



The City of Poughkeepsie New York

Common Council Meeting Minutes

Tuesday, October 21, 2025

6:30 PM

Common Council Chambers

**Welcome to the regularly scheduled Meeting of the City of Poughkeepsie
Common Council the date is October 21, 2025, and the time is 6:31pm**

I. ROLL CALL

8 Present, 1 Excused (Councilmember Patterson Thompson)

II. REVIEW OF MINUTES

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

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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

1. Common Council Meeting of October 7, 2025

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

IV. PRESENTATIONS OF PETITIONS AND COMMUNICATIONS:

1. **FROM POLICE CHIEF RICH WILSON**, a presentation regarding crime data and statistics collected from police patrols in the City of Poughkeepsie.

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

****Presentation Packets can be found at the end of the written minutes****

V. PUBLIC PARTICIPATION:

A motion to Suspend rules to allow 5 minute public comment was made by 3rd Ward Council Member Brown and seconded by 6th Ward Council Member Grant.

Motion to Suspend the Rules to allow 5 minute public comment - 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

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

Suprina Troche- 3 Delafield
Joe Troche- 3 Delafield St
Liz O'Raffity- 295 Mill Street
David Khot- 328 Main Street
Laurie Sandow- S Grand Ave*
Laura Belfiore- 300 Main Street
Doug Nobletti
Daniel Atonna- 116 College Ave

***Submitted written comments for the official record.**

A motion to Resume meeting rules was made by 3rd Ward Council Member Brown and seconded by 2nd Ward Councilmember Menist.

Motion to Resume the Rules - 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

VI. NEW & UNFINISHED BUSINESS & ANNOUNCEMENTS:

VII. REPORTS OF COMMITTEES AND BOARDS:

VIII. CONSENT AGENDA: MOTIONS AND RESOLUTIONS:

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

Motion to Approve the Consent Agenda - Resolution R-25-73- 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

- 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

**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 CORPORATIONS 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.

IX. CONSENT AGENDA: ORDINANCES AND LOCAL LAWS:

X. ACTION AGENDA: MOTIONS AND RESOLUTIONS:

A motion to Suspend the rules to ask Deputy Commissioner of Finance, Karen Sorrell questions was made by 4th Ward Council Member Shook and seconded by 6th Ward Council Member Grant.



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No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

1. Common Council Meeting of October 7, 2025

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

IV. PRESENTATIONS OF PETITIONS AND COMMUNICATIONS:

1. **FROM POLICE CHIEF RICH WILSON**, a presentation regarding crime data and statistics collected from police patrols in the City of Poughkeepsie.

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

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V. PUBLIC PARTICIPATION:

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Motion to Suspend the Rules to allow 5 minute public comment - VOICE VOTE	
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No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

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

Suprina Troche- 3 Delafield
Joe Troche- 3 Delafield St
Liz O'Raffity- 295 Mill Street
David Khot- 328 Main Street
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***Submitted written comments for the official record.**

A motion to Resume meeting rules was made by 3rd Ward Council Member Brown and seconded by 2nd Ward Councilmember Menist.

Motion to Resume the Rules - 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

VI. NEW & UNFINISHED BUSINESS & ANNOUNCEMENTS:

VII. REPORTS OF COMMITTEES AND BOARDS:

VIII. CONSENT AGENDA: MOTIONS AND RESOLUTIONS:

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

Motion to Approve the Consent Agenda - Resolution R-25-73- 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

- 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

**RESOLUTION
(R-25-73)**

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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 :**

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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.

IX. CONSENT AGENDA: ORDINANCES AND LOCAL LAWS:

X. ACTION AGENDA: MOTIONS AND RESOLUTIONS:

A motion to Suspend the rules to ask Deputy Commissioner of Finance, Karen Sorrell questions was made by 4th Ward Council Member Shook and seconded by 6th Ward Council Member Grant.

Official Minutes of the Common Council Meeting of October 21, 2025

Motion to Suspend the Rules in order to Question Finance- 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

A motion to Resume meeting rules was made by 4th Ward Council Member Shook and seconded by 6th Ward Council Member Grant.

Motion to Resume the Rules- 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

A motion to Approve was made by 2nd Ward Councilmember Menist and seconded by 6th Ward Council Member Grant.

Motion to Approve the Action Agenda Resolutions R-25-74 through R-25-77- 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

****COPIES OF ALL BOND RESOLUTIONS ARE ATTACHED AT THE END OF THE WRITTEN MINUTES****

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. ACTION AGENDA: ORDINANCES AND LOCAL LAWS:

A motion to Approve was made by 4th Ward Council Member Shook and seconded by 6th Ward Council Member Grant.

Motion to Approve the Action Agenda: Ordinances & Local Laws - 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, 4th Ward Council Member Shook, Council Member At-Large Wilson, 8th Ward Councilmember McClinton
No/Nay:	None
Abstain:	None
Absent:	7th Ward Councilmember Patterson Thompson
Result:	Passed

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).

**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.

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

SECTION 2: This Ordinance shall take effect immediately.

SECONDED BY COUNCILMEMBER _____:

ADDITIONS denoted by Underlining and Bold

2. ***First Read:*** O-25-O6, Ordinance Amending §9-11(h) Of Chapter 9 of the City of Poughkeepsie Code of Ordinances Entitled “Garbage, Trash and Weeds”

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.

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.

XII. MAYOR'S COMMENTS:

Thank you, Chair.

Where do I start? So, information was brought up about, you know, informing residents, and I just want to remind people that we do have "The Buzz". We do ask people to sign up for "The Buzz" because we try to put as much information in there, not only about events that are happening, but also things that are happening throughout the city and some of our efforts and meetings that we're having to inform individuals about what's happening, especially with our DRI and any other initiatives that we're actually working on. I know the councilmembers that have ward meetings .. .I just asked, you know, if you would like me to come to a ward meeting, please let me know. Sometimes I don't know whether you want me there or not. Some residents have asked. What you know, are you, why don't you go to all the ward meetings, but that's not what it was for. So, if you want me there, just let me know. I'll be happy to come, you know, especially if you let me know well in advance. And, I have to say, councilmembers have been doing ward meetings, you're giving your flyers, you've been putting it in "The Buzz", it's been on social media. Sometimes people just don't come out. And when you have these town hall meetings, sometimes you get the same five or six people coming. So, people like to have these ward meetings that's near them in their area. So, I appreciate the fact that you know, many of you are doing that, having your ward meetings. I did think about having town hall meetings, but it's something we are discussing. But, also too, I want to make sure that it's sufficient because of the fact that, I mean I've held meetings before and you don't get that many people who come out, you know. But sometimes when we did our individual meetings for people where they have the problems, you seem to get a larger of that group coming out. So, I think maybe looking into having a meeting like they used to have back in the day where they had the Middle Main initiative and they had those meetings, maybe kind of bringing that back again and having meetings so that way the business owners in that area who are not going to the bid meetings would go to one of these meetings with councilmembers there to facilitate that. So, it's something to think about.

The other thing is too, yes, we do need to enforce parking, especially by 316 Main. So, we'll continue to have those conversations with the police. Also the police department, is having a Trunk or Treat. I'm not sure if it came up earlier, tomorrow night from 4:30 to 7:00 pm over at 505 Main. So, if you're available before you go to the - what is it? The Meet the Candidates event, I think that's at six. If you have time, you know, to stop by there, show your support. Also, there was a comment that was mentioned about Tim McQueen. Tim McQueen was actually appointed to these committees and commissions before I got in here. I did reappoint him because he wanted to continue on. So he's not my puppet as it was brought up before. So, I want to clear the air on that one. The other thing is too, is that there was a letter that was written by Eric Baxter. I'm surprised about that letter because we continue to have conversations with him, well mainly with his father, about, you know, initiatives and development that is happening. I first saw that letter, it was a little while ago, maybe a month ago and apparently he wasn't really sure what the letter was being used for. So, we're going to have more conversations with him because I was surprised by it. When I saw that, and now that it's in public comment, I'm a little concerned about that as well.

