

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.sullivanida.com
TTY 711

MEETING NOTICE

TO: Howard Siegel, IDA Chairman and Treasurer/ Chief Financial Officer
Kathleen Lara, IDA Vice Chairperson
Carol Roig, IDA Secretary
Philip Vallone, IDA Assistant Secretary
Scott Smith, IDA Assistant Treasurer
Paul Guenther, IDA Member
Sean Brooks, IDA Member
Ira Steingart, IDA Member & Chief Executive Officer
Joseph Perrello, IDA Member
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
Walter Garigliano, Esq., IDA Counsel

FROM: Jennifer Flad, Executive Director

DATE: December 11, 2024

PLEASE TAKE NOTICE that there will be a Special Meeting of the County of Sullivan Industrial Development Agency scheduled as follows:

Date: Monday, December 16, 2024

Time: 9:15 AM

Location: Legislative Hearing Room, Sullivan County Government Center, 100 North Street,
Monticello, New York 12701

This meeting video will also be livestreamed on the [IDA's YouTube Channel](#).

Meeting documents will be posted online [here](#).

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.sullivanida.com
TTY 711

**SPECIAL MEETING AGENDA
MONDAY, DECEMBER 16, 2024**

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

November 18, 2024 Regular Meeting

IV. BILLS AND COMMUNICATIONS

V. STAFF REPORT

VI. NEW BUSINESS

Resolution: Appointing NY Fallsburg (Frank Brown Road), LLC as Agent of the Agency for the Purpose of Constructing the Project; Making Certain Findings and Determinations; Authorizing the Execution and Delivery of an Agent and Project Agreement; and Authorizing the Agency to Execute a Lease to Agency, Leaseback to Company, Payment in Lieu of Tax Agreement, and Related Documents with Respect to the Construction of the Project

Resolution: Authorizing the Agency to Provide Funding to the Partnership for Economic Development in Sullivan County, Inc. for the Fourth Quarter of 2024

Resolution: Extending the Sales Tax Abatement Period for the Monticello Industrial Park LLC Project From January 1, 2025 Through and Including June 30, 2025

Resolution: Directing the Recapture of Unauthorized Sales and Use Tax Benefits from FSH Lodge at Neversink, LLC and 7491 State Route 55 Property Co., LLC
Any and All Other Business Before the Board

VII. PUBLIC COMMENT AND ADJOURN

##

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY
548 Broadway
Monticello, New York 12701
Tel: (845) 428-7575
Fax: (845) 428-7577
TTY 711
www.sullivanida.com

MEETING MINUTES
Monday, November 18, 2024

I. CALL TO ORDER

Chairman Siegel called to order the regular meeting of the County of Sullivan Industrial Development Agency at approximately 11:02 AM in the Legislative Hearing Room at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

II. ROLL CALL

Members Present-

Howard Siegel
Kathleen Lara
Carol Roig
Scott Smith
Ira Steingart

Members Absent-

Philip Vallone
Paul Guenther (via Zoom)
Sean Brooks
Joseph Perrello

Staff Present-

Jennifer Flad, Executive Director
Ira Steingart, Chief Executive Officer
Julio Garaicoechea, Project Manager
Bethanii Padu, Economic Development Coordinator

Staff Absent-

None

Others Present-

Walter F. Garigliano, Agency Counsel
Khalid Bashjawish, Assistant County Attorney

III. APPROVAL OF MEETING MINUTES

On a motion made by Ms. Lara, and seconded by Mr. Smith, the Board voted and unanimously approved the October 21, 2024 meeting minutes.

IV. BILLS AND COMMUNICATIONS

On a motion made by Ms. Roig, and seconded by Mr. Smith, the Board voted and unanimously approved the revised schedule of payments showing eight payments in the amount of \$21,890.67.

V. STAFF REPORT

There were no questions on the October staff report. Mr. Steingart updated the Board on the economic development activity in the county. Attorney Garigliano updated the Board on a new potential project.

VI. NEW BUSINESS

On a motion made by Mr. Smith, and seconded by Ms. Roig, the Board voted and unanimously approved the opening of new escrow accounts at Jeff Bank. All escrow accounts held at Catskill Hudson Bank will close as they can no longer service the Agency. The escrow accounts are for the benefit of

Veria Lifestyle Inc, Catskill Hospitality Holding LLC & Catskill Hospitality Operating LLC, Amytra Development LLC, Fay Hospitality Catskills LLC, MEP Wholesalers & Gibber Estates LLC, Maude Crawford Realty & Bridgeville Ski Company, Mountain Kosher Food Corp & 286 EB LLC, and Monticello Industrial Park LLC.

Ms. Flad informed the Board that the Agency will be returning escrow funds to completed projects which include: **Montreign Operating Company LLC, Rock Meadow Partners LLC, Empire Resorts Real Estate I LLC, Metallized Carbon Corp, Empire Resorts Real Estate II, and Doetsch Family II.**

On a motion made by Ms. Roig, and seconded by Ms. Lara, the Board entered executive session to discuss pending litigation and the financial history of a particular corporation at approximately 11:20 AM.

On a motion made by Mr. Smith, and seconded by Ms. Lara, the Board exited executive session at approximately 11:38 AM.

