COMMON COUNCIL MEETING

Tuesday, October 21, 2025
Common Council Chambers

6:00 p.m.
Public Hearing for the purpose of receiving comments on Overriding the Tax Levy Limit

6:30 p.m.

I. ROLL CALL

II. REVIEW OF MINUTES:

1. **Common Council Meeting of October 7, 2025**

III. READING OF ITEMS by the City Chamberlain of any items not listed on the printed agenda.

IV. PRESENTATIONS OF PETITIONS AND COMMUNICATIONS:

1. **FROM DOWNTOWN POUGHKEEPSIE BUSINESS IMPROVEMENT DISTRICT,** a presentation providing updates on the Business Improvement District (BID).

V. PUBLIC PARTICIPATION: Three (3) minutes per person up to 45 minutes of public comment on any agenda and non-agenda item.

VI. NEW & UNFINISHED BUSINESS & ANNOUNCEMENTS

VII. REPORTS OF COMMITTEES AND BOARDS: NONE

CONSENT AGENDA:

VIII. MOTIONS AND RESOLUTIONS:

1. **R-25-73,** Resolution Setting Public Hearing and Introducing Local Law Amending Section 14.35(E) Of the Administrative Code of the City of Poughkeepsie Entitled “Taxes – Partial Exemption Granted; Conditions” to Clearly Articulate That Co-Operative Corporations Are Considered “Real Property” for Tax Exemption Purposes

IX. ORDINANCES AND LOCAL LAWS:

ACTION AGENDA:

X. MOTIONS AND RESOLUTIONS:

1. **R-25-74,** Resolution Authorizing Issuance of Serial Bonds for the Phase 2 Lead Service Line Replacement Project

2. **R-25-75,** Resolution Authorizing Issuance of Serial Bonds for the Phase 3 Lead Service Line Replacement Project

3. **R-25-76,** Resolution Authorizing Issuance of Serial Bonds for the Zone 2 Round 1 of Phase 3 Lead Service Line Replacement Project

4. **R-25-77,** Resolution Amending and Supplementing a Resolution Authorizing the Lead Service Line Inventory Project

XI. ORDINANCES AND LOCAL LAWS:

1. ***First Read*: O-25-05**, Ordinance Amending §13-269 Of Chapter 13 Of the City Of Poughkeepsie Code of Ordinances Entitled "Motor Vehicles and Traffic"- Handicap Parking Areas Designated- Market St., East side, starting 45 feet North of the intersection with Cannon St., for 25 feet (1 Space).

2. ***First Read*: O-25-06,** Ordinance Amending §9-11(h) Of Chapter 9 of the City of Poughkeepsie Code of Ordinances Entitled "Garbage, Trash and Weeds"

XII. MAYOR'S COMMENTS:

XIII. CHAIRMAN'S COMMENTS AND PRESENTATIONS:

XIV. ADJOURNMENT:

The City of Poughkeepsie
New York

Common Council Meeting Minutes

Tuesday, October 7, 2025 **6:30 PM** **Common Council Chambers**

Welcome to the regularly scheduled Meeting of the City of Poughkeepsie Common Council the date is October 7, 2025, and the time is 6:34pm

I. ROLL CALL
9 Present, 0 Absent

II. REVIEW OF MINUTES
A motion to Approve minutes was made by 3rd Ward Council Member Brown and seconded by 8th Ward Councilmember McClinton.

CCM Minutes of October 7, 2025 - VOICE VOTE	
Yes/Aye:	1st Ward Council Member Henry, 2nd Ward Councilmember Menist, 3rd Ward Council Member Brown, 5th Ward Council Member James, 6th Ward Council Member Grant, 7th Ward Council Member Patterson Thompson, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	
Result:	**Passed**

1. Common Council Meeting of September 16, 2025

III. READING OF ITEMS by the City Chamberlain of any resolutions not listed on the printed agenda

IV. PRESENTATIONS OF PETITIONS AND COMMUNICATIONS:

A motion to Defer to corporation counsel was made by 7th Ward Council Member Patterson Thompson and seconded by 6th Ward Council Member Grant.

Motion to Defer Items 1-5 to Corporation Counsel- VOICE VOTE	
Yes/Aye:	1st Ward Council Member Henry, 2nd Ward Councilmember Menist, 3rd Ward Council Member Brown, 5th Ward Council Member James, 6th Ward Council Member Grant, 7th Ward Council Member Patterson Thompson, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	
Result:	**Passed**

1. **FROM MARGARET MORTELL,** a notice of claim for injuries sustained on July 4, 2025.

2. **FROM CONNIE LAM and MICHAEL SEDLACEK,** a notice of claim for property damage sustained on July 27, 2025

3. **FROM JOSHUA PIERCE,** a notice of claim for property damage sustained on September 1, 2025

4. **FROM CHRIS MALET,** a notice of claim for property damage sustained on September 2, 2025.

5. **FROM LAUREL SPUHLER,** a notice of claim for property damage sustained on September 20, 2025

V. PUBLIC PARTICIPATION:

Three (3) minutes per person up to 45 minutes of public comment on any agenda and non-agenda item.

Jeff Aman- 5 Barnard Ave
Laurel Spuhler- 37 Parkwood Blvd
Michelle Caraway
Laurie Sandow- S Grand Ave*
Joe Troche- 3 Delafield St
Jayquan Floyd- Poughkeepsie High School
Daniel Atonna- 116 College Ave

***Submitted Written Comments for the official record**

VI. NEW & UNFINISHED BUSINESS & ANNOUNCEMENTS:

VII. REPORTS OF COMMITTEES AND BOARDS:

VIII. CONSENT AGENDA: MOTIONS AND RESOLUTIONS:

A motion to move Resolution R-25-72 to Action Agenda was made by 4th Ward Council Member Shook and seconded by 6th Ward Council Member Grant.

Motion move Resolution R-25-72 to Action Agenda - VOICE VOTE	
Yes/Aye:	1st Ward Council Member Henry, 2nd Ward Councilmember Menist, 3rd Ward Council Member Brown, 5th Ward Council Member James, 6th Ward Council Member Grant, 7th Ward Council Member Patterson Thompson, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	
Result:	

A motion to Approve was made by 3rd Ward Council Member Brown and seconded by 1st Ward Council Member Henry.

Motion to Approve the Consent Agenda as Amended- VOICE VOTE	
Yes/Aye:	1st Ward Council Member Henry, 2nd Ward Councilmember Menist, 3rd Ward Council Member Brown, 5th Ward Council Member James, 6th Ward Council Member Grant, 7th Ward Council Member Patterson Thompson, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	
Result:	**Passed**

Copies of all Bond Resolutions are attached at the end of written minutes

1. **R-25-68**, Resolution Authorizing Issuance of Serial Bonds for Renovations of City Hall Parking Deck

2. **R-25-69,** Resolution Authorizing Issuance of Serial Bonds for the Fall Kill Blueway Waterfront Design Study

3. **R-25-70**, Resolution Authorizing Issuance of Serial Bonds for Joint Water Plant Capacity Study

4. **R-25-71**, Resolution Authorizing Issuance of Serial Bonds for Spratt Park Pool House Improvement

IX. CONSENT AGENDA: ORDINANCES AND LOCAL LAWS:

X. ACTION AGENDA: MOTIONS AND RESOLUTIONS:

A motion to Approve was made by 3rd Ward Council Member Brown and seconded by 6th Ward Council Member Grant.

Motion to Approve Resolution R-25-72 - VOICE VOTE	
Yes/Aye:	1st Ward Council Member Henry, 2nd Ward Councilmember Menist, 3rd Ward Council Member Brown, 5th Ward Council Member James, 6th Ward Council Member Grant, 7th Ward Council Member Patterson Thompson, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	
Result:	

1. **R-25-72**, Resolution Introducing a Local Law to Override the Tax Levy Limit Established in General Municipal Law and Setting a Public Hearing

RESOLUTION
(R-25-72)

RESOLUTION INTRODUCING A LOCAL LAW TO OVERRIDE THE TAX LEVY LIMIT ESTABLISHED IN GENERAL MUNICIPAL LAW § 3-c

INTRODUCED BY COUNCILMEMBER WILSON, SHOOK, PATTERSON THOMPSON AND BROWN :

BE IT RESOLVED that an introductory Local Law entitled, "**A LOCAL LAW TO OVERRIDE THE TAX LEVY LIMIT ESTABLISHED IN GENERAL MUNICIPAL LAW § 3-c**" be and hereby is introduced before the Common Council of the City of Poughkeepsie in the County of Dutchess and State of New York; and

BE IT FURTHER RESOLVED that copies of the aforesaid proposed local law are laid upon the desk of each member of the Council; and

BE IT FURTHER RESOLVED that the Council shall hold a public hearing on said proposed local law to receive comment from the public on Monday, November 3, 2025 at 6 pm in the Common Council Chambers, Third Floor, City Hall, 62 Civic Center Plaza, Poughkeepsie, New York;

BE IT FURTHER RESOLVED that the Clerk publish or cause to be published a public notice in the official newspaper of the City of Poughkeepsie of said public hearing at least five (5) days prior thereto.

LOCAL LAW NO. ___ OF 2025

A LOCAL LAW TO OVERRIDE THE TAX LEVY LIMIT ESTABLISHED IN GENERAL MUNICIPAL LAW § 3-c

INTRODUCED BY COUNCILMEMBER ______________

BE IT ENACTED, by the Common Council of the City of Poughkeepsie of the County of Dutchess as follows:

Section 1. LEGISLATIVE INTENT

It is potentially necessary to override the limit on the amount of real property taxes that may be levied by the City of Poughkeepsie, County of Dutchess pursuant to General Municipal Law § 3-c, and to allow the City of Poughkeepsie, County of Dutchess to adopt a budget for the 2026 fiscal year that requires a real property tax levy in excess of the "tax levy limit" as defined by General Municipal Law § 3-c.

Section 2. AUTHORITY

This local law is adopted pursuant to subdivision 5 of General Municipal Law §3-c, which expressly authorizes the City Council to override the tax levy limit by the adoption of a local law approved by the Common Council.

Section 3. TAX LEVY LIMIT OVERRIDE

The City of Poughkeepsie Common Council is hereby authorized to override the Tax Levy Limit established pursuant to N.Y. General Municipal Law §3-c, for Fiscal Year 2026, and to adopt a budget for Fiscal Year 2026 that requires a real property tax levy in excess of the amount otherwise prescribed in N.Y. General Municipal Law §3-c.

Section 4. SEVERABILITY

If any clause, sentence, paragraph, subdivision, section or part of this Local Law or the application thereof to any person, individual, corporation, firm, partnership, entity or circumstance shall be adjudged by any court of competent jurisdiction to be invalid or unconstitutional, such order or judgment shall not affect, impair, effect or invalidate the remainder thereof, but shall be confined in its operation to the clause, sentence, paragraph, subdivision, section or part of this law or in its application to the person, individual, corporation, firm, partnership, entity or circumstance directly involved in the controversy in which such order or judgment shall be rendered.

Section 5. EFFECTIVE DATE

This local law shall take effect immediately upon filing with the Secretary of State.

SECONDED BY
COUNCILMEMBER ____.

XI. ACTION AGENDA: ORDINANCES AND LOCAL LAWS:

XII. MAYOR'S COMMENTS:

Thank you, Chair.

I do want to extend my condolences to the family of the young man that was killed on Main Street. I also want to thank the police for their quick action and reacting to it. I am confident that they're going to find out who the person is. They've been doing very well with their investigations when it comes down to, unfortunately, some of these senseless, you know, crimes that are done in our city. So, I do have confidence that we'll get an answer on that one. Also, condolences to James Montanino's family, especially his wife Rose. I know she's going through a lot, so please keep them all in prayer. The visitation is this Thursday at Miller's Funeral Home from 5 - 7pm so if you get a chance, please stop by to at least extend your condolences. Let her know that we're here for her. It is unfortunate what happened there, and I know it was brought up by Councilmember Menist about some of the things that we were doing to improve safety throughout our streets. When we noticed the kids are..there were going to be kids walking to a lot of these schools along with the buses that were going to go there, we decided to invest in additional signs and even with the speed humps. Our original plan for the speed humps was to go right across the road, but due to .. .I think is was more of a miscommunication when they came in, we didn't have enough, so we had to order more. So, in the meanwhile, we wanted to put something down. So, we did that not thinking that people are going to be stupid enough to go around them knowing that it's right there in front of our schools, but, you know... I just can't believe that people would do something like that. But, I'm glad that the others came in. They were installed right away. We also, some of the signs - the additional signs - that we had to reorder also came in and we were able to put a couple near the arterial. The problem is the arterial is a state road, so we're not allowed to put certain signs there without additional approval. We did meet with Rob Rolison last week, about a day or so after the accident, the tragic accident, and so he has assisted us in getting approval for a couple of the signs that you now see around the school. So, you know, just to alert drivers that there is a school there even though there are signs that state that, but for some reason people still feel like they need to speed through our city. I have been talking with some state officials a while since I've gotten to this position in regards to the materials. And we've had a study about arterial and how we can reduce the lanes on a bike lane, you know, there's parking that needs to be there. So there's still continual conversation in regards to it. We do need people to speak up. and say, you know, to voice their opinion about it, making sure to put it on our state representatives to advocate more for the City of Poughkeepsie. We do not need these arterials going through our streets and through our city. And I tell them, you know, the City of Poughkeepsie is the only one who has these really six lanes of highways going through our city. And if you out to the town or go across the bridge, everything narrows down to two lanes. So, I have said this to representatives of the governor. I will continue to have those conversations. And, in this particular case, one of our crossing guards are killed for whatever reason it is and the fact that that could have been one of our kids as well. So, we need to be advocating even more about making some changes on these arterials. And I know Mr. Aman brought up about the crosswalks. Where there's crosswalks, that's where you're supposed to cross. Because of the fact that that's a controlled traffic intersection. By Garden Street, you're not supposed to cross there. Even though people do, because there's a street right there. In order for them to put a crosswalk there, they have to put a traffic light. We've asked this question continuously about that. And because of that, they're not going to put a light there. So, we need to find a way of that intersection being a little bit more safe because people cross there, regardless and they're like going for their dear life, even cars that are coming out of Garden Street to go on the arterial - it's very dangerous. So we have expressed our concern, and, so, hopefully we can come up with some type of solution soon. Also, too, that the council, we all worked on the fact of reducing the speed limit through the City of Poughkeepsie in 2025. That is an effort that we're continuing on and we're reordering signs at some point to be able to do that, but on the arterial, we cannot reduce it. We have to get the additional, approval. So, we're also working with our state officials to assist us in that. We talked about speed cameras, we've been talking about this ever since I was on the city council. Once I got in there, in to this position, we have had conversations in regards to what - we even went to a conference, found a vendor that's able to install where it doesn't really cost us very much because they share the revenue. If that's the direction we're going to go, that's something we need to discuss, but in order to do it, we have to have a legislation passed that's also at the state level. So, that will come up soon for the city councilmembers to pass so that we can forward it to the state and hopefully we can get speed cameras in other areas of our city and then continue to push to have it on the arterial. If we're the ones who have to go through these six lane highways, the state can work with us to help improve the safety in our city. So, I would be very diligent in working with them and I appreciate the councilmembers as well, working with me and having those conversations with these officials because this is ridiculous. I mean, we're dealing with this, so, too often, with the speeding on our arterial. So, hopefully, our efforts will pay off.

There was a conversation in regards to a question asked about the DRI grant. It's a million dollars that has not been spent here or allocated yet because they're going through a process with a local planning committee and also with our state consultants and also with...at this point there has been about $33 million worth of projects that were requested for funding and so there's a group of stakeholders that are...they meet in here..actually they had a meeting last night. And, so, they'll be determining which projects are going to move forward to the state and then the state if going to make the final approval of who's going to get the $10 million. And at that point in these particular projects are more of development and that's what it's for - not necessarily for programming. So, and they dictate what we can use the money for. And also, kind of dictate where the money is going to go. We can advise of where we wanted to go, but we really appreciate the members who are serving on the local planning committee. You're putting a lot of work into a narrow it down to the few projects that can fit within that. And in the projects that are not, we're going to get the funding. Consultants are working with us are also going to come up and work with us with a strategic planning. It's a strategic investment plan. So that way, things that are not going to be funded through the DRI, we'll find ways of how we can find additional funding to fund maybe some of those projects that were really great, but just didn't make the cut. So, that's something that we are looking into and moving forward on.

One other thing, too, is that I attended the Firefighters Awards. That was last Friday. I am so proud of our firefighters. When you listen to some of their..some of them have, were given awards for their bravery and you listen to the calls of why they're getting the award. Like I said, I'm very proud of the work that they're doing and to show their courage and bravery and go into situations where it's very dangerous. So it was just nice to see some of our young firefighters who were given these awards because of the work they've done and then also those who are retiring and then there were also some for years of service. So it was a really nice dinner.

