

Date: December 11, 2019

At a regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency") duly convened by the 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

Also Present: Mr. Malgieri

After the meeting had been duly called to order, the Chair announced that among the purposes of the special meeting was to consider and take action on certain matters pertaining to the portion of The O'Neill Group-Dutton, LLC project located at One Dutchess Avenue, City of Poughkeepsie, Dutchess County, New York consisting of the Non-Commenced Improvements

The following resolution was duly moved by Mr. Smith, seconded by Mr. Johnson, discussed and adopted with the following members voting:

Voting Aye
Ms. Vetter
Mr. Smith
Mr. Johnson
Mr. Shook

Voting Nay

RESOLUTION
(THE O'NEILL GROUP-DUTTON, LLC)

A regularly scheduled meeting of the City of Poughkeepsie Industrial Development Agency was duly convened by the Chair of the Agency on Wednesday, December 11, 2019.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON NOVEMBER 13, 2019 IN CONNECTION WITH THE APPLICATION OF THE O'NEILL GROUP-DUTTON, LLC (THE "COMPANY") FOR FINANCIAL ASSISTANCE IN THE FORM OF AN ABATEMENT OF REAL PROPERTY TAXES ("FINANCIAL ASSISTANCE") TO BE APPLICABLE ONLY THAT PORTION OF THE COMPANY'S PROJECT LOCATED AT ONE DUTCHESS AVENUE, CITY OF POUGHKEEPSIE, DUTCHESS COUNTY, NEW YORK CONSISTING OF THE NON-COMMENCED IMPROVEMENTS, AND (ii) REJECTING THE COMPANY'S APPLICATION FOR SUCH FINANCIAL ASSISTANCE

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 O'NEILL GROUP-DUTTON, LLC, a New York limited liability company or an entity formed or to be formed by or on behalf of the foregoing (the "Company"), previously submitted an application (the "Original Application") the Agency requesting the Agency enter into a transaction (the "Project") consisting of: (i) the Agency taking title, possession or control (by deed, lease, license or otherwise) of an approximately 9.13-acre parcel of vacant land commonly known as One Dutchess Avenue, City of Poughkeepsie, Dutchess County, New York, being more particularly identified as tap map parcel number 6062-59-766443-0000 (collectively, the "Land"); (ii) the construction on the Land of a mixed-use development facility containing approximately 300 residential units and approximately 13,800 square feet of commercial space (all contained within eight (8) buildings), a public walkway and a park providing riverfront access (all as more fully detailed in the Company's Original Application on file with the Agency) (the "Improvements"); and (iii) the acquisition and installation by the Company in and around the Land and the Improvements of items of equipment, machinery and other tangible personal property (the "Equipment"; and, together with the Land and Improvements, collectively, the "Facility"). Pursuant to resolutions duly adopted on January 19, 2017, the Agency authorized certain financial assistance for the benefit of the Company with respect to the Project solely in the form of (i) exemptions from sales and use taxes otherwise payable upon the purchase or lease of materials, furnishings, fixtures and

equipment, and other taxable personal property, and (ii) exemptions from mortgage recording taxes to the extent permitted by applicable law in connection with the acquisition, financing, construction financing and/or permanent financing, or any subsequent refinancing, of the costs of the acquisition, renovation, construction, reconstruction, refurbishing and equipping of the Facility but not including any exemption from or abatement of real property taxes; and

WHEREAS, the Company submitted an Application, dated October 14, 2019 (the "Application") and requested that the Agency provide financial assistance for the benefit of the Company in the form of an abatement of real property taxes in such amount in accordance with the Agency's Uniform Tax Exemption Policy as the Agency may determine in order to accomplish the purposes of the Project (the "Financial Assistance") with respect solely to that portion of the Project consisting of Improvements that have not yet been commenced, including any portion of four (4) buildings designated as Buildings E, F, G and H that have not yet been commenced (all the foregoing being collectively, the "Non-Commenced Improvements"); and

WHEREAS, the Agency had previously advised the Company that it would be afforded a one-time opportunity to submit, for consideration by the Agency, an application for the Financial Assistance but only in connection with that portion of the Project consisting of the Non-Commenced Improvements notwithstanding the Agency's duly adopted policy barring the provision of financial assistance to projects, such as the Project, that had already been commenced; and

WHEREAS, the Agency had also previously advised the Company that in the event (i) the Company did not indicate its intention to submit an application for the Financial Assistance for the Non-Commenced Improvements or submit such an application for the Financial Assistance for the Non-Commenced Improvements by certain specified dates, or if a resolution approving such an application and the grant of the Financial Assistance was not voted on or approved by the Agency by December 11, 2019, any future application that the Company may choose to make with respect to the Project would necessarily have to be with respect to the entire Project (and not solely with respect to the Non-Commenced Improvements) and would be subject to the terms of the policies adopted by the Agency and then in effect, including the Agency's policy barring the provision of financial assistance to projects already commenced; and

WHEREAS, the Application for the Financial Assistance was accepted for review and consideration by the Agency in accordance with and subject to the considerations as set forth in the two immediately preceding recital paragraphs; and

WHEREAS, pursuant to Section 859-a of the Act, on Wednesday, November 13, 2019, at 6:30 p.m., local time, at Common Council Chambers, Poughkeepsie City Hall, 62 Civic Center Plaza, 3rd Floor, Poughkeepsie, New York 12601, the Agency held a public hearing with respect to the Non-Commenced Improvements and the proposed Financial Assistance (the "Public Hearing") whereat interested parties, including representatives of the Company, were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, subsequent to the Public Hearing, the Agency expressed to the Company its concerns at the Agency's November 13th meeting regarding the accuracy and completeness of

certain of the information contained in the Application and in materials furnished by the Company to the Agency subsequent to the submission of the Application and requested that the Company furnish additional verifiable information regarding the Project as a whole and that portion of the Project consisting of the Non-Commenced Improvements; and

WHEREAS, in response to the Agency's request, the Company, on December 6, 2019, furnished certain additional information regarding the Project as a whole and that portion of the Project consisting of the Non-Commenced Improvements; and

WHEREAS, the Agency has reviewed the information provided in the Company's December 6th response and has determined that (i) the Company has failed to provide a response to certain of the information requested by the Agency, and (ii) certain of the information furnished by the Company as part of its December 6th response was not verified and was in conflict with certain information previously furnished by the Company to the Agency; and

WHEREAS, the Agency believes that the Application is, therefore, incomplete and otherwise fails to meet the requirements of the Agency.

NOW, THEREFORE, BE IT RESOLVED by the CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Rejection of Application. The Agency hereby determines that the Application is incomplete and otherwise fails to meet the requirements of the Agency. Accordingly, the Application is hereby rejected and the request for the provision of the Financial Assistance is hereby denied.

Section 2. 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 execute and deliver all such certificates, instruments and documents and to do all such acts and things 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.

Section 3. These Resolutions 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:

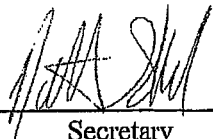
That I have compared the annexed extract of minutes of the meeting of the City of Poughkeepsie Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on December 11, 2019, with the original thereof on file in my office, and that the same is a true and correct 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 12th day of December, 2019.



Secretary