VII. PUBLIC COMMENT AND ADJOURN

Chairman Siegel asked those present for public comment. There was none. On a motion made by Mr. Smith, and seconded by Ms. Roig, the Board adjourned the meeting at approximately 11:39 AM.

Respectfully submitted:
Bethanii Padu, Economic Development Coordinator

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway, Monticello, NY 12701

845-428-7575

SCHEDULE OF PAYMENTS: December 16, 2024			
No.	Vendor	Description	Amount
1	Blustein Shapiro Frank & Barone LLP	Sullivan County Community College Dormitory	\$ 1,610.00
2	New Southern Tier Title Agency	Office Rent: January 2025	\$ 3,700.00
3	New York State Economic Development Council	2025 Membership Dues	\$ 1,750.00
4	USDA Rural Development	RMAP Loan Payment December 2024	\$ 2,730.41
5	Walter F. Garigliano, P.C.	December 2024 Retainer, Legal Fees (Monticello Kosher Supermarket) <i>(pass through)</i> , Sales Tax Exemption Legal Fees (Monticello Industrial Park) <i>(pass through)</i>	\$ 3,865.66
TOTAL			\$ 13,656.07
I certify that the payments listed above were audited by the Board of the IDA on December 16, 2024 and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants in the amount opposite its name.			
			12/16/2024
Signature			Date

Expenses Approved and Paid Since Last Regular Meeting 11/18/24)			
No.	Vendor	Description	Amount
1	Charter Communications	Phone & Internet Service December 2024	\$ 284.95
2	Elan Financial	Zoom, Adobe, Sullivan County Clerk Office, Asure, Spectrum	\$ 676.33
3	Montreign Operating Company LLC	Return of sales tax escrow funds <i>(pass through)</i>	\$ 139,165.73
4	Rock Meadows Partners LLC	Return of sales tax escrow funds <i>(pass through)</i>	\$ 2,538.62
5	Empire Resorts Real Estate I LLC	Return of sales tax escrow funds <i>(pass through)</i>	\$ 7,561.10
6	Metallized Carbon Corp	Return of sales tax escrow funds <i>(pass through)</i>	\$ 4,284.62
7	Empire Resorts Real Estate II LLC	Return of sales tax escrow funds <i>(pass through)</i>	\$ 2,641.94
8	Doetsch Family II LLC	Return of sales tax escrow funds <i>(pass through)</i>	\$ 2,524.93
9	FSH Lodge at Neversink LLC	Return of excess sales tax fees <i>(pass through)</i>	\$ 696.35
TOTAL			\$ 160,374.57

Other Expenses and Items Paid Since Last Regular Meeting 11/18/24)—no approval required			
No.	Vendor	Description	Amount
1	Payroll Expenses	Payroll Check Dates: 11/29/24, 12/13/24	\$ 22,687.74
2	FP Mailing Solutions	Postage for postage meter	\$ 200.00
3	Bethanii Padu	October and November Insurance Reimbursement	\$ 483.18
4	Jennifer Flad	November Insurance Reimbursement	\$ 1,037.50
5	Julio Garaicoechea	December Insurance Reimbursement	\$ 512.50
6	Harland Clark	IDA Checks	\$ 391.25
TOTAL			\$ 25,312.17

SEE REVERSE FOR PILOT DISTRIBUTION INFORMATION

PILOT Distribution #1, 12/10/24	Four Goats LLC	Nonni's Acquisition Co.	Total to Taxing Juris.
Sullivan County	\$ 4,243.99	\$ 15,646.87	\$ 19,890.86
Town of Neversink	\$ 3,361.94		\$ 3,361.94
Liberty School		\$ 42,817.74	\$ 42,817.74
Liberty Library		\$ 1,327.05	\$ 1,327.05
Town of Thompson		\$ 6,577.84	\$ 6,577.84
Tri-Valley School	\$ 10,561.87		\$ 10,561.87
Tri-Valley Library	\$ 222.39		\$ 222.39
Project Totals	\$ 18,390.19	\$ 66,369.50	\$ 84,759.69

ACTIVITY REPORT –NOVEMBER 2024
COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY (IDA), SULLIVAN COUNTY
FUNDING CORPORATION (SCFC), THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL
DEVELOPMENT CORPORATION (TSCILDC)

November 29, 2024

The IDA Board held its regular monthly meeting on November 18 to conduct routine business.

The TSCILDC Board also met on November 18 for the same purpose.

During November IDA staff issued 2025 Payment in Lieu of Taxation (PILOT) bills to two projects. These bills are due December 15. We will issue all remaining 2025 PILOT bills in early January, with due dates in February. We will disburse all PILOT monies to the affected taxing jurisdictions within thirty days of receipt.

The next meeting of the IDA Board is scheduled for Monday, December 9 at 11:00 AM in the Legislative Committee Room at the Sullivan County Government Center.

