

**RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY (IDA)**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York and the New York General Municipal Law Section 912, (herein collectively referred to as the “Act”), the ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter referred to as 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, on August 22, 2017, the Agency entered into a Lease Agreement with the Danza Leser Group, LLC, (the “Agency’s Lease”) for the rental of approximately 7500 sq. ft. of space, which included Suites 1 through Suite 19, located at 60 Prospect Avenue, Middletown, New York, 10940 (the “Premises”); and

WHEREAS the Agency’s Lease will expire as of November 19, 2022; and

WHEREAS the Agency desires to enter into subleases for Suites 10, 11 and 15 of the Premises (the “Leased Suites”) for the period from February 1, 2022, through November 19, 2022, the date on which the Agency’s Lease terminates, if not earlier terminated by either party; (the “Subleases”); and

WHEREAS the Agency desires to negotiate the rental payments due in connection with the Subleases; and

WHEREAS the Subleases are attached hereto and made a part hereof and have been reviewed by the Agency; and

WHEREAS, after analysis and discussion, the Board of Directors of the Agency, by a majority vote of the members, at a Regular meeting, at which a quorum was present, have reviewed the Subleases and have determined that it would be in the best interest of the Agency to adopt a resolution authorizing the execution of the Subleases, substantially in the form annexed hereto; and

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

RESOLVED, that the Agency is hereby authorized to offer the Subleases for the Leased Suites, which Subleases shall expire on November 19, 2022, the date on which the Agency's Lease terminates, if not earlier terminated by either party; and be it further

RESOLVED, that the Agency has reviewed and approved the Subleases, substantially in the form annexed hereto, and hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer and/or Managing Agent of the Agency to negotiate the final terms of the Subleases, including, but not limited to, the rental payments for the Subleases, and to agree upon such terms and conditions as the Chairperson, Vice Chairperson, Chief Executive Officer and/or Managing Agent shall, in his or her sole discretion, deem acceptable; and be it further

RESOLVED, that the Agency hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer and/or Managing Agent of the Agency to execute the Subleases on such terms and conditions as the Chairperson, Vice Chairperson, Chief Executive Officer and/or Managing Agent shall, in his or her sole discretion, deem acceptable; and be it further

RESOLVED, that the Chairperson, Vice Chairperson, Chief Executive Officer and/or Managing Agent of the Agency are hereby authorized and directed, in the name of and on behalf of the Agency, to do and perform all such other acts, and to sign and make such other agreements, and to execute any other documents and to take or omit such other actions as he or she, in his or her sole discretion, shall deem necessary or advisable to enter into the Further Subleases and to carry out the intent of these resolutions.

RESOLVED, that these Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call on January 17, 2022, which resulted as follows:

In favor 4 Against 0 Motion ✓ does \_\_\_\_\_ does not carry.

STATE OF NEW YORK       )  
COUNTY OF ORANGE       ) ss:

I, the undersigned Secretary of the Orange County Industrial Development Agency, do hereby certify:

That I have compared the foregoing extract of the minutes of the Regular Meeting of the Orange County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on the 17<sup>th</sup> day of January, 2022, with the original thereof on file in my office, and 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 the Agency had 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 the 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 19<sup>th</sup> day of January 2022



\_\_\_\_\_, Secretary