Official Minutes of the Common Council Meeting of October 21, 2025

Considering all the efforts that we're doing to help businesses and development in the City of Poughkeepsie for that particular comment means it seemed like nothing's being done, which that is not correct whatsoever. Also, the initiatives that are happening on Main Street, you know, I know there's been a lot of complaints because in a particular area they're seeing more activity than they have seen before. But for many of us, and I keep bringing this up, is that before I came here and became mayor and I was a councilmember, Councilmember Grant and I were dealing with a situation far worse than this that was over by North White by Pershing and it didn't seem like we were getting very much help. And, honestly, you know, nothing against the previous administration, but no one really knew what to do. And, the only thing I know what to do at this point is not make it comfortable for people. So, when I got in here as mayor, we noticed that it was multiplying and it started spreading and it would end up by Kenny's. And we said enough is enough. And if you go on Main Street in that area, you are not seeing the same activity as you've seen before. So, the process is happening. It's just maybe not happening as fast as everyone wants it. But the thing is, is this is not a problem that did not happen overnight and it's not going to be solved overnight. We are working hard. The councilmembers are working hard, the police department is working hard. There are agencies out there that are there early in the morning to late in the evening that are working with individuals that are on Main Street. We're dealing with issues that are going on with the county by putting a shelter here. So we're trying to do everything we possibly can to try to mitigate some of the impact that's happening in the City of Poughkeepsie because of decisions that are being made by people that are beyond our control, even to the point that we're talking to state representatives as well. So if you really want to help us, then you reach out to your state representatives. Tell them to start opening their mouth as well, because they're representing the city and also, you know, people that are in higher up and the county officials. Everybody needs to raise their voices. You know, we cannot do this alone. So, I know, you know, people get upset about what things that are happening, but again, change is coming. We're working hard and I think it's going in the right direction. I know it's going in the right direction. I was in Beacon last week talking to a few people that were there, business owners there. One of them was BJ Restaurant. I had to go in there, stop in there and get my fish. And I talked where she's been there for, I think it was almost 40 years. I know it's almost 48 years. And she told me what Beacon went through. And Beacon was just as bad as Poughkeepsie, even worse to the point because it was smaller. And she mentioned about what the business owners had to do and putting gates and trying to stop people from sleeping in their doorways and what. And she said, and that now it's turned around and she believes Poughkeepsie's going to turn around too. And she said, guess what? Our people went to Beacon, you know. So she mentioned about some of the people that were causing problems in Beacon now, I mean, now it's in Poughkeepsie. So, you know, we just have to continue with our efforts, and because of some of us who have lived in wards where we have seen constantly, you know, crime and saw some of this stuff happening and we got together to do what we had to do and we saw a turnaround. So that's why I'm very optimistic about what's going to happen in the City of Poughkeepsie. And many of us know that we are not just sitting there and not doing anything. We're working hard. So, I understand the frustration, but I just want to make sure to put it out there that things are happening and we're working hard to make these changes. And I appreciate Laura for bringing that up and bringing the positivity because I went to the Bardavon - was it the Eleanor Roosevelt Banned Books Award? And, I mean, it was so many people that were there. And when they found out I was there, they're telling us about, you know, they enjoy being in Poughkeepsie. They went to dinner before they went to the awards because it started

Official Minutes of the Common Council Meeting of October 21, 2025

late. And then I went to the Civic Center, went to the hockey game over the weekend with the Hudson Valley Reapers. If you ever get a chance, please go to one of their games. And people talk about coming into the City of Poughkeepsie and they're talking about the positive things that are here. So, you know, we need to start thinking about that as well.

You know, as we're, you know, going through our efforts and trying to improve things, they have to continue to talk about the positive things. Because a lot of positive things have happened in the city of Poughkeepsie, especially over the summer. We saw those things that were happening. You know, the chief talked about how, you know, the shootings are going down. That's a result of not just their police work, but the community also and their work, you know, and with SNUG involved and all these other youth organizations working with our youth. I mean, we've all seen that. So the thing is we need to keep staying on that track and being positive and being more proactive, you know, and not being stuck in the fact of well, look what's happening here, you know. So we're gonna continue to work on on Main Street in the way that we do development with the DRI grant. We thank the governor for that initiative. That the fact that, you know, that's giving us another boost to be able to see that spark of improvement, you know, and with the BID coming together, you know, all these things are aligning to change Poughkeepsie. And so, instead of publicly coming out and talking about all the negative stuff, we need to start, you know, highlighting the positive things so people can invest. Because we'll shoot ourselves in the foot, keep talking about all the bad stuff happening. Every city got bad things going on. But we need to start highlighting some of the positive things that are going on as well, so that way people will see, you know what, I want to invest in Poughkeepsie and join in and help in Poughkeepsie, you know. So I'm just hoping that people would do that. I'm sorry, I didn't mean to keep going on like that.

But I also want to congratulate...there were a few people that were recognized at the Esperanza Dutchess County Hispanic organization. There were several people that were honored for their service in the community that's in the Hispanic community, and also the Dutchess County Interfaith Council. There were also individuals that were recognized last night for the amazing work that they're doing in the community. And so in "The Buzz", you'll hear more about that and the listing of those individuals.

I also want to congratulate the Poughkeepsie Children's Cabinet for the award that they received from the Wallace Foundation, which is a national philanthropic organization. And I mean that's a sum of about five or six million dollars that over a span of I think five or six years is going to come to the City of Poughkeepsie to help youth organizations really get to their full potential to be able to serve more kids so we have more out of school time for these children. And that is, I mean, was a big lift because of the fact that they were awarded...The Poughkeepsie Children's Cabinet was awarded this amount out of 1700 organizations or communities. So, it was a very highly competitive grant. So, I appreciate all the work The Children's Cabinet is doing. The Poughkeepsie [unintelligible] were all involved in that. So that's the work of us all. So you know, I'm very happy and very pleased about the work that they're doing.

We just came back from William Julius Wilson Institute at the Harlem Children's Zone's Power of Place Convening, and they talked about the Poughkeepsie Children's Cabinet. So we are getting national recognition on that platform where people are looking at Poughkeepsie now and

thinking about ways of how they're going to assist us so that way we can help our children and help their families be able to thrive in this city. So, I'm really happy of all the work that's being done from us all so that way people are recognizing that and realize that we need help. So, as we're putting applications out there for certain grants and what they notice that, hey, wait a minute, I heard about them. Poughkeepsie's doing their thing. So I think that's something that we should all be proud of the work that we're doing, and that people are recognizing that and willing to reward our efforts and help us out. So, you can all pat yourself on the back for that one.

I think that's it. I'm just gonna stop. I got a whole list that I can start going through. But I think that that's it. Read "The Buzz", you'll get more in "The Buzz".

XIII. CHAIRMAN'S COMMENTS AND PRESENTATIONS:

Thank you, Mayor.

Like you just said, I just want to, you know, piggyback off of that. But before I even get into that, I'm gonna start, I'm gonna end.

Thank you to the BID.

Thank you to the police department.

Thank you to Europa and all your team for doing all the work with this, all the initiatives that are developing through, even with the purpose build and all that. You came right in and you jumped right in. You know, we had some conversations and you just took the bull by the head and just really ran into all the things that are helping improving the City of Poughkeepsie. So, we thank you and your team and of course, the board for the BID.

Thank you to the police department and human capital [management], as Chief Wilson said, that was helping out and manning those... that data, because it's one thing people realize too, like, yeah, you can get all the software and technology, but if nobody's actually utilizing it or are there to man it. So [I] thank everybody for that as well.

Also want to say it was mentioned, please, people that keep saying, you know, hear about open meetings law, just check for yourself, look into open meetings law, you know, because you know, the reference that keeps saying that there's illegal stuff, as the mayor was just referencing, you know, when people are watching these meetings and stuff and hearing the negative or hearing false statements because open meetings law will speak specifically to countering half of the things that are being said that are illegal. Even if you do read open meetings law, what has been said is not even in there or not even presented from open meeting law. So, just so those that are watching or involved, you know, it's also thing that people, you know, once the city has been doing, I know it's shocking. It's very shocking.

I know it's amazing to some people that this current administration and this current council actually have been doing, not knocking anybody else or any past [council], but I know it's amazing and to see how much has been done in only two years. So, now it's just like, oh, we gotta find or figure out something else to complain about because we.....I mean, I know what I ran for. I know what most people... we said we were going to work on tenants and the housing. I

Official Minutes of the Common Council Meeting of October 21, 2025

think we - Councilman Menist has been here for six years. We did that. We talked about the seniors. We just passed...we changed the senior tax exemption. We talked about cleaning up Main Street somewhat. We, well, we know we didn't get here overnight, but it's definitely getting better. We talked about the veterans.

