



Empowering Businesses. Inspiring Growth.

Mary Ellen Rogulski, Chairman • **Edward A. Diana**, Vice Chairman • **James DiSalvo**, Second Vice Chairman
Stephen Brescia, Secretary • **Michael Gaydos**, Assistant Secretary • **John McCarey** • **Denise Quinn**
Laurie Villasuso, Chief Executive Officer • **Vincent Cozzolino**, Managing Director • **Melanie Schouten**, Chief Operating Officer
Edward Januszkiewicz, Chief Financial Officer • **Kevin Dowd**, Attorney • **Russell E. Gaenzle**, Harris Beach

Agenda

Due to the COVID-19 public health crisis, this meeting will be held via video conference.
To watch the livestream, please visit our website: www.ocnyida.com

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on December 10, 2020 at 2:00 p.m. to consider and/or act upon the following:

Order of Business

- **Pledge of Allegiance**
- **Roll Call**
- **Approval of the minutes from November 12, 2020 meeting**
- **Financial Reports and/or Requests for Payments**
- **New and Unfinished Business**
 - Chairman's Report
 - Chief Executive Officer Report
 - Accelerator Report
- **Resolutions**
 - GAM Property Corp.
 - STE Extension Resolution
 - Airport Properties VIII, LLC
 - Final Resolution Extension
- **Other Board Business**
 - South Gate Flats, LTD – Project Status
- **Adjournment**

Dated: December 3, 2020

Stephen Brescia, Secretary

By: Laurie Villasuso, Chief Executive Officer

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

November 12, 2020

A regular meeting of the Orange County Industrial Development Agency was convened via Zoom video conference November 12, 2020 at 1:05P.M.

Chairman Rogulski calls to order the regular meeting of the Orange County IDA, November 12, 2020. (Pledge of Allegiance is recited). Board consists of six members. There is a quorum. Upon roll call, the following were:

PRESENT: Mary Ellen Rogulski, Edward Diana, James DiSalvo, Stephen Brescia, John McCarey, Denise Quinn

ABSENT: Michael Gaydos

ALSO PRESENT: Laurie Villasuso – Chief Executive Officer
Vincent Cozzolino – Managing Director
Melanie Schouten – Chief Operating Officer
Edward Januskiewicz – Chief Financial Officer
Kevin Dowd – IDA Attorney
Russell Gaenzle – Harris Beach
Dean Brady – Tech Management
Michael S. Blustein, Esq. - Blustein, Shapiro, Rich & Barone, LLP
Luigi Kapiti - Orange Inn, LLC
Carly Glassé - Orange Inn, LLC

Minutes

Review of the October 8, 2020 Board meeting minutes. Motion to approve the minutes is made by Mr. DiSalvo, seconded by Mr. McCarey. Motion carries with all in favor.

Financial Reports and/or Requests for Payment

Mr. Januskiewicz reviews the financial reports and requests for payments.

The summary of IDA bank accounts, certificate of deposits, and money market accounts reflect a total of \$6,041,469 as of October 31, 2020.

On the income and expense summary, YTD income is \$543,865 and YTD expenses are \$315,158, with revenues exceeding expenses by \$228,707.

On the income and expense summary for the Business Accelerator, revenues YTD are \$104,763, and expenses are \$2,188,666. Expenses, as anticipated, exceed revenues by \$2,083,903.

The Statement of Net Assets is reviewed. There has been no substantial change in receivables.

Chairman Rogulski asks for a motion to approve the vouchers and payments in the amount of \$23,750.80 for November. Motion made by Mr. McCarey, seconded by Ms. Quinn, that the board accept the financial reports and authorize IDA payments and vouchers. Open for discussion. Affirmative votes of all members present results in motion carried.

Chairman's Report

Chairman Rogulski passes on giving a Chairman's Report

Chief Executive Officer Report

Ms. Villasuso gives the Chief Executive Officer Report.

The Executive Order to allow virtual meetings was extended through December 3rd. This Executive order is signed on a month-to-month basis, and typically on the day of expiration.

Chairman Rogulski, Mr. Cozzolino, and Ms. Villasuso will be attending the E&E Committee meetings on November 16th. They will be presenting on recent OCIDA and Accelerator activities.

Letters providing updates on stalled projects were in the packet. If any extensions or actions are needed regarding these projects, they will be brought to the attention of the Board at the December meeting.

