

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 NOTICE

TO: Suzanne Loughlin, IDA Chairperson
Edward Sykes, IDA Vice Chairman
Carol Roig, IDA Secretary
Howard Siegel, IDA Treasurer & Chief Financial Officer
Craig Fleischman, IDA Assistant Secretary
Scott Smith, IDA Assistant Treasurer
Paul Guenther, IDA Member
Sean Brooks, IDA Member
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
John Kiefer, IDA Chief Executive Officer
Walter Garigiano, Esq., IDA Counsel
FROM: Jennifer Flad, Executive Director
DATE: June 8, 2021

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

Date: Monday, June 14, 2021
Time: 11:00 AM
Location: Via Zoom Videoconference 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 202.1 issued on March 12, 2020 suspending the Open Meetings Law, which has been extended by various Executive Orders including Executive Order 202.108 on May 17, 2021, this meeting will be held via videoconference 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 678-518-8985 or by using the following meeting link: <https://zoom.us/j/6785188985>

SEE REVERSE FOR AGENDA

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AMENDED MEETING AGENDA

Monday, June 14, 2021

To be held via Zoom videoconference call: dial 929-205-6099 and enter Meeting ID 678-518-8985 or use meeting link <https://zoom.us/j/6785188985>

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

May 10, 2021 Regular Meeting; June 1, 2021 Special Meeting

IV. BILLS AND COMMUNICATIONS

V. STAFF ACTIVITY REPORT

VI. NEW BUSINESS

Resolution: Authorizing the Second Quarter 2021 Payment to the Partnership for Economic Development in Sullivan County, Inc.

Resolution: Authorizing an Extension of the Sales Tax Abatement Period for the Doetsch Family I LLC and Doetsch Family II LLC Project from July 1, 2021 Through and Including December 31, 2021

Resolution: Authorizing an Extension of the Sales Tax Abatement Period for the Forestburgh Hospitality LLC and Forestburgh Property LLC Project from July 1, 2021 Through and Including December 31, 2021

Resolution: Authorizing an Extension of the Sales Tax Abatement Period for the Rock Meadow Partners LLC, Great Pine LLC, Indian Fields LLC, and NARO Building LLC Project from July 1, 2021 Through and Including December 31, 2021

Resolution: Authorizing an Extension of the Sales Tax Abatement Period for the Montreign Operating Company, LLC Project from July 1, 2021 Through and Including December 31, 2021

Resolution: Authorizing and Approving the Execution and Delivery of One or More Mortgages (and Related Financing Documents) Relating to the Catskill Hospitality Holding LLC and Catskill Hospitality Operating LLC Project

Resolution: Authorizing One or More Omnibus Amendments to Project Documents Relating to the BRR Brothers III, LLC and Sullivan County Fabrication, Inc. Project

Discussion: Community Choice Aggregation Programs

Discussion and Approval: Agrarian Feast LLC Agri-Business Revolving Loan and Lease Fund Application

Any and All Other Business Before the Board

VII. PUBLIC COMMENT AND ADJOURN

##

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MEETING MINUTES

Monday, May 10, 2021

I. CALL TO ORDER

Acting Chairperson Loughlin 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-

Suzanne Loughlin
Howard Siegel
Carol Roig
Paul Guenther
Sean Brooks

Members Absent-

Edward Sykes* (Arrived at 11:06am)
Scott Smith
Craig Fleischman

Staff Present-

Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst

Staff Absent-

John Kiefer, Chief Executive Officer

Others Present-

Walter Garigliano, Agency Counsel
Joseph Abraham, *SC Democrat*
Henri Shawn, Esq.
Michael Pinsky, Esq.
Ken Walter
Chris Harrison

III. MEETING MINUTES

On a motion made by Mr. Siegel, seconded by Mr. Guenther, the Board voted and unanimously adopted the minutes of the April 12, 2021 Recessed Meeting and the April 21, 2021 Reconvened Meeting.

Mr. Sykes entered the meeting at approximately 11:06AM.

IV. BILLS AND COMMUNICATIONS

On a motion made by Mr. Siegel, and seconded by Mr. Guenther, the second revised Schedule of Payments, showing twelve payments totaling \$12,119.80, was unanimously approved. Ms. Flad noted the second revision includes payments to Jay's Lawn Service LLC and Wilson Elser Moskowitz Edelman & Dicker LLP.

V. STAFF ACTIVITY REPORT

Ms. Flad noted that staff has been working with RBT CPAs and it is expected to have draft Audited Financial Statements in the next few days. Also, draft PARIS Reports are completed except for certain information contained in the Audited Financial Statements. Ms. Flad stated that a Special Meeting will be held by the end of the month to accept these reports. Ms. Flad reminded Board Members that Financial Disclosure forms are due to the County by May 15th.

VI. NEW BUSINESS

On a motion made by Mr. Siegel, and seconded by Mr. Guenther, the Board reviewed and discussed a resolution extending the sales tax abatement period for the **Doetsch Family III, LLC** project from June 1, 2021 through and including November 30, 2021. Mr. Garaicoechea noted that the project has filed its required reporting however the applicable fee has not yet been received. Chairperson Loughlin called the motion to question, the Board voted, and the resolution was unanimously approved.

On a motion made by Ms. Roig, and seconded by Mr. Guenther, the Board reviewed and discussed a resolution extending the sales tax abatement period for **Psychedelic Solar, LLC** project from June 1, 2021 through and including November 30, 2021. Chairperson Loughlin called the motion to question, the Board voted, and the resolution was unanimously approved.

On a motion made by Mr. Siegel, and seconded by Mr. Guenther, the Board reviewed and discussed a resolution extending the sales tax abatement period for **RGG Realty, LLC** and **Columbia Ice & Cold Storage Corporation**. Mr. Garaicoechea noted that while the reports have been submitted the applicable fees have not been received. Chairperson Loughlin called the motion to question, the Board voted, and the resolution was unanimously approved.

On a motion made by Mr. Sykes, and seconded by Mr. Siegel, the Board reviewed and discussed a resolution approving an increase in the authorized Sales and Use Tax Abatement relating to the **Doetsch Family I, LLC** and **Doetsch Family II, LLC** project. Chairperson Loughlin called the motion to question, the Board voted, and the resolution was unanimously approved.

On a motion made by Mr. Guenther, and seconded by Mr. Siegel the Board entered into Executive Session at approximately 11:20AM to discuss the financial history of a particular corporation.

On a motion made by Mr. Guenther, and seconded by Chairperson Loughlin, the Board exited Executive Session at approximately 11:33AM.