Chamberlain, didn't we changed the veteran code and gave some more things and we're still working on the veteran flags? So I know it, I know it's hard to believe that stuff is getting done and they want jam-packed agendas of just nonsensical stuff. But when you're doing the job and you're working together, this is an example. This is an example of what collaboration [*looks like*]. No one up here said they were perfect, because I don't think anybody's claimed that on their palm card or anything.

So, there's definitely going to be flaws with all of us or anything, but we have actually. I know it's amazing, and it's only been two years, people. I know people might think we've been here for a thousand years, but within two years in the first term of the mayor on this council, a lot of the things that people wanted to get done were getting done. Because I was pretty sure zoning got passed too. Right? Yeah, you know, I'm pretty sure that we got Governor Hochul to come down and give us another DRI, right? That happened too, right? I mean, I might be confused. You know, I seen the.... I saw the parks around the City of Poughkeepsie, the majority of them are cleaned up too, or they're brand new. Now we can't help. I mean, we didn't know, you know, we don't have a bubble over Poughkeepsie, so we can't stop people that say, oh, this is a great place to get services and come here. We can't stop that because it's..that's.. it's a negative in one aspect because we're seeing it, but the positive that everybody wants to come here because we got the services. So, you know, those types of things is what we have to really start focusing on.

And we and we talk about the children's cabinet. Even they're...so, we the Children's Zone Power Place is where they convene communities across the nation, not just Poughkeepsie. They have a map, they started out with maybe I think 40 people, they said, 40 communities. This last time they had over 800 communities. National, philanthropic, national urban housing development. Everyone talking about the same thing that we talked about - the cradle to career pipeline, the cradle to career wraparound services. And even the one of the top CEOs said, Poughkeepsie four years ago, I didn't even know nothing about it. Never even heard of it. He's from New York. He said, but through the efforts of Rob Watson Jr., the mayor of the city of Poughkeepsie, the past mayor, Rob Rolison, The Children's Cabinet, Poughkeepsie is on the map. It's not on the map for being negative, it's on the map because they're seeing and people are saying they want to invest to help us mitigate the majority of the issues that we've had. So we're at a point where people are actually saying, just like the Wallace people. I don't know about the mayor, but I was with her too. So many people came up to me like, "Congratulations, you guys got the Wallace, you know how great that is?". I started with walking around saying, "Yeah, I'm from Poughkeepsie" because that became - that was the buzz of the whole night. I'm not, I'm not making this up, people. The whole 800 people, we were on center stage, they even put up a video about Poughkeepsie. It was only one other community. Poughkeepsie was a video, and East Lake - East Cliff in Dallas, Texas, who's doing some of the same cradle to career work.

So, we have a lot of issues, of course, but some of the great things that we're doing is not really being spoken of, but we're doing the right thing, and it wouldn't be if without the collaboration,

Official Minutes of the Common Council Meeting of October 21, 2025

the working together and being able to see - even able to have respectful debates and everything. So I just want to thank the council, of course, city administration, and of course the mayor as well. And for those that see the buttons, these buttons is this are token on my behalf because the people always say thank you. So as you see, you will get these. Some people have already got them at your door, but I'll be trying to get around to or put them over at least thousands of families and just put this, and this is a City of Poughkeepsie on behalf of the Chair of Poughkeepsie, saying thank you to all of you. Thank you for coming out, thank you for all the support. Because we do hear a lot of the positive stuff when we're out in the community. Everybody knows this is canvassing time. So if you might not understand what canvassing is, every representative up here might not be at every single place. There's other people that are coming to support and do canvassing, hand out literature for them. So, it's they are representing the council and our elected officials or people that are running. That what is called canvassing season. So, and then even myself, I might have a certain area, so I might not go canvassing every area because I'm assigned a certain area just like the other council people. So I know people always say we don't see council members of that. But council members are where they can be when they can be as much as possible. We've got to remember there's so many things going on in the City of Poughkeepsie, it's very impossible for anybody to send all the great things because there is so many positive things going on. I commend the mayor all the time. I think she's at like, 10 events in one day. You know, and then you gotta remember some of the events you go to, you don't want to leave because they're so great, so it's hard to even leave sometimes because even the food, the karate, so you know, just because you don't see the council doesn't mean the council is not there. And sometimes we're there and people just don't know who we are. That... that I can speak for myself. I know I've been in some places and people talk to people, they don't know who who you are. And I don't want to go there to to shine and say, hey: "I'm the Chair of the City of Poughkeepsie". No, I'm here, I'm here as a regular person. I'm here just like everybody else. And that's one of the things that we all try to do. And we're all here. And like Councilman Henry said, we all live here. We all experience the same exact things. The same exact things up and down Main Street. Listen, I can name the... I eat at Nelly's, I eat at Hudson & Packard, I eat at the devil, the Handsome Devil, or all these different... Reason & Ruckus, I go there. So we're there, but we're not going there announcing who we are when we're going to support somebody's business and [when we] shop in the drugstore, shop in the hair store and City Drugs and stuff like that.

Councilmember Menist: I shop at City Drugs!

Chair Wilson: I get my incense from there, that's what I mean. But I'm pretty sure you don't go in there and say, "hey, I'm Councilman Menist, I just want to let you know I'm shopping here".

So just saying that to everybody watching at home once again, thank you very much. As everyone stated, this is also election season. Make sure you get out, no matter what. Get out and vote. That is a representation too. One of the things people talk about is not voting. Just remember that when he left, but that not voting caused 99 million people not to vote. There's 99 million people that did not vote in the last presidential election. Just remember that. It's nine, so when you vote, you're not voting, it still adds up. And that added up to some of the things that people are complaining about now. We had a No Kings Day, but 99 million people did not vote.

With that being said, thank you all.

XIV. ADJOURNMENT:

At 9:01pm a motion to adjourn the meeting was made by 3rd Ward Council Member Brown and seconded by 1st Ward Council Member Henry.

Dated: October 24, 2025

I hereby certify that this true and correct copy of the Minutes of the Common Council Meeting held on Tuesday, October 21, 2025.

**Respectfully submitted,
Donna M. DeLuca
Deputy City Chamberlain**

**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 Councilmember at Large Da'Ron Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terricena 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 Evan Menist, seconded by Councilmember Christopher Grant, 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.

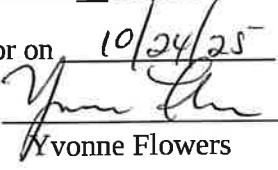
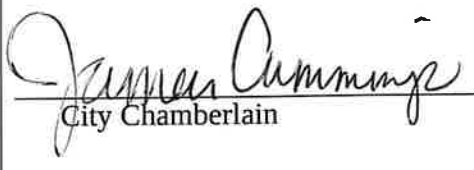
SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City 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. R25-74 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 Terriciensa 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 21, 2025 Council Action: Approved Roll call vote taken: Yes <u>X</u> No ____ Ayes 8 Nays ____ Abstain ____ Absent 1 Approved by Mayor on <u>10/24/25</u> Mayor’s Signature <u></u> 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. <u></u> City Chamberlain
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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

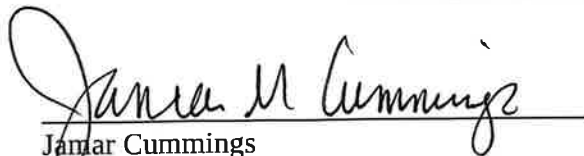
A RESOLUTION AUTHORIZING THE PHASE 2 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$8,207,174 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, 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 24th 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:

<u>Purpose</u>	<u>Capital Budget Items</u>	<u>PPU (Max. Period for Financing)</u>	<u>Total Cost</u>	<u>Other Funds</u>	<u>Bonds Authorized</u>
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 Councilmember at Large Da'Ron Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terricena 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 Evan Menist, seconded by Councilmember Christopher Grant, 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.

