

## 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 ESTABLISHMENT OF A GENERAL ASSESSMENT DISTRICT*

*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*, Sullivan County Resort Facilities Local Development Corporation, a New York not-for-profit local development corporation (“SCRFLDC”) desires to promote economic development and has determined it to be in the public interest to purchase the Non-Gaming Resort Improvements (as defined herein) under an Agreement of Purchase and Sale dated September 5, 2025 ("PSA") between SCRFLDC and Montreign Operating Company, LLC, a New York limited

liability company ("MOC"), Empire Resorts Real Estate I, LLC, a New York limited liability company ("ERREI"), and Empire Resorts Real Estate II, LLC, a New York limited liability company ("ERREII"); and

*WHEREAS*, the Agency desires to establish the General Assessment District described herein by requiring all current property owners in the General Assessment District to execute a General Assessment District Declaration ("Declaration") thereby encumbering all real property interests within the General Assessment District. The Declaration is intended to be binding upon the current property owners in the General Assessment District and all successors and assigns. The Agency will collect from the property owners in the General Assessment District a contractual tax equivalent (the "General Levy") to fund payments by the Agency that qualify as a payment contemplated by Treasury Regulations 1.141-4(e) to SCRFLDC under an economic services agreement by and between the Agency and SCRFLDC ("Services Agreement") to promote economic development within the General Assessment District. By the Declaration, the Agency proposes to establish the General Levy within the General Assessment District to fund payments to SCRFLDC for the economic development services to be provided under the Services Agreement; and

*WHEREAS*, MOC has exercised an option to acquire fee title to approximately 185.54 acres of real property located generally at 888 Resorts World Drive, Monticello, County of Sullivan, New York on two (2) tax parcels (the "Casino Parcel") which is comprised of the "Casino Gaming Floor Area" and the "Non-Gaming Resort Area" (the remaining area of the Casino Parcel); and

*WHEREAS*, the casino assets are located within the Casino Gaming Floor Area ("Casino Assets"). The Casino Assets are specifically excluded from the Non-Gaming Resort Assets (as defined herein) being purchased by SCRFLDC pursuant to the PSA. The Casino Assets comprise of all improvements and personal property, on or above the Casino Gaming Floor Area for the operation of the casino business, including, but not limited to the ownership, marketing and management of the slot machines and table games and other gaming related assets, the operation of which is regulated by the New York State Gaming Commission and/or requiring a license pursuant to Gaming Laws, all of which will be retained by MOC and specifically not conveyed to SCRFLDC under the terms and conditions of the PSA; and

*WHEREAS*, the Non-Gaming Resort Area Improvements (as defined herein) are located within the Non-Gaming Resort Area. The Non-Gaming Resort Area Improvements are being purchased by SCRFLDC from MOC pursuant to the PSA. These improvements are comprised of substantially all of the buildings, improvements and personal property located thereon and therein (the "Non-Gaming Resort Area Improvements"); and

*WHEREAS*, MOC has exercised an option to acquire fee title and ERREI is the ground lessee of approximately 215.35 acres of real property located generally at 95 Chalet Road, Monticello, County of Sullivan, New York on a single tax parcel upon which the "Monster" Golf Course is located (the "Golf Course Area"). The Golf Course Area Improvements (as defined herein) are located within the Golf Course Area. The Golf Course Area Improvements are being purchased by SCRFLDC from ERREI pursuant to the PSA. These improvements are comprised

of certain buildings, improvements and personal property located thereon and therein (the "Golf Course Area Improvements"); and

