BY-LAWS

OF

THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION

Amended and Restated May 19, 2026
Amended and Restated September 9, 2019
Adopted May 9, 2016

Article 100 – THE CORPORATION

101. NAME. The name of the Corporation shall be "**THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION**" hereinafter referred to as the Corporation.

102. SEAL OF CORPORATION. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its organization. The use of the Corporation seal shall not be required for the validity of any action of the Corporation. A facsimile seal or use of the word seal may also be used if deemed appropriate.

103. OFFICE OF THE CORPORATION. The office of the Corporation shall be at 548 Broadway, Monticello, New York 12701 or such other location within the County of Sullivan as the Corporation may from time to time designate by resolution.

Article 200 – APPOINTING MEMBER or MEMBERS

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. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein. After the initial meeting of the sole Appointing Member, which will be documented by resolutions of the meeting being acknowledged by the County Manager, all future meetings will be subject to Open Meetings Law and the related notices.

202. - RIGHTS AND POWERS OF THE APPOINTING MEMBER.

The Appointing Member shall have and exercise all the rights and powers of corporate membership required by the laws of the State of New York and created by the Certificate of Incorporation and the By-Laws of the Corporation.

203. - ANNUAL MEETING OF THE APPOINTING MEMBER.

The Appointing Member shall hold an annual meeting of the Appointing Member in the third week of January of each fiscal year at a convenient time and place designated by the Appointing Member. At the annual meeting, the Appointing Member shall appoint Directors pursuant to Article 300 hereof for positions where a new directorship is created or the term of a Director has expired or otherwise terminated and transact such other business as may properly come before the meeting.

204. – ANNUAL REPORT TO THE APPOINTING MEMBER.

At the annual meeting of the Appointing Member, the Directors or designated officer of the Corporation shall present an annual report showing in appropriate detail the following information:

(i) A complete verified or audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and

(ii) A summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting of the Appointing Member.

205. - SPECIAL MEETINGS OF THE APPOINTING MEMBER.

Special meetings of the Appointing Member may be called at any time by the Appointing Member. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if at such meeting, the Appointing Member elects to transact business not previously described in the aforementioned notice, then the Corporation may transact such other business.

206. - PLACE OF MEETINGS; ORGANIZATION

All membership meetings shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Appointing Member. At each membership meeting, the Appointing Member shall preside. The Secretary, or, in his or her absence, a person chosen by the Appointing Member, shall keep complete and accurate minutes of the meeting.

207. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by mail to each Appointing Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Appointing Member at his or her address as it appears on the record of the Appointing Member or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to an Appointing Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of an Appointing Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

208. – PROPERTY RIGHTS OF APPOINTING MEMBER

The Appointing Member shall not have any rights or interests in or to the property or assets of the Corporation.

Article 300- BOARD OF DIRECTORS and OFFICERS

301. The number of Directors shall be seven (7). The Directors shall be eligible to serve an unlimited number of consecutive terms. The Directors shall serve terms of four (4) years. However, the Directors first appointed by the Member shall serve staggered terms as follows (the "Initial Terms"), with subsequent terms being for four (4) years: (A) Directors Joseph Perrello, Suzanne Loughlin and Howard Siegel shall each serve Initial Terms expiring December 31, 2016; (B) Directors Charles Barbuti, Jr., Carol Roig and Scott Smith shall each serve Initial Terms expiring December 31, 2017; (C) Directors Ira Steingart, Sean Rieber and Paul Guenther shall each serve Initial Terms expiring December 31, 2018. The Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the Member. As used in these By-laws, "the entire Board of Directors" means the total number of Directors that the Corporation would have if there were no vacancies on the Board. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s). A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all Directors.

Any Director of the Corporation may resign at any time by giving written notice to the Chief Executive Officer or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

Any Director may be removed from the Board with or without cause by the Appointing Member or for cause by a vote of a majority of the Directors, provided there is a quorum of not less than a majority of the entire Board present.

Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring for any reason, shall be filled by the Appointing Member as soon

as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director appointed to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is appointed and takes office.

302. BOARD OFFICERS. The Board officers of the Corporation ("Board Officers") shall be a Chairman, one or more Vice Chairmen, a Secretary, and a Treasurer. There may be an Assistant Secretary and an Assistant Treasurer. Each of the foregoing Board offices shall be held by a Director, and except for the offices of Chairman and Vice Chairman, and Chairman and Secretary; one person may hold more than one office.

303. CHAIRMAN. The Chairman shall preside at all meetings of the Corporation. Except as otherwise authorized by resolution of the Corporation, the Chairman shall sign all agreements, contracts, deeds, bonds, mortgages, and other instruments of indebtedness, and any other instrument of indebtedness. At each meeting the Chairman shall submit such recommendations and information as the Chairman may consider proper concerning the business, affairs and policies of the Corporation.

