

## 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 January 9, 2017, at 11:00 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	[ √ ]	[ ]
Scott Smith	[ √ ]	[ ]
Paul Guenther	[ ]	[ √ ]
Joseph Perrello	[ √ ]	[ ]
Carol Roig	[ √ ]	[ ]

The following persons were also present:

Steve White, Chief Executive Officer  
Jennifer M. Flad, Vice-President of Government Affairs and  
Business Development  
Julio Garaicoechea, Project Manager  
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Howard Siegel, and seconded by Scott Smith, to wit:

Resolution No. 01 - 17

### ***RESOLUTION THE AGENCY TO APPOINT JENNIFER FLAD AS EXECUTIVE DIRECTOR OF THE AGENCY***

***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***, Edward T. Sykes resigned as Executive Director of the Agency, effective as of December 31, 2016; and

**WHEREAS**, the Agency wishes to appoint Jennifer Flad as Executive Director effective as of January 9, 2017 at the salary and with the benefits provided herein.

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

Section 1. The Agency hereby appoints Jennifer Flad as Executive Director effective as of January 9, 2017 (“Effective Date”).

Section 2. The Agency hereby authorizes its Chairman or Chief Executive Officer, either acting individually, to enter into an Employment Agreement with Jennifer Flad for the period commencing on the Effective Date and ending December 31, 2019 on the terms and conditions as follows:

- (a) salary of Seventy-Five Thousand and 00/100 (\$75,000.00) Dollars per year; and
- (b) up to four (4%) percent of salary deposited into an IRA, upon submission of evidence of a matching deposit; and
- (c) reimbursement of the cost of individual medical insurance premiums and fifty (50%) percent of family members’ premiums; and
- (d) three (3) weeks vacation for 2017; and
- (e) four (4) weeks vacation for 2018 and thereafter; and
- (f) (6) days paid time off (“PTO”) for 2017; and
- (g) ten (10) days PTO for 2018 and thereafter; and
- (h) ten (10) paid holidays (New Years, MLK, President’s Day, Memorial Day, Independence Day, Labor Day, Columbus, Veteran’s, Thanksgiving, Christmas); and
- (i) reimbursement for all reasonable and necessary business expenses for representation of the Agency and proof of such expenditures; and
- (j) Termination without cause at the Agency’s sole discretion subject to severance pay of an amount equal to one (1) month of Jennifer Flad’s then existing base salary for each full year of service with the Agency, but no less than three (3) month’s of Jennifer Flad’s then existing base salary or greater than nine (9) month’s of Jennifer Flad’s then existing base salary.

Section 3. These resolutions shall take effect immediately.

The question of adoption of the foregoing resolutions were 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 type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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 (Assistant) Secretary of the Agency DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the 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.
2. Such resolution was passed at a meeting of the Agency duly convened in public session on the 9<sup>th</sup> day of January, 2017 at 11:00 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"/> ]	[     ]
Scott Smith	[ <input checked="" type="checkbox"/> ]	[     ]
Paul Guenther	[     ]	[ <input checked="" type="checkbox"/> ]
Joseph Perrello	[ <input checked="" type="checkbox"/> ]	[     ]
Carol Roig	[ <input checked="" type="checkbox"/> ]	[     ]

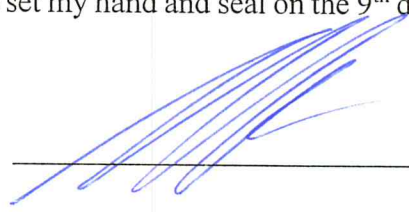
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Ira Steingart	[ <input checked="" type="checkbox"/> ] Yes	[     ] No	[     ] Absent	[     ] Abstain
Suzanne Loughlin	[     ] Yes	[     ] No	[ <input checked="" type="checkbox"/> ] Absent	[     ] Abstain
Sean Rieber	[ <input checked="" type="checkbox"/> ] Yes	[     ] No	[     ] Absent	[     ] Abstain
Howard Siegel	[ <input checked="" type="checkbox"/> ] Yes	[     ] No	[     ] Absent	[     ] Abstain
Scott Smith	[ <input checked="" type="checkbox"/> ] Yes	[     ] No	[     ] Absent	[     ] Abstain
Paul Guenther	[     ] Yes	[     ] No	[ <input checked="" type="checkbox"/> ] 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 (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 9<sup>th</sup> day of January, 2017.



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Secretary