

## RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on December 14, 2020, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.79.

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  
Deborah Nola, Accounting and Financial Analyst  
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Howard Siegel, and seconded by Paul Guenther, to wit:

Resolution No. 63 - 20

***RESOLUTION AUTHORIZING, APPROVING AND CONSENTING TO THE EXECUTION AND DELIVERY BY THE AGENCY'S CHAIRMAN OR CHIEF EXECUTIVE OFFICER OF A PROJECT TERMINATION AGREEMENT AND ANY AND ALL RELATED DOCUMENTS RECONVEYING REAL PROPERTY AND PERSONAL PROPERTY RELATING TO THE RHH LAND, LLC ("COMPANY") PROJECT TO THE COMPANY***

***WHEREAS***, the Agency was created by Chapter 560 of the Laws of 1970 of the State of New York, as amended, pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

**WHEREAS**, on or about April 21, 2012, the Company and the Agency entered into a straight lease transaction to facilitate the: (i) acquisition, reconstruction, renovation, rehabilitation, installation and equipping of a 74 room hotel formerly operated as “The Lodge” (“Building”) situate on three (3) separate parcels of real estate consisting of approximately 54.13+/- acres of Land located along Rock Hill Drive in the Town of Thompson, County of Sullivan, State of New York and identified on the tax map as Thompson 35-1-7.1, 35-1-7.4 and 51-2-12 (“Land”) and related facilities and to be owned by the Agency; (ii) acquiring and installing thereon and therein certain furniture, fixtures, machinery and equipment (“Equipment”); and (iii) rehabilitating and reconstructing improvements to the Building, the Land and the Equipment (collectively, the Building, Land and Equipment referred to as the “Facility” or the “Project”) and (iv) amending and extending the existing lease on the Facility from the Agency to RH Lodging Services, LLC, which was assigned to the Company; and

**WHEREAS**, the Agency took title to the Land in the form of a by Bargain and Sale Deed, dated January 1, 2001 from RH Lodging Services, LLC (“RH Lodging”), which deed was recorded in the Sullivan County Clerk’s office on January 12, 2001 as Instrument Number 2001-22440617; and

**WHEREAS**, by Assignment, dated April 21, 2012, RH Lodging assigned all of its right, title and interest in and to the Project to the Company; and

**WHEREAS**, the Company and the Agency entered into the following:

1. a Bill of Sale;
2. an Amended and Restated Lease to Agency, dated April 21, 2012 (“Lease”); and
3. an Amended and Restated Payment in Lieu of Taxation Agreement, dated April 21, 2012, which was amended by that certain First Amendment to Amended and Restated Payment in Lieu of Taxation Agreement, dated March 1, 2019, which was further amended by that certain Second Amendment to Amended and Restated Payment in Lieu of Taxation Agreement (collectively, the “PILOT Agreement”)

; and

**WHEREAS**, Paragraph 8.1 of the Lease reads:

“8.1. Early Termination of Agreement.

(a) The Company shall have the option at any time to terminate this Lease upon filing with the Agency a certificate signed by an authorized representative of the Company stating the Company’s intention to do so pursuant to this Section 8.1 and upon compliance with the requirements set forth in Section 8.2 hereof.

(b) The Agency shall have the option at any time to terminate this Lease and to demand immediate payment in full of the rental reserved and unpaid as described in Section 2.6 hereof, the sums due under Sections 3.3 or 3.7, and all other payments due under this

Lease, upon written notice to the Company of the occurrence of an Event of Default hereunder.”

; and

*WHEREAS*, by letter, dated November 13, 2020, the Company notified the Agency that it wishes to terminate the Company’s straight lease transaction as contemplated by Paragraph 8.1 of the Lease; and

*WHEREAS*, the Agency, after due consideration, contemplates the execution and delivery by the Agency’s Chairman or Chief Executive Officer of a Project Termination Agreement; Termination of Lease; Termination of Memorandum of Lease; Quit Claim Deed from the Agency to the Company; Bill of Sale from the Agency to the Company and any and all related documents.

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

Section 1. The Chairman and Chief Executive Officer of the Agency are each hereby (individually or together) authorized, empowered, and directed, on behalf of the Agency, to execute, deliver and record (as may be the case):

- a) Project Termination Agreement;
- b) Termination of Lease;
- c) Termination of Memorandum of Lease;
- d) Quit Claim Deed from the Agency to the Company;
- e) Bill of Sale from the Agency to the Company;

all in form approved by Counsel to the Agency with such changes, variations, omissions and insertions as the Chairman and/or Chief Executive Officer of the Agency so executing the same shall approve.

Section 2. The execution and delivery of the agreement transfer instruments contemplated by Section 1 above is conditioned upon:

- a) payment by the Company to the Agency of any remaining amounts due the Agency under the Project Documents;
- b) payment to the Agency of a prorated payment in lieu of tax for the benefit of the Monticello Central School District covering the period September 1, 2020 to the date of the transfer of title from the Agency to the Company; and
- c) payment by the Company to the Agency or its professional representatives all fees and costs associated with termination of the project.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things

required and to execute and deliver all such certificates, instruments, documents, and to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or in the opinion of the officer, employee or agent acting on behalf of the Agency desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all the terms, covenants and provisions of the documents for and on behalf of the Agency.

Section 4. These resolutions shall take effect immediately.

The question of adoption of the foregoing resolution was duly put to a vote on roll call, which resulted 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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input 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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK :  
:SS  
COUNTY OF SULLIVAN :

I, the undersigned Secretary (Assistant) 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 December 14, 2020 at 11:00 a.m. at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[ <input checked="" type="checkbox"/> ]	[            ]
Suzanne Loughlin	[ <input checked="" type="checkbox"/> ]	[            ]
Edward T. Sykes	[ <input checked="" type="checkbox"/> ]	[            ]
Howard Siegel	[ <input checked="" type="checkbox"/> ]	[            ]
Scott Smith	[            ]	[ <input checked="" type="checkbox"/> ]
Paul Guenther	[ <input checked="" type="checkbox"/> ]	[            ]
Joseph Perrello	[ <input checked="" type="checkbox"/> ]	[            ]
Carol Roig	[ <input checked="" type="checkbox"/> ]	[            ]

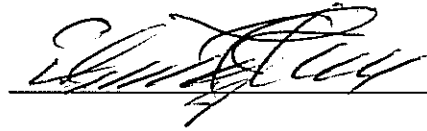
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Ira Steingart	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Suzanne Loughlin	[   ] Yes	[   ] No	[   ] Absent	[ <input checked="" type="checkbox"/> ] Abstain
Edward T. Sykes	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Howard Siegel	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Scott Smith	[   ] Yes	[   ] No	[ <input checked="" type="checkbox"/> ] Absent	[   ] Abstain
Paul Guenther	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Joseph Perrello	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain
Carol Roig	[ <input checked="" type="checkbox"/> ] Yes	[   ] No	[   ] Absent	[   ] Abstain

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103(a) and (c) and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public via videoconferencing and public notice of the time and place of said meeting was duly given in accordance with such Sections 103(a) and (c) and 104, (iii) the meeting in all respects was duly held via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.79, and (iv) there was a quorum present throughout.

*IN WITNESS WHEREOF*, I have hereunto set my hand and seal on the 14<sup>th</sup> day of December, 2020.

  
Secretary