

Date: January 12, 2022

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened electronically to reduce the risk of COVID-19 spread by the Chairperson Pro-Tem of the Agency and held on Wednesday, January 12, 2022, at 6:30 p.m. at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601, the following members of the Agency were:

Present:

Absent:

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the adoption of a mission statement of the Agency.

The following resolution was duly moved and seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE
ADOPTION OF THE AGENCY MISSION STATEMENT**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the "Act"), the **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Act authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City of Poughkeepsie (the "City"), and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, the Agency has determined that the purposes of the Agency to, among other things, promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City would be furthered and enhanced by the adoption of a mission statement by the Agency.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Section 1. The Agency hereby adopts the Mission Statement of the City of Poughkeepsie Industrial Development Agency (the "Agency Mission Statement"), which Agency Mission Statement is set forth on Exhibit A annexed hereto.

Section 2. A copy of this Resolution and the Agency Mission Statement shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by or on behalf of the Agency with respect to such activities are hereby approved, ratified and confirmed.

Section 4. This resolution shall take effect immediately.

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EXHIBIT A

**Mission Statement of the City of Poughkeepsie Industrial Development Agency
(adopted January 12, 2022)**

[Attached]

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

I, the undersigned, Secretary of the City of Poughkeepsie Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the special meeting of the City of
Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained
therein, held on January 12, 2022, with the original thereof on file in my office, and that the same is a true
and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the
whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to
the public and the news media in accordance with the New York Open Meetings Law, constituting
Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due
notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present
throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and
effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this
___ day of January, 2022.

By: _____
Secretary

Date: January 12, 2022

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened electronically to reduce the risk of COVID-19 spread by the Chairperson Pro-Tem of the Agency and held on Wednesday, January 12, 2022, at 6:30 p.m. at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601, the following members of the Agency were:

Present:

Absent:

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the adoption of a statement of the roles and responsibilities of the members of the Agency.

The following resolution was duly moved and seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE
ADOPTION OF THE STATEMENT OF THE ROLES AND
RESPONSIBILITIES OF THE MEMBERS OF THE AGENCY**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the "Act"), the **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Act authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City of Poughkeepsie (the "City"), and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, the Agency has determined that the purposes of the Agency to, among other things, promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City would be furthered and enhanced by the adoption by the Agency of a statement of the roles and responsibilities of the members of the Agency.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby adopts the Statement of the Roles and Responsibilities of the Members of the City of Poughkeepsie Industrial Development Agency (the "Statement of Roles and Responsibilities"), which Statement of Roles and Responsibilities is set forth on Exhibit A annexed hereto.

Section 2. A copy of this Resolution and the Statement of Roles and Responsibilities shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by or on behalf of the Agency with respect to such activities are hereby approved, ratified and confirmed.

Section 4. This resolution shall take effect immediately.

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EXHIBIT A

**Statement of the Roles and Responsibilities of the Members of the City of Poughkeepsie Industrial
Development Agency
(adopted January 12, 2022)**

[Attached]

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

I, the undersigned, Secretary of the City of Poughkeepsie Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the special meeting of the City of
Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained
therein, held on January 12, 2022, with the original thereof on file in my office, and that the same is a true
and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the
whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to
the public and the news media in accordance with the New York Open Meetings Law, constituting
Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due
notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present
throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and
effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this
___ day of January, 2022.

By: _____
Secretary

Date: January 12, 2022

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened electronically to reduce the risk of COVID-19 spread by the Chairperson Pro-Tem of the Agency and held on Wednesday, January 12, 2022, at 6:30 p.m. at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601, the following members of the Agency were:

Present:

Absent:

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the adoption of the by-laws of the Agency.

