

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 officers of the Agency.

The following resolution was duly moved, 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  
APPOINTMENT OF OFFICERS**

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, Article IV of the By-Laws of the Agency provides that the Officers of the Agency's Board shall be a Chair, one (1) or more Vice Chairs, a Treasurer, a Secretary, and/or such other officers as the Board shall in its discretion determine; and

WHEREAS, in accordance with the foregoing, the Agency has determined to appoint the Members hereinafter set forth as Officers of the Board of Agency.

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

Section 1. Pursuant to Article IV of the By-Laws of the Agency, the Agency hereby elects and appoints Melanie Vetter, as Chair of the Agency, whose responsibilities shall be as set forth in Section 2 of Article IV of the By-Laws.

Section 2. Pursuant to Article IV of the By-Laws of the Agency, the Agency hereby elects and appoints Norman Smith, as Vice Chair of the Agency, whose responsibilities shall be as set forth in Section 3 of Article IV of the By-Laws.

Section 3. Pursuant to Article IV of the By-Laws of the Agency, the Agency hereby elects and appoints Randall Johnson, Sr., as Treasurer of the Agency, whose responsibilities shall be as set forth in Section 6 of Article IV of the By-Laws.

Section 4. Pursuant to Article IV of the By-Laws of the Agency, the Agency hereby elects and appoints Nathan Shook, as Secretary of the Agency, whose responsibilities shall be as set forth in the Section 4 of Article IV of the By-Laws.

Section 5. The foregoing Board Officers shall serve until the next Annual Meeting of the Agency and until the election and qualification of their respective successors.

Section 6. Pursuant to Article V of the By-Laws of the Agency, the Agency hereby elects and appoints the Chair of the Agency as Compliance Officer of the Agency, whose responsibilities shall be as set forth in Section 5 of Article V of the By-Laws. The Compliance Officer shall serve until the next Annual Meeting and at no compensation. All acts heretofore taken by the Compliance Officer with respect to such responsibilities as set forth in the By-Laws are hereby approved, ratified and confirmed.

Section 7. 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 8. This resolution shall take effect immediately.

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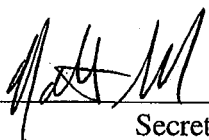
STATE OF NEW YORK            )  
  : SS.  
COUNTY OF DUTCHESS        )

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 20<sup>th</sup> 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 20<sup>th</sup> day of March 2019.

By:  \_\_\_\_\_  
Secretary