RESOLUTION

A special meeting of the Sullivan County Resort Facilities Local Development Corporation Board of Directors was convened in public session on Monday, October 19, 2026, at 11:20 a.m. local time at the Sullivan County Government Center, located at 100 North Street, Monticello, New York 12701.

| | PRESENT | ABSENT |
|---|---|---|
| Howard A. Siegel | [ ] | [ ] |
| Kathleen Lara | [ ] | [ ] |
| Scott Smith | [ ] | [ ] |
| 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
Bethanii Padu, Economic Development Coordinator
Walter F. Garigliano, General Counsel

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

**RESOLUTION NO. - 26**

RESOLUTION AUTHORIZING THE DISSOLUTION OF THE SULLIVAN COUNTY RESORT FACILITIES LOCAL DEVELOPMENT CORPORATION (THE "CORPORATION") AND APPROVING THE PLAN OF DISSOLUTION OF THE CORPORATION AND AUTHORIZING THE CERTIFICATE OF DISSOLUTION TO BE EXECUTED AND DELIVERED BY THE CORPORATION IN CONNECTION WITH ITS DISSOLUTION

WHEREAS, the Corporation has determined that dissolution of the Corporation is advisable and in the best interests of the Corporation; and

WHEREAS, in furtherance of the dissolution of the Corporation, the Board of Directors of the Corporation desires to (i) adopt a Plan of Dissolution (the "Plan"); (ii) submit the Plan to Sullivan County (the "Sole Member"), acting by and through the County Manager, for approval of the Plan; and (iii) authorize the filing of a Certificate of Dissolution with the office of the Attorney General for endorsement.

DRAFT

NOW, THEREFORE, BE IT RESOLVED:

Section 1. That the Plan of Dissolution attached hereto as Exhibit A, and the Certification of Dissolution attached hereto as Exhibit B (collectively hereinafter referred to as the "Dissolution Documents") are hereby confirmed, ratified, approved, and adopted; and

Section 2. That [_____] in [his/her] capacity as [____] of the Corporation, is hereby authorized to execute the Dissolution Documents on behalf of the Corporation; and

Section 3. That Harris Beach Murtha Cullina PLLC is hereby authorized to file the Dissolution Documents with the New York State Department of State on behalf of the Corporation to effectuate the Corporation's dissolution; and

Section 4. That the directors and officers of the Corporation are hereby authorized, empowered, and directed to take any and all such further actions as may be necessary or appropriate to implement the foregoing and effectuate the dissolution of the Corporation, including the execution and delivery of such documents and taking such other steps as are appropriate to implement the foregoing actions and effectuate the dissolution of the Corporation; and further

Section 5. That any and all actions heretofore taken by the directors or officers of the Corporation, in preparation, furtherance, or facilitation of the dissolution of the Corporation, be, and hereby are, confirmed, ratified, approved, and adopted in their entirety.

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

| | | | | |
|---|---|---|---|---|
| Howard A. Siegel | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Kathleen Lara | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Scott Smith | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Sean Brooks | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Ira Steingart | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Joseph Perrello | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Edward T. Sykes | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |

The resolutions were thereupon duly adopted.

DRAFT

STATE OF NEW YORK )
):SS
COUNTY OF SULLIVAN )

I, the undersigned Secretary of the Board of Directors of the Corporation DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the Sullivan County Resort Facilities Local Development Corporation ("Corporation") with the original thereof on file in the office of the Corporation, and that the same is a true and correct copy of such resolution and of the proceedings of the Corporation in connection with such matter.

2. Such resolution was passed at a meeting of the Corporation duly convened in public session on October 19, 2026 at 11:20 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:

| | PRESENT | ABSENT |
|---|---|---|
| Howard A. Siegel | [ ] | [ ] |
| Kathleen Lara | [ ] | [ ] |
| Scott Smith | [ ] | [ ] |
| Sean Brooks | [ ] | [ ] |
| Ira Steingart | [ ] | [ ] |
| Joseph Perrello | [ ] | [ ] |
| Edward T. Sykes | [ ] | [ ] |

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 | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Kathleen Lara | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Scott Smith | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Sean Brooks | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Ira Steingart | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Joseph Perrello | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |
| Edward T. Sykes | [ ] Yes | [ ] No | [ ] Absent | [ ] Abstain |

and therefore, the resolution was declared duly adopted.

DRAFT

I FURTHER CERTIFY that (i) all members of the Corporation 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 19th day of October, 2026.

_____

Kathleen Lara, Secretary

DRAFT

Exhibit A

[Plan of Dissolution attached]

DRAFT

Exhibit B

[Certificate of Dissolution attached]

DRAFT