

**Village of Port Chester
Local Development Corporation
222 Grace Church Street
Port Chester, NY 10573**

7:30PM * – February 13, 2019

- 1. Roll Call**
- 2. Chairman's Remarks**
 - a. Westchester County Association panel discussion on financing local development projects**
 - b. State of real estate in Westchester County**
- 3. Review of PCLDC By-Laws**
- 4. New Business**
- 5. Adjournment**

* The PCLDC meeting will begin immediately after the Industrial Development Agency adjourns its meeting. The start time may be earlier or later than the scheduled time.



Quasi-Public Corporations and Financing Local Development Projects

Westchester County Association, Pace Land Use Law Center

& ULI-Westchester/Fairfield

January 29, 2019, 8:00am- 10:30 am

Judicial Institute Auditorium at Pace Law, White Plains, New York

This event will focus on using quasi-public corporations to achieve local economic development goals. Quasi-public corporations are government-backed, private corporations with a public mandate to provide services that benefit the public. In NY State, municipalities are legally authorized to create a number of quasi-public corporations, including industrial development agencies and local development corporations, to support their economic development initiatives and facilitate sustainable development.

8:00 Registration & Continental Breakfast

8:30 Welcome

William Cuddy, Executive Vice President, CBRE

8:40 Overview of quasi-public corporations and various types of tools they can use to achieve local economic development goals

Darius Chafizadeh, Partner, HARRIS BEACH PLLC

9:00 Developer's Perspective

Art Collins, Principal and President, Collins Enterprises

9:20 Role of the County

Norma Drummond, Commissioner of Planning, Westchester County

9:35 City Context: New Rochelle Example

Luiz C. Aragon, Commissioner, Department of Development, City of New Rochelle

9:50 Village Context: Sleep Hollow Example

Ken Wray, Mayor of Sleepy Hollow

10:05 Town Context: Mt. Pleasant Example

Carl Fulgenzi, Supervisor, Town of Mt. Pleasant

10:20 Q & A

SPEAKERS

Luiz C. Aragon

Commissioner, Department of Development, City of New Rochelle

Luiz Aragon brings to the City of New Rochelle over two decades of governmental experience in NYC and upstate NY; and the momentum necessary to prepare our City for the next phase in our history. His broad expertise includes community development, economic development and revitalization, housing, planning, transportation, and environmental management.

Darius Chafizadeh

Partner, HARRIS BEACH PLLC

Mr. Chafizadeh serves as the Office Managing Partner of the White Plains Office of the law firm, Harris Beach PLLC. Harris Beach has 12 offices in New York, New Jersey and Connecticut with 200+ attorneys. Mr. Chafizadeh serves as the Town Attorney in Mt. Pleasant and the Village Attorney in Dobbs Ferry. Mr. Chafizadeh also serves as special counsel to numerous municipalities throughout Westchester County on zoning and land-use issues. Mr. Chafizadeh and his colleagues represent numerous Industrial Development Agencies and Local Development Corporations throughout the region and throughout New York State in all types of transactions, including: straight lease transactions and bond financings.

Art Collins

Principal and President, Collins Enterprises

As the co-founding Principal and President of Collins Enterprises, LLC, Arthur Collins is in charge of all development activities for the company. His responsibilities include sourcing new projects as well as budgeting, design, construction and timely delivery of the company's redevelopment and development initiatives in all markets.

Norma Drummond

Commissioner of Planning, Westchester County

Norma Drummond is the Commissioner of Planning for Westchester County. With over 30 years of experience administering community development and affordable housing programs for Westchester County, she provides direct assistance to the municipalities, developers and non-profit agencies, helping them identify and address the needs of their low and moderate income residents and neighborhoods.

Carl Fulgenzi

Supervisor, Town of Mt. Pleasant

Carl Fulgenzi has been a Member of the Mt. Pleasant IDA since 1989 and Chairman since 2015. He has also served as Town Councilman, 1990-1994, was re-elected councilman in 2007 and again in 2011. He was sworn in as Town Supervisor in 2014 and serves as the elected Supervisor today.

Ken Wray

Mayor, Sleepy Hollow

A resident of Sleepy Hollow since 1996, Ken Wray was elected Village Trustee in 2007 and elected Village Mayor in 2009. He was re-elected in 2011, 2013, 2015, and in 2017 Ken Wray was re-elected again as Village Mayor for a 5th term.

