

**FINAL RESOLUTION**  
*(WY Manor, L.P. Project)*

A regular meeting of Yonkers Economic Development Corporation was convened on November 21, 2023.

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

**Resolution No. 11/2023-04**

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION TAKING OFFICIAL ACTION TOWARD AND APPROVING (1) THE ISSUANCE AND SALE OF UP TO \$42,000,000 PRINCIPAL AMOUNT OF ITS TAX-EXEMPT MULTIFAMILY HOUSING REVENUE BONDS OR NOTES FOR THE PURPOSE OF FINANCING AND/OR REFINANCING A CERTAIN PROJECT (AS SET FORTH BELOW) FOR THE BENEFIT OF WY MANOR, L.P.; AND (2) THE PROVISION OF ADDITIONAL FINANCIAL ASSISTANCE IN CONNECTION THEREWITH IN THE FORM OF A MORTGAGE RECORDING TAX EXEMPTION.

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 “Act”), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the “**Issuer**”) 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, the Act 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, **WY MANOR, L.P.**, for itself or an entity formed or to be formed on its behalf (the “**Company**”) has submitted an application (the “**Application**”) to the Issuer that the Issuer issue, in one or more series or subseries, its tax-exempt and/or taxable revenue bonds or notes in an aggregate principal amount not to exceed **\$42,000,000.00**, presently expected to be issued in form of a “governmental note” pursuant to and in conformity with the Freddie Mac Forward (TEL) program (the “**Bonds**”) for the purpose of paying the costs associated with a certain project (the “**Project**”) consisting of: (i) the acquisition or retention of the land commonly known as 352, 354, 356 and 358 Nepperhan Avenue (Section 2, Block 2067, Lot 100) (the “**Land**”) and

the existing improvements thereon consisting of two 12-story buildings containing 195 residential units (32 studio, 34 one-bedroom, 60 two-bedroom, 54 three-bedroom and 15 four-bedroom units), and a single-story building containing a community facility, daycare, and commercial space (the **"Improvements"**); (ii) the renovation, modernization and upgrading of such buildings; and (iii) the acquisition and installation in and around the Land and Improvements of certain items of equipment and other tangible personal property (the **"Equipment"**, which together with the Land and Improvements are the **"Facility"**); (iv) funding of a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (i), through (iii) being hereinafter collectively referred to as the **"Project Costs"**); and

WHEREAS, the Company will be the owner and operator of the Facility financed or refinanced by the Bonds; and

WHEREAS, in addition to the issuance of the Bonds, the Issuer contemplates that the **City of Yonkers Industrial Development Agency** (the **"Agency"**) may provide financial assistance to the Company in connection with the Project in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, and (b) an extension to the existing partial real property tax abatement, to be more particularly described in an Authorizing Resolution to be adopted by the Agency prior to the issuance of the Bonds by the Issuer; and

WHEREAS, fee title to the Facility was previously conveyed to the Agency and the Agency has leased the Facility to Whitney Young Manor, L.P pursuant to that certain Lease Agreement, dated as of December 1, 2006, as amended and restated from time to time (**"Lease"**) all to permit the Agency's provision of certain "financial assistance", as defined in the Agency enabling statute, with respect to the Facility; and

WHEREAS, the acquisition of the Facility by the Company, will consist of an assignment by Whitney Young Manor, L.P. of the Lease and its leasehold interest thereunder (among other assignments), in the Facility to the Company pursuant to a certain Omnibus Assignment and Assumption Agreement, by and between Whitney Young Manor, L.P and the Company (**"Assignment"**); and

WHEREAS, following the assignment of the Lease pursuant to the Assignment, the Agency and the Company will amend and restate the Lease pursuant to that certain Second Amended and Restated Lease Agreement, by and between the Agency and the Company (**"A&R Lease"**) pursuant to which, *inter alia*, upon termination thereof the Agency will return the fee title to the Facility to the Company; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Issuer to proceed with the Project following determinations by the Issuer that: (A) the public hearing and notice requirements and other procedural requirements contained in the Internal Revenue Code of 1986, as amended (the **"Code"**) and Act relating to the Project and the financial assistance have been satisfied; and (B) the undertaking of

the Project by the Corporation and the granting of the financial assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law Chapter 43-B of the Consolidated Laws of New York, as amended (the “**SEQR Act**”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “**SEQRA**”), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, pursuant to SEQRA, the Issuer must consider whether the Project is an “action” that would require it to satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, to aid the Issuer in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Issuer the Application and a Short Form Environmental Assessment Form; and

