

RESOLUTION

A regular meeting of the Orange County Funding Corporation held on November 16, 2022 at 5:00 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 the Chair and upon the roll being duly called, the following members were:

MEMBERS PRESENT: Michael Torelli, Dean Tamburri, Vincent Odock, Marc Greene, Giovanni Palladino, James Rinaldi, Susan Walski

THE FOLLOWING PERSONS WERE ALSO PRESENT: William Fioravanti, Marty Borrás, Susan Katzoff, Esq. (via Zoom), Dennis Brady, A/V (via Zoom)

The following Resolution was offered by Susan Walski and seconded by Giovanni Palladino:

RESOLUTION OF THE ORANGE COUNTY FUNDING CORPORATION TO APPROVE HODGSON RUSS LLP AS BOND COUNSEL TO THE CORPORATION

WHEREAS, the Orange County Funding Corporation (the "*Corporation*") is a not-for-profit corporation whose purposes are, among others, to lessen the burdens of government and to act in the public interest; and

WHEREAS, the Corporation issued a request for proposal on September 15, 2021 ("*RFP*"); and

WHEREAS, the Corporation received five (5) responses to the RFP and interviewed five (5) respondents; and

WHEREAS, after reviewing all responses and conducting interviews, the Corporation wishes to hire Hodgson Russ LLP as its Bond Counsel in accordance with its response to the RFP.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ORANGE COUNTY FUNDING CORPORATION AS FOLLOWS:

SECTION 1. The Corporation hereby approves the hiring of Hodgson Russ LLP (the "*Firm*") as Bond Counsel, effective as of August 17, 2022, and the execution and delivery of an engagement letter with the Firm satisfactory to the Corporation.

SECTION 2. The Executive Director is hereby authorized to negotiate and execute the engagement letter in substantial accordance with the terms outlined in the Firm's response to the RFP.

SECTION 3. The Secretary, Chief Operating Officer or the Executive Director of the Corporation is hereby authorized to and may distribute copies of this Resolution 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 Corporation where the same shall be available for public inspection during business hours.

SECTION 4. This Resolution shall take effect immediately.

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

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Michael Torelli	X			
Dean Tamburri	X			
Dr. Vincent Odock	X			
James Rinaldi	X			
Susan Walski	X			
Marc Greene	X			
Giovanni Palladino	X			

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) SS:

I, the undersigned Chief Executive Officer of the Orange County Funding Corporation,
DO HEREBY CERTIFY:


That I have compared the foregoing extract of the minutes of the meeting of the Orange County Funding Corporation (the " Corporation ") including the resolution contained therein, held on November 16, 2022, with the original thereof on file in the office of the Corporation, and that the same is a true and correct copy of the proceedings of the Corporation 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 Corporation 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 Corporation 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 Corporation
this 30 day of January.



William Fioravanti, Chief Executive Officer

(S E A L)