

RESOLUTION

A recessed meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened on May 16, 2022, at 10:00 a.m. local time via teleconference as authorized by Chapter 417 of the Laws of 2021, which took effect on September 2, 2021 and was most recently amended on [April 15, 2022].

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	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]
Philip Vallone	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
John W. Kiefer, Chief Executive Officer
Julio Garaicoechea, Project Manager
Walter F. Garigliano, Agency General Counsel

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

Resolution No. __-22

RESOLUTION APPROVING A LEASE/LEASEBACK TRANSACTION BETWEEN THE CENTER FOR DISCOVERY, INC. (“COMPANY”) AND THE AGENCY RELATED TO NINETEEN (19) PARCELS OF REAL PROPERTY AS FURTHER DESCRIBED HEREIN AND AUTHORIZING THE AGENCY TO EXECUTE AND DELIVER ONE OR MORE MORTGAGES IN FAVOR OF TD BANK SECURING A LOAN TO THE COMPANY IN AN ORIGINAL PRINCIPAL AMOUNT NOT TO EXCEED NINE MILLION FIFTY THOUSAND (\$9,050,000) DOLLARS

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 May 11, 2022, the Company presented an application to the Agency (“Application”), a copy of which is on file at the office of the Agency, requesting that the Company and Agency enter into a lease/leaseback transaction involving nineteen (19) parcels of real property, as follows:

Towns	Section, Block & Lot
Liberty	102.-6-2
Thompson	2.-1-31.3
Thompson	2.-1-37.3
Thompson	7.-1-11.2
Thompson	7.-1-13.3
Thompson	7.-1-13.4
Thompson	7.-1-25.2
Thompson	7.-1-25.3
Thompson	7.-1-26.11
Thompson	7.-1-27.1
Thompson	7.-1-27.2
Thompson	7.-1-28
Thompson	7.-1-39.1
Thompson	7.-1-39.5
Thompson	7.-1-39.2
Thompson	12.-1-12
Fallsburg	32.-1-8.1
Fallsburg	32.-1-8.3
Fallsburg	32.-1-8.4

(“Land”); and

WHEREAS, it is contemplated that the Agency will (i) negotiate and enter into an Environmental Compliance and Indemnification Agreement, Lease to Agency (“Lease”) and Leaseback to Company (“Leaseback”) with the Company (collectively, the “Transaction Documents”); (ii) acquire a leasehold interest in the Land together with the buildings and improvements thereon; and (iii) provide financial assistance to the Company in the form of a mortgage recording tax exemption for financing to the Company to be secured by a mortgage on the Land; and

WHEREAS, the total financial assistance being contemplated by the Agency is under One Hundred Thousand (\$100,000) Dollars.

WHEREAS, the Agency has determined that the Application involves a financial transaction only, which is a Type II Action under SEQR, so no further action is required; and

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

- A. Permanent private sector job creation and retention;
- B. Estimated value of the tax exemption;
- C. Whether the affected taxing jurisdictions shall be reimbursed by the Company if

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

; and

WHEREAS, the Agency desires to assist the Company to continue to provide and advance job opportunities, health, general prosperity and economic welfare of the people of Sullivan County, New York by providing the contemplated financial assistance; and

WHEREAS, the Executive Director has negotiated the Transaction Documents with the Company; and

WHEREAS, the Transaction Documents have been prepared by Agency General Counsel.

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

Section 1. The Company has presented to the Agency an Application in form acceptable to the Agency.

Section 2. Based upon (i) the representations made by the Company to the Agency and (ii) related documents, the Agency hereby determines that:

- (A) The proposed financial assistance involves one of multiple loans related to a comprehensive amendment of the Company's obligations under bonds issued by Sullivan County Funding Corporation ("SCFC") in 2011 and 2017 (the "SCFC 2011 and 2017 Bonds")
- (B) The Project is a Type II action under SEQR 6 NYCRR 617.5(c)(29) and accordingly, no further action is needed; and
- (C) The Project qualifies for financial assistance under the Agency's Uniform Tax Abatement Policy.

A copy of this resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 3. The Agency has determined that the proposed financial assistance is under One Hundred Thousand (\$100,000) Dollars and therefore no public hearing on the

Application is required.

Section 4. Based upon representations made by the Company to the Agency, the Agency hereby makes, finds and determines as follows:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) It is desirable and in the public interest for the Agency to (i) acquire a leasehold interest in the Land, and (ii) lease the Land back to the Company pursuant to the Lease and the Leaseback; and (iii) mortgage the Agency's leasehold interest to TD Bank as security for a loan in the original principal amount of Nine Million Fifty Thousand (\$9,050,000) Dollars which is a loan related to a comprehensive amendment of the Company's obligations under the SCFC 2011 and 2017 Bonds;
- (C) The Agency has the authority to take the actions contemplated herein under the Act; and
- (D) The action to be taken by the Agency will assist the Company in continuing its mission of serving the needs of persons with developmental disabilities and continuing to provide employment opportunities in the County and otherwise furthering the purposes of the Agency as set forth in the Act.

Section 5. The Transaction Documents which were negotiated by the Executive Director are hereby approved as to form and substance on condition that: (i) the payments under the Leaseback include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the Company pay all costs associated with preparation of a Project Termination Agreement and related documents at the end of the term of the Lease and Leaseback.

Section 6. The Chairperson or Executive Director of the Agency (either acting individually) is hereby authorized, on behalf of the Agency, to execute and deliver the Transaction Documents in the form presented at this meeting all with such changes, variations, omissions and insertions as the Chairperson or Executive Director of the Agency shall approve, the execution thereof by the Chairperson or Executive Director to constitute conclusive evidence of such approval.

Section 7. The Chairperson or Executive Director of the Agency (either acting individually) is hereby authorized on behalf of the Agency, to execute and deliver one or more mortgages in favor of TD Bank to secure a loan in the original principal amount not to exceed Nine Million Fifty Thousand (\$9,050,000) Dollars.

Section 8. The officers, employees and agents of the Agency are hereby authorized and directed 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 this resolution 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 9. 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 that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 10. 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 11. This resolution 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
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
Philip Vallone	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.

STATE OF NEW YORK :
 :SS
COUNTY OF SULLIVAN :

I, the undersigned Secretary of the 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 video conference call on May 16, 2022 at 10:00 a.m. at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Edward T. Sykes	[]	[]
Carol Roig	[]	[]
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
Howard Siegel	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] Yes	[] No	[] Absent	[] Abstain
Philip Vallone	[] 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 videoconference as authorized by Chapter 417 of the Laws of 2021, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 16th day of May, 2022.

Carol Roig, Secretary