

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened in public session on January 9, 2017, at 11:00 a.m., local time, at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

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:

Jennifer M. Flad, Executive Director
Steve White, Chief Executive Officer
Julio Garaicoechea, Project Manager
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Howard Siegel, and seconded by Joseph Perrello, to wit:

Resolution No. 03 - 17

RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF ONE OR MORE MORTGAGES (AND RELATED FINANCING DOCUMENTS) IN AN AGGREGATE AMOUNT NOT TO EXCEED \$500,000,000 RELATING TO MONTREIGN OPERATING COMPANY, LLC ("MONTREIGN") AND EMPIRE RESORTS REAL ESTATE I, LLC ("ERREI")

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York ("State"), as amended, and Chapter 560 of the Laws of 1970 of the State of New York, (hereinafter collectively called the "Act"), the Agency was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, on January 15, 2013, the Town of Thompson Town Board (“Town Board”) adopted the following (i) Resolution adopting SEQRA Findings in relation to the zoning petition and application for establishment of a Comprehensive Development Plan for the EPT Concord Resort (now known as “Adelaar”); (ii) Resolution adopting Local Law No. 1-2013 (introduced as Local Law 9-2012) Entitled: A Local Law Amending Various Provisions of the Town Code Section 250-27.2 – Planned Resort Development (“PRD”); and (iii) Resolution adopting a New Comprehensive Development Plan for Adelaar; and

WHEREAS, Montreign and Monticello Raceway Management, Inc. (“MRMI” together with Montreign collectively referred to as, the “Company”) for itself or on behalf of an entity or entities to be formed submitted an application to the Agency on February 6, 2013, requesting that the Agency undertake a certain project, in one or more phases, for the benefit of the Company consisting of: (i) the acquisition by the Agency of a leasehold interest or other interest in certain property located at Joyland Road and Thompsonville Road in the Town of Thompson (“Town”), Sullivan County (“County”), State and being more particularly identified as all or part of tax map numbers 23-1-52.1 and 23-1-48.1 (f/k/a 23-1-11.3, 23-1-48, 23-1-52 (portion), 23-1-53 (portion), 23-1-54.1, 23-1-54.2 (portion), 23-1-54.3 (portion)) and containing in the aggregate approximately 186 acres (“Casino Land”); (ii) the construction and equipping on the Casino Land a “Casino Resort”, which will consist of, among other things, a casino, hotel, banquet event center, restaurants, support buildings and structured and surface parking and related facilities and amenities (collectively, the “Casino Improvements”), and (iii) the acquisition in and around the Casino Land and the Casino Improvements of certain items of equipment and other tangible personal property (“Casino Equipment,” and collectively with the Casino Land and the Casino Improvements, the “Casino Facility” or “Casino Project”); and

WHEREAS, EPT Concord II, LLC (“EPT II”) for itself and on behalf of an entity or entities to be formed (collectively the, “EPT Entities”) submitted an application (“EPT Application”) to the Agency on February 12, 2013, requesting that the Agency undertake a certain project in one or more phases, (“Master Development Project”) for the benefit of the EPT Entities consisting of: (i) the acquisition by the Agency of a leasehold interest or other interest in approximately seventy-one (71) parcels of land containing in the aggregate approximately 1,735 acres within the Town, County, State (“EPT Land”), (ii) the construction and equipping on the EPT Land of a master planned destination resort community to include (a) an 18-hole golf course with clubhouse and maintenance facilities, (b) a casino resort to include a casino, hotel, harness horse racetrack, grandstand/showroom, simulcast facility, banquet event center, restaurants and related facilities, (c) hotels, (d) a waterpark, (e) a recreational vehicle park, (f) an entertainment village with a cinema and supporting retail facilities, (g) a residential village containing a mix of unit types including condominiums, apartments, townhouses and detached single-family homes, a civic center and an active adult residential community, all or a portion of which will be connected, via a multi-use trail system, to open space (collectively, the “EPT Improvements”), and (iii) the acquisition in and around the EPT Land and the EPT Improvements of certain items of equipment and other tangible personal property (the “EPT Equipment”, and collectively with the EPT Land and the EPT Improvements, the “EPT Project”); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on Tuesday, March 12, 2013, at 2:00 p.m., local time, at the Town Hall, Hearing Room, 4052 Route 42, Monticello, New York, the Agency held a public hearing with respect to the Casino Project and the proposed Financial Assistance being contemplated by the Agency ("Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, by resolution dated March 19, 2013 ("Casino Inducement Resolution"), the Agency authorized the Company to act as its agent to proceed with the acquisition, construction and equipping of the Casino Project; and