Also, too we are working on the budget. And I have to say, the team has been working very hard on it. It is not easy. With some of the mandates that we have placed on us and some things that are actually have been kind rolling throughout the years and kind of sitting in our laps. So, you know, there are some things we have to make some tough decisions. So, that budget will be presented to the Council on October 15th. And then from there, we'll be discussing how we are going to you know, communicate, I guess, with the public in regards to it and then working closely with the finance committee. Other than that, I just want to say that we're putting a lot of effort into Main Street. I know it has come up, and we've been on Main Street, we have done cold sweeps. I brought that up to some illegal businesses that are operating that I have personally been to and told them that we are definitely going to deal with that situation. I have to say our team is doing pretty good at addressing it. Some of them have been working closely with our building department. Others have decided to close their doors because they realized that we're going to stay on top of them. But there is one particular store that's on Main Street. It's Casablanca. And I'm going to put it out there - there were shootings that were happening in front of there. Joe and I had both went to the store. I've been there before, but Joe and I both went to the store to talk to the owner and said that we are not going to tolerate the people staying out in front of the building and some of the other things that were going on in front of the store. We also talked about reducing and taking away their after-hours permits as well, saying you need to work with us, if not then we're going to have to take other actions. They have been working with us, if you walk or ride down Main Street and you don't see the number of crowds that are hanging in front of the store as they have had in the past. We're still monitoring that, but the problem is that people move to another section, so we end up having to go over there and we had to have a discussion with those individuals so it's like a moving target sometimes and not only when we're working with our homeless population, but we also have individuals that feel like it's okay to loiter on the streets, deal drugs and drink beer and what and that's uncalled for. And now we've got a problem in front of 316 Main Street. So, that has also had a couple of conversations. So, we're also - that's something we have to deal with and talk more with our police department about the situation that's happened there. But some of the things that we're having a problem with and maybe people can help us in talking with our state officials as well, is that right now, you give a ticket to a person. It's an appearance ticket. They go in, they come right back out. There's not any real consequences. So, they look at it like, whatever. And so sometimes, you know, it seems like we're constantly hitting the same people when it comes down to some of the behavior that's happening on the street. It's an ongoing problem. We are working on it. There's times that I am out there on the street. I have been warned about it. It's not working on the streets in the way that I have. So I do make sure I have individuals that are with me. But we are out there trying our best. The other situation is, too, many of us that have been living here all our lives know what it looked like when the gun violence was out of control in the City of Poughkeepsie. And I know what it looked like during COVID when I was ducking bullets, literally, every two weeks on my street. And the thing is that when it was happening, it wasn't much big of an outcry because it was happening in a certain area. Now we're starting to, every so often, move around, and I'm glad people are coming forward and actually acknowledging, you know, when there are certain problems and putting some attention on it, you know? Because the thing is, no matter where it happens in our city, we all need to be out there and, you know, trying to deal with this problem. It's happening in the 5th Ward, all the councilmembers should be coming forward to figure out what we're going to do to address it. What happened is, if you noticed, there's been a couple of shootings that happened in, during certain events or things like that. It's usually a handful of people or a particular person. The last few shootings that were happening a little earlier had stemmed from information that was given to us around a particular person. When that person is gone and not here, it kind of slowed down. So, working with different organizations and working with the public to find out where it's coming from, it wasn't like, in this particular case on Friday, I'm not really sure about that, whether it was just a random thing that happened. But some of the others were because it was connected to certain things that were going on and a certain person. So we're working really hard because every situation is different. But when we were dealing with it over in the 5th Ward, it stemmed from a couple of families and no matter how many times we identify the shooters, because of the way things were, it did not help. So we had to make sure to work with the victims and get them out of the city. And that's something that we worked on and we continue to work on because we felt like that's the way to keep it controlled. To a certain point. So there's a lot of different variables of why certain things happen. And so when we find out about it, we do work on it. So I just want to tell you that we don't sit back and just, like okay, it happened and there's nothing we can do about it. I'm going to tell you, because I dealt with it for so much in my own neighborhood, I know what it feels like to have that happen around you, you know, and I'm not going to sit there and just do nothing. But sometimes it's exhausting, and it's overwhelming because things that we put in place to try to help, it feels like we get a pushback from other levels of either government or even the courts itself. So, I hear you, you know. I get the emails, I hear the complaints, we're walking the streets, you know, so we're not taking a blind eye on it. And I'm very optimistic that things are going to change. It changed in the 90's. It was really bad here. It was so bad to the point where we had to be careful where we went, where we walked and it was even happening on Main Street, you know. It's nowhere near what it was before but the problem is there's a problem. There is a problem that we have to continue to stay on top of and address. With everything happening with development, that's happening in the City of Poughkeepsie, I am very optimistic that things are going to change and it's already happening in the right direction. So we just have to be diligent in making sure to fight against those elements that are trying to kind of put that barrier in front of the City of Poughkeepsie's progress. And trust me, there are decisions that are being made and we're fighting, you know, to not feel that everything needs to be pushed in the City of Poughkeepsie and to feel like, okay well if it happens there, it's okay because that's the City of Poughkeepsie. That's not the kind of reputation that we want and we're going to continue to fight to say and show people that we deserve to thrive like everybody else. I just want to make sure that I put that out there and I thank you all for the work that you're doing and supporting these organizations and making sure that our kids and everybody is being active and continue to do some positive things around here because this city could have been a lot worse over the summer if things didn't happen the way they did. So I want to commend you all for the work that you've been doing and the work we continue to do to try to keep this city safe.

XIII. CHAIRMAN'S COMMENTS AND PRESENTATIONS:

Just for my comments, I just want to thank everyone that came out as well. Thank everyone that has tuned in online and all those people that came to make comments. also would like to share I condolences for Mr. James, the crossing guard. He was a member of not only the City of Poughkeepsie, but also Poughkeepsie City School District. I still remember from Clinton School, my crossing guard, that was back before they even had the words called safe passage, but my crossing guard made sure I got from Clinton to Tubman. And if anything, if I deterred and went to that store right there, I got told on so I know that the crossing guard is definitely, people might not think they're in tune, but they're definitely in tune with a lot of the students and the families that go on, and they're the first thing of safety. So I definitely know that was a loss. Also a tragic loss to the shooting on Main Street. We definitely know that, as mentioned by everybody else, a lot of the issues that we've had here in the City of Poughkeepsie, we are slowly chipping away. We didn't get all these issues overnight and we're not going to be able to solve them overnight as well. But we are working together, the administration, city council, even some of our legislators and even our county exec are working together with certain issues. And, we're definitely trying to make the city better for all. One of the requirements is that we live here in the City of Poughkeepsie. So a lot of the things that everyone is speaking of, we're definitely experiencing as well. Especially in our daily lives and through our family because a lot of people have extended families so they're definitely seeing that.

On a positive note, I do want to shout out that we just were awarded to our state certification, national certification for our *My Brother's Keeper* certification community. As you remember, when we first came on board to this thing, we passed the resolution recognizing that we'd be working for our *My Brother's Keeper* was part of the Obama Alliance community and then we have now achieved another level which is called state certification, a national certification for New York State. One of the few communities that are around the country that will have this *My Brother's Keeper* certification, so there will be a presentation on what that impacts and deals with. At first, when it first came out, it was for black and brown young men of color to help them achieve and get through the milestones, but New York State has now adopted because of whatever reasons, that there's a *My Sister's Keepers* too. So that will be coming out from the state that now they're addressing the issues. And, as we talk, even though Councilmember Menist, like you mentioned. It's not saying that the children are the ones committing the crimes and things like that, but we know we want to work to collectively impact to make sure that they don't become adults or victims to some of these things because of loss of opportunity. So this definitely gives us a national playing field to now draw in some more funding for youth programming throughout the City of Poughkeepsie. So that's a great thing. And as we said, there's been a lot of great celebrations that took place this summer. As we know, the fall is coming. We know Halloween is coming. So just make sure that everyone is being safe.

And one of the things that I know in the conferences and things that I have traveled to where some of the cities try to attempt because no one's ever, no one hasn't mastered it yet to lower the violence. But one of things that they do work together is that collective impact, that see something and say something And we just have to make sure that we're doing that and working together to make sure that we have a positive outcome.

XIV. ADJOURNMENT:

At 7:41 pm a motion to adjourn the meeting was made by 7th Ward Council Member Patterson Thompson and seconded by 6th Ward Council Member Grant.

Dated: October 10, 2025

I hereby certify that this true and correct copy of the Minutes of the Common Council Meeting held on Tuesday, October 7, 2025.

Respectfully submitted,
Donna M. Deluca
Deputy City Chamberlain

EXTRACT OF MINUTES
(City Hall Parking Deck Renovations)
R-25-68

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 7, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by Councilmember at Large Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember Terriciena Brown, seconded by Councilmember Ernest Henry, to wit;

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING CITY HALL PARKING DECK RENOVATIONS, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $2,000,000 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. Phase I repair and renovations to the City Hall parking deck structure are hereby authorized at an aggregate estimated maximum cost of $2,000,000 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 12 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 15 years.

SECTION 2. It is hereby determined that the aforesaid purpose described above constitutes a Type II Action as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which are determined in accordance with SEQR not to have a significant impact on the environment.

SECTION 3. The City plans to finance the total cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $2,000,000, hereby authorized to be issued therefor pursuant to the Local Finance Law.

SECTION 4. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 5. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 6. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. There shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 8. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal

Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 9. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 10. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 11. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R-25-68 was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson	VOTING YES
Councilmember Earnest Henry	VOTING YES
Councilmember Evan Menist	VOTING YES
Councilmember Terriciena Brown	VOTING YES
Councilmember Nathan Shook	VOTING YES
Councilmember Ondie James	VOTING YES
Councilmember Christopher Grant	VOTING YES
Councilmember Nedra Patterson Thompson	VOTING YES
Councilmember Sakima McClinton	VOTING YES

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: October 7, 2025 Council Action: Approved Roll call vote taken: Yes X No ___ Ayes 9 Nays __ Abstain __ Absent __ Approved by Mayor on 10/8/25 Mayor's Signature ____ Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 7, 2025. ______ City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 7th day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING CITY HALL PARKING DECK RENOVATIONS, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $2,000,000 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of October, 2025.

-SEAL-

Jamar M Cummings

Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for City Hall Parking Deck Renovation includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	Phase 1 renovations City Hall Parking Deck	15	$2,000,000		$2,000,000
	TOTAL		$2,000,000		$2,000,000

EXTRACT OF MINUTES
(Fall Kill Blueway Waterfront Design)
R-25-69

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 7, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by Councilmember at Large Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember Terriciena Brown, seconded by Councilmember Ernest Henry, to wit;

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING THE FALL KILL BLUEWAY WATERFRONT DESIGN STUDY AT A MAXIMUM ESTIMATED COST OF $900,176, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED$135,026 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. The development of the Fall Hill Blueway Waterfront Design Guidelines in connection with future capital planning for deteriorating conditions of the walls along the Fall Kill Creek's edges, shoreline stabilization of the Hudson River near the Fall Kill mouth, buffers to mitigate flooding and creek contamination, and public access, is hereby authorized at an aggregate estimated maximum cost of $900,176 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 62 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 5 years.

SECTION 2. It is hereby determined that the aforesaid purpose described above constitutes a Type II Action as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which have been determined under SEQR not to have a significant impact on the environment.

SECTION 3. The City plans to finance a portion of the total cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $135,026, hereby authorized to be issued therefor pursuant to the Local Finance Law. The remaining portion of the cost is to be paid or reimbursed from a NYS DOS Local Waterfront Revitalization Program Grant in the amount of $765,150.

SECTION 4 Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 5. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 6. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. There shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 8. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 9. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 10. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 11. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R25-69 was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson	VOTING YES
Councilmember Earnest Henry	VOTING YES
Councilmember Evan Menist	VOTING YES
Councilmember Terriciena Brown	VOTING YES
Councilmember Nathan Shook	VOTING YES
Councilmember Ondie James	VOTING YES
Councilmember Christopher Grant	VOTING YES
Councilmember Nedra Patterson Thompson	VOTING YES
Councilmember Sakima McClinton	VOTING YES

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: October 7, 2025 Council Action: Approved Roll call vote taken: Yes _X_ No ___ Ayes 9 Nays __ Abstain __ Absent __ Approved by Mayor on 10/8/25 Mayor's Signature ____________ Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 7, 2025. ____________ City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 7th day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING THE FALL KILL BLUEWAY WATERFRONT DESIGN STUDY AT A MAXIMUM ESTIMATED COST OF $900,176, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $135,026 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of October, 2025.

-SEAL-

Jamar M Cummings

Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for **Fall Kill Blueway Waterfront Design** includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	Fall Kill Blueway Waterfront Design	5	$900,176	$765,150 DOS Grant	$135,026
	TOTAL		$900,176		$135,026

EXTRACT OF MINUTES
(Joint Water Plant Capacity Study)
R-25-70

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 7, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by Councilmember at Large Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember Terriciena Brown, seconded by Councilmember Ernest Henry, to wit;

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING JOINT WATER PLANT CAPACITY STUDY, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $276,165.80 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. The engineering study of Joint Water Plant capacity in connection with the determination of future water plant improvements is hereby authorized at an estimated maximum cost of $500,000, and said amount is hereby appropriated therefor. Approximately $276,165.80 is to be paid by the City and the remaining portion of the cost of said purpose is to be paid by the Town of Poughkeepsie pursuant to the Joint Water System Intermunicipal Agreement. It is hereby determined that said purpose is an object or purpose described in Section 62 of paragraph a of Section 11 of the Local Finance Law, and that the period of probable usefulness of said purpose is 5 years.

SECTION 3. It is hereby determined that the aforesaid purpose described above constitutes a Type II Action as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which are determined under SEQR not to have a significant impact on the environment.

SECTION 4. The City plans to finance the City's portion of the cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $276,165.80, hereby authorized to be issued therefor pursuant to the Local Finance Law. The remaining approximately $223,834.20 portion of the cost of the Joint Water System study is to be paid by the Town of Poughkeepsie pursuant to the Joint Water Treatment Facility Intermunicipal Agreement.

SECTION 5 Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 6. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 7. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. There shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 8. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 9. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 10. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or
(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;
and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or
(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 12. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R25-70 was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson	VOTING	YES
Councilmember Earnest Henry	VOTING	YES
Councilmember Evan Menist	VOTING	YES
Councilmember Terriciena Brown	VOTING	YES
Councilmember Nathan Shook	VOTING	YES
Councilmember Ondie James	VOTING	YES
Councilmember Christopher Grant	VOTING	YES
Councilmember Nedra Patterson Thompson	VOTING	YES
Councilmember Sakima McClinton	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

<table>
<tr>
<td>Submitted to Council: October 7, 2025
Council Action: Approved
Roll call vote taken: Yes _X_ No ___
Ayes 9 Nays __ Abstain __ Absent __

Approved by Mayor on 10/8/25

Mayor's Signature Yvonne Flowers
Yvonne Flowers</td>
<td>I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 7, 2025.

James M Cummings
City Chamberlain</td>
</tr>
</table>

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 7th day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING JOINT WATER PLANT CAPACITY STUDY, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $276,165.80 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of October, 2025.

-SEAL-

Jamar M Cummings

Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for **Joint Water Plant Capacity Study** includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	Joint water plant capacity study	5	$500,000	Town of Poughkeepsie $223,834.20	$276,165.80
	TOTAL		$500,000		$276,165.80

EXTRACT OF MINUTES
(Spratt Park Pool House Renovation)
R-25-71

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 7, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by Councilmember at Large Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember Terriciena Brown, seconded by Councilmember Ernest Henry, to wit;

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING SPRATT PARK POOL HOUSE IMPROVEMENTS, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $3,500,000 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. The Spratt Park Pool House renovation project including reconstruction and associated asbestos abatement work is hereby authorized at an aggregate estimated maximum cost of $3,500,000 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 19(c) of paragraph a of Section

11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 15 years.

SECTION 2. It is hereby determined that the aforesaid purpose described above constitutes an Type II Action as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which has been determined in accordance with SEQR not to have a significant impact on the environment.

SECTION 3. The City plans to finance the total cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $3,500,000, hereby authorized to be issued therefor pursuant to the Local Finance Law.

SECTION 4. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 5. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 6. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. There shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 8. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal

Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 9. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 10. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 11. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R-25-71 was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson	VOTING YES
Councilmember Earnest Henry	VOTING YES
Councilmember Evan Menist	VOTING YES
Councilmember Terriciena Brown	VOTING YES
Councilmember Nathan Shook	VOTING YES
Councilmember Ondie James	VOTING YES
Councilmember Christopher Grant	VOTING YES
Councilmember Nedra Patterson Thompson	VOTING YES
Councilmember Sakima McClinton	VOTING YES

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: October 7, 2025 Council Action: Approved Roll call vote taken: Yes _X_ No ___ Ayes 9 Nays __ Abstain __ Absent __ Approved by Mayor on 10/8/25 Mayor's Signature [signature] Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 7, 2025. [signature] James M Cummings City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 7th day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 7, 2025

A RESOLUTION AUTHORIZING SPRATT PARK POOL HOUSE IMPROVEMENTS, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $3,500,000 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of October, 2025.

-SEAL-

Jamar U Cummings

Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for Spratt Park Pool House Improvements includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	Spratt Park Pool House Renovation including ACM abatement	15	$3,500,000		$3,500,000
	TOTAL		$3,500,000		$3,500,000


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BUSINESS IMPROVEMENT DISTRICT (BID) TIMELINE

September 2023
- Steering Committee Formed

October 2023-February 2024
- Stakeholder Outreach & Strategic Planning

March-June 2024
- Gather Downtown Data + Public Outreach

July 2024
- Common Council Approves Development of BID District Plan

August-October 2024
- Drafting of BID District Plan + Public Meetings

November 2024
- Introductory Common Council Local Law Resolution & Public Hearing

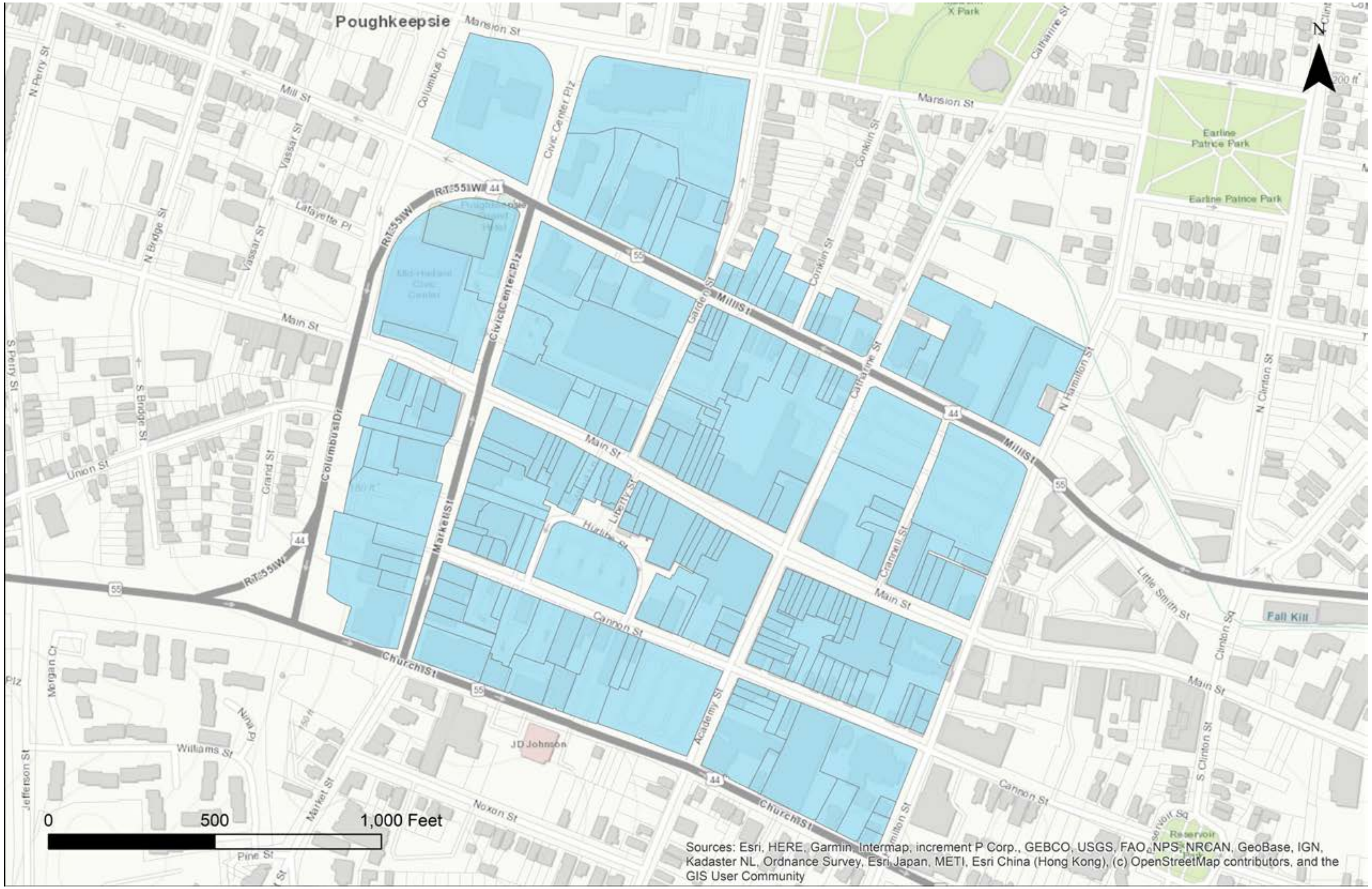
January 2025
- Common Council Adopts BID Local Law & District Plan

February-May 2025
- NYS Comptroller Review & Approval

June 2025
- BID incorporated as an independent 501c3 organization
- By-Laws Adopted
- Board of Directors Officers Elected