State of Real Estate in 2019: Status quo shifts in Westchester market

Akiko Matsuda, Rockland/Westchester Journal News Published 6:00 a.m. ET Jan. 23, 2019 | Updated 8:48 a.m. ET Jan. 27, 2019

As 2019 unfolds, Iohud reporters are assessing what's ahead on their beats this year. Real estate reporter Akiko Matsuda looks at the state of real estate in Westchester County.

The status quo is rapidly shifting in Westchester's land-use policy.

New uses — from apartments to medical offices and even grocery stores — are breathing life into under-performing suburban office parks. In 2019, hundreds of new rental apartments are expected to come online in Westchester downtowns, including areas where residential use wasn't considered before. Industrial real estate, such as warehouses and flex spaces, was seen as a less glamorous sector among different types of commercial real estate, but lately it's the segment most in demand particularly in southern Westchester.

On the beat

Building an apartment complex in a former industrial or office park in Westchester didn't seem like an option until recently, but things have changed.

Hundreds of tenants have moved into the 202-unit Danforth Apartments at Rivertowns Square, a newly-completed mixed-use village developed at the former Akzo Nobel paint and chemical company site in Dobbs Ferry.

The mixed-use trend is also the redevelopment theme at the former General Motors assembly plant site in Sleepy Hollow. The ongoing waterfront project, to be known as Edge-on-Hudson, plans a total of 1,177 residential units, a hotel, restaurants, shops, offices and parks. The first townhomes may welcome residents in late 2019.

Dramatic shifts are also happening elsewhere: In December, a Whole Foods market opened at Chappaqua Crossing, an ongoing mixed-use development at the former Reader's Digest campus in Chappaqua. More businesses are set to open this year, including Life Time Athletic and Pet Valu.

Live-work-play

Downtowns are also changing in pursuit of the live-work-play trend. Among the new major apartment buildings that welcomed tenants last year was the Continuum, a 16-story luxury, 288-unit apartment tower developed on a former municipal parking lot on Bank Street in White Plains. Its developer, LCOR, is moving forward with the second phase of the project to add another 16-story residential tower to the site.

In Yonkers, tenants have started moving into the recently completed 17-story residential tower at Sawyer Place, formerly known as Larkin Plaza, a mixed-use, two-tower complex near the Yonkers train station. Construction of the second tower is set to be completed this summer, said Seth Pinsky, executive vice president with RXR Realty, the developer of the 422-unit mixed-use complex.

New Rochelle's downtown revitalization initiative is also gaining steam. Nearly a dozen projects are in progress, including 360 Huguenot, RXR's 28-story mixed-use building at the site of a

former Loew's Theatre. The 280-unit complex, initially known as 587 Main, is expected to start leasing in the first or second quarter of 2019.

From Pleasantville to Dobbs Ferry, smaller downtowns along Metro-North train stations are also adding more apartments, aiming to attract empty nesters and young professionals who want to live in a walkable community near transit.

While developers focus on building luxury apartments, demand for warehouse properties has been higher than ever as thriving e-commerce requires more warehouse spaces to quickly deliver goods to customers.

E-commerce is disrupting the traditional retail landscape as well, leaving behind many vacant stores in area communities. Part of the solution may be repurposing — it's worked for obsolete office parks. Danone North America led the way by transforming the shuttered Fortunoff store in White Plains into its new headquarters. The company has recently moved its 400 employees from its old home in Greenburgh to downtown White Plains.

What to watch for

Platinum Mile: The appearance of Corporate Park Drive in the office-park corridor will be drastically changed this year, as construction of the Carraway apartment complex and a Wegmans grocery store advance. Plans for a pediatric ambulatory care facility for Montefiore Medical Center was also proposed along the same street.

New apartments: Westchester's apartment construction boom is culminating into loads of new inventory. This year alone, hundreds of new rental units will become available for occupancy. In addition to 360 Huguenot in New Rochelle and Sawyer Place in Yonkers, the first 251-unit phase of Avalon Yonkers is expected to open later in 2019. Fort Hill Apartments, a 178-unit luxury rental complex that partially opened last year in a mixed-use community on the site of the former St. Mary's Convent in Peekskill, will also open more units this year.

