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**PELHAM LOCAL DEVELOPMENT
CORPORATION
AGENDA**

Tuesday, October 11, 2022
6:30 PM

1. Call to Order
2. Roll Call
3. Pelham Green Project – Resolution Authorizing Amended and Restated Land Development Agreement and Amended Disposition Agreement
4. Other Business
5. Adjournment

Agenda subject to change without notice

AUTHORIZING RESOLUTION

(Pelham Green Project – Amended Disposition Agreement and LDA)

A regular meeting of the Pelham Local Development Corporation was convened on October __, 2022, at __:00 [a.m./p.m.]

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

Resolution No. _____

RESOLUTION OF THE PELHAM LOCAL DEVELOPMENT CORPORATION AUTHORIZING (i) THE ACQUISITION AND DISPOSITION OF CERTAIN PARCELS OF REAL ESTATE FROM AND TO THE VILLAGE OF PELHAM (AS MORE PARTICULARLY DEFINED HEREIN), (ii) THE EXECUTION AND DELIVERY OF CERTAIN DISPOSITION AGREEMENTS (AS DEFINED HEREIN); (iii) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”) AND PUBLIC AUTHORITIES ACCOUNTABILITY ACT (“PAAA”); (iv) THE NEGOTIATION OF A CERTAIN CONSTRUCTION AGREEMENT (AS DEFINED HEREIN); AND (v) THE EXECUTION AND DELIVERY OF ALL RELATED DOCUMENTS.

WHEREAS, the Pelham Local Development Corporation (herein, “**PLDC**”) is a duly-established, not-for-profit local development corporation of the State pursuant to Section 1411(h) of the Not-for-Profit Corporation Law (“**N-PCL**”) and a Certificate of Incorporation filed on December 23, 2019 (the “**Certificate**”) established for the charitable and 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 of the Village of Pelham (the “**Village**”) and acting in the public interest; and

WHEREAS, reference is made to that certain Land Development Agreement, dated as of January 7, 2021 (“**LDA**”), entered into by and between PLDC and Pelham House, LLC (“**Pelham House**”), wherein PLDC and Pelham House set forth their mutual agreements in connection with and in furtherance of a certain Project (as defined within the LDA), which primarily entails (i) PLDC’s phased acquisition and disposition of certain Village-owned parcels, upon which Pelham House has agreed to construct a certain mixed-use development (as more specifically defined within the LDA); and (ii) Pelham House’s conveyance to PLDC of a certain property known as the “**Capital One Site**”, upon which Pelham House is obligated to construct certain municipal facilities supporting a new fire house, police station and Village hall (the “**Municipal Center**”), and upon the Company’s completion of the Municipal Center as accepted by the Village, PLDC shall transfer same to the Village; and

WHEREAS, the Village-owned parcels identified for development and the subject of the LDA are specifically described as: (i) the Village Fire House at 217 Fifth Avenue (Section

163.36, Block 2, Lots 23 and 24 on the Town of Pelham Tax Map, and herein, the “Village Fire House Site”); and (ii) the Village parking lot on the corner of Third Street and Fifth Avenue and the parking deck on the corner of Third Street and Fourth Avenue (Section 163.36, Block 2, Lot 19 on the Town of Pelham Tax Map) (the “Parking Lot and Deck,” collectively, the “Village-owned parcels”); and

WHEREAS, the Village and LDC previously entered into a certain Disposition Agreement relating to the proposed transfer of the Village-owned parcels (the “LDC Agreement”, dated as of January 21, 2021, as may be amended), such LDC Agreement governing the terms and conditions by which the Village will dispose of the Village-owned parcel to PLDC in furtherance of the Project; and

WHEREAS, pursuant to the LDA, the Municipal Center is to be constructed by Pelham House on a certain property known as the Capital One Site located at 200 Fifth Avenue (the “Capital One Site”, being described as Section 163.36, Block 2, Lot 28 on the Town of Pelham Tax Map); and

WHEREAS, by resolution adopted August 10, 2022, PLDC approved the assignment of the LDA by Pelham House to Pelham Green LLC (“Pelham Green”), such assignment having been evidenced by an Assignment and Assumption Agreement, dated as of September 8, 2022; and

WHEREAS, pursuant to N-PCL Section 1411(d), the Village may by resolution determine that the Village-owned parcels are not required for use by the Village and dispose of same to PLDC upon such terms as may be agreed by the Village and LDC (herein, the “Disposition”); and

WHEREAS, pursuant to N-PCL Section 1411(d)(3) and (4), the Board of Trustees of the Village duly scheduled and conducted a public hearing concerning the Disposition of the Village-owned parcels to the LDC on July 26, 2022 (the “Public Hearing”); and

WHEREAS, by resolutions adopted on September 27, 2022, the Village authorized the Disposition pursuant to N-PCL Section 1411(d) pursuant to the terms and conditions set forth within (i) an amended LDC Agreement (the “Amended LDC Agreement”); and (ii) an Amended and Restated Land Development Agreement (the “Amended LDA”); and