July 2025-Present
- Bi-weekly Board Meetings
- Branding & Marketing RFP Issued

ABOUT THE DOWNTOWN POUGHKEEPSIE BID



AREAS OF FOCUS

- **Beautification**
- **Downtown Identity**
- **Business Support and Attraction**
- **Financial Sustainability**
  - Grant Funding
  - Sponsorship

BID START-UP ACCOMPLISHMENTS

- Received EIN + Articles of Incorporation
- Written + Approved Bylaws (available at dtpk.org)
- Elected Interim Board of Directors + Officers
- Prepared Federal Tax Exempt Status Application
- City staff coordinating with County on 2026 BID Assessment collection
- Opened Bookkeeping + Financial Accounts
- Sent RFP Seeking Downtown Branding + Identity
- Begun Drafting Year One Goals + Budget

BID Board of Directors Composition (per NYS General Municipal Law)

11 Directors

6 - Property Owners

2 - Commercial Tenants/Residents

3 – Municipal (City) Representatives

(Common Council, Mayor, Finance Commissioner)

First Public Election – Summer 2026

BID INTERIM BOARD OF DIRECTORS

Jim Sullivan, President
Property Owner, JSullivan Corporation
Trish Santini, Vice President
Nonprofit Director/Tenant, Empire Training Center For The Arts
Jay Blumenfeld, Treasurer
Property Owner, Chai Developers
Russell Beck, Secretary
Business Owner, 1915 Wine Bar
MaryVaughn Williams and Jillian Grano
Property and Business Owners, Canvas and Clothier
Doug Nobiletti
Property Owner
Laura Belfiore
Property Owner and Business Owner, Curio Cabinet of the Hudson Valley

PENDING CITY REPRESENTATIVES
Common Council – Mayor – Finance Commissioner

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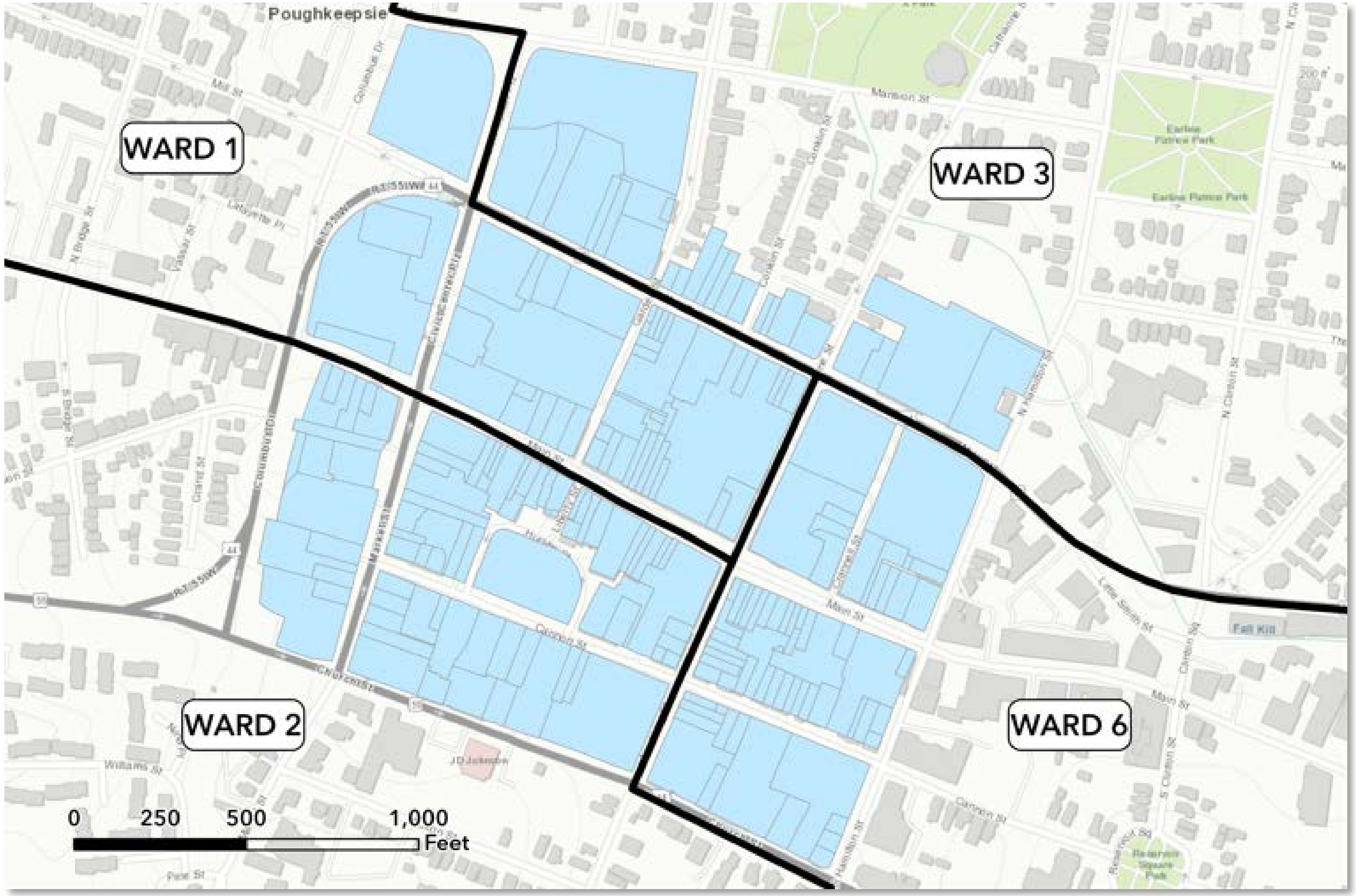
CITY WARD MAP & BID DISTRICT BOUNDARIES



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Downtown Poughkeepsie Business Improvement District

LEARN MORE + GET IN TOUCH

DTPK.ORG

THE CITY OF POUGHKEEPSIE
NEW YORK
DEVELOPMENT DEPARTMENT
62 CIVIC CENTER PLAZA, 2^{ND} FLOOR
POUGHKEEPSIE, NY 12601
Phone: (845) 451-4263
Email: emcgovern@cityofpoughkeepsie.com

Europa McGovern
Commissioner

MEMORANDUM

DATE: September 11, 2025

TO: Mayor Flowers and Members of the Common Council

RE: Downtown Poughkeepsie Business Improvement District (BID) updates and City Board of Directors appointments

The City has supported the formation of a business improvement district to support downtown revitalization. Resolution R-25-10 Establishing the Downtown Poughkeepsie Business Improvement District was adopted by the Common Council on January 7, 2025, and the Development Department continues to actively support the BID through attendance at Steering Committee meetings, various administrative support including coordination of the BID special tax assessment (to be included in the County's 2026 tax levy for the first time), and a contracted consultant as well as direct financial support via an BID-specific, one-time federal ARPA funding allocation in 2025.

The "Downtown Poughkeepsie Business Improvement District" (BID) recently adopted their By-Laws and elected the first officers to their Board of Directors. The organization now has a Federal EIN number and a bank account, and is in the process of filing for tax exempt status as a mission-driven 501c3 organization.

Per the BID By-Laws adopted on August 25^{th} 2025, the City has three Board of Director seats, with one director appointed by each of the following:

- **the Mayor of the City of Poughkeepsie**
- **the Common Council of the City of Poughkeepsie**
- **and the chief financial officer of the City of Poughkeepsie.**

THE CITY OF POUGHKEEPSIE
NEW YORK
DEVELOPMENT DEPARTMENT
62 CIVIC CENTER PLAZA, 2ND FLOOR
POUGHKEEPSIE, NY 12601
Phone: (845) 451-4263
Email: emcgovern@cityofpoughkeepsie.com

Europa McGovern
Commissioner

For the City Board seats: The Development Department respectfully requests an appointment letter from the Mayor as well as resolution from the Common Council identifying their respective appointees; the Finance Commissioner will additionally be notified of their Board seat.

Additional Information:

- Please find attached: a letter from the Office of the State Comptroller dated 5/14/2025 determining that the tax and debt limitation per section 980-k of the General Municipal Law will not be exceed by the establishment of the BID; the BID supporting statement originally submitted for NYS Comptroller review/approval; the BID District Plan (which includes a section outlining the BID assessment formula), *Section 14.42. Taxes — Business Improvement Districts* of the City's code, and the BID's adopted By-Laws.
- Website: The BID is actively maintaining their website at this time; the City also hosts a BID webpage which provides a direct link to the external BID website: https://cityofpoughkeepsie.com/489/Downtown-Poughkeepsie-Business-Improveme.

Europa McGovern

Commissioner of Development

THOMAS P. DINAPOLI
STATE COMPTROLLER

110 STATE STREET
ALBANY, NEW YORK 12236

STATE OF NEW YORK
OFFICE OF THE STATE COMPTROLLER

May 14, 2025

Yvonne Flowers, Mayor
City of Poughkeepsie
62 Civic Center Plaza, 3rd Floor
Poughkeepsie, NY 12601

Re: City of Poughkeepsie;
Establishment of the Downtown
Poughkeepsie Business Improvement
District (File No. 2025-17)

Dear Mayor Flowers:

We have reviewed the signed and verified statement in relation to the Establishment of the Downtown Poughkeepsie Business Improvement District.

Pursuant to section 980-g(c) of the General Municipal Law, the State Comptroller has determined that the tax and debt limitations set forth in section 980-k of the General Municipal Law will not be exceeded by the Establishment of the Downtown Poughkeepsie Business Improvement District within the City of Poughkeepsie. This determination relates only to such statutory tax and debt limitations and does not constitute an opinion, approval or determination with respect to any other matter.

Very truly yours,

Thomas P. DiNapoli
State Comptroller

By RLLois

Robin L. Lois
Deputy Comptroller

SUPPORTING STATEMENT FOR BID ESTABLISHMENT, EXTENSION OR PLAN AMENDMENT

I. The following information is provided pursuant to General Municipal Law § 980-g (b) (1), (2) and (3) (Refer to # 10 of Bid Form):

(1) An itemized statement containing the following (attach documentation as necessary):

- Indebtedness of the municipality for all purposes, as evidenced by bonds, BANs, capital notes, deferred payment notes and budget notes, outstanding as of the date of the application. ***A current statement.***
- Amount of budgetary appropriations for the payment of any outstanding indebtedness whether or not appropriations have been realized as cash.
- Amount of indebtedness proposed to be contracted for the district improvement ***If not 0, find %.***
- Amounts, purposes and probable date of issuance of any bonds, BANs, capital notes, deferred payment notes and budget notes authorized by the municipality but not yet issued as of the date of the application.

(2) AVERAGE FULL VALUATION OF TAXABLE REAL PROPERTY SITUATED IN THE PROPOSED DISTRICT OR PROPOSED EXTENDED DISTRICT BASED ON LATEST COMPLETED AND FOUR PRECEDING ASSESSMENT ROLLS

Line No.	(A) For Fiscal Year Ending	(B) Assessed Value of Taxable Real Property	(C) Final State Equalization Rate	(D) Full Valuation of Taxable Real Property (Column B ÷ Column C)
1	2024	264,761,200	100%	264,761,200
2	2023	257,924,870	100%	257,924,870
3	2022	207,005,554	100%	207,005,554
4	2021	166,104,500	100%	166,104,500
5	2020	162,668,720	100%	162,668,720
6	Total of Lines 1 to 5 Inclusive.......................................			1,058,464,844
7	Average Full Valuation (1/5 of line 6)...............................			211,692,968.8

- Total amount of municipal real property taxes levied against such property in the preceding fiscal year............................ 1,475,954.55

GML 980-k (b) - Exclusive of debt service. DISTRICT TAX LIMITED TO 20% of total gen mun tax

(3) AVERAGE FULL VALUATION OF TAXABLE REAL PROPERTY OF THE MUNICIPALITY

Line No.	(A) For Fiscal Year Ending	(B) Assessed Value of Taxable Real Property	(C) Final State Equalization Rate	(D) Full Valuation of Taxable Real Property (Column B ÷ Column C)
1	2024	3,915,434,962	100%	3,915,434,962
2	2023	3,763,898,045	100%	3,763,898,045
3	2022	3,189,818,702	100%	3,189,818,702
4	2021	2,818,661,301	100%	2,818,661,301
5	2020	2,635,160,363	100%	2,635,160,363
6	Total of Lines 1 to 5 Inclusive.......................................			16,322,973,373
7	Average Full Valuation (1/5 of line 6)...............................			3,264,594,674.6

II. The following statement is completed pursuant to General Municipal Law § 980-k (b):

- The maximum amount to be levied, annually, for district purposes is $ 232,266. Of RD this amount, $ 0 **[Debt is ltd to 7% of AFV of taxable property within dist:**

DT
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Downtown Poughkeepsie
Business
Improvement
District

DISTRICT PLAN

Prepared by
DTP□ BID Steering Committee

Rev: 10/28/2024

This is our moment in Downtown Poughkeepsie. The recent completion of major projects like Luckey Platt, The Academy, and 40 Cannon (just to name a few) have created great momentum in our city. Now, with record investment pouring in and plans to re-imagine our historic downtown with new restaurants, shops, hotels, and entertainment venues, the time is right for our citizens to band together and lead the way in establishing The Queen City as the next great jewel of the Hudson Valley.

By creating a Business Improvement District (BID) in our commercial core, local people - not politicians - will have a voice in what is the future of our city and direct control over funding to make a tangible impact on ensuring we have clean and safe streets, an engaging identity, and are welcoming to new residents, visitors, and businesses.

Pursuant to the City of Poughkeepsie Common Council resolution passed on July 2, 2024, the preparation of this district plan is one of the requirements necessary to comply with New York State General Municipal Law Article 19-A, which provides for and governs Business Improvement Districts.

This plan, written by the members of the DTP□ BID Steering Committee (henceforth, “committee”), provides a summary of the legal requirements, formation process, goals, areas of focus, budget, and funding resources to establish and operate a business improvement district in Downtown Poughkeepsie. It includes input from property owners, business owners, commercial tenants, and residents.

A successful BID in Downtown Poughkeepsie will deliver a tremendous return on investment by helping raise property values, lower vacancy rates, increase foot traffic, and create a nimble, community-run apparatus to accept donations, apply for grant funding, and raise sponsorship dollars.

Every single dollar that the BID receives is spent in service of improving Downtown Poughkeepsie, and an open board of directors comprised solely of local stakeholders directs how the money is spent in response to the needs of the community at the time. There are no mandates, and the budget is not beholden to the priorities of any elected official.

Working together is the only way to fulfill our vast potential. The BID summarized in this plan will work together with our partners in City government to create an organization that is uniquely tailored to the needs of Poughkeepsie at both this present moment and long into the future.

BID Overview

What Is A BID?

A business improvement district is a geographical area where local stakeholders oversee and fund the maintenance, improvement, and promotion of their commercial corridor.

For more than 45 years, BIDs have been valuable and proven partners in ongoing initiatives of neighborhood revitalization and economic development across the country, and within New York State. Boasting over 100 BIDs throughout – including more than 75 in New York City – New York's BIDs serve more than 300 miles of commercial corridors and invest more than $162 million into local economies in the form of supplemental services. (Source: NYC SBS, 2023).

The purpose of a BID is to improve conditions in a specific area, attract and retain businesses and enhance the district experience for anyone who lives, works or visits Downtown Poughkeepsie. Working independently, achieving these goals is difficult if not impossible. Joining together, the possibilities are limitless. A BID enables stakeholders to decide which services meet the district's unique needs and ensures that a consistent financial base is in place.

Why Start A BID?

The most basic principle of a sanctioned business improvement district is that is guarantees financial resources are applied consistently to the area for which they are intended, without diversion or competition from other obligations or changing priorities.

● A BID offers a sustainable and reliable revenue source to provide advocacy, supplemental services, promotions, events, and more.

● A BID allows local stakeholders to manage local priorities and decisions directly and provides a structure to respond quickly to the changing needs of the community.

● To build an apparatus able to apply for grant funding, solicit sponsorship, and accept contributions to multiply guaranteed assessment funding and deliver an outsized return on the investment of financing a BID.

● To create a cleaner, safer and more attractive business district

● To collectively market Downtown Poughkeepsie to expand the reach of businesses further than any one merchant could on his/her own

● To work to increase property values, improve sales, and decrease commercial vacancy rates

● To position our district to better compete with nearby retail and business centers and online shopping.

□overnance

Each BID is run by a non-for-profit organi□ation known as a District Management Association (DMA) that is led by a local Board of Directors, who are elected by members of the district. This body can comprise up to voting 20 members.

All decision making related to the BID is made by this Board, which must include property owners, commercial tenants, residents, and publicly elected officials. The Board decides how the BIDs budget is spent and who is hired to execute BID initiatives.

Anyone who owns property in the district, operates a business in the district, or lives in the district is eligible to run for election to the BID board.

Upon approval of the BID ordinance by the City of Poughkeepsie Common Council, the DTP□ BID Steering Committee will be required to appoint an ongoing board to replace them. This board will become the oversight body as the Downtown Poughkeepsie BID begins operations.

DT□□ BID Steerin□ □ommittee

□ar□os □usse□□
Business Owner, □ueen City Lounge

□im Su□□ivan
Property Owner, JSullivan Corporation

□ay B□umen□e□d
Property Owners, Walkway Group/Chai Developers

□enay Scarc□i□i-□arson
Business Owner, Dulce Cakes and Confections

□ ic□ae□de□ordova
Property Owner

□ ary□au□□n □ i□iams and □i□ian □rano
Property and Business Owners, Canvas and Clothier

□usse□□Bec□
Business Owner, 1915 Wine Bar

Dou□Nobi□etti
Property Owner

Davina T□omasu□a
Business Owner, Goodnight □enny

Outline of Objectives

The Downtown Poughkeepsie Business Improvement District will focus on providing services that impact four key areas: beautification, safety and security, business climate, and downtown identity.

Beautification

Beautification includes things like on-street garbage pickup, adding additional litter receptacles to the district, planting new trees and maintaining current trees/tree pits, hanging baskets of flowers and blooming planters throughout the district, and offering power washing/graffiti removal services.

Safety and Security

Focusing on safety and security means working to purchase and install additional on-street cameras and lights, forming a downtown Ambassador corps, and advocating for additional walking patrols from City police.

Supporting Business Climate

Supporting the business climate is about advocating for ordinance enforcement and changes to parking, working to attract commercial real estate tenants and fill vacant storefronts, organizing community volunteer days, monitoring, and improving the Civic Center Plaza parking deck, and working with community stakeholders to provide additional support services for the unhoused.

Strengthening Downtown Identity

It's also important that the BID works to create an identity for the commercial core, establishing and hosting signature events, installing light pole banners, wayfinding, and other branding throughout the downtown, and commissioning additional public art and murals.

Supplementing City Services

All services provided by a Business Improvement District are over and above what is already provided by the municipality. Forming a BID does not reduce or replace the services provided by the City of Poughkeepsie in any way. The Downtown Poughkeepsie BID will seek to leverage additional funding for its district for things like storefront improvements, streetscape improvements and more through city, state and federal grants by hiring dedicated professional staff person who has the knowledge and expertise to identify and secure these funding sources.

BID Boundaries and Map

The Downtown Poughkeepsie BID defines Poughkeepsie's consolidated commercial core and is an area that has seen both tremendous developments completed in the last ten years, with incredible investment and transformation projected during the next ten. Due to its central location, expansion opportunities exist both north and south of the initial boundaries as the city continues to grow and evolve.

