

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.sullivanida.com
TTY 711

NOTICE OF MEETING

TO: Ira Steingart, IDA Chairman
Suzanne Loughlin, IDA Vice Chair
Howard Siegel, IDA Treasurer & Chief Financial Officer
Edward Sykes, IDA Assistant Secretary & Chief Executive Officer
Scott Smith, IDA Assistant Treasurer
Paul Guenther, IDA Member
Joseph Perrello, IDA Member
Carol Roig, IDA Member
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
Walter Garigliano, Esq., IDA Counsel

FROM: Jennifer Flad, Executive Director

DATE: April 11, 2020

PLEASE TAKE NOTICE that there will be a Regular Meeting of the County of Sullivan Industrial Development Agency scheduled as follows:

DATE: April 13, 2020-- Monday
TIME: 11:00 AM
LOCATION: Via Conference Call

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, this meeting will be held via conference call instead of a public meeting open for the public to attend in person.

Members of the public may attend the meeting by dialing (978) 990-5000 and entering Access Code 399565. Minutes of this meeting will transcribed and posted on the Agency's website.

SEE REVERSE FOR AGENDA

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

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MEETING AGENDA

Monday, April 13, 2020

Via Conference Call: Dial (978) 990-5000, Access Code 399565

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

March 9, 2020 Regular Meeting

IV. BILLS AND COMMUNICATIONS

V. STAFF REPORT

VI. PRESENTATION

2019 Internal Agency Audit Presentation by RBT CPAs, LLP

VII. OLD BUSINESS

Resolution: Extending the Sales Tax Abatement Period for the Veria Lifestyle, Inc. Project Nunc Pro Tunc From April 1, 2020 Through and Including September 30, 2020

VIII. NEW BUSINESS

Discussion and Approval: FY 2019 Reports to the New York State Authorities Budget Office

Resolution: Extending the Sales Tax Abatement Period for the Amytra Development LLC, Eldred Entertainment, LLC, and Eldred Hospitality, LLC Project From May 1, 2020 Through and Including October 31, 2020

Resolution: Extending the Sales Tax Abatement Period for the NY Tusten I LLC Project from May 1, 2020 Through and Including October 31, 2020

Resolution: Extending the Sales Tax Abatement Period for the NY Thompson I LLC Project from May 1, 2020 Through and Including October 31, 2020

Resolution: Directing the Recapture of Sales and Use Tax Benefits Exceeding the Amount Authorized from Empire Resorts Real Estate I, LLC Related to the Resorts World Golf Project

Resolution: Authorizing the Amendment of the Adelaar Developer, LLC Payment in Lieu of Taxation Agreement to Authorize Acceptance of a Guaranty from EPR Properties as Financial Security for the 2021 PILOT Payment

Resolution: Authorizing the Execution of Mortgage Deferral Agreements and Mortgage Modification Agreements

Resolution: Authorizing the Executive Director to Hire an Additional Employee

Discussion: Request for Amendment of Payment in Lieu of Tax Agreement Related to the Veria Lifestyle Inc. Wellness Center Project

Discussion: Status of Loan Projects

Discussion: Board Self-Evaluation (in Closed Session if Desired)

Any and All Other Business Before the Board

IX. ADJOURN

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548 Broadway

Monticello, New York 12701

Tel: (845) 428-7575

Fax: (845) 428-7577

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www.sullivanida.com

MEETING MINUTES

Monday, March 9, 2020

I. CALL TO ORDER

Chairman Steingart called to order the regular meeting of the County of Sullivan Industrial Development Agency at approximately 11:05 AM in the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, Monticello, NY 12701.

II. ROLL CALL

Members Present-

Ira Steingart
Edward Sykes
Joseph Perrello
Carol Roig
Paul Guenther
Scott Smith

Members Absent-

Suzanne Loughlin (*By Phone)
Howard Siegel

Staff Present-

Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager

Staff Absent-

Others Present-

Walter Garigliano, Agency Counsel
Patricio Robayo, *Sullivan County Democrat*

III. APPROVAL OF MEETING MINUTES

On motion by Mr. Guenther and seconded by Ms. Roig, the Board voted and the minutes of the February 10, 2020 Regular Meeting, and the February 20, 2020 Special Meeting minutes were unanimously approved.

IV. BILLS AND COMMUNICATIONS

Mr. Garaicoechea distributed a revised schedule of payments. On a motion by Mr. Guenther and seconded by Mr. Sykes the revised schedule of payments was unanimously approved.

V. STAFF REPORT

There were no questions on the staff report

VI. OLD BUSINESS

None.