304. VICE CHAIRMAN. A Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; in case of the resignation or death of the Chairman, a Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Corporation shall appoint a successor Chairman.

305. SECRETARY. The Secretary shall keep the records of the Corporation, shall act as Secretary of the meetings of the Corporation and record all votes and shall keep a record of the proceedings of the Corporation in a journal of proceedings to be kept for such purpose and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal of the Corporation and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Corporation.

306. ASSISTANT SECRETARY. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; in case of the resignation or death of the Secretary the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Corporation shall appoint a successor Secretary.

307. TREASURER. The Treasurer shall have the care and custody of all funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Corporation may select. Unless otherwise provided by resolution, the Treasurer shall sign all orders and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of Corporation. If authorized, by resolution, the Chairman and, in the event of the absence or incapacity of the Chairman, a Vice Chairman, shall sign all orders and checks prepared by the Treasurer. The Treasurer shall keep regular books of account showing receipts and expenditures, and shall render to the Corporation at regular intervals an account of all transactions and also of the financial condition of the Corporation.

308. ASSISTANT TREASURER. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Corporation shall appoint a successor Treasurer.

309. APPOINTMENT OF BOARD OFFICERS. All Board Officers of the Corporation except the first Chairman shall be appointed at the annual meeting of the Corporation from among the Directors of the Corporation, and shall hold office for one year or until their successors are appointed.

310. BOARD OFFICER VACANCIES. In the event that any Board office shall become vacant, the Board shall appoint a successor, and such appointment shall be for the unexpired term of said office.

311. CORPORATE OFFICERS. The corporate officers of the Corporation ("Corporate Officers') shall be a Chief Executive Officer, a Chief Financial Officer, a Chief Operating Officer and an Executive Director. The appointment, compensation, terms and conditions of such Corporate offices shall be determined by the Board in accordance with these By-Laws and subject to the laws of the State of New York.

312. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall be appointed by the Board, and shall be charged with the management of all projects of the Corporation.

313. CHIEF FINANCIAL OFFICER. A Chief Financial Officer may be appointed by the Board, and shall be charged with the management of the Corporation's financial business and activities, subject to the direction of the Chief Executive Officer and the Board.

314. CHIEF OPERATING OFFICER. A Chief Operating Officer may be appointed by the Board, and shall be charged with the management of the Corporation's day to day business activities, subject to the direction of the Chief Executive Officer and the Board.

315. EXECUTIVE DIRECTOR. An Executive Director may be appointed by the Board, and shall have general supervision over the administration of the business and affairs of the Corporation, subject to the direction of the Chief Executive Officer and the Board.

316. ADDITIONAL DUTIES. The officers of the Corporation shall perform such other duties and functions as may from time to time be required by the Corporation by the By-Laws of the Corporation, or by the rules and regulations of the Corporation. Officers authorized to sign orders and checks shall give such bond for the faithful performance of the duties of such office as the Corporation may determine.

317. ADDITIONAL PERSONNEL. The Corporation may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as

prescribed by laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Board subject to the laws of the State of New York.

Article 400 – INDEMNIFICATION

401. INDEMNIFICATION. The New York State Legislature has enacted legislation permitting public entities, to provide for the defense and indemnification of officers and employees of those agencies. This Article 400 implements that concept and the statutory intent set forth in Article 2, Section 18 of the Public officers Law of the State of New York.

402. DEFINITION OF EMPLOYEE. The term "employee" for purposes of this Article 400 shall mean any commissioner, member of a public board or commission, trustee, director, officer, employee, volunteer expressly authorized to participate in a publicly sponsored volunteer program, or any other person holding a position by election, appointment or employment in the service of the Corporation whether or not compensated. The term "employee" shall include a former employee, his estate or judicially appointed personal representative.

403. DEFENSE.

(a) Upon compliance by the employee with the provisions of Section 405 hereof, the Corporation shall provide for the defense and indemnification of the employee in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while the employee was acting during the course of his employment and within the scope of his public employment or duties. This duty to provide for a defense and indemnification shall not arise where such civil action or proceeding is brought by, or at the behest of the Corporation;

