

RESOLUTION

(Distribution of Funds for the Greyston Bakery Rangers)

A regular meeting of the Yonkers Economic Development Corporation was convened on June 30, 2020.

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

Resolution No. 06/2020 - 06

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION TO (I) APPROVE THE DISTRIBUTION OF FUNDS FOR THE GREYSTON RANGERS AND (II) TO EXECUTE AND DELIVER ANY RELATED DOCUMENTS.

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the “State”), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the “Corporation”) was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, supporting organizations that promote job opportunities for formerly incarcerated individuals lessens the burden of government and acts in the public interest by creating a vibrant, diverse community where all residents have a genuine opportunity to achieve their goals and shape their future; and

WHEREAS, the Greyston Bakery Rangers provide regular litter clean-up in sections of the downtown area, specifically within Getty Square and Nepperhan Avenue and Yonkers Avenue to the Saw Mill River Parkway; and

WHEREAS, the goal of the Greyston Bakery Rangers is to reduce recidivism through skill development and mentorship; and

WHEREAS, an unchecked litter problem can result in a decline in foot traffic, tourism, and economic development; and

WHEREAS, by Resolution 7/2019-14, the Corporation previously approved a distribution to the Greyston Foundation, Inc. (Greyston Bakery Rangers program) of an amount not to exceed \$12,000.00 for a dedicated crew (consisting of an Apprentice and a Lead Ranger) to provide daily litter clean up at the areas surrounding the Saw Mill River Parkway on/off ramps for a 12 month period (“Program”); and

WHEREAS, the Program has been very successful and continues to surrounding neighborhood, especially the 2019 Parkledge Project, which was approved for a mortgage recording tax exemption by this Corporation on March 25, 2019; and

WHEREAS, the Program will promote and provide employment opportunities to a marginalized population, lessen the burdens of government, act in the public interest; and

WHEREAS, there are sufficient funds in the Corporation account for the Program.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The officers, employees and agents of the Corporation are hereby authorized, on behalf of the Corporation, to execute the transfer of \$12,000 of Corporation funds to Greyston Foundation, Inc., or its designated affiliate, for the Program (“Transfer”) and execute and deliver any and all documents reasonably contemplated by this resolution to accomplish the Transfer and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to any Transfer documents and to attest the same, all with such changes, variations, omissions and insertions as the officers of the Corporation shall approve, the execution thereof by any officer of the Corporation to constitute conclusive evidence of such approval. All acts of the officers, employees and agents of the Corporation in furtherance of the Transfer are hereby ratified and confirmed by 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, 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 resolution 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.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

| | <i>Yea</i> | <i>Nay</i> | <i>Abstain</i> | <i>Absent</i> |
|-----------------------|------------|------------|----------------|---------------|
| Mayor Mike Spano | [✓] | [] | [] | [] |
| Peter Kischak | [✓] | [] | [] | [] |
| Wilson Kimball | [✓] | [] | [] | [] |
| Melissa Nacerino | [✓] | [] | [] | [] |
| Hon. Cecile D. Singer | [✓] | [] | [] | [] |

The Resolution was thereupon duly adopted.

SECRETARY'S CERTIFICATION
(Distribution of Funds for the Greyston Bakery Rangers)

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

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Yonkers Economic Development Corporation (the "Corporation"), including the resolutions contained therein, held on July 31, 2019, 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 resolutions 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) and Executive Order 202 of 2020, as amended and extended from time to time ("Executive Order"), 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 and the Executive Order.

I FURTHER CERTIFY, that there was a quorum of the directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 30th day of June, 2020.



Wilson Kimball, Secretary

RESOLUTION

(Sarah Lawrence College – New Program Investment Project)

Meeting of the Board of Directors of Yonkers Economic Development Corporation was convened in public session, electronically, pursuant to Executive Order No. 202.11 - Continuing Temporary Suspension and Modification of Laws Relating to the Disaster Emergency - by Governor Andrew M. Cuomo of the State of New York on June 30, 2020.

