

A regular meeting of the Dutchess County Local Development Corporation, having offices at Three Neptune Road, Poughkeepsie, New York, was convened in public session on May 13, 2020 at 8:10 a.m., local time. Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1, as extended, suspending certain requirements of the Open Meetings Law, the meeting was held electronically via webinar with teleconference access made available to the public, instead of a public meeting open for the public to attend in person.

The meeting was called to order by the Chairman, with the following members being:

**PRESENT:** Timothy Dean, Chairman  
Mark Doyle, Vice Chairman  
Alfred D. Torreggiani  
Donald R. Sagliano  
Ronald J. Piccone, II

**ABSENT:** Kathleen M. Bauer, Secretary/ Treasurer  
Stacey M. Langenthal

**ALSO PRESENT:** Sarah Lee, Executive Director  
Marilyn Yerks, Chief Financial Officer  
Donald Cappillino, Counsel  
Elizabeth A. Cappillino, Counsel

On motion duly made by Alfred D. Torreggiani, and seconded by Donald R. Sagliano, the following resolution (the "**Resolution**") was placed before the members of the Dutchess County Local Development Corporation:

**RESOLUTION OF THE DUTCHESS COUNTY LOCAL  
DEVELOPMENT CORPORATION APPROVING THE  
CORPORATION'S COVID-19 EMERGENCY BUSINESS  
RELIEF REVOLVING LOAN PROGRAM.**

**WHEREAS**, the Dutchess County Local Development Corporation (the "**Corporation**") was created pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "**Enabling Act**"); and pursuant to the provisions of the Enabling Act and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Dutchess County, New York (the "**County**") adopted a resolution on April 12, 2010 (the "**Sponsor Resolution**") (A) authorizing the incorporation of the Corporation under the Enabling Act, and (B) appointing the initial members of the Board of Directors of the Corporation; and in April, 2010, a Certificate of Incorporation was filed with the New York Secretary of State's Office (the "**Certificate of Incorporation**") creating the Corporation as a public instrumentality of the County; and

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**WHEREAS**, the County adopted Resolution No. 2015263 (the "**Amending Resolution**") on November 10, 2015 authorizing the amendment of the Corporation's Certificate of Incorporation to allow the Corporation to provide financial assistance as requested by the County Executive of contiguous counties if those counties do not have a Local Development Corporation of their own; and

**WHEREAS**, on December 2, 2015, the Amendment to the Certificate of Incorporation as approved by the County was filed with the New York Secretary of State's Office (the "**Amendment to the Certificate of Incorporation**"); and

**WHEREAS**, the Corporation is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Corporation will be performing essential governmental functions; and

**WHEREAS**, to accomplish its stated purposes, the Corporation is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Corporation are principally to be conducted; and

**WHEREAS**, the COVID-19 Pandemic has negatively impacted the economic health and welfare of the citizens, businesses and municipalities located with Dutchess County, New York; and

**WHEREAS**, the Corporation contemplates initiating a COVID-19 Emergency Business Relief Revolving Loan Program, (the "**Program**") pursuant to which the Corporation will make emergency loans to qualifying small business in the County; and

**WHEREAS**, additional details about the Program are attached hereto as Exhibit A.

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

Section 1. The Corporation hereby finds and determines:

(a) By virtue of the Act, the Corporation 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) Each Loan Facility under the Program constitutes a "project", as such term is defined in the Act; and

(a) The Program will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Dutchess County, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(b) It is desirable and in the public interest for the Corporation to provide emergency loans to Dutchess County companies.

Section 2. The Corporation hereby approves the Program and the form and substance as set forth in Exhibit A.

Section 3. The Corporation hereby delegates administrative authority to the Chairman, the Chief Executive Officer, and Chief Financial Officer of the Corporation to: (i) contract with Community Development Financial Institution (CDFI) or such other company as approved by the LDC Board of Directors to administer the Program in accordance with Exhibit A, (ii) grant loans in accordance with Exhibit A, and (iii) execute and deliver documents necessary and proper in connection with the Program and without any further prior approval of the Corporation.