WHEREAS, the Casino Inducement Resolution provided in applicable part as follows:

"Section 9. The Chief Executive Officer, Chairman and/or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any Lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Agent Agreement, Lease Agreement, Leaseback Agreement, Tax Agreement and Tax Agreement Mortgage, collectively called the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chief Executive Officer, Chairman and/or Vice Chairman of the Agency shall approve, the execution thereof by the Chief Executive Officer, Chairman and/or Vice Chairman of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project."

; and

WHEREAS, on April 10, 2013, the Town of Thompson Planning Board ("Planning Board") adopted the following: (i) Resolution ratifying the Town Board's SEQRA Findings Statement, (ii) Resolution granting Preliminary Site Plan Approval for Phase I of Adelaar; (iii) Resolution approving the Lot Improvement/Consolidation Plan, and (iv) Resolution granting Preliminary Subdivision Plat Approval with respect to the Casino Land; and

WHEREAS, by Resolution adopted July 10, 2013, the Planning Board granted Final Site Development Plan Approval with Conditions for Phase I of Adelaar; and

WHEREAS, on October 21, 2013, the Agency and EPT II entered into a Master Development and Agent Agreement authorizing the EPT Entities to proceed with certain work limited in scope to soil erosion and sediment control, clearing and grubbing, earthwork,

construction of new roads and improvements and enhancements to existing roads, constructed wetlands, landscaping, sanitary sewer, water, storm sewer, electric power, telephone service, cable tv, internet connectivity, demolition of existing structures, and all other related facility, equipment, improvements and infrastructure costs as set forth in the EPT Application together with a Lease to Agency, Leaseback to Company, Payment in Lieu of Tax Agreement and related documents (collectively the, "EPT Transaction Documents"); and

WHEREAS, on or about December 31, 2013, with the consent of the Agency, EPT II transferred a portion of the EPT Land to EPR Concord II, L.P.; and

WHEREAS, the EPT Entities and the Company entered into an agreement whereby the Company agreed to lease a portion of the EPT Land from the EPT Entities since Montreign was selected by the New York State Gaming Facility Location Board to apply to the NYSGC (as hereinafter defined) for the award of a license to operate a Class III casino; and

WHEREAS, at the time of the Company's Application, the Casino Resort development program was driven by legislation, including development incentives and gaming regulations, and market conditions present during the 2011-2013 timeframe as the project proceeded through local, state and federal permitting and approval process and environmental reviews; and

WHEREAS, following the November, 2013 referendum approved by State voters to amend the New York State Constitution to allow the State to issue gaming facility licenses through a competitive Request for Applications ("RFA") process pursuant to the Upstate New York Gaming and Economic Development Act of 2013 ("Gaming Act"), the Company performed additional market feasibility analyses to evaluate certain program elements, specifically the casino, hotel and harness track and proposed a minor modification to the approved site plan for the casino hotel to allow more hotel rooms, additional parking, a slightly enlarged building footprint and reconfigured casino gaming floor to further enhance the casino and hotel prior to submission of the Company's response to the RFA; and

WHEREAS, the application to the Planning Board for the minor site plan amendment included a completed Environmental Assessment Form, and Technical Memorandum, including a new Traffic Impact Study, and additional visual analysis providing an analysis of the visibility of the modified Casino and Hotel building from the same locations studied in the Environmental Impact Statement for the Casino Project and additional regional vantage points, including potential nighttime lighting impacts; and