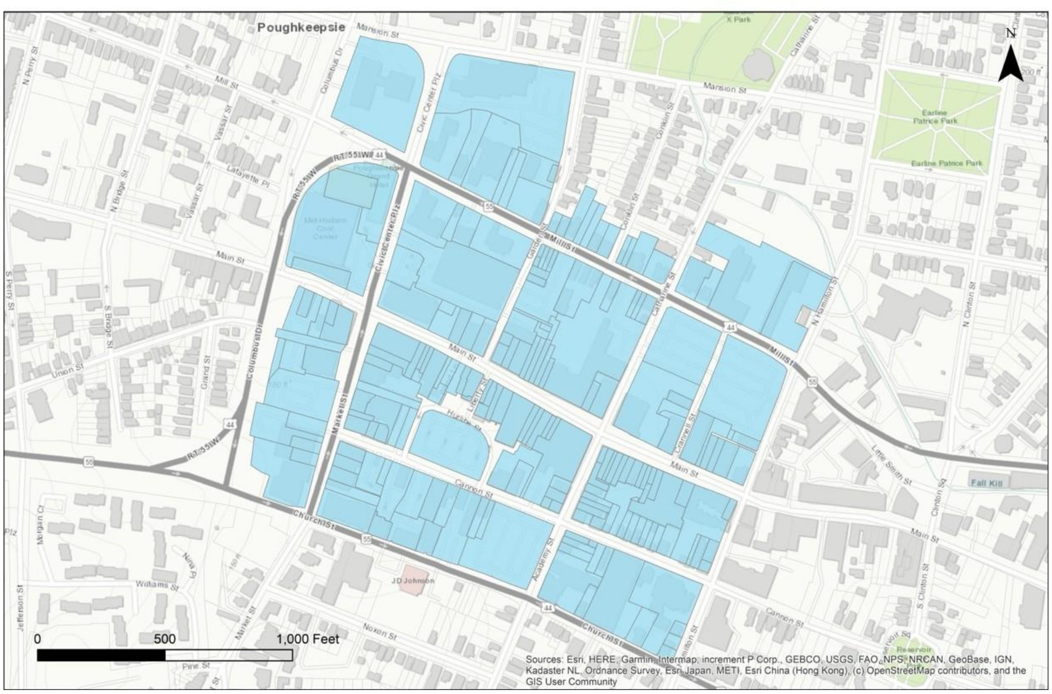
NORTHERN BOUNDARY
Where Market St. reaches Mansion St. to Garden St. south to Mill St. where it reaches Hamilton St. The BID includes only properties on the west side of Garden St. The BID includes properties on both the north and south side of Mill St.

EASTERN BOUNDARY
Hamilton Street between Mill St. and Church St. The BID includes on properties on the west side of Hamilton St.

SOUTHERN BOUNDARY
Northernmost side of Church St. from the intersection of the westbound Rt. 44/55 arterial to Hamilton St.

WESTERN BOUNDARY
Mill St. and the westbound Rt. 44/55 arterial behind the Civic Center and County office buildings to its intersection with Church St.

Proposed Poughkeepsie Improvement District



Legal Requirements

New York State General Municipal Law, Article 19-A, Section 980 establishes the legality of BIDs, the formation, powers, plan requirements, organization, and other stipulations required. Key provisions include:

- The local district Plan
    - District boundaries and the district map
    - The district management organization
    - Establishment and definition of the district
    - Funding and expenditure plan
    - Municipal legislative approval
    - Review and approval by New York State Comptroller

According to Article 19-A of the General Municipal Law, the Downtown Poughkeepsie BID Plan is required to:

1) Demonstrate approval of the owners of commercial properties included in the proposed district
2) Be approved through passage of a local municipal ordinance by the City of Poughkeepsie Common Council.
3) Obtain formal review and sanctioning by the State Comptroller.

Prior to the creation of this document, the committee completed a census of all properties within the proposed district and built a database of contact names, phone numbers, and email addresses of a significant majority property owners, and addresses and business names of a significant majority of all commercial tenants. Committee members made direct, personal outreach to 65 property owners and commercial tenants. All affected property owners and commercial tenants were invited to participate in a public meeting and information session on July 22, 2024, to gauge community support for the BID. The committee also sought counsel and best practices on forming a BID from other business improvement district leaders around New York State.

As is stated in Article 19-A, Section 980-e, titled Notice and Hearing, the committee is submitting this plan to the City Clerk seeking legislative approval. Notice of this proposal will be mailed to owners of property within the district, and their tenants. The committee is asking that the City of Poughkeepsie Common Council hold a public hearing on the proposed formation of the Business Improvement District.

According to New York State law, "Any owner of real property deemed benefited and therefore within the District, objecting to the plan, must file an objection at the office of the municipal clerk within 30 days of the conclusion of the hearing on forms made available by the clerk."

The BID shall not be approved by the members of the District if "Owners of at least 51 percent of the assessed valuation of all the benefited real property situated within the boundaries of the district proposed for establishment or extension, as shown upon the latest completed assessment roll of the municipality" OR "At least 51 percent of the owners of benefited real property within the area included in the district proposed for establishment or extension, so file their objections, the District will not be established or extended."

If the plan is approved by property owners, the committee will seek Common Council approval through Local Law. Within 20 days of legislative approval, the plan will be sent for review by the New York State Comptroller.

Establishing a District Management Association (DMA)

In accordance with New York State law, the activities of the Downtown Poughkeepsie BID will be guided by a District Management Association (DMA). The District Management Association is the formal name of the legal, not-for-profit entity that is the BID. The DMA will be governed by a Board of Directors representative of the commercial property owners, business tenants, and residents within the District.

The DMA will be governed by an all-volunteer board of directors comprised of direct stakeholders in the BID district. The certificate of incorporation of the DMA shall provide for voting representation of owners of property and tenants within the district. No individual member or class of member (i.e. property owners) shall be weighted to control more than 33.3 percent of the total number of votes which may be cast. By law, the board will include an individual appointed by the Mayor, City Comptroller, and City of Poughkeepsie Common Council.

The Board of Directors will be elected by the members of the district. BID members vote to elect directors in their respective classes – property owners vote for property owners and commercial tenants for commercial tenants. Board members will not receive a salary. Voting during board meetings will not be weighted - each Director will receive one vote, regardless of their District interests.

The Board of Directors has fiduciary responsibility and will hire an Executive Director to administer the BID on a day-to-day basis. In addition to other powers conferred on the DMA by law, it may make recommendations to the Common Council with respect to any matter involving or relating to the District. The Common Council may also license or grant to the DMA the right to undertake or permit commercial activities or other private uses of the streets or other parts of the District in which the City of Poughkeepsie has any real property interest.

Dissolution

In accordance with New York State law, the BID may be dissolved by vote of the Common Council or upon the written petition of (1) the owners of at least 51 percent or more of the total assessed valuation of all benefitted real property in the district and; (2) at least 51 percent of the owners of benefitted real property in the district, subject to considering the recommendations of the district management association concerning any proposed dissolution.

Funding and Expenditure Plan

Programs and services carried out annually by the Downtown Poughkeepsie BID will require funding of approximately $325,000.

BID Assessment

Base operating funds for the Downtown Poughkeepsie BID will be provided by property owners within the BID boundaries that determine its programs. When the BID is approved the mechanism for implementing the assessment is put into place. Commercial property owners control this process, subject to state law.

The committee has chosen to leverage the following assessment formula based off each property's city tax liability (this number does not include school, county, or library taxes).

To fund the BID, each taxable parcel inside the BID boundaries will contribute a $250 base fee plus $125 for every $1,000 of annual city tax liability. No property will contribute more than 0.005% of the total district tax base each year, which currently amounts to approximately $9,000. By law, the disbursement of every dollar raised by the BID assessment is overseen by a board of directors comprised of property owners, commercial tenants, and residents from the district. Every dollar raised by the BID will be spent to directly benefit the BID district.

There are a total of 218 parcels in the BID district, with 168 on the tax rolls. This includes 19 vacant lots, 16 apartment buildings, 10 homesteads, and 22 parking lots. The total tax base of the proposed district is currently $1,769,123. Projected annual BID assessment and fee revenue is $232,266[1]. The average assessment is projected to be $89 per month. The median assessment is projected to be $64 per month.

Homestead properties are exempt from the BID assessment. Properties owned by government, nonprofit, or religious institutions are exempt from the BID assessment, however the DMA will seek to forge shared services agreements with these entities as appropriate to benefit the downtown district.

BID assessments are not optional and are paid by all non-exempt property owners within the district.

ADDITIONAL FUNDING

Event Sponsorship

Fulfilling the objective of improving the business climate and creating a downtown identity, the Downtown Poughkeepsie BID will host key signature events throughout the year. These events will be designed to be attractive to corporate sponsorship and incorporate other revenue generating opportunities (i.e. sale of food/drink or merchandise, sale of vendor space, etc.) to positively impact the BIDs bottom line.

Grant Funding

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[1] The assessments have been calculated using the Mayor's proposed City budget dated October 15, 2024. Any amendments to that proposed budget may result in a reduction of the projected assessment.

As a mission-driven 501c3, the DMA will actively seek to supplement assessment funding via local, state, and federal grants as appropriate. Grant funds will be primarily used to directly fund special capital projects, allowing additional assessment revenue to be applied to BID objectives.

Commercial Tenant “Membership”

During the committee’s strategic planning and outreach process, numerous commercial tenants in the district indicated a willingness to voluntarily support the BID. The DMA will institute a tenant “membership” program seeking $250 per year from interested participating businesses.

City of Poughkeepsie

To support the downtown district and help the BID make an immediate impact, the City of Poughkeepsie has pledged $140,000 in operating support from funds received via the American Rescue Plan Act (ARPA). These funds will be critical as the BID makes one-time, year one expenditures to purchase equipment and furnishings and hire staff.

Projected 2025 Income

SOURCE	**AMOUNT**
Assessment (Base Fees)	$0
City Of Poughkeepsie (ARPA)	$140,000
Event Sponsorship	$15,000
Grants	$15,000
Optional Tenant Membership	$12,500
TOTAL PROJECTED INCOME	**$1[illegible]2500**

Projected 202[illegible] Income

SOURCE	**AMOUNT**
Assessment (Base Fees)	$232,266
City Of Poughkeepsie (ARPA)	$0
Event Sponsorship	$20,000
Grants	$15,000
Optional Tenant Membership	$15,000
TOTAL PROJECTED INCOME	**$2[illegible]2[illegible]2[illegible]**

EXPENDITURES

Capital Expenditures

The District Plan does not entail any major capital projects for which bonds or other debt instruments would be required. The initial expense projections include relatively minor purchases to be made on a cash basis.

□roposed Annua□□xpenditure Brea□do□n

The following is a predicted layout of what the Steering Committee proposes the Poughkeepsie BID establish as an expenditure plan. All future expenses will be dictated at the direction of the BID Board of Directors.

AD□ INIST□ATI□□		
	Executive Staff Salaries	□75,000
	Street Team Salaries	□35,000
	Consultants/Contractors	□10,000
	Office Space	□20,000
	Supplies	□8,500
	Computer Software/Hardware	□4,500
	Misc. □ees, Costs, Utilities	□5,000
		□15□000
B□A□TI□I□ATI□N		
	Equipment/Supplies	□10,000
	Seasonal D□cor	□12,500
	□lowers/Plants	□12,500
		□□□000
B□SIN□SS □LI□ AT□		
	Printing/Publishing	□7,000
	B2B Networking	□2,500
	District Advertising	□5,000
		□14□500
SA□□T□ □ S□□□□IT□		
	Ambassador Program	□35,000
	Cameras □ Equipment	□15,000
	Needs Assessment	□10,000
		□□0□000
DIST□I□T ID□NTIT□		
	Branding Campaign	□5,000
	Asset Management	□2,500
		□□500
T□TAL IN□□□ □		**□2□2□2□□**
T□TAL □□□□NDIT□□□		**□2□□500**

TI□ □LIN□ □□□ I□ □L□□ □NTATI□N

December 2024 – BID Resolution Passes Common Council

□ebruary 2025 – BID Assessment Plan Approved by NYS Comptroller

□ebruary 2025 – BID District Codified in City Law

□ arc□ 2025 – Begin □ormation of DMA □ BID Bylaws/Structure

□ arc□ 2025 – BID Assessment Included in Tax Bills

Apri□ – Au□ust 2025 – BID Administrative Startup

September – □ctober 2025 – BID Operational Startup

□ctober-December 2025 – BID Directors Election

□anuary 202□ – □irst Annual Meeting; Board Election

□anuary 202□ – BID Begins Normal Operation

Section 14.42. Taxes — Business Improvement Districts. [Amended 4-1-2025 by L.L. No. 04-2025]

(a) The provisions of article 19-A of the General Municipal Law are hereby determined to be applicable to the establishment or extension of business improvement districts in the City.

(b) Downtown Poughkeepsie Business Improvement District.

(1) The Downtown Poughkeepsie Business Improvement District shall be and is hereby established it the City of Poughkeepsie, the City Council having found by resolution dated January 7, 2025 that the establishment of the Business Improvement District is in the public interest; that all notice, mailing and public hearing requirements have been complied with; that, except as otherwise provided GML § 980-a, all the real property within the boundaries of the proposed district will benefit from the establishment of the district; and that all real property benefited is included within the limits of the district.

(2) The boundaries of the district are set forth in the District Plan of the Downtown Poughkeepsie Business Improvement District and are set forth as follows:

(a) NORTHERN BOUNDARY: Where Market Street reaches Mansion Street to Garden Street south to Mill Street where it reaches Hamilton Street. The BID includes only properties on the west side of Garden Street. The BID includes properties on both the north and south side of Mill Street.

(b) EASTERN BOUNDARY: Hamilton Street between Mill Street and Church Street. The BID includes on properties on the west side of Hamilton Street.

(c) SOUTHERN BOUNDARY: Northernmost side of Church Street from the intersection of the westbound Rt. 44/55 arterial to Hamilton Street.

(d) WESTERN BOUNDARY: Mill Street and the westbound Rt. 44/55 arterial behind the Civic Center and County office buildings to its intersection with Church Street.

(3) The provision of services within the district shall be pursuant the District Plan of the Downtown Poughkeepsie Business Improvement District. All services shall be in addition to, and not a substitution for, required municipal services provided by the City of Poughkeepsie on a citywide basis.

(4) Any amendments to the Downtown Poughkeepsie Business Improvement District or the district plan shall be made in accordance with the provisions of article 19-A of the General Municipal Law.

DISTRICT MANAGEMENT ASSOCIATION DOWNTOWN POUGHKEEPSIE BID BYLAWS - ADOPED AUGUST 2025

ARTICLE I – ORGANIZATION

Section 1: Name

The name of this corporation shall be the District Management Association Downtown Poughkeepsie Business Improvement District, Inc. (also known as Downtown Poughkeepsie Business Improvement District (BID), henceforth referred to as “the BID”)

Section 2: Territory

The BID shall conduct activities primarily in downtown Poughkeepsie, New York. The boundaries of the business improvement district are described in City of Poughkeepsie Code. Any principal office shall be located within the bounds of the Downtown Poughkeepsie Business Improvement District, in the City of Poughkeepsie, County of Dutchess, State of New York.

Section 3: Description

The BID is a not-for-profit membership corporation organized under section 42 of the Not-For-Profit Corporation Law of the State of New York. The corporation shall be a Type B corporation pursuant to Section 210 of the Not-For-Profit Corporation Law. The corporation is a tax-exempt charitable, educational and/or cultural organization under section 501(c)(3) of the U.S. Internal Revenue Code.

Section 4: Registered Agent

The Board is obligated to maintain and update the corporate records on file with the Corporation’s registered agent.

ARTICLE II – PURPOSE

The purposes for which the corporation is formed are as follows:

1. To act as a District Management Association pursuant to Section 980-m of the General Municipal Law of the State of New York to promote vitality in downtown Poughkeepsie and to carry out the activities set forth in a District Plan for Downtown Poughkeepsie, NY pursuant to Section 980-a of the General Municipal Law of the State of New York.

2. To provide through various means, a framework for continued improvement of downtown Poughkeepsie, NY.

3. To solicit and acquire property for the corporate purposes by grant, gift, purchase devise or bequest, and to hold and dispose of the same, subject to such limitations as are prescribed by statute.

4. To plan, direct, recommend, advise, propose and generally to support and assist the active development of projects within the district in furtherance of these purposes.

5. To enter into a contract or contracts with the City of Poughkeepsie, and with any other entity, to conduct any District activities for the purpose of carrying out the foregoing purposes or the advancement of the Corporation's Mission.

6. To accept, hold, and administer any funds paid by the City of Poughkeepsie to defray the expenses of performing the operation and maintenance functions for such District as provided for in any contracts executed with the City of Poughkeepsie as set forth above.

7. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement of the Corporation's Mission, but not for the pecuniary profit or financial gain of its Members, Directors, or Officers.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York.

ARTICLE III – LIMITATIONS

The BID is organized exclusively for one or more of the purposes as specified in Section 501(c)3 of the Internal Revenue Code. The BID is not formed for pecuniary profit or for financial gain. No part of the net earnings of the BID shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the BID shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. Notwithstanding any other provision of these articles, the BID shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP

Section 1: Classes and Qualification
Downtown Poughkeepsie Business Improvement District (the "corporation") shall have three classes of membership:

Class A. Owners of record of assessed real property in the district described in the Downtown Poughkeepsie BID District Plan (the "Plan") for the Central Business District (the "District") of the City of Poughkeepsie as the same may be amended, as approved by the Poughkeepsie Common Council, or such other persons as are registered with the city of Poughkeepsie to receive real property tax bills for property located in the District, shall be Class A members of the Corporation, and shall be allocated one Class A vote for each separate and individually assessed parcel of real property owned.

Class B. Tenants who are occupants within the district pursuant to leases of commercial or residential space in which they have no ownership interests shall be Class B members of the Corporation. Each separate leasehold shall be allocated one Class B vote.

Class C. The people serving from time to time by virtue of their appointment as Municipal representatives shall be Class C members of the Corporation. Each Class C member shall have one vote and shall not have a vote as a Class A or Class B member, if otherwise qualified.

Section 2: Termination of Membership
Membership in the Corporation shall be terminated (a) if the member is an individual or a partnership, upon the death or resignation of the individual or partner of the partnership or, (b) if such member is a corporation, upon the dissolution or liquidation of such corporation. Additionally, (i) Class A membership shall terminate when the Class A member is no longer the owner of record or the person registered with the City of Poughkeepsie to receive real property tax bills for real property located in the District; and (ii) Class membership shall terminate when the Class B member is no longer a tenant in the District; (iii) Class C membership shall terminate when the Class C member is no longer a Director of the Corporation.

Section 3: Meetings of the Members
There shall be an annual meeting of the members of the Corporation in June for receiving annual reports of officers, directors and committees, election of directors and the transaction of other business.

Section 4: Special Meetings
The President, Board of Directors or Executive Committee at their discretion may call special meetings of the members. Special meetings shall be called by the President at the written request of members entitled to cast ten percent (10%) of the total number of membership votes of either Class A or Class B members. No business, other than that specified in the notice of meeting, shall be transacted at any special meeting of the members of the Corporation.

Section 5: Notice of Meetings
Notice of Meetings of the members shall be provided personally, electronically to the last recorded email address of each member, or by first class mail to the last recorded address of each member at least ten (10) days before the time appointed for the meeting. If mailed, the notice will be deemed to have been delivered on the close of business on the fifth business day following the day when deposited in the United State mail with postage prepaid. All notices of meetings shall set forth the place, date, time and, except for the annual meeting, purpose of the meeting. Any applicable meeting agendas and/or other documents will be provided at least one (1) day prior to the meeting.

