*DRAFT – REQUIRES BOARD APPROVAL*

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**SLEEPY HOLLOW FIRE PROTECTION DISTRICT**

**RESOLUTION NO. 2021-1**

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**RESOLUTION APPROVING AND AUTHORIZING**

**A PROFESSIONAL SERVICES AGREEMENT WITH**

**ANN BAKER LANDSCAPE ARCHITECT**

**and**

**A REAL PROPERTY LICENSE AGREEMENT WITH THE SLEEPY**

**HOLLOW CHARITABLE FOUNDATION**

**FOR A**

**DISTRICT “FIRESMART” PUBLIC DEMONSTRATION GARDEN**

**AT THE SLEEPY HOLLOW COMMUNITY CENTER**

 WHEREAS, California Health and Safety Code section 13861 authorizes the Board of Directors of the District to create leasehold interests in property for the benefit of the District; and

 WHEREAS, attached to this Resolution are:

 1. A District Staff Report dated November 4, 2020 that sets forth the District’s intention and need for the design and construction of a *Fire-Smart Public Demonstration Garden* at the Sleepy Hollow Community Center (the “Garden”);

 2. An *Agreement for Professional Services Between Landscape Architect and Client* that has been prepared pursuant to California Health and Safety Code section 13861 that sets forth the provisions of a proposed agreement between the District and Ann Baker Landscape Architect for professional services in connection with the design and installation of the Garden (the “Landscape Architect Agreement”); and

 3. A *Real Property License Agreement* that has been prepared pursuant to California Health and Safety Code section 13861 that sets forth the provisions of a proposed agreement between the District and the Sleepy Hollow Charitable Foundation (“SHCF”) with the consent of the Sleepy Hollow Association (“SHHA”) that gives the District the right to occupy and use certain areas of the Sleepy Hollow Community Center property for Garden purposes only (the “License Agreement”); and

 WHEREAS, the Board of Directors has considered the evidence and testimony presented at a public meeting regarding the proposed Garden.

 NOW, THEREFORE, the Board of Directors of the Sleepy Hollow Fire Protection District hereby resolves as follows:

 SECTION 1. The foregoing Recitals are true and correct and are incorporated into this Resolution by this reference.

 SECTION 2. The Board of Directors finds and determines that the approval and adoption of the Landscape Architect Agreement and the License Agreement will assist in the full implementation of the District’s Strategic Plans and therefore each Agreement will serve the health, safety, and welfare of the residents and others within the District.

 SECTION 3. The Board of Directors finds and determines that the approval and adoption of the Landscape Architect Agreement and the License Agreement (a) does not commit the District to any action that may have a significant effect on the environment, and (b) is not a “project” under the California Environmental Quality Act because it does not involve any activity which has the potential to cause a direct or reasonably foreseeable indirect physical change in the environment (California Public Resources Code section 21065).

 SECTION 4. The Board of Directors hereby approves the Landscape Architect Agreement and the License Agreement substantially in the forms as attached hereto as Exhibit A and Exhibit B, respectively,and incorporated herein by this reference.

 SECTION 5. The President of the District Board of Directors is hereby authorized to make final changes to the Landscape Architect Agreement and the License Agreement that are consistent with this Resolution, and the President is hereby authorized to execute the Agreements and any other documents reasonably necessary to effectuate the provisions of the Agreements, to take all actions, on behalf of District, to enter into any amendments or modifications (including, without limitation, the exhibits) to the Agreements that the President determines, in consultation with the District’s Special Counsel, are in the best interests of the District, do not materially increase the obligations or liabilities of the District, and are necessary or advisable to complete the transaction and effectuate the purposes and intent of this Resolution and are in compliance with all applicable laws, all subject to final review and approval by the District’s Special Counsel.

SECTION 6. All acts and things that may be done pursuant to the authority of this Resolution by the President be, and the same hereby are, fully ratified and approved, and that this Resolution shall remain in full force and effect until written notice of revocation signed by the President, Secretary, or Treasurer of the District shall have been received by the parties to the Agreements.

 PASSED AND ADOPTED at a Regular Meeting of the Board of Directors held this 5th day of March 2021 by the following vote:

AYES: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NOES: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

ABSENT: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 Richard C. Shortall, Jr., Director/President

ATTEST

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Thomas J. Finn, Director/Secretary