

## RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on August 11, 2025 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 Howard Siegel, and, upon the roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Howard Siegel	[     ]	[     ]
Kathleen Lara	[     ]	[     ]
Philip Vallone	[     ]	[     ]
Scott Smith	[     ]	[     ]
Paul Guenther	[     ]	[     ]
Sean Brooks	[     ]	[     ]
Ira Steingart	[     ]	[     ]
Joseph Perrello	[     ]	[     ]
Edward T. Sykes	[     ]	[     ]

The following persons were also present:

Jennifer M. Flad, Executive Director

Ira Steingart, Chief Executive Officer

Julio Garaicoechea, Project Manager

Bethanii Padu, Economic Development Coordinator

Walter F. Garigliano, Agency General Counsel

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

Resolution No. \_\_\_\_ - 25

*RESOLUTION AUTHORIZING THE AMENDMENT AND  
RESTATEMENT OF THE MONTREIGN OPERATING COMPANY,  
LLC ("MOC") CASINO TRANSACTION DOCUMENTS*

*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*, Monticello Raceway Management, Inc. ("MRMI") and its affiliate, Montreign Operating Company, LLC ("MOC" and together with MRMI collectively, the "Company") for itself or on behalf of an entity or entities to be formed submitted an application to the Agency on February 6, 2013, requesting that the Agency undertake a certain project, in one or more phases,

for the benefit of 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 ("Casino Project Land"), (ii) the construction and equipping on the Casino Project 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 "Casino Project Improvements"), and (iii) the acquisition in and around the Casino Project Land and the Casino Project Improvements of certain items of equipment and other tangible personal property ("Casino Project Equipment" and collectively with the Casino Project Land and the Casino Project Improvements, the "Casino Facility" or "Casino Project"); and

*WHEREAS*, on or about September 5, 2014, the Company and the Agency entered into an Agent Agreement (the "Agent Agreement") and Environmental Compliance and Indemnification Agreement ("ECIA"), effective as of May 1, 2015, and entered into a Bill of Sale to Agency, Bill of Sale to Company, Lease to Agency ("Lease"), Leaseback to Company ("Leaseback") and Payment in Lieu of Tax Agreement, which documents were not yet effective ("2014 Project Documents"); and

*WHEREAS*, pursuant to the 2014 Project Documents, the Agency contemplates acquiring a leasehold interest in the Casino Project and leasing the Casino Project back to the Company; and

*WHEREAS*, the 2014 Project Documents, other than the Agent Agreement and the ECIA, were being held in escrow pursuant to the terms of a letter dated September 5, 2014, which was subsequently amended by letter dated May 1, 2015, outlining conditions precedent for the documents to be effective (collectively, the "Closing Conditions Letter"). The conditions precedent include the issuance by the New York State Gaming Commission of a license to operate a casino at the Casino Project, which license has been issued; and

*WHEREAS*, subsequent to the Company and Agency entering into the 2014 Project Documents, the Company redesigned certain aspects of the Casino Project and determined it to be in the best interest of the Casino Project to significantly increase the Company's investment in the Casino Project. This request is necessary because, while the agreements pertaining to the Casino Project anticipated some variability in the Casino Project scope, the 2014 Project Documents do not anticipate the significantly increased capital expenditure now proposed by the Company. The Closing Conditions Letter accounted for possible changes in the scope of the Casino Project by indicating that should a hybrid or modified Casino Project other than the Casino Projects then under consideration being undertaken, the 2014 Project Documents will be amended, as necessary, to accommodate the changed size and scope of the Casino Project and to proportionally reduce or modify the Agency's fees, rents, employment obligations and Total Value Subject to PILOT as set forth in the 2014 Project Documents; and

*WHEREAS*, the Company has revised its plans to increase its anticipated minimum total capital investment in the Casino Project by approximately \$150,000,000 for a total minimum

capital investment of approximately \$600,000,000 to create an enhanced Casino Project (the “Enhanced Casino Project”). The Enhanced Casino Project will provide a higher level of amenities to patrons of the Montreign Resort Casino by expanding the size of the gaming floor and hotel rooms, redesigning non-gaming portions and removing the harness horse racetrack and associated facilities; and

*WHEREAS*, the Company has already obtained the necessary environmental and land use approvals for the Enhanced Casino Project. On July 21, 2015, the Town of Thompson Town Board issued its Negative Declaration of Environmental Significance pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as “SEQRA”) for the Enhanced Casino Project and on July 22, 2015, the Town of Thompson Planning Board adopted a resolution independently finding that the Company had complied with SEQRA and granting the Final Site Development Plan Approval for the Enhanced Casino Project; and

