

**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 August 12, 2019, 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	[     ]	[     ]
Edward T. Sykes	[     ]	[     ]
Howard Siegel	[     ]	[     ]
Scott Smith	[     ]	[     ]
Paul Guenther	[     ]	[     ]
Joseph Perrello	[     ]	[     ]
Carol Roig	[     ]	[     ]

The following persons were also present:

- Jennifer M. Flad, Executive Director
- Edward T. Sykes, Chief Executive Officer
- Julio Garaicoechea, Project Manager
- Cassandra Egan, Administrative Assistant
- Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by \_\_\_\_\_, and seconded by \_\_\_\_\_, to wit:

Resolution No. \_\_\_\_ - 19

***RESOLUTION OF THE AGENCY CONSENTING TO THE ASSIGNMENT BY BLOOMINGBURG HOUSING ASSOCIATES, A LIMITED PARTNERSHIP (“BLOOMINGBURG HOUSING”) OF ALL RIGHT, TITLE AND INTEREST IN AND TO THE PROJECT [AS HEREINAFTER DEFINED] LOCATED AT 68 GODFREY ROAD, VILLAGE OF BLOOMINGBURG, TOWN OF MAMAKATING, COUNTY OF SULLIVAN, STATE OF NEW YORK TO TIV LEIVOV LLC (“COMPANY”)***

***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 (“State”); and

**WHEREAS**, on or about February 25, 2000 Bloomingburg Housing and the Agency entered into an Agent Agreement pursuant to which the Agency appointed Bloomingburg Housing as its Agent to construct a two-story twenty-four (24) unit building (“Building”) intended to be used as a senior housing development (“Project”) located at 68 Godfrey Road on a parcel of real estate consisting of approximately 8.17 acres in the Village of Bloomingburg (“Village”), Town of Mamakating, County of Sullivan, State of New York identified on the Village tax map as a portion of Section 201, Block 1, Lot 1 and Section 201, Block 1, Lot 5.1 (“2000 Land”); and

**WHEREAS**, on or about February 25, 2000, Bloomingburg Housing and the Agency closed on a straight lease transaction relating to the Project and in furtherance thereof entered into various agreements including but not limited to a Lease and a Payment in Lieu of Tax Agreement (“2000 Documents”); and

**WHEREAS**, and on February 1, 2001 the Agency and Bloomingburg Housing executed an Omnibus Amendment (“Omnibus” together with the 2000 Documents, collectively (“Agency Documents”) which due to a subdivision of the 2000 Land changed the real property for the Project to Section 201, Block 1, Lot 5.1 (“Land”); and

**WHEREAS**, Bloomingburg Housing desires to transfer, assign and convey all of its right, title and interest in and to the Project and all of its rights under the Agency Documents to the Company, and the Company subject to the terms and conditions of the Agency Documents, desires to accept and purchase all of Bloomingburg Housing’s right, title and interest in and to the Project and all of its rights under the Agency Documents; and

**WHEREAS**, pursuant to Section 6.3 of the Lease by and between the Agency and Bloomingburg Housing, the Company by its Letter, dated November 14, 2017 has requested the Agency’s consent to such assignment.

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

Section 1. The Agency hereby consents to the assignment of all of Bloomingburg Housing’s right, title and interest in and to the Project and all of its right under the Agency Documents to the Company.

Section 2. The Chairman, Vice Chairman or Chief Executive Officer of the Agency, each acting individually are each hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to amend and restate the Agency Documents and effectuate the change in control.

Section 3. 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 4. 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 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 type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<input 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 type="checkbox"/> Abstain
Howard Siegel	<input 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 type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input 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 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 12<sup>th</sup> day of August, 2019 at 11:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, New York at which the following members were present:

	<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	[    ]	[    ]	

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	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Suzanne Loughlin	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Sean Rieber	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Edward T. Sykes	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Howard Siegel	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Scott Smith	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Paul Guenther	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Joseph Perrello	[    ] Yes	[    ] No	[    ] Absent	[    ] Abstain
Carol Roig	[    ] 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 12<sup>th</sup> day of August, 2019.

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Secretary