Section 6: Quorum
The Members present at any properly announced meeting shall constitute a quorum, provided that such Members constitute in total at least fifteen (15) of those entitled to vote at the meeting. A lesser number may adjourn a meeting from time to time to a future date not less than six (6) nor more than thirty (30) days later. The Secretary shall thereafter email notice of adjournment at least three (3) days before the future meeting date to each member who was absent from the meeting adjourned.

Section 7: Proxies and Absentee Votes
Every member of the corporation, entitled to vote at any meeting of the corporation, may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the member executing the same. Upon the expiration of eleven (11) months from the date of the proxy, unless otherwise provided for in the proxy, the proxy shall expire. Except as otherwise provided by law, all elections and all questions coming before any meeting of the members shall be decided by a majority vote of the votes cast at the meeting. Absentee votes for Board elections must be submitted to the

Executive Committee, acting as the Election Committee, no later than seven (7) days before a Board election.

Section 8: Order of Business
The order of business at a meeting of the corporation shall be as follows:
1. Take attendance.
2. Review of minutes.
3. Receiving communications.
4. Election of directors at annual meeting or special meeting called for that purpose.
5. Reports of officers.
6. Reports of committees.
7. Unfinished business.
8. New business.

The order of business may be altered or suspended at any meeting by a majority of the members present. The President of the Board shall be the Chair of the meetings including the annual meeting.

Section 9: Elections

1. At the annual meeting, an election shall be held to replace all Class A Directors and Class B Directors whose terms have expired. A Nominating Committee appointed by the President shall nominate a slate of candidates. Any other member who may wish to be a candidate must file a petition containing the signatures, names and addresses of at least ten (10) property owners in the District if seeking to be a Class A Director. Ten (10) commercial or residential tenants' signatures, names and addresses in the District must be gathered if seeking to be a Class B Director.

2. Members who meet the criteria to represent multiple membership Classes in Board elections (e.g., a property owner who is also, separately, a commercial tenant) may be nominated for election to the Board in any Class for which such Member qualifies. However, Members may only occupy a single seat on the Board of Directors. As such, election to the Board as a Director representing one membership Class precludes such Director’s subsequent election to represent any other Class for which said Member is otherwise eligible. Members who meet the criteria for membership in multiple Classes may vote in elections pertaining to each Class for which said Member qualifies for membership.

3. The report of the Election/Nominating Committee and all petitions must be fully submitted to the Committee at least thirty (30) days prior to the annual meeting on forms

to be provided by the Committee. The Elections/Nominating Committee shall decide all questions and objections to the petition. The list of eligible candidates, voting procedure, and the Notice of the Annual Meeting and Election shall be sent to each Class A and Class B member electronically or by first class mail no later than ten (10) days before the annual meeting.

4. Nomination of and election to the Board of Proxy candidates representing eligible Members is not permissible.

5. The Election/Nominating Committee shall conduct all membership elections and shall be the final arbiter as to the validity of any vote cast, and the results of the election. Members shall vote only for candidates representing their Membership Class. In the event of a tie, the Election/Nominating Committee shall announce this at the meeting and the tie will be broken by a run-off election to be conducted as soon as the Election Committee determines that it is prepared to conduct such an election, which shall be limited to those candidates that were tied. If after a run-off election the two candidates remain tied, the election will be decided by coin flip.

Section 10: Record Date
The Board of Directors may set a record date for the purposes of determining membership for voting eligibility and for any other purpose permitted by law.

Section 11: Associate Members
Associate members may be named by the Board to represent supportive community interests who may not otherwise be eligible for membership in Class A, B, or C. Associate members may have one vote on any committee to which they may be appointed but may not hold Board seats.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Function
All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors, with each Director having one vote.

Section 2: General Powers
The Board of Directors shall constitute the governing body of the Corporation. The Board shall manage the business and affairs of the Corporation and may delegate responsibility of day-to-day operations to BID staff and committees. It shall have all powers necessary to carry out the objectives of the Corporation as set forth in Article II. The Board may accept, on behalf of the Corporation, any contribution, bequest,

or devise. The Board shall have the authority to hire and dismiss the Executive Director as necessary in order to carry out the objectives of the Corporation. The Board shall have the power to make investments of Corporate funds, change the same, and sell any part of securities of the Corporation, or any rights or privileges that may accrue thereon.

Section 3: Qualification and Composition
Directors shall be at least eighteen (18) years of age by the date of their appointment. All directors will have one (1) vote. The board of directors shall consist of eleven (11) directors, as follows:

Six (6) directors shall be owners of commercial property;

Two (2) directors shall be a tenant pursuant to a commercial or residential lease;

Three (3) directors with one director appointed by each of the following: the Mayor of the City of Poughkeepsie, the Common Council of the City of Poughkeepsie, and the chief financial officer of the City of Poughkeepsie.

The number of Directors may be increased or decreased by a two-thirds vote of the Board at a regular or special meeting so long as owners of commercial property maintain no less than 51% of the total voting share. The Board may add non-voting members representing community interests at its discretion.

Section 4: Term
All Directors shall be elected for three (3) year terms. No Director in A and B Classes shall serve for more than two (2) consecutive terms. A Director in the A and B Classes having served two consecutive three-year terms shall become eligible for election as Director after one year has elapsed since the end of their service. A Director in Class C shall be eligible for continued appointment by the proper authority for additional three (3) year terms with approval by the Board of Directors prior to commencement of each term. The Board may make an exception to the six-year term limit by a two-thirds (2/3) vote of the Directors then sitting on the Board if a Director was appointed by the Board to fill a one-year vacancy. A Director's office shall become vacant if the Director ceases to be a member of the Class he or she represents.

Section 5: Election
Directors shall be chosen at the Corporation's annual meeting at which elections are scheduled. The new Directors shall take office at the next Board meeting following the Annual Membership meeting. At the discretion of the President, a reorganization

meeting may be held no less than seven (7) days following elections for the purpose of onboarding new directors and electing board officers.

Section 6: Removal and Resignation of Directors

1. Removal: Any member of the board of directors may be removed from office, with or without cause, by a 2/3 vote of the entire board of directors. The notice of a meeting of the board to recall a board member or members of the board of directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Any director removed from office shall turn over to the board of directors within 48 hours any and all records of the BID in his/her possession.

2. Resignation: A director may resign at any time by delivering written notice thereof to the President of the board of directors, or in the absence of the President to the Secretary of the board of directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. In the event of a vacancy in Class A or B membership, the Executive Committee of the Board of Directors may nominate a replacement satisfying the requirements of the same class of membership, subject to a 2/3 vote of the board at its next official meeting. The vacancy will be filled until the expiration of the current term of the resigning director. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

3. Upon removal or notice of resignation of a Class C seat, the appointed position shall revert to the designated Class C member authorized to appoint a new representative of said institution, organization or agency and seat shall be re-appointed within thirty (30) days of notice.

Section 7: Meetings

1. Regular meetings of the Board may be held upon five (5) days’ notice by email. The regular meeting schedule shall be determined by resolution of the Board and posted on the BID website and at the office of the Corporation. Meetings of the Board shall be held monthly throughout the year. An agenda of each meeting shall also be posted on the BID website and emailed to each Director no fewer than three (3) days prior to the meeting date.

2. Special meetings of the Board shall be held upon the request of the President or any three (3) Directors and at such meetings any business of the Corporation specified in the notice may be transacted. Notice of each special meeting of the Board of Directors shall be given personally, by telephone or email to each Director at least (3) days before the day of the meeting and shall state the business to be transacted, and the date, time and place the meeting is to be held.

3. Executive Session. The Board may temporarily adjourn a regular or special meeting and convene an Executive Session, with only Directors present, to discuss BID personnel matters and contracts, and to discuss confidential real estate and business matters of members, businesses or prospects. Upon conclusion of the Executive Session, the Board shall report a summary or conclusion of its proceedings.

Meetings of the Board of Directors may be held in such places as they may be determined from time to time by the Board of Directors and be open to all members of the Corporation and the public. Proxies shall not be legal or permitted at any meeting of the Board of Directors.

Section 8: Actions by The Board at a Meeting
The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a two-thirds (2/3) majority vote of the entire board. A quorum of the board of directors is defined as a majority of the total number of seated, voting directors.

Actions requiring a 2/3 majority of the entire board include:
The amendment of the corporate By-laws;
The amendment of the composition of the board of directors;
The election of Officers and/or directors;
The removal of Officers and/or directors;
The appointment of the Executive Director
Purchase/sale of Real Property.
Approval of contractual agreements that are equal to or greater than $25,000 in value;
Approval of contractual agreements that are equal to or greater than 12 months in term.

Section 9: Presumption Of Assent
A director of the BID who is present at a meeting of the board of directors or a

committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
Such Board member objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or
Such director votes against or abstains from the action taken.

Section 10: Consent of the Directors without Meeting
Any action required or permitted to be taken by the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee. Such consent will have the same effect as a unanimous vote.

Section 11: Meeting by Communications Platforms
One or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a communications platform, such as Zoom or similar, that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12: Waiver of Notice of Meetings
A Director may, in writing, waive notice of any meeting of the Board of Directors either before or after the meeting. Such waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting.

Section 13: Order of Business
The order of business at all meetings of the Board of Directors shall be as follows:
1. Take attendance.
2. Approval of the minutes.
3. Election and appointment of any directors and officers.
4. Reports of officers.
5. Reports of committees.

6. Unfinished business and any necessary resolutions.
7. Input from membership and public.
8. New business and resolutions.

Section 14: Compensation of Directors

No member of the Board of Directors shall receive any salary or compensation for their services as Director. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the Corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the Corporation in capacities other than as members of the Board, subject to the conflict of interest policy adopted by the Board.

Section 15: Director Liability

Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation. Directors who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

ARTICLE VI – OFFICERS AND OTHER PERSONNEL

Section 1: Officers

The Board of Directors shall have a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices except that the President shall not also be Vice President, Secretary, or Treasurer. All officers shall comprise the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, fill vacancies on the Board, or take such other actions that, by law, require Member or full Board action, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 2: Duties and Powers of Office

1. <u>President</u>: The President shall be the Board President of the BID who generally and actively oversees the business and affairs of the BID subject to the directions of the board of directors. Said officer will preside at all meetings of the Board of Directors;

2. Vice President: The Vice President will in the event of the absence or inability of the president to exercise his office, become acting president of the BID with all the rights, privileges and powers as if said person had been duly elected the President;

3. Secretary: The Secretary will oversee staff and ensure that they maintain all of the corporate and financial records. Furthermore, said person will record the minutes of all meetings of the members and board of directors, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of the Corporation;

4. Treasurer: The Treasurer shall retain oversight of all corporate funds, financial records, and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president.

Section 3: Election and Terms

The Officers shall be elected by a majority vote of the Board of Directors at the first Board meeting following the Annual Meeting. All Officers shall hold office until the next meeting of the Board following the Annual meeting. Officers may serve for three (3) consecutive terms in the same office. Upon completion of three (3) consecutive terms, individual Directors must allow one (1) year to lapse before seeking election to the same office.

Section 5 – Removal and Resignation of Officers

An officer elected may be removed by a 2/3 vote of the board of directors, when in its judgment, the best interest of the BID may be served.

Any officer may resign at any time by delivering written notice to the President. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the BID accepts the future effective date, the BID board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy. An officer may, at their discretion, resign a position as an officer but maintain a seat on the board for the duration of their elected term.

Section 6: Liability

Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If an officer acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation. Officers who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

ARTICLE VII - COMMITTEES

Section 1: Committees of the Board

The standing committees of the Board shall be the Executive Committee, Finance Committee, and Audit Committee. Each committee shall consist of no fewer than three (3) directors.

Members of standing committees shall be appointed by the Board President for a one (1) year term or, in the case of appointments due to vacancy(ies), from the time of appointment, and ending on May 31;
The Chair of the Finance Committee shall be the Treasurer;
The Chairs of all other standing committees shall be annually appointed by the Board President from the members of the committee for a term beginning at the time of the appointment and ending on May 31;
The Executive Director is an 'ex officio' member of all standing committees herein provided or created by future action of the Board President and/or the board of directors.

Section 2: Executive Committee

The board of directors shall designate an Executive Committee and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the BID, to the extent permitted, and, except as may otherwise be provided, by provisions of law. The Executive Committee is also responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors and the BID by-laws.

The Executive Committee shall have, and may exercise, all the powers of the Board between meetings of the Board, except that it shall not have authority to:
Fill vacancies in the Board or in any Committee.
Amend or repeal these By-Laws, or adopt new By-Laws.
Amend or repeal any resolution of the Board unless, by its terms, such resolution is so amendable or repealable.
Purchase or sell property.

The Executive Committee shall consist of the four (4) officers of the board.

Section 3: Finance Committee
The Finance Committee shall provide financial oversight for the BID, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. In addition, the committee shall also:
Review budgets initially prepared by the Treasurer and Finance Committee, to help develop appropriate procedures for budget preparations (such as meaningful involvement by staff), and on a consistency between the budget and the BID's plans;
Report to the board any financial irregularities, concerns, opportunities;
Recommend financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount);
Work with staff to design financial reports and ensure that reports are accurate and timely;
Oversee short and long-term investments, unless there is a separate investments committee; and
Advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

Section 4: Audit Committee
The Audit Committee shall oversee the accounting and financial reporting processes of the BID and the independent annual review or full audit of the BID's financial statements. It will also oversee the preparation of IRS Form 990 and any related New York State Tax forms and seek board approval for its filing annually.

The Audit Committee shall also oversee the adoption, implementation of, and compliance with any conflict of interest policy and whistleblower policy adopted by the BID.

Section 5: Meetings of Committees of the Board
Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Section 6: Committees of the Corporation
The Board may establish other committees to provide direction, recommendations, guidance and evaluation in various program areas. They may seek recommendations and reports from Executive staff regarding needs, opportunities and progress in each primary program area, and make recommendations to the Board for approval of new and revised programs, and policies of the Corporation.

Membership in a committee of the Corporation is open to all Class A, B, and C members of the Corporation. Additional members without Corporation membership may be appointed at the discretion of committee leadership and the President of the board of directors.

ARTICLE VIII - FINANCES

Section 1: Fiscal Year
The Board of Directors shall establish the Corporation's fiscal year.

Section 2: Budget
The Board of Directors shall prepare and adopt a budget each year. If no substantial change has been made to the prior year's budget, the Board may elect to operate under the last adopted budget.

Section 3: Annual Financial Statement
The Corporation shall prepare an annual financial statement for distribution to Directors and Members. This report shall be made available for public review and filed with the records of this Corporation and with the City of Poughkeepsie.

Section 4: Execution of Instruments
The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the BID to enter any contract or execute and deliver any instrument in the name of and on behalf of the BID, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the BID by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 5: Checks and Notes
Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the BID equal to or greater than $5,000.00 shall be signed by the Executive Director and a member of the Executive Committee. Checks, drafts,

promissory notes, orders for the payment of money, and other evidence of indebtedness of the BID, less than $5,000.00 shall be signed by the Executive Director.

Section 6: Deposits
All funds of the BID shall be deposited from time to time to the credit of the BID in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7: Bond of the Treasurer
The Treasurer shall, if required by the Board of Directors, give the Corporation such security for the faithful discharge of his duties as the Board may direct. The cost of any such security shall be borne by the Corporation.

Section 8: Seal
The Corporation will not use a common seal. The signature of the name of the Corporation by an authorized person shall be legal and binding.

Section 9: Gifts
The President or Executive Director may accept on behalf of the BID any contribution, gift, bequest, or devise for the nonprofit purposes of this BID.

Section 10: Loans
No loan shall be contracted on behalf of the corporation and no negotiable paper shall be issued on its behalf unless authorized by the vote of the Board. When so authorized by the Board, any officer of the corporation may affect loans and advances at any time for the corporation from any bank, trust company or other similar institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the corporation, to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to another Type B or C corporation, as such terms are defined in the New York State Not-For-Profit Corporation Law.

ARTICLE IX - BOOKS AND RECORDS

Section 1: Corporate Records
The BID shall keep as records Minutes of all meetings of board of directors, and committees of the board. Furthermore, the BID will maintain the following records in

written form or in another form capable of conversion into written form within a reasonable time:

(a) Accurate accounting records;
(b) A copy the BID's articles of incorporation and all amendments thereto currently in effect;
(c) A copy of the BID's Bylaws or restated Bylaws and all amendments thereto currently in effect;
(d) Minutes of all meetings and records of all action taken by members without a meeting for the past three years;
(e) A list of the names and business street (or home if there is no business street address), of current directors and officers.

Section 2: Annual Report
At the annual meeting of members, the Board shall present a report, verified by the President and Treasurer or by a majority of the Directors or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail:

1. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year preceding the date of such meeting;

2. The principal changes in the assets and liabilities of the Corporation, including trust funds, during such fiscal year;

3. The revenue or receipts of the Corporation both restricted and unrestricted to particular purposes, during such fiscal year;

4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year;

5. The number of members of the Corporation as of May 1, together with a statement of increase or decrease in such number during such fiscal year;

6. The total assessed values of all real estate that is included in the Business Improvement District.

7. The amounts and descriptions of transactions entered into by the Corporation with any Director or business interest of a Director and the statements filed with Board minutes at the time of approval of such transactions.

Such report shall be filed with the records of the corporation and either an abstract or a copy thereof entered in the minutes of the proceedings of the annual meeting of members.

Section 3: Right to Inspect.
Any member, director or director representative has the right, upon written request delivered to the Corporation, to inspect and copy during usual business hours the following documents of the Corporation:

a. Articles of Incorporation;
b. These Bylaws;
c. Minutes of the Board proceedings;
d. Annual statements of affairs; and
e. The other documents held at the principal address pursuant to these Bylaws.

The Corporation acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described herein in these Bylaws.

ARTICLE X - CONSULTANTS, CONTRACTORS AND EMPLOYEES

The Board may retain, on behalf of the Corporation, such consultants and/or independent contractors, and/or employees as it may find desirable and appropriate from time to time. Pursuant to this Bylaw provision, the Board may, in its discretion, retain an Executive Director who shall be an employee of the Corporation and be delegated responsibility as determined by the Board of Directors. The compensation to be paid and responsibilities provided to such consultants and/or independent contractors and/or employees shall be determined in the discretion of the Board. No dividend may be paid, nor any part of the income or profit of the BID, may be distributed to its employees, contractors, consultants, members, directors, or officers.

ARTICLE XI - INDEMNIFICATION

Section 1: Authorized Indemnification
The Board of Directors shall indemnify each person who is or was a Director, Officer, Employee of the BID, Volunteer of the BID, or of any other corporation which he/she served as such at the request of the BID, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding whether brought by or in the right of the BID or such other corporation or otherwise, civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of

his/her being or having been a director, officer, employee or volunteer of the BID or of such other corporation, or by reason of any past or future action taken or not taken while in his/her capacity as such director, officer, employee, volunteer of the BID or of such other corporation, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be in the best interest of the BID or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, where he/she had no reasonable cause to believe that his/her conduct was willfully unlawful. As used in this Section, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by a director, officer, employee, or volunteer other than amounts paid to the BID itself or to such other corporation served at the BID’s request.

