

Meeting Date: 08/14/2017
Resolution #: 08/23/2017

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT CORPORATION
(THE "CORPORATION") AUTHORIZING THE AMENDMENT TO THE SCOPE OF
SERVICES AND AMOUNT PAYABLE IN CONNECTION WITH THE DEVELOPMENT
OF THE "EAST PARCEL" AND EXECUTION OF A CONTRACT AMENDMENT
RELATING TO SAME**

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on August 14, 2017 at 7:00 p.m.

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

WHEREAS, pursuant to resolution number 09/122/2014 adopted by the Board of Trustees of the Village of Sleepy Hollow, New York on September 9, 2014 (the "Village Resolution"), the Village of Sleepy Hollow, New York (the "Village") authorized, among other things, the establishment of the Sleepy Hollow Local Development Corporation (the "Corporation") as a local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation law ("N-PCL"); and

WHEREAS, pursuant to the Village Resolution and N-PCL Section 1411 (hereinafter referred to as the "Act"), a Certificate of Incorporation (the "Certificate") establishing the Corporation was filed with the New York Secretary of State on the 18th day of September, 2014; and

WHEREAS, in furtherance of the purposes and powers set forth within the Act and the Certificate, the Corporation acquired from the Town of Mount Pleasant Industrial Development Agency, on behalf of General Motors, LLC a certain parcel of real estate commonly referred to as the "East Parcel" pursuant to a certain Bargain and Sale Deed without Covenant Against Grantor's Acts, dated as of December 22, 2014; and

WHEREAS, the Corporation has hired various consultants to assist in the potential development of the "East Parcel" which potential development has been subject to public review and comment which have been recorded and separated by category; and

WHEREAS, Roux Associates, Inc. ("Roux") was previously retained by the Corporation for environmental studies and monitoring work in connection with the "East Parcel" including compliance with New York State Department of Environmental Conservation ("NYSDEC") regulations; and

WHEREAS, the duties associated with the development of the East Parcel have increased to include: (i) review and reporting on fill source analytics; (ii) onsite supervision of fill importation; and (iii) related consultation all for an additional monthly cost of up to \$39,966.

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

Section 1. The Corporation hereby authorizes the amendment the professional engineering consultant services agreement with Roux to amend the scope of work to include: (i) review and reporting on fill source analytics; (ii) onsite supervision of fill importation; and (iii) related consultation all for an additional monthly cost of up to \$39,966. The Chairman, Vice Chairman and/or Chief Executive Officer are hereby authorized, and empowered to execute and deliver the necessary agreements for provision of such services with such changes in the terms and provisions thereof as the Chairman, Vice Chairman and/or Chief Executive Officer shall deem necessary or desirable and in the best interest of the Corporation, their signature being conclusive evidence that he did so deem any such changes to be necessary or desirable and in the best interest of the Corporation.

Section 2. 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 3. These resolutions shall take effect immediately.

On motion duly made by Director Oeste-Villavieja and seconded by Director Wray, 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	X			
Teresa Oeste-Villavieja	X			

Motion carried 3-0.