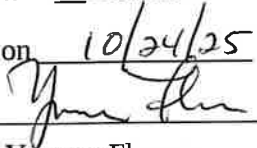
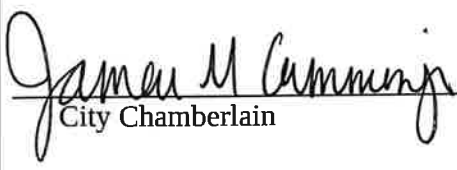
SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City 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. R25-75 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 Terriciens 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 21, 2025 Council Action: Approved Roll call vote taken: Yes <u>X</u> No ____ Ayes 8 Nays ____ Abstain ____ Absent 1 Approved by Mayor on <u>10/24/25</u> Mayor’s Signature <u></u> 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. <u></u> City Chamberlain
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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

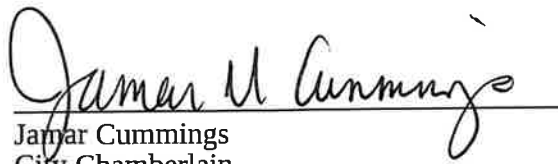
A RESOLUTION AUTHORIZING THE PHASE 3 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$7,596,610 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION OF THE COST THEREOF, 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 24th 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:

<u>Purpose</u>	<u>Capital Budget Items</u>	<u>PPU (Max. Period for Financing)</u>	<u>Total Cost</u>	<u>Other Funds</u>	<u>Bonds Authorized</u>
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 Councilmember at Large Da'Ron Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terricena 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 Evan Menist, seconded by Councilmember Christopher Grant, 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.

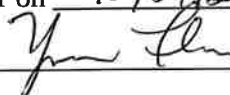
SECTION 11. The Chamberlain is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the Poughkeepsie Journal, being a newspaper having a general circulation in the City 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. R25-76 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 Terriciana 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 21, 2025 Council Action: Approved Roll call vote taken: Yes <u>X</u> No ____ Ayes 8 Nays ____ Abstain ____ Absent 1 Approved by Mayor on <u>10/24/25</u> Mayor’s Signature <u></u> 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. <u></u> City Chamberlain
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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

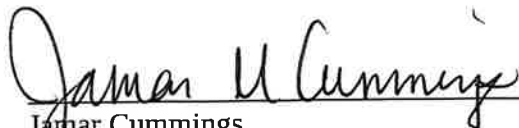
A RESOLUTION AUTHORIZING THE ZONE 2 ROUND 1 OF PHASE 3 LEAD SERVICE LINE REPLACEMENT PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$3,540,102 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION 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 24th 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:

<u>Purpose</u>	<u>Capital Budget Items</u>	<u>PPU (Max. Period for Financing)</u>	<u>Total Cost</u>	<u>Other Funds</u>	<u>Bonds Authorized</u>
Section 1:	LSL Zone 2 Roun 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 Councilmember at Large Da'Ron Wilson, and, upon roll being called, the following members were:

PRESENT:

Councilmember at Large Da'Ron Wilson
Councilmember Ernest Henry
Councilmember Evan Menist
Councilmember Terriciana 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 Evan Menist, seconded by Councilmember Christopher Grant, 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:

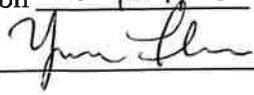
SECTION 1. The Phase I lead service line inventory project is hereby authorized at an aggregate estimated maximum cost of \$2,453,300 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 109 of paragraph a of Section 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	YES
Councilmember Ernest 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 21, 2025 Council Action: Approved Roll call vote taken: Yes <u>X</u> No ___ Ayes 8 Nays ___ Abstain ___ Absent 1 Approved by Mayor on <u>10/24/25</u> Mayor’s Signature <u></u> 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. <u></u> City Chamberlain
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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

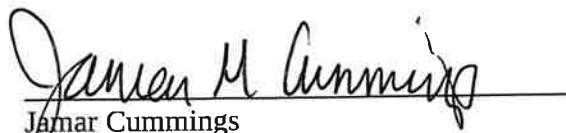
AMENDING AND SUPPLEMENTING A RESOLUTION AUTHORIZING THE LEAD SERVICE LINE INVENTORY PROJECT, AUTHORIZING THE ISSUANCE OF SERIAL BONDS OF THE CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$453,300 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE A PORTION 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 24th day of October, 2025.