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

Resolution No. 06/2020 - 07

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF ITS REVENUE BONDS, SERIES 2020A (SARAH LAWRENCE COLLEGE PROJECT), IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE APPROXIMATELY \$40,000,000.00, AND THE EXECUTION OF RELATED DOCUMENTS AND MAKING CERTAIN FINDINGS

WHEREAS, Yonkers Economic Development Corporation (the “Issuer”) a not-for-profit local development corporation duly organized and validly existing pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) of the State of New York (the “State”); and

WHEREAS, pursuant to the N-PCL the Issuer was established as a not-for-profit corporation for the purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities and lessening the burdens of government and acting in the public interest, and has the powers, among other things, to construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants, to assist financially in such construction, acquisition, rehabilitation and improvement, to acquire real or personal property and to issue bonds, notes and other obligations thereof; and

WHEREAS, the N-PCL authorizes the Issuer to lease and sell any or all of its facilities, to issue its bonds for the purpose of carrying out any of its corporate purposes and, as security for the payment of the principal and redemption price of and interest on any such bonds so issued and any agreements made in connection therewith, to pledge the revenues and receipts from the lease or sale thereof to secure the payment of such bonds and interest thereon; and

WHEREAS, Sarah Lawrence College, an education corporation chartered by the Board of Regents of the University of the State of New York and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and

exempt from federal income taxation pursuant to Section 501(a) of the Code, having an office at One Mead Way, Bronxville, New York 10708 (the “School”), submitted an application to the Issuer seeking to have the Issuer issue its \$40,000,000 Taxable Revenue Bonds (Sarah Lawrence College Project) Series 2020A (the “Bonds”) for the benefit of the School for the purpose of providing funds in an amount sufficient to: (A) refund all or a portion of the outstanding Westchester County Local Development Corporation \$5,015,000 Revenue Bonds, Series B (Federally Taxable) (Sarah Lawrence College Project); (B) finance or refinance certain working capital expenditures of the School consisting of (i) approximately \$10,000,000 to reduce the School’s regular reliance on an existing \$15,000,000 line of credit; (ii) approximately \$10,000,000 to provide liquidity for School programming during the COVID-19 pandemic; (iii) approximately \$15,000,000 in programmatic investments including: the acquisition and implementation of learning management systems for online education, the implementation of a workflow management system to support remote work environments and online self-service functions, program investments to grow areas of existing strength such as health advocacy programs, writing, and film making/fine arts, investments to increase or expand academic strengths through institutional partnerships that might include new affiliations or the addition of new programs; (C) paying of all or a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds, bond insurance and capitalized interest, if required, and funding of any reserve funds as may be necessary to secure the Bonds (the costs associated with items (A) through (C) above being hereinafter collectively referred to as the “Project Costs”); and

WHEREAS, the Issuer has proposed to loan the proceeds of the Bonds to the School pursuant to a Loan Agreement, or similar agreement, to be dated as of July 1, 2020, or such other date as may be determined (the “Loan Agreement”), to pay for the costs of the financing of the Project, whereby the School will be obligated, among other things, to make loan payments to or for the account of the Issuer in amounts and at times so that such loan payments will be adequate to pay the principal of, premium, if any, and interest on the Bonds; and

WHEREAS, the School expects to receive a commitment from Bank of America (the “Underwriter”) to purchase the Bonds from the Issuer for reoffering to investors in accordance with the Bond Purchase Agreement (as hereinafter defined) in the aggregate principal amount presently estimated to be \$40,000,000; and

WHEREAS, the School has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the issuance of the Bonds and the financing of the Project; and

NOW, THEREFORE, BE IT RESOLVED BY THE ISSUER AS FOLLOWS:

Section 1. The Issuer hereby finds and determines:

