

RESOLUTION

A meeting of the Sullivan County Resort Facilities Local Development Corporation ("SCRFLDC") was convened in public session at the Sullivan County Government Center, 100 North Street, Monticello, New York on August 11, 2025 at 9:00 a.m. local time.

The meeting was called to order by Chairman Howard Siegel, and, upon roll being called, the following members of SCRFLDC were:

	<u>PRESENT</u>	<u>ABSENT</u>	<u>VIDEO</u>
Howard Siegel	[√]	[]	[]
Kathleen Lara	[√]	[]	[]
Philip Vallone	[]	[]	[√]
Scott Smith	[√]	[]	[]
Paul Guenther	[]	[]	[√]
Sean Brooks	[√]	[]	[]
Ira Steingart	[√]	[]	[]
Joseph Perrello ¹	[]	[√]	[]
Edward T. Sykes	[√]	[]	[]

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, General Counsel

Shawn M. Griffin, Bond Counsel

The following resolution was duly offered by Scott Smith, and seconded by Ira Steingart, to wit:

Resolution No. 12 - 2025

RESOLUTION AUTHORIZING ENGAGEMENT OF UHY LLP ("UHY")
AS AUDITORS FOR THE PERIODS ENDING DECEMBER 31, 2025
AND DECEMBER 31, 2026

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively referred to as the "Act"), and pursuant to its Certificate of Incorporation filed on April 25, 2025 (the "Certificate"), SCRFLDC 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

¹ Arrived after roll call but prior to any resolutions being considered for adoption.

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, SCRFLDC has determined it to be in the public interest and intends to purchase certain assets of Montreign Operating Company, LLC ("MOC"), Empire Resorts Real Estate I, LLC ("ERREI") and Empire Resorts Real Estate II, LLC ("ERREII" and together with MOC and ERREI, collectively, the "Resort") pursuant to the terms of a proposed Agreement of Purchase and Sale, by and among MOC, ERREI, ERREII and SCRFLDC ("PSA"); and

WHEREAS, to finance the purchase of the various assets described in the PSA, SCRFLDC intends to issue its tax-exempt bonds, Series 2025 ("Bonds") pursuant to an Indenture of Trust and Security Agreement ("Indenture") by and between SCRFLDC and U.S. Bank Trust Company, National Association, as trustee ("Trustee"); and

WHEREAS, SCRFLDC will be required to provide ongoing information to the Trustee pursuant to the terms of a Continuing Disclosure Agreement and to cause its annual financial statements to be audited; and

WHEREAS, SCRFLDC desires to engage UHY to perform an audit of SCRFLDC's annual financial statements for the periods ending December 31, 2025 and December 31, 2026; and

WHEREAS, SCRFLDC desires to authorize its Chairman, Chief Executive Officer and Executive Director (the "Authorized Officers") to engage UHY as SCRFLDC's auditors.

NOW, THEREFORE, BE IT RESOLVED as follows:

Section 1. The Authorized Officers of SCRFLDC are hereby authorized and directed to engage the CPA firm, UHY LLP to audit SCRFLDC's financial statements for the annual periods ending December 31, 2025 and December 31, 2026.

Section 2. 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:

Howard Siegel	[<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
Philip Vallone	[<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 checked="" type="checkbox"/>] Yes	[<input type="checkbox"/>] No	[<input type="checkbox"/>] Absent	[<input type="checkbox"/>] Abstain
Sean Brooks	[<input checked="" type="checkbox"/>] Yes	[<input type="checkbox"/>] No	[<input 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
Joseph Perrello	[<input checked="" type="checkbox"/>] Yes	[<input type="checkbox"/>] No	[<input 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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK :
:SS
COUNTY OF SULLIVAN :

I, the undersigned Secretary of SCRFLDC, DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the Sullivan County Resort Facilities Local Development Corporation ("SCRFLDC") with the original thereof on file in the office of SCRFLDC, and that the same is a true and correct copy of such resolution and of the proceedings of SCRFLDC in connection with such matter.
2. Such resolution was passed at a meeting of SCRFLDC duly convened in public session on August 11, 2025 at 9:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>	<u>VIDEO</u>
Howard Siegel	[<input checked="" type="checkbox"/>]	[]	[]
Kathleen Lara	[<input checked="" type="checkbox"/>]	[]	[]
Philip Vallone	[]	[]	[<input checked="" type="checkbox"/>]
Scott Smith	[<input checked="" type="checkbox"/>]	[]	[]
Paul Guenther	[]	[]	[<input checked="" type="checkbox"/>]
Sean Brooks	[<input checked="" type="checkbox"/>]	[]	[]
Ira Steingart	[<input checked="" type="checkbox"/>]	[]	[]
Joseph Perrello	[<input checked="" type="checkbox"/>]	[]	[]
Edward T. Sykes	[<input checked="" type="checkbox"/>]	[]	[]


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

Howard Siegel	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Kathleen Lara	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Philip Vallone	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Joseph Perrello	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of SCRFLDC had due notice of said meeting, (ii) pursuant to Sections 103(a) and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103(a) and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 11th day of August, 2025.



Kathleen Lara, Secretary