



SCENIC HUDSON, INC.
85 Civic Center Plaza
Suite 300
Poughkeepsie, NY 12601
Tel: 845 473 4440
Fax: 845 473 2648
ScenicHudson.org

September 22, 2023

Via email: callcenter@dasny.org

Sarah D. Antonacci
Assistant Director, Grants Administration
515 Broadway
Albany, NY 12207

Subject: State and Municipalities ("SAM")
Design Development for the Westchester RiverWalk Connection Project
Project ID: 25985

Dear Sarah Antonacci:

Scenic Hudson is writing to provide the documentation requested in your June 21, 2023 letter. The attached documentation is required in order to start DASNY's Grant Administration process.

Given that our project budget has not yet been realized, we will refrain from submitting any financial documents until a complete package is returned to DASNY. The project is defined as Design Development, and more specifically Phase 2 of Design Development, including the preparation of Construction Drawings ("the Project") for the Westchester RiverWalk Connection. Given the most recent cost estimate was completed on the feasibility study in 2020, we are unable at this time to provide a recent estimate, quotation, or statement of probable cost from a qualified professional as required in DASNY's Financial Review Checklist. Therefore, as the Checklist requires, this letter is intended to provide a summary of the Project's current status and expected timeline for submission.

Background

The Project that the above-referenced grant is intended to fund is the Design Development for the Westchester RiverWalk Connection. The Project, which will result in the completion of Construction Drawings, is a necessary step in constructing the Westchester RiverWalk Connection, a 0.9-mile north-south trail completing a missing link in the Westchester RiverWalk. Westchester RiverWalk is a 52-mile trail along the Hudson River, 33 miles of which are completed. The 0.9-mile gap under the Governor Mario M. Cuomo Bridge (GMMCB) is arguably the most important section of the trail yet to be constructed. The Westchester RiverWalk Connection also includes east-west trail connections between RiverWalk and the GMMCB's Shared Use Path to Rockland County and another ADA-compliant trail to the Side

Path along Broadway (Route 9), which is under construction by the NYS Department of Transportation. Once constructed the Westchester RiverWalk Connection will provide a vital link between Metro-North Service at Tarrytown Station, the Old Croton Aqueduct State Historic Park, historic sites such as Lyndhurst and Sunnyside, emerging waterfront development in Tarrytown and Sleepy Hollow, neighborhoods and businesses along Broadway, as well as the Side Path across the GMMCB.

Given this array of local, regional, and statewide benefits, as well as support from diverse business leaders, multiple levels of government, and other stakeholders, it is easy to understand why Governor Kathy Hochul in 2022 identified the Westchester RiverWalk Connection as a “State of the State Priority.” Scenic Hudson has raised commitments of over \$10M in funding from sources as diverse as the Federal Transit Administration (as awarded by Senator Schumer), NYS OPRHP, Senate Majority Leader Andrea Stewart Cousins, the New York State Thruway Authority, Hudson River Valley Greenway, and Westchester County. In addition, Scenic Hudson has committed significant private funding and extensive staff time to advance this transformative project.

Project Status

A Feasibility Study was completed in 2022 in coordination with multiple project partners and extensive public input. In addition to being a 2022 State of the State Priority, supported by \$3.5M in OPRHP funding, the Project is also a priority of Westchester County, which has provided \$1.3M to support its environmental review. Scenic Hudson is now under contract with Westchester County and has subcontracted AKRF to conduct the environmental review. We anticipate the Village of Tarrytown will serve as the Lead Agency. Initial studies related to parking and traffic have been completed and a draft Public Involvement Plan is under review by Scenic Hudson and our project partners Westchester County and the Village of Tarrytown. In addition, we anticipate that AKRF will conduct wetland surveys in October. Scenic Hudson has also retained Indigo River as our Owner’s Representative.

Project Timeline

Scenic Hudson anticipates that the environmental review will start in late 2023 and be completed by late 2024 or early 2025. The first phase of Design Development, funded by NYS OPRHP (up to 60% Design Development), can begin in early 2024, with permitting beginning in 2025. This second phase of Design Development (the Project) funded by Grant ID: 25985 is anticipated to be conducted in late 2024 through 2026. Once the Construction Drawings are complete, in early 2027, the Westchester RiverWalk Connection can go out to bid and a ribbon cutting is anticipated in early 2029.

Conclusion

In summary, the Project is defined as the second phase of Design Development leading to the completion of Construction Drawings necessary to put out to bid the construction of Westchester RiverWalk Connection. Given Design Development has not yet begun, we are unable to provide a recent estimate of probable cost as required in DASNY's Financial Review Checklist. Therefore, this letter is intended to provide a summary of the Project's current status and expected timeline for submission.

