

## APPROVING RESOLUTION

A regular meeting of the Orange County Industrial Development Agency held on November 15, 2023 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by Dean Tamburri and upon the roll being duly called, the following members were:

**MEMBERS PRESENT:** D. Tamburri, J. Criost, M. Greene, G. Palladino, S. Walski, V. Odock

**THE FOLLOWING PERSONS WERE ALSO PRESENT:** W. Fioravanti, K. Reilly, S. Katzoff, J. Rpias, B. Leentjes, M. Baioer, R. Baier

The following Resolution was offered by Susan Walski and seconded by Dean Tamburri:

**RESOLUTION (i) DETERMINING THAT CERTAIN MODIFICATIONS TO THE ORIGINAL PROJECT CONSTITUTE A PROJECT; (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE MODIFICATIONS (AS DEFINED BELOW) AND THE ADDITIONAL FINANCIAL ASSISTANCE ASSOCIATED THEREWITH; AND (iii) AUTHORIZING THE EXECUTION OF ANY AND ALL NECESSARY DOCUMENTS TO EFFECUTATE THE REAPPOINTMENT**

**WHEREAS**, the Orange County Industrial Development Agency (the "**Agency**") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "**State**"), as amended, together with Chapter 390 of the Laws of 1972 of the State of New York, as amended from time to time (collectively, the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, for the purpose of promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living; and

**WHEREAS**, at the request of X, LLC, 717 LLC AND BAZS, LLC (collectively, the "**Company**"), by resolution adopted April 14, 2016 (the "**Final Resolution**") the Agency agreed to undertake a project (the "**Original Project**") consisting of: (A) the acquisition or retention by the Agency of a leasehold interest in a portion of a parcel of land located at 109-115 Brookside Avenue in the Village and Town of Chester, Orange County, New York [TMID #s: Part of 107-2-14.2, Part of 107-2-15 and Part of 2-1-61.2] (collectively, the "**Land**") and the existing improvements thereon consisting principally of two 18-hole mini-golf courses, go-kart track, climbing wall, arcade, batting cages, a roller skating rink, laser tag area, 200-seat restaurant, rock climbing area and indoor arcade (collectively the "**Existing Improvements**"); (B)(i) the removal

of the existing batting cages to make room for new rides and (ii) the construction on the Land of an approximately 15,000 square-foot addition to the existing building to accommodate new rides, arcade equipment, inflatable bounces, digital billboards and related improvements and equipment in furtherance of the Company's existing amusement park (collectively, the "**Original Improvements**"); (C) the acquisition in and around the Improvements of certain items of equipment, machinery and other tangible personal property (the "**Original Equipment**" and, collectively with the Land, the Existing Improvements and the Original Improvements, the "**Original Project Facility**"); and (D) the granting of certain financial assistance in the form of exemptions from real estate taxes, State and local sales and use tax and mortgage recording tax, if necessary (collectively the "**Financial Assistance**"); and

**WHEREAS**, the Company and Agency entered into a lease transaction, dated as of April 1, 2016, to effectuate the undertaking of the Original Project and the conference of the approved Financial Assistance (the "**Lease Transaction**"). As part of the Lease Transaction for purposes of undertaking and completing the Original Project Facility, the Company was awarded an amount not to exceed \$162,500 in exemptions from State and local sales and use tax; and

**WHEREAS**, the Company is requesting certain modifications to the scope of the Original Project to address a change in need based upon the passage of time. The requested changes to the Original Project include: (i) the addition of another level to the planned 15,000 square-foot addition to the existing building, thereby increasing the total size to 26,000 square feet which will house a roller skating rink and 12 bowling lanes; and (ii) to modify the go kart track to rise 35 feet near the highway to accommodate the additional building size ((i) and (ii) collectively, the "**Modifications**"); and

**WHEREAS**, the Original Project costs were estimated at \$2,750,000. Given higher interest rates and cost of materials, the current cost of the Original Project, with the Modifications, is estimated at \$5,980,000; and

**WHEREAS**, as such, the Company is also requesting the Agency consider an increase in their Financial Assistance to account for the increased costs of the Original Project as modified by the Modifications and are asking for: (i) an increase in exemptions from State and local sales and use taxes in an amount not to exceed \$178,750; and (ii) an amendment to the Tax Agreement between the Company and the Agency dated as of April 1, 2016, as amended by First Amendment to Tax Agreement dated as of June 1, 2017 to reflect the Modifications set forth herein (the "**Additional Financial Assistance**"); and

**WHEREAS**, the Company advised that assuming approval, the Modifications should be complete in November of 2024; and

**WHEREAS**, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "**SEQRA**"), the Agency is required to make a determination whether the "action" (as said quoted term is defined in SEQRA) to be taken by the Agency may have a "significant impact on the environment" (as said quoted term is utilized in SEQRA), and the preliminary agreement of the

Agency to undertake the Project constitutes such an action; and

**WHEREAS**, the approval of the Modifications and the provision of the Additional Financial Assistance would constitute an "action" under SEQRA; and

**WHEREAS**, the Agency is not now making any determination relative to the Modifications or the provision of Additional Financial Assistance.

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

**SECTION 1.** The Company has presented its request for Additional Financial Assistance in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency, including but not limited to there being no event of default under the Lease Documents (as defined herein), 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) The Modifications constitute a "project" within the meaning of the Act;

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The Additional Financial Assistance contemplated with respect to the Modifications consists of assistance in the form of increased exemptions from State and local sales and use tax and an amendment to the Tax Agreement to reflect the Modifications. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

**SECTION 2.** Each the Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to hold a public hearing pursuant to Section 859-a of the Act. solely with respect to the Modifications and the Additional Financial Assistance requested with respect thereto, shall be scheduled with notice thereof published, and such notice, as applicable, shall further be sent to affected tax jurisdictions within which the Project is located. The Agency is taking no action at this time on the Company's request for the Modifications or the Additional Financial Assistance.

**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.** The Secretary, Chief Operating Officer or the Chief Executive Officer of the Agency is hereby authorized to and may distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

**SECTION 5.** This Resolution shall become effective immediately.

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

	<u><b>Yea</b></u>	<u><b>Nay</b></u>	<u><b>Absent</b></u>	<u><b>Abstain</b></u>
Dean Tamburri	X			
Vincent Odock	X			
Marc Greene	X			
Giovanni Palladino	X			
James Rinaldi			X	
Susan Walski	X			
Jeffrey D. Crist	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF ORANGE                 )

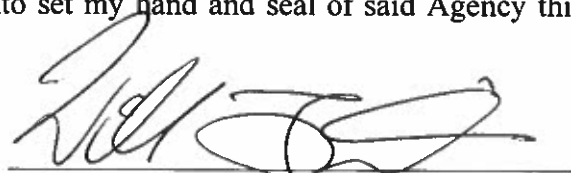
I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY:**

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 November 15, 2023, with the original thereof on file in the office of the Agency, 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 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 15<sup>TH</sup> day of November, 2023.

  
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William Fioravanti, Chief Executive Officer

(S E A L)