WHEREAS, on June 3, 2014, the Town Board, as SEQRA Lead Agency, found that there are no new potential significant adverse environmental impacts associated with the minor site plan amendment that have not previously been identified, analyzed and mitigated to the maximum extent practicable under SEQRA in the DEIS and FEIS and that no supplement environmental review was warranted or required and issued a Negative Declaration of Environmental Significance for the minor site plan amendment. The Planning Board approved the minor site plan amendment on June 11, 2014; and

WHEREAS, on June 30, 2014, based on the new competitive environment and the market analyses, the Company submitted a response to the RFA that included a development program without the harness racetrack element, which carries with it the added benefit of reducing the overall impacts associated with the Project while continuing to transform the former Concord Resort into the most comprehensive destination gaming resort in the Northeast, and attract a significant number of visitors from outside the economic development region as established by Section 230 of the State Economic Development Law, in which the Project is located; and

WHEREAS, on August 13, 2014, the Planning Board adopted a Resolution granting Final Subdivision Approval with respect to the Casino Land; and

WHEREAS, at full-build of the Casino Project in accordance with the Town approved Comprehensive Development Plan and the duly enacted PRD, the Company proposed to make a minimum total capital investment, not including the license fee, of approximately \$450,000,000 if there was no license awarded for a Gaming Facility located in Dutchess or Orange Counties ("Project A"); if a license was awarded for a Gaming Facility located in Dutchess or Northern Orange County, the Company's total capital investment, not including the license fee, would be approximately \$275,000,000 ("Project B"); and if a license was awarded for a Gaming Facility located in Southern Orange County, the Company's total capital investment, not including the license fee, would be approximately \$170,000,000 ("Project C"); and

WHEREAS, the Company agreed with the Agency, on behalf of the Agency and as the Agency's agent, effective when and if the Company shall have been selected by the New York State Gaming Facility Location Board to apply to the New York State Gaming Commission ("NYSGC") for the award of a license ("Gaming License") for a destination gaming resort to be issued by the NYSGC pursuant to The Upstate New York Gaming Economic Development Act of 2013 and such Gaming License shall have been awarded to the Company, to acquire, construct, install and equip the Facility in accordance with the plans and specifications presented to the Agency; and

WHEREAS, on September 3, 2014, the Agency adopted a resolution approving the Casino Project and describing the financial assistance the Agency has committed to the Casino Project, in the form of: (i) an exemption from all State and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Casino Facility or used in the acquisition, construction, renovation or equipping of the Casino Facility and all personal property related thereto; (ii) granting of one or more mortgage liens on the Agency's interest in the Casino Facility ("Mortgages") to secure any indebtedness incurred by or for the benefit of the Company in connection with the Casino Project, which Mortgages would be exempt from all mortgage recording taxes imposed in the State; and (iii) a partial (or full) real property tax abatement structured under the PILOT Agreement, by and between the Company and the Agency for the benefit of each municipality and school district having taxing jurisdiction over the Casino Project under the Agency's Destination Resort Program as defined in the Agency's Uniform Tax Exemption Policy. The Agent Agreement ("Agent Agreement"), Environmental Compliance and Indemnification Agreement ("ECIA"), Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to herein as the "2014 Casino Documents"; and

WHEREAS, on or about September 5, 2014, the Company and the Agency entered into the 2014 Casino Documents, which were to be effective as outlined in a letter agreement by and among the Agency, the Company and the EPT Entities (“Closing Conditions Letter”); and

WHEREAS, on September 5, 2014, the Agency and the EPT Entities entered into an Omnibus Amendment to Project Documents to amend the EPT Transaction Documents to remove the Casino Land from the project description; to proportionally reduce the annual rent as contemplated by Section 2.6 of the EPT Leaseback Agreement and reduce the TVSP as established in Section 1.3(a) of the EPT PILOT Agreement, the same to be effective as of the Effective Date of the 2014 Casino Documents; and