##

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

548 Broadway

Monticello, New York 12701

845-428-7575

APPLICATION FOR FINANCIAL ASSISTANCE

RECEIVED
NOV 20 2024

BY: 

I. APPLICANT INFORMATION:

Company Name: NY Fallsburg (Frank Brown Road), LLC

Address: 140 East 45th Street, Suite 32B-1, New York, NY 10017

Phone No.: (646) 998-6457

Telefax No.: _____

Email Address: legal@delawareriversolar.com

Fed Id. No.: 

Contact Person: Richard Winter

Principal Owners/Officers/Directors (list owners with 15% or more in equity holdings with percentage ownership):

Principal Owners (Shareholders/Members/Owners): _____

Mongaup River Solar, LLC, Sole Member

Directors/Managers: N/A, the Applicant is a member-managed LLC.

Officers: Richard Winter, Chief Executive Officer; John Tartaglia, President; and Peter Dolgos, Senior Vice President

Corporate Structure (attach schematic if Applicant is a subsidiary or otherwise affiliated with another entity)

Form of Entity:

Corporation (Sub-s)

Date of incorporation: _____

State of incorporation: _____

Partnership

General _____ or Limited _____

Number of general partners _____

If applicable, number of limited partners _____

Date of formation: _____

Jurisdiction formation: _____

Limited Liability Company/Partnership (number of members 1)

Date of organization: June 23, 2022

State of organization: New York

Sole Proprietorship

If a foreign organization, is the Applicant authorized to do business in the State of New York? Yes No N/A (If so, please append Certificate of Authority.)

APPLICANT'S COUNSEL

Name: Law Office of Richard W. Chun

Address: 1225 Franklin Avenue, Suite 325, Garden City, NY 11530

Phone No.: (516) 659-7493

Telefax No.: _____

Email Address: rchun@rwc-legal.com

II. REQUESTED FINANCIAL ASSISTANCE

Estimated Value

Real Property Tax Abatement (estimated)	\$0
Mortgage Tax Exemption	\$ <u>not to exceed \$5,000</u>
Sales and Use Tax Exemption	\$ <u>not to exceed \$95,000</u>
Issuance by the Agency of Tax Exempt Bonds	\$0

III. PROJECT INFORMATION

A.) Project Location:

Project Address: Frank Brown Rd, Fallsburg NY 12733

Tax Map Number(s): 28.-1-18.1

Located in the Village of: N/A

Located in Town of Fallsburg

Located in the School District of Fallsburg

Located in Hamlet of N/A

(i) Are Utilities on Site?

Water/Sewer No

Electric Yes

Gas No

Storm Sewer No

(ii) Present legal owner of the site: Town of Fallsburg

If other than Applicant, by what means will the site be acquired for this Project:

Lease Agreement

(iii) Zoning of Project Site: Current: R1 Proposed: Industrial

(iv) Are any variances needed: No

(v) Principal Use of Project upon completion: Solar energy facility

B.) Will the Project result in the removal of a plant or facility of the Applicant or a proposed Project occupant from one area of the State of New York to another area of the State of New York? No; If yes, please explain:

C.) Will the Project result in the abandonment of one or more Plants or facilities of the Applicant or a proposed Project occupant located in the State of New York? No; If yes, please explain:

D.) If the answer to either question B or C above is yes, you are required to indicate whether any of the following apply to the Project:

1. Is the Project reasonably necessary to preserve the competitive position of the Applicant or such Project Occupant in its industry? Yes _____; No _____. If yes, please explain:

2. Is the Project reasonably necessary to discourage the Applicant or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes _____; No _____. If yes, please explain:

E.) Will the Project include facilities or property that will be primarily used in making retail sales of goods or provide services to customers who personally visit such facilities? No; If yes, please contact the Agency for additional information.

F.) Please provide a narrative of the Project and the purpose of the Project (new build, renovations, and/or all equipment purchases). Identify specific uses occurring within the Project. Describe any and all tenants and any/all end users. Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected. Attach additional sheets, if necessary.

The project is an approximate 4 MW solar photovoltaic electricity generating facility that will be interconnected to the New York State Energy and Gas electrical grid. New York State Energy and Gas customers that are part of the Applicant's Community Solar Program shall be sold such electricity. The Project is a new build and will be comprised of (a) racking to mount the solar modules (such racking generally to be placed on concrete foundations), (b) solar modules, (c) inverters and transformers to sit on a concrete inverter pad, and (d) assorted electrical components and wiring. Construction will take approximately four months.

The project is monitored remotely and there are no daily on-site personnel required. Regularly scheduled maintenance will occur semi-annually and will consist of (a) cleaning the panels (no chemicals) and (b) equipment servicing/replacement.

The Applicant and Town will enter into a Decommissioning Agreement/Plan that will set forth the details regarding the decommissioning and removal of the solar facility.

G.) COSTS AND BENEFITS OF THE PROJECT

Costs = Financial Assistance

Estimated Sales Tax Exemption	\$ <u>Not to exceed \$95,000</u>
Estimated Mortgage Tax Exemption	\$ <u>Not to exceed \$5,000</u>
Estimated Property Tax Abatement	\$ <u>0</u>
Estimated Interest Savings IRB Issue	\$ <u>0</u>

Benefits= Economic Development

Jobs created	<u>26-35 (development and construction phase)</u>
Jobs retained	<u>3-4 (contracted work during operation, not full time)</u>
Private funds invested	\$ <u>8,041,287</u>

Other Benefits

- Reduced energy cost to community solar
- Tax revenue to Town of Fallsburg, Sullivan County and Fallsburg Central School District
- Local job creation during development phase (surveyors, engineers, sales), construction phase (construction jobs) and operational phase (landscaping, maintenance).
- Contribute to achieving renewable energy generation goals in NYS.