On a motion made by Mr. Guenther, and seconded by Mr. Brooks, the Board reviewed and discussed a resolution approving the Application of **SVG 26 LLC ("Company")** for (i) the continuation of Financial Assistance to the Company on the same terms as contemplated by the various agreements in place between the Agency and **Catskill Distilling Company, Ltd. ("CDC")** at the time of commencement of the CDC Bankruptcy proceeding, (ii) authorizing the Agency to enter into a Lease/Leaseback transaction with the Company; and (iii) authorizing execution of one or more mortgages in favor of **Sachem Capital Corp.**

securing a loan to the Company in an amount not to exceed \$2,500,000. Mr. Sykes recused and abstained because he is a Director of The First National Bank of Jeffersonville who is a secured creditor in the Bankruptcy. Chairperson Loughlin called the motion to question, the Board voted, and the resolution was approved as follows:

Suzanne Loughlin	<input checked="" 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 checked="" type="checkbox"/> Abstain
Howard Siegel	<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
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
Sean Brooks	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain

VII. PUBLIC COMMENT

Chairperson Loughlin asked those present for Public Comment. The Board recognized the comments of Ken Walter.

VIII. ADJOURNMENT

On a motion made by Mr. Siegel and seconded by Mr. Sykes the meeting was adjourned at approximately 11:38AM.

Respectfully submitted:

Julio Garaicoechea

##

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Monticello, New York 12701

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MEETING MINUTES

Tuesday, June 1, 2021

I. CALL TO ORDER

Acting Chairperson Loughlin called to order the special meeting of the County of Sullivan Industrial Development Agency at approximately 11:04 AM via teleconference.

II. ROLL CALL

Members Present-

Suzanne Loughlin
Edward Sykes
Howard Siegel
Carol Roig
Scott Smith

Members Absent-

Paul Guenther
Sean Brooks
Craig Fleischman

Staff Present-

John Kiefer, Chief Executive Officer
Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst

Staff Absent-

None

Others Present-

Walter Garigliano, Agency Counsel
Linda Hannigan, RBT CPAs, LLP
Joseph Abraham, *Sullivan County Democrat*

III. NEW BUSINESS

Ms. Linda Hannigan of RBT CPAs, LLP gave a presentation on the 2020 Audited Financial Statements and Board Report. On a motion made by Mr. Sykes, seconded by Mr. Smith, the Board voted and unanimously accepted the **FY 2020 Audited Financial Statements and Board Report**.

On a motion made by Mr. Siegel, and seconded by Mr. Sykes, the Board voted and unanimously approved the filing of the **Public Authorities Reporting Information System (PARIS) Reports to the New York State Comptroller**.

IV. PUBLIC COMMENT AND ADJOURNMENT

Chairperson Loughlin asked those present for Public Comment. There was none. On a motion made by Mr. Siegel, and seconded by Chairperson Loughlin, the meeting was adjourned at approximately 11:19AM.

Respectfully submitted:

Julio Garaicoechea

##

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY**548 Broadway, Monticello, NY 12701****845-428-7575****REVISED SCHEDULE OF PAYMENTS: JUNE 14, 2021**

Vendor	Description	Amount
Cardmember Service	Zoom, Adobe Acrobat Pro, Stamps.com, Go Daddy (Keifer Microsoft 365), AT&T Phone	\$ 283.37
e-Nable Business Solutions	Professional Services 4/21-4/28/2021	\$ 380.00
Jennifer Flad	2nd quarter Medical Ins Remimbursement	\$ 2,712.83
Jennifer Flad	Expense Reimbursement 4/1/21-5/31/21-- new computer; office supplies, equipment, and fixtures; NYSEDC conference registration	\$ 1,892.58
Garigliano Law Offices	Retainer June 2021	\$ 250.00
	Legal Fees re: Chapin Hospitality Project Termination	\$ 1,487.50
	Preparation of Equipment Lease with SVG26 for stills, tanks & pumps	\$ 1,000.00
	Preparation of Equipment Lease with SVG26 for bottling line equipment	\$ 1,000.00
	IDA w/ Catskill Distilling - Chapter 11 - Legal Fees	\$ 6,737.50
	Sales Tax Exemption: Doetsch Family I&II, Forestburgh Hospitality, Montreign, Rock Meadow	\$ 1,000.00
Total Garigliano Law Offices		\$ 11,475.00
IM&H Realty	2nd quarter Medical Reimbursement (Debbie Nola)	\$ 3,756.76
New Southern Tier Title Agency LLC	Office Rent July 2021	\$ 2,700.00
Time Warner Cable	Telephone and Internet Service 6/1/21 - 6/30/21	\$ 259.95
USDA Rural Development	RMAP Loan Repayment - June 2021	\$ 2,370.41
TOTAL		\$ 25,830.90
I certify that the payments listed above were audited by the Board of the IDA on June 14, 2021 and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants in the amount opposite its name.		
		<u>6/14/2021</u>
Signature	Date	

Expenses Approved and Paid Since Last Regular Meeting (5/10/21)

Vendor	Description	Amount
AT&T Mobility	IDA cell phone	\$ 91.67
Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Catskill Distilling Chapter 11 Legal Services- April 2021	\$ 330.00
TOTAL		\$ 421.67

Other Expenses and Items Paid Since Last Regular Meeting (5/10/21)—no approval required

Vendor	Description	Amount
Payroll Expenses	Payroll Check Dates: 05/21/2021, 06/04/2021	\$ 19,304.00
TOTAL		\$ 19,304.00

ACTIVITY REPORT – MAY 2021
COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY (IDA), SULLIVAN
COUNTY FUNDING CORPORATION (SCFC), THE SULLIVAN COUNTY
INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION (TSCILDC)

June 8, 2021

At its regular Board meeting on May 10, conducted via teleconference, the County of Sullivan Industrial Development Agency (IDA) Board authorized the extension of the sales tax abatement period for three ongoing projects in accordance with the projects' IDA agreements: the **Psychedelic Solar, LLC** project (community distributed generation solar electric facility in the Town of Bethel); the **RGG Realty, LLC and Columbia Ice & Cold Storage Corporation** project (ice distribution facility in the Village of Monticello); and the **Doetsch Family III LLC** project (boarding house in the Town of Delaware). The Board also approved an increase in the authorized sales and use tax exemption for the **Doetsch Family I LLC and Doetsch Family II LLC** project (Seminary Hill Cidery in the Town of Delaware).

On May 21 staff and Board members toured the **Seminary Hill Cidery** (Doetsch Family I LLC & Doetsch Family II LLC project), where the tasting room is now open to the public. This beautiful facility is an exciting addition to Sullivan County's craft beverage industry lineup and our tourism sector.

Throughout May, staff worked with our internal auditors, RBT CPAs LLP, as RBT completed the annual audited financial statements for the IDA, SCFC, and TSCILDC. Staff also completed the annual PARIS (Public Authorities Reporting Information System) reports to the New York State Authorities Budget Office (ABO), which incorporate information from the audited financial statements. Due to COVID-related business interruptions, the deadline for submittal of PARIS reports was extended from March 31 to June 1. The Boards of all three agencies met on June 1 to review and approve the audited financial statements and PARIS reports, and later that day staff submitted the PARIS reports to the ABO.

