

RESOLUTION

A regular meeting of the Orange County Industrial Development Agency held on August 17, 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 (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1): Michael Torelli, Dean Tamburri, Dr. Vincent Odock, James Rinaldi, Susan Walski

THE FOLLOWING PERSONS WERE ALSO PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1): **Staff Present:** Bill Fioravanti, Kelly Reilly, Dennis Brady, Susan Katzoff, General Counsel; **Others Present:** Connor Eckart (OC Partnership), Martin Hoffman, Roy Makinen, John Capella, Dave Higgins, Mike Higgins (Mack Bros., Ltd.), Sheldon Gisnberg, Jonathan Gross, Steve Esposito (Royal Wine)

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

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO APPROVE HODGSON RUSS LLP AS BOND COUNSEL TO THE AGENCY

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

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

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

WHEREAS, the Agency 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 INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

SECTION 1. The Agency hereby approves the hiring of Hodgson Russ LLP (the "*Firm*") as Bond Counsel and the execution of an engagement letter with the Firm satisfactory to the Agency.

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 Agency 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 Agency 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			

The Resolution were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) SS:

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

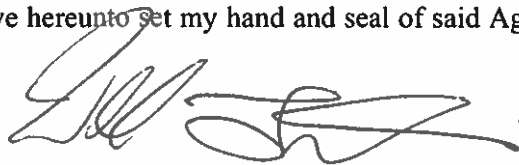
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 17th day of August, 2022, with the original thereof on file in the office of the Agency, and that the same 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 there was a quorum of the members of the Agency 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.

2nd IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this
day of November 2022.



William Fioravanti, Chief Executive Officer

(S E A L)