

EXHIBIT 6.

November 20, 2008

**RESOLUTION
NEGATIVE DECLARATION AND SITE PLAN APPROVAL
300 NORTH BROADWAY – GROTTO HOLDING CORP.**

WHEREAS, in June 2007, an application was submitted on behalf of Grotto Holding Corp. ("the Applicant") seeking site plan approval to permit a change of use for the conversion and redevelopment of the former Tappan Motors site at 300 North Broadway into an office building ("the Proposed Action"); and

WHEREAS, the Proposed Action involves the reuse of the garage level of the building for vehicle storage and employee parking, the development of three office spaces consisting of approximately 6,564 square feet on the upper level, and a total of 22 on-site parking spaces; and

WHEREAS, the office uses would front onto New Broadway with access to the parking lot and garage provided from North Broadway; and

WHEREAS, pursuant to Chapter 59A of the Village Code, the proposed project was reviewed by the Village of Sleepy Hollow Waterfront Advisory Committee ("WAC") for consistency with the goals and policies in the Village's Local Waterfront Revitalization Plan ("LWRP"); and

WHEREAS, on July 11, 2007, after review, the WAC concluded that the Proposed Action is consistent with the overall goals and policies of the LWRP; and

WHEREAS, the Proposed Action was referred to the Architectural Review Board, which suggested modifications to the architectural design and ultimately approved the project's façade at its November 28, 2007 meeting; and

WHEREAS, due to the proposed redevelopment and expansion of an existing nonconforming structure, the project required variances for minimum front yard, rear yard, side yard, and buffer; and

WHEREAS, on January 16, 2008, after conducting public hearing, the Village of Sleepy Hollow Zoning Board of Appeals denied the requested variances; and

WHEREAS, after resubmission of an adjusted plan, the Zoning Board of Appeals held another properly noticed public hearing on the Proposed Action and on November 19, 2008 granted approval of the required variances; and

WHEREAS, the Planning Board reviewed and considered the Proposed Action at its June 21, 2007, July 19, 2007, September 20, 2007, October 18, 2007, January 17, 2008, February 21, 2008, and March 20, 2008 meetings; and

WHEREAS a properly noticed public hearing on the Proposed Action was held before the Planning Board on April 17, 2008, and continued on May 22, 2008, June 19, 2008,

July 17, 2008, September 18, 2008, October 16, 2008, and November 20, 2008, at which time those wishing to be heard were given the opportunity to speak; and

WHEREAS, at these meetings the Planning Board did discuss in detail with the Applicant issues related to parking, traffic and pedestrian circulation, storm water management, and urban design considerations; and

WHEREAS, as a result of comments raised by the Planning Board, Architectural Review Board, Zoning Board of Appeals, Village staff, and the public, during the course of 2007-2008 several modifications were made to the proposed site plan, including a reduction in the height of the structure, additional plantings, architectural detail revisions, and modifications of the parking layout; and

WHEREAS, the Planning Board and its consultants scrutinized and evaluated the information presented in the Planning Board Application, Environmental Assessment Form, and Site Plan Drawings; and

WHEREFORE, based on the foregoing record, the Planning Board makes the following findings of fact:

1. The project site occupies the corner of North Broadway and New Broadway, which is a significant "gateway" location in the Village. As a gateway location, the site is suited for a development with distinctive architecture, a vertical element and a larger scale. The Planning Board finds that the proposed project's overall size and height is appropriate for this type of location.
2. The Planning Board further notes that the design of the proposed building incorporates a façade treatment that responds to the comments of the Architectural Review Board and reduces the impression of mass.
3. The height of the building on the New Broadway side is generally consistent with the scale of other residences on the street and the façade has been designed to provide an appearance that is compatible with a residential neighborhood. The Planning Board finds therefore that the height and façade is sensitive to, and appropriate for, its New Broadway residential context. Vehicular entry points and parking are located on the North Broadway side, where the building faces onto a commercial corridor.

The Planning Board finds that proposed building exhibits an appropriate design relationship between the New Broadway and North Broadway frontages. The Planning Board also finds that the ornamental tower at the southern point of the building is sensitive to its historical context and surroundings, reflects the theme from the building across the street, and is an appropriate and desirable design feature.

