

Record of Roll Call Vote

RESOLUTION 2024-7-23-1

SUPPLEMENTAL RESOLUTION OF THE PUTNAM COUNTY INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE BREWSTER INDUSTRIAL OWNER LLC PROJECT

July 23, 2024

PCIDA Conference Room, Patterson, NY

MEETING DATE

MEETING LOCATION

Board Member Ed Cooke offered the above resolution and moved its adoption.

The resolution was seconded by Board Member Mike Karlsson and duly put to a vote on roll call, which resulted as follows:

<u>Board Member</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Abby O'Brien	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
Simon Carey	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
Edward Cooke	<u> </u>	<u> </u>	<u>✓</u>	<u> </u>
Joe Downey	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
Mike Karlsson	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
Bill Nulk	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
<i>Vacant</i>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

AYES: 5 NOES: The resolution was declared adopted.

Testified:  Title: Chairman

RESOLUTION 2024-7-23-1

**SUPPLEMENTAL RESOLUTION OF THE PUTNAM COUNTY
INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE
BREWSTER INDUSTRIAL OWNER LLC PROJECT**

WHEREAS, by Resolution of the Agency dated February 21, 2023, benefits were granted to the Company in the form of a sales tax exemption and real property tax abatements in the form of payments in lieu of taxes (PILOT); and

WHEREAS, a closing occurred on the grant of the sales tax benefits on March 1, 2023, however, a closing on the PILOT benefits was delayed while the Company negotiated the proposed 15 year abatement schedule with relevant municipal taxing jurisdictions (the “Municipalities”); and

WHEREAS, the result of the Company’s negotiation with the Municipalities was the grant of a ten year abatement consistent with Real Property Tax Law Section 485-b and it is now prepared to close on the PILOT Agreement and related PILOT mortgage; and

WHEREAS, although already authorized by the Project documents, the Company has requested that the Agency re-confirm the grant of the PILOT benefits and reauthorize the execution of the relevant documents to effectuate the transaction considered hereunder.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE PUTNAM COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. In connection with the Project, the Agency hereby reauthorizes the grant of those certain real property tax abatements previously approved by Resolution dated February 21, 2003, except that the PILOT Agreement shall reflect the ten year abatement consistent with the approvals by the Municipalities.

Section 2. Either one of the Chair and the Vice-Chair of the Agency (as used in this Resolution, an “Authorized Representative”) is hereby designated an authorized representative of the Agency and each is hereby authorized to execute and deliver the Project Documents. The Authorized Representatives are hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution. The Agency recognizes that due to the unusual complexities of the transaction it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Authorized Representative to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by a certificate of determination of an Agency officer. The members, officers, representatives and agents of the Agency are hereby authorized and directed to take all actions deemed appropriate to assist the Affiliate and the Company in commencing and carrying out the Project.

Section 9. All covenants, stipulations, obligations and agreements contained in this Resolution and the Project Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the fullest extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency by the provisions of this Resolution and the Project Documents shall be exercised or performed by the Agency or by its members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 10. No covenant, stipulation, obligation or agreement contained in this Resolution or the Project Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or Putnam County in his individual capacity and neither the members of the Agency nor any officer executing the foregoing agreements shall be liable personally on the Project Documents or be subject to any personal liability or accountability by reason thereof.

Section 11. In adopting this Resolution, notwithstanding any other provision hereof, the Agency assumes no responsibility for obtaining or assisting the Company in obtaining financing for the Project. This Resolution is not a contract between the Agency and the Company and shall not be construed as such.

Section 12. This Resolution may be deemed by the Agency to have expired at any time after twelve (12) months from the date hereof, unless (a) extended by the Company with the consent of the Agency and by the payment of any Agency fees therefore or (b) the financing has been consummated or closed. Any extension or renewal will be for an additional twelve (12) months.

Section 13. No further action is required to be taken by the Agency to implement the transaction contemplated hereby.

Section 14. This Resolution shall take effect immediately upon its passage.

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APPROVED AS TO FORM		MEETING DATE	
AYES:	<u>5</u>	TOTAL MEMBERS:	<u>6</u>
NAYS:	<u> </u>	MEMBERS PRESENT:	<u>6</u>
ABSTENTIONS:	<u>1</u>		