On June 7 Jen Flad attended a virtual meeting of the Monticello Kiwanis for a presentation and discussion of the IDA's mission and work.

The ABO continues its review of economic development in Sullivan County. Separately, the Office of the State Comptroller is conducting an audit of the Sullivan County Funding Corporation.

##

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on June 14, 2021, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.108.

The meeting was called to order by Chairperson Suzanne Loughlin, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

RESOLUTION AUTHORIZING THE AGENCY TO PROVIDE FUNDING TO THE PARTNERSHIP FOR ECONOMIC DEVELOPMENT IN SULLIVAN COUNTY, INC. FOR THE SECOND QUARTER OF 2021

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, since 1995, the Agency has provided payments for services to the Partnership for Economic Development in Sullivan County, Inc. ("Partnership"); and

WHEREAS, the Agency contemplates providing a payment for services to the Partnership for the second quarter of 2021 in the amount of EIGHTEEN THOUSAND SEVEN HUNDRED FIFTY AND 00/100 (\$18,750.00) Dollars.

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

Section 1. The Agency is hereby authorized to make provision for the funding to the Partnership for the second calendar quarter of 2021 in the amount of EIGHTEEN THOUSAND SEVEN HUNDRED FIFTY AND 00/100 (\$18,750.00) Dollars.

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

Section 3. These resolutions shall take effect immediately.

The question of adoption of the foregoing resolutions were duly put to a vote on roll call, which resulted as follows:

Suzanne Loughlin	[] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[] Yes	[] No	[] Absent	[] Abstain
Craig Fleischman	[] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] Yes	[] No	[] Absent	[] Abstain

The resolutions were thereupon duly adopted.

STATE OF NEW YORK :
:ss.:
COUNTY OF SULLIVAN :

I, the undersigned Secretary (Assistant) of the County of Sullivan Industrial Development Agency, DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the County of Sullivan Industrial Development Agency ("Agency") with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.
2. Such resolution was passed at a meeting of the Agency duly convened via conference call on June 14, 2021 at 11:00 a.m., at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

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

Suzanne Loughlin	[] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[] Yes	[] No	[] Absent	[] Abstain
Craig Fleischman	[] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] 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. 202.108, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 14th day of June, 2021.

Carol Roig, Secretary

Jennifer Flad

From: Doetsch, Douglas A. <DDoetsch@mayerbrown.com>
Sent: Wednesday, May 19, 2021 11:31 AM
To: Julio Garaicoechea
Cc: Jennifer Flad
Subject: Re: CSIDA w/ Doetsch Family II

Julio,
IDA has recently approved a request to increase the authorized purchase amount of equipment and other materials for the Seminary Hill project by \$300,000 (see email below requesting the increase).
The equipment described in my prior email will be purchased over the course of the year, and accordingly I would request a six month extension of our sales tax abatement program.
Please let me know if you need additional information.
Thanks
Doug

Sent from my iPhone

On May 2, 2021, at 6:31 PM, Doetsch, Douglas A. <DDoetsch@mayerbrown.com> wrote:

Julio,
Our current CSIDA for Doetsch Family II LLC (dba Seminary Hill Orchard & Cidery) has an authorized purchase amount of \$1,557,500 (with an authorized abatement of \$124,600). This is approximately the amount used, following the receipt of updated figures from RL Baxter.
I would request an increase in the authorized purchase amount of \$300,000 (with an increase in the authorized abatement of \$24,000). The reason for the increase is equipment purchases, primarily related to cider production. We hope to accelerate our ramp-up of cider production (currently at 2400 gallons per year) to eventually reach approximately 15,000 gallons per year. This ramp-up in cider production will require the purchase of additional tanks and other equipment.
Please let me know if you have any questions.
Regards
Doug

Sent from my iPhone

On Apr 30, 2021, at 11:30 AM, Julio Garaicoechea <juliog@sullivanida.com> wrote:

****EXTERNAL SENDER****

Thanks, Doug. If you could send a letter request that incorporates the total amount of the purchases for the whole project and also 8% of that to be exempted. Also please be sure to include a reason for the change.

Julio Garaicoechea

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened on June 14, 2021, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo’s Executive Order No. 202.108.

The meeting was called to order by Chairperson Suzanne Loughlin, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR THE DOETSCH FAMILY I LLC (“DOETSCH FAMILY I”) AND DOETSCH FAMILY II LLC (“DOETSCH FAMILY II” TOGETHER WITH DOETSCH FAMILY I COLLECTIVELY, THE “COMPANY”) PROJECT FROM JULY 1, 2021 THROUGH AND INCLUDING DECEMBER 31, 2021

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 February 16, 2018, the Company presented an 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, installation and equipping of (a) an

approximately 8,200 ± square foot building intended to be used as a cider production facility and tasting room (“Building”); and (b) construction and equipping of a 1,500-1,800 square foot storage area for kegs, barrels, apples, etc. (“Storage Cave”) situate on one (1) parcel of real estate consisting of approximately 59.59 ± acres located at 51 Wagner Lane, Town of Delaware (“Town”), Callicoon, County of Sullivan (“County”), State and identified on the Town tax map as Section 12, Block 1, Lot 13.5 (“Land”); (ii) construction and equipping of the Building and Storage Cave; (iii) construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (iv) construction of improvements to the Building, the Storage Cave, the Land and the Equipment (collectively, the Building, the Storage Cave 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 August 1, 2018, 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

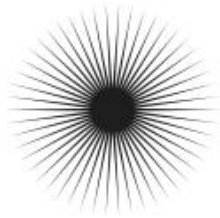
WHEREAS, on or about May 19, 2021, the Company requested that the sales tax abatement period be extended for another six (6) months to continue the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended through and including December 31, 2021.

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

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
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<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
Sean Brooks	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.



ANOTHER SKY

May 25, 2021

Julio Garaicoechea
Project Manager
County of Sullivan Industrial Development Agency
548 Broadway
Monticello, New York 12701

Re: Forestburgh Hospitality (Another Sky)
CSIDA Sales Tax Abatement Letter Extension

Dear Mr. Garaicoechea:

I am writing to request an extension of the Sales Tax Abatement Letter for the above-referenced project. The current letter is set to expire on June 30, 2021.

We were looking forward to launching the business this year, but the Coronavirus Pandemic made this impossible and, as you can imagine, created various other business issues.

We are currently negotiating with new investors and are looking to resume construction this summer to be ready to launch in Spring 2022. We need to complete the septic and water system installation, building renovation and construction, and various land improvements.

Thank you for considering this request, and please let me know if you need any further information in support.

Sincerely,

John C. Knapp

Tent Days Forestburgh LLC dba Another Sky
PO Box 1167 Monticello NY 12701

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on June 14, 2021, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.108.

