

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, Monticello, New York on May 18, 2026 at 11:10 a.m. local time.

The meeting was called to order by Chairman Howard A. Siegel, and, upon roll being called, the following members of TSCILDC 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 _____, and seconded by _____, to wit:

Resolution No. ____ - 26

*RESOLUTION AUTHORIZING REDUCTION OF THE
NUMBER OF DIRECTORS OF TSCILDC 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”), 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, pursuant to Section 1411 of the N-PCL, TSCILDC's Certificate of Incorporation ("Certificate") was filed with the Secretary of State on the 10th day of February, 2016; and

WHEREAS, pursuant to Section 803 of the N-PCL, a Certificate of Amendment of the Certificate was filed with the Secretary of State on the 6th day of May, 2016; and

WHEREAS, the Certificate provides in applicable part as follows:

"ELEVENTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the Corporation's By-laws. The initial Member of the Corporation shall be the County acting by and through the County Manager on an ex-officio basis.

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of nine (9) Directors. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members and the affirmative vote of a majority of the Directors."

; and

WHEREAS, TSCILDC adopted By-Laws on May 9, 2016, which By-Laws were amended, restated, and readopted on September 9, 2019 ("By-Laws"); and

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

"201. – COMPOSITION OF APPOINTING MEMBER. Unless later modified by amendment to these By-Laws, 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, TSCILDC’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 TSCILDC 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	[] 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
Edward T. Sykes	[] Yes	[] No	[] Absent	[] Abstain

The resolution was thereupon duly adopted.

STATE OF NEW YORK :
:SS
COUNTY OF SULLIVAN :

I, the undersigned Secretary of the TSCILDC DOES 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 18, 2026 at 11:10 a.m. at the Sullivan County Government Center, 100 North Street, Monticello, New York at which the following members were present:

	<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	[]	[]

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
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
Edward T. Sykes	[] 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 18th day of May, 2026.

Kathleen Lara, Secretary