*WHEREAS*, MOC has exercised an option to acquire fee title and ERREII is the ground lessee of approximately 19.12 acres of real property located generally at 750 Resorts World Drive, Monticello, County of Sullivan, New York on a single tax parcel (the "EV (Alder Hotel) Area"). The EV (Alder Hotel) Improvements (as defined herein) are located within the EV (Alder Hotel) Area. The EV (Alder Hotel) Improvements are being purchased by SCRFLDC from ERREII pursuant to the PSA. These improvements are comprised of certain buildings, improvements and personal property located thereon and therein (the "EV (Alder Hotel) Improvements" and together with the Non-Gaming Resort Area Improvements and the Golf Course Area Improvements, the "Non-Gaming Resort Improvements"); and

*WHEREAS*, Empire Resorts, Inc., a Delaware corporation ("Empire Resorts") is in the process of acquiring fee title to approximately 1,134.6 acres depicted on the tax map as sixty-two (62) tax parcels that MOC desires to develop (the "Undeveloped Resort Area" which together with the Casino Gaming Floor Area, the Non-Gaming Resort Area, the Golf Course Area and the EV (Alder Hotel) Area will comprise the "General Assessment District"); and

*WHEREAS*, the Agency holds a leasehold interest in the property located in the General Assessment District and is a party to a (i) Leaseback to Company, made as of September 5, 2014 by and among the Agency, Monticello Raceway Management, Inc. and MOC, as amended; (ii) Leaseback to Company, made as of December 22, 2016 by and between the Agency and ERREI, as amended; and (iii) Leaseback to Company, made as of March 1, 2018 by and between the Agency and ERREII, as amended; and (iv) proposes to enter into a Leaseback to Company with Empire Resorts related to the Undeveloped Resort Area (collectively, the "Leaseback Agreements"); and

*WHEREAS*, SCRFLDC intends to acquire a subleasehold interest in the Non-Gaming Resort Area, the Golf Course Area and the EV (Alder Hotel) Area from MOC, ERREI and ERREII, as applicable, for a term of approximately forty (40) years, which term shall exceed the useful life of the Non-Gaming Resort Improvements (such subleasehold interests together with the Non-Gaming Resort Improvements, the "Non-Gaming Resort Assets"); and

*WHEREAS*, in order to fund the acquisition price of the Non-Gaming Resort Assets, SCRFLDC intends to issue its tax-exempt bonds, Series 2025 ("Bonds") pursuant to an Indenture of Trust and Security Agreement ("Indenture"), by and between SCRFLDC and U.S. Bank Trust Company, National Association, as trustee ("Trustee"); and

*WHEREAS*, pursuant to and during the term of a Services Agreement, the Agency has agreed to pay SCRFLDC for the provision of the economic development services in the General Assessment District; and

*WHEREAS*, the Agency desires to authorize its Chairman, Chief Executive Officer and Executive Director (the "Authorized Officers") to negotiate, execute, deliver and record a Declaration to establish a General Assessment District.

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

Section 1. The Authorized Officers of the Agency are hereby authorized to negotiate, execute, deliver and record a Declaration pursuant to which property owners and all their successors and assigns in the General Assessment District shall be obligated to pay the General Levy which shall be an encumbrance on the real property in the General Assessment District. The General Levy shall be included within the Agency's "Unassigned Rights" (as defined in the Leaseback Agreements). The General Levy as an Unassigned Right shall be a superior obligation and shall not be subordinated to:

- (i) any lien or mortgage encumbering real property located in the General Assessment District, including but not limited to a not to exceed \$570,000,000 MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING FROM SCRFLDC TO TRUSTEE dated on or about the date hereof; and
- (ii) the security interest of any indenture covering any real or personal property located in the General Assessment District including but not limited to the INDENTURE related to the issuance of the Bonds in the face amount of not to exceed \$570,000,000.

The General Levy shall be a contractual obligation imposed by the Agency as a governmental type entity that qualifies as a payment contemplated by Treasury Regulations 1.141-4(e) encumbering all lands included within the General Assessment District based on (i) the assessed value of the respective land, (ii) the assessed value of buildings and fixtures on the respective lands and (iii) the value of the operations occurring on the respective lands as reasonably determined from time to time by the Agency.

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 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