Housing market: The inventory shortage has been a major problem in the residential real estate market in the region in the past few years. The Tax Cuts and Jobs Act of 2017, which capped state and local tax (SALT) deductions at \$10,000, may encourage more empty nesters to put their homes on the market. Homeowners will feel the real financial impact of the tax reform when they file their tax returns this spring.

Somers Academy: The former IBM campus in Somers, which has been sitting vacant for the past few years, may become a co-ed private high school that emphasizes science, technology, engineering and math (STEM) learning. The plans to transform the former 723-acre office park have been reviewed by Somers town officials. The developer, Evergreen Ridge, aims to open the school in fall of 2020.

Why you should care

The ongoing wave of new apartment construction projects aims to serve two groups: Young professionals and empty nesters. The success of these apartments is important because it would help retain younger generations in the county, whose population has been steadily aging. In addition, new apartments may allow local empty nesters to put their homes on the market as they have more options to stay in their community.

BY-LAWS

OF

PORT CHESTER LOCAL DEVELOPMENT CORPORATION

Adopted on the 9th day of January, 2013

BY-LAWS
OF
PORT CHESTER LOCAL DEVELOPMENT CORPORATION

ARTICLE I - THE CORPORATION

SECTION 1. - NAME.

The Corporation shall be known as “PORT CHESTER LOCAL DEVELOPMENT CORPORATION” (hereinafter, the “Corporation”).

SECTION 2. - OFFICES.

The principal office of the Corporation shall be located in the Village of Port Chester, New York (the “Village”). The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

SECTION 3. - PURPOSES.

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

ARTICLE II - MEMBERSHIP

SECTION 1. - COMPOSITION OF MEMBERSHIP.

The sole Member of the Corporation shall be the Village. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein.

SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.

The Member shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation and the By-Laws of the Corporation.

SECTION 3. - ANNUAL MEETING OF THE MEMBER

The Member shall hold an annual meeting of the Members within six months after the end of each fiscal year at a convenient time and place designated by the Member. At the annual meeting, the Members shall appoint Directors pursuant to Article III hereof for positions where a new directorship is created or the term of a Director has expired, receive the annual report and transact such other business as may properly come before the meeting.

SECTION 4. - ANNUAL REPORT TO THE MEMBERS.

At the annual meeting of the Member, the Directors or designated officer of the Corporation shall present an annual report showing in appropriate detail the following information:

- (a) A complete audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and
- (b) A summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

SECTION 5. - SPECIAL MEETINGS OF THE MEMBER.

Special meetings of the Member may be called at any time. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if by unanimous consent of the Board of the Member present at such meeting elect to transact business not previously described in the aforementioned notice, then the Member may transact such other business.

SECTION 6. - PLACE OF MEETINGS; ORGANIZATION

All membership meetings shall be held at the principal office of the Member or at such other convenient location as may be determined by the Member. At each membership meeting, the Members shall select, by a vote of a majority of the Board of the Member, a Trustee of the Member to preside. The Secretary, or, in his or her absence, a person chosen by the Member, shall keep complete and accurate minutes of the meeting.

SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by mail to each Trustee of the Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the

notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a Member at his or her address as it appears on the record of Member or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a Trustee of the Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

SECTION 8. – QUORUM OF MEMBERS

(a) The presence of at least a majority of the Trustees of the Member shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the Trustees of the Member present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees of the Member if the time and place is announced at the meeting adjourned.

SECTION 9. - ACTION BY THE MEMBERS

(a) Each Trustee of the Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Member. Unless otherwise required by law or these By-Laws, the vote of a majority of the Trustees of the Member present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the Member.

SECTION 10. - PROPERTY RIGHTS OF MEMBERS

The Member shall not have any rights or interests in or to the property or assets of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. - POWER OF BOARD OF DIRECTORS.

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS.

(a) The number of Directors shall be seven as established by a resolution adopted by the Member on September 4, 2012. The Directors shall be appointed by the Member, the initial

sole Member shall be the Village. The Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the Member. As used in these By-laws, “the entire Board of Directors” means the total number of Directors that the Corporation would have if there were no vacancies on the Board.

(b) All Directors shall serve at the pleasure of the Member.