Scenic Hudson thanks State Senate Majority Leader Andrea Stewart Cousins for her support, which is critical for the implementation of Design Development, including the preparation of Construction Drawings that will lead to the shovel-ready construction of the Westchester RiverWalk Connection. We also greatly appreciate the assistance provided by the DASNY staff for helping us ensure that the documentation of this grant is in order.

Thank you.

Sincerely,



Jeffrey Anzevino, AICP
Director of Land Use Advocacy

GRANTEE CERTIFICATION
Scenic Hudson, Inc.

Design Development for the Westchester RiverWalk Connection Project
Project ID: 25985

WE HEREBY WARRANT, REPRESENT AND CERTIFY TO DASNY that:

- The Scenic Hudson, Inc. (the "Grantee") has applied for a ("SAM") Grant in the amount of \$2,000,000.00 (the "Grant"). This Grant will be used for the Design Development for the Westchester RiverWalk Connection Project (the "Project"). We understand that the Grant funds may be used only for certain community improvement purposes as set forth in the enabling legislation and that the Grant Disbursement Agreement (GDA) to be executed in connection with this Grant contains a provision that states that Grant funds may not be used to finance a program or Project that will in any way promote or facilitate religious worship, instruction or proselytizing. We have been informed that this provision exists to ensure compliance with Federal and State law. Therefore, as Authorized Officers of the Grantee, we hereby certify the following in connection with the Project to be financed by the Grant:
 - no religious purpose shall be advanced or promoted by the Project or program funded by the Grant;
 - the Project or program will provide no religious instruction or counseling, conduct no religious worship or services, engage in no religious proselytizing, and exert no other religious influence in the provision of services or the use of facilities or furnishings assisted in any way by public funds;
 - the Project or program shall be open to all without regard to religion; and
 - the Grantee shall take affirmative steps to ensure that information is widely disseminated with respect to the following aspects of the Project or program:
 - the Project or program is publicly funded;
 - the Project or program is open to all, regardless of religious affiliation; and
 - the Project or program beneficiaries are not limited to any particular sect or group.
 - the Grantee shall exercise care to make sure the facilities and/or services to be supported in whole or in part by Grant proceeds are available and accessible to all members of the public by ensuring Project location(s) and/or service areas are in proximity to public transportation; sufficient parking; and by choosing Project location(s) and/or service areas that do not restrict use to a certain subset of the population defined by religion;
- We understand that the State of New York, DASNY and other entities that may be involved in the Grant process are relying on the above information in making the determination whether to award the Grant to the Grantee.
- By signing this document, we certify that we are authorized officers for the Grantee and have the authority to submit this Certification.

Please sign and return this document to DASNY by either signing pen to paper and sending the pdf OR by typing your full name into signature line(s) below as indicated. Please return these documents to callcenter@dasny.org from the Grantee's organizational email address and retain the original copies for production to DASNY if requested. By providing electronic signature(s), the Grantee's designee will be providing validly binding legal documents, just the same as a pen-and-paper signature.

Authorized Officer (sign or type)

Printed Name (print or type)

Title (print or type)

Dated

Authorized Officer (sign or type)

Printed Name (print or type)

Title (print or type)

Dated

PROJECT CERTIFICATE OF THE
Scenic Hudson, Inc.
State and Municipalities (the "SAM")
For the Design Development for the Westchester RiverWalk Connection Project
(Project ID: 25985)

I, the undersigned, an Authorized Officer of Scenic Hudson, Inc. (the "Grantee"), DO HEREBY CERTIFY that:

- All contractors and vendors retained to perform services in connection with the Design Development for the Westchester RiverWalk Connection Project (the "Project") shall be authorized to do business in the State of New York and shall possess and maintain all professional licenses and/or certifications required to perform the tasks undertaken in connection with the Project.
- To the extent that SAM Grant proceeds are used to reimburse the Grantee for the cost of any portion of the Project noted above, the Grantee certifies that no other external funding source, including but not limited to, State or Federal restructuring loans, State or Federal grants, or grants, loans, or other funding from any other public or private source (currently or within the last six (6) years), will be used for substantially the same Project costs at the same location as described in the Preliminary Application or Project Information Sheet provided to DASNY.
- If the Project includes vehicle purchase(s), removable equipment, or furnishings including but not limited to, computer hardware and software, air conditioning units, lab equipment, security cameras, office furniture and telephone systems, the Grantee has or will develop, implement, and maintain an inventory system for tracking such items, and items will be installed, stored, or secured on property owned by and/or under the control of the Grantee; the Grantee has or will develop, implement, and maintain a usage policy for items in compliance with all State and Federal regulations or privacy laws, including use, retention, storage, or deletion of any data, images, or videos stemming from Grant funded purchase of such items if applicable.
- The Grantee has informed DASNY via the Preliminary Application, Project Information Sheet, or other correspondence if Grantee is a state related entity, or if the Project location is owned by a state related entity. Furthermore, if the status of the Grantee or Project location changes, the Grantee will inform DASNY of any changes that would impact the tax-exempt status of the Grant.
- The Grantee acknowledges that Grant proceeds cannot be utilized to pay for:
 - Deposits advance payments, or progress payments until work is completed, or goods received by Grantee;
 - to pay down long term debt;
 - internal labor costs;
 - rental or leased equipment, or equipment with an anticipated useful life of less than three (3) years;
 - stockpiled materials;
 - recurring software costs, including licensing or maintenance fees;
 - materials and/or services provided by another entity other than a licensed contractor or vendor.
- The Grantee will maintain accurate books and records through Project completion/payout of the Grant as well as for six (6) years from the date the Project is completed and will make those books and records available to DASNY, its agents, officers and employees during the Grantee's business hours upon reasonable request.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 20_____.

