

AUTHORIZING RESOLUTION

A regular meeting of the Sleepy Hollow Local Development Corporation (“Corporation”) was convened in public session on October 30, 2023, at 7:00 p.m., local time.

The following resolution was duly offered and seconded, to wit:

Resolution No. 10 - ____ - 2023

RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION AUTHORIZING AMENDMENTS TO THE MEMORANDUM OF UNDERSTANDING WITH THE VILLAGE OF SLEEPY HOLLOW

WHEREAS, the Sleepy Hollow Local Development Corporation was established by the Village of Sleepy Hollow (the “Village”) as a not-for-profit local development corporation with purposes and powers that include constructing, acquiring, rehabilitating for use by others, assisting financially with the construction, acquisition, rehabilitation and improvement, and maintaining and/or leasing facilities on its behalf or for others within the Village; and

WHEREAS, the Corporation and the Village are undertaking the comprehensive redevelopment and adaptive reuse of the East Parcel as a municipal public facilities and recreation complex (the “Sleepy Hollow Commons Project” or the “Project”), such proposed Sleepy Hollow Commons Project to include, among other things, buildings and infrastructure to serve the Village’s Department of Public Works (“DPW”); and

WHEREAS, the SHLDC and Village entered into a certain Memorandum of Understanding, dated as of July 2019 (the “MOU”), in connection with the Village’s application for certain grant funding for municipal climate change (the “Grant”), as administered by the New York State Department of Environmental Conservation (“NYSDEC”), which Grant NYSDEC awarded to the Village; and

WHEREAS, the Corporation and the Village desire to a (i) amend the MOU (the “First Amendment to MOU”) to reflect the undertaking, by the Corporation, of Phase II of the Project (as more particularly defined in the First Amendment to MOU), pursuant to a certain Amended and Restated Lease Agreement, dated as of December 1, 2020 (the “Amended Lease”), and (ii) ratify their respective ownership and operational roles pursuant to the Lease Agreement (as defined in the MOU) and Amended Lease, for the purposes of providing certain assurances to NYSDEC (as more particularly defined in the First Amendment to MOU); and

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

Section 1. The Corporation hereby approves and authorizes the First Amendment to MOU and directs the Corporation’s legal counsel to prepare or review such First Amendment to MOU, including with such changes and revisions as may be authorized by the Chairman, Vice Chairman and/or Chief Executive Officer.

Section 2. 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 3. These resolutions shall take effect immediately.

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

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

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) SS:

I, the undersigned Michael Curti, Assistant 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 October 30, 2023, 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 30th day of October 2023.

Michael Curti

Assistant Secretary

[SEAL]