

SULLIVAN COUNTY FUNDING CORPORATION

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.scfundingcorp.com
TTY 711

SPECIAL MEETING NOTICE

TO: Suzanne Loughlin, Chairperson
Edward Sykes, Vice Chairman
Carol Roig, Secretary
Howard Siegel, Treasurer & Chief Financial Officer
Scott Smith, Assistant Treasurer
Paul Guenther, Member
Sean Brooks, Member
Philip Vallone, Member
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
John Kiefer, Agency Chief Executive Officer
Walter Garigliano, Esq., Agency Counsel
FROM: Jennifer Flad, Executive Director
DATE: January 6, 2023

PLEASE TAKE NOTICE that there will be a Special Meeting of the Sullivan County Funding Corporation scheduled as follows:

DATE: Monday, January 9, 2023

TIME: 11:10 AM (Immediately following the Regular Meeting of the County of Sullivan IDA)

LOCATION: Legislative Committee Room, Sullivan County Government Center, 100 North Street, Monticello, New York

This meeting will also be livestreamed on the Sullivan County Funding Corporation's [YouTube Channel](#).

Meeting documents will be posted on the Sullivan County Funding Corporation's website [here](#).

PLEASE SEE REVERSE FOR AGENDA

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SPECIAL MEETING MONDAY, JANUARY 9, 2023

AGENDA

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

December 12, 2022 Special Meeting

IV. BILLS AND COMMUNICATIONS

V. QUARTERLY FINANCIAL REPORT

VI. NEW BUSINESS

Discussion and Approval: Amended Governance Committee Policy

Resolution: Authorizing a Contract for Community and Economic Development Services with Sullivan Catskills Regional Food Hub, Inc.

Any and All Other Business Before the Board

VII. PUBLIC COMMENT AND ADJOURN

##

Sullivan County Funding Corporation
548 Broadway
Monticello, New York 12701
(845) 428-7575 – telephone
(845) 428-7577 – fax

SPECIAL MEETING MINUTES
December 12, 2022

I. CALL TO ORDER

Treasurer Siegel called to order the special meeting of the Sullivan County Funding Corporation at approximately 11:20 AM in the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, New York 12701.

II. ROLL CALL

Members Present-

Howard Siegel
Carol Roig
Paul Guenther
Scott Smith
Philip Vallone

Members Absent-

Suzanne Loughlin
Edward Sykes
Sean Brooks

Staff Present-

John Kiefer, Chief Executive Officer
Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager

Staff Absent-

None

Others Present-

Walter Garigliano, Agency Counsel
Robert Doherty, Chairman of the Sullivan County Legislature

III. APPROVAL OF MEETING MINUTES

On a motion made by Ms. Roig, and seconded by Mr. Vallone, the Board approved the minutes of the November 14, 2022 Special Meeting.

IV. BILLS AND COMMUNICATIONS

Ms. Flad presented a Revised Schedule of Payments showing 3 payments totaling \$8,213.62. On a motion made by Mr. Vallone, and seconded by Mr. Guenther, the Board voted, and unanimously approved the Revised Schedule of Payments.

V. NEW BUSINESS

On a motion made by Mr. Smith, and seconded by Mr. Guenther, the Board reviewed and discussed a resolution approving **Transaction Accounting and Payment to Sullivan County** relating to the Landfill Expansion Parcel (Thompson SBL 130.-1-19). Treasurer Siegel called the motion to question, the Board voted, and the resolution was unanimously approved.

VI. PUBLIC COMMENT AND ADJOURNMENT

Treasurer Siegel asked those present for Public Comment. The Board recognized the comments of Roberty Doherty, Chairman of the Sullivan County Legislature. On a motion by Mr. Guenther and seconded by Mr. Smith, the meeting was adjourned at approximately 11:25 AM.

Respectfully submitted:
Julio Garaicoechea, Project Manager

SULLIVAN COUNTY FUNDING CORPORATION
548 Broadway Monticello, NY 12701
845-428-7575

| Schedule of Payments: January 9, 2023 | | |
|--|--|-------------|
| none | | |
| | | |
| | | |
| TOTAL | | \$ - |

I certify that the payments listed above were audited by the Board of the SCFC on January 9, 2023 and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants the amount opposite its name.

