

RESOLUTION

A regular meeting of County of Sullivan Industrial Development Agency ("Agency") was convened in public session at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York on September 16, 2011 at 1:00 p.m. local time.

The meeting was called to order by Chairman Elwin Wood, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Elwin Wood	[√]	[]
Harold Gold	[√]	[]
Raymond Walter	[√]	[]
Edward T. Sykes	[√]	[]
Charles Barbuti, Jr.	[√]	[]
Harris Alport	[]	[√]
Suzanne Loughlin	[]	[√]
Cindy L. Garlinghouse	[]	[√]
Steve White	[√]	[]

The following persons were also present:

Allan C. Scott, Chief Executive Officer
Jennifer Brylinski, Agency Executive Director
Elizabeth A. Hunt, Agency Executive Assistant
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Edward T. Sykes, and seconded by Harold Gold, to wit:

Resolution No. 23 - 11

RESOLUTION AUTHORIZING, APPROVING AND CONSENTING TO THE CHIEF EXECUTIVE OFFICER OF THE AGENCY, TO EXECUTE AND DELIVER ANY AND ALL DOCUMENTS, AGREEMENTS, CERTIFICATES AND INSTRUMENTS NECESSARY TO FACILITATE THE GRANT FROM DORMITORY AUTHORITY OF THE STATE OF NEW YORK ("DASNY") TO HOLIDAY MOUNTAIN FUN PARK, INC. ("COMPANY")

WHEREAS, the Agency was created by Chapter 560 of the Laws of 1970 of the State of New York, as amended, pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

WHEREAS, on or about December 30, 2008, the Company submitted an application to DASNY; and

WHEREAS, on February 4, 2011, DASNY, received approval to move forward with the processing of the grant in the amount of Nine Hundred Thousand and 00/100 (\$900,000) Dollars; and

WHEREAS, DASNY requests that the Agency, as grantee authorize its Chief Executive Officer, on behalf of the Agency to execute and deliver any and all related documents, agreements, certificates and instruments necessary to facilitate the grant and bind the Agency, as grantee; and

WHEREAS, it is contemplated that the Agency, as grantee will authorize its Chief Executive Officer to execute and deliver any and all related documents, agreements, certificates and instruments necessary to facilitate the grant from DASNY.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Chairman, Vice Chairman or Chief Executive Officer of the Agency, each acting individually, are hereby authorized, on behalf of the Agency, to execute and deliver the any and all documents, agreements, certificates and instruments relating to the grant from DASNY, all in form approved by Counsel to the Agency and with such changes, variations, omissions and insertions as the Chairman, Vice Chairman or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 2. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver and any and all related documents, agreements, certificates and instruments, and to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or in the opinion of the officer, employee or agent acting on behalf of the Agency desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all the terms, covenants and provisions of the documents for and on behalf of the Agency.

Section 3. These resolutions shall take effect immediately.

STATE OF NEW YORK :
:SS.:
COUNTY OF SULLIVAN :

I, the undersigned (Assistant) Secretary of the County of Sullivan Industrial Development Agency DO HEREBY CERTIFY THAT:

- I have compared the foregoing copy of a resolution of the County of Sullivan Industrial Development Agency ("Agency") with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.
- Such resolution was passed at a meeting of the Agency duly convened in public session on the 16th day of September, 2011 at 1:00 p.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Elwin Wood	[<input checked="" type="checkbox"/>]	[]
Harold Gold	[<input checked="" type="checkbox"/>]	[]
Raymond Walter	[<input checked="" type="checkbox"/>]	[]
Edward T. Sykes	[<input checked="" type="checkbox"/>]	[]
Charles Barbuti, Jr.	[<input checked="" type="checkbox"/>]	[]
Harris Alport	[]	[<input checked="" type="checkbox"/>]
Suzanne Loughlin	[]	[<input checked="" type="checkbox"/>]
Cindy L. Garlinghouse	[]	[<input checked="" type="checkbox"/>]
Steve White	[<input checked="" type="checkbox"/>]	[]

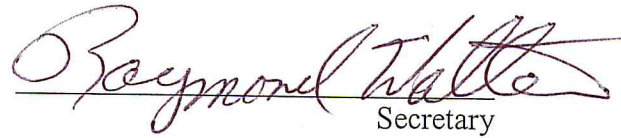
- The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Elwin Wood	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Harold Gold	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Raymond Walter	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Charles Barbuti, Jr.	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Harris Alport	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Suzanne Loughlin	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Cindy L. Garlinghouse	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Steve White	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 16th day of September, 2011.


Secretary