-SEAL-

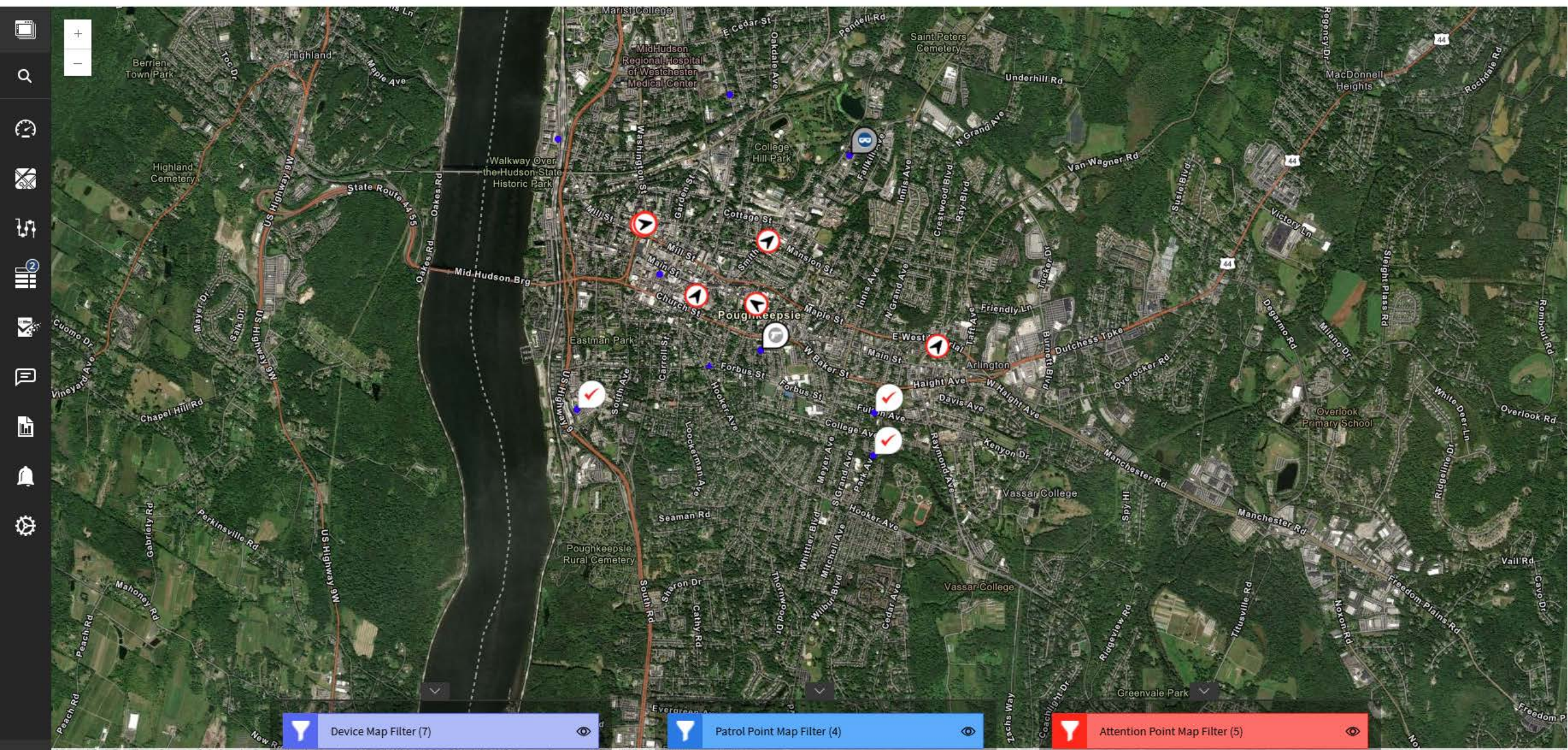

Jamar Cummings
City Chamberlain

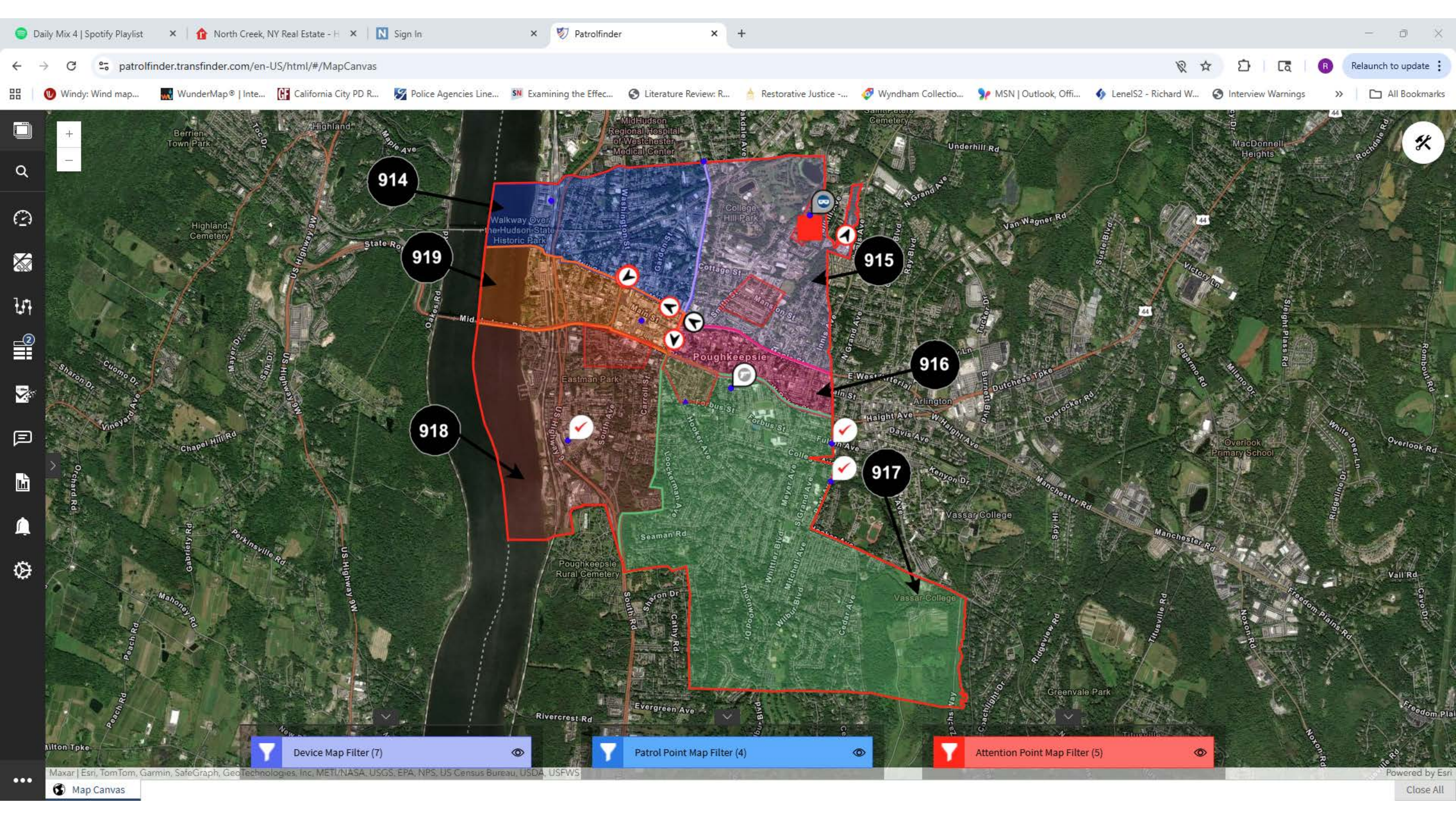
Executive Summary–Not a part of the Resolution

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

<u>Purpose</u>	<u>Capital Budget Items</u>	<u>PPU (Max. Period for Financing)</u>	<u>Total Cost</u>	<u>Other Funds</u>	<u>Bonds Authorized</u>
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

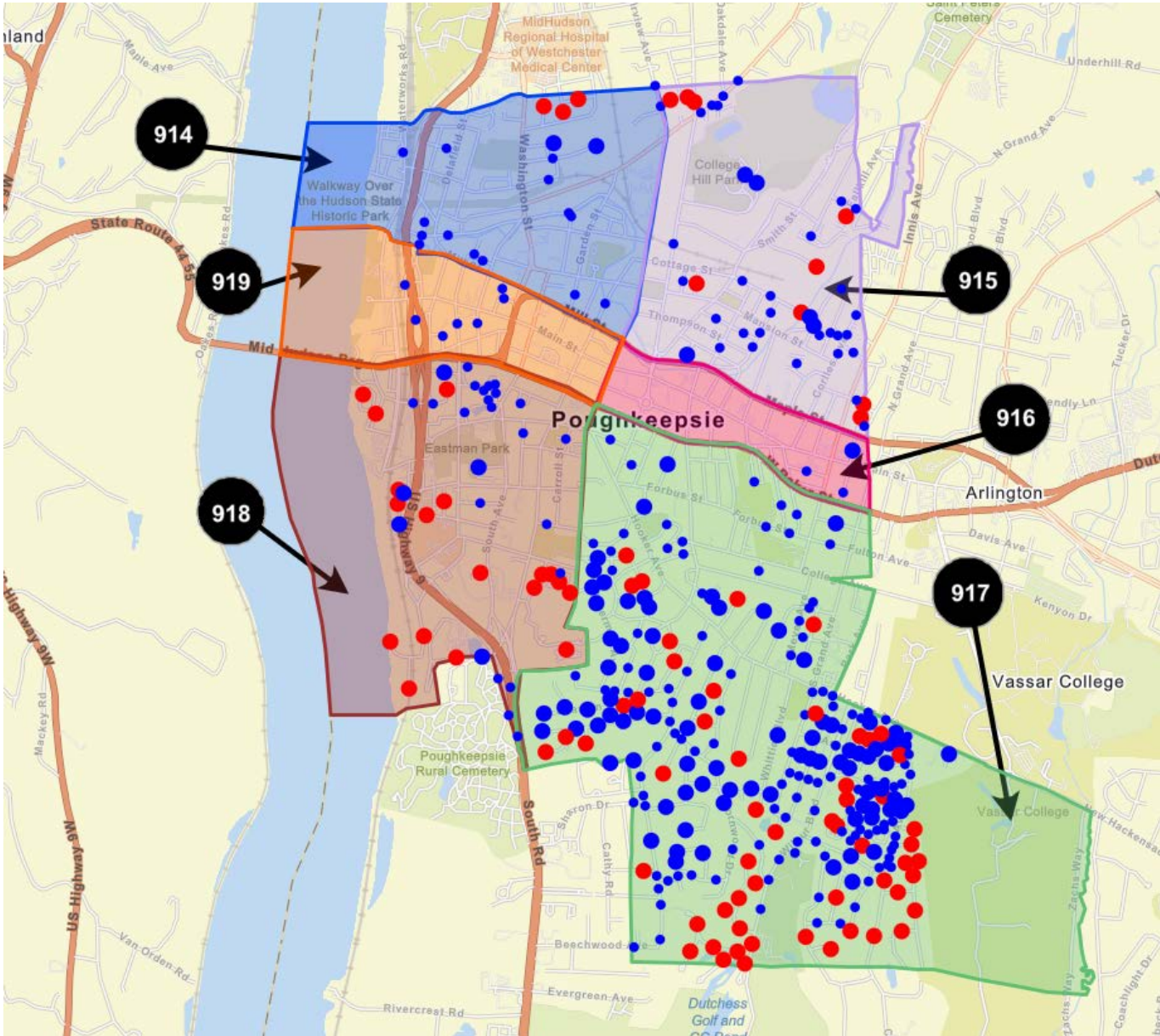
* NYS DOH award letter dated 3/29/24 regarding BIL-LSLR funding (Bipartisan Infrastructure Law Lead Service Line Replacement), EFC DWSRF Project No. 19402 Lead Service Line Inventory. Such letter notifies the City of eligibility for an award of up to \$453,300 in LSLR interest free financing.