By signing these documents, I certify that I am an authorized officer for the Grantee.

Please sign and return this document to DASNY by either signing pen to paper and sending the pdf OR by typing your full name into signature line(s) below as indicated. Please return these documents to callcenter@dasny.org from the Grantee's organizational email address and retain the original copies for production to DASNY if requested. By providing electronic signature(s), the Grantee's designee will be providing validly binding legal documents, just the same as a pen-and-paper signature.

By (sign or type): _____

Name (print or type): _____

Title (print or type) _____

Form **W-9**
(Rev. November 2017)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

► Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

Scenic Hudson, Inc.

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor or single-member LLC

☐ C Corporation

☐ S Corporation

☐ Partnership

☐ Trust/estate

☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ►

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☒ Other (see instructions) ►

Not for Profit 501(c)3

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.

85 Civic Center Plaza, Suite 300

6 City, state, and ZIP code

Poughkeepsie, NY 12601

7 List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

____ - ____ - ____

or

Employer identification number

1 3 - 2 8 9 8 7 9 9

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here

Signature of U.S. person ►

DocuSigned by:

Griselle Cabrera

B2BB3D77BA4641E...

Date ► January 10, 2023

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting*, later, for further information.

Note: If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the instructions for Part II for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships*, earlier.

What is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note: ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C corporation, or S corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box on line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3.

IF the entity/person on line 1 is a(n) . . .	THEN check the box for . . .
• Corporation	Corporation
• Individual • Sole proprietorship, or • Single-member limited liability company (LLC) owned by an individual and disregarded for U.S. federal tax purposes.	Individual/sole proprietor or single-member LLC
• LLC treated as a partnership for U.S. federal tax purposes, • LLC that has filed Form 8832 or 2553 to be taxed as a corporation, or • LLC that is disregarded as an entity separate from its owner but the owner is another LLC that is not disregarded for U.S. federal tax purposes.	Limited liability company and enter the appropriate tax classification. (P= Partnership; C= C corporation; or S= S corporation)
• Partnership	Partnership
• Trust/estate	Trust/estate

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5 ²
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note: You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, write NEW at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note: See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.SSA.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/Businesses and clicking on Employer Identification Number (EIN) under Starting a Business. Go to www.irs.gov/Forms to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to www.irs.gov/OrderForms to place an order and have Form W-7 and/or SS-4 mailed to you within 10 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note: Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.

You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodial account of a minor (Uniform Gift to Minors Act)	The minor ²
5. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee ¹
b. So-called trust account that is not a legal or valid trust under state law	The actual owner ¹
6. Sole proprietorship or disregarded entity owned by an individual	The owner ³
7. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor*
For this type of account:	Give name and EIN of:
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity ⁴
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee

For this type of account:	Give name and EIN of:
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships*, earlier.

***Note:** The grantor also must provide a Form W-9 to trustee of trust.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes.

Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at spam@uce.gov or report them at www.ftc.gov/complaint. You can contact the FTC at www.ftc.gov/idtheft or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see www.IdentityTheft.gov and Pub. 5027.

Visit www.irs.gov/IdentityTheft to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.



The following documents must be completed and returned to DASNY so the required reviews can be conducted and State approvals obtained:

- ☐ Completed Grantee Certification signed by two (2) authorized officers;
- ☐ Completed Project Certification signed by an authorized officer;
- ☐ Completed and signed W-9;
- ☐ The Grantee Questionnaire (GQ) requested by DASNY expires after one (1) year;
 - o The GQ on file has expired or is about to expire. Please provide the names, titles and email addresses of two authorized officers so that a GQ may be sent out by the Processor that will be assigned to review your paperwork:

Authorized Officer #1: Name: _____ Title: _____
Email: _____ Phone: _____ Ext: _____
Authorized Officer #2: Name: _____ Title: _____
Email: _____ Phone: _____ Ext: _____
- ☐ Evidence of Site Control; and
- ☐ Articles of Incorporation (and DBA, if applicable) or Charter; and
- ☐ Financial documentation.