The meeting was called to order by Chairperson Suzanne Loughlin, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR THE FORESTBURGH PROPERTY LLC ("FORESTBURGH PROPERTY") AND FORESTBURGH HOSPITALITY LLC ("FORESTBURGH HOSPITALITY" TOGETHER WITH FORESTBURGH PROPERTY COLLECTIVELY, THE "COMPANY") PROJECT FROM JULY 1, 2021 THROUGH AND INCLUDING DECEMBER 31, 2021

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 December 6, 2018, the Company submitted an Application For Financial Assistance to the Agency consisting of the (i) acquisition, construction, installation and

equipping of (a) an approximately 100 fully-assembled, canvas bell tents for overnight camping (“Tents”); (b) an approximately 650 square foot general store (“General Store”); (c) an approximately 1750 square foot bath house with showers, toilets and sinks (“Bath House”); and (d) an approximately 3800 square foot lodge for entertainment (“Building” together with the Tents, General Store, Bath House collectively, the “Campground”) situate on seven (7) parcels of real estate consisting of approximately 320 acres located at 80 Tannery Road, Town of Forestburgh (“Town”), County of Sullivan (“County”), State of New York and identified on the Town tax map as Section 24, Block 1, Lots 3; 26.3; 26.4; 26.5; 26.6; 26.7; and 26.8 (“Land”); (ii) construction and equipping of the Campground; (iii) the construction, reconstruction, renovation and/or repair of water and sewer infrastructure located on the Land; (iv) the construction, reconstruction, renovation and/or repair of roadway and drainage infrastructure located on the Land; (v) the construction, reconstruction, renovation and/or repair of lighting, electricity and connectivity infrastructures on the Land and the development of infrastructure (collectively, (iii), (iv) and (v) are referred to as the “Infrastructure Improvements”); (vi) acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (vii) construction of improvements to the Campground, the Land, the Infrastructure Improvements and the Equipment (collectively, the Campground, the Land, the Infrastructure Improvements and the Equipment are referred to as the “Facility” or the “Project”); and (viii) lease of the Project from the Agency to the Company; and

WHEREAS, on or about December 17, 2018, the Agency and the Company entered into an Agent 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 will expire; and

WHEREAS, on May 25, 2021, 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 July 1, 2021 through and including December 31, 2021.

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

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
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<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
Sean Brooks	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.



May 26, 2021

Susan Loughlin
Chairperson
County of Sullivan Industrial Development Agency
548 East Broadway
Monticello, NY 12701

RE: Rock Meadow Partners LLC
Great Pine LLC
Indian Fields LLC
NARO Building LLC
Project # 48011503C

Dear Chairperson Loughlin:

This letter constitutes a formal request for extension of the sales tax exemption for the above-named project for the second first half of calendar year 2021. Our current sales tax exemption expires on June 30, 2021.

We request the extension due to the following plans we have for alterations to The Union in 2021:

1. Conversion of large classroom sized spaces on second floor into one and two person private offices;
2. Installation of building exterior signage pursuant to Tusten Planning Board approved comprehensive building signage plan;
3. Conversion of first floor former classroom spaces into retail spaces, including installation of direct-to-outside doors
4. Expansion of Union Works Print Pack Ship into additional space, due to business growth.

Thank you for your consideration.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Kathleen M. Weiden', is written over a light blue horizontal line.

Kathleen M. Weiden
Managing Member, Rock Meadow Partners LLC

RESOLUTION

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The meeting was called to order by Chairperson Suzanne Loughlin, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR THE ROCK MEADOW PARTNERS, LLC (“RMP”), GREAT PINE, LLC (“GP”), NARO BUILDING, LLC (“NB”) AND INDIAN FIELDS, LLC (“IF” TOGETHER WITH RMP, GP AND NB ARE COLLECTIVELY REFERRED TO AS “COMPANY”) PROJECT FROM JULY 1, 2021 THROUGH AND INCLUDING DECEMBER 31, 2021

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 July 1, 2015, the Agency closed a sale/leaseback transaction with the Company consisting of:

(i) the acquisition, construction, renovation, installation and equipping of existing buildings (collectively, the “Initial Phase”) situate on two (2) parcels of real estate consisting of approximately 2.78 acres located at 23 Erie Avenue and 7 Erie Avenue, Town of Tusten (“Town”), County of Sullivan (“County”), State and identified on the Town’s tax map as Section 10, Block 3 and Lots 19 and 1 (“Initial Phase Land”); (ii) the construction and equipping of the Initial Phase; (iii) the acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Initial Phase Equipment”); (iv) the construction of improvements to the Initial Phase, the Initial Phase Land and the Initial Phase Equipment (collectively, the Initial Phase, the Initial Phase Land and the Initial Phase Equipment are referred to as the “Initial Phase Project”); and (v) leasing of the Initial Phase Project from the Agency to the Company; and

(i) the acquisition and future development of four (4) parcels of real estate consisting of approximately 16.03 acres located along Kirk Road, 6483 Route 97, West of Route 97 and North of Route 24 in the Town, County, State and identified on the Town Tax map as Section 10, Block 2, Lots 5.1, 17, 18 and 11 (“Future Phase Land” and together with Initial Phase Land collectively, the “Land”); (ii) the demolition of structures on the Future Phase Land; (iii) the construction, reconstruction, renovation and/or repair of sewer, water, storm sewer, utilities, roads and other infrastructure to ready the Future Phase Land for development (“Infrastructure Improvements”); (iv) the acquisition and installation in and around the Infrastructure Improvements of certain items of equipment and other tangible personal property (collectively, the Future Phase Land and future development of the Future Phase Land are referred to as the “Future Phases” and together with the Initial Phase, the “Project”).

WHEREAS, on or about July 1, 2015, the Agency and the Company entered into an Agent Agreement pursuant to which the Agency designated the Company as the Master Developer of the Project for a period of five (5) years; and

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

WHEREAS, on or about May 26, 2021, 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 through and including December 31, 2021.

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

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
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<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
Sean Brooks	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.



June 7, 2021

Suzanne Loughlin, Chairperson and Member of the Board of Directors
Julio Garaicoechea, Project Manager
Walter Garigliano, Esq., Agency Counsel
County of Sullivan Industrial Development Agency
548 Broadway
Monticello, New York 12701

RE: Montreign Operating Company, LLC – New York State Sales and Use Tax Exemption

Dear Chairperson Loughlin, Mr. Garaicoechea, Mr. Garigliano and Members of the Board:

As you are aware, Montreign Operating Company, LLC (“MOC” or, the “Company”) applied for financial assistance from the County of Sullivan Industrial Development Agency (the “Agency”) to undertake the Resorts World Catskills (f/k/a Montreign Resort Casino) Development Project (the “Project”). To assist and enable the continued activities at the Project the Agency adopted a resolution extending the sales tax abatement period for MOC through and including June 30, 2021 and issued a sales tax abatement letter memorializing the same.

