

Motion By: DISALVO
Seconded By: MCCAREY

RESOLUTION
(Amy's Kitchen, Inc. Project)

A regular meeting of the Orange County Industrial Development Agency was held on November 12, 2020 at 1:00 p.m. (local time) at The Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553 in accordance with Executive Order Number 202.1, as extended by subsequent executive orders.

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") AUTHORIZING THE EXTENSION OF THE SALES AND USE TAX EXEMPTION BENEFITS (AS HEREINAFTER DEFINED) GRANTED TO AMY'S KITCHEN, INC. (THE "COMPANY") THROUGH APRIL 30, 2022, AND THE EXECUTION OF 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 resolution duly adopted on May 11, 2017 and the terms of an Agent Agreement (as defined below), the Agency appointed **AMY'S KITCHEN, INC.** (the "Company") 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, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2019; and

WHEREAS, by correspondence dated December 10, 2019, the Company then requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2020; and

WHEREAS, by correspondence dated November 5, 2020, the Company advised the Agency that delays in connection with the building, infrastructure, and process design of the manufacturing and food processing building and wastewater pre-treatment plant portion of the Facility have impacted construction of the Facility and delayed the anticipated construction period and that the Company now desires a further extension to its Sales and Use Tax Exemption Benefits through April 30, 2022; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of the Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

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 Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver a NYS Form ST-60 and related documents which shall expire on April 30, 2022. The Agency is further authorized to file the NYS Form ST-60 with New York State Tax Department's IDA Unit. The Agency agrees to consider any requests by the Company for another extension or an increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

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	x			
Edward A. Diana	x			
James DiSalvo	x			
Stephen Brescia	x			
Michael Gaydos			x	
John I. McCarey	x			
Denise Quinn	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:

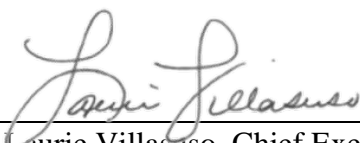
That I have compared the foregoing extract of the minutes of the special meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 12th day of November, 2020, with the original thereof on file in my office, and that the same is a 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 12th day of November, 2020.

By: 
Laurie Villasuso, Chief Executive Officer