Estimate how many construction/permanent jobs will be created or retained as a result of this Project:

Construction: 26-35
 Permanent: 3 - remotely monitored full-time jobs. No daily on-site personnel.
 Retained (at current facility): 0 - remotely monitored. No daily on-site personnel.
 Note: See further job creation description below.

Project Costs (Estimates)	
Land and Existing Buildings	<u>\$(Leased)</u>
Soft Costs (5%)	<u>\$561,213</u>
Other	<u>\$8,115,474</u>
Total	<u>\$8,676,687</u>

In addition to the above estimated capital costs of the project, which must include all costs of real property and equipment acquisition and building construction or reconstruction, you must include details on the amounts to be financed from private sector sources, an estimate of the percentage of project costs financed from public sector sources and an estimate of both the amount to be invested by the Applicant and the amount to be borrowed to finance the Project.

Please see Exhibit A attached.

In addition to the job figures provided above, please indicate the following:

- 1) The projected number of full time equivalent jobs that would be retained and that would be created if the request for financial assistance is granted.

As indicated above, the project is monitored remotely. There are no daily on-site personnel required. Regularly scheduled maintenance will occur semi-annually and will consist of (a) cleaning the panels (no chemicals) and (b) equipment servicing/replacement. All jobs created during the 30-year operational phase will be on a contract basis (landscaping and maintenance) and will be locally sourced to the extent possible.

- 2) The projected timeframe for the creation of new jobs.

The project is currently in the development phase, and there are certain contracted jobs already created (surveying, engineering, sales). The construction phase is expected to be four to six months with a target of commencing construction in the 1st quarter of 2025. Contracted jobs (maintenance and landscaping) during the operational phase would commence upon

completion of the construction phase, which is expected to happen in the 3rd or 4th quarter of 2025.

- 3) The estimated salary and fringe benefit averages or ranges for categories of the jobs that would be retained or created if the request for financial assistance is granted.
-

As indicated above, all jobs created during the 1-30 year operational phase of the project will be on an independent contract basis.

- 4) An estimate of the number of residents of the economic development region as established pursuant to section two hundred thirty of the Economic Development Law, in which the project is located that would fill such jobs. The labor market area defined by the agency (Mid-Hudson Economic Development Region)

Development Phase: 2-3
Construction Phase: 26-35
Operational Phase: 3-4

H.) State whether there is a likelihood that the project would not be undertaken but for the financial assistance provided by the Agency, or, if the project could be undertaken without financial assistance provided by the Agency, a statement indicating why the project should be undertaken by the Agency The financial assistance provided by the Agency, in terms of tax relief, will provide financing parties and investors certainty in project costs that will alleviate some of their risk on a Project.

IV. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A) Job Listings. In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- B) First Consideration for Employment. In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created

as a result of the Project.

- C) Annual Sales Tax Filings. In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D) Annual Employment Reports. The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- E) Absence of Conflicts of Interest. The Applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described.
- F.) The Applicant represents that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.
- G.) The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
- H.) The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- I.) The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

NY FALLSBURG (FRANK BROWN ROAD), LLC

By: Richard Winter, CEO

Date: 11/18/2024

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

Richard Winter, being first duly sworn, deposes and says:

1. That I am the CEO of NY Fallsburg (Frank Brown Road), LLC (collectively, the "Applicant") and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

(NAME)

Subscribed and affirmed to me under penalties of perjury
this 18th day of November, 2024.

Mariah Brown
(Notary Public)

Mariah Brown
Notary Public, State of New York
Registration No. 01BR0030546
Qualified in New York County
Commission Expires November 1, 2028


THIS APPLICATION SHALL BE SUBMITTED WITH (I) TWO CHECKS: ONE COVERING A \$250.00 APPLICATION FEE AND THE SECOND COVERING A \$5,000.00 UP-FRONT ESCROW DEPOSIT; AND (II) APPLICANT'S FORMATION DOCUMENTS (IE: IF A CORPORATION: ITS CERTIFICATE OF INCORPORATION AND BYLAWS; IF A LIMITED LIABILITY COMPANY: ITS ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT; IF A LIMITED PARTNERSHIP: ITS CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT; OR IF A PARTNERSHIP: ITS PARTNERSHIP AGREEMENT TO:

**COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY
Executive Director
548 BROADWAY
MONTICELLO, NEW YORK 12701**

HOLD HARMLESS AGREEMENT

Applicant hereby releases the COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY and the members, officers, servants, agents and employees thereof ("Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

NY FALLSBURG (FRANK BROWN ROAD), LLC


By: Richard Winter, CEO

Date: 11/18/2024

Sworn to before me this
18th day of November, 2024.