City of Poughkeepsie, NY – Patrol Points by Zone (6/30/2025)

Zone 914	127
Zone 915	146
Zone 916	72
Zone 917	367
Zone 918	179
Zone 919	93
All	927



Zone 915

Date Range

5/13/2025 – 6/29/2025

Patrol Points

146

of days to 99%

10+ days

Goal Time

TBD

Patrol Zone	Date	Within 12 Hrs	Within 1 Day	Within 2 Days	Within 3 Days	Within 4 Days	Within 5 Days	Within 6 Days	Within 7 Days	Within 8 Days	Within 9 Days	Within 10 Days
915	5/13/2025	76%	79%									
915	5/14/2025	78%	90%	91%								
915	5/15/2025			90%	91%							
915	5/16/2025	73%	86%	86%	91%	92%						
915	5/17/2025	76%	88%	93%	93%	96%	97%					
915	5/18/2025	59%	73%	92%	95%	95%	97%	98%				
915	5/19/2025	60%	72%	84%	95%	95%	95%	97%	98%			
915	5/20/2025	68%	74%	82%	88%	95%	96%	96%	98%	98%		
915	5/21/2025	55%	70%	82%	86%	89%	96%	97%	97%	98%	98%	
915	5/22/2025	73%	82%	84%	90%	94%	95%	96%	97%	97%	98%	98%
915	5/23/2025	74%	84%	90%	90%	92%	95%	95%	96%	97%	97%	98%
915	5/24/2025	64%	84%	90%	92%	92%	93%	95%	96%	97%	97%	97%
915	5/25/2025	71%	78%	88%	90%	92%	92%	93%	95%	96%	97%	97%
915	5/26/2025	71%	77%	84%	90%	92%	93%	93%	93%	95%	96%	97%
915	5/27/2025	62%	69%	83%	87%	90%	92%	93%	93%	93%	95%	96%
915	5/28/2025	73%	79%	84%	90%	91%	94%	95%	96%	96%	96%	97%
915	5/29/2025	68%	84%	89%	90%	95%	95%	95%	96%	96%	96%	96%
915	5/30/2025	70%	79%	90%	93%	93%	96%	96%	97%	97%	97%	97%
915	5/31/2025	45%	79%	86%	95%	95%	95%	96%	96%	97%	97%	97%
915	6/1/2025	47%	66%	88%	92%	96%	96%	96%	97%	97%	97%	97%
915	6/2/2025	82%	84%	88%	93%	95%	97%	97%	97%	98%	98%	99%
915	6/3/2025	70%	80%	90%	91%	96%	98%	98%	98%	98%	99%	99%
915	6/4/2025	75%	84%	90%	95%	96%	98%	99%	99%	99%	99%	99%
915	6/5/2025	71%	73%	87%	91%	96%	97%	98%	99%	99%	99%	99%
915	6/6/2025	65%	85%	89%	92%	97%	97%	98%	99%	99%	99%	99%
915	6/7/2025	71%	82%	90%	93%	96%	97%	98%	98%	99%	99%	99%
915	6/8/2025	78%	86%	90%	92%	94%	96%	97%	98%	98%	99%	99%
915	6/9/2025	73%	81%	89%	92%	92%	94%	96%	97%	98%	98%	99%
915	6/10/2025	68%	79%	86%	90%	92%	93%	95%	97%	98%	99%	99%
915	6/11/2025	65%	72%	84%	87%	91%	93%	93%	95%	97%	98%	99%
915	6/12/2025	58%	68%	82%	87%	88%	92%	94%	94%	95%	97%	98%
915	6/13/2025	55%	64%	82%	86%	88%	89%	93%	95%	95%	95%	97%
915	6/14/2025	42%	73%	82%	88%	90%	91%	92%	96%	97%	97%	97%
915	6/15/2025	75%	75%	84%	91%	91%	92%	92%	93%	96%	97%	97%
915	6/16/2025	75%	76%	86%	90%	95%	95%	96%	96%	97%	97%	98%
915	6/17/2025	53%	71%	86%	90%	92%	95%	95%	96%	96%	97%	97%
915	6/18/2025	79%	85%	90%	92%	95%	95%	96%	96%	97%	97%	97%
915	6/19/2025	80%	84%	92%	93%	95%	96%	96%	97%	97%	97%	97%
915	6/20/2025	67%	71%	87%	93%	94%	95%	96%	96%	97%	97%	97%
915	6/21/2025	39%	64%	77%	88%	94%	95%	96%	96%	96%	97%	97%
915	6/22/2025	53%	64%	73%	79%	89%	94%	95%	96%	96%	96%	97%
915	6/23/2025	59%	62%	73%	77%	82%	91%	95%	95%	97%	97%	97%
915	6/24/2025	63%	75%	77%	80%	82%	86%	92%	95%	96%	97%	97%
915	6/25/2025	47%	70%	81%	83%	84%	85%	89%	92%	96%	97%	97%
915	6/26/2025	63%	64%	77%	83%	85%	86%	87%	91%	92%	96%	97%
915	6/27/2025	53%	69%	76%	82%	85%	87%	88%	89%	92%	93%	97%
915	6/28/2025	77%	83%	86%	86%	88%	89%	90%	90%	92%	93%	94%
915	6/29/2025	60%	75%	89%	91%	91%	91%	92%	93%	93%	93%	95%
Zone 915 Baseline Avg.	48	66%	76%	86%	89%	92%	94%	95%	96%	96%	97%	97%

<80% = [White] | 80% - 95% = [Yellow] | >95% = [Green]

Zone 915

Patrol Points

146

Goal Time

24

Patrol Zone	Date	Within 12 Hrs	Within 1 Day	Within 2 Days	Within 3 Days	Within 4 Days	Within 5 Days	Within 6 Days	Within 7 Days	Within 8 Days	Within 9 Days	Within 10 Days
915	5/13/2025	76%	79%									
915	5/14/2025	78%	90%	91%								
915	5/15/2025			90%	91%							
915	5/16/2025	73%	86%	86%	91%	92%						
915	5/17/2025	76%	88%	93%	93%	96%	97%					
915	5/18/2025	59%	73%	92%	95%	95%	97%	98%				
915	5/19/2025	60%	72%	84%	95%	95%	95%	97%	98%			
915	5/20/2025	68%	74%	82%	88%	95%	96%	96%	98%	98%		
915	5/21/2025	55%	70%	82%	86%	89%	96%	97%	97%	98%	98%	
915	5/22/2025	73%	82%	84%	90%	94%	95%	96%	97%	97%	98%	98%
915	5/23/2025	74%	84%	90%	90%	92%	95%	95%	96%	97%	97%	98%
915	5/24/2025	64%	84%	90%	92%	92%	93%	95%	96%	97%	97%	97%
915	5/25/2025	71%	78%	88%	90%	92%	92%	93%	95%	96%	97%	97%
915	5/26/2025	71%	77%	84%	90%	92%	93%	93%	93%	95%	96%	97%
915	5/27/2025	62%	69%	83%	87%	90%	92%	93%	93%	93%	95%	96%
915	5/28/2025	73%	79%	84%	90%	91%	94%	95%	96%	96%	96%	97%
915	5/29/2025	68%	84%	89%	90%	95%	95%	95%	96%	96%	96%	96%
915	5/30/2025	70%	79%	90%	93%	93%	96%	96%	97%	97%	97%	97%
915	5/31/2025	45%	79%	86%	95%	95%	95%	96%	96%	97%	97%	97%
915	6/1/2025	47%	66%	88%	92%	96%	96%	96%	97%	97%	97%	97%
915	6/2/2025	82%	84%	88%	93%	95%	97%	97%	97%	98%	98%	99%
915	6/3/2025	70%	80%	90%	91%		98%	98%	98%	98%	99%	99%
915	6/4/2025	75%	84%	90%	95%	96%	98%	99%	99%	99%	99%	99%
915	6/5/2025	71%	73%	87%	91%	96%	97%	98%	99%	99%	99%	99%
915	6/6/2025	65%	85%	89%	92%	97%	97%	98%	99%	99%	99%	99%
915	6/7/2025	71%	82%	90%	93%	96%	97%	98%	98%	99%	99%	99%
915	6/8/2025	78%	86%	90%	92%	94%	96%	97%	98%	98%	99%	99%
915	6/9/2025	73%	81%	89%	92%	92%	94%	96%	97%	98%	98%	99%
915	6/10/2025	68%	79%	86%	90%	92%	93%	95%	95%	96%	96%	99%
915	6/11/2025	65%	72%	84%	87%	91%	93%	93%	95%	97%	98%	99%
915	6/12/2025	58%	68%	82%	87%	88%	92%	94%	94%	95%	97%	98%
915	6/13/2025	55%	64%	82%	86%	88%	89%	93%	95%	95%	95%	97%
915	6/14/2025	42%	73%	82%	88%	90%	91%	92%	96%	97%	97%	97%
915	6/15/2025	75%	75%	84%	91%	91%	92%	92%	93%	96%	97%	97%
915	6/16/2025	75%	76%	86%	90%	95%	95%	96%	96%	97%	97%	98%
915	6/17/2025	53%	71%	86%	90%	92%	95%	95%	96%	96%	97%	97%
915	6/18/2025	79%	85%	90%	92%	95%	95%	96%	96%	97%	97%	97%
915	6/19/2025	80%	84%	92%	93%	95%	96%	96%	97%	97%	97%	97%
915	6/20/2025	67%	71%	87%	93%	94%	95%	96%	96%	97%	97%	97%
915	6/21/2025	39%	64%	77%	88%	94%	95%	96%	96%	96%	97%	97%
915	6/22/2025	53%	64%	73%	79%	89%	94%	95%	96%	96%	96%	97%
915	6/23/2025	59%	62%	73%	77%	82%	91%	95%	95%	97%	97%	97%
915	6/24/2025	63%	75%	77%	80%	82%	86%	92%	95%	96%	97%	97%
915	6/25/2025	47%	70%	81%	83%	84%	85%	89%	92%	96%	97%	97%
915	6/26/2025	63%	64%	77%	83%	85%	86%	87%	91%	92%	96%	97%
915	6/27/2025	53%	69%	76%	82%	85%	87%	88%	89%	92%	93%	97%
915	6/28/2025	77%	83%	86%	86%	88%	89%	90%	90%	92%	93%	94%
915	6/29/2025	60%	75%	89%	91%	91%	91%	92%	93%	93%	93%	95%
915	6/30/2025	28%	71%	83%	90%	91%	91%	91%	92%	93%	93%	93%
915	7/1/2025	81%	86%	89%	90%	93%	94%	94%	94%	94%	94%	94%
915	7/2/2025	72%	81%	88%	90%	90%	93%	94%	94%	94%	94%	94%
915	7/3/2025	69%	81%	85%	89%	90%	91%	94%	94%	94%	94%	94%
915	7/4/2025	58%	96%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/5/2025	61%	86%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/6/2025	70%	99%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/7/2025	88%	94%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/8/2025	94%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/9/2025	95%	99%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/10/2025	88%	97%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/11/2025	88%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/12/2025	88%	98%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/13/2025	95%	99%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/14/2025	97%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/15/2025	97%	98%	100%	100%	100%	100%	100%	100%	100%	100%	100%
915	7/16/2025	90%	98%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Zone 915 Baseline Avg.	48	66%	76%	86%	89%	92%	94%	95%	96%	96%	97%	97%
Zone 915 Go Live Avg.	13	85%	97%	100%	100%	100%	100%	100%	100%	100%	100%	100%

