

Date: March 20, 2019

At a meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), held at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601 on Wednesday March 20, 2019, the following members of the Agency were:

Present: Ms. Vetter, Mr. Smith, Mr. Johnson, Mr. Shook

Absent: none

Recused: none

Also Present: Patrick Malgieri, Esq.

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 appointment of members of the Audit Committee, the Finance Committee and the Governance Committee of the Agency.

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

Voting Aye

Voting Nay

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

**RESOLUTION OF THE CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT
AGENCY REGARDING THE APPOINTMENT OF MEMBERS TO THE AUDIT
COMMITTEE, THE FINANCE COMMITTEE AND THE GOVERNANCE
COMMITTEE**

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 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 create an Audit Committee, a Finance Committee and a Governance Committee; and

WHEREAS, Article VI of the By-Laws of the Agency provides that the Agency shall have an Audit Committee, a Finance Committee, a Governance Committee, and such other Committees as the Board shall determine to be necessary and desirable; and

WHEREAS, in accordance with the foregoing, and in order to fully comply with the provisions of the PAAA, the Agency has determined to appoint the Members hereinafter set forth as members of the Audit Committee, Finance Committee, and Governance Committee of the Agency.

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

Section 1. 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) Designating and appointing the members of the Audit Committee, the Finance Committee and the Governance Committee will allow the Agency to continue to operate in compliance with the Act and the provisions of the PAAA, and cause the Agency to operate more efficiently, openly and with greater accountability to the residents of the City of Poughkeepsie.

Section 2. In consequence of the foregoing, the Agency hereby determines to designate and appoint Melanie Vetter, Nathan Shook, and Norman Smith, as members of the Audit Committee, except the Treasurer.

Section 3. In consequence of the foregoing, the Agency hereby determines to designate and appoint Melanie Vetter, Nathan Shook, Norman Smith and Randall Johnson, Sr., as members of the Finance Committee.

Section 4. In consequence of the foregoing, the Agency hereby determines to designate and appoint Melanie Vetter, Nathan Shook, Norman Smith and Randall Johnson, Sr., as members of the Governance Committee.

Section 5. 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.

Section 6. This resolution shall take effect immediately.

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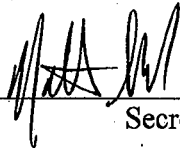
STATE OF NEW YORK)
 : SS.
COUNTY OF DUTCHESS)

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

That I have compared the annexed extract of the minutes of the meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 20th day of March, 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, as amended, that all members of said Agency had due notice of said meeting and that said meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 20th day of March, 2019.

By:  _____
Secretary