1/9/2023

Date

N/A

Signature

| Expenses Approved and Paid Since Last Meeting (12/12/22) | | |
|---|----------------------------------|--------------------|
| Sullivan Catskills Regional Food Hub, Inc. | To maintain bank account balance | \$ 4,000.00 |
| NYSEG | Food Hub power bill | \$ 358.70 |
| TOTAL | | \$ 4,358.70 |

| Other Expenses Paid Since Last Meeting (12/12/22)—No Approval Required | | |
|---|--|-------------|
| none | | |
| TOTAL | | \$ - |

SULLIVAN COUNTY FUNDING CORPORATION BALANCE SHEET QUARTERLY REPORT

| | 12/31/2021 | 3/31/2022 | 6/30/2022 | 9/30/2022 | 12/31/2022 |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <u>ASSETS</u> | | | | | |
| Current Assets | | | | | |
| Cash and Cash Equivalents | \$ 396,020.00 | \$ 429,051.00 | \$ 437,294.00 | \$ 419,418.00 | \$ 430,753.00 |
| Notes Receivable | \$ 59,087.00 | \$ 44,143.00 | \$ 45,660.00 | \$ 46,935.00 | \$ 47,144.00 |
| Total Current Assets | \$ 455,107.00 | \$ 473,194.00 | \$ 482,954.00 | \$ 466,353.00 | \$ 477,897.00 |
| Non-Current Assets | | | | | |
| Capital Assets (former Landfill Phase II parcel) | \$ 319,800.00 | \$ 319,800.00 | \$ 319,800.00 | \$ 319,800.00 | \$ - |
| Notes Receivable- Net of Current Portion | \$ 206,214.00 | \$ 180,780.00 | \$ 158,793.00 | \$ 149,265.00 | \$ 138,367.00 |
| Total Non-Current Assets | \$ 526,014.00 | \$ 500,580.00 | \$ 478,593.00 | \$ 469,065.00 | \$ 138,367.00 |
| <u>TOTAL ASSETS</u> | <u>\$ 981,121.00</u> | <u>\$ 973,774.00</u> | <u>\$ 961,547.00</u> | <u>\$ 935,418.00</u> | <u>\$ 616,264.00</u> |
| <u>LIABILITIES</u> | | | | | |
| Current Liabilities | | | | | |
| Accounts Payable | \$ - | \$ 2,250.00 | \$ 2,500.00 | \$ 8,817.00 | \$ 459.00 |
| Total Current Liabilities | \$ - | \$ 2,250.00 | \$ 2,500.00 | \$ 8,817.00 | \$ 459.00 |
| Non-Current Liabilities | \$ - | \$ - | \$ - | \$ - | \$ - |
| Landfill Phase II Parcel | \$ 319,800.00 | \$ 319,800.00 | \$ 319,800.00 | \$ 319,800.00 | \$ - |
| Total Non-Current Liabilities | \$ 319,800.00 | \$ 319,800.00 | \$ 319,800.00 | \$ 319,800.00 | \$ - |
| <u>TOTAL LIABILITIES</u> | <u>\$ 319,800.00</u> | <u>\$ 322,050.00</u> | <u>\$ 322,300.00</u> | <u>\$ 328,617.00</u> | <u>\$ 459.00</u> |
| <u>TOTAL NET POSITION</u> | <u>\$ 661,321.00</u> | <u>\$ 651,724.00</u> | <u>\$ 639,247.00</u> | <u>\$ 606,801.00</u> | <u>\$ 615,805.00</u> |

ESCROW FUNDS HELD BY SCFC (not included above)

| | | | | | |
|--|------|------|--------------|--------------|------|
| Monticello Industrial Park LLC Option Escrow | \$ - | \$ - | \$ 30,000.00 | \$ 60,000.00 | \$ - |
|--|------|------|--------------|--------------|------|