WHEREAS, following the date of the Closing Conditions Letter, on December 17, 2014, the Gaming Facility Location Board (“GFLB”) announced its recommendation to the New York State Gaming Commission (“NYSGC”) that a gaming license be awarded to Montreign; and

WHEREAS, following the date of GFLB’s recommendation, there were unexpected delays by the NYSGC in promulgating regulations necessary to accept and process an application for a Gaming License; and

WHEREAS, the Agency and the Company entered into an Amendment to Closing Conditions Letter so that the Agent Agreement and the ECIA became effective as of May 1, 2015; and

WHEREAS, subsequent to the Company and Agency entering into the 2014 Casino Documents, the Company redesigned certain aspects of the Casino Project and determined it to be in the best interest of the Casino Project to significantly increase the Company’s investment in the Casino Project. This request is necessary because, while the agreements pertaining to the Casino Project anticipated some variability in the Casino Project scope, the 2014 Casino Documents do not anticipate the significantly increased capital expenditure now proposed by the Company. The Closing Conditions Letter accounted for possible changes in the scope of the Casino Project by indicating that should a hybrid or modified Casio Project other than the projects then under consideration being undertaken, the 2014 Casino Documents will be amended, as necessary, to accommodate the changed size and scope of the Casino Project and to proportionally reduce or modify the Agency’s fees, rents, employment obligations and Total Value Subject to PILOT as set forth in the 2014 Casino Documents; and

WHEREAS, the Company revised its plans to increase its anticipated minimum total capital investment in the Casino Project by approximately \$150,000,000 for a total minimum capital investment of approximately \$600,000,000 to create an enhanced Casino Project (“Enhanced Project”). The Enhanced Project will provide a higher level of amenities to patrons of the Montreign Resort Casino by expanding the size of the gaming floor and hotel rooms, redesigning the non-gaming portions and removing the harness horse racetrack and associated facilities; and

WHEREAS, on July 21, 2015, the Town Board issued its Negative Declaration of Environmental Significance pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA") for the Enhanced Project and on July 22, 2015, the Planning Board adopted a resolution independently finding that the Company had complied with SEQRA and granting the Final Site Development Plan Approval for the Enhanced Project; and

WHEREAS, the Agency, as an Involved Agency during the environmental review of the Enhanced Project, determined that the Negative Declaration of Environmental Significance issued by the Town Board for the Enhanced Project and found that all of the provisions of SEQRA that are required to be complied with as a condition precedent to its consideration and determination of this application were satisfied; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on Monday, September 14, 2015, at 11:00 a.m., local time, at the Sullivan County Government Center Legislative Committee Room, 100 North Street, Monticello, New York 12701, the Agency held a public hearing with respect to the Enhanced Project and the proposed Financial Assistance being contemplated by the Agency whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views, which was recessed and held open for written comment until 5:00 p.m., Thursday, September 17, 2015; and

WHEREAS, by resolution #22-15, dated September 18, 2015, the Agency approved: (i) the Enhanced Project; (ii) financial assistance to the Company in the form of (a) sales and use tax exemption, (b) a mortgage recording tax exemption consistent with the policies of the Agency; and (c) a partial real property tax abatement; and (iii) ratifying and confirming its findings made in the Inducement Resolution, dated March 19, 2013 and in the prior approval Resolutions, dated September 3, 2014 and May 26, 2015; and

WHEREAS, the Company and the Agency entered into the following documents to memorialize the Enhanced Project, including but not limited to: Amended and Restated Agent Agreement, made September 18, 2015, Amended and Restated Lease to Agency, dated October 1, 2015, Amended and Restated Leaseback to Company, dated October 1, 2015 and Amended and Restated Payment in Lieu of Tax Agreement, dated October 1, 2015 (collectively, the "2015 Casino Documents" and together with the 2014 Casino Documents, the "Casino Documents"); and