VII. NEW BUSINESS

Chairman Steingart informed the Board that the Agency will update its records at all banking institutions to reflect current signers. Mr. Garaicoechea confirmed that the signers on the accounts are Chairman Steingart, CEO Edward Sykes, and CFO Howard Siegel. He also noted that the Agency will be opening a new Sales Tax Abatement Escrow account for **Doetsch Family III LLC** at Catskill Hudson Bank with the aforementioned as signers.

On a motion by Mr. Perrello and seconded by Mr. Sykes, the Board voted and unanimously adopted a resolution authorizing and approving the First Quarter 2020 **Payment to the Partnership for Economic Development in Sullivan County, Inc.**

On a motion by Ms. Roig and seconded by Mr. Perrello, the Board voted and unanimously approved a resolution appointing **Psychedelic Solar LLC** as its agent for the purpose of constructing the project, making certain findings and determinations with respect to the project, and authorizing the execution and delivery of an Agent and Project Agreement, Lease to Agency Agreement, Leaseback to Company Agreement, and Payment In Lieu Of Tax Agreement.

On a motion by Mr. Guenther and seconded by Ms. Roig, the Board voted and unanimously approved a resolution appointing **Rosemond Solar LLC** as its agent for the purpose of constructing the project, making certain findings and determinations with respect to the project, and authorizing the execution and delivery of an Agent and Project Agreement, Lease to Agency Agreement, Leaseback to Company Agreement, and Payment In Lieu Of Tax Agreement.

On a motion made by Mr. Guenther and seconded by Ms. Roig, the Board voted and unanimously approved a resolution extending the Sales Tax Abatement period for the **Sullivan Resorts LLC** project through and including September 30, 2020.

The Board discussed a resolution extending the Sales Tax Abatement Period for the **Veria Lifestyle Inc.** project through and including September 30, 2020. Ms. Flad asked the Board to table the discussion until the project submits additional information regarding the request for extension. Attorney Garigliano reminded the Board that the Agency monitors projects on a six-month basis.

The Board discussed a request from **Veria Lifestyle Inc.** to waive employment obligations. Attorney Garigliano recommended the Chairman appoint a committee to establish facts and issue a recommendation. Mr. Perrello expressed concern on setting a precedent. Attorney Garigliano stated that Agency practice is to have a committee review the request. Chairman Steingart appointed Mr. Perrello and Mr. Guenther to the Committee to review the project's request.

The Board discussed a reduction in the Full-Time Employment Goal for the **Doetsch Family II LLC** project. Attorney Garigliano explained that the project plans to engage a management company to operate the business instead of directly hiring employees. He added that the impact remains the same. Attorney Garigliano recommended the Chairman appoint a committee to review the request. Chairman Steingart appointed Mr. Sykes and Mr. Smith to the committee to review.

Ms. Roig made a motion to enter **Closed Attorney-Client Privilege** session to seek legal advice related to **Catskill Distilling Company's** bankruptcy. Mr. Perrello seconded the motion and the Board entered Closed Session at approximately 11:34AM.

Mr. Guenther exited the meeting at approximately 11:48AM.

Mr. Perrello made a motion to exit Closed Session. Ms. Roig seconded the motion and the Board exited Closed Session at approximately 11:50AM.

On a motion made by Ms. Roig and seconded by Mr. Sykes, the Board voted and unanimously approved the Agency's **Procurement Policy**.

On a motion made by Mr. Sykes and seconded by Mr. Smith, the Board voted and unanimously approved the Agency's **Investment Policy**.

On a motion made by Mr. Perrello and seconded by Ms. Roig, the Board voted and unanimously approved the Agency's **Property Disposal Policy**.

On a motion made by Mr. Smith and seconded by Mr. Perrello, the Board voted and unanimously approved the Agency's **Mission Statement**.

The Board reviewed the **Performance Measurement Report** and all agreed they have no objections.

IV. RECESS

On a motion made by Mr. Smith and seconded by Mr. Perrello, at approximately 12:00 PM the meeting was recessed to the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, Monticello, NY 12701 on March 26, 2020 4:00PM.

Respectfully submitted:
Julio Garaicoechea, Project Manager
##

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway, Monticello, NY 12701

845-428-7575

REVISED SCHEDULE OF PAYMENTS AS OF APRIL 11, 2020

Vendor	Description	Amount
Cardmember Service	Adobe Acrobat Subscription; GoDaddy Office 365 Renewals; LogMeIn Subscription; New IDA Laptop; IDA Cell Phone Deposit	\$ 4,158.32
e-Nable Business Solutions	Professional Services 2/6/20	\$ 95.00
Jennifer Flad	Expense Reimbursement 1/1/20-3/31/20	\$ 1,663.81
Francotyp-Postalia	Quarterly Postage Meter Rental	\$ 86.85
Garigliano Law Offices	Retainer April 2020	\$ 250.00
Garigliano Law Offices	Sales Tax Extension Legal Fees: Veria Lifestyle Inc.; Amytra; NY Tusten I; NY Thompson I	\$ 1,000.00
Kristt Company	Office Supplies	\$ 192.75
New Southern Tier Title Agency LLC	May 2020 Office Rent	\$ 2,700.00
Sullivan County Democrat	Legal Notice- Seminary Hill Equipment Bid Notice	\$ 59.55
Time Warner Cable	Service 4/1/20 - 4/30/20	\$ 219.95
USDA Rural Development	RMAP Loan Repayment - April 2020	\$ 2,370.41
Wilson Elser Moskowitz Edelman & Dicker LLP	Legal Services re: Catskill Distilling Co. Ltd. February-March 2020	\$ 11,835.51
TOTAL		\$ 24,632.15

