

AUTHORIZING RESOLUTION

(The Plant Manor, LLC – Amendment and Restatement of Documents)

A regular meeting of the City of Yonkers Industrial Development Agency was convened on Wednesday, November 18, 2015.

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

Resolution No. 11/2015 - 43

RESOLUTION AUTHORIZING THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE AND DELIVER AN AMENDED AND RESTATED LEASE AGREEMENT, LEASEBACK AGREEMENT, TAX AGREEMENT, TAX AGREEMENT MORTGAGE, MORTGAGE AND RELATED DOCUMENTS WITH RESPECT TO THE PLANT MANOR, LLC 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"), 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 adopted by the Agency on September 24, 2014, the Agency appointed **THE PLANT MANOR, LLC** (the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in certain land located at 1097 North Broadway, Yonkers, New York (the "Land") and certain existing improvements located thereon, consisting primarily of the landmark estate known as "Alder Manor" comprised of the approximately 47,929 square-foot Alder Manor house, an approximately 1,995 square-foot chapel and the approximately 24,429 square-foot "Cliff House" also known as "Bosch Hall" (collectively, the "Existing Improvements"); (ii) the demolition of the non-historic portion of Bosch Hall; (iii) the restoration, refurbishment and historic preservation of some or all of the Existing Improvements (the "Refurbished Improvements"); (iv) the rehabilitation of approximately 43,560 square-feet of outdoor space including landscaped formal gardens, lawn and green spaces (the "Outdoor Improvements" and together with the Refurbished Improvements, the "Improvements"); and (v) the acquisition and installation in and around the Existing Improvements and Improvements of certain items of machinery, equipment and other items of tangible personal property, including but not limited to, commercial and replica artwork, roofing material, heating and cooling systems, electrical upgrades, plumbing and bathroom equipment and façade work (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); all for use as a regional and international destination for weddings, events, retreats, and photo and film shoots; and

WHEREAS, on July 23, 2014, the Agency adopted a resolution (the "Initial Resolution") accepting the Application of the Company and directing that a public hearing be held and that an agent agreement (the "Agent Agreement"), lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement"), tax agreement (the "Tax Agreement") and tax agreement mortgage (the "Tax Agreement Mortgage", and together with the Lease Agreement, Leaseback Agreement and Tax Agreement the "Agency Documents"); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on Monday, August 11, 2014, at 5:30 p.m. at Yonkers City Hall, 40 South Broadway, Yonkers, New York, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined in the Initial Resolution) being contemplated by the Agency whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, on September 24, 2014 the Agency adopted a resolution authorizing execution of the Agency Documents; and

WHEREAS, the Company has advised the Agency that due to a recent re-apportionment of property the Land has been assigned a new section, block and lot; and

WHEREAS, the Agency desires to amend and restate the Agency Documents to reflect the newly assigned section, block and lot information, with all other terms and conditions of the Agency Documents remaining the same.

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

Section 1. The President, Chairman and/or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute amended and restated Agency Documents reflecting the newly assigned section, block and lot information.

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	[✓]	[]	[]	[]
Deputy Mayor Susan Gerry	[✓]	[]	[]	[]
Martin Ball, Sr.	[✓]	[]	[]	[]
Melissa Nacerino	[]	[]	[]	[*]
Hon. Cecile D. Singer	[✓]	[]	[]	[]
Peter Kischak	[✓]	[]	[]	[]
Robert Maccariello	[✓]	[]	[]	[]

The Resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(The Plant Manor, LLC – Amended and Restated Agreements)

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

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

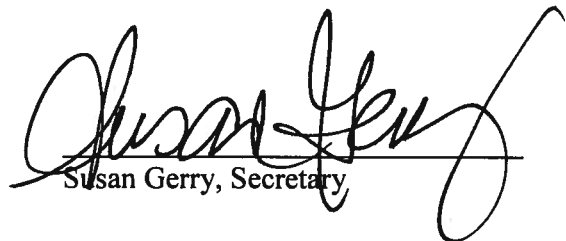
That I have compared the annexed extract of minutes of the meeting of the City of
Yonkers Industrial Development Agency (the "Agency"), including the resolution contained
therein, held on November 18, 2015, with the original thereof on file in my office, and that the
same is a true and correct copy of 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 18 day of November, 2015.


Susan Gerry, Secretary

[SEAL]