

## RESOLUTION

A reconvened meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened in public session on December 17, 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, Executive Director  
Julio Garaicoechea, Project Manager  
Walter F. Garigliano, Agency General Counsel

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

Resolution No. 55 - 18

***RESOLUTION (I) AUTHORIZING, APPROVING AND CONSENTING TO THE EXTENSION OF DEB EL FOOD PRODUCTS, LLC'S ("COMPANY") AUTHORITY TO ACT AS AGENT OF THE AGENCY; (II) AUTHORIZING AN AMENDED AND RESTATED AGENT AND PROJECT AGREEMENT; (III) AUTHORIZING THE AMENDMENT OF TRANSACTION DOCUMENTS (AS HEREIN DEFINED); AND (IV) AUTHORIZING ITS CHIEF EXECUTIVE OFFICER AND/OR CHAIRMAN TO EXECUTE THE SAME***

***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**, the Company presented an Application to the Agency on July 28, 2014 and an Amended Application to the Agency on February 26, 2015 (collectively referred to as, the “Application”), a copy of each are on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of: (i) the construction of building additions to the preexisting egg processing facility (“Existing Building”) to include (a) a 20,000 square foot cooler (“Cooler”); (b) a 6,000 square foot freezer (“Freezer”); (c) a 2,000 square foot shell room (“Shell Room”); (d) a 19,580 square foot warehouse (“Warehouse”) and loading dock (“Loading Dock”); (e) a 6,770 square feet of office space (“Office”); and (f) 2,400 square feet for a processing area (“Processing Area”) (collectively, the “Additions” together with the Existing Building collectively, the “Building”) situate on one (1) parcel of real estate consisting of 164.5 acres to be located at 63 Kutger Road, Town of Thompson, County of Sullivan, State of New York and identified on the Town of Thompson’s tax map Section 16, Block 1, Lot 12 (“Land”); (ii) the construction and equipping of the Building; (iii) acquisition, 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**, the Company and the Agency entered into the following documents:

1. Agent and Project Agreement, dated April 13, 2015 (“Agent Agreement”);
2. Bill of Sale to Agency, dated April 13, 2015;
3. Bill of Sale to Company, dated April 13, 2015;
4. Lease to Agency, dated September 1, 2015 and memorandum thereto;
5. Leaseback to Company, dated September 1, 2015 and memorandum thereto; and
6. Payment in Lieu of Taxation Agreement, dated September 1, 2015; and

Items 1-6 are collectively referred to as the (“Transaction Documents”); and

**WHEREAS**, the Company completed construction of the Cooler, Freezer, Shell Room, Loading Dock and Processing Area; and

**WHEREAS**, the Company is now moving forward with next phase of construction to include the Warehouse and the Office; and

**WHEREAS**, contemporaneously with execution of the Agent Agreement, the Agency delivered to the Company a Sales Tax Exemption Letter, which letter has been previously extended from time to time; and

**WHEREAS**, the period for construction of the Project as contemplated by the Agent Agreement has expired; and

*WHEREAS*, by letter, dated November 27, 2018, the Company requested the Agency extend the appointment of the Company as agent to complete the Project and to provide a sales tax exemption for the purchases related to the Warehouse and the Office, which was previously approved on April 13, 2015 by resolution #08-15 but has yet to be constructed; and

*WHEREAS*, the Agency wishes to (i) extend the Company's appointment as agent of the Agency for purchases relating to the construction of the Warehouse and the Office; (ii) enter into and deliver an Amended and Restated Agent and Project Agreement; (iii) enter into amendments of the Transaction Documents; and (iv) authorize its Chief Executive Officer and/or Chairman to execute the same.

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

- Section 1. The Agency hereby approves the extension of the appointment of the Company to act as agent of the Agency for the purpose of completing the previously approved Project.
- Section 2. The Chief Executive Officer and/or Chairman of the Agency, each acting individually, are hereby authorized, on behalf of the Agency, to execute and deliver the Amended and Restated Agent and Project Agreement and amended Transaction Documents together with any other documents necessary to authorize the construction of the Warehouse and Office.
- Section 3. 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 4. 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 5. 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 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
Edward T. Sykes	<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
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 17<sup>th</sup> day of December, 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"/> ]	[            ]

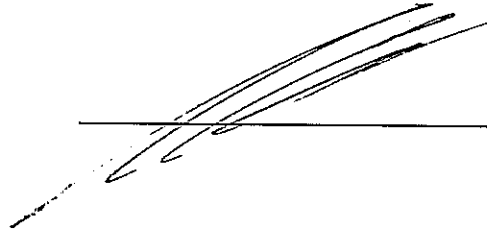
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Ira Steingart	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Suzanne Loughlin	[   ] Yes	[   ] No	[ <input checked="" type="checkbox"/> ] Absent	[   ] Abstain
Sean Rieber	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Edward T. Sykes	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Howard Siegel	[   ] Yes	[   ] No	[ <input checked="" type="checkbox"/> ] 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 17<sup>th</sup> day of December, 2018.



Secretary