

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on Monday, December 29, 2025, at 3:00 p.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>
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"/>]
Sean Brooks	[<input checked="" type="checkbox"/>]	[]
Ira Steingart	[]	[<input checked="" type="checkbox"/>] on Zoom
Joseph Perrello	[<input checked="" type="checkbox"/>]	[]
Edward T. Sykes	[<input checked="" type="checkbox"/>]	[]

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 Joseph Perrello, and seconded by Sean Brooks, to wit:

Resolution No. 41 - 25

*RESOLUTION OF THE AGENCY AMENDING RESOLUTION
NO. 39-25 WHICH CONSENTED 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*

All capitalized terms not herein defined shall have the respective meanings ascribed thereto in Resolution No. 39-25, adopted by the Agency on December 8, 2025 (the "December 8 Resolution").

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, pursuant to the December 8 Resolution, the Agency consented to the Alliant 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; and

WHEREAS, by e-mail dated December 5, 2025, Cannon Heyman & Weiss, LLP, on behalf of the Company, requested the amendment of the December 8 Resolution to include a provision that for any future partnership interest transfer that requires the prior written consent of the Agency, such consent shall not be unreasonably withheld, conditioned or delayed; and

WHEREAS, the Agency is willing to amend the December 8 Resolution as requested.

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

Section 1. Section 1 of the December 8 Resolution is hereby deleted and replaced with the following:

“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. Further, the Agency agrees that for any future partnership interest transfer that requires the prior written consent of the Agency, such consent shall not be unreasonably withheld, conditioned or delayed.”

Section 2. 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 and to execute any and all documents as may be necessary or convenient to implement the provisions of this resolution.

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 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 type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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
Sean Brooks	<input checked="" 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 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
Edward T. Sykes	<input checked="" 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 December 29, 2025 at 3:00 p.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 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"/>]
Sean Brooks	[<input checked="" type="checkbox"/>]	[]
Ira Steingart	[]	[<input checked="" type="checkbox"/>] on Zoom
Joseph Perrello	[<input checked="" type="checkbox"/>]	[]
Edward T. Sykes	[<input checked="" type="checkbox"/>]	[]

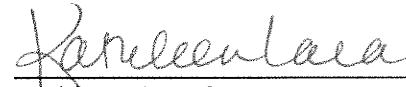
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Howard A. Siegel	[<input checked="" type="checkbox"/>] Yes	[<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 type="checkbox"/>] Yes	[<input type="checkbox"/>] No	[<input checked="" 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
Sean Brooks	[<input checked="" 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 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
Edward T. Sykes	[<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.

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 29th day of December, 2025.



Kathleen Lara, Secretary