

Meeting Date: 04/24/2023
Resolution #: 04/06/2023

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION
(THE “CORPORATION”) AUTHORIZING AN AMENDMENT TO THE WSP
AGREEMENT FOR CONSTRUCTION SUPPORT AND INSPECTION SERVICES**

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on April 24, 2023 at 7:00 p.m.

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

WHEREAS, the 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 is undertaking a certain project (the “Project”) involving the phased development of Sleepy Hollow Commons as a municipal facility, public open space and recreational complex to be leased to the Village; and

WHEREAS, the Corporation retained WSP USA Inc. (“WSP”) to provide construction support and inspection services (the “Work”) for the Project and entered into an agreement for the Work (the “Agreement”), which Agreement has been amended previously to extend the services provided by WSP; and

WHEREAS, WSP has provided the Corporation with a proposal dated March 17, 2023 (the “Proposal”), attached hereto as Exhibit A, to provide additional support and inspection services related to “Phase 2” of the Project on the “East Parcel” (the “Additional Work”); and

WHEREAS, the Corporation desires to again amend the Agreement to include the Additional Work; and

WHEREAS, the Consultant to the Corporation, Paragon-on-Hudson, LLC, has reviewed the Proposal and has determined it is reasonable, and is in line with past work provided to the Corporation by WSP; and

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

Section 1. The Corporation hereby approves the Proposal and authorizes the Corporation’s legal counsel to amend the Agreement to include the Additional Work with such changes and revisions as may be authorized by the Chairman, Vice Chairman and/or Chief Executive Officer and authorizes an expenditures of Corporation funds towards the Additional Work in an amount not to exceed \$768,500.00.

Section 2. The officers, attorneys, 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, instruments and documents, including, but not limited to executing any agreement to reflect the Additional Work, to pay all such fees, charges and expenses related to the Additional Work or the Proposal and to do all such further acts and things as may be necessary or, in the opinion of the officer, attorney, 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. This resolution shall take effect immediately.

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

| | Aye | Nay | Abstain | Absent |
|-------------------------|-----|-----|---------|--------|
| Anthony Scarpati | X | | | |
| Michael Dawley | X | | | |
| Teresa Oeste-Villavieja | X | | | |

Motion carried.

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) SS:

I, the undersigned, 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 April 17, 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 17th day of April 2023.

Michael Curti
Assistant Secretary

[SEAL]