I certify that the payments listed above were audited by the Board of the IDA on April 13, 2020 and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants in the amount opposite its name.

Signature	4/13/2020 Date
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Expenses Approved and Paid Since Last Regular Meeting (3/9/20)

Vendor	Description	Amount
AT&T Mobile	IDA Cell Phone Monthly Payment	\$ 152.90
TOTAL		\$ 152.90

Other Expenses and Items Paid Since Last Regular Meeting (3/9/20)—no approval required

Vendor	Description	Amount
Payroll Expenses	Payroll Check Dates: 3/13/20; 3/27/20; 4/10/20	\$ 22,183.93
Francotyp-Postalia	postage for postage meter 3/10/20	\$ 200.00
NY Delaware I LLC	return of interest earned on sales tax escrow account	\$ 14.57
NY Delaware II LLC	return of interest earned on sales tax escrow account	\$ 14.57
NY Liberty I LLC	return of interest earned on sales tax escrow account	\$ 14.57
NY Thompson I LLC	return of interest earned on sales tax escrow account	\$ 14.57
NY Thompson II LLC	return of interest earned on sales tax escrow account	\$ 14.57
TOTAL		\$ 22,442.21

PILOT Payments Distributed Since Last Regular Meeting (3/9/20)		
Payee	Description	Amount
Monticello Central School District	MetCar Corrected PILOT Distribution (2018-2019)	\$ 7,808.43
Town of Fallsburg	MetCar Corrected PILOT Distribution (2018-2019)	\$ 2,450.82
Metallized Carbon Corporation	Return of Excess PILOT Payments Collected (2018-2019)	\$ 1,101.89
TOTAL		\$ 11,361.14

ACTIVITY REPORT – MARCH 2020
COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY, SULLIVAN COUNTY
FUNDING CORPORATION, THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL
DEVELOPMENT CORPORATION

April 5, 2020

At its regular Board meeting on March 9, the County of Sullivan Industrial Development Agency (IDA) approved two new community distributed generation solar electricity projects: Psychedelic Solar LLC in the Town of Bethel, and Rosemond Solar LLC in the Town of Fallsburg. The Board also approved an extension of the sales tax exemption period for the Sullivan Resorts LLC project for the demolition, brownfield remediation, and infrastructure project at the site of the former Grossinger's Hotel in the Town and Village of Liberty, in accordance with the IDA's project agreements. The Board authorized the first quarter 2020 payment to the Partnership for Economic Development in Sullivan County, Inc. Finally, the Board conducted its annual review of the IDA's Procurement, Investment, and Property Disposal Policies, Mission Statement, and Performance Measurement Report. This review is in accordance with New York State Public Authorities Law.

The March 9 meeting was recessed, to reconvene on March 26 for the purpose of reviewing and approving the IDA's internal audit report and annual PARIS (Public Authorities Reporting Information System) reports to the New York State Authorities Budget Office. Due to the COVID-19 crisis, the reconvened meeting was cancelled.

IDA staff began working remotely during the week of March 16 in accordance with the New York State on PAUSE Executive Order and social distancing guidelines. We are finalizing the PARIS reports at this time, and we continue to administer all IDA business. For 2020, the IDA has distributed over \$6,900,000 in PILOTs (Payments in Lieu of Taxes) to the taxing jurisdictions.

The Boards of the Sullivan County Funding Corporation (SCFC) and The Sullivan County Infrastructure Local Development Corporation (TSCILDC) also met on March 9 to conduct their annual reviews of their Procurement, Investment, and Property Disposal Policies, Mission Statements, and Performance Measurement Reports.

During March, staff continued to assist RBT CPAs, LLP as they completed the annual audits of the IDA, Sullivan County Funding Corporation (SCFC), and The Sullivan County Infrastructure Local Development Corporation (TSCILDC). RBT will attend the April 13 meetings to present their audit findings.

The NYS Authorities Budget Office continues its review of economic development in Sullivan County, and staff is making every effort to provide documents and information as requested.