Mariah Brown
Notary Public

Mariah Brown
Notary Public, State of New York
Registration No. 01BR0030546
Qualified in New York County
Commission Expires November 1, 2028

EXHIBIT A

Sponsor Equity	\$1,577,363
Tax Equity Investment	\$4,569,725
Debt	\$1,894,199
NYSERDA	\$635,400
Total	\$8,676,687

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on December 16, 2024, at 9:15 a.m. local time at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

The meeting was called to order by Vice Chairperson Kathleen Lara, and, upon the roll being called, the following members of the Agency were:

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

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 _____, and seconded by _____, to wit:

Resolution No. _____ - 24

RESOLUTION OF THE AGENCY APPOINTING NY FALLSBURG (FRANK BROWN ROAD), LLC ("COMPANY") AS ITS AGENT FOR THE PURPOSE OF CONSTRUCTING THE PROJECT (HEREINAFTER DEFINED); MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AND PROJECT AGREEMENT BETWEEN THE AGENCY AND THE COMPANY; AUTHORIZING THE AGENCY TO EXECUTE AN AGENT AND PROJECT AGREEMENT, LEASE TO AGENCY ("LEASE"), LEASEBACK TO COMPANY ("LEASEBACK"), PAYMENT IN LIEU OF TAX AGREEMENT ("PILOT AGREEMENT") AND RELATED DOCUMENTS WITH RESPECT TO THE CONSTRUCTION OF THE

PROJECT

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 November 20, 2024, the Company presented an application to the Agency ("Application"), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of the construction of an approximately 4MWac solar photovoltaic electricity-generating facility that will be interconnected to the New York State Energy and Gas electrical grid ("Project"). New York State Energy and Gas customers that are part of the Company's Community Solar Program shall be sold such electricity from the Project. The Project is new construction and will be comprised of (a) racking to mount the solar modules (such racking generally to be placed on concrete foundations); (b) solar modules; (c) inverters and transformers to sit on a concrete inverter pad; and (d) assorted electrical components and wiring. The solar array will be constructed on one (1) parcel of real estate consisting of approximately 45.35 acres of land on Frank Brown Road, in the Town of Fallsburg ("Town"), County of Sullivan ("County"), State of New York, and identified on the Town tax map as Section 28, Block 1, Lot 18.1 ("Land"); and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of constructing the Project; (ii) negotiate and enter into an Agent and Project Agreement, Lease, Leaseback and PILOT Agreement with the Company (collectively, the "Transaction Documents"); (iii) take and hold a leasehold interest in the Land and the improvements thereon which constitute the Project; and (iv) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) sales tax exemption for purchases related to the construction and equipping of the Project; and (b) a real property tax abatement on increased value resulting from improvements to the Land through the PILOT Agreement; and

WHEREAS, the total Financial Assistance being contemplated by the Agency is less than \$100,000; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York ("SEQR"), the Agency constitutes a "State Agency"; and

WHEREAS, the Agency has determined that the Application, which consists of the installation of a solar array involving the physical alteration of 25 acres or less on a closed landfill, is a Type II action under SEQR and no further action is required; and

WHEREAS, the Agency has given due consideration to the Application of the Company and to representations by the Company that the proposed Financial Assistance is an inducement to the Company to undertake the Project; and

WHEREAS, the Agency has considered the following matters as more fully set forth in its Uniform Tax Exemption Policies:

- A. Permanent private sector job creation and retention;
- B. Estimated value of the tax exemption;
- C. Whether the affected taxing jurisdictions shall be reimbursed by the Company if the Project does not fulfill the purposes for which the exemption was granted;
- D. Impact of Project on existing and proposed business or economic development projects;
- E. The amount of private sector investment generated or likely to be generated by the Project;
- F. Demonstrated public support for the Project;
- G. Likelihood of accomplishing the Project in a timely fashion;
- H. Environmental impact;
- I. Extent to which the Project will require additional services including, but not limited to educational, police, transportation, EMS and fire;
- J. Extent to which the Project will provide additional revenues; and
- K. A Cost/Benefit Analysis; and

WHEREAS, the Agency desires to encourage the Company to advance the job opportunities, health, general prosperity and economic welfare of the people of Sullivan County, New York by providing the contemplated Financial Assistance and undertaking the Project; and

WHEREAS, the Executive Director has negotiated the Transaction Documents with the Company; and

WHEREAS, the Transaction Documents have been prepared by Special Transaction Counsel.

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

Section 1. The Company has presented to the Agency, among other things, an Application in form acceptable to the Agency.

Section 2. Based upon (i) the representations made by the Company to the Agency, and (ii) related documents, the Agency hereby determines that:

- (A) The Project consists of the installation of a solar array involving the physical alteration of 25 acres or less on a closed landfill;
- (B) The Project constitutes a Type II Action under the SEQR 6 NYCCR 617.5(c)(14) and accordingly, no further action is needed;
- (C) The Project qualifies for financial assistance under the Agency's Uniform Tax Exemption Policy.

A copy of this resolution shall together with the attachments thereto be placed on file in the office of the Agency where the same shall be available for public inspection during business hours..

Section 3. The Agency has determined that the proposed Financial Assistance does not exceed the sum of \$100,000.00 and therefore the proposed action is not subject to a public hearing.

Section 4. Based upon representations made by the Company to the Agency, the Agency hereby makes, finds and determines as follows:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) It is desirable and in the public interest for the Agency to (i) acquire a leasehold interest in the Land and improvements constituting the Project; (ii) appoint the Company as its agent for purposes of constructing the Project, and (iii) lease the Land and improvements constituting the Project to the Company pursuant to the Lease, subject to the Leaseback and the PILOT Agreement;
- (C) The Agency has the authority to take the actions contemplated therein under the Act; and
- (D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in the County and otherwise furthering the purposes of the Agency as set forth in the Act.