If your organization is a non-for-profit please also see the 'Prior to Final Approval' section in attached FAQs for information regarding the prequalification requirement through NY State Grants Gateway.

Grantees are also advised that grant-funded projects are subject to the State Environmental Quality Review Act (SEQRA) and State Historic Preservation Act (SHPA). Information regarding the SEQRA and SHPA process is included in the FAQs.

Should you have any questions concerning the enclosed documentation please either call (518) 257-3177 or email callcenter@dasny.org.

Sincerely,

Sarah D. Antonacci
Assistant Director, Grants Administration



Thruway Authority

KATHY HOCHUL
Governor

JOANNE M. MAHONEY
Chair

MATTHEW J. DRISCOLL
Executive Director

December 14, 2022

Erin Drost, Grants Officer
New York State Office of Parks, Recreation and Historic Preservation
Palisades/Taconic Regions (REDC - Mid Hudson Region)
PO Box 308
9 Old Post Road
Staatsburg, NY 12580

Subject: Scenic Hudson's grant regarding the Westchester RiverWalk Connection

Dear Erin Drost:

Over the past few years, the New York State Thruway Authority (NYSTA) has been working with Scenic Hudson to plan for the construction of Westchester RiverWalk under the Governor Mario M. Cuomo Bridge (GMMCB).

It is our understanding that Scenic Hudson is submitting paperwork to OPRHP in order to get to contract on a grant to fund pre-construction work necessary to bring the project to shovel-ready status. A portion of this project involves land owned by NYSTA.

To that end, please know we will work with Scenic Hudson and/or its consultants to secure the requisite permits to access NYSTA property.

Thank you.

Sincerely,

George Paschalis
Director of Outreach, GMMCB

c: Jamey Barbas, GMMCB Project Director
Brent Howard, New York Division Director
Elizabeth Novak, Director of Transportation Planning & Environmental Services
Matthew Trapasso, Chief of Staff



December 23, 2022

Erin Drost, Grants Officer
New York State Office of Parks, Recreation and Historic Preservation
Palisades/Taconic regions (REDC - Mid Hudson Region)
PO Box 308
9 Old Post Road
Staatsburg, NY 12580

Subject: Scenic Hudson's grant regarding the Westchester RiverWalk Connection

Dear Ms. Drost:

On behalf of Metro-North Railroad, I write in support of Scenic Hudson's application for an Office of Parks, Recreation and Historic Preservation (OPRHP) Grant for the Westchester RiverWalk Connection Project (the "Project"). It is Metro-North Railroad's understanding that Scenic Hudson is applying to OPRHP for funding in order to continue the pre-construction activities related to the environmental review process and the development of the design to fill in the 0.9 mile gap in the existing Westchester RiverWalk Connection near Metro-North's Tarrytown Station and under the Governor Mario M. Cuomo Bridge.

Over several years Metro-North has been coordinating with Scenic Hudson as it plans this Project, which is anticipated to require the use of Metro-North's property. While developing the RiverWalk Feasibility Study, Metro-North Railroad granted Scenic Hudson's consultants permission to access its right-of-way. Scenic Hudson is aware that the design of RiverWalk must meet Metro-North's requirements and cannot impede railroad operations. At this time, Metro-North plans to continue working as a partner with Scenic Hudson as it seeks to access our right-of-way, so long as prerequisite conditions and coordination is continued with required insurance and access permits granted.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Andrew Buder".

Andrew Buder
Director, Government and Community Relations – Metro-North Railroad

cc: Scenic Hudson



VILLAGE OF TARRYTOWN

One Depot Plaza, Tarrytown, New York 10591-3605

www.tarrytowngov.com

Mayor

KAREN G. BROWN

Deputy Mayor

REBECCA McGOVERN

Trustees

ROBERT HOYT

DAVID T. KIM

THOMAS MITCHELL

EFFIE PHILLIPS-STALEY

PAUL RINALDI

VILLAGE ADMINISTRATOR

914-631-1785

VILLAGE TREASURER

914-631-7873

VILLAGE CLERK

914-631-1652

VILLAGE ENGINEER

914-631-3668

DEPT. OF PUBLIC WORKS

914-631-0356

FAX NO. 914-909-1208

December 16, 2022

Erin Drost, Grants Officer

New York State Office of Parks, Recreation and Historic Preservation

Palisades/Taconic regions (REDC - Mid Hudson Region)

PO Box 308

9 Old Post Road

Staatsburg, NY 12580

Subject: Access allowed - Scenic Hudson's grant regarding the Westchester RiverWalk Connection

Dear Erin Drost:

Over the past few years the Village of Tarrytown has been working cooperatively with Scenic Hudson to perform reviews and plan for the construction of Westchester RiverWalk under the Governor Mario M. Cuomo Bridge.

