

**RESOLUTION RE-AFFIRMING APPROVAL OF PURCHASE AND SALE AGREEMENT AT
REGULAR MEETING OF THE BOARD OF DIRECTORS ON JUNE 2, 2022**

Date: June 17, 2022

At a meeting of the ULSTER COUNTY ECONOMIC DEVELOPMENT ALLIANCE INC. (“UCEDA” or “Corporation”) held via Zoom meeting ID 815 6192 5738 on the 17th day of June, 2022, the following members of UCEDA were:

PRESENT: Sarah Haley, Herb Litts, Brian Cahill, Ashley Knox, Zac Kleinhandler, Ward Todd

ABSENT: Todd Diorio

ALSO PRESENT: Lindsay Simonson, Ulster County Attorney’s Office; Timothy Weidemann, CEO / President, UCEDA; Adam Korol, CFO, UCEDA; Samantha Liotta, Ulster County Department of Economic Development; Phil Erner, Ulster County Legislature; Christopher Kelly, Deputy County Executive.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to (i) the approval of the execution and delivery of a certain purchase and sale agreement by and between UCEDA and I.PARK 87 WEST LLC (the “Company”), (ii) the conveyance of certain real property located in the Town of Ulster, Ulster County, New York pursuant to such purchase and sale agreement, (iii) and the performance of the covenants, agreements, obligations and transaction set forth in and contemplated by such purchase and sale agreement. The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

	YEA	NAY	ABSENT	ABSTAIN
Sarah Haley	[x]	[]	[]	[]
Herb Litts	[x]	[]	[]	[]
Ward Todd	[x]	[]	[]	[]
Brian Cahill	[x]	[]	[]	[]
Ashley Knox	[x]	[]	[]	[]
Zac Kleinhandler	[x]	[]	[]	[]
Todd Diorio	[]	[]	[x]	[]

WHEREAS, on June 2, 2022 the Board of Directors (the “Board”) of the Ulster County Economic Development Alliance Inc. (“UCEDA” or the “Corporation”) adopted a resolution (the “June 2nd Resolution”) approving the execution and delivery of a purchase and sale agreement (the “PSA”) by and between UCEDA and I.PARK 87 WEST LLC (the “Company”) with respect to the sale of two properties on the west side of the former IBM campus (the “IBM Tech West Property”) on the terms and conditions set forth in the PSA, a copy of which resolution is attached hereto;

WHEREAS, on June 17, 2002 the PSA and sale of the IBM Tech West Property was re-presented to the Board, including a full reading in public of the June 2nd Resolution ; and

WHEREAS, the Board discussed the PSA and sale of the IBM Tech West Property at the June 17th meeting and voted to reauthorize UCEDA to enter into the PSA.

NOW, THEREFORE, BE IT RESOLVED by UCEDA as follows:

Section 1. The June 2nd Resolution is hereby approved, ratified and confirmed, and the Corporation has the authority granted in the June 2nd Resolution, as hereby ratified, to enter into the PSA with the Company and sell the IBM Tech West Property to the Company, and to negotiate, execute and deliver such instruments, agreements, affidavits, forms, returns and documents, and to take such action and do all things necessary or appropriate, for the accomplishment of the purposes of the June 2nd Resolution, as hereby ratified, and all acts heretofore taken by or on behalf of the Corporation with respect to the subject matter of this resolution are hereby approved, ratified and confirmed.

Section 2. This resolution shall take effect immediately.

STATE OF NEW YORK)

: SS.

COUNTY OF ULSTER)

I, the undersigned Secretary of the ULSTER COUNTY ECONOMIC DEVELOPMENT ALLIANCE INC., DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the ULSTER COUNTY ECONOMIC DEVELOPMENT ALLIANCE INC. (the "Corporation"), including the resolutions contained therein, held on the 17th day of June, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, as amended, that all members of said Corporation had due notice of said meeting and that said meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17 day of June, 2022.

By:  _____
Secretary