Section 5. Subject to the Company executing an Agent and Project Agreement in form and substance approved by the Executive Director, the Agency hereby authorizes the Company to proceed with the construction of the Project and hereby appoints the Company as the true and lawful agent of the Agency to construct the Project on behalf of the Agency; with the authority to delegate its status as agent of the Agency to the Company's agents, subagents, contractors, subcontractors, suppliers, vendors and other such parties as the Company may choose. The appointment described above includes the following activities as they relate to the construction of the Project, whether or not the materials, services or supplies described below are incorporated into or become an integral part of the Project; (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the construction of the Project; (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with the construction of the Project; and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Project, including all repairs and replacements of such property. This agency appointment includes the power to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and

in general to do all things which may be requisite or proper for completing the Project, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. The aforesaid appointment of the Company as agent of the Agency to construct the Project shall expire on **March 31, 2026** if the Transaction Documents have not been executed and delivered.

Section 6. Based upon the representation and warranties made by the Company in its Application for Financial Assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$1,187,500.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$95,000.00**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 8. The Transaction Documents which were negotiated by the Executive Director are hereby approved as to form and substance on condition that: (i) the payments under the Leaseback include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company

for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Community Distributed Generation Uniform Tax Exemption Policy.

Section 9. The Chairman or Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Transaction Documents, all with such changes, variations, omissions and insertions as the Chairman or Executive Director of the Agency shall approve, the execution thereof by the Chairman or Executive Director of the Agency to constitute conclusive evidence of such approval.

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed 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 this resolution 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 11. It is hereby found and determined that all formal actions of the Agency concerning and relating to the adoption of this resolution were adopted in an open meeting of the Agency; and that all deliberations of the Agency and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 12. The Executive Director or Special Transaction 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 as may be necessary or convenient to implement the provisions of this resolution.

Section 13. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution 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
Carol Roig	<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

The resolution was 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 16, 2024, at 9:15 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	[]	[]
Carol Roig	[]	[]
Philip Vallone	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]
Ira Steingart	[]	[]
Joseph Perrello	[]	[]

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
Carol Roig	[] 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

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 16th day of December, 2024.

Carol Roig, Secretary

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened on December 16, 2024 at 9:15 a.m. local time at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

The meeting was called to order by Vice Chairperson Kathleen Lara, and, upon the roll being called, the following members of the Agency were:

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

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 _____, and seconded by _____, to wit:

Resolution No. __ - 24

RESOLUTION AUTHORIZING THE AGENCY TO PROVIDE FUNDING TO THE PARTNERSHIP FOR ECONOMIC DEVELOPMENT IN SULLIVAN COUNTY, INC. (“PARTNERSHIP”) FOR THE FOURTH CALENDAR QUARTER OF 2024

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, since 1995, the Agency has contracted for services from the Partnership; and

WHEREAS, the Agency previously authorized execution of an Agreement for services for the four- (4) year period from January 1, 2024 to December 31, 2027 (“Agreement”); and

WHEREAS, the Partnership and the Agency entered into the Agreement, effective January 1, 2024; and

WHEREAS, the Agency desires to authorize a payment for services to the Partnership for the fourth calendar quarter of 2024 in the amount of TWENTY-FIVE THOUSAND and 00/100 (\$25,000.00) Dollars.

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

Section 1. The Agency is hereby authorized to make a payment for services to the Partnership for the fourth calendar quarter of 2024 in the amount of TWENTY-FIVE THOUSAND and 00/100 (\$25,000.00) Dollars.

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, 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 3. 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 Siegel	[] Yes	[] No	[] Absent	[] Abstain
Kathleen Lara	[] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[] 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

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 16, 2024 at 9:15 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	[]	[]
Carol Roig	[]	[]
Philip Vallone	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]
Ira Steingart	[]	[]
Joseph Perrello	[]	[]

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
Carol Roig	[] 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

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 16th day of December, 2024.

Carol Roig, Secretary

RECEIVED
DEC 13 2024
BY: 

Monticello Industrial Park LLC
Deer Park, New York 11729
Attn: President
December 2, 2024

County of Sullivan Industrial Development Agency
548 Broadway
Monticello, NY 12701

Dear County of Sullivan Industrial Development Agency:

Please accept this request to extend the sales tax abatement for Monticello Industrial Park LLC's project located at SBL 130.-1-19.2 of Monticello, Town of Thompson, County of Sullivan.

This project is for (i) acquisition of one (1) parcel of land containing approximately 84 acres located along Rose Valley Road within the Village of Monticello ("Village"), Town of Thompson ("Town"), Sullivan County, New York and identified on the Village tax map as Section 130, Block 1, Lot 19,2 (the "Land"), (ii) construction, installation and equipping of water, sewer, roadway, and drainage infrastructure located on the Land ("Infrastructure Improvements") for future development as a commercial/industrial park; (iii) installation of utilities, electricity, lighting, and connectivity infrastructure (iv) acquisition in and around the Land and the Infrastructure Improvements of certain items of equipment and tangible personal property.

