**Instructions for Grantee (Not-for-Profit Corporation)**

# INSTRUCTIONS FOR AUTHORIZING BOARD RESOLUTION AND CERTIFICATION

To receive an award from a grant program administered by the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP"), the Board of Directors of your not-for-profit corporation must submit a duly adopted Resolution and Certification approving your acceptance of grant funds and delegating signing authority to execute the New York State Master Contract for Grants ("Master Contract") and any deed of easement and other certifications that may be required.

OPRHP suggests utilizing the attached sample Resolution and Certification. Your corporation may also develop its own resolution and certification provided it includes, on corporate letterhead, all data elements set forth below:

- legal name of not-for-profit corporation
- name of grant program or authorizing law (*e.g.*, Recreational Trails Program or Title 9 of the Environmental Protection Act of 1993, or other)
- project name
- amount of grant award
- language indicating the not-for-profit corporation is "authorized to accept" and/or "does accept" the grant award
- language indicating the not-for-profit corporation is accepting the specific grant of funds for the project described in the grant application
- The corporate office title (*e.g.*, Chair)* or employment position title (*e.g.*, Executive Director)* to which the board is delegating signing authority:
  - (i) to execute the Master Contract;
  - (ii) to execute, as required, a deed of easement, to be recorded, that affects the not-for-profit corporation's title to real property improved by the grant funds, which may be a public access covenant, conservation easement and/or preservation covenant; and
  - (iii) to execute, as required, and other certifications related to the specific grant award.

  ** The resolution should grant signing authority to a specific title rather than an individual person. Moreover, in the New York State Grants Gateway, the grantee should assign the role of "Grantee Contract Signatory" to the same corporate office title or employment position title delegated signing authority by the resolution.*

The Resolution must be accompanied by a Certification that it is a true and actual copy of a duly adopted resolution, signed and dated by the Secretary for the not-for-profit corporation, and affixed with the corporate seal or stamp.**

***Generally, the Secretary of a not-for-profit corporation is authorized to provide true and accurate copies of board resolutions. However, there are circumstances when the Certification must be signed by other corporate officers or board members. For example, if the Secretary is the officer who has been delegated signing authority in the resolution, then both the President or Chair of the not-for-profit corporation and the Secretary shall sign the Certification. If the Secretary and the President or Chair have been delegated signing authority in the resolution, then another current board member or director of the not-for profit corporation shall sign the Certification. To avoid delays in awarding the grant, please contact OPRHP for further clarification.*

**RESOLUTION**

(To be made on not-for-profit corporation's letterhead)

RESOLVED, that ABC, Inc. applied for financial assistance from the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") under **Title 9 of the Environmental Protection Act of 1993** for the purpose of funding the restoration of XYZ Theatre;

**OR**

RESOLVED, that ABC, Inc. applied for financial assistance from the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") under the **Recreational Trails Program** for the purpose of funding the purchase of trail grooming equipment;

RESOLVED, that ABC, Inc. is authorized and directed to accept these grant funds in an amount not to exceed $250,000 for the project described in the grant application;

RESOLVED, that ABC, Inc. is authorized and directed to agree to the terms and conditions of the Master Contract with OPRHP for such restoration of XYZ Theatre.

RESOLVED, that ABC, Inc. is authorized and directed to agree to the terms and conditions of any required deed of easement granted to OPRHP that affects title to real property owned by the corporation and improved by the grant funds, which may be a duly recorded public access covenant, conservation easement, and/or preservation covenant; and

RESOLVED, that the Board of Directors delegates signing authority to execute the Master Contract and any required deed of easement and other certifications to the individual(s) who hold the following corporate office and employment position titles: Chair and Executive Director.

**CERTIFIED TRUE COPY**

I, Clark I. Kent, Secretary of ABC, Inc., hereby certify that the foregoing is a full, true, and accurate copy of a resolution duly and regularly adopted by the Board of Directors of this Corporation, at a meeting of the Board duly and regularly held on August 1, 2018, at which quorum was present throughout, and the required majority of Directors voted in favor of this resolution. I further certify that this resolution is still in full force and effect and has not been revoked or modified.

Dated: August 15, 2018

*Clark I. Kent*

Signature: Affix Corporate Seal/Stamp Here
Secretary