4. The project site is a previously disturbed, urban location, and as such, the proposed redevelopment is not anticipated have any significant adverse impacts on vegetative communities, wildlife habitats, other natural resources, or historic or archaeological resources. The project reuses an existing building in a developed area, which is consistent with sound planning and environmental principles. The site currently consists entirely of impervious surfaces. The redevelopment is required to provide storm water management meeting the standards of Section 62.29.F-h. of the Village Code. As a result, the implementation of the project would result in post-development conditions equal to or better than pre-development conditions. The Planning Board finds accordingly that the proposed project would not have an adverse impact on vegetation or wildlife, natural resources, historic or archaeological resources, or storm water.
5. The appropriate provision of parking had been an issue of concern for both the Zoning Board of Appeals and Planning Board during the project review. During September and October of 2008, the Applicant provided a series of alternate parking configurations to address stated concerns regarding tandem parking and maneuverability for specific spaces. After reviewing the alternatives, it was agreed that a site visit would be helpful to assess the situation.

On October 21st, a productive site visit and meeting was held at 300 North Broadway to review the proposed parking configuration. Attendees included the Applicant, his attorney and architect, the Village Architect, the Planning Board attorney, the Planning Board planning and engineering consultants, and Board member Tanner. In order to demonstrate the viability of the ulterior spaces, the garage had been striped as per the site plan and cars were parked. The spaces along the rear wall that had been previously identified as a concern were workable, although in order to provide more back-out room and easier maneuverability, the Village staff recommended that a compact space be utilized at the end of the north row. The Applicant concurred and updated the site plan to reflect this change.

Additional adjustments were also collectively agreed upon for the outside lot. These included a relocation of the handicapped space closer to the building and adjustment of the layout to include additional parking to the south of the entrance. In addition, given the type of loading activity that would occur at the property, it was agreed that modified loading space dimensions would be appropriate. The Board recognizes the potential for one of the ulterior garage spaces to be temporarily obstructed when the loading zone is occupied. However, given that this would present a temporary inconvenience impacting only a designated employee space, the Board finds this condition to be acceptable. The Applicant's revised site plan reflects these items and includes 12 workable spaces for use by employees in the garage and 10 spaces in the exterior lot (including 9 regular full-size, 5 non-transient, and 8 compact

spaces). In combination, these would be adequate to meet the 22 spaces required by zoning. It is noted that the Applicant appears to have made a good faith effort to accommodate as much parking as possible in a variety of configurations and also pursued off-site spaces as suggested during the project's review. Accordingly, the Planning Board finds the proposed parking plan, as revised, is adequate.

NOW, THEREFORE BE IT RESOLVED, that after reviewing the Proposed Action against the criteria set forth in Part 617.7(c) of the implementing regulations pertaining to Article 8 of the Environmental Conservation Law, Criteria for Determining Significance, the Lead Agency does hereby determine that the Proposed Action would not cause significant adverse impacts to the environment and that a Negative Declaration is so recorded for the Proposed Action. Specifically the Lead Agency has, on the basis of the entire record before it, determined that:

a. The proposed action will not result in a substantial adverse change in existing air quality, ground or surface water quality or quantity, or traffic or noise levels, and that the proposed action will not result in a substantial increase in solid waste production, or in the potential for erosion, flooding, leeching, or drainage.

b. The proposed action will not substantially interfere with the movement of any resident or migratory fish or wildlife species, impact a significant habitat area, have an adverse impact on a threatened or endangered species of animal or plant, or have any other significant adverse impact on natural resources.

c. The proposed action will not impair the environmental characteristics of a Critical Environmental Area.

d. The proposed action is consistent with the Village's current plans and goals as officially approved or adopted.

e. The proposed action will not impair the character or quality of any important historical or archaeological resource.

f. The proposed action will not result in a major change in the use of any energy resource.

g. The proposed action will not create a hazard to human health.

h. The proposed action will not create an adverse change in the creation of open space and recreational resources; and be it further

RESOLVED, that the Planning Board concurs with the findings of the WAC and declares that the Proposed Action is consistent with the overall goals and policies of the Village's LWRP; and be it further

RESOLVED, that the site plan approval incorporates by reference the legends on the site plan drawings and variation from the approved site plan must be submitted to the Department of Architecture, Land Use Development, Building Compliance and Buildings for review, and any material variation shall require a resolution from the Planning Board approving said changes; and be it further

RESOLVED, that the final site plan approval, as defined in the recitals is granted and approved, and the Planning Board Chairman is authorized to sign the plans and this resolution, and permits may be issued, subject to the conditions and modifications identified below:

1. Approval of the final drainage plan and calculations by the Village's consulting engineer.
2. No left turn exits shall be permitted, and a "No Left Turn" sign as indicated on the Site Plan Drawing SP-1 shall be installed and maintained in perpetuity.
3. Building occupancy shall be restricted to a maximum of three tenants (as currently contemplated by the site plan).
4. Tenancy shall be restricted to professional service or office uses, excluding medical or dental offices.
5. Approval shall not be transferable to a subsequent owner/purchaser unless said owner/purchaser agrees to the same conditions spelled out herein and does not change the use or occupancy of the premises. As per the Village Code, any change of use would require revisiting the site plan approval.
6. All overnight truck storage shall occur inside the garage.
7. No materials storage shall occur outside the building structure.
8. No overnight parking shall occur in the outside lot. Overnight parking for the purposes of this provision shall be defined as parking by any owner, employee or tenant, while same is not working.
9. The internal spaces will be signed and dedicated to employee parking use, in order to ensure maximum visitor space availability in the surface lot. The applicant will direct all employees and tenants to park ^within the _designated_ spaces and not on the street.
10. Deliveries shall be limited to weekdays between the hours of 7:00am and 9:00am, and otherwise consistent with the Village's Noise Code, and no trailer deliveries shall be permitted.
11. The Applicant shall install the Limited Use/Limited Application elevator, as provided on the plans.
12. The submission of a construction logistics plan to the satisfaction of the Building Inspector, indicating the location of temporary construction fencing, construction trailers, equipment, material storage, contractor parking and delivery zone. The plan must also address the need to barricade sidewalks and/or on-street parking.
13. Obtaining approvals from the New York State Department of Transportation for construction in State Route 9.
14. Obtaining approvals from the Village Department of Public Works for connection into the existing sewer and/or water main.

15. Obtaining final approval of the building design from the Architectural Review Board.
16. The submission of a detailed landscape plan with planting schedule, to the satisfaction of the Village Architect, prior to the issuance of a building permit.
17. The submission of as-built site plan and building plans prior to the issuance of a temporary certificate of occupancy.
18. Compliance with all rules and regulations of the Village of Sleepy Hollow, as well as New York State.
19. All electrical and telecommunication service lines shall be located underground.
20. The location of all utility meters shall be screened from public view and installed in accordance with the utility company specifications.
21. The location of all exterior equipment shall be screened from public view.
22. The project's solid waste is proposed to be deposited in dumpster within a trash enclosure. The project shall utilize a private hauler for this solid waste collection.
23. The project shall meet and/or exceed relevant requirements of the New York State Energy Conservation Code and incorporate energy-efficient features such as Energy Star insulation, furnaces, air conditioning equipment, lighting fixtures, ventilation and duct work, where appropriate. Applicant will use its best efforts to install a green roof system. Prior to issuance of a Certificate of Occupancy, Applicant shall provide the Village Architect with documentation establishing the Project, as constructed, meets and or exceeds relevant requirements of the New York State Energy Conservation Code and what energy efficient features were incorporated into the Project.
24. The Applicant shall post a performance bond or cash, in an amount to the satisfaction of the Village Architect, and in a form to the satisfaction of the Village Attorney, to secure the performance of all work to be performed in the public right of way.
25. The Applicant shall comply with all provisions of this resolution, building plans and/or site plan. In the event of noncompliance or violation by applicant, after due notice by the Village of Sleepy Hollow, under all applicable law, codes, rules or regulations, the Applicant fails to correct or otherwise cure said violation, the Village may take all steps under applicable laws, codes, rules or regulations, to enforce the same, including seeking the revocation of the certificate of occupancy for said premises. Nothing herein shall be deemed a waiver by the Applicant or the Village of any and all legal rights each party may have with respect to this provision.
26. A copy of this resolution shall be attached to me certificate of occupancy in order to inform all potential future property owners of the obligations and restrictions required by the conditions of approval.
27. The Applicant has not identified the proposed use for the third office space which may impact the loading space and internal parking and site circulation. Accordingly, as a condition of this approval, no building permit or certificate of occupancy shall issue for the 3rd office space until the applicant appears before the Planning Board to identify the proposed ten.int. and the proposed tenant's use of the on-site parking and loading space.

AND BE IT FURTHER RESOLVED that prior to the issuance of a building permit, all applicable professional review fees, environmental fees, and other Village fees related to the project shall be paid to the Village.

THE PLANNING BOARD OF THE
VILLAGE OF SLEEPY HOLLOW

George Tanner, Acting Chairman

Date