

Meeting Date: 03/27/2017  
Resolution #: 03/06/2017

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION AUTHORIZING THE EXECUTION OF AN AGREEMENT WITH EFPR GROUP FOR THE PROVISION OF AUDITING SERVICES FOR A THREE (3) YEAR PERIOD PAYABLE IN AN AMOUNT NOT TO EXCEED \$15,000 PAYABLE IN EQUAL ANNUAL AMOUNTS OF \$5,000 FOR THE INITIAL THREE YEAR TERM WITH THE CORPORATION HAVING THE OPTION TO RENEW UPON THE SAME TERMS AND CONDITIONS FOR AN ADDITIONAL THREE (3) YEAR TERM.**

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on March 27, 2017 at 7:00 p.m.

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

**WHEREAS**, the Sleepy Hollow Local Development Corporation (“Corporation”) issued a Request for Proposals for the engagement of an independent financial auditing and accounting services firm to, among other things, prepare (i) annual Independent Auditor’s Reports in accordance with Generally Accepted Auditing Standards; (ii) annual basic financial statements; (iii) a report on supplementary information required under Government Auditing Standards, including Statement of Indebtedness, Schedule of Supplemental Information (Bonds/Notes) and Request for Inactive Projects; and (iv) a report on Internal Control over Financial Reporting on Compliance and Other Matters based on an audit of Financial Statements (the “Services”); and

**WHEREAS**, EFPR Group submitted a proposal to provide the Services for a three (3) year term payable in an amount not to exceed \$15,000 payable in equal annual amounts of \$5,000, with the Corporation having the option to extend for an additional three (3) year period upon the same terms and conditions (the “Agreement”); and

**WHEREAS**, the SHLC desires to authorize execution of the Agreement.

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

Section 1. The Corporation hereby authorizes the Chairman, Vice Chairman and/or the Chief Executive Officer of the Corporation, on behalf of the Corporation, to execute and deliver the Agreement, along with related documents (collectively, the “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 2. The Secretary or Assistant Secretary of the Corporation are hereby authorized, where appropriate, to affix the seal of the Corporation to the Documents and to

attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation shall approve, and the execution thereof by the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation to constitute conclusive evidence of such approval.

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 checks, 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 4. These Resolutions shall take effect immediately.

On motion duly made by Director Wray 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
David Schroedel	X			
Kenneth Wray	X			
Anthony Scarpati	X			
Michael Dawley	X			
Teresa Oeste-Villavieja	X			

Motion carried 5-0.

STATE OF NEW YORK )  
COUNTY OF WESTCHESTER ) SS:

I, the undersigned Joan Bucci, 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 March 27, 2017, 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 28<sup>th</sup> day of March, 2017.

  
Joan Bucci  
Acting Secretary

[SEAL]