

**SALES TAX LETTER EXTENSION RESOLUTION
DARIENLAKE KINGSTON LLC PROJECT**

A regular meeting of Ulster County Industrial Development Agency (the "Agency") was convened in public session at the Karen Binder Library, Ulster County Office Building, 6th Floor, 244 Fair Street, Kingston, New York on September 14, 2016 at 8:00 a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Horodyski	Chairman
John Morrow	Vice Chairman
Robert Kinnin	Secretary
Randall Leverette	Treasurer
John Livermore	Assistant Secretary
James Malcolm	Assistant Treasurer
Michael Bernholz	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Suzanne Holt	Director, Office of Economic Development
Linda Clark	Office of Economic Development
Christopher Fury	Office of Economic Development
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0916-

**RESOLUTION APPROVING THE DELIVERY OF AGENCY REVISED SALES TAX
DOCUMENTS FOR THE DARIENLAKE KINGSTON LLC PROJECT**

WHEREAS, Ulster County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on December 10, 2014 (the “Approving Resolution”), the Agency agreed to assist Darienlake Kingston LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”) in undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximate 2 acre parcel of land located at 1851 Ulster Avenue (Tax Map # 39.19-3-14) in the Town of Ulster, Ulster County, New York (the “Land”), (2) the construction on the Land of a new building to contain approximately 63,000 square feet of space (the “Facility”) and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and operated as an approximately 101 unit hotel facility, with meeting rooms, fitness center and indoor pool, and other directly and indirectly related activities; (B) the granting of “financial assistance” (within the meaning of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (the “Financial Assistance”); and (C) the lease (with the obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Company a letter to the Agency (the “Company Letter”), a copy of same is attached as **Schedule A**, indicating that there have been some delays in completing the Project and that due to such delays the Company has requested that the expiration date contained in the sales tax letter originally delivered by the Agency to the Company be extended;

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

Section 1. The Agency has reviewed the Company Letter and, based upon the representations made to the Agency in the Company Letter, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a “project” within the meaning of the Act;

(B) The Project does not differ from the Project approved by the Agency pursuant to the Approval Resolution and as described in the Agency Documents (as defined in the Approval Resolution);

(C) The approval of the request by the Company does not result in any additional Financial Assistance and therefore a new public hearing under the Act is not required;

(D) The existing sales tax letter expires on September 30, 2016 and the new expiration date will be December 31, 2016; and

(E) The granting of the Financial Assistance by the Agency with respect to the Project, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Ulster County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(F) Upon compliance with the provisions of the Act, the Agency is authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Ulster County, New York and the State of New York and improve their standard of living.

Section 2. In consequence of the foregoing, the Agency hereby determines to execute and deliver a revised sales tax letter and related documents to the Company and its contractors (the "Agency Revised Sales Tax Documents") to reflect the new completion date of the Project, subject to the following conditions: (A) the payment of the Agency's administrative fee in the amount of \$_____, (B) evidence satisfactory to the Agency and its staff that the Company is in compliance with the Agency's policies relating to the Project; (C) the payment of the fees and expenses of the Agency Counsel, (D) the execution and delivery of documents prepared by the Agency Counsel to provide for the extension of the sales tax letter, and (E) the following additional conditions: [confirmation by Agency staff and counsel that there are no new Agency Policies that should be applied to the Project].

Section 3. The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Revised Sales Tax Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Revised Sales Tax Documents and the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, 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, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Revised Sales Tax Documents and the Agency Documents binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Michael Horodyski	VOTING	_____
John Morrow	VOTING	_____
Robert Kinnin	VOTING	_____
Randall Leverette	VOTING	_____
John Livermore	VOTING	_____
James Malcolm	VOTING	_____
Michael Bernholz	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 14, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of such proceeding so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of September, 2016.

(Assistant) Secretary

(SEAL)

SCHEDULE A
COMPANY LETTER

- SEE ATTACHED -



September 1, 2016

**Mr. Michael Horodyski, Chair
Ulster County Office of Economic Development
244 Fair Street, 4th Floor,
Kingston, NY 12401**

Re: Darienlake Kingston LLC

Dear Mr. Horodyski,

As you are aware we are seeking an extension for our IDA Sales Tax Letter until December 31, 2016. Our current IDA Sales Tax Letter is expiring on September 30, 2016.

- Our project's different approvals' timings from township as well as franchise were underestimated. Certain approvals from township were vital for our guests' and employees' safety. Also some brand standards were changing as our construction was in progress
- We are requesting an extension of time until December 31, 2016
- The overall nature and size of the project remains the same
- Our project's overall cost has been increased approximately in the amount of \$120,000 due to site condition, NYS code requirements as well as brand requirements which was previously underestimated.

Should you need any further information then please do not hesitate to contact us.

We thank you for your consideration in advance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Amit Shah', written over a light blue horizontal line.

**Amit Shah
Darienlake Kingston LLC
Member**

1835 Ulster Avenue, Lake Katrine, NY 12449 Tel: (845)-336-6200 Fax: (845)336-5321