

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on December 8, 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 A. Siegel and, upon the roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>	<u>VIDEO</u>
Howard A. Siegel	[√]	[]	[]
Kathleen Lara	[√]	[]	[]
Philip Vallone	[]	[√]	[]
Scott Smith	[√]	[]	[]
Paul Guenther	[]	[]	[√] on Zoom
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

The following resolution was duly offered by Kathleen Lara, and seconded by Sean Brooks, to wit:

Resolution No. 39 - 25

RESOLUTION OF THE AGENCY CONSENTING TO THE ASSIGNMENT BY ALLIANT TAX CREDIT FUND 34, LTD AND ALLIANT TAX CREDIT 34, LLC OF THEIR LIMITED PARTNERSHIP INTERESTS IN REGENCY MANOR LIMITED PARTNERSHIP ("PARTNERSHIP") TO WARWICK PROPERTIES, INC. ("COMPANY"), AN AFFILIATE OF REGENCY MANOR SENIOR HOUSING, LLC ("RMSH, LLC"), THE GENERAL PARTNER OF THE PARTNERSHIP

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, RMSH, LLC and Partnership presented an Application for Financial Assistance to the Agency requesting that the Agency consider undertaking a project consisting of the (i) acquisition, construction, installation and equipping of an affordable senior housing apartment complex consisting of approximately seventy-five (75) one-bedroom units, one (1) two-bedroom property manager unit and other common areas (“Building”) on one (1) parcel of real property being approximately 12.8± acres to be located off Sturgis Road in the Village of Monticello, Town of Thompson, County of Sullivan, State of New York and identified on the Town of Thompson tax map as Section 104, Block 2, Lot 3 (“Land”) to be owned by the Agency; (ii) acquisition and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (iii) 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 (iv) leasing the Facility from the Agency to RMSH, LLC and Partnership; and

WHEREAS, the Agency took title to the Facility pursuant to that certain Bargain and Sale Deed, dated as of November 1, 2005 from the Company and subsequently leased the Facility from the Agency to RMSH, LLC and Partnership pursuant to that certain Lease Agreement, made as of November 1, 2005 (“Lease”) subject to that certain Payment in Lieu of Taxation Agreement, made as of November 1, 2005 by and among the Agency, RMSH, LLC and Partnership (“PILOT”) to facilitate the Project; and

WHEREAS, effective as of November 1, 2005, the Agency, RMSH, LLC and Partnership closed on a sale/leaseback transaction relating to the Project and in furtherance thereof entered into various agreements including but not limited to the Lease and PILOT (“Agency Documents”); and

WHEREAS, pursuant to Section 6.3 of the Lease by and among the Agency, RMSH, LLC and Partnership, a transfer of the interests in the Partnership is subject to the prior written consent of the Agency; and

WHEREAS, by letter from Chase Evans of Cannon Heyman & Weiss, LLP, Alliant Tax Credit Fund 34, Ltd and Alliant Tax Credit 34, LLC requested the Agency consent to the transfer of their limited partnership interests in the Partnership to the Company, an affiliate of RMSH, LLC, the general partner of the Partnership.

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

Section 1. The Agency hereby consents to Alliant Tax Credit Fund 34, Ltd and Alliant Tax Credit 34, LLC transferring their limited partnership interests in the Partnership to the Company, subject to payment to the Agency of a consent fee in the amount of Two Thousand Five Hundred and 00/100 (\$2,500.00) Dollars.

Section 2. The Chairman, Executive Director or Chief Executive Officer of the Agency, each acting individually are each hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to amend and restate the Agency Documents and effectuate the change in control.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments, documents, and to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or in the opinion of the officer, employee or agent acting on behalf of the Agency desirable and proper to effect the purposes of the foregoing 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 4. 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:

Howard A. Siegel	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Kathleen Lara	<input checked="" 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 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 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
Ira Steingart	<input checked="" 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 checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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 December 8, 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>	<u>VIDEO</u>
Howard A. Siegel	[<input checked="" type="checkbox"/>]	[]	[]
Kathleen Lara	[<input checked="" type="checkbox"/>]	[]	[]
Philip Vallone	[]	[<input checked="" type="checkbox"/>]	[]
Scott Smith	[<input checked="" type="checkbox"/>]	[]	[]
Paul Guenther	[]	[]	[<input checked="" type="checkbox"/>] on Zoom
Sean Brooks	[<input checked="" type="checkbox"/>]	[]	[]
Ira Steingart	[<input checked="" type="checkbox"/>]	[]	[]
Joseph Perrello	[]	[<input checked="" type="checkbox"/>]	[]
Edward T. Sykes	[]	[<input checked="" type="checkbox"/>]	[]

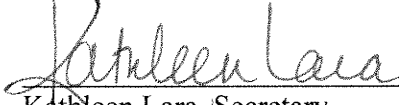
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Howard A. Siegel	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Kathleen Lara	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Philip Vallone	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Scott Smith	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Joseph Perrello	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Edward T. Sykes	[] Yes	[] No	[<input checked="" type="checkbox"/>] 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 8th day of December, 2025.


Kathleen Lara, Secretary