

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

**Adopted at a Special Corporate Meeting of the Members
41 Members Attended Constituting 55% of the Entire Membership**

Held on April 20, 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 pursuant to a Contract of Sale between the Corporation, as Seller, and Steppe Education Inc. as Purchaser (the “Contract of Sale”), and has approved such sale at a special meeting of the Trustees held on April 6, 2022 and recommended such sale to the Members; and

WHEREAS, the Property is a substantial asset of the Corporation, constituting approximately two-thirds of its assets at the appraised value of \$750,000; 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 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 for the County of Westchester, for approval of the sale of the Property to Steppe Education 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 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., or its designee, be and hereby is approved, 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 it is further

RESOLVED, that the Contract of Sale be, and are hereby is, approved; and it is further

RESOLVED, that the resolutions of the Board of Trustees adopted at a special meeting of the Trustees held on April 6, 2022, be, and hereby are, approved; and it is further

RESOLVED, that Diane Guernsey, as President of the Corporation, and Arthur Lowenstein, as 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 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 President of the Corporation, and Arthur Lowenstein, as 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 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 a members constituting a majority of the members of the Corporation at a special corporate meeting held on WEDNESDAY, APRIL 20, 2022, at which a quorum was present and acting throughout. 2 members abstained from voting and no members voted against.

Elizabeth Kates
Elizabeth Kates, Secretary