

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: May 5, 2020

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

DATE: May 11, 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 (929) 205-6099 and entering Meeting ID 990-1392-9276.

SEE REVERSE FOR AGENDA

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

MEETING AGENDA

Monday, May 11, 2020

Via Conference Call: Dial (929) 205-6099, Meeting ID 990-1392-9276

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

April 13, 2020 Regular Meeting

IV. BILLS AND COMMUNICATIONS

V. STAFF REPORT

VI. NEW BUSINESS

Resolution: Extending the Sales Tax Abatement Period for the Doetsch Family III LLC Project
From June 1, 2020 Through and Including November 30, 2020

Resolution: Terminating the Chapin Hospitality Group, LLC Project
Any and All Other Business Before the Board

VII. ADJOURN

##

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway

Monticello, New York 12701

Tel: (845) 428-7575

Fax: (845) 428-7577

TTY 711

www.sullivanida.com

MEETING MINUTES

Monday, April 13, 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 via teleconference.

II. ROLL CALL

Members Present-

Ira Steingart
Howard Siegel
Edward Sykes
Paul Guenther
Carol Roig

Members Absent-

Suzanne Loughlin (Entered at approximately 11:23AM)
Joseph Perrello (Entered at approximately 11:13AM)
Scott Smith

Staff Present-

Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager

Staff Absent-

Others Present-

Walter Garigliano, Agency Counsel
Linda Hannigan, RBT CPAs LLC
Vibhavari Kondapuram, RBT CPAs LLC
Robert Doherty, Sullivan County Legislature
Patricio Robayo, *Sullivan County Democrat*
Ken Walter
Deborah Nola

III. APPROVAL OF MEETING MINUTES

On motion by Mr. Guenther and seconded by Mr. Siegel, the Board voted and the minutes of the March 9, 2020 Meeting minutes were unanimously approved.

IV. BILLS AND COMMUNICATIONS

On a motion by Mr. Siegel and seconded by Mr. Guenther the schedule of payments was unanimously approved.

V. STAFF REPORT

There were no questions on the staff report

Mr. Perrello entered the meeting at approximately 11:13AM.

VI. PRESENTATION

Ms. Linda Hannigan of RBT CPAs LLC presented a summary of a draft **2019 Internal Agency Audit**. Ms. Hannigan reviewed the Financial Statement, Board Letter, and Management Representation Letter. Ms. Flad noted that there will be changes to the Schedule of Supplemental Information of the Financial Statement due to ongoing efforts to collect data from certain projects due to the COVID-19 pandemic. RBT CPAs will be asked to modify the Supplemental Schedule, which is part of the unaudited portion of the Financial Statement, once the Agency has received and reconciled the information.

VII. RECESS

On a motion made by Mr. Guenther and seconded by Mr. Sykes the meeting was recessed at approximately 11:17AM to be reconvened following meetings of the Sullivan County Funding Corporation and The Sullivan County Infrastructure Local Development Corporation.

Ms. Loughlin entered the meeting at approximately 11:23AM.

VIII. RECONVENE

On a motion made by Ms. Loughlin and seconded by Mr. Siegel the meeting was reconvened at approximately 11:48AM via teleconference.

IX. OLD BUSINESS

On a motion made by Mr. Guenther and seconded by Mr. Siegel, the Board voted and unanimously adopted a resolution to extend the Sales Tax Abatement period for the **Veria Lifestyle, Inc.** project *nunc pro tunc* from April 1, 2020 through and including September 30, 2020.

X. NEW BUSINESS

Chairman Steingart informed the Board that the Agency is not ready to review the **FY 2019 Reports to the New York State Authorities Budget Office ("ABO")**. Ms. Flad indicated that due to the COVID-19 pandemic the Agency is still collecting information from ongoing projects required to be reported to the ABO and recommended the Board table the discussion until the information is received.

On a motion made by Mr. Sykes and seconded by Mr. Siegel, the Board voted and unanimously adopted three resolutions extending the Sales Tax Abatement period for the following:

- **Amytra Development LLC, Eldred Entertainment LLC, and Eldred Hospitality LLC** project from May 1, 2020 through and including October 31, 2020.
- **NY Tusten I LLC** project from May 1, 2020 through and including October 31, 2020
- **NY Thompson I LLC** project from May 1, 2020 through and including October 31, 2020.

Ms. Flad noted that the **NY Thompson I LLC** project is required to file New York State Form ST-340, a report to the New York State Dept. of Taxation and Finance and provide a copy to the Agency.

On a motion made by Ms. Loughlin and seconded by Mr. Guenther, the Board voted and unanimously adopted a 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. Attorney Garigliano stated that the project is halfway completed. The project will restart construction in 2021 for a tentative opening in 2022. Due to groundwater conditions the project construction costs exceeded the budget initially contemplated and therefore exceeded the authorized amount approved by the Agency. This resolution authorizes the Executive Director to recapture the exceeded amount.