- (a) Pursuant to the Issuer's certificate of incorporation filed on June 5, 2007 with the Department of State (the "Certificate") and the purposes and powers contained within Section 1411 of the N-PCL, the Issuer is empowered to undertake the Project, issue the Bonds, and undertake the various transactions contemplated herein.
- (b) The Issuer, in undertaking the Project pursuant to the purposes and powers set forth within N-PCL Section 1411 and the Certificate is acting in the public interest by lessening the burdens of government and, further, is promoting urban redevelopment initiatives in the City of Yonkers, Westchester County, New York.
- (c) The School has determined that the Project is a Type II Action, in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder.
- (d) The Project and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York or Westchester County.
- (e) It is desirable and in the public interest for the Issuer to issue and sell the Bonds in the aggregate principal amount presently estimated to be \$40,000,000 but in no event to exceed \$40,000,000 upon the terms and conditions set forth in a certain Bond Purchase Agreement, dated a date to be determined (the "Bond Purchase Agreement"), by and among the Issuer, the Underwriter, and the School for the purpose of financing the costs of the Project, together with necessary incidental expenses in connection therewith.
- (f) The Indenture of Trust, to be dated as of July 1, 2020 or such other date as may be determined by the Chairman, Vice Chairman, Secretary, or Executive Director of the Issuer and Bond Counsel (the "Indenture"), will be an effective instrument which, among other things, secures the Bonds, assigns to the trustee to be selected by the School and the Issuer as trustee (the "Trustee"), certain rights and remedies of the Issuer under the Loan Agreement and authorizes the Trustee to accept and execute trusts of the character set forth in the Indenture.
- (g) The Loan Agreement will be an effective instrument whereby the Issuer will loan the proceeds of the Bonds to the School.
- (h) The proposed form of the Preliminary Official Statement (the "Preliminary Official Statement") and the final Official Statement (together with the Preliminary Official Statement, the "Official Statement"), to be distributed by the Underwriter and the School in connection with the offering of the Bonds by the Underwriter, will contain true and accurate information regarding the ability of the Issuer to issue the Bonds, and the information contained therein regarding the Issuer, the Bonds, the Bond Purchase Agreement, the Indenture, and the Loan Agreement; and the form of the Preliminary

Official Statement as made available to the directors at or prior to this meeting, is hereby approved.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (i) issue and sell the Bonds to the Underwriter pursuant to and in accordance with the Bond Purchase Agreement, (ii) loan the proceeds of the Bonds to the School pursuant to the Loan Agreement to be used by the School to finance a portion of the costs of the Project, (iii) secure the Bonds by vesting certain powers and duties in the Trustee pursuant to the Indenture, and by assigning to the Trustee certain of the Issuer's rights and remedies under the Loan Agreement.

Section 3. The Issuer is hereby authorized to loan the proceeds of the Bonds to the School pursuant to the terms of the Loan Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such loan are hereby approved, ratified and confirmed.

Section 4. The Issuer is hereby authorized to issue and execute, sell and deliver the Bonds to the Underwriter in the aggregate principal amount presently estimated to be \$40,000,000, pursuant to the Act and in accordance with the Indenture provided that the Bonds shall (i) be issued, executed and delivered at such time as the Chairman; Vice Chairman, Secretary or the Executive Director of the Issuer shall determine, and (ii) bear interest at the rates, be subject to redemption prior to maturity, and have such other provisions and be issued in such manner and on such conditions as set forth in the Bonds, the Bond Purchase Agreement and the Indenture, which terms are specifically incorporated herein with the same force and effect as if fully set forth herein. The Bonds shall be issued solely for the purpose of providing funds to finance all or a portion of the costs of the Project, funding reserve funds with respect to the Bonds, if required, and to pay certain costs of issuance, including without limitation the administrative, legal, financial and other expenses of the Issuer incurred in connection with the financing of the Project and which are incidental to the issuance of the Bonds. The Bonds and the interest thereon are not and shall never be a debt of the State of New York or the City of Yonkers, and neither the State of New York nor City of Yonkers, shall be liable thereon. The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the School or from the enforcement of the security provided by the Loan Agreement.

Section 5. The Chairman, Vice Chairman, the Executive Director, and all Directors of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Bond Purchase Agreement, the Indenture, the Loan Agreement, the Official Statement, the Bonds, and all other agreements, instruments, certificates, and documents related thereto and executed in connection therewith and related to the Project (hereinafter collectively called the "Financing Documents") and, where appropriate, the Secretary or any assistant secretary of the Issuer is hereby authorized to affix the seal of the Issuer to the Bonds, all in substantially the forms thereof presented to this meeting with such changes, variations,

omissions and insertions as the Chairman, Vice Chairman, Secretary, the Executive Director, or any Director of the Issuer shall approve. The execution thereof by the Chairman, Vice Chairman, Secretary, the Executive Director, or any Director of the Issuer shall constitute conclusive evidence of such approval. The Chairman, Vice Chairman, Secretary, the Executive Director, and all Directors of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in the Indenture). The Chairman, Vice Chairman and the Executive Director are each hereby authorized on behalf of the Issuer to deem the Official Statement final for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, with such changes therein as shall be approved by such officers upon the advice of counsel to the Issuer and Bond Counsel, and such officers shall on behalf of the Issuer authorize and approve the execution, delivery and distribution of the Official Statement in connection with the offer and sale of the Bonds.