As per Governor Cuomo’s “New York State on PAUSE Executive Order No. 202.6”, in response to the COVID-19 pandemic, Resorts World Catskills closed from March 16, 2020 to September 9, 2020, which necessitated the furlough of all non-essential employees. Upon authorization to reopen, we were restricted to reduced capacity, limited operating hours and limited food and beverage service and other amenities by the New York State Gaming Commission.

Due to the above reasons, we request additional time to complete the Project-related activities. According to the Amended and Restated Agent Agreement (dated October 1, 2015) (the “ARRA”), subsequent sales tax abatement letters may be issued to the Company, at the Agency’s discretion, so long as the Company is in compliance with all of the terms of the ARRA. It is diligently to ensure continued compliance with the ARRA.

We respectfully request the Agency issue a new Sales Tax Abatement Letter confirming the New York State Sales and Use Tax Exemption for the Project to be valid through and including December 31, 2021 or such other time as the Agency sees fit. We thank you in advance for your attention to this matter and we wish everyone well during this difficult time.

Sincerely,

Meghan Taylor
Vice President Government Affairs
& Public Relations

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on June 14, 2021, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.108.

The meeting was called to order by Chairperson Suzanne Loughlin, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

***RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD FOR
THE MONTREIGN OPERATING COMPANY, LLC ("COMPANY")
PROJECT FROM JULY 1, 2021 THROUGH AND INCLUDING DECEMBER
31, 2021***

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 September 5, 2014, the Agency closed a lease/leaseback transaction with the Company consisting of: (i) the acquisition by the Agency of a leasehold interest or other interest in certain property located at Joyland Road and Thompsonville Road in the Town of Thompson (“Town”), County of Sullivan (“County”), State and being more particularly identified as all or part of tax map numbers 23-1-52.1 and 23-1-48.1 (f/k/a 23-1-11.3, 23-1-48, 23-1-52 (portion), 23-1-53 (portion), 23-1-54.1, 23-1-54.2 (portion), 23-1-54.3 (portion)) and containing in the aggregate approximately 186 acres (“Land”), (ii) the construction and equipping on the Land a “Casino Resort”, which will consist of, among other things, a casino, hotel, banquet event center, restaurants, support buildings and structured and surface parking and related facilities and amenities (collectively, the “Improvements”), and (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, on or about September 5, 2014, the Company and the Agency entered into an Agent Agreement which was amended and restated by that certain Amended and Restated Agent Agreement, dated September 18, 2015; and

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

WHEREAS, by letter from the Company, dated June 7, 2021, the Company requested that the sales tax abatement period be extended for another six (6) months to continue the construction of the Improvements.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended through and including December 31, 2021.

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

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
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<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
Sean Brooks	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on June 14, 2021, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.108.

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>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

RESOLUTION (I) AUTHORIZING ADDITIONAL FINANCING FOR THE CATSKILL HOSPITALITY HOLDING LLC ("CHH") AND CATSKILL HOSPITALITY OPERATING LLC ("CHO" AND TOGETHER WITH CHH, COLLECTIVELY, THE "COMPANY") PROJECT; AND (II) AUTHORIZING THE CHAIRMAN, CHIEF EXECUTIVE OFFICER OR EXECUTIVE DIRECTOR TO EXECUTE AND DELIVER ONE OR MORE MORTGAGES AND ALL RELATED DOCUMENTS NECESSARY TO EFFECUATE THE FOREGOING

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 April 5, 2016, 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) acquisition, construction, installation and equipping of an approximately 56,000 square foot building intended to be used as a limited service hotel (“Building”) situate on one (1) parcel of real estate consisting of approximately 6.59± acres located along Golden Ridge Road, Town of Thompson (“Town”), County of Sullivan (“County”), State of New York and identified on the Town tax map as a portion of Section 13, Block 3, Lot 38.1 (“Land”); (ii) acquisition, construction and equipping of the Building; (iii) acquisition, 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 June 20, 2016, by Resolution #22-16, the Agency authorized the Company to act as its agent for the purposes of acquiring, constructing, installing and equipping the Facility and conferred on the Company certain financial assistance consisting of: (a) an exemption from all New York State and local sales and use tax for the purchases and rentals related to the Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction, installation or equipping of the Facility, (b) an exemption from mortgage recording tax, and (c) a partial abatement from real property taxes conferred through a certain payment in lieu of tax agreement requiring the Company to make payments in lieu of taxes (“PILOT”) for the benefit of each municipality and school district having taxing jurisdiction over the Project, (collectively, the sales and use tax exemption, the mortgage recording tax exemption, and the partial abatement from real property taxes, are hereinafter collectively referred to as the “Financial Assistance”). Provision of Financial Assistance is subject to the Company entering into the Agent and Project Agreement; and

WHEREAS, on September 12, 2016, by Resolution #32-16, the Agency approved the execution and delivery of one or more mortgages in favor of Jeff Bank in an aggregate amount not to exceed \$8,223,500; and

WHEREAS, the Company was unable to close on the anticipated straight lease transaction with the Agency due to issues associated with Project financing; and

WHEREAS, on February 27, 2017, by Resolution #09-17, the Agency authorized taking title to the Land from the present owner as nominee of the Company; and

WHEREAS, the Agency took title to the Land by Bargain & Sale Deed, dated March 13, 2017 which Deed was recorded on March 22, 2017 in the Sullivan County Clerk’s Office as Instrument Number 2017-2254; and

WHEREAS, on or about March 17, 2017, the Company and the Agency entered into the following:

1. Agent and Project Agreement; and
2. Environmental Compliance and Indemnification Agreement; and

WHEREAS, on August 23, 2017, by Resolution #42-17, the Agency approved the execution and delivery of three (3) or more mortgages in favor of The Bancorp Bank in an aggregate amount not to exceed \$12,000,000; and

WHEREAS, in order to obtain Project financing, the Company requested that title to the Land be re-conveyed by the Agency to the Company; and

WHEREAS, by Quitclaim Deed, dated August 10, 2018 the Agency conveyed legal title to the Land to the Company, which Deed was recorded on August 16, 2018 in the Sullivan County Clerk's Office as Instrument Number 2018-5714; and

WHEREAS, on August 1, 2018, the Agency and the Company entered into the following documents:

1. Amended and Rested Agent and Project Agreement, dated August 1, 2018;
2. Environmental Compliance and Indemnification Agreement, dated August 1, 2018;
3. Bill of Sale to Agency, dated August 1, 2018;
4. Bill of Sale to Company, dated August 1, 2018;
5. Lease to Agency and memorandum thereto, dated August 1, 2018;
6. Leaseback to Company and memorandum thereto, dated August 1, 2018; and
7. Payment in Lieu of Tax Agreement, dated August 1, 2018 ("PILOT Agreement");