It is our understanding that Scenic Hudson is applying to OPRHP for a grant to conduct pre-construction work necessary to bring the project to shovel-ready status.

A portion of this project involves Village-owned land.

The Village of Tarrytown hereby grants permission to Scenic Hudson and/or its consultants to access Village property to conduct studies and other work.

Thank you.

Respectfully,

Richard Slingerland

Village Administrator

cc: Jeff Anzevino, Scenic Hudson
Kristine Gilligan, Village Clerk

CERTIFICATE OF INCORPORATION

OF

SCENIC HUDSON FOUNDATION, INC.

Under Section 402 of the Not-For-Profit Corporation Law.

1. The name of the corporation is SCENIC HUDSON FOUNDATION, INC.

2. The corporation is a corporation as defined in Section 102(a)(15) of the Not-For-Profit Corporation Law.

3. The purposes for which the corporation is formed are to preserve and enhance the natural, ecological, environmental, cultural, scenic, historical and recreational values of the Hudson River Valley and its adjacent highlands, to promote a better understanding and better appreciation of the natural beauty and of the importance in the history of the United States of this area and to solicit and receive grants and contributions and distribute said funds in support and furtherance of the corporate purposes as set forth above.

4. As a means of accomplishing the foregoing purposes, the corporation shall have all of the powers set forth in Section 202 of the Not-For-Profit Corporation Law and, in general, can exercise such powers as now are or

State of New York }
Department of State } ss.

22945

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

SEP 2 1975

Handwritten Signature
Secretary of State

and to have the power to solicit and receive grants and contributions for its corporate purposes.

5. The corporation shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

6. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404(b) to (p), or Executive Law, Section 757.

7. No part of the net earnings of the corporation shall inure to the benefit of any member, officer or director of the corporation or of any individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one of its purposes); no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution of the corporation, the funds and assets of the corporation then belonging to it shall, after proper payment of liabilities, be distributed

2

in accordance with the law in aid and assistance of activities, agencies, and institutions which are organized and operated exclusively for religious, charitable, and/or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, subject to the approval of a Justice of the Supreme Court of the State of New York.

8. The principal office of the corporation ✓
shall be located in the County, City and State of New York.

9. The territory in which its operations are principally to be conducted is the State of New York.

10. The names and residences of the persons who shall be the directors of the corporation until its first annual meeting are as follows:

Fynette F. Rowe
175 Brewster Road
Scarsdale, N.Y. 10583

Alexander Saunders
Old Albany Post Road
Garrison-on-Hudson, N. Y. 10524

Frances Stevens Reese
New Hamburg, N.Y. 12560

11. The Post Office address to which the Secretary of State shall mail a copy of any notice required by law is

Ross Sandler, Esq.
25 East 9th Street
New York, N.Y. 10003

12. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

13. The subscriber to this certificate is more than 19 years of age.

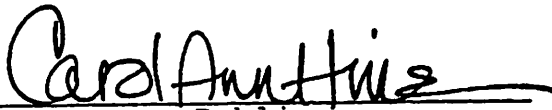
IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 15th day of July, 1975.

Frances Stevens Reese
Frances Stevens Reese
New Hamburg, New York 12560

4

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

On this 1st day of July, 1975, before me personally came Frances Stevens Reese, to me known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and duly acknowledged to me that she executed the same.



Notary Public
CAROL ANN HINE
NOTARY PUBLIC, STATE OF NEW YORK
NO. 31-4512742
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES MARCH 30, 1977

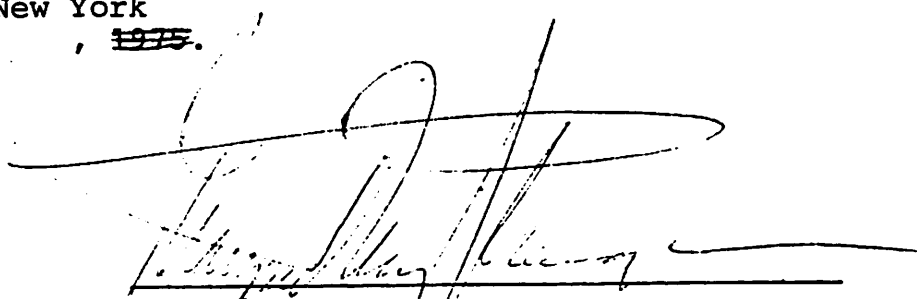
5

I, MARGARET MARY J. MANGAN , the undersigned,
a Justice of the Supreme Court of the State of New York
in the First Judicial District in which the office of
the Scenic Hudson Foundation, Inc. is to be located, do hereby
approve of the foregoing Certificate of Incorporation of
the Scenic Hudson Foundation, Inc. and of the filing thereof.