*WHEREAS*, the Agency, as an Involved Agency during the environmental review of the Enhanced Casino Project, has determined that the Negative Declaration of Environmental Significance issued by the Town Board for the Enhanced Casino Project and finds that all of the provisions of SEQRA that are required to be complied with as a condition precedent to its consideration and determination of this application have been satisfied; and

*WHEREAS*, pursuant to General Municipal Law Section 859-a, on Monday, September 14, 2015, at 11:00 a.m., local time, at the Sullivan County Government Center Legislative Committee Room, 100 North Street, Monticello, New York 12701, the Agency held a public hearing with respect to the Casino Project and the proposed Financial Assistance being contemplated by the Agency (the “Public Hearing”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views, which was recessed and held open until Thursday, September 17, 2015, at 5:00 p.m.; and

*WHEREAS*, the Company and the Agency entered into the following documents to memorialize the Enhanced Casino Project, including but not limited to: Amended and Restated Agent Agreement, made September 18, 2015, Amended and Restated Lease to Agency, dated October 1, 2015, Amended and Restated Leaseback to Company, dated October 1, 2015 and Amended and Restated Payment in Lieu of Tax Agreement, dated October 1, 2015 (“PILOT Agreement”) (as the same may have been amended, collectively, the “2015 Casino Documents” and together with the 2014 Project Documents, the “2015 Casino Transaction Documents”); and

*WHEREAS*, on or about November 21, 2016, MRMI and MOC entered into an Omnibus Assignment and Assumption Agreement whereby MRMI transferred and assigned to MOC all of its right, title and interest in and to and the 2015 Casino Transaction Documents and MOC assumed all of MRMI’s obligations under the 2015 Casino Transaction Documents; and

*WHEREAS*, on or about December 12, 2016, the Agency consented to the assignment from MRMI to MOC; and

*WHEREAS*, Article III, 3(a)(iii)(1), of the PILOT Agreement established employment goals for the Casino Project pursuant to which the Company agreed to employ not less than one thousand fifty (1050) full-time equivalent employees (“FTE”) at the Casino Facility; and

*WHEREAS*, MOC, by letter dated December 2, 2020, requested the Agency suspend employment goals for the Casino Project due to the COVID-19 Pandemic; and

*WHEREAS*, by Resolutions No. 64-20 and 02-21, the Agency authorized the amendment of the PILOT Agreement to suspend the employment goals for two employment years, October 1, 2019 to September 30, 2020 and October 1, 2020 to September 30, 2021; and

*WHEREAS*, by letter from Karen M. Cho, General Counsel, dated June 7, 2023, MOC requested a three (3) year extension of the PILOT benefit period; and

*WHEREAS*, the Agency considered MOC’s request and based upon the findings set forth in Resolution No. 39-23, agreed to extend the PILOT benefit period for two (2) years; and

*WHEREAS*, to implement the extension of the PILOT benefit period for two (2) years, on December 11, 2023, MOC and Agency entered into a Second Amendment to Amended and Restated Payment in Lieu of Taxation Agreement (“Second Amended PILOT”); and

*WHEREAS*, extension of the PILOT benefit period necessarily required an extension of the Lease and Leaseback, as previously amended; and

*WHEREAS*, to memorialize the extension of the Lease and Leaseback, on December 11, 2023, MOC and Agency entered into a First Amendment to Amended and Restated Lease to Agency and First Amendment to Amended and Restated Leaseback to Company, together with recording Memorandums to evidence the extension of term on the public record (collectively, the “2023 Lease Amendments” and together with the Second Amended PILOT and the 2015 Casino Transaction Documents, the “Casino Transaction Documents”); and

*WHEREAS*, on August 11, 2025, the Sullivan County Resort Facilities Local Development Corporation (“SCRFLDC”) by its Resolution No. 02-25, authorized SCRFLDC to acquire MOC’s unregulated assets and an interest in the unregulated areas located generally at 888 Resorts World Drive which include the Casino Project Land and Casino Resort but excluding all regulated assets and areas (collectively, the “Unregulated Casino Assets”) and the financing thereof through the issuance, execution, delivery and sale of one or more series of SCRFLDC tax-exempt revenue bonds (“Bonds”); authorized SCRFLDC to enter into a Sub-Lease of the Unregulated Casino Assets for the useful life thereof; and authorized SCRFLDC to mortgage the Unregulated Casino Assets and grant security interests therein to secure the Bonds; and