Thank you for your consideration.

Regards,


Cono Cimino

President

Monticello Industrial Park LLC
Deer Park, New York 11729
Attn: President

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened on December 16, 2024 at 9:15 a.m. local time at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

The meeting was called to order by Vice Chairperson Kathleen Lara, and, upon the roll being called, the following members of the Agency were:

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

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 _____, and seconded by _____, to wit:

Resolution No. __ - 24

***RESOLUTION EXTENDING THE SALES TAX ABATEMENT PERIOD
FOR THE MONTICELLO INDUSTRIAL PARK LLC ("COMPANY")
PROJECT FROM JANUARY 1, 2025 THROUGH AND INCLUDING JUNE
30, 2025***

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 August 25, 2022, the Company presented an application to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of the: (i) acquisition of one (1) parcel of land containing approximately 84.57 acres located along Rose Valley Road within the Village of Monticello (“Village”), Town of Thompson, Sullivan County, New York and identified on the Village tax map as Section 130, Block 1, Lot 19.2 (the “Land”), (ii) construction, installation and equipping

of water, sewer, roadway, and drainage infrastructure located on the Land (the “Infrastructure Improvements”) for future development as a commercial/industrial park; (iii) installation of utilities, electricity, lighting and connectivity infrastructure; (iv) acquisition in and around the Land and the Infrastructure Improvements of certain items of equipment and other tangible personal property (the “Equipment” and collectively with the Land and the Infrastructure Improvements, the “Project”); and (v) lease of the Project from the Agency to the Company; and

WHEREAS, on or about December 1, 2022, the Agency and the Company entered into a Master Development and Agent Agreement (“MDAA”) pursuant to which the Agency designated the Company as agent of the Agency; and

WHEREAS, contemporaneously with the execution of the MDAA, the Agency delivered to the Company a Sales Tax Exemption Letter granting a sales tax exemption for purchases related to the construction and equipping of the Project, which letter has expired; and

WHEREAS, the current Sales Tax Exemption Letter expires on December 31, 2024; and

WHEREAS, on or about December 2, 2024, the Company requested that the sales tax abatement period be extended for another six (6) months to expire on June 30, 2025 to continue the construction and equipping of the Project.

NOW, THEREFORE, BE IT RESOLVED, that the sales tax abatement period for the Project be, and hereby is, extended from January 1, 2025 through and including June 30, 2025, and it is further

RESOLVED, that the Chairman or Executive Director of the Agency, each acting individually, are each hereby authorized, on behalf of the Agency, to execute and deliver a sales tax exemption extension letter from January 1, 2025 through and including June 30, 2025 with respect to the Project along with any other documents necessary to effectuate the intent of this Resolution.

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
Carol Roig	[]	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

The resolutions were thereupon duly adopted.

RESOLUTION

A special meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened on December 16, 2024 at 9:15 a.m. local time at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

The meeting was called to order by Vice Chairperson Kathleen Lara, and, upon the roll being called, the following members of the Agency were:

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

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 _____, and seconded by _____, to wit:

Resolution No. __ - 24

RESOLUTION DIRECTING THE RECAPTURE OF SALES AND USE TAX BENEFITS EXCEEDING THE AMOUNT AUTHORIZED FROM FSH LODGE AT NEVERSINK, LLC AND 7491 STATE ROUTE 55 PROPERTY CO., LLC (COLLECTIVELY, THE “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 15, 2022, the Company presented an application to the Agency (“Application”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project consisting of the: (i) acquisition, construction, reconstruction, renovation, rehabilitation, installation and equipping of nine (9) existing buildings

aggregating approximately 30,000 +/- square feet, intended to be used as a wellness retreat including thirty-four (34) guest rooms, spa, restaurant and related amenities (“Buildings”) situate on two (2) parcels of real estate consisting of approximately 229.5+/- acres located at 7491 State Route 55 and Seeman Road, Town of Neversink (“Town”), County of Sullivan, State of New York and identified on the Town tax map as Section 30, Block 1, Lots 39.1 and 39.3 (“Land”); (ii) acquisition, construction and installation thereon and therein of certain furniture, fixtures, machinery, equipment and tools (“Equipment”); (iii) construction of improvements to the Buildings, the Land and the Equipment (collectively, the Buildings, the Land and the Equipment are referred to as the “Project”); and (iv) lease of the Project from the Agency to the Company; and

WHEREAS, on or about April 11, 2022, by duly adopted Resolution No. 15-22, the Agency approved the Application and the Agency agreed to undertake the Project; and