WHEREAS, pursuant to the SEQR Act, the Issuer constitutes a “State Agency”; and

WHEREAS, pursuant to SEQRA, the appropriate personnel of the Issuer reviewed the Application and other materials submitted by the Company and made any necessary comments to the members of the Corporation, the Issuer determined to conduct an uncoordinated review of the Project and determined that the Project will not have a significant adverse environmental impact and that an environmental impact statement will not be prepared; and

WHEREAS, it is intended that the Bonds issued as tax-exempt obligations will be issued as exempt facility bonds for a qualified residential rental project, pursuant to Section 142(a)(7) of the Code, the interest on which will be excluded from gross income for federal income tax purposes pursuant to Section 103(a) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, interest on the Bonds issued on a tax-exempt basis will not be excluded from gross income for federal income tax purposes unless the issuance of such Bonds is approved by the “applicable elected representative” of the County after a public hearing has been held on the Project and the issuance of such Bonds; and

WHEREAS, in accordance with Section 147(f) of the Code, and Section 859-a of the Act, the Issuer conducted a public hearing with respect to the issuance of the Bonds and the Project and the financial assistance contemplated by the Issuer with respect to the Project on October 20, 2022, at 2:00 p.m., local time, at 470 Nepperhan Avenue, Suite 200, Yonkers, New York 10701 (“**Public Hearing**”), following the publication on October 10, 2022, in *The Journal News* of a notice of said public hearing. The Issuer provided all interested persons of the public the opportunity, at the time and on the date indicated above, to provide oral comments with respect to the Project and/or the issuance of the Bonds; and caused a report of the Public Hearing (the “**Report**”) to be prepared which fairly summarizes the views presented at the Public Hearing and distributed the Report to the members of the Issuer; and

WHEREAS, the Issuer now desires to make its determination to proceed with the Project, approve the issuance and sale of the Bonds, and to grant the other financial assistance, subject to the terms hereof; and

WHEREAS, the Bonds are being issued pursuant to a Funding Loan Agreement (the **"Funding Loan Agreement"**), to be entered into by an among the Issuer and Merchants Capital Corp. (**"Purchaser"**), as the purchaser of the Bonds; and

WHEREAS, the Issuer will loan the proceeds of the Bonds to the Company pursuant to a Project Loan Agreement or similar agreement (**"Project Loan Agreement"**) to be entered into by and between the Issuer and the Company with the payments made by the Company thereunder being sufficient to pay the principal of premium, if any, purchase price and interest the Bonds; and

WHEREAS, the Company will make certain representations, warranties and covenants for the benefit of Purchaser and the Issuer pursuant to the Project Loan Agreement; and

WHEREAS, as security for the Company's Obligation under the Project Loan Agreement and the promissory note issued pursuant thereto (**"Borrower Note"**), the Company will grant to the Issuer a mortgage lien on and security interest in and to the Mortgaged Premises (as defined in the hereinafter defined Mortgage) pursuant to an Acquisition Loan Multifamily Mortgage, Assignment of Rents, Security Agreement and Fixture Filing or similar agreement, a Building Loan Multifamily Mortgage, Assignment of Rents, Security Agreement or similar agreement, and a Project Loan Multifamily Mortgage, Assignment of Rents, Security Agreement or similar agreement, from the Company and Agency to the Issuer (collectively the **"Mortgage"**); the Issuer and the Company will enter into a Building Loan Agreement or similar agreement (**"Building Loan Agreement"**); the Issuer will assign its rights under the Mortgage to the Purchaser pursuant to certain Assignment of Mortgage and Loan Documents, from the Issuer to the Purchaser (the **"Assignment of Mortgage"**), pursuant to and in conformity with the Freddie Mac Forward (TEL) program; and

WHEREAS, the Company has requested a mortgage recording tax exemption upon the recording of the Mortgage in the approximate amount of up to **\$630,000**; and

WHEREAS, the Company has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the issuance of the Bonds and the financing of the Project.

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

Section 1. The Issuer hereby finds and determines:

(a) Pursuant to the Issuer's certificate of incorporation and the purposes and powers contained within the Act, 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 the Act 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 financing of the Project by the Issuer, through the issuance of the Bonds pursuant to the Act, will promote and maintain the job opportunities, health, general prosperity and the economic welfare of the inhabitants of the City of Yonkers, and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act. It is desirable and in the public interest for the Issuer to issue the Bonds for the purposes of financing the costs of the Project, together with necessary incidental expenses in connection therewith as reflected in the Company's application to the Issuer, as amended from time to time prior to the issuance of the Bonds.

