

RESOLUTION REGARDING INDEPENDENT STATE MONITOR

WHEREAS, the Orange County Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18A and Section 912 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the "Act"); and

WHEREAS, GML Section 912 authorizes the appointment of an independent monitor (the "Monitor") to provide guidance and technical assistance related to the policies, practices, programs, and decisions of the Agency; and

WHEREAS, the Agency received an application for financial assistance from Scannell Properties #600, LLC and Amazon.com Services LLC (collectively, the "Company") for a proposed project consisting of the demolition of the existing underutilized properties and redevelopment and construction of a 3,200,000 sq ft building, located at 22 McBride Road, Slate Hill, New York 10973 (the "Premises") as well as the acquisition and installation of new equipment, fixtures, and furnishings, in the Town of Wawayanda, Orange County, New York (collectively with the Premises, the "Project"); and

WHEREAS, on October 23, 2025 the Agency approved an Authorizing Resolution to provide financial assistance to the Company in the form of: (i) on behalf of Scannell Properties #600, LLC, exemptions of up to \$18,821,250 for State and Local Sales Taxes that would otherwise be due with respect to Project costs for qualified expenditures in an amount of up to \$225,000,000; and (ii) on behalf of Amazon.com Services LLC, exemptions of up to \$12,187,500 for State and Local Sales Taxes that would otherwise be due with respect to Project costs for qualified expenditures in the amount of \$150,000,000.00, as well as a fifteen (15) year Payment in Lieu of Taxes (PILOT) Agreement; and

WHEREAS, General Municipal Law Section 912(3)(f)(vi) permits the Independent State Monitor ("Monitor") to notify the Agency that a violation of policy or law has occurred within seventy-two (72) hours of any Agency approval of financial assistance; and

WHEREAS, the Monitor, the Agency, and the Company entered into a tolling agreement whereby the Monitor's seventy-two (72) hour time period within which to notify the Agency of a violation would not commence until the Agency and Company responded to the Monitor's inquiries regarding the project; and

WHEREAS, the Agency and the Company provided the Monitor with their response to the Monitor's inquiries on November 5, 2025, thereby starting the Monitor's seventy-two (72) hour time period to review the Authorizing Resolution, which expired on November 10, 2025; and

WHEREAS, the Monitor did not notify the Agency that a violation of policy or law occurred in connection with the Authorizing Resolution on or before November 10, 2025;

WHEREAS, the Monitor attempted to provide the Agency with a purported Notice of Violation on November 25, 2025, approximately fifteen (15) days after time to do so had expired;

NOW, THEREFORE, be it resolved by the Orange County Industrial Development Agency as follows:

Section 1. As a result of the Monitor's failure to timely notify the Agency of a purported Notice of Violation, the Agency hereby resolves to authorize its General Counsel, Bleakley Platt & Schmidt, LLP, and the Agency's Executive Director, in the name and on behalf of the Agency, to do all acts and things required or provided for, including but not limited to litigation: (i) to have the purported Notice of Violation deemed to be null and void; and (ii) to have the current Monitor removed by the New York State Inspector General.

Adopted: December 17, 2025

Motion made by Marc Greene; seconded by Giovanni Palladino

VOTE:

Jeffrey D. Crist – Chairman	AYE _____	NAY _____ <i>Absent</i>
Dean Tamburri - Vice Chairman	AYE <u>✓</u>	NAY _____
Vincent Odock – Secretary	AYE <u>✓</u>	NAY _____
Marc Greene - Board Member	AYE <u>✓</u>	NAY _____
Linda Muller - Board Member	AYE <u>✓</u>	NAY _____
Giovanni Palladino - Board Member	AYE <u>✓</u>	NAY _____
Susan Walski - Board Member	AYE <u>✓</u>	NAY _____

CERTIFIED to be a true and correct copy of the resolution adopted on December 17, 2025 by the Members of the Board of the Orange County Industrial Development Agency.

ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By:

A handwritten signature in black ink, appearing to read "William Fioravanti", written over a horizontal line.

Name: William Fioravanti

Title: Chief Executive Officer