

## 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 Ira Steingart, and seconded by Paul Guenther, to wit:

Resolution No. 01 - 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 10<sup>th</sup> 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 6<sup>th</sup> 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	<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 type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolutions were thereupon duly adopted.

70351-040v3

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	[ <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"/> ]

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	[ ] Yes	[ ] No	[ <input checked="" type="checkbox"/> ] 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 12<sup>th</sup> day of May, 2025.

  
Kathleen Lara, Secretary

## EXHIBIT A

### **THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION Public Meeting Videoconference Policy**

The Sullivan County Infrastructure Local Development Corporation ("TSCILDC") hereby establishes this policy to allow for attendance by members of the board and members of the public via videoconference at any open meeting of the board of directors or any committee or subcommittee meeting and is established in accordance with the laws of 2022 of the State of New York within the Public Officers Law ("Open Meetings Law").  
<https://opengovernment.ny.gov/open-meetings-law>

This internal policy sets forth the options for attendance at public meetings of this public body either in person, via videoconference at a public location, or via videoconference at a non-public location due to "extraordinary circumstances" being experienced by a member who still wishes to attend.

This policy defines these "extraordinary circumstances" by which a member may participate in a meeting of the board or committee via videoconferencing in a non-public venue and establishes the procedures for notifying TSCILDC's staff in order to verify the extraordinary circumstance and sets forth a method for updating the public on opportunities to attend via videoconference.

1. Open Meeting Law states that a quorum of the board must be present in-person at a predetermined time and public location wherein the meeting will be conducted. Any member attending in-person at the predetermined and noticed public location may count toward quorum.
2. Any member attending via videoconference under "extraordinary circumstances" will not be counted toward a quorum but may vote on motions and resolutions.
3. When participating under "extraordinary circumstances" by which a member of the public body may request participation via videoconferences, they must notify TSCILDC's Executive Director by phone or email as soon as the circumstance is presented. The Executive Director will present the information to the chair of the board for final determination.
4. Extraordinary circumstances allowed by TSCILDC are:
  - a. Physical Disability whereby they are unable to meet in a physical location.
  - b. Illness whereby they are under direct orders from a doctor not to attend in-person meetings, or whereby their illness presents a risk of spreading to others attending the meeting.
  - c. Caregiver responsibilities whereby they are the only option for attending to the physical care of a minor or other dependent or family member.

- d. Work-related restrictions whereby their place of business does not allow for participation at in-person meetings outside the parameters of their business location, or whereby their presence at the business location is critical during the date and time of the TSCILDC meeting.
  - e. Travel commitments whereby they are at a location too distant to attend the meeting in-person.
  - f. Other significant or unexpected, unforeseen factors or events which preclude attendance must be presented to TSCILDC'S staff within a reasonable amount of time before the meeting in order to approve a videoconference option and to give notice to the public for a videoconference option.
- 5. Public Notice of an Open Meeting will be posted online in TSCILDC's Agenda and Minutes Center, on the public bulletin boards at physical location and shared with the local news media.
- 6. Pre-established meetings will provide for meeting notice at least seventy-two (72) hours prior to meeting to announce the time and physical or virtual locations whereby the public can attend, and it must account for Americans with Disabilities Act accommodations or compliance for public attendance.
- 7. In the event a member is allowed to participate via videoconference under "extraordinary circumstances," TSCILDC's staff shall include a link to the same videoconference service by which the member will be participating on the agenda and within the public notice as soon as reasonably possible.
- 8. Any member of the board or committee participating via videoconferencing must be able to be seen, heard and identified, as well as all members attending in person. Members of the public attending in person or via videoconference will also be asked to identify themselves for the purpose of notation in the minutes.
- 9. Minutes of the meeting will delineate the attendance of each member and by what means they are attending, either in-person or via videoconference and under which "extraordinary circumstance."
- 10. Any meeting of TSCILDC or committee that is conducted with members via videoconference will be recorded and saved for five (5) years.