Section 6. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Financing Documents including the approval of the form of the Preliminary Official Statement, and to execute and deliver all such additional 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 resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 7. It is desirable and in the best interest of the Issuer that, in connection with the issuance of the Bonds, the Bonds be qualified or registered for offer in various states authorized by the Issuer and that each of the members, officers, employees and agents of the Issuer be, and they hereby are each, authorized to determine the states in which appropriate action shall be taken to qualify or register for offer all or such part of the Bonds as said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed); that each of said members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer, in connection with the proposed sale of the Bonds, which they may deem necessary or appropriate to obtain licenses or permits, or register, qualify or notice the Bonds for reoffering and issuance under the securities or “Blue Sky” laws of such of the various states as each of said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed), and in connection with such registrations, licenses, permits, qualifications or notices, to execute and file for and on behalf of the Issuer all such applications, notices, reports, issuer's covenants, resolutions, irrevocable consents to service of process (including appointment of a designated state official to act as agent to receive process), powers of attorney and information, and to take all such further action as any of them may deem necessary or desirable to keep in effect such registrations, licenses, permits, qualifications or notices or to comply with the

requirements of any regulatory commission whose approval or notification with, respect to the Bonds may be required (and any such action taken to date is hereby approved, ratified and confirmed); and that the execution by such directors, officers, employees and agents of the Issuer of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor and the approval by the Issuer of the papers and documents so executed and the action so taken (and any such action taken to date is hereby approved, ratified and confirmed). The Issuer hereby adopts the form of any resolution required by any state authority to be filed in connection with any application, consent to service of process or other document mentioned in the foregoing resolution if (i) in the opinion of a director, officer, employee or agent of the Issuer the adoption of such a resolution is necessary or advisable, and (ii) the Secretary or Assistant Secretary of the Issuer evidences such adoption by attaching to the minutes of this meeting copies of such resolutions, which will thereupon be deemed to have been adopted by the Issuer with the same force and effect as if originally attached to the minutes of this meeting (and any such action taken to date is hereby approved, confirmed and ratified). The Issuer hereby resolves that each of such members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer in connection with the proposed issuance and offering of the Bonds which they may deem necessary or appropriate to render the Bonds legal for investment by savings banks, insurance companies, trust funds and any other institutions in such other of the various states as such members, officers, employees or agents may deem advisable (and any such action taken to date is hereby approved, confirmed and ratified).

Section 8. To facilitate the Project and in the interest of keeping the Issuer competitive in the marketplace, the Issuer shall reduce the Issuer fee from 1% of par to 0.5% of par on the first \$10,000,000, 0.125% of par in excess of \$10,000,0000.

Section 9. This resolution shall take effect immediately and the Series 2019 Bonds are hereby authorized to be issued in accordance with this resolution.

The question of the adoption of the foregoing Bond Resolution was duly put to vote on roll call, which resulted as follows:

| | <i>Yea</i> | <i>Nay</i> | <i>Absent</i> | <i>Abstain</i> |
|------------------|------------|------------|---------------|----------------|
| Mayor Mike Spano | [✓] | [] | [] | [] |
| Wilson Kimball | [✓] | [] | [] | [] |
| Cecile D. Singer | [✓] | [] | [] | [] |
| Peter Kischak | [✓] | [] | [] | [] |
| Melissa Nacerino | [✓] | [] | [] | [] |

The Bond Resolution was thereupon duly adopted.

(Sarah Lawrence College – New Program Investment Project)

Wilson Kimball, Secretary

RESOLUTION
(Cacace Garage Project-Haahs Contract)

A regular meeting of the Yonkers Economic Development Corporation was convened on June 30, 2020.

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

Resolution No. 06/2020-08

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION (“CORPORATION”) AUTHORIZING ENTERING INTO AN AGREEMENT WITH TIMOTHY HAAHS & ASSOCIATES, INC. FOR THE PURPOSES OF FUNDING ARCHITECTURAL SERVICES RELATED TO A POTENTIAL PROJECT OF THE CORPORATION AT CACACE JUSTICE CENTER

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the “State”), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the “Corporation”) was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, in 2019, the City sold the former Chicken Island parking lot (“Development Site”) to a private developer, who plans on improving the Development Site into a mixed use residential center with hundreds of new units and a luxury hotel (the “Development Project”); and

WHEREAS, due to the proposed construction of the Development Project, 335 existing, public parking spaces, located on the Development Site, will be lost; and