Dated: New York, New York

JUL 22 1975

, ~~1975~~.



Justice, Supreme Court of the
State of New York

Notice of Application Waived
(This is not to be deemed an
approval on behalf of any
Department or Agency of the
State of New York, nor an
authorization of activities
otherwise limited by law.)

Dated: July 15, 1975

LOUIS J. LEFKOWITZ
Attorney General

By Peter A. Benbow
Assistant Attorney General

6

CONSENT TO USE OF NAME

OF

SCENIC HUDSON PRESERVATION FOUNDATION, INC.

The following is a true copy of a resolution duly adopted by the Board of Directors of Scenic Hudson Preservation Conference, Inc., at a meeting of the said Board at 12:00 Noon on March 20, 1975.

"WHEREAS, there has been proposed the formation, qualification or change of name of a corporation pursuant to the laws of the State of New York under the name of Scenic Hudson Foundation, Inc., and the Secretary of State has requested the expression of an opinion of this Board concerning the similarity of the proposed name to that of this corporation;

"NOW, THEREFORE, be it resolved that in the opinion of this Board the above-mentioned proposed name does not so nearly resemble that of this corporation as to tend to confuse or deceive and it consents to the use of such name."

Francis Sturms Reese
President

Thelma F. Rowe
Secretary

7

256837

CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

Under Section 402 of the Not-for-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ 2000
FILING FEE \$ 50
FILED SEP 2 - 1975

Wm. P. Wilson
Secretary of State

P31NY
-type B

ROSS SANDLER, ESQ.
15 West 44th Street
New York, New York 10036

FILED

8

USC

LAT
A436849

USC

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

9/2/75

N.Y.C.

A256837-8

NFP

type 3

Not. add.: Ross Sandler, Esq.

25 East 9th St

NY, NY 10003

BUTZEL & KASS
ATTORNEYS AT LAW
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020

(212) 765-1000

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ none
FILING FEE \$ 10

FILED OCT 19 1977

Handwritten signature

Secretary of State

31 NY

Type 3

*Hudson
Foundation
Amendment to
Certificate of Incorporation* *MAC*

CERTIFICATE OF AMENDMENT A436849
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

We, the undersigned President and Secretary of the Scenic Hudson Foundation, Inc. hereby certify:

FIRST: The name of the Corporation is "SCENIC HUDSON FOUNDATION, INC." (hereinafter, the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on September 2, 1975.

THIRD: The Certificate of Incorporation of the Corporation is amended to change the post office address to which the Secretary is to mail notices, by amending paragraph 11 thereof so that it shall read in its entirety as follows:

"11. The Post Office address to which the Secretary of State shall mail a copy of any notice required by law is: Butzel & Kass, 45 Rockefeller Plaza, Suite 2350, New York, New York 10020."

FOURTH: The Certificate of Incorporation of the Corporation is further amended by adding a new paragraph 14 which reads as follows:

"14. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954."

FIFTH: The above amendments to the Certificate of Incorporation of the Corporation were duly authorized and approved by the board of directors of the Corporation at a meeting of the board of directors of the Corporation held on August 18, 1977.

SIXTH: The Corporation is a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type B Corporation.

SEVENTH: Prior to the delivery of this Certificate of Amendment to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or any other statute of the State of New York will be endorsed or annexed hereto. The approval of a Justice of the Supreme Court, New York County, was annexed to the Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury this 18th day of August 1977.

Frances S. Reese
Frances S. Reese, President
New Hamburg, New York 12560

Ross Sandler
Ross Sandler, Secretary
25 East 9th Street
New York, New York 10003

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

----- x
In the Matter of the Application for :
the Approval of the Certificate of :
Amendment of the Certificate of :
Incorporation of :

SCENIC HUDSON FOUNDATION, INC. :

Pursuant to the Not-For-Profit :
Corporation Law :

APPROVAL

----- x
I, **CHARLES G. TIERNEY**, a Justice of the
Supreme Court of the State of New York in the Judicial
District wherein the principal office of the SCENIC HUDSON
FOUNDATION, INC. is to be located, do hereby approve the
within Certificate of Amendment of the Certificate of
Incorporation of said SCENIC HUDSON FOUNDATION, INC.

