

Meeting date: 10/16/20223
Resolution #: 10/12/2023

RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION (THE “CORPORATION”) AUTHORIZING THE RENEWAL OF THE CONSULTING AGREEMENT WITH PARAGON-ON-HUDSON, LLC

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on October 16, 2023, at 7:00 p.m.

WHEREAS, the Corporation is developing a project known as Sleepy Hollow Common on the East Parcel of the former General Motors site (“Project”); and

WHEREAS, in September 2020, the Corporation retained Paragon-on-Hudson, LLC (“Paragon”) for a one-year consulting contract (“Agreement”) to assist the Corporation in executing the Project, as well as assisting with compliance with New York State reporting requirements, attending board meetings, and representing the Corporation in various negotiations and other matters (“Work”); and

WHEREAS, in September 2021, and September 2022, the Corporation amended the Agreement to extend the term for subsequent one (1) year terms; and

WHEREAS, the Corporation wishes to extend the Agreement with Paragon for an additional one (1) year term, through September 20, 2024, at the same terms and conditions, except to amend the consulting fee to \$173,250 per year with no expense allowance; and

NOW, THEREFORE, BE IT RESOLVED, by the Directors of the Corporation as follows:

Section 1. The Corporation hereby authorizes the extension of the Agreement for an additional one (1) year term, *nunc pro tunc*, from September 20, 2023, through September 20, 2024, in an amount not to exceed \$173,250 per year.

Section 2. The Corporation hereby authorizes the Chairman, Vice Chairman and/or the Chief Executive Officer of the Corporation, on behalf of the Corporation, to negotiate, execute and deliver an agreement with Paragon for the Work, along with related documents, in such form as prepared and approved by counsel to the Corporation and as approved by the Chairman, Vice Chairman and/or the Chief Executive Officer.

Section 3. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such certificates, deeds, notices, 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 resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 4. These resolutions shall take effect immediately.

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

	Aye	Nay	Abstain	Absent
Michael Dawley	X			
Teresa Oeste-Villavieja	X			
Lauren Connell	X			
Paul Baffico	X			
Benjamin Sirota	X			

Motion carried.