(Items 1-7 collectively referred to as the "2018 Transaction Documents")
; and

WHEREAS, on or about August 10, 2018, the Company borrowed \$5,345,379 as evidenced by a Promissory Note payable to The Bancorp Bank ("TPL Loan"); and

WHEREAS, the TPL Loan was secured by a Mortgage and Security Agreement ("TPL Mortgage") and an Assignment of Leases and Rents ("TPL ALR") and was to be disbursed as contemplated by a Building Loan Agreement ("TPL BLA"); and

WHEREAS, on or about August 10, 2018, the Company borrowed \$3,207,227 as evidenced by a Promissory Note payable to The Bancorp Bank ("Interim Loan"); and

WHEREAS, the Interim Loan was secured by a Mortgage and Security Agreement ("Interim Mortgage") and an Assignment of Leases and Rents ("Interim ALR") and was to be disbursed as contemplated by a Building Loan Agreement ("Interim BLA"); and

WHEREAS, on or about August 10, 2018, the Company borrowed \$205,000 as evidenced by a Note payable to The Bancorp Bank ("SBA Loan" and together with the TPL Loan and Interim Loan, the "2018 Project Financing"); and

WHEREAS, the SBL Loan was secured by a Mortgage and Security Agreement ("SBA Mortgage") and an Assignment of Leases and Rents ("SBA ALR"); and

WHEREAS, at the time of the Application and the execution of the PILOT Agreement, it was anticipated that the Project would be completed and open for business by the end of 2018; and

WHEREAS, as a result of delays in development of the Project, the Company requested the Agency delay each applicable year of the exemptions contemplated by the PILOT Agreement; and

WHEREAS, on February 10, 2020, the Agency adopted Resolution #04-20 authorizing an amendment of the PILOT Agreement to delay the exemptions for one year, it then being anticipated the Project would be completed in 2020, but after the March 1, 2020 taxable status date; and

WHEREAS, it is the Agency's intent to provide the benefits contemplated by the Agency's Tourism Destination Uniform Tax Exemption Policy over the operating life of the Project; and

WHEREAS, the Company and the Agency entered into an Omnibus Amendment to Project Documents ("Omnibus Amendment"), effective as of February 10, 2020, to delay each applicable year of the exemption contemplated by the PILOT Agreement by one year and to provide for a PILOT payment equal to what taxes would have been if the Agency was not involved in the Project for the payment due February 1, 2020; and

WHEREAS, in July 2020, the Company notified the Agency that the development of the Project would be further delayed; and

WHEREAS, by resolution #37-20, adopted on August 10, 2020 the Agency authorized a Second Amended Payment in Lieu of Tax Agreement to further delay each applicable year of the exemption contemplated by the PILOT Agreement for one (1) additional year; and

WHEREAS, on or about August 10, 2020, the Agency and the Company entered into a Second Omnibus Amendment to further delay each applicable year of the exemption contemplated by the PILOT Agreement by an additional one-year period and to provide for a PILOT payment equal to what taxes would have been if the Agency was not involved in the Project for the payment due February 1, 2021; and

WHEREAS, the Company and the Agency entered into a Second Omnibus Amendment to Project Documents ("Second Omnibus Amendment"), effective as of August 10, 2020, to delay each applicable year of the exemption contemplated by the Omnibus Amendment by an additional one-year period and to provide for a PILOT payment equal to what taxes would have been if the Agency was not involved in the Project for the payment due February 1, 2021; and

WHEREAS, by letter from Brijesh Patel, dated January 8, 2021, the Company notified the Agency that the Project will not be completed until July 2021 (after the 2021 taxable status day of March 1, 2021) and that an additional one-year delay of each applicable year of the exemption contemplated by the Second Omnibus Amendment was requested; and

WHEREAS, by Resolution No. 04-21, the Agency authorized a Third Omnibus Amendment of Project Documents to further delay each applicable year of the exemption contemplated by the PILOT Agreement for one additional year and to provide for a PILOT payment computed on a Total Value Subject to PILOT of \$900,000 for the payment due February 1, 2022; and

WHEREAS, the Company and the Agency entered into a Third Omnibus Amendment to Project Documents ("Third Omnibus Amendment"), effective as of February 8, 2021, to delay each applicable year of the exemption contemplated by the PILOT Agreement by an additional one-year period and to provide for a PILOT payment computed on a base value of \$900,000 Dollars for the payment due February 1, 2022; and

WHEREAS, the various delays associated with development of the Project has resulted in cost overruns estimated to be \$1,109,242 so that as of the date hereof the Project cost is estimated to be \$11,800,000; and

WHEREAS, to assist the Company to complete the Project, The Bancorp Bank and The U.S. Small Business Administration (collectively, "Lenders") have agreed to increase the TPL Loan by \$554,621 to \$5,900,000 and to increase the Interim Loan by \$332,773 to \$3,540,000. As a condition of the additional loans, the Lenders have required the Company to increase its equity contribution to the Project by \$221,848 to \$2,360,000; and

WHEREAS, the Lenders have expressed a preference to redocument the TPL Loan and Interim Loan and requested that the Agency join in execution of two Mortgages and related documents to secure a TPL Loan of \$5,900,000 and an Interim Loan of \$3,540,000; and

WHEREAS, the Agency desires to authorize its Chairman, Chief Executive Officer or Executive Director, each acting individually, to execute and deliver one or more Mortgages and related documents to secure a TPL Loan of \$5,900,000 and an Interim Loan of \$3,540,000.

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

Section 1. 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 two Mortgages and related documents to secure a TPL Loan of \$5,900,000 and an Interim Loan of \$3,540,000.

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:

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
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<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
Sean Brooks	<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 June 14, 2021 at 11:00 a.m., at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

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

Suzanne Loughlin	[] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[] Yes	[] No	[] Absent	[] Abstain
Craig Fleischman	[] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] 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. 202.108, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 14th day of June, 2021.

Carol Roig, Secretary

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on June 14, 2021, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.108.

The meeting was called to order by Chairperson Suzanne Loughlin, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Deborah Nola, Accounting and Financial Analyst
Walter F. Garigliano, Agency General Counsel

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

Resolution No. ____ - 21

***RESOLUTION AUTHORIZING THE EXECUTION OF DOCUMENTS
NECESSARY TO FACILITATE A LAND SWAP TO CURE A BOUNDARY
DISPUTE RELATING TO LAND OWNED BY HUNTERS HAVEN CLUB,
LLC ("HUNTERS HAVEN") AND LAND OWNED BY THE AGENCY
WHICH IS LEASED BY THE AGENCY TO BRR BROTHERS III, LLC
("COMPANY") AND TO AUTHORIZE EXECUTION AND DELIVERY OF
MORTGAGE MODIFICATION AGREEMENTS SECURING LOANS
MADE TO THE COMPANY AND ITS AFFILIATES BY ULSTER
SAVINGS BANK ("USB")***