##

From: [Gaurav Bidasaria](#)
To: [Jennifer Flad](#)
Subject: Extension of Sales tax abatement -
Date: Tuesday, March 24, 2020 3:26:11 PM

Dear Mr. Flad,

This is to request extension of our current sales tax abatement letter for the Wellness Center Project. Please note that we plan the following activities that would qualify for the sales tax exemption:

Wellness Center Project:

- possible dock for canoes and paddle boards on the lake.
- Bar & Activity Room

We look forward to get the approval for the same.

Best Regards,

Gaurav

Disclaimer: This e-mail and any documents, files, or previous e-mail messages appended or attached to it may contain confidential and/or privileged information. If you are not the intended recipient (or have received this e-mail in error) please notify the sender immediately and delete this e-mail. Any unauthorized copying, disclosure or distribution of the material in this e-mail is strictly forbidden

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened in public session on April 13, 2020, 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	[]	[]
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
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR THE VERIA LIFESTYLE INC. PROJECT NUNC PRO TUNC FROM APRIL 1, 2020 THROUGH AND INCLUDING SEPTEMBER 30, 2020

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 April 1, 2016, the Agency closed a lease/leaseback transaction with the Company consisting of: (a) a 131 room wellness center resort with amenities including,

but not limited to diagnostic, holistic treatment, educational components and various exercise facilities (“Building”); (b) an 18 hole championship golf course; (c) an indoor swimming pool; and (d) a museum celebrating natural wellness, nature cure and Ayurveda practices on currently vacant parcels comprising 391 acres and identified on the Town of Thompson tax map as Section 9, Block 1, Lots 1.1, 1.2 and 7 (“Land”) located along Anawana Lake Road in the County of Sullivan, State; (ii) acquisition and installation thereon and therein of certain furniture, fixtures, machinery and equipment (“Equipment”); (iii) construction of improvements to the Building, the Land and the Equipment (collectively, the Building, the Land and the Equipment are referred to as the “Project”); and (iv) lease of the Project from the Agency to the Company; and

WHEREAS, on or about October 1, 2015, the Agency and the Company entered into an Agent Agreement pursuant to which the Agency designated the Company its agent; and

WHEREAS, on April 1, 2016, the Agency delivered to the Company a Sales Tax Exemption Letter, which letter has been previously extended from time to time and has expired; and

WHEREAS, by letter, dated March 24, 2020, the Company requested that the sales tax abatement period be extended to continue the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is extended nunc pro tunc from April 1, 2020 through and including September 30, 2020.

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

The resolution was thereupon duly adopted.

From: [Julio Garaicoechea](#)
To: [Julio Garaicoechea](#)
Subject: FW: CSIDA w/ Amytra Development
Date: Monday, April 06, 2020 11:54:41 AM

From: nephrey@aol.com <nephrey@aol.com>
Sent: Monday, April 6, 2020 11:51 AM
To: Julio Garaicoechea <juliog@sullivanida.com>
Subject: Re: CSIDA w/ Amytra Development

Mr. Garaicoechea,

We would like to extend the period for the Sales Tax Abatement. I mailed a request letter to you last Saturday, April 4, 2020. Completion of the work on the hotel, event space and restaurant has been temporarily stopped due to the Covid-19 virus.

If you need anything further, please let me know.

Thank you for your help.

Daniel Silna

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via conference call on April 13, 2020, 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	[]	[]
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
- Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR THE AMYTRA DEVELOPMENT LLC, ELDRED ENTERTAINMENT, LLC AND ELDRED HOSPITALITY, LLC (COLLECTIVELY, THE “COMPANY”) PROJECT FROM MAY 1, 2020 THROUGH AND INCLUDING OCTOBER 31, 2020

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 March 19, 2018, the Company presented an application to the Agency, a copy of which is on file at the office of the Agency, which has been supplemented by the Company’s November 6, 2019 letter to the Agency, requesting that the Agency consider

undertaking a project consisting of the: (i) reconstruction, renovation, rehabilitation, installation and equipping of a former restaurant and motel facility to include (a) approximately 3,064 square foot area of event space (“Event Space”); (b) approximately 10,629 square foot of restaurant space (“Restaurant”); (c) approximately 6,953 square foot of office space (“Office”); and (d) approximately 29,536 square foot of accommodation space (“Inn” together with Event Space, Restaurant collectively the, “Building”) situate on two (2) parcels of real estate, the first consisting of approximately 37.93± acres located at 1040 Route 55, Town of Highland (“Town”), County of Sullivan (“County”), State of New York and identified on the Town tax map as Section 4, Block 1, Lot 3.1 and the second consisting of approximately 2± acres being a portion of the 435.94± acre parcel identified on the Town tax map as Section 4, Block 1, Lot 2 (“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 Project from the Agency to the Company; and

WHEREAS, on or about April 20, 2018, the Agency and the Company entered into an Agent Agreement and Project Agreement pursuant to which the Agency designated the Company its agent (“Agent Agreement”); and

WHEREAS, contemporaneously with the execution of the Agent Agreement, the Agency delivered to the Company a Sales Tax Exemption Letter, which letter has been previously extended and will expire on April 30, 2020; and

WHEREAS, by email dated April 6, 2020, the Company requested that the sales tax abatement period be extended to continue the construction of the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended from May 1, 2020 through and including October 31, 2020.

