

Meeting Date: 03/07/2016
Resolution #: 03/04/2016

**RESOLUTION AUTHORIZING LICENSE AGREEMENT
FOR TEMPORARY USE**

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on March 7, 2016 at 7:00 p.m. The following resolution was duly offered and seconded, to wit:

WHEREAS, the Sleepy Hollow Local Development Corporation ("Corporation") is the owner of certain real property commonly referred to as the "East Parcel" pursuant to a certain Bargain and Sale Deed Without Covenant Against Grantor's Acts from the Town of Mount Pleasant Industrial Development Agency dated as of December 22, 2014, and recorded in the Office of the Westchester County Clerk at Control No. 543173286 ("East Parcel"); and

WHEREAS, Historic Hudson Valley ("HHV") operates, among other things, the Philipsburg Manor restoration adjoining the East Parcel; and

WHEREAS, HHV is holding a "Pinkster Day" celebration ("Event") at Philipsburg Manor on May 14, 2016; and

WHEREAS, HHV has asked the LDC for permission to use a portion of the East Parcel as a parking area for visitors and staff of Philipsburg Manor during the Event; and

WHEREAS, Philipsburg Manor and the Event are important contributors to the Village of Sleepy Hollow's economy and cultural life; and

WHEREAS, assisting HHV with the Event by providing an area for parking as requested would be consistent with and in furtherance of the LDC's goals;

NOW THEREFORE BE IT RESOLVED, that the LDC grants permission to HHV to use for parking during the Event and for access to the parking during the Event that portion of the East Parcel identified on the drawing attached to this Resolution ("License Area") subject to the requirements set forth in this Resolution; and be it further

RESOLVED, that as a condition of such use:

1. HHV shall maintain the License Area in a clean and orderly manner at HHV's sole cost and expense and comply with all applicable laws, rules, and regulations, including, without limitation, all environmental laws relating to the License Area and the permission granted by this Resolution.
2. HHV shall prepare a security plan for the License Area for the Event and shall deliver that security plan to the Corporation at least ten (10) days prior to the Event. The Corporation may review and comment on the security plan prepared by HHV for the License Area, and HHV shall make any change to the plan requested by the Corporation.

3. At least ten (10) days prior to the Event, HHV shall furnish the Corporation with policies or certificates of insurance which shall name the Corporation as an additional insured and shall be issued by companies satisfactory to the Corporation for the following:

3.1. Commercial General Liability Insurance, which shall include contractual liability, in the minimum amount of One Million Dollars (\$1,000,000) for bodily injury to or death of one person and Five Million Dollars (\$5,000,000) aggregate per occurrence for bodily injury and death and One Million Dollars (\$1,000,000) for property damage.

3.2. Business Automobile Insurance including owned and non-owned automobile insurance with a minimum limit of One Million Dollars (\$1,000,000) per occurrence combined single limit for bodily injury and property damage.

3.3. Worker's compensation insurance to the extent required by applicable law with respect to all persons employed or hired by HHV and containing such terms and conditions as are required under applicable law.

4. Indemnify, defend and save harmless the Corporation and the Corporation's member, affiliates, directors, officers, employees, legal representatives, agents, successors, and assigns (collectively, "Corporation Parties"), from and against any and all losses, costs, demands, damages, suits, claims, liabilities and expenses (including, without limitation, reasonable attorneys' fees and expenses), resulting directly or indirectly from the permission granted in this Resolution or from HHV or its employees', contractors', volunteers' or the general public's entry on or use of License Area. HHV hereby releases, settles, cancels, discharges and acknowledges to be fully satisfied, any and all claims, demands, damages, debts, liabilities, obligations, costs, expenses, liens, actions, and causes of action of every kind and nature whatsoever, whether under federal, state or common law, whether known or unknown, foreseen or unforeseen, suspected or unsuspected, which HHV or anyone claiming by, through, or under HHV may now or hereafter have against the Corporation Parties relating to the permission granted in this Resolution or to HHV or its employees', contractors' volunteers' or the general public's entry on or use of the License Area. The indemnity obligation and release set forth in this paragraph shall survive the Event.

RESOLVED, that the Executive Director of the Corporation shall caused to be prepared an agreement with HHV for the use containing the provisions set forth in this Resolution together with such other provisions as may be advisable and recommended by counsel and are either not material or are not adverse to the LDC's interest; and be it further

RESOLVED, that Resolutions shall take effect immediately upon adoption.

On motion duly made by Director Dawley and seconded by Director Scarpati, the forgoing resolution was placed before the Board of Directors of the Corporation and voted:

	Aye	Nay	Abstain	Absent
David Schroedel	X			
Kenneth Wray				X
Anthony Scarpati	X			
Michael Dawley	X			
Teresa Oeste-Villavieja				X

Motion was carried 3-0.

STATE OF NEW YORK)
VILLAGE OF SLEEPY HOLLOW) SS:

I, the undersigned Joan Bucci, Acting Secretary of the Sleepy Hollow Local Development Corporation, DO HEREBY CERTIFY:

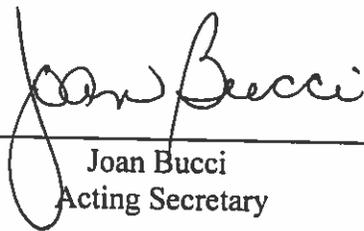
That I have compared the annexed extract of minutes of the meeting of the Sleepy Hollow Local Development Corporation (the "Corporation"), including the resolution contained therein, held on March 7, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution 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 all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 7th day of March, 2016.



Joan Bucci
Acting Secretary

SEAL