

**INITIAL RESOLUTION**  
*(Hudson View Associates LLC Project)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on February 19, 2020.

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

**Resolution No. 2/2020- 01**

RESOLUTION OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF HUDSON VIEW ASSOCIATES LLC WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW) LOCATED AT 51 WELLS AVENUE AND 10 WOODWORTH AVENUE, CITY OF YONKERS, NEW YORK; AND (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the "Act"), **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **HUDSON VIEW ASSOCIATES LLC** for itself or on behalf of an entity to be formed (the "Company") has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition of certain land located at 51 Wells Avenue and 10 Woodworth Avenue, City of Yonkers, New York (collectively, the "Land") and the existing improvements located thereon consisting principally of existing surface parking in the City of Yonkers, New York (collectively, the "Existing Improvements"); (ii) the construction on the Land of up to approximately 109,500 square feet comprising (a) up to approximately 70,000 square feet of studio space (including mill space) consisting of two (2) up to approximately 20,000 square foot studios; one (1) up to approximately 10,000 square foot studio with additional support/accessory spaces for studios (part of the first-floor studio space will be used for set construction depending on the particular filming); (b) 38,600 square feet of ancillary spaces on the second and third floors (19,300 square feet per floor); and (c) up to approximately 363 parking spaces and other improvements (collectively the "Improvements"); and (iii) the acquisition and installation in and around the Existing Improvements and Improvements of certain items of equipment and other tangible personal property (the "Equipment"; and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, pursuant to Article 18-A of the General Municipal Law the Agency desires to adopt a resolution describing the Project and the Financial Assistance (as defined below) that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will hold a public hearing and (i) negotiate and enter into an agent, financial assistance and project agreement, pursuant to which the Agency will designate the Company as its agent for the purpose of acquiring, constructing and equipping the Project (the "Agent Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and tax agreement (the "Tax Agreement") with the Company, and, if required by the Agency, a Tax Agreement mortgage (the "Tax Agreement Mortgage"), (iii) take a leasehold interest in the Land, the Improvements and personal property constituting the Project (once the Lease Agreement, Leaseback Agreement and Tax Agreement (and Tax Agreement Mortgage, if applicable) have been negotiated), and (iv) provide Financial Assistance to the Company 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, (b) a partial real property tax abatement structured through the Tax Agreement, and (c) an exemption New York State and local mortgage recording taxes (collectively, the "Financial Assistance").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Company has presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in the City of Yonkers and otherwise furthering the purposes of the Agency as set forth in the Act;

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing

such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The Chairman, Vice Chairman, President, Executive Director and/or the CFO are hereby authorized, on behalf of the Agency, to (A) hold a public hearing in compliance with the Act, and (B) negotiate (1) an Agent Agreement, pursuant to which the Agency appoints the Company as its agent to undertake the Project, (2) a Lease Agreement, pursuant to which the Company leases the Project to the Agency, (3) a related Leaseback Agreement, pursuant to which the Agency leases its interest in the Project back to the Company, (4) a Tax Agreement, pursuant to which the Company agrees to make certain payments in lieu of real property taxes for the benefit of affected tax jurisdictions, (5) a Tax Agreement Mortgage, and (6) related Project certificates, instruments, agreements, and documents; provided (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the Tax Agreement is consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation therefrom have been complied with.

Section 3. The Agency is hereby authorized to conduct a public hearing in compliance with the Act.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions 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	[ ]	[ ]	[ ]	[ x ]
Hon. Cecile D. Singer	[ ]	[ ]	[ ]	[ x ]
Henry Djonbalaj	[ ✓ ]	[ ]	[ ]	[ ]
Roberto Espiritu	[ ✓ ]	[ ]	[ ]	[ ]

The Resolutions were thereupon duly adopted.

**CERTIFICATION**  
*(Hudson View Associates LLC Project)*

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

I, WILSON KIMBALL, the undersigned Secretary of the City of Yonkers Industrial Development Agency DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 19, 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 Agency 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 Agency 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 Agency 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 Agency this 19<sup>th</sup> day of February 2020.