The following resolution was duly moved and seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE
ADOPTION OF THE BY-LAWS OF THE AGENCY**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the "Act"), the **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Act authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City of Poughkeepsie (the "City"), and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, the Agency has determined that the purposes of the Agency to, among other things, promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City would be furthered and enhanced by the adoption of the by-laws of the Agency.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority plus one (1) of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby adopts the By-Laws of the City of Poughkeepsie Industrial Development Agency (the "By-Laws"), which By-Laws are set forth on Exhibit A annexed hereto.

Section 2. A copy of this Resolution and the By-Laws shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by or on behalf of the Agency with respect to such activities are hereby approved, ratified and confirmed.

Section 4. This resolution shall take effect immediately.

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EXHIBIT A

By-Laws of the City of Poughkeepsie Industrial Development Agency

[Attached]

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

I, the undersigned, Secretary of the City of Poughkeepsie Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the special meeting of the City of
Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained
therein, held on _____, 2022, with the original thereof on file in my office, and that the
same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein
and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to
the public and the news media in accordance with the New York Open Meetings Law, constituting
Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due
notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present
throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and
effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this
___ day of _____, 2022.

By: _____
Secretary

Date: January 12, 2022

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened electronically to reduce the risk of COVID-19 spread by the Chairperson Pro-Tem of the Agency and held on Wednesday, January 12, 2022, at 6:30 p.m. at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601, the following members of the Agency were:

Present:

Absent:

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the adoption of the Agency's Performance Goals for 2022.

The following resolution was duly moved and seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE
ADOPTION OF THE AGENCY'S PERFORMANCE GOALS
FOR 2022.**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the "Act"), the **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Act authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City of Poughkeepsie (the "City"), and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, the Agency has determined that the purposes of the Agency to, among other things, promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City would be furthered and enhanced by the adoption of a mission statement by the Agency; and

WHEREAS, the Agency is required to annually adopt performance goals for the upcoming fiscal year and to annually review the Agency's performance for the immediately preceding fiscal year measured and evaluated against the Agency's performance goals for such preceding fiscal year; and

WHEREAS, the proposed performance goals for fiscal year 2022, as set forth in Exhibit A to this resolution (the "2022 Performance Goals"), have been presented to the Agency at this meeting for its consideration and approval,

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby adopts the 2022 Performance Goals.

Section 2. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by or on behalf of the Agency with respect to such activities are hereby approved, ratified and confirmed.

Section 4. This resolution shall take effect immediately.

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

I, the undersigned, Secretary of the City of Poughkeepsie Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the regular meeting of the City of
Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained
therein, held on January 12, 2022, with the original thereof on file in my office, and that the same is a true
and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the
whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to
the public and the news media in accordance with the New York Open Meetings Law, constituting
Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due
notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present
throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and
effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this
_____ day of January, 2022.

By: _____
Secretary

IDA 2022 PERFORMANCE GOALS

1. Retain businesses and grow number of jobs and wage levels in the City of Poughkeepsie.
2. Promote and maximize business and residential density citywide.
3. Accelerate development and maximize density in the City core.
4. Increase industrial/commercial development especially on the North side of the City.
5. Increase business and commerce around Walkway, with a focus on Parker Avenue, to capture visitor tax revenue.
6. Optimize tax incentives to maximize development while minimizing tax revenue loss.

Date: January 12, 2022

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Present:

Absent:

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to authorizing the execution and delivery of a contract with RBT Certified Public Accountants. to provide certain professional independent auditor services in connection with the preparation of the independent audited annual financial statements of the Agency.

The following resolution was duly moved and seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING
THE EXECUTION AND DELIVERY OF A CONTRACT WITH
RBT CERTIFIED PUBLIC ACCOUNTANTS FOR CERTAIN
PROFESSIONAL INDEPENDENT AUDITOR SERVICES IN
CONNECTION WITH THE PREPARATION OF THE
INDEPENDENT AUDITED FINANCIAL STATEMENTS OF
THE AGENCY AND RELATED DOCUMENTATION AND THE
FUNDING AND EXPENDITURE OF THE COST OF SUCH
CONTRACT AND THE APPROPRIATION FROM THE
BUDGET OF THE AGENCY OF THE COST OF SUCH
CONTRACT.**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the "Act"), the **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency has determined that in order to comply with its legal obligations under applicable New York law, it is necessary to engage an independent accounting and auditing firm for the purposes of auditing the books and records of the Agency and prepare the annual financial statements and related documentation of the Agency for its fiscal year 2021 (collectively, the "Independent Professional Services"); and