On a motion made by Mr. Siegel and seconded by Mr. Guenther the Board voted and unanimously approved a resolution to authorize 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.

On a motion made by Mr. Siegel and seconded by Ms. Guenther the Board voted and adopted a resolution to authorize the execution of **Mortgage Deferment Agreements** and **Mortgage Modification Agreements** 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 type="checkbox"/> Absent	<input checked="" type="checkbox"/> Abstain
Edward T. Sykes	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input checked="" type="checkbox"/> Abstain
Howard Siegel	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input 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

Ms. Loughlin recused herself because her husband is the owner of law firm Bilig & Loughlin LLP which is an IDA project. Mr. Sykes recused himself because he is a Director of The First National Bank of Jeffersonville. Ms. Loughlin and Mr. Sykes abstained from voting for these reasons.

On a motion made by Ms. Roig and seconded by Mr. Sykes, the Board entered Executive Session at approximately 12:06PM regarding the following:

- Matters leading to the appointment of a particular person (Authorizing the Executive Director to hire an additional employee)
- The financial history of a particular corporation, (Request for Amendment of Payment in Lieu of Tax Agreement related to the **Veria Lifestyle Inc.** Wellness Center Project)
- Matters made confidential by federal or state law (Annual Board Self-Evaluation)

On a motion made by Ms. Roig and seconded by Mr. Siegel, the Board exited Executive Session at approximately 12:26PM.

On a motion made by Ms. Loughlin and seconded by Ms. Roig, the Board voted to authorize the Executive Director to hire an additional employee as follows:

Ira Steingart	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
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 type="checkbox"/> Absent	<input checked="" type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input 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

Yes No Absent Abstain

Mr. Siegel recused himself and abstained from voting because he is an employer of the individual authorized to be hired.

On a motion made by Mr. Perrello and seconded by Mr. Guenther, the Board voted and unanimously adopted a resolution authorizing an amendment to the Payment in Lieu of Tax Agreement related to the **Veria Lifestyle Inc. Wellness Center** project.

XI. PUBLIC COMMENT

The Board recognized the comments of Ken Walter.

XII. ADJOURN

On a motion made by Mr. Sykes and seconded by Mr. Siegel, the Board voted and the meeting was adjourned at approximately 12:35PM.

Respectfully submitted:

Julio Garaicoechea, Project Manager

##

DRAFT

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway, Monticello, NY 12701

845-428-7575

SCHEDULE OF PAYMENTS AS OF MAY 5, 2020		
Vendor	Description	Amount
AT&T Mobility	Cell Phone Service 3/21/20 - 4/20/20	\$ 71.36
Cardmember Service	Adobe Acrobat Subscription; Office 365 Renewal; AT&T Cell Phone;	\$ 460.91
Jennifer Flad	First Quarter 2020 Health Insurance Reimbursement	\$ 2,987.30
Garigliano Law Offices	Retainer May 2020	\$ 250.00
Garigliano Law Offices	Sales Tax Extension Legal Fee: Doetsch Family III LLC	\$ 250.00
Kristt Company	Office Supplies	\$ 93.00
New Southern Tier Title Agency LLC	June 2020 Office Rent	\$ 2,700.00
Time Warner Cable	Service 5/1/20 - 5/31/20	\$ 219.95
Times Herald Record	Subscription Renewal (26 weeks)	\$ 525.20
USDA Rural Development	RMAP Loan Repayment - May 2020	\$ 2,370.41
TOTAL		\$ 9,928.13
I certify that the payments listed above were audited by the Board of the IDA on May 11, 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		5/11/2020 Date

Expenses Approved and Paid Since Last Regular Meeting (4/13/20)		
Vendor	Description	Amount
Shepstone Management Company	Cost-Benefit Analysis: Deb El Foods LLC (approved and paid 4/22/20)	\$ 2,100.00
Sullivan Catskills Regional Food Hub, Inc.	Return of sanitation fee (pass-through from Village of Liberty) (approved and paid 4/22/20)	\$ 1,560.00
Empire Resorts Real Estate I, LLC	Return of excess sales tax exemption fees received by the Agency (approved and paid 4/17/20)	\$ 7,096.18
Brewmation, Inc.	Deposit on Chiller re: Seminary Hill FY 2018 Rural Business Development Grant (approved by Agency Resolution #07-18)	\$ 22,507.58
TOTAL		\$ 33,263.76

Other Expenses and Items Paid Since Last Regular Meeting (4/13/20)—no approval required		
Vendor	Description	Amount
Payroll Expenses	Payroll Check Dates: 4/24/20; 5/8/20	\$ 17,268.71
TOTAL		\$ 17,268.71