  
\_\_\_\_\_  
Wilson Kimball, Secretary

**INITIAL RESOLUTION**  
*(Waverly Properties, Inc. Project)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on February 19, 2020.

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

**Resolution No. 2/2020- 02**

RESOLUTION OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF WAVERLY PROPERTIES, INC. WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW) LOCATED AT 1100 SAW MILL RIVER ROAD, CITY OF YONKERS, NEW YORK; AND (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the "Act"), **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **WAVERLY PROPERTIES, INC.** for itself or on behalf of an entity to be formed (the "Company") has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition of certain land located at 1100 Saw Mill River Road, City of Yonkers, New York (collectively, the "Land") and the existing improvements located thereon consisting principally of vacant land along Saw Mill River Road in the City of Yonkers, New York (collectively, the "Existing Improvements"); (ii) the construction on the Land of a new building for the purpose of locating a new waste management facility (the "Improvements"); and (iii) the acquisition and installation in and around the Existing Improvements and Improvements of certain items of equipment and other tangible personal property (the "Equipment"; and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, pursuant to Article 18-A of the General Municipal Law the Agency desires to adopt a resolution describing the Project and the Financial Assistance (as defined below) that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will hold a public hearing and (i) negotiate and enter into an agent, financial assistance and project agreement, pursuant to which the Agency will designate the Company as its agent for the purpose of acquiring, constructing

and equipping the Project (the "Agent Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and tax agreement (the "Tax Agreement") with the Company, and, if required by the Agency, a Tax Agreement mortgage (the "Tax Agreement Mortgage"), (iii) take a leasehold interest in the Land, the Improvements and personal property constituting the Project (once the Lease Agreement, Leaseback Agreement and Tax Agreement (and Tax Agreement Mortgage, if applicable) have been negotiated), and (iv) provide Financial Assistance to the Company 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, (b) a partial real property tax abatement structured through the Tax Agreement, and (c) an exemption New York State and local mortgage recording taxes (collectively, the "Financial Assistance").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Company has presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in the City of Yonkers and otherwise furthering the purposes of the Agency as set forth in the Act;

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The Chairman, Vice Chairman, President, Executive Director and/or the CFO are hereby authorized, on behalf of the Agency, to (A) hold a public hearing in compliance with the Act, and (B) negotiate (1) an Agent Agreement, pursuant to which the Agency appoints the Company as its agent to undertake the Project, (2) a Lease Agreement, pursuant to which the Company leases the Project to the Agency, (3) a related Leaseback Agreement, pursuant to

which the Agency leases its interest in the Project back to the Company, (4) a Tax Agreement, pursuant to which the Company agrees to make certain payments in lieu of real property taxes for the benefit of affected tax jurisdictions, (5) a Tax Agreement Mortgage, and (6) related Project certificates, instruments, agreements, and documents; provided (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the Tax Agreement is consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation therefrom have been complied with.

Section 3. The Agency is hereby authorized to conduct a public hearing in compliance with the Act.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions 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	[ ]	[ ]	[ ]	[ x ]
Hon. Cecile D. Singer	[ ]	[ ]	[ ]	[ x ]
Henry Djonbalaj	[ ✓ ]	[ ]	[ ]	[ ]
Roberto Espiritu	[ ✓ ]	[ ]	[ ]	[ ]

The Resolutions were thereupon duly adopted.

**CERTIFICATION**  
*(Waverly Properties, Inc. Project)*

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

I, WILSON KIMBALL, the undersigned Secretary of the City of Yonkers Industrial Development Agency DO HEREBY CERTIFY:

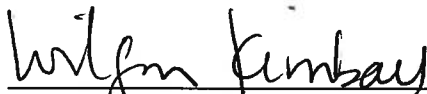
That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 19, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency 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 Agency 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 Agency 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 Agency this 19<sup>th</sup> day of February, 2020.

  
Wilson Kimball, Secretary

**RESOLUTION**

*(License Agreement and Insurance and Indemnification Resolution for Enslaved African Rain Garden Project)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on February 19, 2020.