Section 2: Indemnification of Others
Unless clearly prohibited by law, the indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3: Advancement of Expenses
In any suit or legal action, the Board shall have the authority to advance legal fees and other costs incurred by an indemnitee.

Section 4: Binding Effect
No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 5: Insurance
The BID shall provide Directors’ and Officers’ liability insurance. To the extent permitted by law, such insurance will insure the BID for any obligation it incurs as a result of this Article or operation of law and it shall insure directly the Directors, Officers, employees, other corporations and/or volunteers of the BID for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the BID.

ARTICLE XII – CONFLICT OF INTEREST

Section 1: Purpose

The purpose of this Conflict of Interest policy is to ensure the integrity of the Corporation's decisions and operations by requiring transparency when a Director, Officer, or Key Person has a financial interest that could affect their objectivity. The Corporation expects those serving in governance or leadership roles to act solely in the best interest of the Downtown Poughkeepsie BID (the "Corporation"), free from improper outside influence.

Section 2: Definitions

1. **Interested Person** – Any Director, Officer, or Key Person who has a direct or indirect financial interest in a transaction or arrangement involving the Corporation.
2. **Financial Interest** – A person has a financial interest if the individual, or a family member, has:
    - An ownership or investment interest in an entity doing business with the Corporation;
    - A compensation arrangement with the Corporation or an entity doing business with it;
    - A potential ownership interest or compensation arrangement in any entity being considered for a relationship with the Corporation.

Having a financial interest does not necessarily constitute a conflict of interest. A conflict exists only when the Board or relevant committee determines that a conflict is present.

Section 3: Duty to Disclose

Interested Persons must disclose the existence and nature of any financial interest prior to discussion of the relevant matter. Disclosures shall be made to the Board of Directors or the appropriate committee.

Section 4: Determination and Management

Upon disclosure, the Board or committee shall determine whether a conflict of interest exists. The Interested Person shall recuse themselves from the discussion and any vote on the matter.

If a conflict is found, the Board or committee shall evaluate whether a more advantageous or arms-length transaction is available. If not, the Board may approve the transaction only upon determining it is fair, reasonable, and in the Corporation's best interest.

Section 5: Recordkeeping

Minutes of any meeting at which a conflict is disclosed shall reflect:

- The disclosure;
- The determination of the Board or committee;
- Any discussion, alternatives considered, and resulting vote;
- The names of those participating in the discussion and vote.

Section 6: Violations

Should the Board have reasonable cause to believe a conflict was not disclosed, it shall inform the individual and provide an opportunity to explain. If it is determined that a failure to disclose occurred, the Board may take corrective action, including removal from office.

Section 7: Annual Disclosure and Policy Acknowledgment

All Directors, Officers, and Key Persons shall annually complete a written disclosure of any known financial interests and affirm in writing that they:

- Have received and reviewed this policy;
- Understand its purpose; and
- Agree to comply with it in all relevant BID matters.

ARTICLE XIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

The BID is formed exclusively for purposes for which a corporation may be formed under Section 501 (c) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

No part of the assets, income or profit of the BID shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 50 of the Internal Revenue Code.

ARTICLE XIV - INFLUENCE AND PROPAGANDA

No part of the activities of the BID shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XV - DISSOLUTION

The dissolution or other termination of the Corporation shall be in accordance with

Section 980-o of the General Municipal Law of New York State, or any applicable section that may then be in effect.

Upon the dissolution of the BID, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code (or corresponding section) of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the BID is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon the dissolution of the BID, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c) of the Internal Revenue Code (or corresponding section of any future federal tax code), as may have an exempt purpose similar to the purposes for which this corporation is organized.

ARTICLE XVI - AMENDMENTS

These bylaws may be amended, supplemented, or repealed by a two-thirds (2/3) vote of the Directors then sitting on the Board or those present at any regular or Special Meeting of the membership if a quorum is met. Notice of the proposed change shall be provided to each Member not less than five (5) days prior to such meetings. Alternatively, if the Board chooses to submit changes to the Membership, they may be amended by a three-quarters (3/4) vote of Members present at the Annual Meeting, provided quorum is met.

Resolution of the Board of Directors of District Management Association Downtown Poughkeepsie Business Improvement District, Inc.

WHEREAS, the Board of Directors and outside counsel from Mackey Butts & Whalen LLP has reviewed and discussed the proposed Bylaws of the Corporation, which set forth the rules and procedures for the governance and operation of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to the Board are hereby adopted as and for the Bylaws of the Corporation, effective immediately;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to insert the Bylaws into the corporate records and to maintain them as part of the permanent records of the Corporation;

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take any and all actions necessary or desirable to carry out the intent of this resolution.

Certification

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of **District Management Association Downtown Poughkeepsie Business Improvement District, Inc.**, a New York not-for-profit corporation; and
2. That the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors held on **August 26, 2025**, at which a quorum was present and acted throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this **26th of August, 2025**.

Russell Beck, Secretary

DISTRICT MANAGEMENT ASSOCIATION DOWNTOWN POUGHKEEPSIE BID
BYLAWS - ADOPED AUGUST 2025

ARTICLE I – ORGANIZATION

Section 1: Name
The name of this corporation shall be the District Management Association Downtown Poughkeepsie Business Improvement District, Inc. (also known as Downtown Poughkeepsie Business Improvement District (BID), henceforth referred to as “the BID”)

Section 2: Territory
The BID shall conduct activities primarily in downtown Poughkeepsie, New York. The boundaries of the business improvement district are described in City of Poughkeepsie Code. Any principal office shall be located within the bounds of the Downtown Poughkeepsie Business Improvement District, in the City of Poughkeepsie, County of Dutchess, State of New York.

Section 3: Description
The BID is a not-for-profit membership corporation organized under section 42 of the Not-For-Profit Corporation Law of the State of New York. The corporation shall be a Type B corporation pursuant to Section 210 of the Not-For-Profit Corporation Law. The corporation is a tax-exempt charitable, educational and/or cultural organization under section 501(c)(3) of the U.S. Internal Revenue Code.

Section 4: Registered Agent
The Board is obligated to maintain and update the corporate records on file with the Corporation’s registered agent.

ARTICLE II – PURPOSE

The purposes for which the corporation is formed are as follows:

1. To act as a District Management Association pursuant to Section 980-m of the General Municipal Law of the State of New York to promote vitality in downtown Poughkeepsie and to carry out the activities set forth in a District Plan for Downtown Poughkeepsie, NY pursuant to Section 980-a of the General Municipal Law of the State of New York.

2. To provide through various means, a framework for continued improvement of downtown Poughkeepsie, NY.

3. To solicit and acquire property for the corporate purposes by grant, gift, purchase devise or bequest, and to hold and dispose of the same, subject to such limitations as are prescribed by statute.

4. To plan, direct, recommend, advise, propose and generally to support and assist the active development of projects within the district in furtherance of these purposes.

5. To enter into a contract or contracts with the City of Poughkeepsie, and with any other entity, to conduct any District activities for the purpose of carrying out the foregoing purposes or the advancement of the Corporation's Mission.

6. To accept, hold, and administer any funds paid by the City of Poughkeepsie to defray the expenses of performing the operation and maintenance functions for such District as provided for in any contracts executed with the City of Poughkeepsie as set forth above.

7. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement of the Corporation's Mission, but not for the pecuniary profit or financial gain of its Members, Directors, or Officers.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York.

ARTICLE III – LIMITATIONS

The BID is organized exclusively for one or more of the purposes as specified in Section 501(c)3 of the Internal Revenue Code. The BID is not formed for pecuniary profit or for financial gain. No part of the net earnings of the BID shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the BID shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. Notwithstanding any other provision of these articles, the BID shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP

Section 1: Classes and Qualification

Downtown Poughkeepsie Business Improvement District (the "corporation") shall have three classes of membership:

Class A. Owners of record of assessed real property in the district described in the Downtown Poughkeepsie BID District Plan (the "Plan") for the Central Business District (the "District") of the City of Poughkeepsie as the same may be amended, as approved by the Poughkeepsie Common Council, or such other persons as are registered with the city of Poughkeepsie to receive real property tax bills for property located in the District, shall be Class A members of the Corporation, and shall be allocated one Class A vote for each separate and individually assessed parcel of real property owned.

Class B. Tenants who are occupants within the district pursuant to leases of commercial or residential space in which they have no ownership interests shall be Class B members of the Corporation. Each separate leasehold shall be allocated one Class B vote.

Class C. The people serving from time to time by virtue of their appointment as Municipal representatives shall be Class C members of the Corporation. Each Class C member shall have one vote and shall not have a vote as a Class A or Class B member, if otherwise qualified.

Section 2: Termination of Membership

Membership in the Corporation shall be terminated (a) if the member is an individual or a partnership, upon the death or resignation of the individual or partner of the partnership or, (b) if such member is a corporation, upon the dissolution or liquidation of such corporation. Additionally, (i) Class A membership shall terminate when the Class A member is no longer the owner of record or the person registered with the City of Poughkeepsie to receive real property tax bills for real property located in the District; and (ii) Class membership shall terminate when the Class B member is no longer a tenant in the District; (iii) Class C membership shall terminate when the Class C member is no longer a Director of the Corporation.

Section 3: Meetings of the Members
There shall be an annual meeting of the members of the Corporation in June for receiving annual reports of officers, directors and committees, election of directors and the transaction of other business.

Section 4: Special Meetings
The President, Board of Directors or Executive Committee at their discretion may call special meetings of the members. Special meetings shall be called by the President at the written request of members entitled to cast ten percent (10%) of the total number of membership votes of either Class A or Class B members. No business, other than that specified in the notice of meeting, shall be transacted at any special meeting of the members of the Corporation.

Section 5: Notice of Meetings
Notice of Meetings of the members shall be provided personally, electronically to the last recorded email address of each member, or by first class mail to the last recorded address of each member at least ten (10) days before the time appointed for the meeting. If mailed, the notice will be deemed to have been delivered on the close of business on the fifth business day following the day when deposited in the United State mail with postage prepaid. All notices of meetings shall set forth the place, date, time and, except for the annual meeting, purpose of the meeting. Any applicable meeting agendas and/or other documents will be provided at least one (1) day prior to the meeting.

Section 6: Quorum
The Members present at any properly announced meeting shall constitute a quorum, provided that such Members constitute in total at least fifteen (15) of those entitled to vote at the meeting. A lesser number may adjourn a meeting from time to time to a future date not less than six (6) nor more than thirty (30) days later. The Secretary shall thereafter email notice of adjournment at least three (3) days before the future meeting date to each member who was absent from the meeting adjourned.

Section 7: Proxies and Absentee Votes
Every member of the corporation, entitled to vote at any meeting of the corporation, may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the member executing the same. Upon the expiration of eleven (11) months from the date of the proxy, unless otherwise provided for in the proxy, the proxy shall expire. Except as otherwise provided by law, all elections and all questions coming before any meeting of the members shall be decided by a majority vote of the votes cast at the meeting. Absentee votes for Board elections must be submitted to the

Executive Committee, acting as the Election Committee, no later than seven (7) days before a Board election.

Section 8: Order of Business

The order of business at a meeting of the corporation shall be as follows:

1. Take attendance.
2. Review of minutes.
3. Receiving communications.
4. Election of directors at annual meeting or special meeting called for that purpose.
5. Reports of officers.
6. Reports of committees.
7. Unfinished business.
8. New business.

The order of business may be altered or suspended at any meeting by a majority of the members present. The President of the Board shall be the Chair of the meetings including the annual meeting.

Section 9: Elections

1. At the annual meeting, an election shall be held to replace all Class A Directors and Class B Directors whose terms have expired. A Nominating Committee appointed by the President shall nominate a slate of candidates. Any other member who may wish to be a candidate must file a petition containing the signatures, names and addresses of at least ten (10) property owners in the District if seeking to be a Class A Director. Ten (10) commercial or residential tenants' signatures, names and addresses in the District must be gathered if seeking to be a Class B Director.

2. Members who meet the criteria to represent multiple membership Classes in Board elections (e.g., a property owner who is also, separately, a commercial tenant) may be nominated for election to the Board in any Class for which such Member qualifies. However, Members may only occupy a single seat on the Board of Directors. As such, election to the Board as a Director representing one membership Class precludes such Director’s subsequent election to represent any other Class for which said Member is otherwise eligible. Members who meet the criteria for membership in multiple Classes may vote in elections pertaining to each Class for which said Member qualifies for membership.

3. The report of the Election/Nominating Committee and all petitions must be fully submitted to the Committee at least thirty (30) days prior to the annual meeting on forms

to be provided by the Committee. The Elections/Nominating Committee shall decide all questions and objections to the petition. The list of eligible candidates, voting procedure, and the Notice of the Annual Meeting and Election shall be sent to each Class A and Class B member electronically or by first class mail no later than ten (10) days before the annual meeting.

4. Nomination of and election to the Board of Proxy candidates representing eligible Members is not permissible.

5. The Election/Nominating Committee shall conduct all membership elections and shall be the final arbiter as to the validity of any vote cast, and the results of the election. Members shall vote only for candidates representing their Membership Class. In the event of a tie, the Election/Nominating Committee shall announce this at the meeting and the tie will be broken by a run-off election to be conducted as soon as the Election Committee determines that it is prepared to conduct such an election, which shall be limited to those candidates that were tied. If after a run-off election the two candidates remain tied, the election will be decided by coin flip.

Section 10: Record Date
The Board of Directors may set a record date for the purposes of determining membership for voting eligibility and for any other purpose permitted by law.

Section 11: Associate Members
Associate members may be named by the Board to represent supportive community interests who may not otherwise be eligible for membership in Class A, B, or C. Associate members may have one vote on any committee to which they may be appointed but may not hold Board seats.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Function
All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors, with each Director having one vote.

Section 2: General Powers
The Board of Directors shall constitute the governing body of the Corporation. The Board shall manage the business and affairs of the Corporation and may delegate responsibility of day-to-day operations to BID staff and committees. It shall have all powers necessary to carry out the objectives of the Corporation as set forth in Article II. The Board may accept, on behalf of the Corporation, any contribution, bequest,

or devise. The Board shall have the authority to hire and dismiss the Executive Director as necessary in order to carry out the objectives of the Corporation. The Board shall have the power to make investments of Corporate funds, change the same, and sell any part of securities of the Corporation, or any rights or privileges that may accrue thereon.

Section 3: Qualification and Composition
Directors shall be at least eighteen (18) years of age by the date of their appointment. All directors will have one (1) vote. The board of directors shall consist of eleven (11) directors, as follows:

Six (6) directors shall be owners of commercial property;

Two (2) directors shall be a tenant pursuant to a commercial or residential lease;

Three (3) directors with one director appointed by each of the following: the Mayor of the City of Poughkeepsie, the Common Council of the City of Poughkeepsie, and the chief financial officer of the City of Poughkeepsie.

The number of Directors may be increased or decreased by a two-thirds vote of the Board at a regular or special meeting so long as owners of commercial property maintain no less than 51% of the total voting share. The Board may add non-voting members representing community interests at its discretion.

Section 4: Term
All Directors shall be elected for three (3) year terms. No Director in A and B Classes shall serve for more than two (2) consecutive terms. A Director in the A and B Classes having served two consecutive three-year terms shall become eligible for election as Director after one year has elapsed since the end of their service. A Director in Class C shall be eligible for continued appointment by the proper authority for additional three (3) year terms with approval by the Board of Directors prior to commencement of each term. The Board may make an exception to the six-year term limit by a two-thirds (2/3) vote of the Directors then sitting on the Board if a Director was appointed by the Board to fill a one-year vacancy. A Director's office shall become vacant if the Director ceases to be a member of the Class he or she represents.

Section 5: Election
Directors shall be chosen at the Corporation's annual meeting at which elections are scheduled. The new Directors shall take office at the next Board meeting following the Annual Membership meeting. At the discretion of the President, a reorganization

meeting may be held no less than seven (7) days following elections for the purpose of onboarding new directors and electing board officers.

Section 6: Removal and Resignation of Directors

1. Removal: Any member of the board of directors may be removed from office, with or without cause, by a 2/3 vote of the entire board of directors. The notice of a meeting of the board to recall a board member or members of the board of directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Any director removed from office shall turn over to the board of directors within 48 hours any and all records of the BID in his/her possession.

2. Resignation: A director may resign at any time by delivering written notice thereof to the President of the board of directors, or in the absence of the President to the Secretary of the board of directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. In the event of a vacancy in Class A or B membership, the Executive Committee of the Board of Directors may nominate a replacement satisfying the requirements of the same class of membership, subject to a 2/3 vote of the board at its next official meeting. The vacancy will be filled until the expiration of the current term of the resigning director. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

3. Upon removal or notice of resignation of a Class C seat, the appointed position shall revert to the designated Class C member authorized to appoint a new representative of said institution, organization or agency and seat shall be re-appointed within thirty (30) days of notice.

Section 7: Meetings

1. Regular meetings of the Board may be held upon five (5) days’ notice by email. The regular meeting schedule shall be determined by resolution of the Board and posted on the BID website and at the office of the Corporation. Meetings of the Board shall be held monthly throughout the year. An agenda of each meeting shall also be posted on the BID website and emailed to each Director no fewer than three (3) days prior to the meeting date.

2. Special meetings of the Board shall be held upon the request of the President or any three (3) Directors and at such meetings any business of the Corporation specified in the notice may be transacted. Notice of each special meeting of the Board of Directors shall be given personally, by telephone or email to each Director at least (3) days before the day of the meeting and shall state the business to be transacted, and the date, time and place the meeting is to be held.

3. Executive Session. The Board may temporarily adjourn a regular or special meeting and convene an Executive Session, with only Directors present, to discuss BID personnel matters and contracts, and to discuss confidential real estate and business matters of members, businesses or prospects. Upon conclusion of the Executive Session, the Board shall report a summary or conclusion of its proceedings.

Meetings of the Board of Directors may be held in such places as they may be determined from time to time by the Board of Directors and be open to all members of the Corporation and the public. Proxies shall not be legal or permitted at any meeting of the Board of Directors.

Section 8: Actions by The Board at a Meeting
The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a two-thirds (2/3) majority vote of the entire board. A quorum of the board of directors is defined as a majority of the total number of seated, voting directors.

Actions requiring a 2/3 majority of the entire board include:
The amendment of the corporate By-laws;
The amendment of the composition of the board of directors;
The election of Officers and/or directors;
The removal of Officers and/or directors;
The appointment of the Executive Director
Purchase/sale of Real Property.
Approval of contractual agreements that are equal to or greater than $25,000 in value;
Approval of contractual agreements that are equal to or greater than 12 months in term.

Section 9: Presumption Of Assent
A director of the BID who is present at a meeting of the board of directors or a

committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
Such Board member objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or
Such director votes against or abstains from the action taken.

Section 10: Consent of the Directors without Meeting
Any action required or permitted to be taken by the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee. Such consent will have the same effect as a unanimous vote.

Section 11: Meeting by Communications Platforms
One or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a communications platform, such as Zoom or similar, that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12: Waiver of Notice of Meetings
A Director may, in writing, waive notice of any meeting of the Board of Directors either before or after the meeting. Such waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting.

Section 13: Order of Business
The order of business at all meetings of the Board of Directors shall be as follows:
1. Take attendance.
2. Approval of the minutes.
3. Election and appointment of any directors and officers.
4. Reports of officers.
5. Reports of committees.