WHEREAS, the Agency has determined that the firm of RBT Certified Public Accountants (the "Firm") possesses the requisite expertise, experience, reputation and staffing to competently and professionally undertake and complete the Independent Professional Services on a timely basis and in accordance with all applicable laws and professional standards and principles.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby approves and authorizes the payment of the Invoices.

Section 2. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Agency has the authority, and it is desirable and in the public interest for the Agency, to enter into a contract with the Firm; and

(c) The contract with the Firm, and the performance by the Firm of the Independent Professional Services thereunder is authorized by the Act and will be in furtherance of the policy of the

State of New York as set forth therein and of the Agency's obligations thereunder and under the other applicable provisions of New York law ; and

(d) The funds for the payment of the amount due from the Agency with respect to the contract with the Firm are available in the Agency's 2022 budget.

Section 3. In consequence of the foregoing, the Agency hereby agrees to enter into a contract with the Firm for the purposes of obtaining the Independent Professional Services at an amount to be expended (and hereby authorized to be expended and appropriated from the Agency's 2022 budget) by the Agency thereunder to be determined by the Chairperson of the Agency but not in excess of available funds in the Agency's 2022 budget and upon such other terms and conditions as the Chairperson may determine to be necessary and appropriate, provided that such terms and conditions are consistent with the purposes and terms of this resolution.

Section 4. The Agency, acting by and through its Chairperson is hereby authorized to negotiate, execute and deliver such other agreements and documents, and to do all things, necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by or on behalf of the Agency with respect to the subject matter of this resolution are hereby approved, ratified and confirmed.

Section 5. This resolution shall take effect immediately.

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

I, the undersigned, Secretary of the City of Poughkeepsie Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the special meeting of the City of
Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained
therein, held on January 12, 2022, with the original thereof on file in my office, and that the same is a true
and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the
whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to
the public and the news media in accordance with the New York Open Meetings Law, constituting
Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due
notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present
throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and
effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this
____ day of _____, 2022.

By: _____
Secretary

Date: January 12, 2022

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened electronically to reduce the risk of COVID-19 spread by the Chairperson Pro-Tem of the Agency and held on Wednesday, January 12, 2022, at 6:30 p.m. at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601, the following members of the Agency were:

Present:

Absent:

After the meeting had been duly called to order, the Chairperson announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the payment of invoices presented to the Agency for payment.

The following resolution was duly moved and seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY APPROVING AND
AUTHORIZING THE PAYMENT OF INVOICES PRESENTED
TO THE AGENCY FOR PAYMENT**

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 304 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the "Act"), the **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Act authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of the inhabitants of the City of Poughkeepsie (the "City"), and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, the Agency has been presented with certain bills, statements and/or invoices for payment for services and/or goods provided to or for the benefit of the Agency as follows (collectively, "Invoices"):

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WHEREAS, the Treasurer has reviewed the Invoices and made such inquiry with respect thereto as he has determined to be necessary and appropriate; and

WHEREAS, the Treasurer has advised the Agency at the meeting at which these resolutions are presented for adoption of the identity, nature and amount of each such Invoice; and

WHEREAS, the Treasurer has recommended and approved the payment of the Invoices,

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby approves and authorizes the payment of the Invoices.

Section 2. The Commissioner of Finance for the City of Poughkeepsie is hereby authorized and directed to immediately pay the Invoices.

Section 3. This resolution shall take effect immediately.

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

I, the undersigned, Secretary of the City of Poughkeepsie Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on January 12, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this
_____ day of January, 2022.

By: _____
Secretary