

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened in public session on October 15, 2018, 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	[√]	[]
Edward T. Sykes	[√]	[]
Howard Siegel	[√]	[]
Scott Smith	[√]	[]
Paul Guenther	[]	[√]
Joseph Perrello	[√]	[]
Carol Roig	[√]	[]

The following persons were also present:

Jennifer M. Flad, Agency Executive Director
Julio Garaicoechea, Agency Project Manager
Cassandra Eagan, Agency Administrative Assistant
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Sean Rieber, and seconded by Joseph Perrello, to wit:

Resolution No. 34 - 18

RESOLUTION (I) AUTHORIZING THE CONSTRUCTION AND EQUIPPING OF AN APPROXIMATELY 1,500-1,800 SQUARE FOOT STORAGE AREA TO STORE KEGS, BARRELS, APPLES, ETC. ("STORAGE CAVE") ADJACENT TO THE DOETSCH FAMILY I, LLC ("DOETSCH I") AND DOETSCH FAMILY II, LLC ("DOETSCH II" TOGETHER WITH DOETSCH I COLLECTIVELY REFERRED TO AS, THE "COMPANY") PROJECT; (II) MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE STORAGE CAVE; (III) APPOINTING THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE STORAGE CAVE; (IV) AUTHORIZING THE CHAIRMAN OR EXECUTIVE DIRECTOR OF THE AGENCY, EITHER ACTING INDIVIDUALLY, TO EXECUTE AND

DELIVER AN OMNIBUS AMENDMENT OF THE JUNE 2018 TRANSACTION DOCUMENTS (AS HEREINAFTER DEFINED)

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, as amended and codified as Section 960 of the General Municipal Law (collectively, the "Act"), the Agency was created with the authority and power to own, lease and sell property as authorized by the Act; and

WHEREAS, on or about February 16, 2018, the Company presented an application ("Application") to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of the: (i) construction, installation and equipping of an approximately 8,200 ± square foot building intended to be used as a cider production facility and tasting room ("Building") situate on one (1) parcel of real estate consisting of approximately 59.59 ± acres located at 51 Wagner Lane, Town of Delaware ("Town"), Callicoon, County of Sullivan ("County"), State of New York and identified on the Town tax map as Section 12, Block 1, Lot 13.5 ("Land"); (ii) construction and equipping of the Building; (iii) construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools ("Equipment"); (iv) construction of improvements to the Building, the Land and the Equipment (collectively, the Building, the Land and the Equipment are referred to as the "Facility" or the "Project"); and (v) lease of the Facility from the Agency to the Company; and

WHEREAS, on or about June 1, 2018, the Company and the Agency entered into the following documents:

1. Agent and Project Agreement;
2. Bill of Sale to Agency;
3. Bill of Sale to Company;
4. Lease to Agency and memorandum thereto;
5. Leaseback to Company and memorandum thereto; and
6. Payment in Lieu of Taxation Agreement; and

Items 1-6 are collectively referred to as the ("June 2018 Transaction Documents"); and

WHEREAS, by letter, dated September 10, 2018, the Company requested the Agency to (i) provide financial assistance for the construction and equipping of a 1,500-1,800 square foot storage area for kegs, barrels, apples, etc. on the Land ("Storage Cave"); (ii) appoint the Company as Agent of the Agency for the construction and equipping of the Storage Cave; (iii) amend the June 2018 Transaction Documents to include the Storage Cave ("Omnibus Amendment"); (iv) authorize its Chairman or Chief Executive Officer to sign the Omnibus Amendment; and (v) provide a sales tax exemption for the purchases related to the Storage Cave; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on April 9, 2018 at 9:00 am, local time, at the Town of Delaware Municipal Building, 104 Main Street, Hortonville, NY, 12745, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties

were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, the Agency wishes (i) authorize the construction and equipping of the Storage Cave; (ii) enter into the Omnibus Amendment; (iii) authorize its Chairman or Executive Director, either acting individually, to execute the Omnibus Amendment and related documents between the Agency and the Company; (iv) provide a sales tax exemption relating to the construction and equipping of the Storage Cave; (v) designate the Company as its agent for the purpose of constructing and equipping the Storage Cave; and (vi) provide financial assistance to the Company in the form of a sales tax exemption for purchases related to the construction and equipping of the Storage Cave.

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

Section 1. The Chairman or Executive Director of the Agency, each acting individually are hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment together with any other documents necessary to authorize the construction and equipping of the Storage Cave.

Section 2. Subject to the Company executing an Omnibus Amendment in form and substance approved by the Agency General Counsel, the Agency hereby authorizes the Company to proceed with the construction and equipping of the Storage Cave and hereby appoints the Company as the true and lawful agent of the Agency to construct and equip the Storage Cave on behalf of the Agency; with the authority to delegate its status as agent of the Agency to the Company's agents, subagents, contractors, subcontractors, suppliers, vendors and other such parties as the Company may choose. The appointment described above includes the following activities as they relate to the construction and equipping of the Storage Cave, whether or not the materials, services or supplies described below are incorporated into or become an integral part of the Storage Cave; (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the construction and equipping of the Storage Cave; (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with the construction and equipping of the Storage Cave; and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Storage Cave, including all repairs and replacements of such property. This agency appointment includes the power to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Storage Cave, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. The aforesaid appointment of the Company as agent of the Agency to construct and equip the Storage Cave shall expire on November 15, 2018 if the Omnibus Amendment has not been executed and delivered.

- Section 3. The Chairman or Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment and related documents in the form presented at this meeting all with such changes, variations, omissions and insertions as the Chairman or Executive Director of the Agency shall approve, the execution thereof by the Chairman or Executive Director of the Agency to constitute conclusive evidence of such approval.
- Section 4. The officers, employees and agents of the Agency are hereby authorized and directed 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 and documents, 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, desirable and proper to effect the purposes of this resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.
- Section 5. It is hereby found and determined that all formal actions of the Agency concerning and relating to the adoption of this resolution were adopted in an open meeting of the Agency; and that all deliberations of the Agency and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.
- Section 6. The Chairman, Executive Director or General Counsel to the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company; and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.
- Section 7. This resolution 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:

THE MEMBERS VOTED ON THE FOREGOING RESOLUTION 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
Edward T. Sykes	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input checked="" 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

and therefore, the resolution was declared 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 15th day of October, 2018 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"/>]	[]
Edward T. Sykes	[<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"/>]	[]

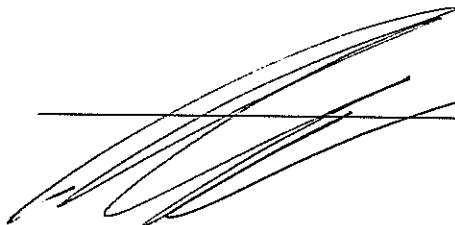
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Sean Rieber	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[] Yes	[] No	[] Absent	[<input checked="" type="checkbox"/>] 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 15th day of October, 2018.



Secretary