(b) Subject to the conditions set forth in this Article 400, the employee shall be represented by Counsel to the Corporation or an attorney employed or retained by the Corporation for the defense of the employee. The Corporation shall employ or retain an attorney for the defense of the employee whenever (1) the Corporation does not have Corporation Counsel, (2) the Corporation determines, based upon its investigation and review of the facts and circumstances of the case, that representation by the Corporation Counsel would be inappropriate, or (3) a court of competent jurisdiction determines that a conflict of interest exists and that the employee cannot be represented by Corporation Counsel. Reasonable attorneys' fees and litigation expenses shall be paid by the Corporation to such attorney employed or retained, from time to time, during pendency of the civil action or proceeding, subject to certification by the Chairman that the employee is entitled to representation under the terms and conditions hereof. Payment of such fees and expenses shall be made in the same manner as payment of other claims and expenses of the Corporation. Any dispute with respect to representation of multiple employees by Corporation Counsel or by an attorney employed or

retained for such purposes, or with respect to the amount of the fees or expenses shall be resolved by the court upon motion or by way of a special proceeding; and

(c) Where the employee delivers process and a written request for a defense to the Corporation, under Section 405 hereof, the Corporation shall take the necessary steps on behalf of the employee to avoid entry of a default judgment pending resolution of any question pertaining to the obligation to provide for a defense.

404. DEFENSE AND INDEMNIFICATION.

(a) The Corporation, shall indemnify and save harmless its employees in the amount of any judgment obtained against such employees in a state or federal court, or in the amount of any settlement of a claim, provided that the act or omission from which such judgment or claim arose occurred while the employee was acting during the course of his employment and within the scope of his public employment or duties; provided further that in the case of a settlement, the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement by the members of the Board of the Corporation, or its insurance company. This obligation by the Corporation to indemnity shall not apply to any claims against officers and employees of the Corporation, currently outstanding, or reduced to judgment, or settlement;

(b) Except as otherwise provided by law, this duty to indemnify and save harmless prescribed by this section shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of the employee;

(c) Nothing in this section shall authorize the Corporation to defend, indemnify or save harmless an employee with respect to any claims filed, or money recovered from an employee pursuant to Section 51 of the General Municipal Law or for any claims alleging intentional wrongdoing or a reckless act; and

(d) Upon entry of a final judgment against the employee, or upon the settlement of the claim, the employee shall serve a copy of such judgment or settlement, personally or by certified or registered mail within five (5) days of the date of entry or settlement, upon the Chairman of the Corporation and Corporation Counsel, and if not inconsistent with the provisions of this resolution, the amount of such judgment or settlement shall be paid by the Corporation.

405. DUTY TO NOTIFY. The duty to defend or indemnify and save harmless prescribed herein shall be conditioned upon:

(a) Delivery by the employee to Corporation Counsel and to the Chairman of the Corporation a written request to provide for his defense, together with the original or a copy of any summons, complaint, process, notice, demand or pleading within five (5) days after he is served with such document, and

(b) The full cooperation of this employee in the defense of such action or proceeding and in defense of any action or proceeding against the Corporation based upon the same act or omission, and in the prosecution of any appeal.

406. OTHER RIGHTS. The benefits conferred in this Article 400 shall inure only to employees as deemed herein and shall not enlarge or diminish the rights of any other party nor shall any provision of this Article 400 be construed to affect, alter or repeal any provision of the Worker's Compensation Law.

407. NOTICE. This Article 400 shall not in any way affect the obligation of any claimant to give notice to the Corporation under Section Ten of the Court of Claims Act, Section 50 (e) of the General Municipal Law, or any other provisions of law.

408. INSURANCE. The Corporation is hereby authorized and empowered to purchase insurance from any insurance company created by, or under, the laws of the State of New York, or authorized by law to transact business in this state, against any liability imposed by the provisions of this Article 400 or to act as a self insurer with respect thereto.

409. PAYMENTS. All payments made under the terms of this Article 400, whether for insurance or otherwise, shall be deemed to be for a public purpose and shall be audited and paid in the same manner as other public charges.

410. INSURER RIGHTS. The provisions of this Article 400 shall not be construed to impair, alter, limit or modify the rights and obligations of any insurer under any policy of insurance.

411. IMMUNITY. Except as otherwise specifically provided in this Article 400, the provisions of this Article 400 shall not be construed in any way to impair, alter, limit, modify, abrogate or restrict any immunity to liability available to, or conferred upon, any unit, entity officer or employee of the Corporation, by, in accordance with, or by reason of, any other provision of state or federal statutory or common law.

412. OTHER ENACTMENTS. Except as otherwise provided in this Article 400, benefits accorded to employees under this Article 400 shall supplement, and be available in addition to, defense or indemnification protection conferred by any other enactment of the Corporation, or common law. Notwithstanding anything contained herein to the contrary, the Corporation shall be entitled to contribution and/or indemnification by the employee and/or other Corporation in the event that such other Corporation is also obligated to provide a defense for the employee and/or pay any sums of monies by way of indemnification and/or judgment or award.

413. APPLICABILITY. The provisions of this Article 400 shall apply to all actions or proceedings specified herein which have been commenced, instituted or brought on or after the adoption of these By-laws.