Accelerator Report

Mr. Cozzolino gives the Accelerator Report.

Ziel, an Accelerator fashion manufacturing company, was awarded funds from New York State to produce N95 masks. The production equipment for this new manufacturing line is on order. Management is currently working with the company to make sure the equipment and manufacturing line are efficiently set up. This increase in production has led to the creation of 5 jobs.

Orange Packaging is currently producing millions of gowns. Management has been working with them to automate that process as the company cannot find enough labor to support that level of production.

The CBD regulations for hemp were released. A press event was held in Warwick on the October 27th. This will help the CBD cluster move forward. Urban Extracts will be part of the production of a CBD drink that Pepsi will distribute.

Management is still working with Grace Community Church to see if part of the AI Accelerator space will be a fit for their congregation. The layout of the 2nd floor, that will house AI companies, is under development.

Mr. Gaenzle informs the Board that the work that the Accelerator is doing is not going unnoticed. Other economic organizations in the State have taken notice and discussed what they can do to mirror the success of the OCIDA Accelerator efforts.

Mr. DiSalvo asks if the companies that have pivoted to make the PPE equipment due to COVID will be able to resume pre-COVID production once a vaccine is released and PPE equipment isn't needed.

Mr. Cozzolino states the companies that have take on PPE productions are still producing pre-COVID items. Core business production has started to build back up. Management has been working with these companies on a sustainable post COVID plan.

Chairman Rogulski asks if Urban Extracts is ready to produce the CBD beverage.

Mr. Cozzolino states that Urban Extract is currently working on setting up the production line for this item. They are in the process of acquiring the necessary equipment.

Mr. DiSalvo asks if the AI Accelerator is still valid and has an active interest.

Mr. Cozzolino states that the West Point Military Academy is still very interested, and 3 startup companies are looking to move in as soon as possible.

Mr. DiSalvo states that it would be nice to have an update from Rick Minicozzi regarding the South Gate Flats, LTD project.

Ms. Villasuso states that they have received a mini update from Mr. Minicozzi on the South Gate Flats, LTD hotel property. There have been some hurdles due to COVID and its effect on the hospitality industry. Management will reach out and see if Mr. Minicozzi can attend the December meeting to give an update to the Board.

Resolutions

Clear Key, LLC

Ms. Villasuso states that in the packet there are two letters, one from Clear Key, LLC and one from The Livland Group, explaining the potential transition of ownership. The current owners had put the hotel on the market and The Livland Group is interested in assuming the property and ideally the IDA incentives. They have committed to retaining the job numbers as stated in the original project application.

Michael S. Blustein presents on behalf of The Livland Group.

The investor is a contract vendee. They are taking out a \$12M mortgage but are not seeking a mortgage exemption from the IDA. They are only seeking the transfer of the PILOT benefits. The estimated taxes without the PILOT are about \$300,000, which would make it a non-feasible project given the nature of the current hospitality market due to COVID. Assuming the PILOT assignment is granted, The Livland Group is ready to move forward with the assumption. All the existing jobs will be kept.

Chairman Rogulski asks if The Livland Group understand that there will be annual reporting requirements due to the OCIDA. Any defaults in reporting would be subject to any claw back provisions in the original agreement.

Mr. Blustein states that they have been informed of that requirement.

Chairman Rogulski states that it is important that this is understood as the incentives granted were based on the anticipated creation of jobs.

Mr. Gaenzle states that should the Board approve the Assignment and Assumption, the Livland Group will have to assume all the obligations, as well as the rights, under the existing documents. As a result, those job requirements will remain in place.

Resolution – Assignment and Assumption

Mr. Dowd reads aloud the Clear Key, LLC Resolution. Resolution authorizing the Orange County Industrial Development Agency to execute all necessary documents in connection with the conveyance of the project and the project documents to Blooming Grove Hotel, LLC. Motion is made by Mr. Brescia, seconded by Mr. McCarey. Roll call is taken. All vote in favor.

Amy's Kitchen, Inc.

Ms. Villasuso states that Amy's Kitchen currently has a Sales and Use Tax Exemption that is set to expire on December 31, 2020. They are looking for an extension until April 30, 2022. The anticipated project completion date is set for May 1, 2022, as per their letter. The letter also provides the following project status updates: all off-site traffic and utility improvements have been completed, the bridge installation and site grading has concluded, substantial progress with the building, infrastructure, and process design for the main building and wastewater pre-treatment plant has been made. To date, the Company has an out-of-pocket investment in the Project of \$13,150,000. Assuming no further delays, building construction will commence in Spring 2021. Typically, it is not recommended to approve extensions for more than one year, but since they are only requesting an additional 4 months, it will save the Board time and effort to grant the extension until April 30, 2022.