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 January 28, 2016, the Company and Sullivan County Fabrications, Inc. 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, reconstruction, renovation, rehabilitation, installation and equipping of six (6) buildings aggregating approximately 180,000± square feet intended to be used to accommodate a metal fabrication factory and storage of manufactured products (collectively, “Existing Buildings”) situate on two (2) parcels of real estate consisting of approximately 138.26± acres located along Glen Wild Road, Town of Fallsburg (“Town”), Woodridge, County of Sullivan (“County”), State and identified on the Town tax map as Section 62, Block 1, Lot 20.1 and Section 63, Block 1, Lot 4 (“Land”); (ii) acquisition, construction and equipping of the Existing Buildings; (iii) acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (iv) construction of improvements to the Existing Buildings, the Land and the Equipment (collectively, the Existing Buildings, 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 April 22, 2016, the Agency and the Company closed on a sale/leaseback transaction at which time the Agency acquired title to the Land from Catskill Hudson Bank and leased the Land to the Company; and

WHEREAS, pursuant to a Commitment Letter, dated November 18, 2019, USB approved a loan to the Company of THREE MILLION and 00/100 (\$3,000,000.00) Dollars to be secured by a mortgage on the Land (“Company Loan”); and

WHEREAS, on December 9, 2019 by resolution #67-19 the Agency approved execution of a mortgage to secure the Company Loan; and

WHEREAS, pursuant to two Commitment Letters, each dated November 18, 2019, USB approved two loans to Supermarket Parts Warehouse, Inc. (“SPW”) in the aggregate principal amount of ONE MILLION FIVE HUNDRED THOUSAND and 00/100 (\$1,500,000.00) Dollars (“SPW Loans”), which Commitment Letters required the SPW Loans to be secured by one or more mortgages on the Land; and

WHEREAS, on December 19, 2019 by Resolution #68-19 the Agency approved execution of one or more mortgages to secure the SPW Loans; and

WHEREAS, on December 19, 2019 the Agency and the Company executed a Mortgage, Assignment of Rents, Security Agreement and Fixture Filing in favor of USB securing the Company Loan in an original principal amount not to exceed THREE MILLION and 00/100 (\$3,000,000.00) Dollars (“Company Loan Mortgage”); and

WHEREAS, the Company Loan Mortgage was recorded in the Office of the Clerk of Sullivan County on December 31, 2019 as Instrument No. 2019-9287; and

WHEREAS, on December 19, 2019 the Agency and the Company executed an Absolute

Assignment of Rents and of Landlord's Interest in Leases in favor of USB further securing the Company Loan ("Company Loan ALR"); and

WHEREAS, the Company Loan ALR was recorded in the Office of the Clerk of Sullivan County on December 31, 2019 as Instrument No. 2019-9288; and

WHEREAS, on December 19, 2019 the Agency and the Company executed a Mortgage, Assignment of Rents, Security Agreement and Fixture Filing in favor of USB securing a FIVE HUNDRED THOUSAND and 00/100 (\$500,000.00) Dollar loan ("SPW Loan") to SPW ("SPW Loan Mortgage"); and

WHEREAS, the SPW Loan Mortgage was recorded in the Office of the Clerk of Sullivan County on December 31, 2019 as Instrument No. 2019-9291; and

WHEREAS, on December 19, 2019 the Agency and the Company executed an Absolute Assignment of Rents and of Landlord's Interest in Leases in favor of USB further securing the SPW Loan ("SPW Loan ALR") ; and

WHEREAS, the SPW Loan ALR was recorded in the Office of the Clerk of Sullivan County on December 31, 2019 as Instrument No. 2019-9292; and

WHEREAS, on December 19, 2019 the Agency and the Company executed a Mortgage, Assignment of Rents, Security Agreement and Fixture Filing in favor of USB securing a credit line to the SPW ("SPW Credit Line") in an amount not to exceed ONE MILLION and 00/100 (\$1,000,000.00) Dollars ("SPW Credit Line Mortgage"); and

WHEREAS, the SPW Credit Line Mortgage was recorded in the Office of the Clerk of Sullivan County on December 31, 2019 as Instrument No. 2019-9289; and

WHEREAS, on December 19, 2019 the Agency and the Company executed an Absolute Assignment of Rents and of Landlord's Interest in Leases in favor of USB further securing the SPW Credit Line ("SPW Credit Line ALR" and together with the Company Loan Mortgage, Company Loan ALR, SPW Loan Mortgage, SPW Loan ALR and SPW Credit Line Mortgage, the "USB Loans Security Documents"); and

WHEREAS, the SPW Credit Line ALR was recorded in the Office of the Clerk of Sullivan County on December 31, 2019 as Instrument No. 2019-9290; and

WHEREAS, certain ancient property descriptions of the Land and adjoining land have resulted in uncertainty as to the location of a 20-acre parcel now or formerly owned by Hunters Haven; and

WHEREAS, the Company (as beneficial owner of the Land leased from the Agency) and Hunters Haven have agreed to establish with certainty the location of a 20-acre parcel to be conveyed by the Agency to Hunters Haven and have further agreed to certain lands to be conveyed by Hunters Haven to the Agency to resolve the dispute; and

WHEREAS, the Land is mortgaged to USB and USB has obtained an interest in rents and leases of the Land pursuant to the USB Loans Security Documents; and

WHEREAS, USB is willing to release its mortgage and lien on the 20-acre parcel to be conveyed by the Agency to Hunters Haven upon contemporaneously receiving a mortgage and lien on the parcels to be conveyed by Hunters Haven to the Agency; and

WHEREAS, the Agency wishes to authorize its Chairman, Chief Executive Officer and Executive Director, each acting individually, to execute any and all deeds, certificates, instruments, documents, mortgages or assignments necessary to facilitate the land swap above-described.

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

Section 1. The Chairman, Chief Executive Officer and Executive Director, each acting individually, are hereby authorized to execute and deliver any and all documents necessary to facilitate a land swap between the Agency and Hunters Haven, including, but not limited to:

- a) A Deed (together with necessary recording forms) to convey from the Agency to Hunters Haven the 20.0-acre parcel described in Exhibit A annexed to this Resolution;
- b) Recording forms necessary to record one or more deeds from Hunters Haven to the Agency to convey the 11.86 acre parcel as described in Exhibit B-1 and the 20± acre parcel, being parcel II in the deed to Hunters Haven dated August 25, 2014 and recorded as Instrument No. 2014-6310, as described in Exhibit B-2 from Hunters Haven to the Agency;
- c) An Omnibus Amendment of Project Documents so that following the transfers described in a) and b) above, the Agency will lease to the Company the 117.92-acre parcel described in Exhibit C.
- d) A mortgage Modification Agreement or such other documents as are required by USB and its legal counsel to release USB's mortgage and lien on the parcel described in Exhibit A and to acquire a mortgage and liens on the parcel described in Exhibit C, including:
 - (i) Mortgage Modification Agreement related to the Company Loan Mortgage;
 - (ii) Modification of Absolute Assignment of Rents and of Landlord's Interest in Leases related to the Company Loan ALR;
 - (iii) Mortgage Modification Agreement related to the SPW Loan Mortgage;

- (iv) Modification of Absolute Assignment of Rents and of Landlord's Interest in Leases related to the SPW Loan ALR;
- (v) Mortgage Modification Agreement related to the SPW Credit Line Mortgage; and
- (iv) Modification of Absolute Assignment of Rents and of Landlord's Interest in Leases related to the SPW Credit Line ALR.