Section 4. In consequence of the foregoing, the Corporation hereby determines to ratify and confirm any administrative action taken by the Chairman, the Executive Director, and Chief Financial Officer in connection with each Project under the Program, including the acceptance and approval of each Loan Application.

Section 5. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was put to vote on roll call, which resulted as follows:

Timothy Dean, Chairman	VOTING	“Aye”
Mark Doyle, Vice Chairman	VOTING	“Aye”
Kathleen M. Bauer, Secretary/Treasurer	being	ABSENT
Alfred D. Torreggiani	VOTING	“Aye”
Stacey M. Langenthal	being	ABSENT
Donald R. Sagliano	VOTING	“Aye”
Ronald J. Piccone, II	VOTING	“Aye”

The Resolution was thereupon declared duly adopted.

Adopted: May 13, 2020

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

I, the undersigned Assistant Secretary of the Dutchess County Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Dutchess County Local Development Corporation (the "**Corporation**"), including the resolutions contained therein, held on the 13th day of May, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation 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.

That the Corporation Documents contained in this transcript of proceedings are each in substantially the form presented to the Corporation and/or approved by said meeting.

I FURTHER CERTIFY that, because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended by Executive Order 202.14, issued on April 7, 2020, suspending certain requirements of the Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, the Corporation's Board Meeting on May 13, 2020 (the "**Board Meeting**"), was held electronically via conference call instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Corporation's website, to listen to the Board Meeting by calling 1-877-311-8506, entering Passcode 360012, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Corporation's website, and that all members of said Corporation 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 13th day of May, 2020.

By:   
Alfred D. Torreggiani, Assistant Secretary

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[SEAL]

# **EXHIBIT A**

## **Revolving Loan Fund for COVID-19 Emergency Business Relief Dutchess County LDC**

### **Executive Summary**

The Dutchess County Local Development Corporation (LDC) is proposing to create and fund a COVID-19 Emergency Business Relief Program to provide small businesses in Dutchess County impacted by COVID-19 with short-term relief and access to working capital. The fund will be administered through Community Capital New York (CCNY), a certified Community Development Financial Institution (CDFI) or such other company as approved by the LDC Board of Directors.

### **Loan Terms**

- Up to \$10,000
- 0% interest rate (TBD - rate may be affected by Federal Compliance regulations)
- Term of 36 months
- Businesses can defer the start of the Emergency Loan payments for up to three months

### **Businesses That Are Excluded**

- Businesses that have been operational for less than one year
- Real estate holding companies or businesses that generate revenue from passive real estate
- Adult entertainment establishments
- Gas Stations
- Chain restaurants
- Businesses that have previously defaulted on Federal debt, including the SBA

### **To Qualify**

- Business must be physically located in Dutchess County
- All business owners must have a credit score of at least 650 and no derogatory information for the last 6 months.
- No more than \$1,000 in unresolved judgments, liens, collections or charge offs

- No past due on any debt or obligation (such as rent / utilities / child support)
- No negative or derogatory information on your credit report in the past 12 months
- No personal bankruptcy in the last 36 months except for medical reasons
- Anyone who has 20% or more of a stake in the business needs to be part of the application process and personally guarantee the loan.
- Startups and businesses less than a year old may not be considered.
- Business applying for the loan can demonstrate positive net income according to the most recent Federal Tax Return.
- Small business are defined as those that employ five or less Full-time equivalents.

### **Program Costs**

Up to \$500,000 of the LDC capital funds will be used to for the Program. It is also expected the LDC will pay an administrative fee of \$250.00 to CCNY per approved application.

### **Program Benefits for Dutchess County**

- Assist businesses in Dutchess County to retain and create jobs
- Support business retention

### **Additional Information**

- CCNY will indemnify the LDC
- Any undispersed funds would be returned to the LDC by December 31, 2020.
- The LDC has the right to terminate at any time and recapture the undispersed funds.
- The LDC has the right to transfer the servicing of the loans.
- The County may include an option to direct any CDBG money into the fund in the future.
- LDC requires a monthly report of activity.
- LDC has veto authority.