

Motion By: G. Paladino
Seconded By: S. Walski

AUTHORIZING RESOLUTION

(Consent to Easement Agreements and Release of Portion of Property)

WHEREAS, the Orange County Industrial Development Agency (“Agency”) is a party to a certain Sublease Agreement and Subleaseback Agreement, both dated July 26, 2021, and associated project documents, including, but not limited to that certain PILOT Agreement, each dated as of July 26, 2021 (“IDA Closing Documents”) which affect the Property located at 40-95 John Hicks Drive, Warwick, NY (“Property”); and

WHEREAS, the Property is comprised of the following parcels: 40-90 John Hicks Drive, also known as Section 46, Block 1, Lot 48.22 on the Official Tax Map of the Town of Warwick (“Lot 48.22”), and 95 John Hicks Drive, also known as Section 46, Block 1, Lot 48.21 on the Official Tax Map of the Town of Warwick (“Lot 48.21”); and

WHEREAS, GTI Warwick Opportunities, LLC (“GTI”) is the fee simple owner of the Property; and

WHEREAS, Orange and Rockland Utilities, Inc. (“O&R”) intends to construct and operate certain underground electric transmission and distribution lines, telecommunications lines, and other related facilities and appurtenances, including but not limited to an access road to access the aforementioned lines and other related facilities and appurtenances (“O&R Facilities”) on a portion of Lot 48.22, for which O&R will require an easement; and

WHEREAS, in connection with the O&R Facilities, O&R will also require an access easement over Lot 48.22 to access the O&R Facilities; and

WHEREAS, O&R is constructing the O&R Facilities in connection with the development of an electric substation on Lot 48.21; and

WHEREAS, GTI desires to convey to O&R, and O&R desires to purchase from GTI, Lot 48.21, in accordance with that certain Purchase and Sale Agreement, dated July 9, 2024, between such parties; and

WHEREAS, in connection with such conveyance, GTI has requested that the IDA release Lot 48.21 from the Property that is currently subject to the IDA Closing Documents; and

WHEREAS, the portion of the Property on Lot 48.22 that O&R intends to utilize for the O&R Facilities (“Facilities Easement Area”) is shown as the cross-hatched area on that certain drawing entitled “State School Road Substation, Proposed Underground Distribution Easement Town of Warwick Tax Lot 46-1-48.22 Orange County, New York,” prepared by Colliers Engineering & Design, dated November 8, 2024, last revised January 17, 2025 (“Facilities Easement Map”); and

WHEREAS, the portion of the Property on Lot 48.22 that O&R intends to utilize for access to the O&R Facilities (“Access Easement Area,” together with the Facilities Easement Area, the “Easement Areas”) is shown as the cross-hatched area on that certain drawing entitled “State School Road Substation, Distribution Conduits Easement for Lots 7 & 8, Town of Warwick, Orange County, New York,” prepared by Colliers Engineering & Design, dated January 10, 2024 (“Access Easement Map,” together with Facilities Easement Map, the “Easement Maps”); and

WHEREAS, GTI and O&R desire to enter those certain easement agreements setting forth the parties’ rights and obligations with respect to O&R’s use of the Easement Areas, as well as certain access and other rights in connection with O&R’s use of the Easement Areas (“Easement Agreements”); and

WHEREAS, the Agency has been asked to consent to: (a) the Easement Agreements and to subordinate its interest in the Property to the Easement Agreements to facilitate the O&R Facilities and associated access; and (b) the release of Lot 48.21 from the Property that is currently subject to the IDA Closing Documents and sale of Lot 48.21 to O&R; and

WHEREAS, the Agency is willing to grant such consent based upon the terms of the Easement Agreements.

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

Section 1. The Agency hereby consents to: (a) the execution and recording of the above-described Easement Agreements, and to subordinate its interest in the Property to the Easement Agreements, draft copies of which are attached to this Resolution, and which draft Easement Agreements contain their respective Easement Maps as Schedule B, and a metes and bounds description of the Easement Areas as Schedule A; and (b) the release of Lot 48.21 from the Property currently subject to the IDA Closing Documents (including, but not limited to the PILOT Agreement), and upon such release the sale of Lot 48.21 from GTI to O&R.

Section 2. The Chairperson, Vice Chairperson and/or the Chief Executive Officer of the Agency are hereby authorized and directed, on behalf of the Agency, to execute and deliver any and all documents necessary to effectuate the consent to the Easement Agreements and release of Lot 48.21 from the Property, and to do all things necessary, convenient or appropriate for the accomplishment of the purposes of this Resolution.

Section 3. The IDA determines that the proposed action for a previously approved project regarding the Property is a Type II Action pursuant to SEQRA, involving “continuing agency administration,” which does not involve “new programs or major reordering of priorities that may affect the environment” (6 N.Y.C.R.R. §617.5(c)(26)), and therefore no findings or determination of significance are required under SEQRA.

Section 4. 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:

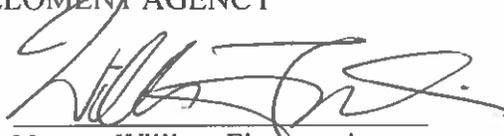
	Yea	Nay	Absent	Abstain
Jeffrey D. Crist	✓			
Dean Tamburri			✓	
Vincent Odock			✓	
Marc Greene	✓			
Linda Muller	✓			
Giovanni Palladino	✓			
Susan Walski	✓			

The Resolution was thereupon duly adopted.

Date: September 25 2025
 Resolution: MB

CERTIFIED to be a true and correct copy of the resolution adopted on September 25, 2025 by the Members of the Board of the Orange County Industrial Development Agency.

ORANGE COUNTY INDUSTRIAL
 DEVELOPMENT AGENCY

By: 
 Name: William Fioravanti
 Title: Chief Executive Officer