Mr. Brescia asks if there is any update regarding the progress on the Heritage Trail.

Ms. Villasuso states that no request for payment has been received by the OCFC.

Mr. Januszkiewicz states that he has reached out to his contact with the County and will be touching base with him on Monday.

Mr. DiSalvo asks if the approval of the additional 4 months for Amy's will set a precedent.

Ms. Villasuso states that due to the fact that it's not even an additional half year that it shouldn't set expectations for future requests.

Chairman Rogulski states that due to COVID, it is assumed that construction was put on hold for some time in the Spring. She asks if they are working on both the building and production facility.

Ms. Villasuso states that Amy's is working on the Church and currently the site of the future production facility.

Resolution – STE Extension

Mr. Dowd reads aloud the Amy's Kitchen, Inc. Resolution. Resolution authorizing the Orange County Industrial Development Agency (the "agency") authorizing the extension of the sales and use tax exemption benefits granted to Amy's Kitchen, Inc. (the "company") through April 30, 2022, and the execution of related documents. Motion is made by Mr. DiSalvo, seconded by Mr. McCarey. Roll call is taken. All vote in favor.

Orange Inn, LLC

Ms. Villasuso states that Orange Inn, LLC submitted a project application for Limoncello at the Orange Inn in Goshen. The request is for an incentives package to help renovate the property and expand their services to include a hotel and small conference center. They are requesting a Sales and Use Tax Exemption, potentially a Mortgage Recording Tax Exemption, and a PILOT.

Luigi Kapiti presents on behalf of Orange Inn, LLC.

Mr. Kapiti purchased the historic property in 2006. The building was operating as a restaurant and short-term living quarters. The restaurant was closed for 6 months and underwent major renovations. It was challenging to remove the tenants to do proper renovations on the upper levels. Over time, the rooms were rehabbed, but never to the full extent that was desired. The restaurant has become a focal point in the Village hosting 100s of special events over the years. Bills and taxes have increased, leading to a need to expand the services to include a hotel and small conference center. It is an ideal time as it is anticipated that Goshen will experience a period of growth over the next few years. If approved, the incentives will help with the expansion and renovations, and ultimately lead to the creation of jobs.

Mr. Brescia asks if there is adequate parking at the venue to accommodate the expansion.

Mr. Kapiti states that the rear parking lot accommodates 30 cars. Valet parking will be offered, and additional street parking is available on the weekends and after 5pm during the week when the local government employees are not working. He does not foresee any issues.

Chairman Rogulski asks if the project has received approval from the Village.

Mr. Kapiti states that plans have been approved by the Village.

Chairman Rogulski asks how a PILOT may apply to a project like this if the footprint isn't changing.

Ms. Villasuso states that should the project receive initial approval, the application will be sent to the Orange County Office of Real Property and they will help to determine the value of the PILOT. Though the footprint isn't expanding, the value of the property would increase due to the renovations. The Sale and Use Tax Exemption would also be very valuable to this project.

Chairman Rogulski asks if any incentivized PILOT would only abate the increased value of the property.

Ms. Villasuso confirms that they can only abate the difference from what exists now and the increased value. If granted initial approval today, it would authorize a public hearing. Additionally, support letters are needed from the Village.

Mr. Gaenzle states that virtual meetings and public hearings have been approved on a month by month basis. It is likely that the public hearing can be conducted on Zoom. Due to the second wave of COVID, it is unlikely that the Governor will require that it be an in-person public hearing.

Chairman Rogulski states that she thinks that property improvement would be a great asset for Goshen. Mr. Kapiti has done a good job to date with the property.

Ms. Villasuso states for the scoring criteria, this project received a 5 for strategic vision (development is encourage as a result of COVID), 1 for ratable value, 3 for number of jobs created, 1 for quality of jobs (as some are minimum wage), 1 for location (as it is not located in a designated growth zone), and 3 for desirability (renovation of a historic site). The total score is a 14. The project would still be eligible for a medium and sector-based PILOT.

