

Date: March 8, 2023

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened by the Chairperson of the Agency and held on Wednesday, March 8, 2023, 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: Vincent Pedi, Randy Johnson, Matthew Diggins, Rose Graziano-Moffett

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 policies**.

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

Voting Aye

Voting Nay

Vincent Pedi

Randy Johnson

Matthew Diggins

Rose Graziano-Moffett

**RESOLUTION OF THE CITY OF POUGHKEEPSIE  
INDUSTRIAL DEVELOPMENT AGENCY ADOPTING  
AND RE-ADOPTING CERTAIN RELATED POLICIES  
(AS DEFINED BELOW) OF THE CITY OF  
POUGHKEEPSIE INDUSTRIAL DEVELOPMENT  
AGENCY NECESSARY TO IMPLEMENT THE  
PROVISIONS OF THE PAAA AND THE ACT**

WHEREAS, by Title 1 of Article 18A 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 amended (collectively, the “**Act**”), the City of Poughkeepsie Industrial Development Agency (the “**Agency**”) was created with the authority and power, among other things, to promote, develop, encourage and assist in the acquisition, construction, improvement, maintenance, equipping and furnishing of certain industrial, manufacturing, warehousing, commercial, research and recreation facilities as authorized by the Act in order to promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the City of Poughkeepsie, New York and of the State of New York and to improve their standard of living; and

WHEREAS, the New York State Legislature adopted the Public Authorities Accountability Act of 2005, as amended (the “**PAAA**”), designed to ensure that New York’s public authorities operate more efficiently, more openly, and with greater accountability; and

WHEREAS, the PAAA requires that the Agency adopt policies to comply with the provisions of the PAAA including: a Property Disposition Policy (the “**Property Disposition Policy**”); a Whistleblower Protection Policy (the “**Whistleblower Protection Policy**”); a Conflict of Interests Policy (the “**Conflict Policy**”); an Investment Policy (the “**Investment Policy**”); a Real Property Acquisition Policy (the “**Real Property Acquisition Policy**”); a Defense and Indemnification Policy (the “**Defense and Indemnification Policy**”); a Discretionary Funds Policy (the “**Discretionary Funds Policy**”); a Procurement Policy (the “**Procurement Policy**”); an Internal Control Policy (the “**Internal Control Policy**”); and a Compensation, Reimbursement and Attendance Policy (the “**Compensation, Reimbursement and Attendance Policy**”), and all the foregoing policies are collectively referred to herein as the “**Related Policies**”); and

WHEREAS, the Agency previously duly adopted the Related Policies, with the exception of its Property Disposition Policy, Property Acquisition Policy, Defense and Indemnity Policy and Compensation, Reimbursement and Attendance Policy which were adopted on March 20, 2019; and

WHEREAS, the PAAA requires that the Agency adopt and/or re-adopt its Related Policies annually; and

WHEREAS, to carry out the aforesaid purposes, the Agency has the power under the Act to do all things necessary to fulfill its obligations imposed by the Act and the PAAA.

NOW, THEREFORE, BE IT RESOLVED by the Agency as follows:

The Agency hereby finds and determines:

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

Re-adopting the Related Policies will allow the Agency to continue to operate in compliance with the Act and in compliance with the PAAA, and cause the Agency to operate more efficiently, openly and with greater accountability to the residents of the City of Poughkeepsie.

In consequence of the foregoing, the Agency hereby determines to re-adopt and adopt, as the case may be, (i) Property Disposition Policy, a copy of which is attached hereto as Exhibit A, (ii) the Whistleblower Protection Policy, a copy of which is attached hereto as Exhibit B and made a part hereof, (iii) the Investment Policy, a copy of which is attached hereto as Exhibit C and made a part hereof, (iv) the Conflict Policy, a copy of which is attached hereto as Exhibit D and made a part hereof, (v) the Real Property Acquisition Policy, a copy of which is attached hereto as Exhibit E and made a part hereof, (vi) the Defense and Indemnification Policy, a copy of which is attached hereto as Exhibit F and made a part hereof, (vii) the Discretionary Funds Policy, a copy of which is attached hereto as Exhibit G and made a part hereof, (viii) the Procurement Policy, a copy of which is attached hereto as Exhibit H and made a part hereof; (ix) the Internal Control Policy, a copy of which is attached as Exhibit I, and (x) the Compensation, Reimbursement and Attendance Policy, a copy of which is attached hereto as Exhibit J and made a part hereof.

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 the Agency with respect to such activities are hereby approved, ratified and confirmed.

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 meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 8, 2023, 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 8th day of March, 2023.



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Vincent Pedi, Secretary

Exhibit A

Property Disposition Policy

Exhibit B

Whistleblower Protection Policy

Exhibit C

Investment Policy

Exhibit D  
Conflict Policy



Exhibit E

Real Property Acquisition Policy

Exhibit F

Defense and Indemnification Policy

Exhibit G

Discretionary Funds Policy

Exhibit H

Procurement Policy

Exhibit I

Internal Control Policy

Exhibit J

Compensation, Reimbursement and Attendance Policy