WHEREAS, on or about March 1, 2016, ERREI submitted an application to the Agency, requesting that the Agency consider undertaking a project consisting of the: (i) acquisition, construction, installation and equipping of a new eighteen (18) hole golf course ("Golf Course"), an approximately 14,000± square foot clubhouse, an approximately 12,800± square foot maintenance building and related structures ("Golf Buildings") situate on one (1) parcel of real estate consisting of approximately 216.75± acres located along Thompsonville Road and Chalet Road, Town, County, State and identified on the Town tax map as 15.-1-15 ("Golf Land"); (ii) acquisition, construction and equipping of the Golf Course and Golf Buildings; (iii) acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery,

equipment and tools (“Golf Equipment”); (iv) construction of improvements to the Golf Course, the Golf Buildings, the Golf Land and the Golf Equipment (collectively, the Golf Course, the Golf Buildings, the Golf Land and the Golf Equipment are referred to as the “Golf Facility” or the “Golf Project”); and (v) lease of the Golf Project from the Agency to the Company; and

WHEREAS, by resolution #21-16, dated June 20, 2016, the Agency approved the acquisition, construction, installation and equipping of the Golf Project; and

WHEREAS, on or about November 21, 2016, MRMI and Montreign entered into an Omnibus Assignment and Assumption Agreement whereby MRMI transferred and assigned to Montreign all of its right, title and interest in and to and the Casino Documents and Montreign assumed all of MRMI’s obligations under the Casino Documents; and

WHEREAS, on or about December 12, 2016, the Agency consented to the assignment from MRMI to Montreign; and

WHEREAS, on December 22, 2016, the Agency and the EPT Entities entered into a Third Omnibus Amendment to Project Documents to amend the EPT Transaction Documents to remove the Golf Land from the project description; to proportionally reduce the annual rent as contemplated by Section 2.6 of the EPT Leaseback Agreement and reduce the TVSP as established in Section 1.3(a) of the EPT PILOT Agreement (“Third Omnibus”); and

WHEREAS, contemporaneously with the Third Omnibus, the Agency and ERREI entered into the following documents to memorialize the lease/leaseback transaction, including but not limited to: Agent and Project Agreement, Lease to Agency, Leaseback to Company and Payment in Lieu of Taxation Agreement; and

WHEREAS, Montreign and ERREI have arranged for the financing necessary for the Casino Project and the Golf Project, which financing is in the aggregate principal amount of FIVE HUNDRED MILLION AND 00/100 (\$500,000,000.00) DOLLARS (“Project Financing”); and

WHEREAS, as a condition of the Project Financing, the lenders participating in the Project Financing (collectively, the “Lender”) require the Agency to join in the execution of one or more mortgages (together with any and all related financing documents) which in the aggregate shall not exceed FIVE HUNDRED MILLION AND 00/100 (\$500,000,000.00) DOLLARS in favor of the Lender.

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 (together with any and all related financing documents) in favor of the Lender which in the aggregate shall not exceed FIVE HUNDRED MILLION AND 00/100 (\$500,000,000.00) DOLLARS

thereby abating mortgage tax in an aggregating amount not to exceed FIVE MILLION AND 00/100 (\$5,000,000.00) 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 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	<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 resolution was 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:

1. 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.
2. Such resolution was passed at a meeting of the Agency duly convened in public session on the 9th 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:

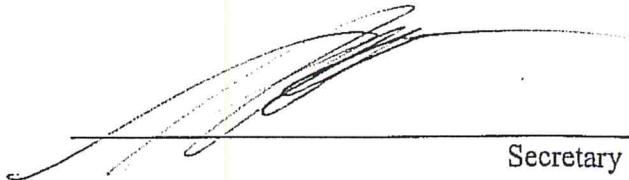
Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Sean Rieber	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[<input checked="" type="checkbox"/>] 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.

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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 9th day of January, 2017.



Secretary