

RESOLUTIONS OF THE BOARD OF TRUSTEES OF  
FIRST UNITARIAN CONGREGATIONAL CHURCH OF YONKERS,  
N.Y.  
D/B/A FIRST UNITARIAN SOCIETY OF WESTCHESTER

Adopted at a Special Meeting of the Board of Trustees

Seven Members of the Board of Trustees were in Attendance  
Constituting 100% of the Entire Board

Held on April 6, 2022

- WHEREAS, First Unitarian Congregational Church of Yonkers, N.Y. d/b/a First Unitarian Society of Westchester, a New York religious corporation (the "Corporation"), having an address at P.O. Box 26, Hastings-on-Hudson, New York 10706, is the owner of that certain property known as and located at 25 Old Jackson Avenue, Hastings-on-Hudson, New York 10706 (the "Property"); and
- WHEREAS, the Board of Trustees of the Corporation has determined that it is in the best interest of the Corporation to sell the Property to Steppe Education Inc., a New York charitable corporation, or its designee, for the price of Seven Hundred and Fifty Thousand (\$750,000.00) Dollars, with the proceeds of the sale to be used to provide for the future sustainability of the Corporation as well as avoid the additional expense of renovations and maintenance of the Property; and
- WHEREAS, Property is a substantial asset of the Corporation, constituting approximately two-thirds of its assets at the appraised value of \$750,000.00; and
- WHEREAS, in connection with the sale of the Property, the Corporation is required to execute and deliver that certain Contract of Sale between the Corporation, as Seller, and Steppe Education Inc., as Purchaser, in the form submitted to the meeting (the "Contract of Sale"); and
- WHEREAS, further in connection with the sale of the Property, the Corporation has determined the terms and conditions of the Contract of Sale are in the best interest of, and fair and reasonable to, the Corporation, and further, that no dissolution of the Corporation is anticipated as a result of the sale; and

- WHEREAS, further, in connection with the sale of the Property, the Corporation is required to obtain the consent of the Members of the Corporation to the resolutions adopted by the Trustees at this special meeting and to the terms and conditions of the Contract of Sale; and
- WHEREAS, further in connection with the sale of the Property, the Corporation is required to submit a Petition to the Attorney General of New York, and if required by the Attorney General, a Justice of the Supreme Court of the County of Westchester, for approval of the sale of the Property to Steppe Educational Inc. or its designee, in accordance with the terms of the Contract of Sale (the "Petition").

NOW THEREFORE, IT IS:

- RESOLVED, that the actions of the Trustees and Officers of the Corporation, taken in connection with the negotiation of the sale of the Property and the terms and conditions of the Contract of Sale, be, and hereby are, ratified, confirmed and approved in all respects; and it is further
- RESOLVED, that the sale of the Property for a sales price of Seven Hundred and Fifty Thousand (\$750,000.00) Dollars to Steppe Education Inc. is hereby approved and is recommended to the Members of the Corporation for their approval; and it is further
- RESOLVED, that the Contract of Sale be and hereby is approved; and it is further
- RESOLVED, that Diane Guernsey, as the President of the Corporation, and Arthur Lowenstein, as the Treasurer of the Corporation, be, and each individually hereby is, authorized and directed, in the name of and on behalf of the Corporation, upon the subsequent approval of the Members of the Corporation, to execute and deliver the Contract of Sale, with such changes therein as the Officer executing same shall deem reasonably required on advice of counsel; and it is further
- RESOLVED, that Diane Guernsey, as the President of the Corporation, and Arthur Lowenstein, as the Treasurer of the Corporation, be, and each individually hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute and deliver the Petition to the Attorney General of New York, and if required by the Attorney General, to a Justice of the Supreme Court for the County of Westchester in connection with the approval of the

sale of the Property, in such form as shall be required to effectuate the approval of the sale and as otherwise advised by counsel to the Corporation and as approved by such Officer; and it is further

- RESOLVED, that Diane Guernsey, as the President of the Corporation, and Arthur Lowenstein, as the Treasurer of the Corporation, be, and each individually hereby is, authorized and directed, in the name of and on behalf of the Corporation, to do such things, to take or omit such further actions, to execute and deliver all such other documents and instruments, and to pay such other expenses and costs as shall be reasonable or necessary to effectuate the sale of the Property and the purposes and intents of the foregoing resolutions.
- Approved by the affirmative vote of seven members of the entire Board of Trustees of the Corporation at a special meeting held on April 6, 2022, at which a quorum was present and acting throughout. Seven Trustees voted in favor, no Trustees abstained and no Trustees voted against.

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Elizabeth Kates, secretary