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
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

The resolution was thereupon duly adopted.

From: [Julio Garaicoechea](#)
To: [Jennifer Flad](#)
Subject: FW: CSIDA w/ NY Tusten I
Date: Tuesday, April 7, 2020 9:26:41 AM

FYI

From: Julio Garaicoechea <juliog@sullivanida.com>
Sent: Monday, April 6, 2020 7:42 PM
To: Julio Garaicoechea <juliog@sullivanida.com>
Subject: Fwd: CSIDA w/ NY Tusten I

From: Caroline Rizzo <caroline.rizzo@delawareriversolar.com>
Sent: Monday, April 6, 2020 5:23 PM
To: Julio Garaicoechea
Subject: Re: CSIDA w/ NY Tusten I

Hi Julio,

Yes, we would like to extend. We still need to plant trees, seed the sit, and perform a site remediation for the SWPP before this project is complete.

Thanks,
Caroline

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via conference call on April 13, 2020, 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	[]	[]
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
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

***RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR
THE NY TUSTEN I, LLC (“COMPANY”) PROJECT FROM MAY 1, 2020
THROUGH AND INCLUDING OCTOBER 31, 2020***

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 April 8, 2019, the Agency closed a lease/leaseback transaction with the Company consisting of the construction of an approximately 1.968 MW solar photovoltaic electricity generating facility that will be interconnected to the New York State Electric and Gas (“NYSEG”) electrical grid (“Project”). The Project is new construction and will be comprised of (a) racking to mount the solar modules; (b) solar modules; (c) inverters and transformers to sit on a concrete inverter pad; and (d) assorted electrical components and wiring. The solar array will be constructed on an approximately 16 ± acre of real estate located along Woodoak Drive, Town of Tusten (“Town”), County of Sullivan (“County”), State and identified on the Town tax map as Section 14, Block 1, Lot 41.2 (“Land”); and

WHEREAS, the Agency and the Company entered into an Agent and Project Agreement, dated April 8, 2019 pursuant to which the Agency designated the Company its agent (“Agent Agreement”); and

WHEREAS, contemporaneously with the execution of the Agent Agreement, the Agency delivered to the Company a Sales Tax Exemption Letter, which letter has been previously extended and will expire on April 30, 2020; and

WHEREAS, by email, dated April 6, 2020, the Company requested that the sales tax abatement period be extended to continue the construction of the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended from May 1, 2020 through and including October 31, 2020.

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 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
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 resolution was thereupon duly adopted.



April 8, 2020

To: Sullivan County Industrial Development Agency
Attn: Julio Garaicoechea

We would like to request a six month extension for our Sales Tax Abatement currently set to expire on April 30, 2020. We are in the last stages of the project, wrapping up performance testing to reach the Final Completion milestone.

Please let us know if you have questions.

Sincerely,

Peter Montgomery
NY Thompson I, LLC

assetmgmt@generatecapital.com
cc: peter.montgomery@generatecapital.com

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via conference call on April 13, 2020, 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	[]	[]
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
- Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR THE NY THOMPSON I, LLC (“COMPANY”) PROJECT FROM MAY 1, 2020 THROUGH AND INCLUDING OCTOBER 31, 2020

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 June 1, 2018, the Agency closed a lease/leaseback transaction with the Company consisting of the construction of an approximately 2 MW solar photovoltaic electricity generating facility that will be interconnected to the New York State Electric and Gas (“NYSEG”) electrical grid (“Project”). The Project is new construction and will be comprised of (a) racking to mount the solar modules; (b) solar modules; (c) inverters and transformers to sit on a concrete inverter pad; and (d) assorted electrical components and wiring. The solar array will be constructed on a 13.59± acre of real estate which is a portion of an approximately 17.94 ± acres located along Sackett Lake Road, Town of Thompson (“Town”), County of Sullivan (“County”), State and identified on the Town tax map as Section 28, Block 1, Lot 37.1 (“Land”); and

WHEREAS, the Agency and the Company entered into an Agent Agreement and Project Agreement, dated December 11, 2017 and a First Amendment to Agent and Project Agreement, dated November 19, 2018 pursuant to which the Agency designated the Company its agent (collectively, the “Agent Agreement”); and

WHEREAS, contemporaneously with the execution of the Agent Agreement, the Agency delivered to the Company a Sales Tax Exemption Letter, which letter has been previously extended and will expire on April 30, 2020; and

WHEREAS, by email, dated April 8, 2020, the Company requested that the sales tax abatement period be extended to continue the construction of the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended from May 1, 2020 through and including October 31, 2020.