*WHEREAS*, MOC, together with Empire Resorts Real Estate I, LLC (“ERREI”) as ground lessee of 215.35 acres of land upon which the Resorts World Golf Course is located and Empire Resorts Real Estate II, LLC (“ERREII”) as ground lessee of 19.12 acres of land upon which the EV (Alder Hotel) is located, have exercised an option to purchase such lands and MOC intends to acquire fee title to the Casino Project Land from EPR Concord II, L.P. (“EPR II”); and

*WHEREAS*, contemporaneously with the execution of the Second Amended and Restated Lease to Agency and Second Amended and Restated Leaseback to Company, the Agency, SCRFLDC, together with MOC, ERREI, ERREII and Empire Resorts, Inc. intend to enter into a General Assessment District Declaration (“Declaration”) which will impose a General Levy on the sixty-six (66) parcels of land subject to the Declaration, including the Casino Project Land. MOC will agree to pay the General Levy as the same shall become due; and

*WHEREAS*, by letter application dated August 4, 2025, MOC requested the Agency extend the term of the Lease to Agency and Leaseback to Company through February 15, 2066; and

*WHEREAS*, the Agency desires to approve the further amendment and restatement of the Casino Transaction Documents for the following purposes:

- A. To extend the term of the Lease to Agency and Leaseback to Company through February 15, 2066.
- B. To recognize the transfer of fee title to the Casino Project Land from EPR II to MOC and to include the Casino Project Land among the assets governed by the Lease to Agency and Leaseback to Company.
- C. To memorialize that the General Levy due and payable by MOC pursuant to the General Assessment District Declaration is an Unassigned Rights as defined in Article VI of the Second Amended and Restated Leaseback to Company.
- D. To impose a limitation on MOC incurring additional debt other than certain permitted encumbrances without the Agency’s prior written consent.
- E. To make any other necessary amendments or modifications as may be necessary to accommodate issuance of the Bonds; and

*WHEREAS*, the Agency desires to authorize its Chairman, Executive Director or Chief Executive Officer, each acting individually, to execute the amendments and restatements of the Casino Transaction Documents to amend and restate the Casino Transaction Documents and related agreements for the foregoing purposes.

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

Section 1. The Chairman, Executive Director or Chief Executive Officer of the Agency, each acting individually, are hereby authorized, on behalf of the Agency to take all reasonable actions approved by Agency counsel to amend and restate the Casino Transaction Documents and related agreements to permit SCRFLDC to issue the Bonds.

The actions contemplated herein involves a “Type II” action as said term is defined under SEQRA, for which no formal review is necessary.

Section 2. The foregoing are conditioned on compliance by the Company of each of the following:

- 1) MOC acquires the Casino Project Land from EPR II.
- 2) MOC shall pay the Agency an administrative fee in the amount of Twenty-Five Thousand and 00/100 (\$25,000.00) Dollars to defray the Agency's cost of implementing these resolutions and notifying impacted Taxing Jurisdictions.
- 3) MOC shall reimburse the Agency or directly pay all professional fees of the Agency incurred to implement the amendment and restatement of the Casino Transaction Documents as hereby authorized.

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 resolutions was duly put to a vote on roll call, which resulted as follows:

Howard Siegel	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Kathleen Lara	<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
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
Ira Steingart	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolutions were thereupon duly adopted.

STATE OF NEW YORK :  
 :SS  
COUNTY OF SULLIVAN :

I, the undersigned Secretary 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 in public session on August 11, 2025 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>
Howard Siegel	[ ]	[ ]
Kathleen Lara	[ ]	[ ]
Philip Vallone	[ ]	[ ]
Scott Smith	[ ]	[ ]
Paul Guenther	[ ]	[ ]
Sean Brooks	[ ]	[ ]
Ira Steingart	[ ]	[ ]
Joseph Perrello	[ ]	[ ]
Edward T. Sykes	[ ]	[ ]

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

Howard Siegel	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Kathleen Lara	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Philip Vallone	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Scott Smith	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Paul Guenther	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Sean Brooks	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Ira Steingart	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Joseph Perrello	[ ] Yes	[ ] No	[ ] Absent	[ ] Abstain
Edward T. Sykes	[ ] 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 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 103(a) 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 11<sup>th</sup> day of August, 2025.

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Kathleen Lara, Secretary