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

**Resolution No. 2/2020 - 03**

**RESOLUTION OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE NEGOTIATION AND EXECUTION OF A LICENSE AGREEMENT AND AN INSURANCE AND INDEMNIFICATION AGREEMENT WITH THE CITY OF YONKERS FOR THE ENSLAVED AFRICAN RAIN GARDEN PROJECT TO BE LOCATED ON THE OPEN SPACE PARCEL**

**WHEREAS**, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the “Act”), the CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY (the “Agency”) was created to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

**WHEREAS**, the Agency is the fee title owner of Block 640, Lot 1 and Block 643, Lot 1 (portions of former Block 640, Lots 1, 25, and 38 and Block 643, Lots 1, 24, and 40) and Block 2600, Lot 7 on the tax map of the City of Yonkers (“Agency Property”); and

**WHEREAS**, the Agency leased a portion of the Agency’s Property, known as Block 643, Lot 1 (the “Development Parcel”), to SFC H and I LLC (“SFC”), pursuant to that certain Amended and Restated Financing Lease Agreement, dated as of December 29, 2015, a memorandum of which was recorded in the office of the Westchester County Clerk (the “Project Lease”); and

**WHEREAS**, SFC assigned all of its right, title and interest as lessee in, to and under the Project Lease to Water Grant Street LLC (the “Company”) pursuant to that certain assignment and assumption agreement, dated as of December 29, 2015, a memorandum of which was recorded in the office of the Westchester County Clerk; and

**WHEREAS**, Company has developed a multi-family apartment building with structured parking and other related improvements on the Development Parcel and a waterfront park, for the purpose of providing public access to the Hudson River for passive recreational opportunities

on the Agency Property known as Block 640, Lot 1 and a portion of Block 2600, Lot 7 (the "Open Space Parcel"); and

**WHEREAS**, the City of Yonkers ("City") desires access to a portion of the Development Parcel and the Open Space Parcel (the "Licensed Area") to construct a public art project entitled "The Enslaved Africans' Rain Garden" (the "Art Project"); and

**WHEREAS**, the Art Project will commemorate enslaved Africans who resided at Philipse Manor Hall, six of whom were the first to be manumitted by law in the United States in 1799, more than six decades before the Emancipation Proclamation; and

**WHEREAS**, the Art Project will require the installation of five life-size bronze sculptures and a rain garden (the "Work"); and

**WHEREAS**, the Work is subject to an Inter-municipal Agreement by and between the City and the County (the "IMA"); and

**WHEREAS**, the City desires the privilege of access on, over and through the Licensed Area to transport and install the Art Project on the Open Space Parcel, in furtherance of the IMA, and the Agency is willing to extend this privilege to the City upon the terms, covenants and conditions set forth in a license agreement (the "License Agreement"); and

**WHEREAS**, the Agency, having granted permission to the City to perform the Work, also desires to obtain assurances from the City that any claim related to the Art Project and/or Work will be held harmless from any and all claims related thereto by way of an insurance and indemnification agreement, to be negotiated and approved by counsel to the Agency ("Insurance and Indemnification Agreement"); and

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

**Section 1.** The Chairman, Vice Chairman, Secretary, President, Executive Director and/or the Chief Fiscal Officer of the Agency are hereby authorized, on behalf of the Agency, to execute any and all agreements and documents reasonably contemplated by this resolution to facilitate the Work and/or the Art Project, including, without limitation the License Agreement and Insurance and Indemnification Agreement (collectively, the "Agreements") and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agreements and such certificates, agreements, instruments, and documents which relate or pertain to the Work and/or the Art Project and to attest to the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman Secretary, President, Executive Director and/or the Chief Fiscal Officer of the Agency shall approve, in consultation with legal counsel to the Agency, the execution thereof by the Chairman, Vice Chairman, Secretary, President, Executive Director and/or the Chief Fiscal Officer of the Agency to constitute conclusive evidence of such approval.

