

SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION

A regular meeting of the Sleepy Hollow Local Development Corporation (the “Corporation”) was convened on June 24, 2024 at 7:00 p.m.

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

Resolution No. 06-04-2024

RESOLUTION OF THE CORPORATION (i) AUTHORIZING THE SALE OF 1 PLEASANT STREET, AND (ii) THE EXECUTION AND DELIVERY OF A SALE AGREEMENT, DEED AND RELATED DOCUMENTS

WHEREAS, 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 (“N-PCL”) 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, the Village of Sleepy Hollow (the “Village”) previously acquired the land, building(s) and improvements located at 1 Pleasant Street, Sleepy Hollow, New York 10591 (S/B/L: 115.11-2-12) (the “Property”) in connection with a certain public works project (the “Project”) that necessitated a perpetual covenants over a portion of the Property to allow maintenance of the newly installed public works (the “Covenants”); and

WHEREAS, subject to the Village’s reservation of the Covenant, the Village previously has identified the remainder of the Property as unneeded for Village purposes; and

WHEREAS, the Village previously declared fee title to the Property conditionally unneeded for Village use and authorize the surplus of fee title to the property to the Corporation (subject to the reservation of the Easement), all for purposes of allowing the Corporation to market and sell the Property, which sale proceeds to be used by the Corporation to defray rental amounts payable by the Village under that certain Amended and Restated Lease Agreement, dated as of December 1, 2020 (collectively, the “Disposition”); and

WHEREAS, in furtherance of the foregoing, and in accordance with N-PCL Sections 1411(d)(3) and (4), the Village previously authorized, noticed and conducted a public hearing to consider the Disposition of the Property to the Corporation (the “Public Hearing”); and

WHEREAS, by resolution adopted on April 23, 2024, the Village (i) reviewed the Disposition as an Unlisted Action pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, “SEQRA”), (ii) closed the Public Hearing, (iii) and authorized the Surplus of the Property to the

Corporation; and (iv) approved the execution of deeds, certificates and agreements relative to same; and

WHEREAS, by resolution adopted April 29, 2024, the Corporation accepted the surplus of the Property from the Village, ratified the Village's SEQRA findings, and authorized the marketing of the Property to interested buyers with the assistance of a broker; and

WHEREAS, the Corporation has received several offers, and upon review of same, desires to authorize: (i) the acceptance of a cash offer from Sarah and Scott Larson (the "Buyer") in the amount of \$485,000; (ii) the execution of a Purchase and Sale Agreement (the "PSA") in substantially the form set before this meeting; (iii) upon satisfaction of the terms of the PSA, the transfer of the Property to the Buyer; and (iv) the execution and delivery transfer documents at closing.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION AS FOLLOWS:

Section 1. The Corporation hereby i) accepts the offer from the Buyer in the amount of \$485,000; (ii) authorizes the execution of the PSA, with such changes as approved by the Chair and counsel to the Corporation; (iii) approves the transfer of the Property to the Buyer upon satisfaction of the terms of the PSA; and (iv) the execution and delivery transfer documents at closing, including a Deed, transfer forms and such affidavits as may be necessary to transfer insurable title to the Buyer (the "Documents").

Section 2. The Corporation hereby authorizes the Executive Director and/or Chairman to execute the PSA and the Documents, and 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, 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. This Resolution shall take effect immediately.

Dated: June 24, 2024

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

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

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.:

I, the undersigned Acting 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 June 24, 2024, 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 8 day of July, 2024.



Acting Secretary

[SEAL]