

Meeting Date: 04/24/2023  
Resolution #: 04/07/2023

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION  
(THE “CORPORATION”) AUTHORIZING THE RETENTION OF ROUX  
ENVIRONMENTAL ENGINEERING AND GEOLOGY, D.P.C. AND EXECUTION OF A  
CONTRACT RELATING TO THE SAME**

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**, Roux Environmental Engineering and Geology, D.P.C. (Roux) has provided the Corporation with a proposal dated March 23, 2023 (the “Proposal”), attached hereto as Exhibit A, to provide environmental oversight and reporting services related to the planned “Phase 2” construction project on the “East Parcel” (the “Work”); and

**WHEREAS**, the Consultant to the Corporation, Paragon-on-Hudson, LLC, has reviewed the Proposal and has determined it is reasonable, and has recommended the engagement of Roux to perform the Work; 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 negotiate an agreement with Roux for the Work with such changes and revisions as may be authorized by the Chairman, Vice Chairman and/or Chief Executive Officer and authorizes an expenditure of Corporation funds towards the Work in an amount not to exceed \$146,200.00.

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 Work, to pay all such fees, charges and expenses related to the 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 Trustee Oeste-Villavieja and seconded by Trustee 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 17<sup>th</sup> day of April 2023.

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Michael Curti  
Assistant Secretary

[SEAL]