414. NO DUTY TO DEFEND AND/OR INDEMNIFY.

(a) Notwithstanding anything to the contrary contained herein there shall be no duty of the Corporation to defend or indemnify any employee unless the members of the Board finds (1) that the claim arose during the course of his normal

employment and within the scope of his employment in a matter in which the Corporation had an interest; (2) the employee was acting in discharge of a duty imposed or authorized by law, and (3) the employee acted in good faith and without malice.

(b) In the event the Corporation assumes the duty of defense and in the event a court determines that the employee acted in bad faith or with malice or in a wanton or willful manner so as to cause the claim, or was not acting in a bona fide discharge of his or her municipal duties, the employee shall reimburse the Corporation for all expenses incurred for defense of claims arising out of the alleged civil action or civil proceeding. Upon such finding by a court, the Corporation shall have no duty to satisfy any judgment or claim against the employee, and in the event the Corporation has satisfied or is ordered to satisfy said judgment or claim, the employee must reimburse the Corporation for any sum paid for the said satisfaction.

415. SEVERABILITY. If any provisions of this Article 400 or the application thereof to any person or circumstance be held unconstitutional or invalid in whole or in part by any court, such holding of unconstitutionality or invalidity shall in no way affect or impair any other provision of this Article 400, or the application of any such provision to any other person or circumstance.

Article 500 – MEETINGS

501. ANNUAL MEETINGS. The annual meeting of the Corporation shall be held in the month of February of each year at the Sullivan County Government Center, 100 North Street, Monticello, New York or at a meeting place designated by the Corporation. If the Corporation shall fail to hold an annual meeting in any year the Board Officers shall continue in office until their successors shall be chosen and all proceedings of the Corporation shall be regular and valid.

502. REGULAR MEETINGS. Regular meetings of the Corporation may be held with such notice as required by law at such times and places as from time to time may be determined by resolution of the Corporation.

503. SPECIAL MEETINGS. The Chairman of the Corporation may, when the Chairman deems it desirable, and shall, upon the written request of two Directors of the Corporation, call a special meeting of the Corporation for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Director of the Corporation or may be mailed to the business or home address of each Director of the Corporation on such notice as required by law. Waivers of notice may be signed by any Directors failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the Directors of the Corporation are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

504. QUORUM. At all meetings of the Corporation, a majority of the Directors of the Corporation shall constitute a quorum for the purpose of transacting business. A number smaller then a quorum may meet and adjourn to some other time or until the quorum is obtained.

505. ORDER OF BUSINESS. At the regular meetings of the Corporation the following shall be the order of business.

(a) Roll call.
(b) Reading and approval of the minutes of the previous meeting.
(c) Bills and communications.
(d) Reports of the Treasurer.
(e) Report of Chief Executive Officer and/or Staff.
(f) Report of the Committees.
(g) Old business.
(h) New business.
(i) Adjournment.

All resolutions shall be reduced to written form and incorporated in the minutes of the meetings of the Corporation.

The voting on all questions coming before the Corporation may be by show of hands or calling for the ayes and nays unless a Director shall request a roll call vote. In any event, the ayes and nays shall be recorded in the minutes of such meeting. Appointments may be voted upon by ballot. The affirmative vote of a majority of the entire Board of Directors shall be the act of the Corporation.

Article 600 – COMMITTEES

601. STANDING COMMITTEES. The Corporation shall have the following standing committees:

(a) Audit Committee. There shall be an Audit Committee consisting of at least three Directors who shall be appointed by the Board at each annual meeting of the Corporation and shall serve until the next annual meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements.

(b) Governance Committee. There shall be a Governance Committee consisting of at least three Directors who shall be appointed by the Board at each annual meeting of the Corporation and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Appointing Member on the skills and experience required of potential Directors.

(c) Finance Committee. There shall be a Finance Committee consisting of at least three Directors who shall be appointed by the Board at each annual meeting of the Corporation

and shall serve until the next annual meeting. The Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and make recommendations.

602. SPECIAL COMMITTEES. The Board of the Corporation, by resolution adopted by a majority of the Board, may create Special Committees, which shall have only the powers specifically delegated to them.

Article 700 - AMENDMENTS AND REPEAL

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.

702. EEFECT of AMENDMENTS. The By-Laws heretofore in effect are hereby repealed and these By-Laws are intended to replace in their entirety such By-Laws as were heretofore in effect. Nothing contained herein is intended to affect the validity of any action taken by the Corporation pursuant to By-Laws heretofore in effect.

Approved and adopted this 9th day of May, 2016

Amended and Restated this 9th day of September, 2019

Amended and Restated this 19th day of May, 2026