC.

B. Other wages only reported on this page

C. Seasonal employer

Annual wage and withholding totals

If this return is for the 4th quarter or the last return you will be filing for the calendar year, complete columns d and e.

Quarterly employee/payee wage reporting information
(Do not enter negative numbers in columns c, d, and e; see instructions)

a Social security number	b Last name, first name, middle initial	c UI total remuneration/gross wages paid this quarter	d Gross federal wages or distribution (see instructions)	e Total NYS, NYC and Yonkers tax withheld
(Ex. 1)	Gibbs, Kenny	1931.28		
	Glasson, Donald	693.28		
	Gresser, Michael R	23386.98		
	Gressor, Kevin	20776.09		
	Hafner, Terrance P	551.46		
	Happich, James	10129.29		
	Hendricks, Rogelio H	1646.91		
	Hernandez, Aureliamo	8418.40		
	Johnson, Peter	920.01		
	KIRWIN, JAMES	6006.75		
	Lundie, Vicki	1984.50		
	LYNAM, ANDREA	12242.10		
	Lynam, Brian	16451.89		
	LYNAM, ERIN T	17745.00		
	LYNAM, THOMAS W	23528.96		
	Mai, Wei Dong	20629.68		
Page No. <u>2</u> of <u>3</u>	Total this page only	167042.58		
	If first page, enter grand totals of all pages			

Contact information (see instructions)	Name ERIN LYNAM	Daytime telephone number 631-242-5020
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