IDA Resolution No.: 02/2020-03

Resolution: License Agreement and Insurance and Indemnification Resolution for Enslaved African Rain Garden

TC: Harris Beach PLLC

February 19, 2020

**Section 2.** The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

The foregoing Resolution was thereupon declared duly adopted.

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	[ ]	[ ]	[ ]	[ x ]
Hon. Cecile D. Singer	[ ]	[ ]	[ ]	[ x ]
Henry Djonbalaj	[ ✓ ]	[ ]	[ ]	[ ]
Roberto Espiritu	[ ✓ ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

CERTIFICATION

*(License Agreement and Insurance and Indemnification Resolution for Enslaved African Rain Garden Project)*

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

I, WILSON KIMBALL the undersigned, Secretary of the City of Yonkers Industrial Development Agency DO HEREBY CERTIFY:

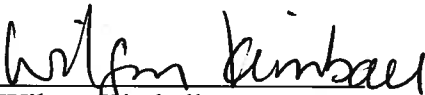
That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 19, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency 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 Agency 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 Agency 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 Agency this 19<sup>th</sup> day of February, 2020.

  
Wilson Kimball, Secretary

[SEAL]

## **AUTHORIZING RESOLUTION**

*(Thompson and Bender, LLC – Extension of Generation Yonkers Contract)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on February 19, 2020.

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

### **Resolution No. 2/2020 - 04**

RESOLUTION AUTHORIZING THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY TO (i) APPROVE AN AMENDMENT TO THE AGREEMENT WITH THOMPSON AND BENDER, LLC IN CONNECTION WITH THE PROVISION OF CERTAIN MARKETING SERVICES (AS DEFINED HEREIN) BY EXTENDING THE TERM OF THE AGREEMENT AND INCREASING THE AMOUNT PAYABLE; AND (ii) EXECUTE AND DELIVER ANY RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the “Act”), the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called “Agency”) was created with the authority and power to among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and sell land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction, which shall be suitable for manufacturing, warehousing, research, commercial or industrial facilities, in order to advance job opportunities, health, general prosperity and the economic welfare of the people of the State and to improve their standard of living as authorized by the Act; and

WHEREAS, in furtherance of these purposes, **THOMPSON AND BENDER, LLC** (the “Consultant”) has proposed the provision, on a non-exclusive basis, of professional marketing services including but not limited to: (i) radio, (ii) television, (iii) video, (iv) print and (v) online advertising, connection with the Third Phase of the Generation Yonkers advertising campaign for the City of Yonkers (collectively, the “Project”); and

WHEREAS, pursuant to a Resolution adopted on March 29, 2017, the Agency determined that undertaking the Project is in furtherance of its purposes under the Act and accordingly engaged the Consultant to undertake the Project to promote commerce and economic development within the City of Yonkers, pursuant to a certain Professional Services Contract (Contract 521967) (as amended, restated, modified, or assigned, including, but not limited to, that certain First Amendment, dated October 12, 2016 and the Assignment to the Agency, dated as of March 29, 2017) (the “Agreement”); and



WHEREAS, the Agency desires to amend the Agreement to (i) extend the term of the agreement through December 31, 2020, upon the same terms and conditions and (ii) increase the amount payable to the Consultant by an amount not to exceed \$525,000.00 for the additional term.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Chairman, Vice Chairman, President, Executive Director and/or the Chief Fiscal Officer of the Agency are hereby authorized, on behalf of the Agency, to amend the Agreement by (A) extending the term of the Agreement to December 31, 2020 and (B) increasing the amount payable by an amount not to exceed \$525,000.00, and execute and deliver any and all documents reasonably contemplated by this resolution to accomplish the Project and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to any documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, President, Executive Director and/or the Chief Fiscal Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, President, Executive Director and/or the Chief Fiscal Officer of the Agency to constitute conclusive evidence of such approval.

