

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 May 18, 2026 at 11:15 a.m. local time.

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

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

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

Resolution No. 01 - 26

*RESOLUTION AUTHORIZING REDUCTION OF THE
NUMBER OF DIRECTORS OF SCRFLDC FROM NINE (9)
MEMBERS TO SEVEN (7) MEMBERS AND TO INCREASE
THE LENGTH OF THE DIRECTORS' TERM FROM THREE
(3) YEARS TO FOUR (4) YEARS*

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 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, the Certificate provides in applicable part as follows:

“ELEVENTH: The sole Member of the Corporation shall be the County acting by and through the County Manager.

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of Nine Directors. The Board of Directors shall be appointed by and serve for terms established by the Member. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the County Manager and the affirmative vote of a majority of the Directors.”

; and

WHEREAS, SCRFLDC adopted By-Laws on May 5, 2025 (“By-Laws”); and

WHEREAS, the By-Laws provide in applicable part as follows:

“201. – COMPOSITION OF APPOINTING MEMBER. Unless later modified by amendment to the certificate of incorporation of the Corporation, the sole Appointing Member of the Corporation shall be Sullivan County, New York, acting by and through its County Manager, ex officio. ...”

“301. The number of Directors shall be nine (9). The Directors shall be eligible to serve an unlimited number of consecutive terms. The Directors shall serve terms of three (3) years. ...”

“701. AMENDMENTS TO BY-LAWS. The By-Laws of the Corporation shall be amended only with the approval of at least a majority of all the Directors of the Corporation at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all Directors of the Corporation. The notice by this section cannot be waived.”

; and

WHEREAS, on May 7, 2026, Jennifer M. Flad, SCRFLDC’s Executive Director, provided written notice of the proposed reduction in the number of directors by providing a copy of this proposed resolution to all SCRFLDC Directors; and

WHEREAS, the Directors desire to reduce the size of the Board of Directors from nine (9) to seven (7) Directors; and

WHEREAS, the Directors desire to increase the length of the Directors' terms from three (3) years to four (4) years.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. The By-Laws of the Corporation are hereby amended to reduce the number of directors from nine (9) directors to seven (7) directors, effective as of the later of the Corporation's adoption of this resolution or the approval of the reduction of the board of directors from nine (9) directors to seven (7) directors by the Member and to increase the length of the Directors' terms from three (3) years to four (4) years.

Section 2. For Directors appointed on or after the date hereof, the length of a Director's Term shall end on the December 31st that follows the third anniversary of the Director's appointment.

Section 3. This resolution shall take effect on the 18th day of May, 2026.

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

Howard A. 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 type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" 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
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 resolution was thereupon duly adopted.

STATE OF NEW YORK :
:SS
COUNTY OF SULLIVAN :

I, the undersigned Secretary of the SCRFLDC DOES 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 the SCRFLDC, and that the same is a true and correct copy of such resolution and of the proceedings of the SCRFLDC in connection with such matter.
2. Such resolution was passed at a meeting of the SCRFLDC duly convened in public session on May 18, 2026 at 11:15 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>
Howard A. 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"/>]	[]

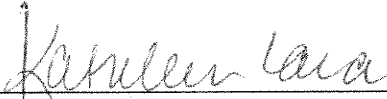
3. The question of the adoption of the foregoing resolution was duly put to a vote on roll call which resulted as follows:

Howard A. Siegel	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Kathleen Lara	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Philip Vallone	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Sean Brooks	[] Yes	[] No	[<input checked="" type="checkbox"/>] 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 the 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 18th day of May, 2026.



Kathleen Lara, Secretary