

Date: February 9, 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 of the Agency and held on Wednesday, February 9, 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: Rose Graziano-Moffett; Colby Creedon; Randall Johnson; Vincent Pedi;
Matthew Diggins

Absent:

Recused:

Also Present: Ron Grosser; Daniel Birmingham

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to Section 14.1 of the Agency’s Lease and Project Agreements, in connection with providing a copy of all notices delivered to the Agency pursuant to such agreements also be delivered to the Agency’s current Bond Counsel Hawkins Delafield & Wood LLP.

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

Voting Aye

Voting Nay

Rose Graziano-Moffett
Colby Creedon
Randall Johnson
Vincent Pedi
Matthew Diggins

RESOLUTION OF THE CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING AND DIRECTING THAT A NOTICE BE SENT TO ALL PROJECT NOTICE PARTIES STATING THAT PURSUANT TO SECTION 14.1 OF THE AGENCY'S LEASE AND PROJECT AGREEMENTS, A COPY OF ALL NOTICES DELIVERED TO THE AGENCY PURSUANT TO SUCH AGREEMENTS ALSO BE DELIVERED TO HAWKINS DELAFIELD & WOOD LLP AND NOT TO THE AGENCY'S PRIOR BOND COUNSEL

WHEREAS, by Title 1 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 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, civic 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, in order to accomplish the purposes of the Act and to provide financial assistance to project applicants of the Agency, a straight-lease transaction is generally entered into between the Agency and the applicants and such straight-lease transactions include the preparation and execution of a lease and project agreement ("Lease and Project Agreement"); and

WHEREAS, each Lease and Project Agreement entered into between the Agency and applicants contain certain provisions with respect to notices, certificates and other communications between the parties of each Lease and Project Agreement and that such notices, certificates and other communications be in writing and be either delivered personally or sent by certified mail, return receipt requested, or delivered by any national overnight express delivery service addressed to the various parties of each Lease and Project Agreement; and

WHEREAS, heretofore Lease and Project Agreements provided that a copy of all notices delivered to the Agency also be delivered to the Agency's prior Bond Counsel, Harris Beach PLLC; and

WHEREAS, the Agency has since retained the firm of Hawkins Delafield & Wood LLP to serve as Bond Counsel to the Agency and now desires to notify the project notice parties of each active project of the Agency of such change in Bond Counsel,

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

Section 1. The Agency hereby authorizes and directs that a notice ("Notice") be sent to all active project notice parties stating that pursuant to Section 14.1 of the Agency's Lease and

Project Agreements, a copy of all notices delivered to the Agency pursuant to the agreements also be delivered to Hawkins Delafield & Wood LLP at the following address:

Hawkins Delafield & Wood LLP
7 World Trade Center
250 Greenwich Street-41st Floor
New York, New York 10007
Attn: Daniel G. Birmingham

and such Notice shall also advise each active project notice parties that the firm of Harris Beach, PLLC should no longer receive any further notices, certificates and other communications.

Section 2. This resolution shall take effect immediately.

[Remainder of Page Intentionally Left Blank]

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 February 9, 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 9th day of February, 2022.



By: _____
Secretary