(c) The Chief Executive Officer, as defined herein, may serve on the Board of Directors of the Corporation; provided, however, in such event, shall not participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of Chairman/Chief Executive Officer.

(d) All Directors of the Board shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. Thereafter, the Directors shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

(e) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Directors shall be Independent Directors, as such term is defined in paragraph (g) below.

(f) Independence. For the purposes of these By-Laws, an Independent Director means any person who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

(g) Board Offices. A Chairperson, Vice-Chairperson, Treasurer and Secretary shall be elected from among the Directors of the Board at the organizational meeting and subsequent annual meetings of the Board of Directors. The term of office for the Chairperson, Vice-Chairperson, Treasurer and Secretary shall extend for one year after his or her election and until a successor is elected. The Chairperson, Vice-Chairperson, Treasurer and Secretary shall be eligible to serve an unlimited number of consecutive terms.

SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the other Directors or to the Chairman or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any Director may be removed from the Board with or without cause by the Member or for cause by vote of a majority of the Directors provided there is a quorum of not less than a majority of the entire Board present.

SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors shall be filled as described in the resolution of the Member approving such increase. Newly created directorships resulting from any vacancies occurring for any reason shall be filled by the Member. In each case, such appointments shall be made as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director appointed to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is appointed and takes office.

SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held after the annual meeting of the Members of the Corporation described in Article II, Section 3 above at a convenient time and location designated by the Board. Written notice of the annual meeting shall be mailed or delivered to each Director of the Corporation prior to the meeting.

SECTION 6. - ANNUAL REPORT.

A Director designated by the Members or the Chief Executive Officer and the Treasurer shall present at the annual meeting of the Board of Directors a copy of the annual report described in Article II, Section 4 above.

SECTION 7. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by a majority of Directors or by the Chief Executive Officer or any other officer of the Corporation. Written notice shall be mailed or delivered to each Director of the Corporation prior to the meeting. Said

notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

SECTION 8. - WAIVERS OF NOTICE.

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

SECTION 9. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the Directors may from time to time by resolution determine.

SECTION 10. – OPEN MEETINGS

The Corporation is subject to Open Meetings Law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

SECTION 11. – FREEDOM OF INFORMATION

The Corporation is subject to Freedom of Information Law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

SECTION 12. – PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 (collectively, the “PAAA”) and shall comply with the PAAA, as set forth within the New York State Public Authorities Law.

SECTION 13. – STATE ENVIRONMENTAL QUALITY REVIEW ACT

Upon the determination of the Board of Directors to do business within the State of New York, the Corporation shall comply with the State Environmental Quality Review Act, as set forth within Article 8 of the New York Environmental Conservation Law.

SECTION 14. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all Directors.

SECTION 15. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided by law or these By-Laws, the vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present.

SECTION 16. - ORGANIZATION.

At each meeting of the Board of Directors, the Chairperson, or, in his or her absence, the Vice-Chairperson shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the Directors present, shall keep complete and accurate minutes of the meeting.

SECTION 17. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary or the designated Director in the minutes thereof.

SECTION 18. - COMPENSATION.

The Directors shall serve in their capacity as Directors of the Corporation without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

SECTION 19. - ANNUAL INDEPENDENT AUDIT.

The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the PAAA and generally accepted government auditing standards certified by a firm of independent public accountants. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;

(ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(iii) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and

(v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) all critical accounting policies and practices to be used;

(ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

SECTION 20. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

ARTICLE IV - COMMITTEES

SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-Laws, each Standing Committee shall consist of at least three Directors. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the Members of any action requiring its approval;
- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-Laws or the adoption of new By-Laws; or
- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) Until changed by amendment of these By-Laws, the Corporation shall have the following Committees:

Audit and Finance Committee. There shall be an Audit and Finance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting. To the extent practicable, members of the Audit and Finance Committee should be familiar with corporate financial and accounting practices. The Audit and Finance Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit and Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and its subsidiaries, if any, and make recommendations.

Governance Committee. There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members and Directors on the skills and experience required of potential Directors.

SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by a plurality of the votes cast by the Directors of the Corporation.

SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The Chief Executive Officer and Chairperson of the Board of Directors of the Corporation, or their respective designees, may attend all committee meetings, but will not possess any voting rights unless otherwise granted by said committees.

