

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened via teleconference on May 11, 2020, at 11:00 a.m.

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
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 THE TERMINATION OF THE CHAPIN HOSPITALITY GROUP, LLC (“COMPANY”) 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, on or about November 8, 2018, the Company presented the Agency with 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 and furnishing of an approximately 1,100± square foot building intended to be used as a model (“Building”) situate on a parcel of real estate consisting of approximately 15.56 acres located at

338 Chapin Trail, White Lake in the Town of Bethel, County of Sullivan (“County”), State of New York and identified on the Town tax map as Section 55.E, Block 2, Lot 16 (“Land”) and related facilities; (ii) the acquisition and installation thereon and therein of certain furniture, fixtures and equipment (“FF&E”) (collectively, the Building, the Land and the FF&E are referred to as the “Facility” or the “Project”); and

WHEREAS, on or about November 19, 2018, the Agency and the Company entered into an Agent and Project Agreement pursuant to which the Agency designated the Company its agent; and

WHEREAS, contemporaneously with the Agent and Project Agreement, the Agency and the Company also entered into the following:

1. Environmental Compliance and Indemnification Agreement;
2. Bill of Sale to Agency; and
3. Bill of Sale to Company;

; and

WHEREAS, the Agent and Project Agreement was originally scheduled to expire on May 31, 2019; and

WHEREAS, the authority to act as Agent of the Agency was extended by letter agreement to November 30, 2019 (“Extended Termination Date”); and

WHEREAS, there has been no construction activity since the Extended Termination Date; and

WHEREAS, the Agency and the Company have agreed to terminate the Project; on condition that the Company may re-apply to the Agency if and when it is ready to proceed with the Project.

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

Section 1. The Project is hereby terminated.

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 terminate the Project.

Section 3. The sales tax abatement fees due the Agency together with the cost of preparation of a Project Termination Agreement shall be paid from the funds deposited in escrow upon execution of the Agent and Project Agreement, with any balance remaining in the escrow account after such payments returned to the Company.

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 | <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 |

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 via teleconference on May 11, 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 11th day of May, 2020.

Secretary