Mr. Diana states that he supports the incentives, and the work Mr. Kapiti has already put into this historic location.

Mr. Brescia states he also supports incentivizing the project. The restoration of that building has brought positive business to the Village of Goshen.

Resolution – Initial

Mr. Dowd reads aloud the Orange Inn, LLC. Initial Resolution. Resolution of the Orange County Industrial Development Agency (i) accepting the application of Orange Inn, LLC with respect to a certain project, (ii) describing the forms of financial assistance being contemplated by the Orange County Industrial Development Agency with respect to such project and (iii) authorizing a public hearing with respect to such project. Motion is made by Mr. DiSalvo, seconded by Mr. Diana. Roll call is taken. All vote in favor.

Other Board Business

NYTT, LLC

Ms. Villasuso states that in the packet there was a notice regarding overdue taxes for the NYTT, LLC project. The PILOT for this project expires on December 13, 2020. As a result, nothing can be done to recapture or terminate this project. This is project that has failed to respond to the audit for almost the entirety of its PILOT in conjunction with always paying tax bills late. Attention it brought to this situation as a reminder that as the IDA approaches the 2020 audit time, late and incomplete submissions will not be taken lightly.

Adjournment


Meeting called for adjournment, motion made by Mr. Brescia, seconded by Mr. DiSalvo, the time being 1:49p.m.

Dear Mrs. Schouten, and the Orange County IDA Board,

Please be advised that I am confirming receipt of your letter dated October 19, 2020. Your letter includes reference to the inability to monitor our employment numbers. In this regard, we will gladly provide you with quarterly and/or annual reports NYS-45 which will verify that we have and will continue to create the jobs we promised to Orange County in the outlined timeline. As you stated, the "...incentives were granted to you by the IDA for the purposes of completing the project as well as for the prospect of your company creating 13 permanent jobs within three years of completion of the project."

As you are aware, the project has been completed and we are currently exceeding employment expectations and anticipate continuing to do so. If generating jobs is the mission and concern, we are of one mind, united in the goal to support job creation in Orange County. In the event we do not create the 13 jobs promised, we will happily return any benefits we have received from the IDA. Accordingly, we look to provide the IDA with the information and knowledge that supports this mission, while also permitting a fair chance to a start up company that is clawing its way through the complications and expenses of a pandemic. I look forward to alleviating the IDAs concern by providing employment verification such as our most recent filing which is attached to this letter.

Regards,

A handwritten signature in black ink, appearing to read "Michael Kraai".

Michael Kraai, CPA

Founder, and Partner in Orange County Job Creation



November 23, 2020

King Zak Industries
3 Police Drive
Goshen, NY 10977

Melanie Schouten
Orange County I.D.A.
4 Crotty Lane
New Windsor, NY 12553

Hello Melanie,

As per our call earlier today, King Zak Industries is requesting an extension of the sales tax exemption for one year as we continue with our expansion.

Sincerely,

Aron Saperstein

The Party Professionals!

Motion By: Schreibeis
Seconded By: Brescia

FINAL RESOLUTION
(Airport Properties VIII, LLC Project)

A regular meeting of the Orange County Industrial Development Agency was held on March 14, 2019 at 2:00 p.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of Airport Properties VIII, LLC (the "Company").

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO (i) TAKE A LEASEHOLD INTEREST IN AN AGGREGATE APPROXIMATELY 3.50±-ACRE PARCEL OF LAND LOCATED AT 11010 D STREET IN THE TOWN OF NEW WINDSOR, ORANGE COUNTY, NEW YORK (THE "LAND"); (ii) APPOINT AIRPORT PROPERTIES VIII, LLC (THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (iii) NEGOTIATE AND EXECUTE A LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED TAX AGREEMENT; (iv) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, (B) A PARTIAL REAL PROPERTY TAX ABATEMENT THROUGH THE TAX AGREEMENT; AND (C) IF NECESSARY, A MORTGAGE RECORDING TAX EXEMPTION FOR FINANCING RELATED TO THE PROJECT; AND (v) EXECUTE RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **AIRPORT PROPERTIES VIII, LLC**, for itself or on behalf of an entity to be formed (collectively, the "Company"), has submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (A) the acquisition by the Agency, of a leasehold interest in an approximately 3.50±-acre parcel of land located at 11010 D Street in the Town of New Windsor, Orange County, New York (the "Land"); (B) the construction on the Land of an approximately 43,000