WHEREAS, pursuant to Resolution No. 15-22, the Agency (i) designated the Company as its agent for the purpose of reconstructing, renovating, rehabilitating, installing and equipping the Project; (ii) negotiated and entered into an Agent and Project Agreement dated as of June 1, 2022; (iii) authorized the negotiation and entry into the Lease to Agency (“Lease”), the Leaseback to Company (“Leaseback”) and the Payment in Lieu of Taxation Agreement (“PILOT Agreement”) with the Company; (iv) agreed to hold a leasehold interest in the Land, the improvements and personal property thereon which constitute the Project; and (v) agreed to provide financial assistance to the Company in the form of (a) sales tax exemption for purchases related to the reconstruction, renovation, rehabilitation, installation and equipping of the Project; (b) a real property tax abatement on increased value resulting from improvements to the Land through the PILOT Agreement, which Agreement shall include language permitting the Company to seek enhanced benefits, in accordance with the Agency’s recently amended Tourism Industry Program in the event that the Company or any entity acting on the Company’s behalf, applies to the appropriate governmental authorities and receives all necessary approvals to construct market rate workforce housing at a location at or within twenty-five (25) miles of the Project site, with said location to be determined at a future date, and such market rate workforce housing is actually constructed; and (c) a mortgage tax exemption for financing related to the Project; and

WHEREAS, on or about June 1, 2022, the Agency and the Company entered into an Agent and Project Agreement (“Agent Agreement”) pursuant to which the Agency designated the Company as the Agent of the Project; and

WHEREAS, subsequent to the adoption of Agency Resolution No. 15-22, the Company made application to Walden Savings Bank (“Walden”) for financing in connection with the Project and by Commitment Letter dated June 15, 2022, Walden agreed to loan FSH Holding, LLC for the benefit of the Project the sum of \$7,738,498.00 (the “Loan”) in the form of a twelve-month construction phase of advances which will thereafter convert to permanent financing upon completion of the construction phase of the Project; and

WHEREAS, the Loan was conditioned upon, among other collateral, a first mortgage lien upon the Land, which is subject to the Lease and Leaseback; and

WHEREAS, the Agency authorized execution of one or more mortgages and related documents in favor of Walden as security for the Loan; and

WHEREAS, Sections II and III(G) of the Application for Agency benefits both stated that the requested mortgage recording tax exemption related to the lender financing component of the Project would not exceed \$68,000.00 and Paragraph 4(e) of the Agent Agreement reflected the aforesaid mortgage recording tax exemption limit; and

WHEREAS, without an Agency exemption, the Sullivan County mortgage recording tax associated with the Loan would have exceeded the originally authorized exemption amount and may have reached the sum of \$77,385.00 necessitating the amendment of: i) the Application; ii) Agency Resolution No. 15-22; and iii) the Agent Agreement; and

WHEREAS, Paragraph 7(a) of the Agent Agreement required that all insurance policies procured and maintained by the Company in connection with the Project shall have deductible amounts not exceeding \$2,500.00; and

WHEREAS, the Company requested that given the scope and size of the Project, it is reasonable for such policies to include deductible amounts not exceeding \$10,000.00 and the Agency was of the opinion that \$10,000.00 deductibles under such policies are acceptable; and

WHEREAS, given the overall benefits of the Project as set forth in the findings section of Resolution No. 15-22, the Agency determined that it was in the public interest to (i) accept the amendment of the Application; ii) Amendment of the Agency Resolution No. 15-22; and iii) amend the Agent Agreement to increase the originally authorized mortgage recording tax exemption limit and modify insurance deductibles; and

WHEREAS, on July 11, 2022, by Resolution No. 30-22, the Agency authorized i) the amendment of the Application; ii) Amendment of the Agency Resolution No. 15-22; and iii) amendment the Agent Agreement to increase the originally authorized mortgage recording tax exemption limit and modify insurance deductibles; and

WHEREAS, effective as of July 1, 2022, the Agency and the Company entered into a First Amendment to Agent and Project Agreement to increase the originally authorized mortgage recording tax exemption limit and modify insurance deductibles; and

WHEREAS, the Agency authorized sales and use tax exemption benefits for the Project “not to exceed \$274,888”, which maximum amount was memorialized in the Agent Agreement; and

WHEREAS, the Company, as Agent for the Agency, has exceeded the maximum authorized sales and use tax exemptions for the Project; and

WHEREAS, as contemplated by Section 874 (10)-(12) of the General Municipal Law (“GML”), the Agency established a Project Recapture and Termination Policy which requires the

recapture of financial assistance including sales and use tax exemption amounts exceeding the benefits authorized; and

WHEREAS, in accordance with Section 875(3) of the GML, if the Agency determines sales and use tax exemptions claimed by the Company were in excess of the amounts authorized by the Agency, then the Agency shall recapture such sales and use tax benefits from the Company; and

WHEREAS, Tax Bulletin ST-385 (TB-ST-385) sets forth the procedure to be followed in the event the Agency must recapture sales and use tax exemption benefits claimed in excess of amounts authorized.

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

Section 1. The Agency hereby makes the following findings:

- A. The maximum sales and use tax exemption benefits authorized for the Project were \$274,888; and
- B. The total value of the sales and use tax exemption benefits claimed by the Company were in the amount of \$279,131.27.

Section 2. The Executive Director of the Agency is hereby authorized and directed to recapture the amount of sales and use tax exemption benefits claimed by the Company in excess of the exemption benefit authorized by the Agency, which amount is \$4,243.27.

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 resolution 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
Carol Roig	<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

The resolution was 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 16, 2024 at 9:15 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	[]	[]
Carol Roig	[]	[]
Philip Vallone	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]
Ira Steingart	[]	[]
Joseph Perrello	[]	[]

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
Carol Roig	[] 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

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 16th day of December, 2024.

Carol Roig, Secretary