

RESOLUTION

A meeting of The Sullivan County Infrastructure Local Development Corporation (“TSCILDC”) was convened in public session at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York on May 12, 2025, at 11:20 a.m. local time.

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

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

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 _____, and seconded by _____, to wit:

Resolution No. __ - 25

RESOLUTION AUTHORIZING THE USE OF VIDEOCONFERENCING PURSUANT TO GENERAL MUNICIPAL LAW SECTION 103-A; AND ADOPTING WRITTEN PROCEDURES FOR THE USE OF VIDEOCONFERENCING

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) of the State of New York (the “State”), the Certificate of Incorporation for TSCILDC was filed with the Secretary of State on the 10th day of February, 2016, as amended by that certain Certificate of Amendment of the Certificate of Incorporation filed with the Secretary of State on the 6th day of May, 2016; and

WHEREAS, by Article 7 of the Public Officers Law of the State (the "Open Meetings Law" or "OML"), the Legislature found that it is essential to the maintenance of a democratic society that the public business be performed in an open and public manner and that the citizens of this State be fully aware of and able to observe the performance of public officials and attend and listen to the deliberations and decisions that go into the making of public policy; and

WHEREAS, TSCILDC is a public body under the Open Meetings Law; and

WHEREAS, by Chapter 56 of the Laws of 2022, the Open Meetings Law was amended to add Section 103-a (the "Videoconferencing Law") regarding the use of videoconferencing by public bodies; and

WHEREAS, OML Section 103-a permits TSCILDC to continue utilizing videoconferencing for the purpose of allowing participation at the meeting by a member or members of TSCILDC who cannot be physically present due to "extraordinary circumstances", including disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member's physical attendance at such meeting; and

WHEREAS, pursuant to the Videoconferencing Law, on Monday, May 12, 2025 at 10:50 a.m., local time, in the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, Monticello, New York, TSCILDC held a public hearing with respect to the use of videoconferencing and with respect to the proposed written policy being contemplated for adoption by TSCILDC, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, TSCILDC desires to utilize videoconferencing to conduct meetings when extraordinary circumstances so necessitate, as set forth in the Videoconferencing Policy attached hereto as Exhibit A and incorporated herein.

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

Section 1. TSCILDC hereby authorizes the use of videoconferencing under extraordinary circumstances for members to participate in the meetings of this public body in accordance with the laws of the State.

Section 2. TSCILDC hereby adopts, as a formal policy of TSCILDC, the Videoconferencing Policy. The Videoconferencing Policy hereby supersedes any and all policies heretofore adopted by TSCILDC with respect to the subject matter thereof.

Section 3. This Resolution shall not preclude TSCILDC from adopting other or further policies relating to the conduct of TSCILDC business as determined from time to time by the members of TSCILDC or in accordance with the laws of the State.

Section 4. The Executive Director or Counsel to TSCILDC is hereby authorized and directed (i) to distribute copies of this resolution to the members of the Board of Directors of TSCILDC; and (ii) to do such further things or perform such acts and to execute any and all documents as may be necessary or convenient to implement the provisions of this resolution.

Section 5. The officers, employees and agents of TSCILDC are hereby authorized and directed for and in the name and on behalf of TSCILDC to do all acts and things required and to execute and deliver all such certificates, instruments, 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 TSCILDC desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by TSCILDC with all the terms, covenants and provisions of the documents for and on behalf of TSCILDC.

Section 6. All acts heretofore undertaken and performed on behalf of TSCILDC related to the Videoconferencing Policy are hereby ratified, approved and confirmed.

Section 7. These resolutions shall take effect immediately.

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

Howard Siegel	[] Yes	[] No	[] Absent	[] Abstain
Kathleen Lara	[] Yes	[] No	[] Absent	[] Abstain
Philip Vallone	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] Yes	[] No	[] Absent	[] Abstain
Ira Steingart	[] Yes	[] No	[] Absent	[] Abstain
Joseph Perrello	[] Yes	[] No	[] Absent	[] Abstain

The resolutions were thereupon duly adopted.

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STATE OF NEW YORK :
:SS
COUNTY OF SULLIVAN :

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

1. I have compared the foregoing copy of a resolution of The Sullivan County Infrastructure Local Development Corporation (“TSCILDC”) with the original thereof on file in the office of the TSCILDC, and that the same is a true and correct copy of such resolution and of the proceedings of the TSCILDC in connection with such matter.
2. Such resolution was passed at a meeting of the TSCILDC duly convened in public session on May 12, 2025 at 11:00 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>	
Howard Siegel	[]	[]	
Kathleen Lara	[]	[]	
Philip Vallone	[]	[]	
Scott Smith	[]	[]	
Paul Guenther	[]	[]	
Sean Brooks	[]	[]	
Ira Steingart	[]	[]	
Joseph Perrello	[]	[]	

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	[] Yes	[] No	[] Absent	[] Abstain
Kathleen Lara	[] Yes	[] No	[] Absent	[] Abstain
Philip Vallone	[] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[] Absent	[] Abstain
Sean Brooks	[] Yes	[] No	[] Absent	[] Abstain
Ira Steingart	[] Yes	[] No	[] Absent	[] Abstain
Joseph Perrello	[] Yes	[] No	[] Absent	[] Abstain

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the TSCILDC 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 12th day of May, 2025.

Kathleen Lara, Secretary