Section 2. The execution and delivery of the documents contemplated by Section 1 is conditioned upon:

- a). Approval of all such documents by the Agency's General Counsel; and
- b). Payment by the Company to the Agency or its professional advisors and all costs or fees incurred by the Agency related to carrying out the intent of these resolutions.

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:

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 type="checkbox"/> Abstain
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Craig Fleischman	<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
Sean Brooks	<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 June 14, 2021 at 11:00 a.m., at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
Craig Fleischman	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]

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

Suzanne Loughlin	[] Yes	[] No	[] Absent	[<input checked="" type="checkbox"/>] Abstain
Edward T. Sykes	[] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[] Yes	[] No	[] Absent	[] Abstain
Craig Fleischman	[] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] 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. 202.108, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 14th day of June, 2021.

Carol Roig, Secretary

RESOLUTION

A reconvened meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened in public session on December 17, 2018, 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	[]	[√]
Sean Rieber	[√]	[]
Edward T. Sykes	[√]	[]
Howard Siegel	[]	[√]
Scott Smith	[√]	[]
Paul Guenther	[]	[√]
Joseph Perrello	[√]	[]
Carol Roig	[√]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
Julio Garaicoechea, Project Manager
Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Joseph Perrello, and seconded by Edward T. Sykes, to wit:

Resolution No. 52 - 18

***RESOLUTION OF THE AGENCY AUTHORIZING THE AGENCY
TO FUND THE DEVELOPMENT OF A MODEL COMMUNITY
CHOICE AGGREGATION ("CCA") PROGRAM IN AN AMOUNT
NOT TO EXCEED \$100,000***

WHEREAS, in 2016 the New York Public Service Commission (PSC) passed rules allowing municipalities to establish CCA programs. CCA programs permit municipalities to source energy on behalf of their residents and businesses for the purpose of increasing energy options beyond those provided by the default utility companies; and

WHEREAS, in 2015 the PSC established the Community Distributed Generation (CDG) program. This program allows individuals to directly participate in local renewable energy projects such as community solar; and

WHEREAS, CCA and CDG can be combined to offer communities greater options and opportunities around their energy sources and uses; and

WHEREAS, CCA programs coupled with CDG can add value through:

- The inclusion of local renewable energy
- Energy cost savings
- Energy price certainty

; and

WHEREAS, CCA enables municipalities (cities, towns or villages) to negotiate electricity prices for all of their residents and small businesses, similar to a bulk-purchase program; and

WHEREAS, the municipal CCA replaces the utility as the default supplier of power on behalf of households and small businesses. By aggregating or combining the purchasing power of the group, the CCA is able to secure a lower price for electricity; and

WHEREAS, CCAs originated in 1995 with a number of communities on Cape Cod and Martha's Vineyard. This program is named the Cape Light Compact and currently serves 205,000 customers from all 21 towns on Cape Cod and Martha's Vineyard; and

WHEREAS, seven states have enacted legislation permitting CCAs, including New York; and

WHEREAS, in 2016 the New York State Public Service Commission (PSC) issued guidelines for the formation of CCAs, and the PSC exercises direct approval authority over CCA program development; and

WHEREAS, the smallest unit of government must choose to join - city, town, or village. Residential and small business utility customers are enrolled on an "opt-out" basis and are defaulted into the program. Opt-out customers can choose to exit the CCA program at their convenience; and

WHEREAS, municipalities must (i) pass a non-binding resolution indicating its intention to explore the possibility of creating a CCA and to begin the process of educating residents about the initiative with help from a local "organizer" or CBO; (ii) draft a local law implementing the CCA, under its home rule authority, and hold a public hearing to give town residents the opportunity to respond and comment; (iii) pass a local law that does not bind the municipality to implementing CCA; and (iv) issue an RFP to identify an administrator of the CCA, and enter into a memorandum of understanding with the administrator to lay out the roles and responsibilities of each partner; and

WHEREAS, the complexity of establishing a CCA program is generally beyond the resources of small units of government, such as the Town and Villages of Sullivan County; and

WHEREAS, there are presently five (5) community solar projects developed or under development in Sullivan County, which in the aggregate could provide a meaningful local source of renewable electric power to CCAs established in Sullivan County; and

WHEREAS, the Agency adopted a Uniform Tax Exemption Policy ("UTEP"), known as Community Distributed Generation UTEP, to encourage and provide financial assistance for the development of sustainable solar energy in Sullivan County; and

WHEREAS, the Agency supports the development of sustainable energy solutions and recognizes that the establishment of CCA programs will create an important purchaser for locally generated solar electricity; and

WHEREAS, the Agency desires to fund an effort to develop a model CCA program which the County, Towns and Villages could use as a template to establish CCA programs; and

WHEREAS, the County Manager has instructed the County's Office of Sustainability to take a lead role in developing a model CCA program, if development of such a model program is funded by the Agency.

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

Section 1. The Agency hereby approves funding of the development of a model CCA program, to be developed collaboratively with the County's Office of Sustainability, provided, that the total expenditures associated with development of a model CCA program shall not exceed \$100,000.

Section 2. It is hereby found and determined that all formal actions of the Agency concerning and relating to the adoption of this resolution were adopted in an open meeting of the Agency; and that all deliberations of the Agency and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 3. The Executive Director or Counsel to the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company; and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 4. This resolution shall take effect immediately.

THE MEMBERS VOTED ON THE FOREGOING RESOLUTION 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 checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<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 checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input checked="" 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 checked="" 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

and therefore, the resolution was declared duly adopted.

STATE OF NEW YORK :
:SS.:
COUNTY OF SULLIVAN :

I, the undersigned Secretary (or 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 in public session on the 17th day of December, 2018 at 11:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, 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"/>]
Sean Rieber	[<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"/>]	[]

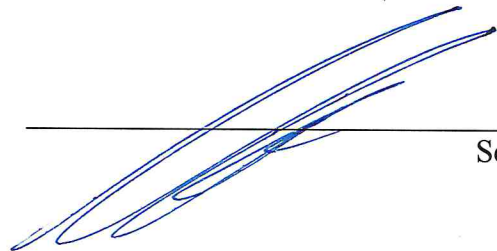
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted follows:

Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Sean Rieber	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Scott Smith	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[<input checked="" type="checkbox"/>] 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 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 17th day of December, 2018.



Secretary