<80% = [White] | 80% - 95% = [Yellow] | >95% = [Green]

**NO LOITERING
NO TRESPASSING
NO SOLICITING**

**VIOLATORS LOITERING TRESPASSING OR
SOLICITING IN OR AROUND THE BUILDING
PREMISES MAY BE ARRESTED BY THE**

CITY OF POUGHKEEPSIE POLICE DEPT.

**VIOLATORS WILL BE PROSECUTED TO THE
FULLEST EXTENT OF THE LAW!**



**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

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 25th 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.**



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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:

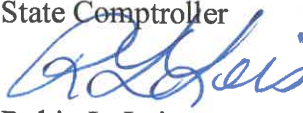
We have reviewed the signed and verified statement in relation to the Establishment of the Downtown Poughkeepsie Business Improvement District.

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


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 this amount, \$ 0 Debt is ltd to 7% of AFV of taxable property within dist:

RD



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 \$62 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 it 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.

Governance

Each BID is run by a non-for-profit organization 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 BID's 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.

DTP BID Steering Committee

Charles Musse

Business Owner, Queen City Lounge

Jim Sullivan

Property Owner, JSullivan Corporation

Lay Blumenfeld

Property Owners, Walkway Group/Chai Developers

Kenay Scarcini-Carson

Business Owner, Dulce Cakes and Confections

Michael DeCordova

Property Owner

Maryaugh Williams and Lillian Bruno

Property and Business Owners, Canvas and Clothier

Musse Beck

Business Owner, 1915 Wine Bar

Douglas Nobletti

Property Owner

Davina Thomas

Business Owner, Goodnight Penny

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.

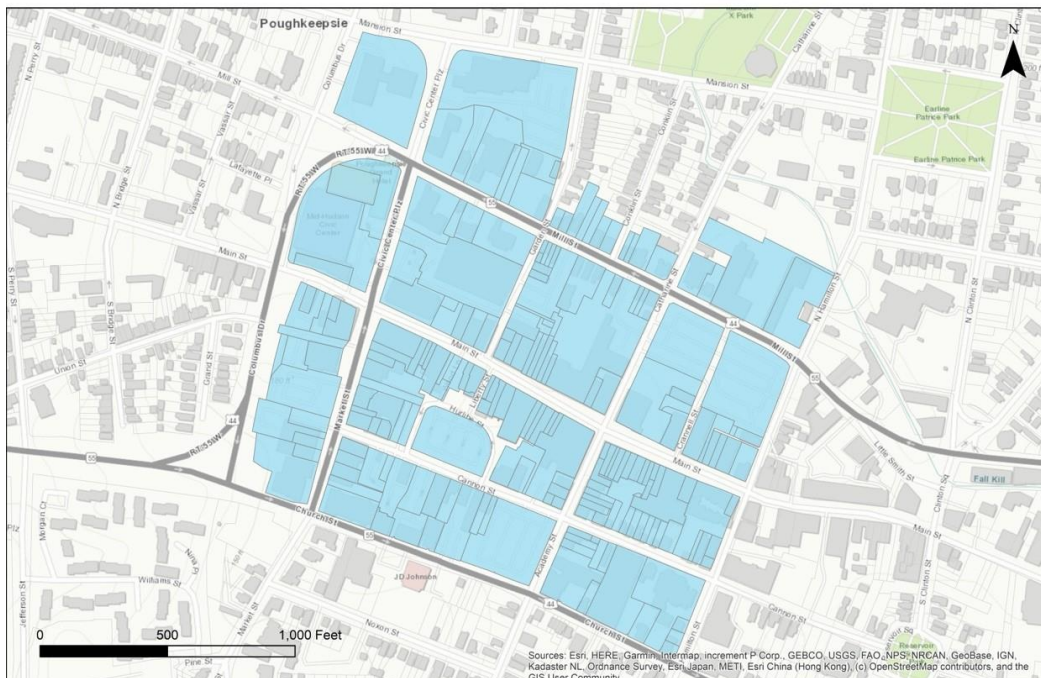
SOUTHERN BOUNDARY

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.

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 \$232,266¹. 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 BID's bottom line.

Grant Funding

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 \$40,000 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)	\$40,000
Event Sponsorship	\$15,000
Grants	\$15,000
Optional Tenant Membership	\$12,500
TOTAL PROJECTED INCOME	\$122,500

Projected 2024 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	\$282,266

INDITORS

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.

Proposed Annual Expenditure Breakdown

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.

ADMINISTRATIVE		
	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. Fees, Costs, Utilities	\$5,000
		\$150,000
BAITATION		
	Equipment/Supplies	\$10,000
	Seasonal Decor	\$12,500
	Flowers/Plants	\$12,500
		\$35,000
BUSINESS RELATION		
	Printing/Publishing	\$7,000
	B2B Networking	\$2,500
	District Advertising	\$5,000
		\$14,500
SATISFACTION		
	Ambassador Program	\$35,000
	Cameras & Equipment	\$15,000
	Needs Assessment	\$10,000
		\$60,000
DISTRICT IDENTIFICATION		
	Branding Campaign	\$5,000
	Asset Management	\$2,500
		\$7,500
TOTAL INCOME		\$222,000
TOTAL ANNUAL BUDGET		\$222,500

TIMELINE OF IMPLEMENTATION

December 2024 – BID Resolution Passes Common Council

February 2025 – BID Assessment Plan Approved by NYS Comptroller

February 2025 – BID District Codified in City Law

March 2025 – Begin Formation of DMA & BID Bylaws/Structure

March 2025 – BID Assessment Included in Tax Bills

April– August 2025 – BID Administrative Startup

September – October 2025 – BID Operational Startup

October–December 2025 – BID Directors Election

January 2026 – First Annual Meeting; Board Election

January 2026 – 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 in 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. President: 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;

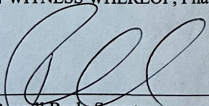
RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take any and all actions necessary or desirable to carry out the intent of this resolution.

