

RESOLUTION

A special meeting of the Sullivan County Funding Corporation ("SCFC") was convened in public session on February 12, 2018, at 11:15 a.m., local time, at the Irwin Siegel Agency, 25 Lake Louise Marie Road, Rock Hill, New York, 12775.

The meeting was called to order by Chairman Ira Steingart, and, upon roll being called, the following members of the SCFC were:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[√]	[]
Suzanne Loughlin	[√]	[]
Sean Rieber	[]	[√]
Edward T. Sykes	[√]	[]
Howard Siegel	[√]	[]
Scott Smith	[√]	[]
Paul Guenther	[]	[√]
Joseph Perrello	[√]	[]
Carol Roig	[]	[√]

The following persons were also present:

Jennifer M. Flad, Executive Director
Steve White, Chief Executive Officer
Julio Garaicoechea, Project Manager
Cassandra Egan, Administrative Assistant
Walter F. Garigliano, General Counsel

The following resolution was duly offered by Edward T. Sykes, and seconded by Joseph Perrello, to wit:

Resolution No. 01 - 18

RESOLUTION AUTHORIZING (I) A FIRST AMENDMENT TO THE APOLLO PHASE II CONTRACT OF SALE RELATING TO SULLIVAN PROPERTY ACQUISITIONS I, LLC ("COMPANY"); AND (II) AUTHORIZING ITS CHAIRMAN, EXECUTIVE DIRECTOR AND/OR CHIEF EXECUTIVE OFFICER TO EXECUTE THE SAME

WHEREAS, by Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), SCFC was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the

charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, SCFC and the Company entered into an Apollo Phase II Contract of Sale, dated September ____, 2017 ("Contract"); Capitalized terms not otherwise defined herein shall have the meaning ascribed to those terms in the Contract; and

WHEREAS, the Company requested that the Closing Date be extended to March 15, 2018; and

WHEREAS, SCFC wishes to extend the Closing Date to March 15, 2018 on the terms and conditions set forth herein; and

WHEREAS, SCFC wishes to authorize a First Amendment to the Contract to memorialize the extension of the Closing Date.

NOW, THEREFORE, BE IT RESOLVED by SCFC as follows:

Section 1. SCFC authorized the extension of the Closing Date to March 15, 2018, subject to the following conditions:

(a) The Company make payment to the County of Sullivan Industrial Development Agency of an additional non-refundable Contract Deposit in the amount of \$100,000; the same to be applied to the Purchase Price at closing; and

(b) The Company enter into a First Amendment of the Contract to memorialize the extension of the Closing Date.

Section 2. The Chairman, Executive Director or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver a First Amendment of the Contract with such changes, variations, omissions and insertions as the Chairman, Executive Director or Chief Executive Officer of SCFC shall approve, the execution thereof by the Chairman, Executive Director or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 3. The Chairman, Vice Chairman or Executive Director of SCFC are hereby authorized and directed to 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.

Section 4. This resolution shall take effect immediately.

THE MEMBERS VOTED ON THE FOREGOING RESOLUTION AS FOLLOWS:

Ira Steingart	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input checked="" type="checkbox"/> Abstain
Sean Rieber	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Howard Siegel	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain

and therefore, the resolution was declared duly adopted.

60359-016v4

STATE OF NEW YORK)
 ss:
COUNTY OF SULLIVAN)

I, the undersigned, Secretary of the Sullivan County Funding Corporation DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Sullivan County Funding Corporation ("SCFC"), including the resolution contained therein, held on February 12 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of SCFC and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of SCFC 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 such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of SCFC 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 this 12th day of February, 2018.


Edward T. Sykes, Assistant Secretary