

Meeting Date: 04/15/2024
Resolution #: 04/04/2024

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT
CORPORATION AUTHORIZING AMENDMENTS TO A PROFESSIONAL SERVICES
AGREEMENT BETWEEN THE CORPORATION AND PACE UNIVERSITY FOR ITS
LAND USE LAW CENTER**

A regular meeting of the Sleepy Hollow Local Development Corporation (“Corporation”) was convened in public session on April 15, 2024 at 7:00 p.m., local time.

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

WHEREAS, the Sleepy Hollow Local Development 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, including certain property located at 60 Continental Street in the Village (the “East Parcel”); and

WHEREAS, the Corporation has authorized the engagement of Pace University for its Land Use Law Center (the “Consultant”) for, among other things, consultant services in connection with the development of a strategic plan and grant writing services in connection with identifying grant funds from various State and local government agencies as well as other sources of funds so as to maximize available sources of funds for the development of the East Parcel, including an extensive new park, active and passive recreational facilities, artistic space, waterfront access and community and public works assets; and

WHEREAS, the Corporation entered into a Professional Services Agreement with the Consultant effective July 1, 2018 (the “Agreement”); and

WHEREAS, the Agreement has been extended and amended each year since the Agreement first took effect; and

WHEREAS, the Consultant has submitted a proposal (the “Proposal”), attached hereto as Exhibit A, to extend the Agreement for another year, to continue providing strategic planning, advising and grant writing services, with the objective of raising funds to support the East Parcel development (the “Work”); and

WHEREAS, the Corporation and the Consultant desire to extend the Agreement for another year, *nunc pro tunc* from January 1, 2024 through December 31, 2024, and to amend the amount payable thereunder to an amount not to exceed \$90,000.

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

Section 1. The Corporation authorizes an expenditures of Corporation funds for the Work, in an amount not to exceed \$90,000, and hereby approves the Proposal, *nunc pro tunc* for the period of January 1, 2024 through December 31, 2024.

Section 2. The Corporation hereby approves the Proposal and authorizes the Corporation's legal counsel to prepare or review an agreement or contract including but not limited to an amendment to include the Work with such changes and revisions as may be authorized by the Chairman, Vice Chairman and/or 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 Connell and seconded by Director Oeste-Villavieja, 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			

Motion carried 4-0.

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 April 15, 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 day of April 2024.

Acting Secretary

[SEAL]