

Date: December 11, 2019

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened by the Vice Chair of the Agency and held on Wednesday, December 11, 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: Ms. Vetter  
Mr. Smith  
Mr. Johnson  
Mr. Shook

Absent: none

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 the approval of an amendment to the By-Laws of the Agency with respect to the appointment of an Executive Director and related matters

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

Voting Aye

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

Voting Nay

**RESOLUTION OF THE CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY REGARDING THE APPROVAL OF AN AMENDMENT TO THE BY-LAWS OF THE AGENCY WITH RESPECT TO THE APPOINTMENT OF AN EXECUTIVE DIRECTOR AND RELATED MATTERS**

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, pursuant to Section 858(5) of the Act, the Agency has heretofore adopted and amended certain by-laws for the management and regulation of its affairs (the "By-Laws") and

WHEREAS, pursuant to Section 858(7) of the Act, the By-Laws provide for the appointment by the Agency of certain officers and employees; and

WHEREAS, pursuant to Section 1 of Article V of the By-Laws, the Agency is required to appoint an Executive Director, which appointment may be by contract; and

WHEREAS, Section 2 of Article V of the By-Laws sets forth the duties and responsibilities of the Executive Director; and

WHEREAS, the Agency desires to amend the By-Laws for the purposes of making the appointment by the Agency of an Executive Director discretionary instead of mandatory; and

WHEREAS, the Agency further desires to amend the By-Laws for the purposes of providing for the exercise of the duties and responsibilities of the Executive Director by the Chair in the absence of an Executive Director or as a result of the inability of the Executive Director to perform such duties and responsibilities; and

WHEREAS pursuant to Section 11 of Article VIII of the By-Laws, notice of the meeting at which this resolution is to be considered for adoption, together with a copy of this resolution setting forth the proposed amendments to the By-Laws was given to all members of the Agency at least seven (7) days prior to the date of such meeting.

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

Section 1. The Agency hereby determines that amending the Agency's By-Laws as hereinbefore described constitutes a Type II Action pursuant to the New York State Environmental Quality Review Act, Article 8 of the New York State Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.1 et. seq., as amended.

Section 2. The Agency hereby amends the By-Laws as follows:

(a) Section 1 of Article V of the By-Laws captioned "Executive Director" is hereby amended in its entirety to read as follows: "The Agency may, from time to time at its sole discretion, appoint an Executive Director, which appointment may be by contract. The resolution or a contractual services agreement of the Agency shall set the terms and conditions of the Executive Director's employment and his or her annual compensation, if any."

(b) Section 2 of Article V of the By-Laws captioned "Duties and Responsibilities of the Executive Director" is hereby amended in part by adding the following sentence at the end thereof: "In the event an Executive Director is not appointed by the Agency, or in the event the position of Executive Director is vacant by reason of death, resignation or termination of appointment, or in the event the Executive Director appointed pursuant to Section 1 of this Article V is unable to carry out its duties and responsibilities by reason of his/her physical or mental incapacity, the duties and responsibilities shall, until such time (if any) as an Executive Director is appointed (or, in the case of physical or mental incapacity, until such time (if any) as the Agency, acting by and through the Chair, determines that such incapacity no longer exists or the Agency otherwise determines to terminate his/her appointment), be exercised by or at the direction of the Chair of the Agency."

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. The By-Laws, as amended pursuant to this resolution, shall be filed in the records of the Agency and posted on the website of the Agency and copies thereof otherwise made available to the public upon request.

Section 5. This resolution shall take effect immediately.

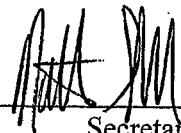
STATE OF NEW YORK            )  
  : SS.:  
COUNTY OF DUTCHESS        )

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

That I have compared the annexed extract of the minutes of the meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 11<sup>th</sup> day of December, 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.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 11<sup>th</sup> day of December, 2019.

  
\_\_\_\_\_  
Secretary