SECTION 4. - QUORUM.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

SECTION 5. - MANNER OF ACTING.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Action by a committee shall be taken by majority vote at a meeting.

ARTICLE V - OFFICERS

SECTION 1. – CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER; OTHER OFFICERS.

The Corporation may have a Chief Executive Officer, a Chief Financial Officer, and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of Chief Executive Officer and Secretary shall not be held by the same person. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors.

SECTION 2. - TERMS OF OFFICERS.

The officers shall be appointed by the Directors at its annual meeting. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

SECTION 3. - ADDITIONAL OFFICERS.

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Secretary, and any other position established by the Board of Directors from time to time.

SECTION 4. - REMOVAL OF OFFICERS.

Any officer may be removed by majority vote of the Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

SECTION 5. - RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the Secretary; provided, however, the Chief Executive Officer must provide written notice of its intent to resign to the Board of Directors and the Secretary must provide written notice of its intent to resign to the Chairperson or the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. - VACANCIES.

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of Directors.

SECTION 7. –CHIEF EXECUTIVE OFFICER.

The Board of Directors shall appoint the Chief Executive Officer by resolution, which resolution shall set the Chief Executive Officer's annual compensation. The Chief Executive Officer shall generally supervise all affairs of the Corporation. The Chief Executive Officer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. - SECRETARY.

It shall be the duty of the Acting Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Acting Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Acting Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the Chief Executive Officer. From time to time, the Board of Directors may employ or contract with an appointed Acting Secretary to whom the Board of Directors may designate certain duties of the Secretary and other such duties as may be assigned to him or her.

SECTION 9. – TREASURER/CHIEF FINANCIAL OFFICER.

The Board of Directors shall appoint the Chief Financial Officer by resolution, which resolution shall set the Chief Financial Officer's annual compensation. It shall be the duty of the

Chief Financial Officer of the Corporation, with oversight by the Treasurer, to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Chief Financial Officer shall perform such other duties as may be assigned to him or her by the Board of Directors, the Treasurer or the Chief Executive Officer.

SECTION 10. –VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY - PERSONNEL.

The Corporation may use the agents, employees and facilities of the Village and/or the Village of Port Chester Industrial Development Agency (“PCIDA”) to perform any or all of its functions as described in the Certificate of Incorporation and these By-Laws. In such event, the Corporation may, by resolution, enter into a contract with the Village and/or PCIDA providing the terms upon which the Village and/or PCIDA will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the Village and/or PCIDA for the use by the Corporation of Village and/or PCIDA agents, employees and facilities.

ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

SECTION 1. - EXECUTION OF CONTRACTS.

The Board of Directors may on its own, except as these By-Laws otherwise provide, or may authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

SECTION 2. - LOANS.

No loans shall be contracted on behalf of the Corporation unless the amounts and terms are specifically authorized by the Board of Directors.

SECTION 3. - CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by two of following persons: the Chief Executive Officer, the Treasurer or the Chairperson of the Board.

SECTION 4. - DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

SECTION 5. - INVESTMENTS.

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

ARTICLE VII - GENERAL

SECTION 1. - SEAL.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 2. - BOOKS AND RECORDS.

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes and statements of written action by the Members, (3) minutes of the proceedings of the Board of Directors and its committees, (4) a current list of the Members, Directors and officers of the Corporation and their residence addresses, (5) a copy of the Certificate of Incorporation, and (6) a copy of these By-Laws. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

SECTION 3. - INDEMNIFICATION.

The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.

The Board of Directors may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

SECTION 5. - LOANS TO MEMBERS AND OFFICERS.

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or

renewing any extension of credit, in the form of a personal loan to or for any Member, Director, or Officer, or to any other company, corporation, firm, association or other entity in which one or more of the Members, Directors or Officers of the Corporation are members, director or officers or hold a substantial financial interest.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of June of each calendar year and end on the last day of May.

ARTICLE IX - RULES OF ORDER AND BYLAW CHANGES

SECTION 1. - RULES OF ORDER.

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-Laws.

SECTION 2. – BY-LAW CHANGES.

These By-Laws may be amended, repealed or adopted only by a majority of the Directors of the Corporation, or a majority of the Trustees of the Member, whose actions at all times shall supersede actions by the Directors.