

**APPROVING RESOLUTION**  
(Amy's Kitchen, Inc. Project)

A regular meeting of the Orange County Industrial Development Agency held on April 24 at 5:00 p.m. (local time) at the Orange County Industrial Development Agency Headquarters, 4 Crotty Lane, Suite #100, New Windsor, New York 12553.

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

**MEMBERS PRESENT:** Jeff Crist, Dearn Tamburri, Sue Walski, Linda Muller, Vincent Odock, Marc Greene

**THE FOLLOWING PERSONS WERE ALSO PRESENT:** Bill Fioravanti, Marty Borrás, Kelly Reilly, Susan Katzoff, Brian Sanvidge, Jose Rojas, John Cappello

The following Resolution was offered by M. Greene and seconded by L. Muller:

**RESOLUTION APPROVING THE TERMINATION OF  
CERTAIN LEASE DOCUMENTS AND AUTHORIZING THE  
EXECUTION AND DELIVERY OF ANY AND ALL  
NECESSARY DOCUMENTS RELATED THERETO**

**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, as amended (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

**WHEREAS**, at the request of Amy's Kitchen, Inc. (the "*Company*") the Agency agreed to undertake a project (the "*Project*") consisting of: (i) the acquisition by the Agency of a leasehold interest in an aggregate approximately 104±-acres of land located at I03 and 111 Hartley Road and 2832 State Route 17M, each in the Town of Goshen, Orange County, New York [TMID #: Part of 12-1-19.2, Part of 12-1-1.222 and 12-1-23.2, respectively] (collectively, the "*Land*"), (ii) the construction on the Land of an approximately 370,000 square foot manufacturing and food processing building and related improvements including, but not limited to, warehouse, office and related space (the "*Improvements*"); and (iii) the acquisition and installation in, on and around the Improvements of certain items of equipment and other tangible personal property (collectively, the "*Equipment*" and, together with the Land and the Improvements, the "*Facility*"), all to be used by the Company as an organic and natural food manufacturing facility; and

**WHEREAS**, in February 2018, the Company and Agency closed on the Project and executed the necessary lease transactional documents, including but not limited to a project

agreement, a lease agreement, a leaseback agreement and a tax agreement, each between the Company and the Agency (collectively, the "*Lease Documents*"); and

**WHEREAS**, the Company undertook and completed certain aspects of the Project including, but not limited to, installing infrastructure including excavation and site preparation, a road and related intersection at State Route 17M, a bridge spanning the Wallkill River, and more than three miles of water and sewer facilities connecting the site to services from the City of Middletown, all servicing the Land; and

**WHEREAS**, following the infrastructure improvements and site work, the Company encountered delays due to market shifts, and extreme cost escalations and other related challenges associated with the pandemic which currently has caused the Project to stall; and

**WHEREAS**, the Company and the Agency have agreed that the Lease Documents should be terminated based upon the current factors and status of the Project with the hope and understanding that should the Company be positioned to proceed it can reapply to the Agency for benefits; and

**WHEREAS**, the Termination of the is deemed to be a Type II action under the State Environmental Quality Review Act ("*SEQRA*"), and no further review or action is required; and

**WHEREAS**, the Company is now therefore requesting the Agency agree to terminate the Lease Documents early and execute all necessary documents to effectuate such termination (the "*Termination*").

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:**

**SECTION 1.** Based upon the representations made by the Company to the Agency, the Agency hereby finds and determines that the Agency authorizes the Termination.

**SECTION 2.** The Agency is authorized to execute any and all documents necessary to effectuate the Termination (the "*Termination Documents*") and each the Chair, the Vice Chair and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Termination Documents upon the advice of counsel to the Agency. The execution thereof by the Chair, the Vice Chair and/or the Chief Executive Officer constitutes conclusive evidence of such approval.

**SECTION 3.** The Company shall be responsible to pay for all of the Agency's fees and costs associated with preparation, execution and delivery of this Resolution and the Termination Documents, including but not limited to attorneys' fees, and shall be responsible for filing, with proof to the Agency, of any required memorandums of such Termination with the clerk of Orange County.

**SECTION 4.** The Company shall execute and deliver any and all Termination Documents required by the Agency in connection with the Termination and to carry out the intent of this Resolution; and

**SECTION 5.** No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

**SECTION 6.** Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare for submission to the Agency, all documents necessary to carry out the intent of this Resolution.

**SECTION 7.** The Secretary, the Chief Executive Officer of the Agency are hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

**SECTION 8.** These Resolutions 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>
Jeffrey D. Crist	X			
Dean Tamburri	X			
Vincent Odock	X			
Marc Greene	X			
Giovanni Palladino			X	
Susan Walski	X			
Linda Muller	X			

The Resolutions 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:**

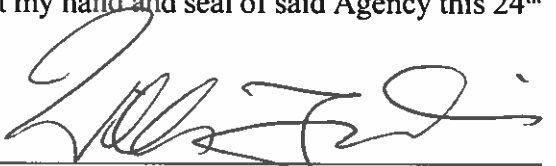
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "*Agency*") including the resolution contained therein, held on April 24, 2024, with the original thereof on file in the office of the Agency, and that the same is a true and 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.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal of said Agency this 24<sup>th</sup> day of April, 2024.

  
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William Fioravanti, Chief Executive Officer

(S E A L)