

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on March 31, 2026 at 9:30 a.m. local time at New Southern Tier Title Agency, LLC, 548 Broadway, Monticello, New York 12701.

The meeting was called to order by Assistant Treasurer Scott Smith and, upon the roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Howard A. 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 Sean Brooks, and seconded by Ira Steingart, to wit:

Resolution No. 09 - 26

RESOLUTION CONSENTING TO THE ASSIGNMENT BY THEOWINS, LLC AND GLOBAL NATURAL FOODS, INC. OF ALL THEIR RIGHT, TITLE AND INTEREST IN AND TO THE PROJECT (AS HEREINAFTER DEFINED) LOCATED AT 672 OLD ROUTE 17, IN THE TOWN OF ROCKLAND, COUNTY OF SULLIVAN, STATE OF NEW YORK TO CATSKILL EAST LLC ("COMPANY")

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, on or about March 16, 2012, Theowins, LLC ("Theowins"), Catskill Brewery, LLC ("Brewery") and Global Natural Foods, Inc. ("GNF") applied to the Agency for financial assistance for the (i) acquisition, construction, reconstruction, renovation, rehabilitation, installation

and equipping of a building to consist of approximately 5,250± square feet (which includes approximately 3,500± square feet of brewery space and approximately 1,750± square feet of office space) (“Building”) situate on one (1) parcel of real estate consisting of .61 acres to be located at 672 Old Route 17 in the Town of Rockland (“Town”), County of Sullivan and State of New York and identified on the Town tax map as Section 39, Block 2, Lot 10 (“Land”) and related facilities 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) lease of the Facility to Theowins, Brewery and GNF; and

WHEREAS, by Resolution No. 13-12, duly adopted on March 27, 2012, the Agency appointed Theowins, Brewery and GNF as Agent for the Agency for the purposes of acquiring, constructing, installing and equipping of the Project; and

WHEREAS, as of the 1st day of April, 2012, Theowins, Brewery, GNF and the Agency entered into the following:

1. Agent Agreement;
2. Environmental Compliance and Indemnification Agreement
3. Lease Agreement and memorandum thereto (“Lease”);
4. Payment in Lieu of Taxation Agreement; and

WHEREAS, as of the 1st day of January, 2024, Theowins, Brewery, GNF and the Agency entered into an:

5. First Amendment to Payment In Lieu of Taxation Agreement.

(Items 1 through 5 are collectively referred to as the “Project Documents”); and

WHEREAS, Theowins and GNF desire to transfer, assign and convey all of their right, title and interest in and to the Project and all of their rights under the Project Documents to the Company, and the Company subject to the terms and conditions of the Project Documents, desires to accept and purchase all of Theowins and GNF’s right, title and interest in and to the Project and all of their rights under the Project Documents; and

WHEREAS, as contemplated by Section 6.3(b) of the Lease, by letter dated March 27, 2026, Theowins and GNF have requested the Agency’s consent to such an assignment.

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

Section 1. The Agency hereby consents to the assignment of all of Theowins and GNF’s right, title and interest in and to the Project and all of their rights under the Project Documents to the Company.

Section 2. The Chairman 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 Project Documents to memorialize the assignment.

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. The foregoing resolutions are subject to the following conditions:
(a) Payment to the Agency of a consent fee in the amount of One Thousand and 00/100 (\$1,000.00) Dollars; and
(b) Payment of any professional fees incurred by the Agency for preparation of this Resolution and preparation of all documents necessary to memorialize the assignment.

Section 5. 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 type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Kathleen Lara	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Philip Vallone	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input 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 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 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 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 Assistant Secretary of the Agency DO HEREBY CERTIFY THAT:

- 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.
- Such resolution was passed at a meeting of the Agency duly convened in public session on March 31, 2026 at 9:30 a.m. at New Southern Tier Title Agency, LLC, 548 Broadway, Village of Monticello, Sullivan County, New York, at which the following members were present:

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

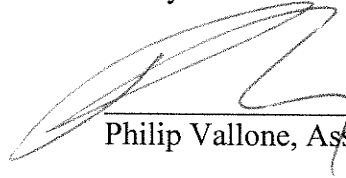
- The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Howard A. Siegel	[] 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 31st day of March, 2026.



Philip Vallone, Assistant Secretary