(d) Prior to making a recommendation about the potential environmental significance of the Project, the Issuer has consulted several information sources, and has considered the list of activities which are Type I Actions outlined in Section 617.4 of the Regulations, the list of activities that are Type II Actions outlined in Section 617.5 of the Regulations, and the criteria for determining significance outlined in Section 617.7 of the Regulations; and

(e) The Issuer has further determined that the Project is a "Type II action" pursuant to SEQRA as it involves the renovation of less than 240,000 square feet of an existing building in a city with a population greater than 150,000 and said activities do not meet or exceed any threshold contained in the Type I Actions under Section 617.4 of the Regulations.

(f) Therefore, the Issuer hereby determines that no environmental impact statement or any other determination or procedure is required under the SEQRA.

Section 2. The proposed financial assistance being contemplated by the Issuer includes financing all or a portion of the Project Costs by the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or **\$42,000,000.00** and a mortgage recording tax exemption as permitted by New York State law in an amount not to exceed **\$630,000** ("Mortgage Recording Tax Exemption Amount").

Section 3. The Chairman, Vice Chairperson, the Executive Director, and all officers of the Issuer, are hereby delegated the authority to approve the Funding Loan Agreement, Project Loan Agreement, Tax Regulatory Agreement, to be dated as of the date of issuance and delivery of the Bonds (the "**Tax Regulatory Agreement**"), pursuant to which the Issuer and the Company make certain representations and covenants to ensure the continued tax-exempt status of the tax-exempt Bonds, a certain Tax Certificate, to be dated as of the date of issuance and delivery of the Bonds (the "**Tax Certificate**"), the Mortgage, the Building Loan Agreement, the Assignment of Mortgage and all other certificates and documents required in connection with issuance and sale of the Bonds or otherwise required to accomplish the Project, or qualify a portion of the interest on the tax-exempt Bonds for tax-exempt status under Section 103 of the Code (such certificates and documents collectively called the "**Financing Documents**") and an Internal Revenue Service Form 8038 (the "**Information Return**") in connection with the issuance of the Bonds.

Mortgage and all other certificates and documents required in connection with issuance and sale of the Bonds or otherwise required to accomplish the Project, or qualify a portion of the interest on the tax-exempt Bonds for tax-exempt status under Section 103 of the Code (such certificates and documents collectively called the “**Financing Documents**”) and an Internal Revenue Service Form 8038 (the “**Information Return**”) in connection with the issuance of the Bonds.

Section 4. The Chairman, Vice Chairperson, the Executive Director, and all officers of the Issuer, are hereby delegated the authority to approve the Bonds (which shall be in a form as will be approved by counsel to the Issuer).

Section 5. Based on the foregoing, the Issuer hereby determines to (a) execute and deliver the Financing Documents (b) the Secretary of the Issuer is hereby authorized to affix the seal of the Issuer thereto where appropriate and to attest the same, all in substantially the forms thereof presented to this meeting with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Executive Director shall approve (c) grant exemption from recording taxes applicable to the Mortgage (d) execute and deliver the Bonds, and (e) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Issuer with respect to the foregoing are hereby approved, ratified and confirmed.

Section 6. The Issuer hereby determines to execute the Information Return and to file the same with the United States Internal Revenue Service.

Section 7. The Issuer is hereby authorized to issue, execute, sell and deliver to the Purchaser the Bonds in the aggregate principal amount of up to \$42,000,000 in the forms heretofore approved in this resolution, and in accordance with the Funding Loan Agreement, provided that:

(a) The Bonds authorized to be issued, executed, sold and delivered pursuant to this Resolution (i) shall be issued, executed and delivered at such time as the Chairman, Vice Chairperson, or the Executive Director of the Issuer shall determine, (ii) shall be in such aggregate principal amount not to exceed \$42,000,000, and (iii) shall bear interest at such rate or rates as are set forth in the Bonds and the Funding Loan Agreement or as are hereinafter approved by the Chairman, Vice Chairperson, or the Executive Director of the Issuer in accordance with this Resolution, and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are set forth in the Bonds and the Funding Loan Agreement, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this resolution.

(b) The Bonds shall be issued solely for the purpose of providing funds to assist the Issuer to finance a portion of the Project Costs and the administrative, legal, financial, and other expenses of the Issuer in connection with and incidental to the issuance of the Bonds.

(c) Based upon the opinion of Harris Beach PLLC, as Bond Counsel, 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 the City of Yonkers, shall be liable thereon.