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

An aerial photograph of a city, likely Detroit, showing a dense urban landscape with numerous buildings, streets, and green spaces. The image is overlaid with the text 'DT PK' in large, bold, black letters. The 'D' and 'P' are on the left, and the 'T' and 'K' are on the right. The letters are semi-transparent, allowing the city scene to be seen through them. The background shows a mix of residential and commercial buildings, with a prominent church spire visible in the center-right. The overall tone is bright and clear, suggesting a sunny day.

**DT
PK**

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

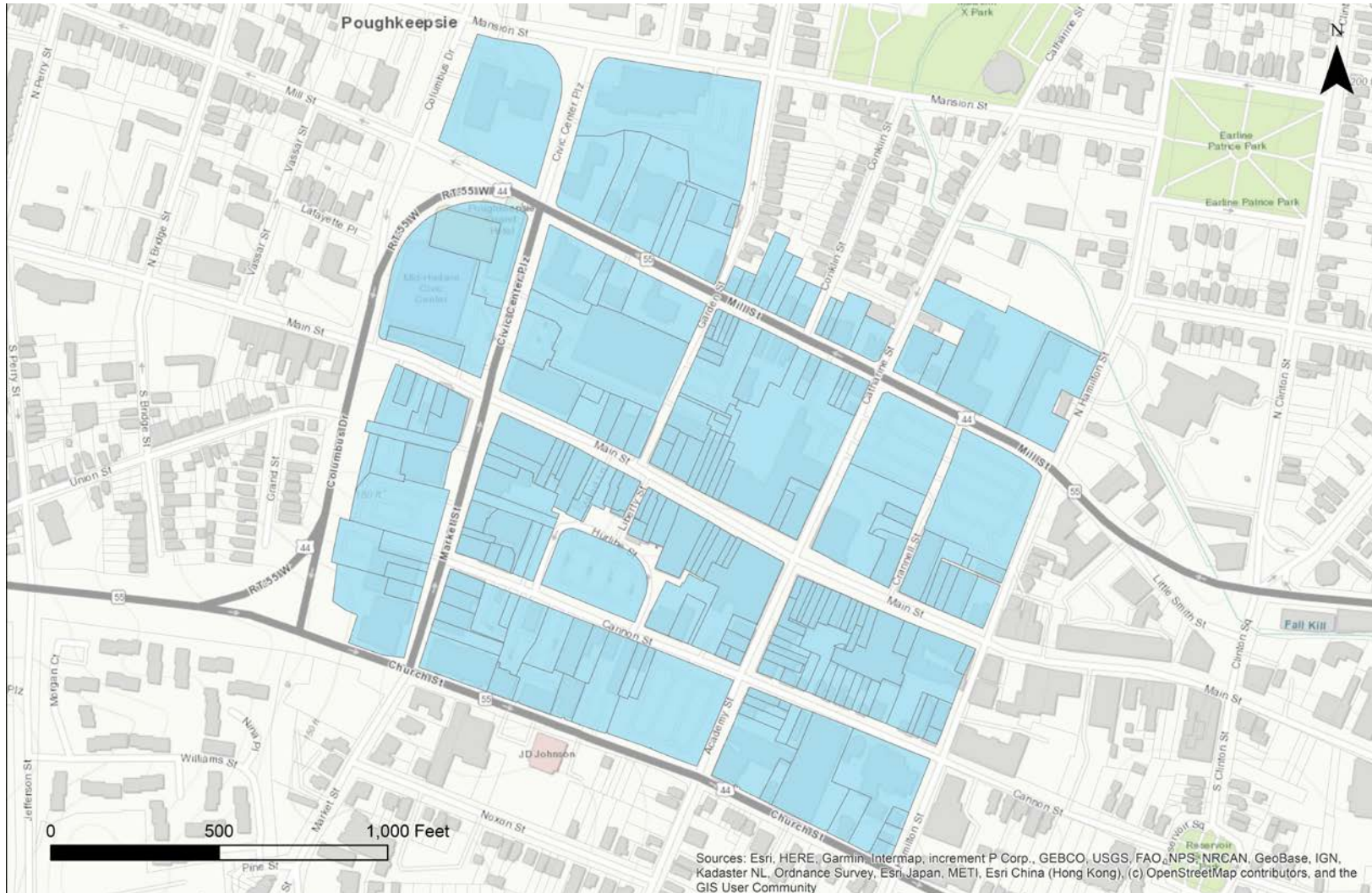
June 2025

- 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

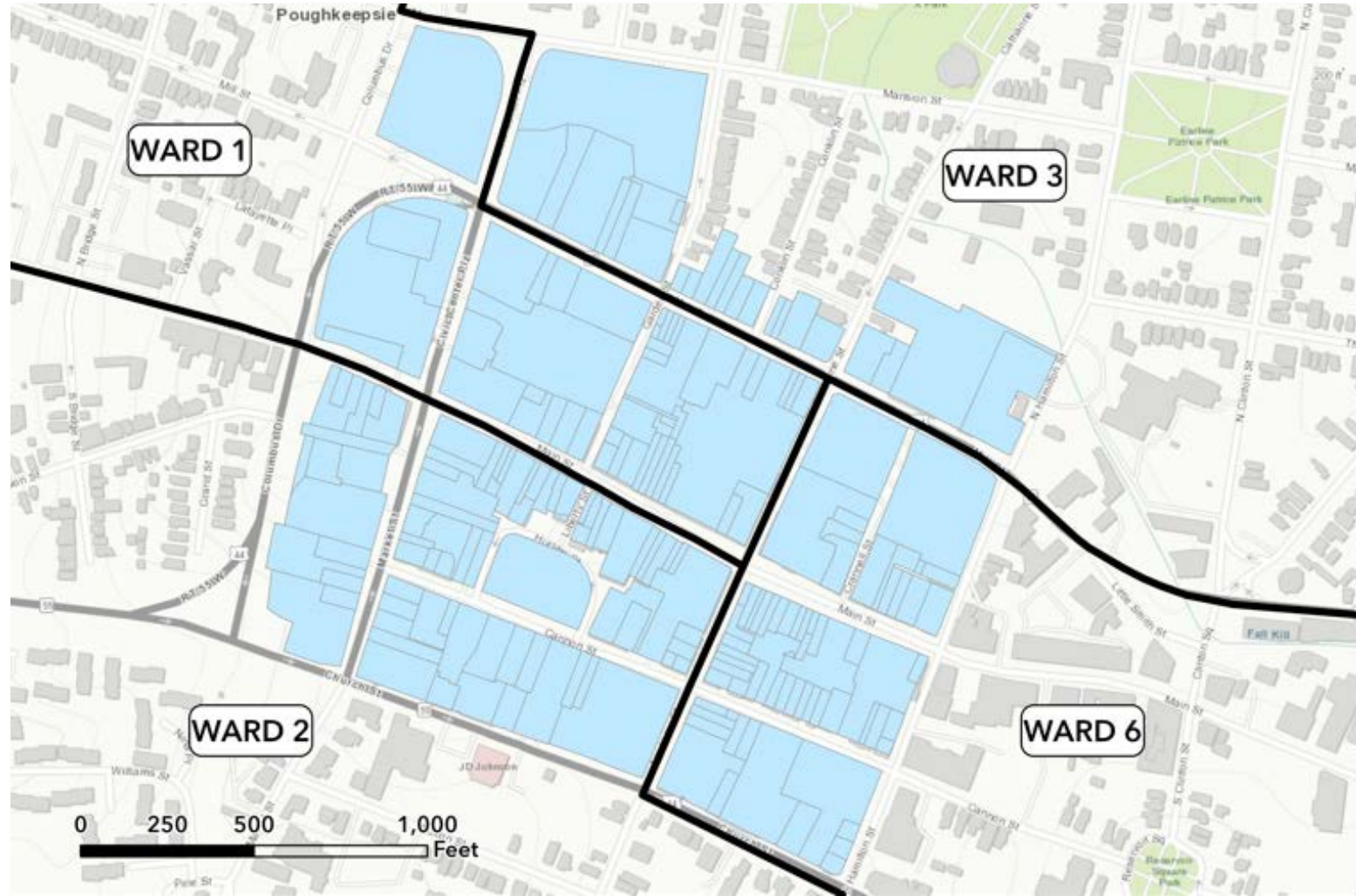
Laura Belfiore

Property Owner and Business Owner, Curio Cabinet of the Hudson Valley

PENDING CITY REPRESENTATIVES

Common Council – Mayor – Finance Commissioner

CITY WARD MAP & BID DISTRICT BOUNDARIES



LEARN MORE + GET IN TOUCH

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