

RESOLUTION

A reconvened 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 June 20, 2016 at 9:30 a.m. local time.

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

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[√]	[]
Suzanne Loughlin	[√]	[]
Sean Rieber	[√]	[]
Howard Siegel	[]	[√]
Charles Barbuti, Jr.	[√]	[]
Scott Smith	[]	[√]
Paul Guenther	[√]	[]
Joseph Perrello	[√]	[]
Carol Roig	[√]	[]

The following persons were also present:
Edward T. Sykes, Executive Director
Steve White, Chief Executive Officer
Jennifer M. Flad, Vice-President of Government Affairs and
Business Development
Julio Garaicoechea, Project Manager
Walter F. Garigliano, General Counsel

The following resolution was duly offered by Charles Barbuti, Jr., and seconded by Paul Guenther to wit:

Resolution No. 23 - 16

RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF ONE OR MORE MORTGAGES IN AN AGGREGATE AMOUNT NOT TO EXCEED FORTY-FIVE MILLION AND 00/100 (\$45,000,000.00) DOLLARS AND RELATED DOCUMENTS IN FAVOR OF CANARA BANK (“CANARA”) AS LEAD BANK (“ADMINISTRATIVE LENDER”) AND THE ONE OR MORE ADDITIONAL LENDERS PARTICIPATING IN THE LOAN (TOGETHER WITH CANARA, THE “LENDERS”) TO FINANCE CONSTRUCTION OF THE VERIA LIFESTYLE INC. (“COMPANY”) WELLNESS CENTER PROJECT

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, pursuant to its resolution duly adopted on October 15, 2013, the Agency approved the Wellness Project (as defined below) and among other financial assistance agreed to provide a mortgage recording tax exemption for financing related to the Project (as defined below); and

WHEREAS, on or about November 27, 2013, the Company and the Agency closed a lease/leaseback transaction whereby the Agency took a leasehold interest in the following parcels 2-1-51.2, 5-1-12.2, 5-1-18.1, 5-1-20, 5-1-21.2, 5-1-23, 6-1-2.2, 6-1-2.3, 6-1-12.1, 6-1-12.2, 6-1-13.1, 6-1-13.2, 6-1-16, 6-1-18, 8,1-28, 9-1-1.1, 9-1-1.2, 9-1-6.1,9-1-7, 10-1-1.1 and 10-2-2 ("2013 Land") located in the Town of Thompson ("Town"), Sullivan County ("County"), State, which comprise what was formerly known as Kutsher's Country Club, Camp Anawana, Camp Sherwood, Old Liberty Road Sewer Treatment Plant, Fair Hills Bungalow Colony and Kutsher's Country Club Golf Course, all as more particularly identified in the MDAA (collectively, the "2013 Land") and the existing building, buildings, structure or structures located thereon (collectively, the "Existing Improvements"), (ii) the demolition of certain of the Existing Improvements (the "Building Improvements"), (iii) the construction, reconstruction, renovation and/or repair of sewer, water and other infrastructure to address deferred maintenance and to ready the 2013 Land for development (the "Infrastructure Improvements"), and (iv) the acquisition and installation by the Company in and around the Existing Improvements, the Building Improvements and the Infrastructure Improvements of certain items of equipment and other tangible personal property (the "2013 Project"); and

WHEREAS, pursuant to its resolution duly adopted on September 18, 2015, the Agency approved the Wellness Project (as defined below) and among other financial assistance agreed to provide a mortgage recording tax exemption for financing related to the Project (as defined below); and

WHEREAS, on or about April 1, 2016, the Agency closed a lease/leaseback transaction with the Company consisting of: (i) a 131 room wellness center resort with amenities including, but not limited to diagnostic, holistic treatment, educational components and various exercise facilities ("Building"); (ii) an 18 hole championship golf course; (iii) an indoor swimming pool; and (iv) a museum celebrating natural wellness, nature cure and Ayurveda practices on currently vacant parcels comprising 391 acres and identified on the Town of Thompson tax map as Section 9, Block 1, Lots 1.1, 1.2 and 7 ("Wellness Center Land") located along Anawana Lake Road in Sullivan County, State; (v) acquisition and installation thereon and therein of certain furniture, fixtures, machinery and equipment ("Equipment"); (vi) construction of improvements to the Building, the Land and the Equipment (collectively, the Building, the Land and the Equipment are referred to as the "Wellness Project"); and (vii) lease of the Project from the Agency to the Company; and

WHEREAS, pursuant to its commitment letter, dated May 5, 2016, Canara has approved a Term Loan in the principal amount of TWENTY-FIVE MILLION AND 00/100 (\$25,000,000.00) Dollars (“Canara Commitment Letter”); and

WHEREAS, the Canara Commitment Letter contemplates and requires the Company to secure additional commitments of TWENTY MILLION AND 00/100 (\$20,000,000) Dollars from participating Lenders; and

WHEREAS, the Company requests that the Agency (i) join in one or more mortgages and any and all related documents in favor of the Lenders; and (ii) abate mortgage tax in an amount not to exceed FOUR HUNDRED FIFTY THOUSAND AND 00/100 (\$450,000.00) Dollars.

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

Section 1. The Chairman, Executive Director or Chief Executive Officer of the Agency, each acting individually, are each hereby authorized, on behalf of the Agency, to execute and deliver one or more mortgages in an amount not to exceed FORTY-FIVE MILLION AND 00/100 (\$45,000,000.00) Dollars in favor of the Lenders thereby abating mortgage tax not to exceed FOUR HUNDRED FIFTY THOUSAND AND 00/100 (\$450,000.00) Dollars; all in form approved by Counsel to the Agency and with such changes, variations, omissions and insertions as the Chairman, Executive Director or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Executive Director 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 all such certificates, instruments, documents, 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.

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

Ira Steingart	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Howard Siegel	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Charles Barbuti, Jr.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The Resolutions were thereupon duly adopted.

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

I, the undersigned 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 20th day of June, 2016 at 9:30 a.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>
Ira Steingart	[<input checked="" type="checkbox"/>]	[]
Suzanne Loughlin	[<input checked="" type="checkbox"/>]	[]
Sean Rieber	[<input checked="" type="checkbox"/>]	[]
Howard Siegel	[]	[<input checked="" type="checkbox"/>]
Charles Barbuti, Jr.	[<input checked="" type="checkbox"/>]	[]
Scott Smith	[]	[<input checked="" type="checkbox"/>]
Paul Guenther	[<input checked="" type="checkbox"/>]	[]
Joseph Perrello	[<input checked="" type="checkbox"/>]	[]
Carol Roig	[<input checked="" type="checkbox"/>]	[]

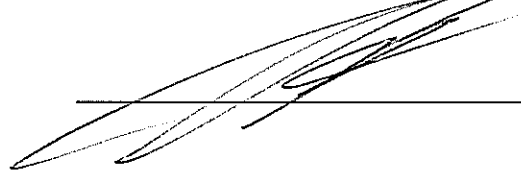
- The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Sean Rieber	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Charles Barbuti, Jr.	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Paul Guenther	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Joseph Perrello	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[<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, 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 20th day of June, 2016.



Secretary