Dated: New York, New York
OCT 11 1977 ~~1977~~

Charles G. Tierney
Justice of the Supreme Court
FIRST JUDICIAL DISTRICT

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

*Dated, New York,
N.Y.*

LOUIS G. LEFKOWITZ
Attorney General
State of New York

September 20, 1977

Irwin Leibowitz
BY IRWIN LEIBOWITZ
ASSISTANT ATTORNEY GENERAL
STATE OF NEW YORK

3

State of New York }
Department of State } ss.:

29872

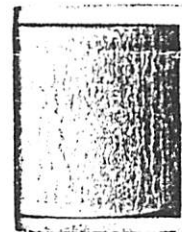
*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State
and that the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on

OCT 19 1977

W. M. Wilson
Secretary of State

G020-504 (10/76)



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

BERLE, BUTZEL, KASS & CASE
ATTORNEYS AT LAW
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020

 (212) 765-1800

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

We, the undersigned, President and Secretary of Scenic Hudson Foundation, Inc., hereby certify:

FIRST: The name of the Corporation is SCENIC HUDSON FOUNDATION, INC. (hereinafter, the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on September 2, 1975. The Corporation was formed under the Not-For-Profit Corporation Law.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type B Corporation following the amendments effected hereby.

FOURTH: The Certificate of Incorporation of the Corporation, as heretofore amended, is further amended as follows:

A. Paragraph 1 of the Certificate of Incorporation of the Corporation is amended to change the name of the Corporation, so that paragraph 1 shall read in its entirety as follows:

"1. The name of the corporation is SCENIC HUDSON, INC."

B. Paragraph 2 of the Certificate of Incorporation of the Corporation is amended to correct a typographical

error, so that paragraph 2 shall read in its entirety as follows:

"2. The corporation is a corporation as defined in Section 102(a)(5) of the Not-For-Profit Corporation Law."

C. Paragraph 3 of the Certificate of Incorporation of the Corporation is amended to clarify the purposes of the Corporation, so that paragraph 3 shall read in its entirety as follows:

"3. The purposes for which the corporation is formed are:

(1) To carry on charitable, educational and research activities relative to the protection of the natural environment and the improvement of the man-made environment, including without limitation:

A. To preserve, restore and enhance the natural, ecological, environmental, cultural, scenic, historical and recreational values of the Hudson River and the Hudson River Valley (including the Hudson Highlands);

B. To promote a better understanding and better appreciation of the natural beauty of the Hudson River Valley and of the importance of the area in the history of the United States.

C. To protect the Hudson River and the Hudson River Valley from ill-planned and unplanned development posing threats to the air, water, land and other resources of the region, while encouraging well-planned development where appropriate to meet the needs of residents, visitors and others concerned with the area.

D. To develop and implement, or assist in developing and implementing, appropriate policies and systems of land and water use, transportation, conservation, resource management and related matters in the Hudson River Valley.

(2) To serve as a coordinator for other organizations and individuals in the efforts to protect the Hudson River and Hudson River Valley and otherwise to further the purposes set forth in paragraph (1) above.

(3) To provide advice, counseling, financial and scientific assistance to organizations desirous of protecting the natural environment or improving the man-made environment in the Hudson River Valley and elsewhere in the United States.

(4) To carry on any and all additional activities incident, related or appropriate to the furtherance of the above purposes.

D. Paragraph 4 of the Certificate of Incorporation of the Corporation is amended to clarify the powers of the Corporation, so that paragraph 4 shall read in its entirety as follows:

"4. In furtherance of its purposes, but not otherwise, and subject to such limitations as are or may be prescribed by law or by this certificate of incorporation, the corporation shall have the power to do any act, including, without limiting the generality of the foregoing, power:

(1) To receive, hold and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinabove set forth, to use and apply the whole or any part thereof for the purposes stated in paragraph 3 hereof.

(2) To solicit, accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, by judicial order or decree, or otherwise, for any of its objects and purposes, property, regardless of whether it is real or personal, and irrespective of its kind, nature, description or location, and to exercise in respect of any and all such property any and all rights and privileges of ownership.

(3) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property in such a manner as is consistent with the objects and purposes of the corporation, and such limitations as may be imposed by law.

(4) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for money or property borrowed or in payment for property acquired, in pursuance of any purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, or lien upon assignment of, or agreement in regard to, all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(5) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limitation as to amount, with any individual, firm, association, corporation or other entity.

(6) To transfer land or rights in land that comes into its possession, with legal safeguards where practical and relative to its use, to the Federal Government, state governments, county governments, municipalities and school districts or other suitable governmental bodies or private non-profit corporations such as colleges, youth groups, welfare organizations, conservation organizations, land trusts or legal, scientific, educational, charitable or other eleemosynary groups.