*print date: 1/6/23
accrual basis*

Sullivan County Funding Corporation Profit & Loss Budget vs. Actual

| | Jan-Mar '22 | Apr-Jun '22 | Jul-Sep '22 | Oct-Dec '22 | Jan-Dec Total | 2022 Budget | % of Budget |
|---|--------------------|--------------------|--------------------|---------------------|----------------------|--------------------|--------------------|
| Ordinary Income/Expense | | | | | | | |
| Income | | | | | | | |
| 4001 · Application Fees | - | - | - | - | - | 250.00 | 0% |
| 4006 One Time Project Fees | 50.00 | 150.00 | - | 6,052.00 | 6,252.00 | 6,250.00 | 100% |
| 4005 · Interest Income - Loans | | | | | | | |
| 49 Main Street 2 | 59.00 | 55.00 | 52.00 | 49.00 | 215.00 | 315.00 | 68% |
| BWW Brewers Inc | 455.00 | 107.00 | 100.00 | - | 662.00 | 3,125.00 | 21% |
| Country House Realty, Inc. | 1.00 | - | - | - | 1.00 | 200.00 | 1% |
| Fat Lady 2019 | 151.00 | - | - | - | 151.00 | 310.00 | 49% |
| Janice Center | 683.00 | 472.00 | 445.00 | 272.00 | 1,872.00 | 1,525.00 | 123% |
| RH Campus | 132.00 | 18.00 | - | - | 150.00 | 615.00 | 24% |
| Van Smokey | 465.00 | 562.00 | 136.00 | - | 1,163.00 | 950.00 | 122% |
| Western Catskills Truck | 977.00 | 454.00 | 432.00 | 409.00 | 2,272.00 | 960.00 | 237% |
| Total 4005 · Int. Income - Loans | 2,923.00 | 1,668.00 | 1,165.00 | 730.00 | 6,486.00 | 8,000.00 | 81% |
| 4010 · Misc. Income | - | - | - | - | - | - | - |
| Total Income | 2,973.00 | 1,818.00 | 1,165.00 | 6,782.00 | 12,738.00 | 14,500.00 | 88% |
| Gross Profit | 2,973.00 | 1,818.00 | 1,165.00 | 6,782.00 | 12,738.00 | 14,500.00 | 88% |
| Expense | | | | | | | |
| 6001 · Insurance | 3,395.00 | - | 3,817.00 | - | 7,212.00 | 6,100.00 | 118% |
| 6002 Food Hub Endowment | - | - | - | 5,500.00 | 5,500.00 | - | - |
| 6003 · Mgt. & Admin. Svcs. | 5,000.00 | 5,000.00 | 5,000.00 | 5,000.00 | 20,000.00 | 20,000.00 | 100% |
| 6003.3 · Non-Reimb. Consultg | 4,850.00 | 5,100.00 | 2,484.00 | - | 12,434.00 | 15,600.00 | 80% |
| 6004 Non-Reimb. Legal | 100.00 | - | - | 2,016.00 | 2,116.00 | 2,500.00 | 85% |
| 6005 · Office Supplies | - | 29.00 | - | - | 29.00 | 200.00 | 15% |
| 6010 · Promotion - HVABDC | - | - | 25,000.00 | - | 25,000.00 | 25,000.00 | 100% |
| 6011 · Office/Misc. Expense | 10.00 | 10.00 | - | - | 20.00 | - | n/a |
| 6012 · Property Expense | - | - | 341.00 | - | 341.00 | 1,000.00 | 34% |
| Total Expense | 13,355.00 | 10,139.00 | 36,642.00 | 12,516.00 | 72,652.00 | 70,400.00 | 103% |
| Net Ordinary Income | (10,382.00) | (8,321.00) | (35,477.00) | (5,734.00) | (59,914.00) | (55,900.00) | 107% |
| Other Income/Expense | | | | | | | |
| Other Income | | | | | | | |
| 7000 · Bank Interest | 41.00 | 44.00 | 47.00 | 49.00 | 181.00 | 800.00 | 23% |
| Total Other Income | 41.00 | 44.00 | 47.00 | 49.00 | 181.00 | 800.00 | 23% |
| Other Expense | | | | | | | |
| Disposition of Landfill Parcel | - | - | - | (319,800.00) | (319,800.00) | - | - |
| Total Other Expense | - | - | - | (319,800.00) | (319,800.00) | - | - |
| Net Income | (10,341.00) | (8,277.00) | (35,430.00) | (325,485.00) | (379,533.00) | (55,900.00) | |

