

Meeting Date: 03/07/2022  
Resolution #: 03/05/2022

**ANNUAL MEETING RESOLUTIONS OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION (i) ADOPTING AND RE-ADOPTING CERTAIN REPORTS, POLICIES, STANDARDS AND PROCEDURES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005 (CHAPTER 766 OF THE LAWS OF 2005) AND THE PUBLIC AUTHORITIES REFORM ACT OF 2009 (CHAPTER 506 OF THE LAWS OF 2009); (ii) ELECTING BOARD OFFICERS; (iii) APPOINTING BOARD COMMITTEE POSITIONS; (iv) APPOINTING CORPORATION STAFF; AND (v) RELATED MATTERS**

A regular meeting of the Sleepy Hollow Local Development Corporation was convened on March 7, 2022 at 7:00 p.m.

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

**WHEREAS**, the Sleepy Hollow Local Development Corporation (the “Corporation”) is a not-for-profit local development corporation duly established under Section 1411 of the Not-for-Profit Corporation Law of the State of New York and a “local authority” under Section 2 of the Public Authorities Law of the State of New York (the “PAL”), created pursuant to a Certificate of Incorporation filed on September 18, 2014 for the charitable and public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, improving and maintaining job opportunities, lessening the burdens of government and acting in the public interest; and

**WHEREAS**, pursuant to the Corporation’s By-Laws, the Board desires to hold its annual meeting to address various organizational matters, including electing Board Officers, establishing committee memberships, reappointing Corporation staff and related matters; and

**WHEREAS**, pursuant to the Public Authorities Accountability Act, Chapter 766 of the Laws of 2005 (“PAAA”), and the Public Authority Reform Act, Chapter 506 of the Laws of 2009 (“PARA”), the Corporation is required to annually review and readopt certain policies, standards and procedures, prepare an annual independent audit report in accordance with generally accepted auditing standards, and submit an annual report to the Authorities Budget Office of the State of New York and certain local officials; and

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:**

Section 1. Pursuant to PAAA and PARA, the Board has reviewed hereby readopts and approves the following policies, guidelines, and documents:

Mission Statement  
Report on Operations and Accomplishments  
Investment and Deposit Policy

Disposition of Real Property Guidelines  
Compensation, Reimbursement and Attendance Policy  
Code of Ethics  
Whistleblower Policy  
Travel Policy  
Procurement Policy  
Defense and Indemnification Policy

Section 2. In accordance with the Corporation's By-laws, the following Directors are duly appointed to serve in the respective Officer Positions for the period of fiscal year 2023 (June 1, 2022 through May 31, 2023):

Michael Dawley, Chair
Teresa Oeste-Villavieja, Vice Chair
Anthony Scarpati, Treasurer
Ken Wray, Secretary

All Directors of the Corporation shall participate in such required annual and continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance. Further, each Director shall execute (i) a Certification of No Conflict of Interest and (ii) an Acknowledgement of Fiduciary Duties and Responsibilities.

Section 3. Pursuant to Section 2824 of the PAL and in accordance with the Corporation's By-laws, the following Directors are nominated and confirmed to serve on the Audit and Finance Committee of the Corporation for the period of fiscal year 2023 (June 1, 2022 through May 31, 2023):

Michael Dawley
Anthony Scarpati
Teresa Oeste-Villavieja
Ken Wray

The Audit and Finance Committee shall perform the functions as described in the By-Laws.

Section 4. Pursuant to Section 2824 of the PAL and in accordance with the Corporation's By-laws, the following Directors are nominated and confirmed to serve on the Governance Committee of the Corporation for the period of fiscal year 2023 (June 1, 2022 through May 31, 2023):

Michael Dawley
Anthony Scarpati
Teresa Oeste-Villavieja

Ken Wray

The Governance Committee shall perform the functions as described in the By-Laws.

Section 5. Pursuant to and in accordance with the Corporation's By-laws, the following individuals are duly appointed to serve as at will employees in the respective officer positions:

Anthony Giaccio, Executive Director
Joan Bucci, FOIL Officer
Michael Curti, Assistant Secretary

The foregoing officers shall enter upon the discharge of their duties as provided in the Corporation's By-Laws.

Section 6. The Corporation is hereby authorized to do all things necessary and/or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by the Corporation with respect to such activities are hereby approved, ratified and confirmed.

Section 7. This resolution shall take effect immediately.

Following a motion by Director Wray, which was seconded by Director Oeste-Villavieja, the question of the adoption of the foregoing Resolution was duly put to a vote and following a roll call, which resulted as follows:

	<i>Yes</i>	<i>No</i>	<i>Absent</i>	<i>Abstain</i>
Michael Dawley	X			
Anthony Scarpati	X			
Teresa Oeste-Villavieja	X			
Ken Wray	X			

Motion carried 4-0.

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 March 7, 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 7th day of March, 2022.

Michael V. Curti  
Michael Curti, Assistant Secretary

[SEAL]