(d) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts from payments made by the Company to the Issuer under the Project Loan Agreement.

(e) The Issuer hereby authorized to provide Company with the financial assistance in the form of a mortgage recording tax exemption in the amount of \$365,175.00, or such other lesser amount as required by law.

Section 8. Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the tax-exempt Bonds or of any other funds which, if such use had been reasonably expected on the date of issue of the tax-exempt Bonds, would cause the Tax-Exempt to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 9. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chairman, Vice Chairperson, or the Executive Director of the Issuer or any other officer to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the President of the Issuer.

Section 10. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents, 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 11. The Issuer hereby expressly acknowledges that the Bonds will be limited obligations of the Issuer payable, with respect to the Issuer, solely from the revenues pledged therefore. The Bonds will not be general obligations of the City of Yonkers, or the State. Neither the full faith and credit nor the taxing power of the City of Yonkers or the State of New York are pledged to the payment of any amount due under the Bonds.

Section 12. Counsel to the Issuer and Harris Beach PLLC, as Bond Counsel for the Issuer, are hereby authorized to work with counsel to the Company and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

**Section 13.** This resolution shall take effect immediately and shall be continuously available for inspection by the general public during normal business hours at the Issuer's office.

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	[✓ ]	[ ]	[ ]	[ ]
Marlyn Anderson	[✓ ]	[ ]	[ ]	[ ]
Hon. Cecile D. Singer	[✓ ]	[ ]	[ ]	[ ]
Victor Gjonaj	[✓ ]	[ ]	[ ]	[ ]
Melissa Nacerino	[✓ ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.



**SECRETARY'S CERTIFICATION**  
(WY Manor, L.P. Project)

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 November 21, 2023, 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), 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 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 21<sup>st</sup> day of November, 2023.

  
Marlyn Anderson, Secretary

## **RESOLUTION**

*(First Annual Battle of the Boroughs and Introduction of Yonkers Breaking League)*

A regular meeting of the Yonkers Economic Development Corporation was convened on November 21, 2023.

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

### **Resolution No. 11/2023 - 05**

**RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION TO (i) APPROVE A SPONSORSHIP FOR BATTLE OF THE BOROUGHS AND INTRODUCTION OF THE YONKERS BREAKING LEAGUE TO YONKERS PUBLIC SCHOOLS; 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, to carry out the aforesaid purposes, the Corporation has the power under the N-PCL to do all things necessary to fulfill its obligations imposed by the N-PCL; and

WHEREAS, events (i) that promote economic development, empowerment, and the general well-being of the youth of the City of Yonkers's (the "City"), and (ii) that encourage youth participation in community-based events, increase civic engagement, enhance quality of life, and provide unique cultural opportunities advance the Corporation's mission and public purpose of lessening the burdens of government and acting in the public interest; and

WHEREAS, on December 16, 2023, Yonkers Breakdancing League ("YBL") will hold the first annual "Battle of the Boroughs" (the "Event"), breakdancing competition, the goal of which is to support YBL and to engage the participation of the youth of the City in a sport/dance form that was created in and around New York City, and which has been recognized as a new event in the 2024 Paris Olympic Games; and

WHEREAS, the Event will promote YBL and raise awareness of YBL's forthcoming regular workshops, practice sessions, and mentorship programs and will introduce breakdancing to students at Yonkers Public Schools; and

WHEREAS, YBL seeks to promote break-dancing as a way to provide students with a unique platform for expression and personal development; and

WHEREAS, the Corporation desires to sponsor the Event in an amount not to exceed \$5,000 (the “Sponsorship”); and

WHEREAS, the Corporation finds that such programs are in the public interest; and

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

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

Section 1. The Sponsorship is hereby approved and the officers, employees and agents of the Corporation are hereby authorized, on behalf of the Corporation, to deliver the Sponsorship and execute and deliver any and all documents reasonably contemplated by this resolution to accomplish the Sponsorship and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to any Sponsorship 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 Sponsorship 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	[✓ ]	[ ]	[ ]	[ ]
Marlyn Anderson	[✓ ]	[ ]	[ ]	[ ]
Victor Gjonaj	[✓ ]	[ ]	[ ]	[ ]
Hon. Cecile D. Singer	[✓ ]	[ ]	[ ]	[ ]
Melissa Nacerino	[✓ ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

**SECRETARY'S CERTIFICATION**

*(Battle of the Boroughs and Introduction of Yonkers Breaking League)*

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 November 21, 2023, 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), 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 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 21<sup>st</sup> day of November, 2023.

  
Marlyn Anderson, Secretary