

Meeting date: 11/14/2022
Resolution #: 11/17/2022

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 November 14, 2022 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 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, the Corporation renewed Paragon for an additional year; and

WHEREAS, the Corporation wishes to renew the existing agreement with Paragon for an additional year, *nunc pro tunc* to September 20, 2022, at the same terms and conditions, except to amend the consulting fee to \$165,000 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 retention of Paragon for the Work for a period of one (1) year, *nunc pro tunc* to September 20, 2023, in an amount not to exceed \$165,000 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 Wray and seconded by Director Scarpati, the forgoing resolution was placed before the Board of Directors of the Corporation and voted:

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

Motion carried 3-0.

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 November 14, 2022, 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 14th day of November, 2022.

Michael Curti

Assistant Secretary

[SEAL]