

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency (“Agency”) was convened on January 13, 2025 at 11:00 a.m. local time at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

The meeting was called to order by Chairman Howard Siegel, and, upon the roll being called, the following members of the Agency were:

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

The following persons were also present:

- Jennifer M. Flad, Executive Director
- Ira Steingart, Chief Executive Officer
- Julio Garaicoechea, Project Manager
- Bethanii Padu, Economic Development Coordinator
- Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by _____, and seconded by _____, to wit:

Resolution No. __ - 25

RESOLUTION AUTHORIZING THE CONSOLIDATION OF FOUR (4) EXISTING EQUIPMENT LEASE AGREEMENTS FROM THE AGENCY TO THE SULLIVAN CATSKILLS REGIONAL FOOD HUB, INC. (“COMPANY”) INTO ONE (1) EQUIPMENT LEASE AGREEMENT

WHEREAS, the Agency was created by Chapter 560 of the Laws of 1970 of the State of New York, as amended pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

WHEREAS, Sullivan Catskills Regional Food Hub, Inc. (“SCRFH”) is a not-for-profit corporation having an address of P.O. Box 1015, Liberty, New York 12754; and

WHEREAS, the Agency has applied for and received numerous grants from the United States Department of Agriculture, for the acquisition of equipment to be leased to SCRFH in furtherance of the development of the Catskills Food Hub; and

WHEREAS, the Agency and SCRFH entered into the following leases, as amended:

(a) Cooler and Freezer Boxes Lease.

- (i) Equipment Lease Agreement (Cooler and Freezer Boxes), effective October 1, 2018 (“2018 Cooler and Freezer Boxes Lease”);
- (ii) First Amendment to Equipment Lease Agreement (Cooler and Freezer Boxes), effective February 1, 2021 (“First Amendment to Cooler and Freezer Boxes Lease”); and
- (iii) Second Amendment to Equipment Lease Agreement (Cooler and Freezer Boxes), effective February 1, 2022 (“Second Amendment to Cooler and Freezer Boxes Lease” and together with the 2018 Cooler and Freezer Boxes Lease and First Amendment to Cooler and Freezer Boxes Lease, the “Cooler and Freezer Boxes Lease”).

(b) Cooler and Freezer Machinery Lease.

- (i) Equipment Lease Agreement (Cooler and Freezer Machinery), effective October 1, 2018 (“2018 Cooler and Freezer Machinery Lease”);
- (ii) First Amendment to Equipment Lease Agreement (Cooler and Freezer Machinery), effective February 1, 2021 (“First Amendment to Cooler and Freezer Machinery Lease”); and
- (iii) Second Amendment to Equipment Lease Agreement (Cooler and Freezer Machinery), effective February 1, 2022 (“Second Amendment to Cooler and Freezer Machinery Lease” and together with the 2018 Cooler and Freezer Machinery Lease and First Amendment to Cooler and Freezer Machinery Lease, the “Cooler and Freezer Machinery Lease”).

(c) Miscellaneous Equipment Lease.

- (i) Equipment Lease Agreement (Miscellaneous), effective October 1, 2018 (“2018 Miscellaneous Lease”);
- (ii) First Amendment to Equipment Lease Agreement (Miscellaneous), effective February 1, 2021 (“First Amendment to Miscellaneous Lease”); and
- (iii) Second Amendment to Equipment Lease Agreement (Miscellaneous), effective February 1, 2022 (“Second Amendment to Miscellaneous Lease” and together with the 2018 Miscellaneous Lease and First Amendment to Miscellaneous Lease, the “Miscellaneous Equipment Lease”).

(d) Generator Lease.

- (i) Equipment Lease Agreement (Generator), effective April 1, 2019 (“2019 Generator Lease”);
- (ii) First Amendment to Equipment Lease Agreement (Generator), effective February 1, 2021 (“First Amendment to Generator Lease”); and
- (iii) Second Amendment to Equipment Lease Agreement (Generator), effective February 1, 2022 (“Second Amendment to Generator Lease” and together with the

2019 Generator Lease and First Amendment to Generator Lease, the “Generator Lease”); and

WHEREAS, on or about February 6, 2023, the Agency, SCRFH, and A Single Bite, a Field of Interest Fund administered by the Community Foundation of Orange and Sullivan, a New York not-for-profit corporation, entered into that certain Omnibus Amendment to Lease Agreements, through which the Cooler and Freezer Boxes Lease, the Cooler and Freezer Machinery Lease, the Miscellaneous Equipment Lease, and the Generator Lease were amended so that the right to use the equipment leased by the Agency to the Company were available for use by both the Company and A Single Bite, among other amendments (the “Omnibus Amendment”); and

WHEREAS, on or about December 19, 2023, SCRFH filed with the New York State Department of State a Certificate of Assumed Name, such that SCRFH is now doing business as A Single Bite; and

WHEREAS, in an effort to reduce the administrative burden on all parties, the Agency and SCRFH wish to consolidate the Cooler and Freezer Boxes Lease, the Cooler and Freezer Machinery Lease, the Miscellaneous Equipment Lease, and the Generator Lease into an Equipment Lease Agreement with such terms as shall be negotiated by the Executive Director and approved by the Agency’s Loan and Lease Committee.

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

Section 1. The Agency’s Chairman or Executive Director, each acting individually, is hereby authorized and directed to execute an Equipment Lease Agreement to consolidate the Cooler and Freezer Boxes Lease, the Cooler and Freezer Machinery Lease, the Miscellaneous Equipment Lease, and the Generator Lease.

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, 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 resolution 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. In recognition of the mission of A Single Bite and the ongoing efforts to introduce

Sullivan County students to locally sourced healthy foods, the Agency shall pay all fees and costs incurred to carry out the intent of these resolutions.

Section 5. 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
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 Assistant 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 January 13, 2025 at 11:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, at which the following members were present:

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

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

Howard Siegel	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Kathleen Lara	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Philip Vallone	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Scott Smith	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Paul Guenther	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Sean Brooks	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Ira Steingart	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain
Joseph Perrello	[ ]	] Yes	[ ]	] No	[ ]	] Absent	[ ]	] Abstain

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 13th day of January, 2025.

Philip Vallone, Assistant Secretary