(7) To hold and manage land on either a temporary or permanent basis as nature sanctuaries, outdoor research laboratories, wildlife preserves, recreation areas and/or as open space for its value as an amenity.

(8) To administer funds entrusted to its care for the endowment of specific areas or for carrying out the other purposes of the corporation.

(9) To work with and through, and to coordinate the efforts of, other organizations and individuals, to become a member of any committee or other organization, and to delegate functions.

(10) In furtherance of its purposes, but not otherwise, and subject always to such limitations as are or may be prescribed by law or by this certificate of incorporation, to make contributions, grants, gifts, donations, loans, guarantees, and other payments of money and extensions of credit to any organization, public or private, or individual.

(11) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or may hereafter be conferred by law upon a corporation organized for the purposes hereinabove set forth, or as are now or may hereafter be necessary or incidental to such purposes or the powers hereinabove conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of this corporation and as may be exercised by an organization contributions to which are deductible under Section 170, 2055 or 2522.

E. Paragraph 7 of the Certificate of Incorporation of the Corporation is amended to clarify limitations on the Corporation, so that paragraph 7 shall read in its entirety as follows:

"7. Notwithstanding any other provisions of this certificate of incorporation (including the provisions of paragraph 4), the corporation shall be subject to the following limitations:

(1) The corporation shall not be conducted for profit or financial gain, but shall be operated exclusively for charitable, educational and scientific purposes as an organization which is exempt from Federal income tax under Section 501(c)(3) and to which contributions are deductible

under Section 170, 2055 or 2522; no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) Upon the liquidation or dissolution of the corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law (but not including a reincorporation in another state, whether effected directly or indirectly), no member, director or officer of the corporation shall be entitled to any distribution or division of its property or any part of the proceeds therefrom. The money and all other property of the corporation, after the payment of all its debts and obligations of whatsoever kind or nature, shall be distributed with approval of a Justice of the Supreme Court of the State of New York, to organizations (a) which are exempt from Federal income tax under Section 501(c)(3), (b) whose general purposes are in harmony with the general purposes set forth in paragraph 2, and (c) which, if the corporation at that time is a private foundation within the meaning of Section 509(a), are organizations described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii) thereof).

(3) For any period in which the corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law):

(a) The corporation shall distribute such amounts for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income under Section 4942 of said Code;

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) or retain any excess business holdings as defined in Section 4943(c) of said Code;

(c) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of said Code; and

(d) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of said Code.

F. Paragraph 9 of the Certificate of Incorporation of the Corporation is amended to change the territory in which operations are to be conducted, so that paragraph 9 shall read in its entirety as follows:

"9. The territory in which the activities of the corporation are principally to be conducted is the State of New York, but the operations of the corporation shall not be limited to such territory."

FIFTH: The above amendments to the Certificate of Incorporation of the Corporation were duly authorized and approved by the board of directors of the Corporation at a meeting of the board of directors of the Corporation held on May 28, 1980.

SIXTH: The post office address of the Corporation to which the Secretary of State shall mail a copy of any notice required by law is c/o Berle, Butzel, Kass & Case, 45 Rockefeller Plaza, New York, New York 10020.

SEVENTH: Prior to the delivery of this Certificate of Amendment to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or any other statute of the State of New York will be endorsed or annexed hereto. The approval of a Justice of the Supreme Court, New York County was annexed to the

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

----- x

In the Matter of the Application for :
the Approval of the Certificate of :
Amendment of the Certificate of : APPROVAL
Incorporation of :

SCENIC HUDSON FOUNDATION, INC. :

Pursuant to the Not-For-Profit :
Corporation Law :

----- x

EDWARD J. GREENFIELD
I, Justice of the Supreme

Court of the State of New York in the Judicial District
wherein the principal office of the SCENIC HUDSON FOUNDATION,
INC. is located, do hereby approve the within Certificate
of Amendment of the Certificate of Incorporation of said
SCENIC HUDSON FOUNDATION, INC.

JUN 23 1980
Dated: New York, New York

June 18, 1980

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

Carole L. Weidman
CAROLE L. WEIDMAN
ASSISTANT ATTORNEY GENERAL

Edward J. Greenfield
Justice of the Supreme Court
First Judicial District

Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names
and affirm that the statements made herein are true under
the penalties of perjury of this 28 day of May, 1980.

Frances S. Reese

Frances S. Reese, President
New Hamburg, New York 12560

Ross Sandler

Ross Sandler, Secretary
25 East 9th Street
New York, New York 10003

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

(Under Section 503 of the Not-For-Profit Corporation Law)

五

RECEIVED