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
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

The resolution was thereupon duly adopted.

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via conference call on April 13, 2020, 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	[]	[]
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
- Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

RESOLUTION DIRECTING THE RECAPTURE OF SALES AND USE TAX BENEFITS EXCEEDING THE AMOUNT AUTHORIZED FROM EMPIRE RESORTS REAL ESTATE I, LLC (“COMPANY”) RELATED TO THE RESORT WORLD GOLF PROJECT

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, 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, (the “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 of Thompson, Sullivan County, New York (the “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, 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 have entered into an agreement whereby the Company will lease a portion of the EPT Land from the EPT Entities provided Montreign Operating Company, LLC (“MOC”) a wholly owned subsidiary of Empire Resorts, Inc., is 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 to operate a Gaming Facility (as herein after defined), and;

WHEREAS, on December 21, 2015, the NYSGC awarded a Gaming Facility License (the “Gaming Facility License”) to MOC, and;

WHEREAS, subsequent to the award of the Gaming Facility License, in December 2015, Empire Resorts Real Estate I, LLC (“ERREI”), a wholly owned subsidiary of Empire Resorts, Inc., and EPR Concord II, L.P. (and its successors or related entities) entered into agreements wherein it was agreed that ERREI will be the new entity developing the Monster Golf Course including the Golf Project parcel; and

WHEREAS, the Company has 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) 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 (“Buildings”) situate on eleven (11) parcels of real estate consisting of approximately 237± acres located along Thompsonville Road and Chalet Road, Town of Thompson (“Town”), County of Sullivan (“County”), State and identified on the Town tax map as all or a portion of tax map numbers 15.-1-13, 15.-1-14.1, 15.-1-14.2, 15.-1-15, 15.-1-16, 15.-1-17, 15.-1-18, 15.-1-50, 23.-1-52.2, 23.-1-53.2, and 23.-1-54.5^a (“Land”); (ii) acquisition, construction and equipping of the Golf Course and Buildings; (iii) acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (iv) construction of improvements to the Golf Course, the Buildings, the Land and the Equipment (collectively, the Golf Course, the Buildings, the Land and the Equipment are referred to as the “Facility” or the “Project”); and (v) lease of the Project from the Agency to the Company; and

WHEREAS, the total financial assistance being contemplated by the Agency is greater than \$100,000 and therefore the proposed action was subject to a public hearing; and

WHEREAS, the Agency designated the Company as its agent for the purpose of acquiring, constructing, installing and equipping the Project; (ii) negotiated and entered into an Agent Agreement, the Lease, the Leaseback and the PILOT Agreement with the Company (collectively, the “Transaction Documents”); (iii) held a leasehold interest in the Land, the improvements and personal property thereon which constitute the Project; and (iv) provided financial assistance to the Company in the form of (a) sales tax exemption for purchases related to the acquisition, construction, installation and equipping of the Project; (b) a real property tax abatement on increased value resulting from improvements to the Land through the PILOT Agreement; and (c) a mortgage recording tax exemption for financing related to the Project; and

WHEREAS, contemporaneously with the Effective Date of the Agent Agreement, Lease Agreement, Leaseback Agreement and PILOT Agreement between the Agency and the Company, the Agency and the EPT Entities entered into an Omnibus Amendment of the EPT Transaction Documents to amend the project description to remove the 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 Company Transaction Documents; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on Monday, June 13, 2016 at 10:30 a.m., local time, at the Legislative Hearing Room, Sullivan County Government Center, 100 North Street,, Monticello, New York, 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

^a Listed tax lot and block information is anticipated to change due to the Lot Improvement/Lot Consolidation which was approved by the Town of Thompson Town Board on April 13, 2016.

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (“SEQR”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Project may have significant adverse effects on the environment, the Company presented a Full Environmental Assessment Form (“EAF”) and supporting SEQR documents, including a Technical Memorandum with Appendices, to the Agency with respect to the Project for its review; and

WHEREAS, the Agency has determined that the Project is an Unlisted Action under SEQR; and

WHEREAS, the Agency gave due consideration to the Application of the Company and to representations by the Company that the proposed financial assistance is an inducement to the Company to undertake the Project; and

WHEREAS, the Agency considered the following matters as more fully set forth in its Uniform Tax Exemption Policies:

- A. Permanent private sector job creation and retention;
- B. Estimated value of the tax exemption;
- C. Whether the affected taxing jurisdictions shall be reimbursed by the Company if the Project does not fulfill the purposes for which the exemption was granted;
- D. Impact of Project on existing and proposed business or economic development projects;
- E. The amount of private sector investment generated or likely to be generated by the Project;
- F. Demonstrated public support for the Project;
- G. Likelihood of accomplishing the Project in a timely fashion;
- H. Environmental impact;
- I. Extent to which the Project will require additional services including, but not limited to educational, police, transportation, EMS and fire;
- J. Extent to which the Project will provide additional revenues; and
- K. Extent to which the Project will serve the public purposes of the Act by preserving permanent, private sector jobs or increasing the overall number of permanent, private sector jobs in the State;

; and

WHEREAS, the Project falls within the Agency’s “Destination Resort Program” under the Agency’s Uniform Tax Exemption Policy; and

WHEREAS, to encourage the Company to advance the job opportunities, health, general prosperity and economic welfare of the people of Sullivan County, New York the Agency authorized financial assistance for the Project; and

WHEREAS, on December 22, 2016, the Agency and Company entered into various transaction documents necessary to implement the Agency's involvement in the Project, including an Agent and Project Agreement; and

WHEREAS, the Agency authorized sales and use tax exemption benefits for the Project "not to exceed \$591,408", which maximum amount was memorialized in the Agent and Project Agreement; and

WHEREAS, the Company, as Agent for the Agency, has exceeded the maximum authorized sales and use tax exemptions for the Project; and

WHEREAS, as contemplated by Section 874 (10)-(12) of the General Municipal Law ("GML"), the Agency established a Project Recapture and Termination Policy which requires the recapture of financial assistance including sales and use tax exemption amounts exceeding the benefits authorized; and

WHEREAS, in accordance with Section 875(3) of the GML, if the Agency determines sales and use tax exemptions claimed by the Company were in excess of the amounts authorized by the Agency, then the Agency shall recapture such sales and use tax benefits from the Company; and

WHEREAS, Tax Bulletin ST-385 (TB-ST-385) sets forth the procedure to be followed in the event the Agency must recapture sales and use tax exemption benefits claimed in excess of amounts authorized.

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

Section 1. The Agency hereby makes the following findings:

- A. The maximum sales and use tax exemption benefits authorized for the Project were \$591,408;
- B. The total value of the sales and use tax exemption benefits claimed by the Company were in the amount of \$648,177.40

Section 2. The Executive Director of the Agency is hereby authorized and directed to recapture the amount of sales and use tax exemption benefits claimed by the Company in excess of the exemption benefit authorized by the Agency, which amount is \$56,769.40.

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 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 the foregoing resolutions

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 4. 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 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
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 resolution was 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 via conference call on April 13, 2020 at 11:00 a.m. at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[]	[]
Suzanne Loughlin	[]	[]
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
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 13th day of April, 2020.

Secretary

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via conference call on April 13, 2020, 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	[]	[]
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
- Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

RESOLUTION AUTHORIZING AMENDMENT OF THE ADELAAR DEVELOPER, LLC (“COMPANY”) PAYMENT IN LIEU OF TAXATION AGREEMENT TO AUTHORIZE ACCEPTANCE OF A GUARANTY FROM EPR PROPERTIES AS FINANCIAL SECURITY FOR THE 2021 PILOT PAYMENT

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 (“Application”) to the Agency, a copy of which is on file with the Agency, requesting the Agency’s assistance with respect to a certain project consisting of the: (i) the acquisition by the Agency a leasehold interest or other interest in certain property located east of Chalet Road in the Town of Thompson (“Town”), County of

Sullivan, State of New York, being more particularly identified as tax map number 15-1-14.4 and containing in the aggregate approximately 131 acres (“Land”); (ii) the construction and equipping on the Land of an approximately 425,000 square-foot indoor water park resort hotel including, but not limited, to (a) an approximately seven-story 324 unit hotel/resort, (b) an approximately 20,000 square-foot conference center with a 6,500 square foot ballroom, (c) an approximately 85,000 square-foot indoor water park, (d) a split-level lobby core on an approximately 47,000 square-foot foot print (94,000 square feet total), (e) a porte-cochere, (f) outdoor pools with concession areas and bars, (g) an outdoor pavilion stage adjacent to the conference center to be used for concerts and other events, and (h) related amenities (collectively, the “Improvements”), (iii) the acquisition in and around the Land and the Improvements of certain items of equipment and other tangible personal property (“Equipment” and collectively with the Land and the Improvements, the “Facility” or “Project”); and

WHEREAS, by resolutions, dated March 19, 2013 and March 13, 2017 (collectively, “Resolution”), the Agency authorized the Company to act as its agent for the purposes of constructing and equipping the Project subject to, among other conditions, the Company entering into a Payment in Lieu of Taxation Agreement (“PILOT Agreement”) (Destination Resort Program UTEP); and