*print date: 1/6/23
accrual basis*

SULLIVAN COUNTY FUNDING CORPORATION GOVERNANCE COMMITTEE POLICY

Purpose

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Sullivan County Funding Corporation (SCFC);
- Recommending updates to the SCFC's corporate governance principles and governance practices;
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and
- Examining ethical and conflict of interest issues; performing Board self-evaluations; and recommending by-laws which include rules and procedures for conduct of Board business

Powers of the Governance Committee

The governance committee has the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The governance committee members shall be appointed by, and will serve at the discretion of the SCFC's Board of Directors. The Board may designate one

member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all its obligations and duties. All committee members are expected to attend each meeting, in person or via videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance committee policy.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

Relationship to the Agency's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Upon a vacancy in the Board, the committee will work with the County Legislators to identify qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.

Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board and its committees in the Agency's governance process.

Evaluation of the Agency's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services,

including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.

- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee policy and provide a self-evaluation of the governance committee.

##

Amended and re-adopted January 11, 2021
Amended and re-adopted January 9, 2023

SULLIVAN COUNTY FUNDING CORPORATION GOVERNANCE COMMITTEE POLICY

Purpose

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate ~~governance~~;
- Reviewing corporate governance trends for their applicability to the Sullivan County Funding Corporation (SCFC);
- ~~Recommending updates to~~Updating the SCFC's corporate governance principles and governance practices; ~~and~~
- ~~Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and-~~
- ~~Examining ethical and conflict of interest issues; performing Board self-evaluations; and recommending by-laws which include rules and procedures for conduct of Board~~ ~~business~~

Commented [JF1]: Perhaps delete bullets and refer instead to applicable law.

Commented [JF2]: This change appeared in PARA 2009

Commented [JF3]: This bullet is new with PARA 2009

Powers of the Governance Committee

The governance committee has the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

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member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

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Reports

The governance committee shall:

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- Report to the Board, at least annually, regarding any proposed changes to the governance ~~committee policy~~charter or the governance guidelines.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Agency's Board; (b)

evaluation of the Agency's policies; and (c) other miscellaneous issues.

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In addition, the governance committee shall:

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- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services,

Commented [JF4]: We do not have our own EO and AA policies.

including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.

- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee policy ~~and provide a self-evaluation of the governance committee.~~

##

Amended and re-adopted January 11, 2021

RESOLUTION

A meeting of the Sullivan County Funding Corporation (“SCFC”) was convened in public session at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York on January 9, 2023 at 11:10 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 | [] | [] |
| Edward T. Sykes | [] | [] |
| Carol Roig | [] | [] |
| Howard Siegel | [] | [] |
| Scott Smith | [] | [] |
| Paul Guenther | [] | [] |
| Sean Brooks | [] | [] |
| Philip Vallone | [] | [] |

The following persons were also present:

- Jennifer M. Flad, Executive Director
- John W. Kiefer, Chief Executive Officer
- Julio Garaicoechea, Project Manager
- Walter F. Garigliano, General Counsel

The following resolution was duly offered by _____, and seconded by _____, to wit:

Resolution No. _____

RESOLUTION AUTHORIZING A CONTRACT FOR COMMUNITY AND ECONOMIC DEVELOPMENT SERVICES WITH SULLIVAN CATSKILLS REGIONAL FOOD HUB, INC. (“SCRFH”)

WHEREAS, pursuant to Section 402 and 1411 of the Not-For-Profit Corporation Law of the State of New York (“N-PCL”), 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, pursuant to the N-PCL and SCFC's Certificate of Incorporation, SCFC has the power to make grants in furtherance of its purposes; and

WHEREAS, the SCFC, Sullivan County Industrial Development Agency ("IDA") and Hudson Valley Agribusiness Development Corporation have worked cooperatively together since 2013 to develop a hyper-local food distribution hub ("Food Hub"); and