WHEREAS, the Village previously reviewed the Project (including the Disposition and all actions contemplated within the Amended LDC Agreement and Amended LDA) pursuant to the State Environmental Quality Review Act as codified under Article 8 of the Environmental Conservation Law and related regulations contained within 6 NYCRR Part 617 et seq (collectively herein, “SEQRA”), with such review undertaken by the Village as “Lead Agency” as defined pursuant to SEQRA and including: (i) review of certain Downtown Restoration Initiatives (including the Project) as a “Type I Action” under SEQRA, preparation of a Generic Environmental Impact Statement (“GEIS”), and adoption of an Environmental Findings Statement on July 26, 2022 for the Downtown Restoration Initiatives (the “SEQRA Findings Statement”) which identified conditions and thresholds for further review of future actions; and (ii) review of the Project as a stand-alone Type I Action pursuant to SEQRA, including the

preparation and review of an Environmental Assessment Form and related materials (the “EAF”), and the adoption of a Negative Declaration on September 27, 2022 (the “Negative Declaration”, and collectively with the above-referenced materials, the “SEQRA Record”); and

WHEREAS, PLDC desires to (i) authorize the undertaking of the Disposition and all affirmative obligations of PLDC pursuant to the Amended LDC Agreement and Amended LDA; (ii) execution and delivery of the Amended LDC Agreement and Amended LDA; (iii) adopt findings pursuant to the State Environmental Quality Review Act (“SEQRA”) and Public Authorities Accountability Act (“PAAA”) with respect to the Project, Disposition and related activities; (iv) authorize the negotiation of one or more Construction Agreements for the construction of the Municipal Center by Pelham Green for review and future approval by PLDC; and (v) authorize the execution and delivery of related documents and agreements.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE PELHAM LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. PLDC hereby finds and determines that it is within its purpose, mission and statutory authority under the N-PCL to facilitate the Project in order to advance economic development, job creation and the general welfare for the residents of the Village of Pelham and to lessen the burdens of the Village through the facilitation of the Project.

Section 2. PLDC has reviewed the SEQRA Record adopted by the Village and determined the Project (including the Disposition and all actions contemplated within the Amended LDC Agreement and Amended LDA) involves a “Type I” as said term is defined under SEQRA. The Village reviews were coordinated and based upon the review by PLDC of the SEQRA Findings Statement, Negative Declaration, related EAF and related documents delivered by the Village to PLDC, PLDC hereby ratifies the SEQRA Records adopted by the Village and further finds that (i) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment; (ii) the Project will not have a “significant effect on the environment” as such quoted terms are defined in SEQRA; and (iii) no additional “environmental impact statement” as such quoted term is defined in SEQRA, need be prepared for the actions contemplated, including the Disposition and all actions contemplated within the Amended LDC Agreement and Amended LDA. This determination constitutes a negative declaration in connection with PLDC’s facilitation of the Project for purposes of SEQRA.

Section 3. PLDC hereby finds that the transfers of real estate interests in the Village-owned Parcels through PLDC and ultimately to Pelham Green are not and shall not be “property” interests of PLDC as defined in Title 5-A of the PAL because the real estate interests transferred through PLDC are interests securing Pelham Green’s obligations to the Village and PLDC under the Amended LDA, including Pelham Green’s obligations to complete the Project in accordance with the terms thereof, including, but not limited to the obligations to construct the Municipal Center pursuant to Village-approved plans and specifications.

Section 4. PLDC hereby authorizes and approves the undertaking of the Project, including the facilitation of the Dispositions and construction of the Municipal Center, all as more particularly outlined within the Amended LDC Agreement and Amended LDA.

Section 5. PLDC hereby authorizes the execution and delivery of the Amended LDC Agreement and Amended LDA, and the Chairperson, Vice Chairperson and/or the Chief Executive Officer of PLDC are hereby authorized, on behalf of PLDC, to execute and deliver the Amended LDC Agreement and Amended LDA, along with related documents in substantially the form set before this meeting, and as approved by counsel to PLDC and the Chairperson, Vice Chairperson and/or the Chief Executive Officer. The foregoing officers are further authorized to execute any and all deeds, documents, agreements, forms and certifications as necessary to undertake the transactions outlined within the Amended LDC Agreement and Amended LDA (collectively with Amended LDC Agreement and Amended LDA, the “*Documents*”).

Section 6. PLDC hereby authorizes the negotiation, but not execution, of one or more construction agreements relating to the Municipal Center (the “Construction Agreement”, as defined within the Amended LDA). Once finalized, the Construction Agreement shall be subject to review and approval by the Village and PLDC prior to execution.

Section 7. The Secretary or Assistant Secretary are hereby authorized, where appropriate, to affix the seal of PLDC to the Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson and/or Chief Executive Officer shall approve, and the execution thereof by the Chairperson, Vice Chairperson and/or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 8. The officers, employees and agents of PLDC are hereby authorized and directed for and in the name and on behalf of PLDC to do all acts and things required and to execute and deliver all such checks, 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 PLDC with all of the terms, covenants and provisions of the documents executed for and on behalf of PLDC.

Section 9. 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>Nea</i>	<i>Absent</i>	<i>Abstain</i>
Hon. Chance Mullen	[]	[]	[]	[]
Michael Carpenter	[]	[]	[]	[]
Yenna Chan	[]	[]	[]	[]
Lisa Hill-Ries	[]	[]	[]	[]
Joseph Marty	[]	[]	[]	[]

The Resolution was thereupon duly adopted.

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

I, the undersigned Secretary of the Pelham Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Pelham Local Development Corporation (the "Corporation"), including the resolution contained therein, held on October __, 2022 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 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 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 members of the Corporation 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 Corporation this _____ day of _____, 2022.

Secretary

[SEAL]