6. Unfinished business and any necessary resolutions.
7. Input from membership and public.
8. New business and resolutions.

Section 14: Compensation of Directors
No member of the Board of Directors shall receive any salary or compensation for their services as Director. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the Corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the Corporation in capacities other than as members of the Board, subject to the conflict of interest policy adopted by the Board.

Section 15: Director Liability
Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation. Directors who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

ARTICLE VI – OFFICERS AND OTHER PERSONNEL

Section 1: Officers
The Board of Directors shall have a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices except that the President shall not also be Vice President, Secretary, or Treasurer. All officers shall comprise the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, fill vacancies on the Board, or take such other actions that, by law, require Member or full Board action, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 2: Duties and Powers of Office

1. <u>President</u>: The President shall be the Board President of the BID who generally and actively oversees the business and affairs of the BID subject to the directions of the board of directors. Said officer will preside at all meetings of the Board of Directors;

2. Vice President: The Vice President will in the event of the absence or inability of the president to exercise his office, become acting president of the BID with all the rights, privileges and powers as if said person had been duly elected the President;

3. Secretary: The Secretary will oversee staff and ensure that they maintain all of the corporate and financial records. Furthermore, said person will record the minutes of all meetings of the members and board of directors, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of the Corporation;

4. Treasurer: The Treasurer shall retain oversight of all corporate funds, financial records, and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president.

Section 3: Election and Terms

The Officers shall be elected by a majority vote of the Board of Directors at the first Board meeting following the Annual Meeting. All Officers shall hold office until the next meeting of the Board following the Annual meeting. Officers may serve for three (3) consecutive terms in the same office. Upon completion of three (3) consecutive terms, individual Directors must allow one (1) year to lapse before seeking election to the same office.

Section 5 – Removal and Resignation of Officers

An officer elected may be removed by a 2/3 vote of the board of directors, when in its judgment, the best interest of the BID may be served.

Any officer may resign at any time by delivering written notice to the President. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the BID accepts the future effective date, the BID board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy. An officer may, at their discretion, resign a position as an officer but maintain a seat on the board for the duration of their elected term.

Section 6: Liability

Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If an officer acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation. Officers who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

ARTICLE VII - COMMITTEES

Section 1: Committees of the Board
The standing committees of the Board shall be the Executive Committee, Finance Committee, and Audit Committee. Each committee shall consist of no fewer than three (3) directors.

Members of standing committees shall be appointed by the Board President for a one (1) year term or, in the case of appointments due to vacancy(ies), from the time of appointment, and ending on May 31;
The Chair of the Finance Committee shall be the Treasurer;
The Chairs of all other standing committees shall be annually appointed by the Board President from the members of the committee for a term beginning at the time of the appointment and ending on May 31;
The Executive Director is an 'ex officio' member of all standing committees herein provided or created by future action of the Board President and/or the board of directors.

Section 2: Executive Committee
The board of directors shall designate an Executive Committee and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the BID, to the extent permitted, and, except as may otherwise be provided, by provisions of law. The Executive Committee is also responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors and the BID by-laws.

The Executive Committee shall have, and may exercise, all the powers of the Board between meetings of the Board, except that it shall not have authority to:
Fill vacancies in the Board or in any Committee.
Amend or repeal these By-Laws, or adopt new By-Laws.
Amend or repeal any resolution of the Board unless, by its terms, such resolution is so amendable or repealable.
Purchase or sell property.

The Executive Committee shall consist of the four (4) officers of the board.

Section 3: Finance Committee
The Finance Committee shall provide financial oversight for the BID, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. In addition, the committee shall also:
Review budgets initially prepared by the Treasurer and Finance Committee, to help develop appropriate procedures for budget preparations (such as meaningful involvement by staff), and on a consistency between the budget and the BID's plans;
Report to the board any financial irregularities, concerns, opportunities;
Recommend financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount);
Work with staff to design financial reports and ensure that reports are accurate and timely;
Oversee short and long-term investments, unless there is a separate investments committee; and
Advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

Section 4: Audit Committee
The Audit Committee shall oversee the accounting and financial reporting processes of the BID and the independent annual review or full audit of the BID's financial statements. It will also oversee the preparation of IRS Form 990 and any related New York State Tax forms and seek board approval for its filing annually.

The Audit Committee shall also oversee the adoption, implementation of, and compliance with any conflict of interest policy and whistleblower policy adopted by the BID.

Section 5: Meetings of Committees of the Board
Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Section 6: Committees of the Corporation
The Board may establish other committees to provide direction, recommendations, guidance and evaluation in various program areas. They may seek recommendations and reports from Executive staff regarding needs, opportunities and progress in each primary program area, and make recommendations to the Board for approval of new and revised programs, and policies of the Corporation.

Membership in a committee of the Corporation is open to all Class A, B, and C members of the Corporation. Additional members without Corporation membership may be appointed at the discretion of committee leadership and the President of the board of directors.

ARTICLE VIII - FINANCES

Section 1: Fiscal Year
The Board of Directors shall establish the Corporation's fiscal year.

Section 2: Budget
The Board of Directors shall prepare and adopt a budget each year. If no substantial change has been made to the prior year's budget, the Board may elect to operate under the last adopted budget.

Section 3: Annual Financial Statement
The Corporation shall prepare an annual financial statement for distribution to Directors and Members. This report shall be made available for public review and filed with the records of this Corporation and with the City of Poughkeepsie.

Section 4: Execution of Instruments
The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the BID to enter any contract or execute and deliver any instrument in the name of and on behalf of the BID, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the BID by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 5: Checks and Notes
Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the BID equal to or greater than $5,000.00 shall be signed by the Executive Director and a member of the Executive Committee. Checks, drafts,

promissory notes, orders for the payment of money, and other evidence of indebtedness of the BID, less than $5,000.00 shall be signed by the Executive Director.

Section 6: Deposits
All funds of the BID shall be deposited from time to time to the credit of the BID in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7: Bond of the Treasurer
The Treasurer shall, if required by the Board of Directors, give the Corporation such security for the faithful discharge of his duties as the Board may direct. The cost of any such security shall be borne by the Corporation.

Section 8: Seal
The Corporation will not use a common seal. The signature of the name of the Corporation by an authorized person shall be legal and binding.

Section 9: Gifts
The President or Executive Director may accept on behalf of the BID any contribution, gift, bequest, or devise for the nonprofit purposes of this BID.

Section 10: Loans
No loan shall be contracted on behalf of the corporation and no negotiable paper shall be issued on its behalf unless authorized by the vote of the Board. When so authorized by the Board, any officer of the corporation may affect loans and advances at any time for the corporation from any bank, trust company or other similar institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the corporation, to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to another Type B or C corporation, as such terms are defined in the New York State Not-For-Profit Corporation Law.

ARTICLE IX - BOOKS AND RECORDS

Section 1: Corporate Records
The BID shall keep as records Minutes of all meetings of board of directors, and committees of the board. Furthermore, the BID will maintain the following records in

written form or in another form capable of conversion into written form within a reasonable time:

(a) Accurate accounting records;
(b) A copy the BID's articles of incorporation and all amendments thereto currently in effect;
(c) A copy of the BID's Bylaws or restated Bylaws and all amendments thereto currently in effect;
(d) Minutes of all meetings and records of all action taken by members without a meeting for the past three years;
(e) A list of the names and business street (or home if there is no business street address), of current directors and officers.

Section 2: Annual Report
At the annual meeting of members, the Board shall present a report, verified by the President and Treasurer or by a majority of the Directors or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail:

1. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year preceding the date of such meeting;

2. The principal changes in the assets and liabilities of the Corporation, including trust funds, during such fiscal year;

3. The revenue or receipts of the Corporation both restricted and unrestricted to particular purposes, during such fiscal year;

4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year;

5. The number of members of the Corporation as of May 1, together with a statement of increase or decrease in such number during such fiscal year;

6. The total assessed values of all real estate that is included in the Business Improvement District.

7. The amounts and descriptions of transactions entered into by the Corporation with any Director or business interest of a Director and the statements filed with Board minutes at the time of approval of such transactions.

Such report shall be filed with the records of the corporation and either an abstract or a copy thereof entered in the minutes of the proceedings of the annual meeting of members.

Section 3: Right to Inspect.
Any member, director or director representative has the right, upon written request delivered to the Corporation, to inspect and copy during usual business hours the following documents of the Corporation:

a. Articles of Incorporation;
b. These Bylaws;
c. Minutes of the Board proceedings;
d. Annual statements of affairs; and
e. The other documents held at the principal address pursuant to these Bylaws.

The Corporation acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described herein in these Bylaws.

ARTICLE X - CONSULTANTS, CONTRACTORS AND EMPLOYEES

The Board may retain, on behalf of the Corporation, such consultants and/or independent contractors, and/or employees as it may find desirable and appropriate from time to time. Pursuant to this Bylaw provision, the Board may, in its discretion, retain an Executive Director who shall be an employee of the Corporation and be delegated responsibility as determined by the Board of Directors. The compensation to be paid and responsibilities provided to such consultants and/or independent contractors and/or employees shall be determined in the discretion of the Board. No dividend may be paid, nor any part of the income or profit of the BID, may be distributed to its employees, contractors, consultants, members, directors, or officers.

ARTICLE XI - INDEMNIFICATION

Section 1: Authorized Indemnification
The Board of Directors shall indemnify each person who is or was a Director, Officer, Employee of the BID, Volunteer of the BID, or of any other corporation which he/she served as such at the request of the BID, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding whether brought by or in the right of the BID or such other corporation or otherwise, civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of

his/her being or having been a director, officer, employee or volunteer of the BID or of such other corporation, or by reason of any past or future action taken or not taken while in his/her capacity as such director, officer, employee, volunteer of the BID or of such other corporation, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be in the best interest of the BID or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, where he/she had no reasonable cause to believe that his/her conduct was willfully unlawful. As used in this Section, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by a director, officer, employee, or volunteer other than amounts paid to the BID itself or to such other corporation served at the BID’s request.

Section 2: Indemnification of Others
Unless clearly prohibited by law, the indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3: Advancement of Expenses
In any suit or legal action, the Board shall have the authority to advance legal fees and other costs incurred by an indemnitee.

Section 4: Binding Effect
No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 5: Insurance
The BID shall provide Directors’ and Officers’ liability insurance. To the extent permitted by law, such insurance will insure the BID for any obligation it incurs as a result of this Article or operation of law and it shall insure directly the Directors, Officers, employees, other corporations and/or volunteers of the BID for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the BID.

ARTICLE XII – CONFLICT OF INTEREST

Section 1: Purpose

The purpose of this Conflict of Interest policy is to ensure the integrity of the Corporation's decisions and operations by requiring transparency when a Director, Officer, or Key Person has a financial interest that could affect their objectivity. The Corporation expects those serving in governance or leadership roles to act solely in the best interest of the Downtown Poughkeepsie BID (the "Corporation"), free from improper outside influence.

Section 2: Definitions

1. **Interested Person** – Any Director, Officer, or Key Person who has a direct or indirect financial interest in a transaction or arrangement involving the Corporation.
2. **Financial Interest** – A person has a financial interest if the individual, or a family member, has:
    - An ownership or investment interest in an entity doing business with the Corporation;
    - A compensation arrangement with the Corporation or an entity doing business with it;
    - A potential ownership interest or compensation arrangement in any entity being considered for a relationship with the Corporation.

Having a financial interest does not necessarily constitute a conflict of interest. A conflict exists only when the Board or relevant committee determines that a conflict is present.

Section 3: Duty to Disclose

Interested Persons must disclose the existence and nature of any financial interest prior to discussion of the relevant matter. Disclosures shall be made to the Board of Directors or the appropriate committee.

Section 4: Determination and Management

Upon disclosure, the Board or committee shall determine whether a conflict of interest exists. The Interested Person shall recuse themselves from the discussion and any vote on the matter.

If a conflict is found, the Board or committee shall evaluate whether a more advantageous or arms-length transaction is available. If not, the Board may approve the transaction only upon determining it is fair, reasonable, and in the Corporation's best interest.

Section 5: Recordkeeping

Minutes of any meeting at which a conflict is disclosed shall reflect:

- The disclosure;
- The determination of the Board or committee;
- Any discussion, alternatives considered, and resulting vote;
- The names of those participating in the discussion and vote.

Section 6: Violations

Should the Board have reasonable cause to believe a conflict was not disclosed, it shall inform the individual and provide an opportunity to explain. If it is determined that a failure to disclose occurred, the Board may take corrective action, including removal from office.

Section 7: Annual Disclosure and Policy Acknowledgment

All Directors, Officers, and Key Persons shall annually complete a written disclosure of any known financial interests and affirm in writing that they:

- Have received and reviewed this policy;
- Understand its purpose; and
- Agree to comply with it in all relevant BID matters.

ARTICLE XIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

The BID is formed exclusively for purposes for which a corporation may be formed under Section 501 (c) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

No part of the assets, income or profit of the BID shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 50 of the Internal Revenue Code.

ARTICLE XIV - INFLUENCE AND PROPAGANDA

No part of the activities of the BID shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XV - DISSOLUTION

The dissolution or other termination of the Corporation shall be in accordance with

Section 980-o of the General Municipal Law of New York State, or any applicable section that may then be in effect.

Upon the dissolution of the BID, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code (or corresponding section) of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the BID is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon the dissolution of the BID, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c) of the Internal Revenue Code (or corresponding section of any future federal tax code), as may have an exempt purpose similar to the purposes for which this corporation is organized.

ARTICLE XVI - AMENDMENTS

These bylaws may be amended, supplemented, or repealed by a two-thirds (2/3) vote of the Directors then sitting on the Board or those present at any regular or Special Meeting of the membership if a quorum is met. Notice of the proposed change shall be provided to each Member not less than five (5) days prior to such meetings. Alternatively, if the Board chooses to submit changes to the Membership, they may be amended by a three-quarters (3/4) vote of Members present at the Annual Meeting, provided quorum is met.

Resolution of the Board of Directors of District Management Association Downtown Poughkeepsie Business Improvement District, Inc.

WHEREAS, the Board of Directors and outside counsel from Mackey Butts & Whalen LLP has reviewed and discussed the proposed Bylaws of the Corporation, which set forth the rules and procedures for the governance and operation of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to the Board are hereby adopted as and for the Bylaws of the Corporation, effective immediately;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to insert the Bylaws into the corporate records and to maintain them as part of the permanent records of the Corporation;

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take any and all actions necessary or desirable to carry out the intent of this resolution.

Certification

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of **District Management Association Downtown Poughkeepsie Business Improvement District, Inc.**, a New York not-for-profit corporation; and
2. That the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors held on **August 26, 2025**, at which a quorum was present and acted throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this **26th of August, 2025**.

Russell Beck, Secretary

RESOLUTION
(R-25-73)

RESOLUTION INTRODUCING LOCAL LAW AMENDING SECTION 14.35(e) OF THE ADMINISTRATIVE CODE OF THE CITY OF POUGHKEEPSIE ENTITLED "TAXES – PARTIAL EXEMPTION GRANTED; CONDITIONS" TO CLEARLY ARTICULATE THAT CO-OPERATIVE CORPORATIONS ARE CONSIDERED "REAL PROPERTY" FOR TAX EXEMPTION PURPOSES

INTRODUCED BY CHAIRMAN WILSON; COUNCILMEMBERS SHOOK, MENIST, BROWN, JAMES AND GRANT :

BE IT RESOLVED that an introductory Local Law entitled, "LOCAL LAW AMENDING SECTION 14.35(e) OF THE ADMINISTRATIVE CODE OF THE CITY OF POUGHKEEPSIE ENTITLED "TAXES – PARTIAL EXEMPTION GRANTED; CONDITIONS" TO CLEARLY ARTICULATE THAT CO-OPERATIVE CORPRATIONS ARE CONSIDERED "REAL PROEPRTY" FOR TAX EXEMPTION PURPOSES" be and hereby is introduced before the Common Council of the City of Poughkeepsie in the County of Dutchess and State of New York; and

BE IT FURTHER RESOLVED that copies of the aforesaid proposed local law are laid upon the desk of each member of the Council; and

BE IT FURTHER RESOLVED that the Council shall hold a public hearing on said proposed local law to receive comment from the public on Tuesday, November 3, 2025 at 6:15 pm in the Common Council Chambers, Third Floor, City Hall, 62 Civic Center Plaza, Poughkeepsie, New York;

BE IT FURTHER RESOLVED that the Clerk publish or cause to be published a public notice in the official newspaper of the City of Poughkeepsie of said public hearing at least five (5) days prior thereto.

SECONDED BY COUNCILMEMBER ____ .

LOCAL LAW AMENDING SECTION 14.35(e) OF THE ADMINISTRATIVE CODE OF THE CITY OF POUGHKEEPSIE ENTITLED "TAXES – PARTIAL EXEMPTION GRANTED; CONDITIONS" TO CLEARLY ARTICULATE THAT CO-OPERATIVE CORPRATIONS ARE CONSIDERED "REAL PROEPRTY" FOR TAX EXEMPTION PURPOSES

(LL-25-XX)

INTRODUCED BY CHAIRMAN WILSON; COUNCILMEMBERS SHOOK, MENIST, BROWN, JAMES AND GRANT :

SECTION 1. BE IT ENACTED, by the Common Council of the City of Poughkeepsie, a local law amending Chapter 14.35 of the Administrative Code of the City of Poughkeepsie entitled Taxes – Partial Exemption Granted; Conditions, to provide as follows:

~~STRIKETHROUGH~~ INDICATES DELETION
BOLD and UNDERLINE INDICATES ADDED LANGUAGE

Section 14.35 **Taxes — partial exemption granted; conditions.**

(e) (i) The property must be used exclusively for residential purposes, be occupied in whole or in part by the owners, and constitute the legal residence of the owners.

(ii) For the purpose of this section, "real property" includes apartments in co-operative corporations and the tenant-stockholders thereof are eligible to apply for a partial tax exemption under this section.

SECTION 2. This Local Law shall take effect immediately upon filing with the New York State Secretary of State.

SECONDED BY COUNCILMEMBER______________________________________:

EXTRACT OF MINUTES
(Lead Service Line Phase 2 EFC DW19603)
R-25-74

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 21, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by ______________________, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember_________________________, seconded by Councilmember_______________________, to wit;

BOND RESOLUTION DATED OCTOBER 21, 2025

A RESOLUTION AUTHORIZING THE PHASE 2 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $8,207,174 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. The Phase 2 lead service line replacement project is hereby authorized at an aggregate estimated maximum cost of $9,374,442 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 109 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 30 years.

SECTION 2. It is hereby determined that each of the aforesaid purposes described above constitute Type II Actions as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which have been determined under SEQR not to have a significant impact on the environment.

SECTION 3. The City plans to finance a portion of the total cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $8,207,174, hereby authorized to be issued therefor pursuant to the Local Finance Law. The remaining portion of the cost is expected to be paid from the proceeds of a BIL grant in the amount of $1,167,268.

SECTION 4. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 5. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 6. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. To the extent not paid from other sources, there shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial

bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 8. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 9. The Commissioner of Finance is further authorized, in his discretion, to execute a project financing and loan agreement and any other agreements with the New York State Environmental Facilities Corporation and/or the New York State Department of Environmental Conservation and/or the New York State Department of Health, and amendments thereto, and to take such actions and execute such documents as may be necessary to provide for the financing or refinancing of the specific object or purpose set forth herein, or a portion thereof, by one or more notes or bond issues of the City and the sale of such issues to the New York State Environmental Facilities Corporation or its designee pursuant to the New York State Revolving Fund Program.