WHEREAS, to address this loss of public parking, the City of Yonkers (“City”) is exploring the construction of a new public parking garage on the site of the Cacace Justice Center, located at 100 South Broadway, Yonkers, New York 10701 (“New Cacace Parking Garage Project”); and

WHEREAS, the Development Site is in very close proximity to the New Cacace Parking Garage Project site; and

WHEREAS, the City desires to involve the Corporation in the New Cacace Parking Garage Project; and

WHEREAS, it is envisioned that the Corporation will issue tax-exempt civic facility bonds to finance the construction of the New Cacace Parking Garage Project; and

WHEREAS, the New Cacace Parking Garage Project will absorb the impact of any lost public parking spaces on the Development Site and complement the recently built Fire Station 1 on New School Street and Phase III of the Saw Mill Daylighting along New School Street; and

WHEREAS, the Corporation, by way of Resolution 2/2020-03, had authorized up to \$20,000 for engineering services and site borings in furtherance of the New Cacace Parking Garage Project; and

WHEREAS, the Corporation, by way of Resolution 3/2020-04, had authorized up to \$100,000 to be transferred to the City of Yonkers for architectural services relating to the New Cacace Parking Garage Project (“Transfer”); and

WHEREAS, the City conducted a procurement, in accordance with the General Municipal Law, whereby Timothy Haahs & Associates, Inc. (“Haahs”) submitted a proposal more particularly described, December 13, 2019 Request for Proposals No. 418 – Parking Structure Design Services, as supplemented by that certain Parking Consulting, Planning and Design Services Proposal, dated May 21, 2020; and

WHEREAS, the City was prepared to award Haahs a contract for architectural services relating to the New Cacace Parking Garage Project (“Haahs Contract”); and

WHEREAS, since the adoption of Resolution 2/2020-03 and Resolution 3/2020-04, the City has requested that the Corporation fund the Haahs Contract, in lieu of the Transfer; and

WHEREAS, the procurement of the Haahs Contract satisfies Section B9 of the Corporation’s procurement policy; and

WHEREAS, in order to lessen the burdens of government and in furtherance of the New Cacace Parking Garage Project, the Corporation is willing to fund the Haahs Contract in an amount not to exceed seven hundred and ten thousand U.S. dollars (\$710,000) (“Contract Allocation”) in furtherance of the New Cacace Parking Garage Project; and

WHEREAS, there are sufficient funds in the Corporation account for the Contract Allocation.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The officers, employees and agents of the Corporation are hereby authorized, on behalf of the Corporation, to execute the Haahs Contract and fund the Haahs Contract with the Contract Allocation, and execute and deliver any and all documents reasonably contemplated by this resolution to accomplish same and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to any Haahs Contract documents and to attest the same, all with such changes, variations, omissions and insertions as the officers of the Corporation shall approve, the execution thereof by any officer of the Corporation to constitute conclusive evidence of such approval. All acts of the officers, employees and agents of the Corporation in furtherance of the Haahs Contract are hereby ratified and confirmed by 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 agreements, certificates, instruments and documents, as negotiated, drafted and approved by legal counsel to the Agency, and 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 Haahs Contract and Contract Allocation and the foregoing resolution 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.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

| | <i>Yea</i> | <i>Nay</i> | <i>Abstain</i> | <i>Absent</i> |
|-----------------------|------------|------------|----------------|---------------|
| Mayor Mike Spano | [✓] | [] | [] | [] |
| Peter Kischak | [✓] | [] | [] | [] |
| Wilson Kimball | [✓] | [] | [] | [] |
| Melissa Nacerino | [✓] | [] | [] | [] |
| Hon. Cecile D. Singer | [✓] | [] | [] | [] |

The Resolution was thereupon duly adopted.

SECRETARY'S CERTIFICATION
(Cacace Garage Project-Haahs Contract)

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

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO
HEREBY CERTIFY:


That I have compared the annexed extract of minutes of the meeting of the Yonkers
Economic Development Corporation (the “Corporation”), including the resolutions contained
therein, held on June 30, 2020, 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 resolutions 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) and Executive Order 202 of 2020, as amended and
extended from time to time (“Executive Order”), 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 and the Executive Order.

I FURTHER CERTIFY, that there was a quorum of the directors of the Corporation
present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full
force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said
Corporation this 30th day of June, 2020.



Wilson Kimball, Secretary