Section 2. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

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	[ ]	[ ]	[ ]	[ × ]
Henry Djonbalaj	[ ✓ ]	[ ]	[ ]	[ ]
Roberto Espiritu	[ ✓ ]	[ ]	[ ]	[ ]

**SECRETARY'S CERTIFICATION**

*(Thompson and Bender, LLC – Extension of Generation Yonkers Contract)*

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

I, the undersigned, Secretary of the City of Yonkers Industrial Development Agency DO  
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of  
Yonkers Industrial Development Agency (the “Agency”), including the resolution contained  
therein, held on February 19, 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 Agency 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 Agency 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 Agency 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  
Agency this 19<sup>th</sup> day of February 2020.

  
Wilson Kimball, Secretary

[SEAL]

## **AUTHORIZING RESOLUTION**

*(Transfer of Funds from Yonkers Racing Account – Yonkers City Pier)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on February 19, 2020.

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

### **Resolution No. 2/2020 - 05**

**RESOLUTION AUTHORIZING THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY TO (i) APPROVE THE DISTRIBUTION OF YONKERS RACING CORPORATION RESTRICTED FUNDS IN THE AMOUNT OF UP TO \$192,731.08 FOR ASSESSMENT OF INFRASTRUCTURE, WINTERPROOFING AND OTHER IMPROVEMENTS TO THE YONKERS CITY PIER AND (ii) EXECUTE AND DELIVER ANY RELATED DOCUMENTS**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the “Act”), the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, by resolutions previously adopted by the Agency, the Agency committed through the Yonkers Pier Development, Inc. to participate in the repair, maintenance and improvements to the Yonkers City Pier; and

WHEREAS, the Agency holds funds in an account from Yonkers Racing Corporation (“YRC Funds”) which funds may be used by the Agency for educational and development purposes within the City; and

WHEREAS, the Agency has determined that the assessment of infrastructure, winterproofing and other improvements to the Yonkers City Pier in an amount not to exceed \$192,731.08 (the “Transfer”) is in furtherance of its purposes under the Act and accordingly desires to fund the improvements to the Yonkers City Pier; and

WHEREAS, there are sufficient funds in the account for the Transfer;

WHEREAS, in the event that the Yonkers Downtown Waterfront Development Corporation dissolves all remaining assets (after paying or making provision for the payment of all debts and liabilities of whatsoever kind or nature) will be distributed to the Agency for use in furtherance of additional repairs, maintenance and improvements to the Yonkers City Pier.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

**Section 1.** The Chairman, Vice Chairman, President/Chief Executive Officer and/or the Chief Fiscal Officer of the Agency are hereby authorized, on behalf of the Agency, to make the Transfer from the YRC Fund so as to fund the assessment of infrastructure, winterproofing and other improvements to the Yonkers City Pier; and execute and deliver any and all documents reasonably contemplated by these resolutions to accomplish the Transfer and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to any Transfer documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, President/Chief Executive Officer and/or the Chief Fiscal Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, President/Chief Executive Officer and/or the Chief Fiscal Officer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

**Section 2.** The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

**Section 3.** These Resolutions 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	[ ]	[ ]	[ ]	[ x ]
Hon. Cecile D. Singer	[ ]	[ ]	[ ]	[ x ]
Henry Djonbalaj	[ ✓ ]	[ ]	[ ]	[ ]
Roberto Espiritu	[ ✓ ]	[ ]	[ ]	[ ]

The Resolutions were thereupon duly adopted.

**CERTIFICATION**

*(Transfer of Funds from Yonkers Racing Account – Yonkers City Pier)*

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

I, WILSON KIMBALL, the undersigned Secretary of the City of Yonkers Industrial Development Agency DO HEREBY CERTIFY:

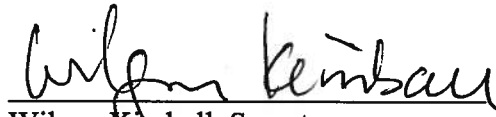
That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the “Agency”), including the resolution contained therein, held on February 19, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency 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 Agency 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 Agency 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 Agency this 19<sup>th</sup> day of February, 2020.

  
Wilson Kimball, Secretary