WHEREAS, in 2016 the SCRFH was created as a not-for-profit corporation to operate a Food Hub in Sullivan County; and

WHEREAS, since commencing operations in 2019 SCRFH has worked to increase the capacity of farmers and food producers to sell their products to commercial and institutional buyers throughout the region; and

WHEREAS, SCFC and SCRFH have determined that the greatest potential for connecting producers with consumers, and benefitting Sullivan County at large lies with (i) developing a robust farm-to-school program and (ii) developing an employer-based community supported agriculture program, utilizing locally produced farm and food products; and

WHEREAS, SCRFH has requested funding from SCFC in the amount of Five Hundred Thousand Dollars (\$500,000) to assist with implementing an operational plan for developing farm-to-school and employer-based community supported agriculture programs; and

WHEREAS, in recognition of the direct and indirect economic benefits of a Food Hub, SCFC desires for a Food Hub to have long-term sustainability within Sullivan County; and

WHEREAS, SCFC has determined that assisting with the retention and sustainability of SCRFH's Food Hub furthers SCFC's mission and purpose by maintaining and expanding the agricultural industry through the provision of new market opportunities; and

WHEREAS, SCFC has determined that providing a robust farm-to-school program and an employer-based community supported agriculture program utilizing locally produced farm and food products will have a direct and indirect positive impact on the health of the residents of Sullivan County; and

WHEREAS, SCFC hereby desires to contract with SCRFH in furtherance of the sustainability of SCRFH's Food Hub project located in Sullivan County.

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

Section 1. SCFC hereby approves and authorizes a Community and Economic Development Agreement with SCRFH substantially in substantially the form attached hereto.

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, instructions, documents, and 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 on behalf of the Agency desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all the terms, covenants and provisions of the documents for and on behalf of the Agency.

Section 3. This resolution shall take effect immediately.

| | | | | | | | | |
|------------------|--------------------------|-----|--------------------------|----|--------------------------|--------|--------------------------|---------|
| Suzanne Loughlin | <input 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 type="checkbox"/> | Absent | <input type="checkbox"/> | Abstain |
| Edward T. Sykes | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No | <input type="checkbox"/> | Absent | <input type="checkbox"/> | Abstain |
| Howard Siegel | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No | <input type="checkbox"/> | Absent | <input type="checkbox"/> | Abstain |
| Scott Smith | <input 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 type="checkbox"/> | Absent | <input type="checkbox"/> | Abstain |
| Sean Brooks | <input 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 type="checkbox"/> | Absent | <input type="checkbox"/> | Abstain |

The resolution was thereupon duly adopted.

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

I, the undersigned (Assistant) 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 January 9, 2023 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 FUTHER CERTIFIY 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 9th day of January, 2023.

Secretary

SULLIVAN COUNTY FUNDING CORPORATION

COMMUNITY AND ECONOMIC DEVELOPMENT AGREEMENT

THIS COMMUNITY AND ECONOMIC DEVELOPMENT AGREEMENT (hereinafter, the “Agreement”) is dated as of the 9th day of January, 2023 and entered into by and between SULLIVAN COUNTY FUNDING CORPORATION (herein, the “SCFC”), a not-for-profit local development corporation having an address of 584 Broadway, Monticello, New York 12701 and SULLIVAN CATSKILLS REGIONAL FOOD HUB INC. (herein, the “SCRFH”), a not-for-profit corporation having an address of 92 Commerce Drive, Liberty, New York 12754.