WHEREAS, the Company, on behalf of the Agency and as the Agency's agent, constructed, installed and equipped the Project materially in accordance with the plans and specifications presented to the Agency; and

WHEREAS, the Agency and the Company executed a PILOT Agreement making provision for payments in lieu of taxes by the Company for the benefit of the County, Town and the Monticello Central School District (“School”) (collectively, the County, the Town and the School are referred to as the “Taxing Jurisdictions”); and

WHEREAS, the Project is operated by Catskill Resorts TRS, LLC (“CRTRS”), an affiliate of the Company; and

WHEREAS, CRTRS and the Company are each indirect subsidiaries of and owned by EPR Properties, a Maryland real estate investment trust (“EPR”), a New York Stock Exchange traded public company; and

WHEREAS, Article IX, Section 9, of the PILOT Agreement provides in applicable part as follows:

“The Company shall procure, for the benefit of the Agency, financial security in form and substance acceptable to the Agency (“Financial Security”) to secure the performance by the Company of its financial obligations under this PILOT Agreement for all PILOT Payment dates from Year 3 (as provided in ¶1.3) through Year 18. The Company shall deliver to the Agency Financial Security in an amount equal to 110% of the Agency’s estimate of the Year 1 PILOT Payment on or before February 1, 2020 with a term to expire not earlier than the following February 28. On each February 1st thereafter that this PILOT Agreement is in

effect, the Company shall deliver to the Agency a renewal or replacement of the then posted Financial Security, in form and substance acceptable to the Agency in an amount of not less than 110% of the PILOT Payment which is due as of such date. The replacement or renewal Financial Security shall not expire prior to February 28th of the following year. In the event that cash security is posted as the Financial Security hereunder, the Agency shall release the Financial Security to the Company within thirty (30) days after the expiration of this Agreement.”

WHEREAS, EPR has requested that the Agency accept a guaranty of EPR as security for the PILOT Payment due in January 2021.

NOW, THEREFORE, BE IT RESOLVED,

Section 1. The Agency shall accept the guaranty of EPR, as security for the 2021 PILOT Payment, on conditions that all costs related to the Amendment of the PIOT Agreement to implement the intent of this resolution shall be paid by the Company.

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 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 the foregoing resolutions 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 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	[] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[] 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

The resolution was 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 via conference call on April 13, 2020 at 11:00 a.m. at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>	
Ira Steingart	[]	[]	
Suzanne Loughlin	[]	[]	
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
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 13th day of April, 2020.

Secretary

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via conference call on April 13, 2020, 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	[]	[]
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
- Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 20

*RESOLUTION AUTHORIZING EXECUTION OF
MORTGAGE DEFERMENT AGREEMENTS AND
MORTGAGE MODIFICATION AGREEMENTS*

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, for the purpose of conferring a mortgage recording tax exemption, the Agency is a party to numerous Mortgages, Assignment of Leases and Rents and similar loan security documents; and

WHEREAS, the current COVID-19 crisis has caused IDA project borrowers to request payment accommodations from lenders, including mortgage payment deferment and mortgage modifications; and

WHEREAS, the Agency wishes to authorize execution of Mortgage Deferment Agreements, Mortgage Modification Agreements and similar documents necessary to memorialize accommodations lenders are willing to provide to borrowers.

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

Section 1. That upon the joint request of a borrower and a lender making a loan secured by an instrument executed by the Agency, the Agency join in execution of any and all documents necessary to memorialize an accommodation from the lender to a borrower.

Section 2. The Chairman, Chief Executive Officer or Executive Director of the Agency, each acting individually, are hereby authorized, on behalf of the Agency, to execute and deliver any and all necessary documents or instruments to memorialize any accommodation by a lender to an Agency project borrower.

Section 3. That all cost for review and supervision of the execution of any document or instrument contemplated by this resolution be paid by the Agency.

Section 4. 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 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 the foregoing resolutions 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. 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	[] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[] 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

The resolution was 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 via conference call on April 13, 2020 at 11:00 a.m. at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[]	[]
Suzanne Loughlin	[]	[]
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
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 13th day of April, 2020.

Secretary

**COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY
CONFIDENTIAL FY 2019 EVALUATION OF BOARD
PERFORMANCE**

Please check (√) the most appropriate box.

CRITERIA	AGREE	SOMEWHAT AGREE	SOMEWHAT DISAGREE	DISAGREE
Board members have a shared understanding of the mission and purpose of the Agency.				
The policies, practices and decisions of the Board are always consistent with this mission.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Agency and reviews these annually.				
The Board sets clear and measurable performance goals for the Agency that contribute to accomplishing its mission.				
The decisions of the Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				

The Board knows the statutory obligations of the Agency and if the Agency is in compliance with State law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question, and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Agency and works with management to implement risk mitigation strategies before problems occur.		2		
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: _____