

Motion By: Diana
Seconded By: Schreibers

RESOLUTION
(Amy's Kitchen, Inc. Project)

A regular meeting of the Orange County Industrial Development Agency was held on December 12, 2019, at 2:00 p.m. (local time), at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

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 a proposed project for the benefit of Amy's Kitchen, Inc.

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO (i) EXTEND THE AGENT STATUS OF AMY'S KITCHEN, INC. IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN BY THE COMPANY, AS AGENT OF THE AGENCY, LOCATED ON HARTLEY ROAD, IN THE TOWN OF GOSHEN, ORANGE COUNTY, NEW YORK; AND (ii) EXECUTE AND DELIVER AN EXTENDED SALES TAX EXEMPTION PACKAGE, EXTENDED NYS FORM ST-60 AND RELATED DOCUMENTS.

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 civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to resolutions duly adopted on May 11, 2017 and the terms of an Agent Agreement (as defined below), the Agency appointed **AMY'S KITCHEN, INC.** as its agent to undertake a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in an aggregate approximately 60±-acres of land located on Hartley Road, in the Town of Goshen, Orange County, New York (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 connection with the Project and to effectuate the agent status of the Company, the Agency executed, among other things, a certain sales tax exemption package, as

extended from time to time (as so extended, the "Sales Tax Exemption Package") and a NYS Form ST-60, "IDA Appointment of Project Operator or Agent", as extended from time to time, currently expiring on December 31, 2019 (as so extended from time to time, the "NYS Form ST-60"); and

WHEREAS, by correspondence dated December 10, 2019, the Company advised the Agency that installation delays of the water and sewer lines to the Facility have impacted construction of the Facility and delayed the anticipated construction period; and

WHEREAS, the Company has therefore requested that the Agency extend the term of the Sales Tax Exemption Package and the NYS Form ST-60 to December 31, 2021 to provide additional time for the Company to complete the Project; and

WHEREAS, the Agency desires to extend the term of the Sales Tax Exemption Package and the NYS Form ST-60 to December 31, 2020, and will contemplate a request by the Company for an additional one-year extension toward the end of the December 31, 2020 extended term; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of the agent status of the Company to December 31, 2020 and authorizing the execution and delivery of an extended Sales Tax Exemption Package, NYS Form ST-60 and related documents with respect to the Project.

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

Section 1. The Agency is hereby authorized to approve an extension of the Sales Tax Exemption Package in connection with the above-referenced Project. The Chairperson, the Vice Chairperson and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver a Sales Tax Exemption Package and NYS Form ST-60, which shall expire on **December 31, 2020**. The Agency is further authorized to file the NYS Form ST-60 with New York State Tax Department's IDA Unit.

Section 2. 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 3. 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>
Mary Ellen Rogulski	✓			
John Steinberg, Jr.	✓			
Stephen Brescia			✓	
Edward A. Diana	✓			
Robert J. Schreibeis, Sr.	✓			
James DiSalvo	✓			
Michael Gaydos	✓			

The Resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATE
(Amy's Kitchen, Inc. Project)

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned ^{Chief Operating Officer} Secretary of the Orange County Industrial Development Agency, DO
HEREBY CERTIFY:

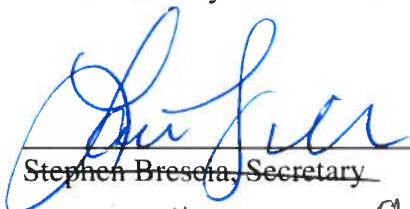
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 12, 2019, with the original thereof on file in the office of the Agency, and that the same is a true 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
12 day of December, 2019.


~~Stephen Brescia, Secretary~~
Laurie Villasuso, Chief Operating Officer