square-foot Fairfield Inn & Suites by Marriott hotel comprised of 80-units (the "Improvements"); and (C) the acquisition and installation in, on and around the Improvements of certain items of equipment and other tangible personal property, including, but not limited to, furniture and fixtures (collectively, the "Equipment" and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on January 22, 2019, at 10:00 a.m. local time, in the NW Court Room at the New Windsor Town Hall, 555 Union Avenue, New Windsor, New York 12553, the Agency held a public hearing with respect to the Project and the proposed financial assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. A copy of the Minutes of the Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions ten (10) days prior to said Public Hearing are attached hereto as Exhibit A; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of acquiring, constructing, renovating and equipping the Facility pursuant to an agent agreement (the "Agent Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and tax agreement (the "Tax Agreement") with the Company, (iii) take a leasehold interest in the Land, the Improvements, the Equipment and personal property constituting the Project (once the Lease Agreement, Leaseback Agreement and Tax Agreement have been negotiated), and (iv) provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (b) a partial real property tax abatement through the Tax Agreement, and (c) if necessary, a mortgage recording tax exemption for financing related to the Project; and

WHEREAS, the Company has represented to the Agency that the Project is located near several tourist destinations, including, but not limited to, West Point Military Academy, The Castle Fun Center, Legoland Discovery Center and Woodbury Common Premium Outlets, which attract a significant number of visitors from outside the economic development region (as established by section two-hundred thirty of the New York State Economic Development Law), and the Facility will provide lodging service to these destinations, therefore, constituting a "tourism destination" as defined in Section 862(2) of the Act.

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Lease Agreement, Leaseback Agreement, Tax Agreement and related documents have been negotiated and are presented to this meeting for approval and execution.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(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; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project; and

(C) The Agency has the authority to take the actions contemplated herein 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 Orange County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(F) Pursuant to Section 862 of the Act, the Project constitutes a "retail" project. Based on representations made by the Company to the Agency, the Agency hereby finds that the Project is likely attract a significant number of visitors from outside the economic development region, which includes Orange County, Dutchess County, Putnam County, Rockland County, Sullivan County, Ulster County and Westchester County, as established by section two-hundred thirty of the New York State Economic Development Law and therefore constitutes a "tourism destination" under the Act; and

(G) The Project involves an Unlisted Action under SEQRA as that term is defined by 6 NYCRR §617.2(ak). The Agency is acting as Lead Agency pursuant to SEQRA and conducting an Uncoordinated Review pursuant to 6 NYCRR §617.6. Based upon a thorough and comprehensive review by the Agency of the Application, Short Environmental Assessment Form and related documents delivered by the Company to the Agency, as well as other representations made by the Company to the Agency in connection with the Project, the Agency hereby finds that the Project will result in no potential significant adverse environmental impacts

requiring the preparation of an environmental impact statement for the action. Thus, the Agency issues a Negative Declaration for the action pursuant to 6 NYCRR 617.7 of SEQRA.

Section 2. Subject to the Company executing the Agent Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the Agent Agreement shall expire on December 31, 2020 (unless extended for good cause by the Chief Operating Officer of the Agency) if the Lease Agreement, Leaseback Agreement and Tax Agreement contemplated have not been executed and delivered.

Section 3. Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$5,500,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$446,875**. 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. 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, shall (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 4. The Chairman, Vice Chairman and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency and (B) the related Leaseback Agreement conveying the Project back to the Company; provided, that, the rental payments under the Leaseback Agreement 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.

Section 5. The Chairman, Vice Chairman and/or Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and Tax Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency, if any, to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Operating Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Chief Operating Officer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 6. 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 7. These Resolutions shall take effect immediately.

[Remainder of Page Intentionally Left Blank]

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Mary Ellen Rogulski	✓			
John Steinberg, Jr.	✓			
Stephen Brescia	✓			
Edward A. Diana			✓	
Robert S. Schreibeis, Sr.	✓			
James DiSalvo	✓			
Michael Gaydos	✓			

The Resolutions were thereupon duly adopted.

[Remainder of Page Intentionally Left Blank]

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Secretary of the Orange County Industrial Development Agency, DO HEREBY CERTIFY:

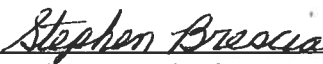
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 14, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 14th day of March, 2019.



Stephen Brescia, Secretary