

RESOLUTION

A meeting of the Sullivan County Funding Corporation ("SCFC") was convened in public session at 548 Broadway, Village of Monticello, Sullivan County, New York on February 12, 2024, at 11:15 a.m. local time.

The meeting was called to order by Chairperson Suzanne Loughlin and, upon roll being called, the following members of SCFC were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[√]	[]
Kathleen Lara	[√]	[]
Carol Roig	[√]	[]
Howard Siegel	[√]	[]
Philip Vallone	[]	[√]
Scott Smith	[√]	[]
Paul Guenther	[]	[√]
Sean Brooks	[]	[√]
Ira Steingart	[√]	[]

The following persons were also present:
Jennifer M. Flad, Executive Director
Ira Steingart, Chief Executive Officer
Julio Garaicoechea, Project Manager
Bethanii Padu, Economic Development Coordinator
Walter F. Garigliano, Esq., General Counsel

The following resolution was duly offered by Howard Siegel, and seconded by Scott Smith, to wit:

Resolution No. 03-24

RESOLUTION AUTHORIZING ISSUANCE OF REPLACEMENT BONDS RELATED TO THE \$7,442,000 SCFC TAX-EXEMPT REVENUE BONDS (SULLIVAN COUNTY COMMUNITY COLLEGE DORMITORY CORPORATION ("SCCCDC" OR "BORROWER") PROJECT), SERIES 2014A; AND \$558,000 SCFC TAXABLE REVENUE BONDS (SULLIVAN COUNTY COMMUNITY COLLEGE DORMITORY CORPORATION PROJECT), SERIES 2014B (COLLECTIVELY, THE "BONDS"))

WHEREAS, by Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (hereinafter collectively called the "Act"), SCFC was established for certain charitable and public purposes including, among other things, 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, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or 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, on or about June 26, 2014 the Issuer issued the Bonds pursuant to a Bond Purchase Agreement and Loan Agreement by and among Issuer, Borrower and Sterling National Bank (“Sterling”); and

WHEREAS, on or about January 24, 2024, Amos Financial LLC (“AMOS”) purchased and acquired the bonds and all rights of the holder under the bond documents from Webster Bank, N.A., the successor by merger of Sterling; and

WHEREAS, AMOS has requested the Issuer issue replacement bonds in the name of AMOS, as Holder; and

WHEREAS, SCFC desires to authorize its Chairperson or Executive Director, each acting individually, execute and issue replacement bonds and execute such other documents, instruments or certificates as are necessary to cause the Bonds to be replaced.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF SCFC AS FOLLOWS:

- Section 1. SCFC authorizes the issuance of replacement bonds in the name of AMOS, as Holder, upon compliance by AMOS with the requirements of Section 3.03(c) of the Bond Purchase Agreement and Loan Agreement, by and among SCFC, SCCCDC and Sterling dated June 26, 2014, including providing any opinions required by Counsel to the Issuer.
- Section 2. SCFC authorizes its Chairperson or Executive Director, each acting individually, to execute and issue replacement bonds and execute such other documents, instruments or certificates as are necessary to cause the Bonds to be replaced, subject to AMOS reimbursing the Agency for all costs including reasonable attorneys’ fees, associated with the request by AMOS for replacement bonds to be issued.
- Section 3. This Resolution shall take effect immediately.

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

Suzanne Loughlin	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Kathleen Lara	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<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
Philip Vallone	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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
Sean Brooks	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Ira Steingart	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.

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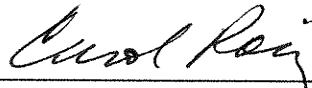
STATE OF NEW YORK)
 ss.:
COUNTY OF SULLIVAN)

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

That I have compared the annexed extract of the minutes of the meeting of the Sullivan
County Funding Corporation (the "Corporation"), including the resolutions contained therein,
held on February 12, 2024 with the original thereof on file in my office, and that the same is a
true and correct copy of the proceedings of the Corporation and of such resolutions 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 public notice of the time and place of said meeting was
duly given in accordance with Article 7 of the New York Public Officers Law, that all members
of the Corporation had due notice of the meeting and that the meeting was in all respected duly
held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 12th day of February,
2024.



Carol Roig, Secretary