

Date: January 16, 2019

At a meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened by the Vice Chair of the Agency and held on Wednesday, January 16, 2019, 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: Melanie Vetter
 Randall Johnson, Sr.
 Nathan Shook
 Norman Smith

Absent:

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 authorizing the execution and delivery of a contract with RBT CPAs LLP 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

Ms. Vetter
Mr. Johnson
Mr. Smith
Mr. Shook

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING
THE EXECUTION AND DELIVERY OF A CONTRACT WITH
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 2018 (collectively, the "Independent Professional Services"); and

WHEREAS, the Agency has determined that the firm of RBT CPAs LLP (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

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(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 2018 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 2018 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 2018 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:

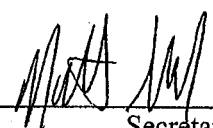
That I have compared the annexed extract of minutes of the special meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on January 16, 2019, with the original thereof on file in my office, and that the same is a true and correct 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 16th day of January, 2019.

By:  _____
Secretary