PILOT Payments Distributed Since Last Regular Meeting (4/13/20)		
Payee	Description	Amount
none		
TOTAL		\$ -

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

May 5, 2020

At its regular Board meeting on April 13, the County of Sullivan Industrial Development Agency (IDA) approved extensions of the sales tax exemption periods for four ongoing projects, in accordance with the project documents: Veria Lifestyle, Inc. for the development of the Yo1 Wellness Center in the Town of Thompson; Amytra Development LLC, Eldred Entertainment, LLC, and Eldred Hospitality, LLC for the development of the Homestead Project in the Town of Highland; NY Tusten I LLC for the development of a community distributed generation solar electric facility in the Town of Tusten; and NY Thompson I LLC for the development of a community distributed generation solar electric facility in the Town of Thompson. The Board also authorized the execution of mortgage deferment agreements and mortgage modification agreements related to projects affected by the COVID-19 pandemic. The Board authorized an amendment to the Payment in Lieu of Taxation Agreement related to the Veria Lifestyle, Inc. Wellness Center Project, to temporarily suspend the project's employment goals to give Veria an opportunity to make operational changes, attract more guests, and increase revenues. The Board also directed staff to recapture sales and use tax benefits exceeding the amount authorized from Empire Resorts Real Estate I, LLC related to the Resorts World Golf Project. The Board authorized an 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. Finally, the Board authorized the Executive Director to hire an additional employee.

The Boards of the Sullivan County Funding Corporation (SCFC) and The Sullivan County Infrastructure Local Development Corporation (TSCILDC) also met on April 13. Linda Hannigan and Vibhavari Kondapuram of RBT CPAs, LLP gave presentations on their internal audits to the Boards of the IDA, SCFC, and TSCILDC.

The Boards of the IDA, SCFC, and TSCILDC were also presented with the results of the 2019 Board Self-Evaluations and accepted the Self-Evaluation Reports, in accordance with New York State Law.

The Boards of the SCFC and TSCILDC approved these agencies' 2019 Public Authorities Reporting Information System (PARIS) reports to the New York State Authorities Budget Office. Staff is working to finalize the IDA PARIS reports and will present to the IDA Board for review and approval as soon as possible.

IDA staff continues to work remotely in accordance with the New York State on PAUSE Executive Order and social distancing guidelines. We continue to administer all aspects of IDA, SCFC, and TSCILDC business, and we are working with local businesses to help them avail themselves of local, state, and federal assistance related to COVID-19.

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: [Doetsch, Douglas A.](#)
To: [Jennifer Flad](#)
Cc: [Walter F. Garigliano \(Walter@GariglianoLaw.com\)](mailto:Walter@GariglianoLaw.com)
Subject: Doetsch Family III, LLC - Seminary Hill Boardinghouse
Date: Wednesday, April 08, 2020 4:26:39 PM

Jen,

I believe the IDA approval for the tax abatement program for the Boardinghouse project assumed a construction termination in May 2020. Construction has now been stopped for some time due to Covid-19, and likely will remain stopped for some time. Accordingly, I will need an extension - at least three months.

:

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
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 DOETSCH FAMILY III LLC (“COMPANY”) PROJECT FROM JUNE 1, 2020 THROUGH AND INCLUDING NOVEMBER 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 October 23, 2019, the Company presented an application (“Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of the: (i) construction, reconstruction, renovation, rehabilitation, installation and equipping of two (2) buildings aggregating approximately 7,870+/- square feet intended to be used as a short-term lodging facility comprising a total of eight (8) units with bedrooms, bathrooms, living rooms, and kitchens (collectively, the “Buildings”) together with related parking accommodations (“Parking Accommodations”) situate on two (2) parcels of real estate consisting of approximately 0.64+/- acres located along State Route 97 at 8

Hospital Road and Mitchell Avenue, Town of Delaware (“Town”), County of Sullivan, State of New York and identified on the Town’s tax map as Section 14, Block 5, Lot 29 and Section 15, Block 2, Lot 1 (“Land”); (ii) acquisition, construction and equipping of the Buildings and Parking Accommodations; (iii) acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (iv) construction of improvements to the Buildings, the Parking Accommodations, the Land and the Equipment (collectively, the Buildings, the Parking Accommodations, the Land and the Equipment are referred to as the “Facility” or the “Project”); and (v) lease of the Facility from the Agency to the Company; and

WHEREAS, on or about November 18, 2019, the Agency and the Company entered into an Agent and Project Agreement pursuant to which the Agency designated the Company as agent of the Agency; and

WHEREAS, contemporaneously with the execution of the Agent and Project Agreement, the Agency delivered to the Company a Sales Tax Exemption Letter, which letter will expire; and

WHEREAS, on or about April 8, 2020, the Company requested that the sales tax abatement period be extended for another six (6) months to continue the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended through and including November 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
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 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