SECTION 10. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 12. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R25-______ was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson VOTING ____
Councilmember Earnest Henry VOTING ____
Councilmember Evan Menist VOTING ____
Councilmember Terriciena Brown VOTING ____
Councilmember Nathan Shook VOTING ____
Councilmember Ondie James VOTING ____
Councilmember Christopher Grant VOTING ____
Councilmember Nedra Patterson Thompson VOTING ____
Councilmember Sakima McClinton VOTING ____

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: Council Action: Roll call vote taken: Yes ___ No ___ Ayes __ Nays __ Abstain __ Absent __ Approved by Mayor on _______________ Mayor's Signature _______________________ Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 21, 2025. _______________________ City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 21st day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 21, 2025

A RESOLUTION AUTHORIZING THE PHASE 2 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $8,207,174 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this ___ day of October, 2025.

-SEAL-

____
Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for **Phase 2 Lead Service Line Replacement EFC Drinking Water Project 19603** includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	LSL Phase 2 (EFC DW19603)	30	$9,374,442	$1,167,268 BIL LSLR grant award*	$8,207,174
	TOTAL		$9,374,442		$8,207,174

* NYS DOH award letter dated 3/29/24 regarding BIL-LSLR funding (Bipartisan Infrastructure Law Lead Service Line Replacement), EFC DWSRF Project No. 19603 Lead Service Line Replacement (Phase 2). Such letter notifies the City of eligibility for an award of up to $8,207,174 in LSLR interest free financing.

EXTRACT OF MINUTES
(Lead Service Line Phase 3 EFC DW19604)
R-25-75

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 21, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by ______________________, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember_________________________, seconded by Councilmember_______________________, to wit;

BOND RESOLUTION DATED OCTOBER 21, 2025

A RESOLUTION AUTHORIZING THE PHASE 3 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $7,596,610 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. The Phase 3 lead service line replacement project, including Zone 1 and other water distribution sites, is hereby authorized at an aggregate estimated maximum cost of $9,336,373 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 109 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 30 years.

SECTION 2. It is hereby determined that the aforesaid purposes described above constitute Type II Actions as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which have been determined under SEQR not to have a significant impact on the environment.

SECTION 3. The City plans to finance a portion of the total cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $7,596,610, hereby authorized to be issued therefor pursuant to the Local Finance Law. The remaining portion of the cost is expected to be paid from the proceeds of a BIL grant in the amount of $1,739,763.

SECTION 4. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 5. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 6. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. To the extent not paid from other sources, there shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial

bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 8. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 9. The Commissioner of Finance is further authorized, in his discretion, to execute a project financing and loan agreement and any other agreements with the New York State Environmental Facilities Corporation and/or the New York State Department of Environmental Conservation and/or the New York State Department of Health, and amendments thereto, and to take such actions and execute such documents as may be necessary to provide for the financing or refinancing of the specific object or purpose set forth herein, or a portion thereof, by one or more notes or bond issues of the City and the sale of such issues to the New York State Environmental Facilities Corporation or its designee pursuant to the New York State Revolving Fund Program.

SECTION 10. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 12. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R25-______ was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson VOTING ____
Councilmember Earnest Henry VOTING ____
Councilmember Evan Menist VOTING ____
Councilmember Terriciena Brown VOTING ____
Councilmember Nathan Shook VOTING ____
Councilmember Ondie James VOTING ____
Councilmember Christopher Grant VOTING ____
Councilmember Nedra Patterson Thompson VOTING ____
Councilmember Sakima McClinton VOTING ____

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: Council Action: Roll call vote taken: Yes ___ No ___ Ayes __ Nays __ Abstain __ Absent __ Approved by Mayor on ______________ Mayor's Signature ______________________ Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 21, 2025. _______________________________ City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 21st day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 21, 2025

A RESOLUTION AUTHORIZING THE PHASE 3 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $7,596,610 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this ___ day of October, 2025.

-SEAL-

____

Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for **Phase 3 Lead Service Line Replacement EFC Drinking Water Project 19604** includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	LSL Phase 3 (EFC DW19604)	30	$9,336,373	$1,739,763 BIL LSLR grant award*	$7,596,610
	TOTAL		$9,336,373		$8,207,174

* NYS DOH award letters dated 3/29/24 and 12/16/24 regarding BIL-LSLR funding (Bipartisan Infrastructure Law Lead Service Line Replacement), EFC DWSRF Project No. 19604 Lead Service Line Replacement (Phase 3). Such letters notify the City of eligibility for an award of up to $7,596,610 in LSLR interest free financing.

EXTRACT OF MINUTES
(Lead Service Line Zone 2 Round 1 of Phase 3 EFC DW19784)
R-25-76

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 21, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by ______________________, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember_________________________, seconded by Councilmember_______________________, to wit;

BOND RESOLUTION DATED OCTOBER 21, 2025

A RESOLUTION AUTHORIZING THE ZONE 2 ROUND 1 OF PHASE 3 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $3,540,102 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. The Zone 2 Round 1 of Phase 3 lead service line replacement project, including is hereby authorized at an aggregate estimated maximum cost of $11,800,339 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 109 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 30 years.

SECTION 2. It is hereby determined that the aforesaid purposes described above constitute Type II Actions as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which have been determined under SEQR not to have a significant impact on the environment.

SECTION 3. The City plans to finance a portion of the total cost of said purpose by the issuance of serial bonds of the City in an amount not to exceed $3,540,102, hereby authorized to be issued therefor pursuant to the Local Finance Law. The remaining portion of the cost is expected to be paid from the proceeds of a BIL grant in the amount of $8,260,237.

SECTION 4. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 5. The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds shall be applied to reimburse the City for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 6. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on said bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on said bonds becoming due and payable in such year. To the extent not paid from other sources, there shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Commissioner of Finance, the Chief Fiscal Officer of the City. The Commissioner of Finance is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial

bonds, and the Chamberlain is hereby authorized to affix the corporate seal of the City to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 8. The Commissioner of Finance is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and, to the extent applicable, to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 9. The Commissioner of Finance is further authorized, in his discretion, to execute a project financing and loan agreement and any other agreements with the New York State Environmental Facilities Corporation and/or the New York State Department of Environmental Conservation and/or the New York State Department of Health, and amendments thereto, and to take such actions and execute such documents as may be necessary to provide for the financing or refinancing of the specific object or purpose set forth herein, or a portion thereof, by one or more notes or bond issues of the City and the sale of such issues to the New York State Environmental Facilities Corporation or its designee pursuant to the New York State Revolving Fund Program.

SECTION 10. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money; or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with;

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(3) Such obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City and hereby designated as the official newspaper of the City for such publication.

SECTION 12. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution No. R25-______ was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson	VOTING ____
Councilmember Earnest Henry	VOTING ____
Councilmember Evan Menist	VOTING ____
Councilmember Terriciena Brown	VOTING ____
Councilmember Nathan Shook	VOTING ____
Councilmember Ondie James	VOTING ____
Councilmember Christopher Grant	VOTING ____
Councilmember Nedra Patterson Thompson	VOTING ____
Councilmember Sakima McClinton	VOTING ____

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: Council Action: Roll call vote taken: Yes ___ No ___ Ayes __ Nays __ Abstain __ Absent __ Approved by Mayor on _______________ Mayor's Signature ________________________ Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 21, 2025. _________________________________ City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 21st day of October, 2025 and entitled:

BOND RESOLUTION DATED OCTOBER 21, 2025

A RESOLUTION AUTHORIZING THE ZONE 2 ROUND 1 OF PHASE 3 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $3,540,102 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this ___ day of October, 2025.

-SEAL-

____
Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for **Lead Service Line Replacement Zone 2 Round 1 of Phase 3 EFC Drinking Water 19784** includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	LSL Zone 2 Roune 1 of Phase 3 (EFC DW19784)	30	$11,800,339	$8,260,237 BIL LSLR grant award*	$3,540,102
	TOTAL		$11,800,339		$3,540,102

* NYS DOH award letter dated 12/16/24 regarding BIL-LSLR funding (Bipartisan Infrastructure Law Lead Service Line Replacement), EFC DWSRF Project No. 19784 Lead Service Line Replacement (Zone 2 Round 1 of Phase 3). Such letters notify the City of eligibility for an award of up to $3,540,102 in LSLR interest free financing.

1EXTRACT OF MINUTES
(Supplemental Resolution for Lead Service Line Inventory Phase 1 EFC DW19402)
R-25-77

A regular meeting of the Common Council of the City of Poughkeepsie, Dutchess County, New York was convened in public session at the Council Chambers, City Hall, Poughkeepsie, New York on October 21, 2025 at 6:30 o'clock p.m., local time.

The meeting was called to order by **______________________**, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da’Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciena Brown
Councilmember Nathan Shook
Councilmember Ondie James
Councilmember Christopher Grant
Councilmember Nedra Patterson Thompson
Councilmember Sakima McClinton

ABSENT:

The following persons were ALSO PRESENT:

Interim Commissioner of Finance Joseph Vita

The following resolution was offered by Councilmember**_________________________**, seconded by Councilmember**_______________________**, to wit;

SUPPLEMENTAL BOND RESOLUTION DATED OCTOBER 21, 2025

AMENDING AND SUPPLEMENTING A RESOLUTION AUTHORIZING THE LEAD SERVICE LINE INVENTORY PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $453,300 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

WHEREAS, the City of Poughkeepsie, Dutchess County, New York (the “City”) has previously approved Bond Resolution No. 25-35 dated April 15, 2025 regarding Lead Service Line Inventory Project (the “Bond Resolution”) authorizing the issuance of serial bonds for the purposes described therein in the aggregate principal amount not to exceed $453,300; and

NOW THEREFORE BE IT RESOLVED, by the Common Council of the City of Poughkeepsie, Dutchess County, New York (the "City") (by the favorable vote of not less than two-thirds of all of the members of the Common Council) as follows:

SECTION 1. Section 1 of the Bond Resolution is hereby amended and supplemented to read as follows:

> SECTION 1. The Phase I lead service line inventory project is hereby authorized at an aggregate estimated maximum cost of $2,453,300 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 109 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is 30 years.

SECTION 2. It is hereby determined that the above purpose constitutes a Type II action as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which has been determined under SEQR not to have a significant impact on the environment.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

Councilmember at Large Da'Ron Wilson VOTING ____
Councilmember Ernest Henry VOTING ____
Councilmember Evan Menist VOTING ____
Councilmember Terriciena Brown VOTING ____
Councilmember Nathan Shook VOTING ____
Councilmember Ondie James VOTING ____
Councilmember Christopher Grant VOTING ____
Councilmember Nedra Patterson Thompson VOTING ____
Councilmember Sakima McClinton VOTING ____

The foregoing resolution was thereupon declared duly adopted.

Submitted to Council: Council Action: Roll call vote taken: Yes __ No ___ Ayes __ Nays __ Abstain __ Absent __ Approved by Mayor on _______________ Mayor's Signature _______________________ Yvonne Flowers	I hereby certify the foregoing to be a true and correct copy of a Resolution duly adopted at a regular meeting of the Common Council held October 21, 2025. ___________________________________ City Chamberlain

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting Chamberlain of the City of Poughkeepsie, Dutchess County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the Common Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Common Council held on the 21st day of October, 2025 and entitled:

SUPPLEMENTAL BOND RESOLUTION DATED OCTOBER 21, 2025

AMENDING AND SUPPLEMENTING A RESOLUTION AUTHORIZING THE LEAD SERVICE LINE INVENTORY PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $453,300 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Common Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the Common Council) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this ___ day of October, 2025.

-SEAL-

____
Jamar Cummings
City Chamberlain

Executive Summary–Not a part of the Resolution

This Resolution for **Lead Service Line Inventory Phase 1 EFC Drinking Water 19402** includes:

Purpose	Capital Budget Items	PPU (Max. Period for Financing)	Total Cost	Other Funds	Bonds Authorized
Section 1:	LSL Inventory Phase I (EFC DW19402)	30	$2,453,300	$2,000,000 BIL LSLR grant award*	$453,300*
	TOTAL		$2,453,300		$453,300

* NYS DOH award letter dated 3/29/24 regarding BIL-LSLR funding (Bipartisan Infrastructure Law Lead Service Line Replacement), EFC DWSRF Project No. 19402 Lead Service Line Inventory. Such letter notifies the City of eligibility for an award of up to $453,300 in LSLR interest free financing.

ORDINANCE AMENDING §13-269 OF CHAPTER 13 OF THE CITY OF POUGHKEEPSIE CODE OF ORDINANCES ENTITLED “MOTOR VEHICLES AND TRAFFIC”

(O-25-05)

INTRODUCED BY COUNCILMEMBER SHOOK, MENIST, BROWN, JAMES AND GRANT:

BE IT ORDAINED, by the Common Council of the City of Poughkeepsie, as follows:

SECTION 1: §13-269 is hereby amended by the following modification:

Section 13-158 -Handicapped parking areas designated.

Upon the erection of signs giving due notice thereof, the following areas shall be designated as part of the Handicapped parking areas.

<u>Market St., East side, starting 45 feet North of the intersection with Cannon St., for 25 feet (1 Space).</u>

SECTION 2: This Ordinance shall take effect immediately.

SECONDED BY COUNCILMEMBER ______________________________________:

ADDITIONS denoted by **<u>Underlining and Bold</u>**

ORDINANCE AMENDING §9-11(h)
OF CHAPTER 9 OF THE CITY OF POUGHKEEPSIE
CODE OF ORDINANCES
ENTITLED "GARBAGE, TRASH AND WEEDS"

(O-25-06)

INTRODUCED BY COUNCILMEMBER SHOOK, MENIST, BROWN, JAMES AND GRANT:

BE IT ORDAINED, by the Common Council of the City of Poughkeepsie, as follows:

SECTION 1: §9-11(h) is hereby amended by the following modification:

(h) The civil penalty assessed pursuant to the notice of violation, if no hearing is requested pursuant to this section, or as modified or sustained by the hearing officer, if a hearing is requested and held, ~~shall be recoverable in a civil action in court by the Corporation Counsel, together with costs and disbursements. When the Corporation Counsel obtains a judgment in an action under this section, in addition to the appropriate methods of enforcement for judgments established in the Civil Practice Law and Rules, such judgments for civil penalties~~ shall constitute a lien against the affected property and shall be filed with the Commissioner of Finance, within one year from the ~~entry of judgment~~ **the date assessed (if no hearing is requested), within one year from the hearing officer's determination or within one year after a decision of the Supreme Court upholding the penalty by Article 78, whichever is later**, and the total amount thereof shall be added to and become a part of the next **available** annual assessment roll for the affected property at the time and in the manner prescribed by the Charter of the City and subject to all the provisions thereof.

SECTION 2: This Ordinance shall take effect immediately.

SECONDED BY COUNCILMEMBER ____________________________________:

ADDITIONS denoted by **Underlining and Bold**

Section 9-11. Recovery of civil penalty. [Ord. of 11-7-1994, § 7; Ord. of 5-13-2002, § 2]

(a) Whenever the Superintendent of Public Works or the Sanitation Inspector determines that there has been a violation, or that there are reasonable grounds for belief that there has been a violation of any provision of this chapter, the Superintendent of Public Works or the Sanitation Inspector shall give notice of such violation or violations and an order to pay a civil penalty as prescribed herein to the person or persons responsible for such violation or violations. Such notice shall be in writing and shall specify the alleged violation. Such notice shall be served upon the persons responsible for the violation or violations, who may be the owner, occupant, operator or agent of a dwelling as the case may require, in accordance with the requirements hereinafter set forth.

(b) Such notice shall be deemed to be properly served upon such person, owner, agent, occupant or operator if a copy is served upon such person, owner, agent, occupant or operator personally; or if a copy thereof is sent by certified mail, return receipt requested, to the last known address of such person; or if a copy is posted in or on a conspicuous place in or on the building affected by the notice and a copy of said notice is mailed by certified mail, return receipt requested, on the same day as posted to the person, owner, agent, occupant or operator; or such other method of service authorized by the Civil Practice Law and Rules of the State of New York. Such notice shall inform the person to whom it is directed of his right to apply for a hearing as provided in this section. **[Amended by Ord. No. O-17-7, 10/2/2017, § 2]**

(c) Following receipt of the notice of violation with notice of right to a hearing, the person responsible for such violation shall have 10 days from the date of the notice to request a hearing, in the manner provided herein. In the event that said person fails to request said hearing as so provided, (s)he shall be deemed to have waived his right to a hearing and to any further administrative remedies, and the determination of the Superintendent of Public Works or the Sanitation Inspector shall be deemed final and conclusive. **[Amended by Ord. No. O-17-7, 10/2/2017, § 2]**

(d) Any person affected by any notice of violation issued in connection with the enforcement of any provisions of this article or of any rule or regulations adopted pursuant thereto may request and shall be granted a hearing before a hearing officer to be appointed by the City Administrator, provided that such person shall file, within 10 days of the date of the notice of violation, in the office of the Superintendent of Public Works, a written request for such hearing, setting forth a brief statement of the grounds therefor, designating the person and his/her address upon whom orders may be served and setting forth the reasons why such notice of violation should be modified or withdrawn, on a form as provided by the Superintendent of Public Works. If this request is filed within such ten-day period, no action to collect the civil penalty shall be taken while the hearing is pending.

(e) Upon receipt of a request for a hearing, the Superintendent of Public Works or the Sanitation Inspector shall set a time and place for such hearing and shall give the applicant at least 10 days' written notice thereof. Such hearing shall commence not later than 30 days after the date on which the request was filed; however, hearings may be postponed by the hearing officer beyond such thirty-day period for good and sufficient reason. At such hearing, the applicant or his/her representative shall be given an opportunity to show cause why such notice of violation should be withdrawn. The applicant shall be entitled to be represented by legal counsel of his/her choosing at such hearing and to cross-examine all witnesses against him.

(f) After a hearing held in accordance with this section, and on consideration of the evidence presented, the hearing officer shall sustain, modify or withdraw the notice. If the notice of violation is sustained or modified, such final determination shall be deemed a final order and shall be served on the parties. The hearing officer shall keep a written summary of testimony and a copy of every notice or order, records of appearances, findings of fact and final determination, and such record shall be maintained as a public record. Stenographic minutes or an electronic recording of every hearing shall be made, as determined by the hearing officer, and filed in the offices of the Public Works Department. Such recording or minutes shall be made available to any person requesting the same upon payment of a reasonable charge for copying pursuant to law. A copy shall be furnished to the appellant upon request, free of charge.

(g) Any person or party aggrieved by an order of the hearing officer may seek to have such order reviewed by the Supreme Court in the manner prescribed by Article 78 of the Civil Practice Law and Rules.

(h) The civil penalty assessed pursuant to the notice of violation, if no hearing is requested pursuant to this section, or as modified or sustained by the hearing officer, if a hearing is requested and held, shall be recoverable in a civil action in court by the Corporation Counsel, together with costs and disbursements. When the Corporation Counsel obtains a judgment in an action under this section, in addition to the appropriate methods of enforcement for judgments established in the Civil Practice Law and Rules, such judgments for civil penalties shall constitute a lien against the affected property and shall be filed with the Commissioner of Finance, within one year from the entry of judgment, and the total amount thereof shall be added to and become a part of the next annual assessment roll for the affected property at the time and in the manner prescribed by the Charter of the City and subject to all the provisions thereof.