

**RESOLUTION NO. 2-20**

**ORGANIZATIONAL RESOLUTION OF THE APPOINTED DIRECTORS OF THE SUNSET LAKE LOCAL DEVELOPMENT CORPORATION ELECTING THE INDEPENDENT DIRECTOR TO THE BOARD OF DIRECTORS PURSUANT TO ARTICLE III SECTION 2 (A)(1) OF THE BY- LAWS OF THE CORPORATION**

**WHEREAS**, pursuant to the By-laws of the Corporation, an Independent Director shall serve on the Board of Directors of the Corporation and such Independent Director shall meet the qualifications for independence as set forth in Article III, Section 2 (A)(1) of the By-laws and shall also meet the following qualifications:

- (a) He or she shall not be a public official, appointed or elected in any capacity, of any federal state or local government;
- (b) He or she may be a notary public;
- (c) He or she cannot be an officer or committee person of any political party; and

**WHEREAS**, pursuant to Article III Section 2 (A)(1) of the By-laws of the Corporation, the five appointed Directors shall choose the Independent Director from the pool of qualified independent director candidates; and

**WHEREAS**, pursuant to the By-laws of the Corporation the Directors, ex-officio, shall choose the Independent Director by a majority vote.

**NOW, THEREFORE, BE IT RESOLVED**, the Directors of the Corporation chose the following person by a majority of the Directors to serve as the Independent Director of the Corporation until his/her respective successor is chosen and shall qualify or until his/her earlier resignation: Lowell Feldman.

On motion duly made by Director Michelle Huck and seconded by Director William Chellis, the Resolution was placed before the Board of Directors of the Corporation and hereby adopted 6-0.

**CERTIFICATION**

STATE OF NEW YORK) ss: COUNTY OF SULLIVAN)

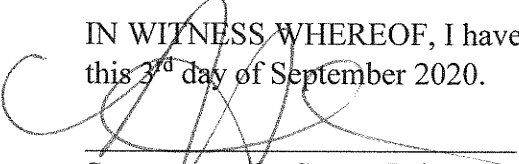
I, Michelle Huck, the undersigned, Secretary of the Sunset Lake Local Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Board of Directors of the Corporation, including the Resolutions contained therein, held on September 3, 2020, 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 Resolutions set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors 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 Board of Directors 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 Corporation this 3<sup>rd</sup> day of September 2020.



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Secretary to the Sunset Lake LDC