WITNESSETH:

WHEREAS, pursuant to Section 1411 of the Not-For-Profit Corporation Law (“N-PCL”) of the State of New York, the SCFC was established as a domestic, not-for-profit local development corporation pursuant to a Certificate of Incorporation filed on November 24, 2010 (the “Certificate”) to undertake certain charitable and public purposes, among other things, including relieving and reducing unemployment, promoting and providing for additional and maximum employment, improving and maintaining and lessening the burdens of government and acting in the public interest; and

WHEREAS, pursuant to the Certificate, SCFC’s mission and public objective includes, among other things, promoting economic development initiatives in Sullivan County, New York (the “County”) by engaging in community-based economic development activities permissible under the N-PCL; and

WHEREAS, pursuant to its powers and purposes, SCFC provides funding to or contracts with certain projects, programs and organizations to undertake community and economic development programs and activities within the County; and

WHEREAS, the SCFC, Sullivan County Industrial Development Agency (“IDA”) and Hudson Valley Agribusiness Development Corporation have worked cooperatively together since 2013 to develop a hyper-local food distribution hub (“Food Hub”); and

WHEREAS, in 2016 the SCRFH was created as a not-for-profit corporation to operate a Food Hub in Sullivan County; and

WHEREAS, since commencing operations in 2019 SCRFH has worked to increase the capacity of farmers and food producers to sell their products to commercial and institutional buyers throughout the region; and

WHEREAS, SCFC and SCRFH have determined that the greatest potential for connecting producers with consumers, and benefitting Sullivan County at large lies with (i) developing a robust farm-to-school program and (ii) developing an employer-based community supported agriculture program, utilizing locally produced farm and food products; and

WHEREAS, SCRFH has requested funding from SCFC in the amount of Five Hundred Thousand Dollars (\$500,000) to assist with developing and implementing an operational plan for providing farm-to-school and employer-based community supported agriculture programs; and

WHEREAS, in furtherance of the sustainability of the Food Hub project and pursuant to a SCFC authorizing resolution adopted December 12th, 2022, the SCFC desires to enter into a contract with SCRFH pursuant to which SCFC shall pay SCRFH to develop the necessary operational plans in accordance with the terms and conditions set forth within this Agreement.

ARTICLE I SCOPE OF WORK

In exchange for the payments in the amounts detailed in Article II, SCRFH will undertake the following Scope of Work:

Farm to School: Develop a farm-to-school program within Sullivan County, increasing school purchases of locally produced farm and food products to provide new markets for producers while improving health outcomes for Sullivan County school students.

Employer-Based Community Supported Agriculture (CSA): Develop an employer-based CSA program through which employers will subsidize a portion of the cost of food boxes delivered to their employees at their place of employment on a regular basis.

Collaboration with Existing Food Education and Nutrition Program: Work with A Single Bite (ASB), an existing not-for-profit organization focused on feeding families and educating students about healthy food choices, to increase ASB's distribution opportunities and educational impact.

ARTICLE II FUNDING TO BE PROVIDED BY SCFC

In consideration of the Scope of Work to be undertaken by SCRFH as described in Article I above, SCFC hereby agrees to pay SCRFH a Total of **Five Hundred Thousand Dollars (\$500,000)** to underwrite a portion of the cost incurred in completing the Scope of Work. The payment will be made in five (5) equal installments of One Hundred Thousand Dollars (\$100,000) as follows:

- \$100,000 on the date of this Agreement
- \$100,000 on or about July 1, 2023
- \$100,000 on or about July 1, 2024
- \$100,000 on or about July 1, 2025
- \$100,000 on or about July 1, 2026

**ARTICLE III
REPORTING**

SCRFH hereby agrees to provide SCFC with all financial and operating information as may be reasonably requested by SCFC within thirty (30) days of such requests. Additionally, as a condition precedent to the payments to be made on July 1, 2024 and thereafter, SCRFH shall provide SCFC with a written report on (i) the status of the implementation of its operational plan, (ii) its financial position, (iii) the status of hiring and staffing, (iv) its program activities over the previous July 1 to June 30 period, and (v) the Food Hub's impacts on the agricultural community and the community at large.

SCFC recognizes and acknowledges that the foregoing reports may, at the option of SCRFH, report jointly on the operations of SCRFH and A Single Bite, a not-for-profit organization that may share staffing, volunteers and program activities with SCRFH.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

SULLIVAN COUNTY FUNDING CORPORATION

By _____
Name: Suzanne Loughlin
Title: Chair

SULLIVAN CATSKILLS REGIONAL FOOD HUB, INC.

By _____
Name: Corey Sims Foster
Title: Chairman