

Motion By: Tambarri  
Seconded By: Spencer

### **AUTHORIZING RESOLUTION**

*(Project conveyance from Crystal Run Village Inc. to  
Adapt of the Hudson Valley, Inc.)*

A regular meeting of The Orange County Funding Corporation was held on February 16, 2022, at 5:30 p.m. (local time), at the Orange County Government Center, 255 Main Street, Goshen, New York.

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to an existing project for the benefit of Crystal Run Village Inc.

**RESOLUTION AUTHORIZING THE ORANGE COUNTY FUNDING CORPORATION TO EXECUTE ALL NECESSARY DOCUMENTS IN CONNECTION WITH THE CONVEYANCE OF THE PROJECT AND THE PROJECT DOCUMENTS (AS DEFINED BELOW) TO ADAPT OF HUDSON VALLEY, INC.**

WHEREAS, by Bond Resolution duly adopted by THE ORANGE COUNTY FUNDING CORPORATION (the "Issuer") on November 14, 2018, the Issuer authorized the issuance of Tax Exempt Revenue Bonds in an amount not to exceed \$15,000,000 (the "Bonds") and the execution of certain documents with respect to the Project (as defined below), including (i) that certain Bond Purchase and Loan Agreement, dated as of December 1, 2018, by and between the Agency, Crystal Run Village Inc. (the "Company") and 233 Genesee Street Corporation, a wholly-owned subsidiary of Manufacturers and Traders Trust Company (the "Bank") (the "Bond Purchase and Loan Agreement"); (ii) that certain Mortgage and Security Agreement, dated as of December 1, 2018 (the "Mortgage") from the Company to the Issuer, as assigned by the Issuer to the Bank pursuant to that certain Assignment of Mortgage, dated as of December 1, 2018 (the "Assignment of Mortgage"); (iii) that certain Assignment of Leases and Rents, dated as of December 1, 2018 (the "Assignment of Leases and Rents"), from the Company to the Issuer as assigned by the Issuer to the Bank pursuant to that certain Assignment of Assignment of Leases and Rents, dated as of December 1, 2018 (the "Assignment of Assignment of Leases and Rents"); and (iv) that certain Tax Compliance Agreement, dated as of December 28, 2018 (the "Tax Compliance Agreement"), between the Issuer and the Company (collectively, the Bond Purchase and Loan Agreement, the Bonds, the Mortgage, the Assignment of Mortgage, the Assignment of Leases and Rents, the Assignment of Assignment of Leases and Rents and the Tax Compliance Agreement are hereinafter, the "Financing Documents"); and

WHEREAS, pursuant to the Financing Documents, the Issuer provided financial assistance to the Company in the form of (a) issuance of the Bonds in an amount not to exceed \$15,000,000; and (b) an exemption from all mortgage recording taxes with respect to any qualifying mortgage on the Land and the Improvements to secure the Bonds; and

WHEREAS, the Project consisted of: (A) the construction, on an aggregate approximately 11.5-acres of land located at 420 and 422 Schutt Road Extension in the Town of Wallkill, Orange County, New York (collectively, the "Land"), of (a) an approximately 26,200 square-foot building for use as administration space and a training center, and (b) an approximately 3,350 square-foot building to be used as the maintenance building (collectively, (a) and (b) are hereinafter referred to as, the "Improvements"); (B) the acquisition and installation in and around the Improvements of certain items of equipment, machinery and other tangible personal property (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); (C) the paying of certain costs and expenses incidental to the issuance of the Bonds (as defined below) (the costs associated with items (A) through (C) above being hereinafter referred to as the "Project Costs"); and

WHEREAS, pursuant to correspondence dated February 7, 2022, from the Bank to the Issuer, the Bank informed the Issuer that the Company wishes to sell the Facility and assign its interests in and to the Facility and Financing Documents to Adapt of Hudson Valley, Inc., a 501(c)(3) corporation ("Adapt"); and

WHEREAS, the Issuer has determined that said sale will not disqualify Adapt for the benefits provided pursuant to the Financing Documents, and therefore, wishes to cooperate with said sale.

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

Section 1. The Issuer hereby consents to the above-described conveyance and transfer the Project and the Facility and assignment of the Financing Documents.

Section 2. The Chairperson, Vice Chairperson and/or the Chief Executive Officer of the Issuer are hereby authorized, on behalf of the Issuer, to execute assignments of the Financing Documents and any related documents necessary to reflect said conveyance.

Section 3. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

The question of the adoption of the foregoing resolutions was duly put to a vote by roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Mike Torelli	✓			
Dean Tamburri	✓			
Vincent Odock	✓			
Paul Ruszkiewicz				

Robert Kennedy

The resolutions were thereupon duly adopted.

Susan Walski

James Rinaldi

Noel Spencer

## SECRETARY'S CERTIFICATION

STATE OF NEW YORK                    )  
COUNTY OF ORANGE                ) SS:

I, the undersigned Secretary of The Orange County Funding Corporation, DO HEREBY CERTIFY:

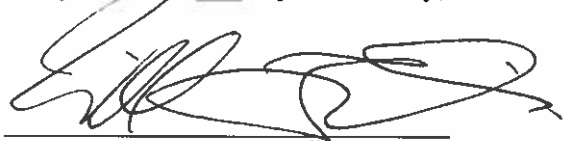
That I have compared the annexed extract of the minutes of the meeting of the Orange County Funding Corporation (the "Issuer"), including the resolution contained therein, held on February 16, 2022, with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of the Issuer 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 such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Directors of the Issuer 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 this \_\_\_\_ day of February, 2022.



Vincent Odock, Secretary

William Fioravanti, CEO