

**AUTHORIZING RESOLUTION**  
(Eastdale Village 2018 Project – Phase II-F)

At a regular meeting of the Dutchess County Industrial Development Agency (the “Agency”) convened in public session at 8:00 a.m., local time at Three Neptune Road, Poughkeepsie, New York on the 12<sup>th</sup> day of March, 2025, the following members of the Agency were:

PRESENT: Timothy Dean, Chairman  
Mark Doyle, Vice Chairman  
Kathleen M. Bauer, Secretary/Treasurer  
Ronald J. Piccone, II  
Amy L. Bombardieri

ABSENT: Deirdre A. Houston

ALSO PRESENT: Sarah Lee, Executive Director  
Jane Denbaum, Chief Financial Officer  
Donald Cappillino, Counsel  
Elizabeth A. Cappillino, Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain industrial development facility (Eastdale Village 2018 Project – Phase II-F) as more particularly described below:

**RESOLUTION OF THE DUTCHESS COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY CONSENTING TO THE CHANGE IN  
OWNERSHIP STRUCTURE OF 31-35 EASTDALE AVENUE, LLC.**

**WHEREAS**, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 335 of the Laws of 1977 of the State of New York (collectively, the “**Act**”), 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 Agency previously provided its assistance to **31-35 EASTDALE AVENUE, LLC**, a Delaware limited liability company authorized to do business in New York with offices c/o Kirchhoff Companies, 45 Eastdale Avenue North, Suite 200, Poughkeepsie, New York 12603 (the “**Company**”), in connection with a phase or sub-phase of a previously approved Master Project (the “**Phase II-F Project**” or the “**Project**”) consisting of (a) the construction, improvement, installation, furnishing and equipping of one two-story, approximately 6,003 square foot mixed-use building with a commercial unit on the first story and three residential units on second floor (the “**Improvements**”) situated on approximately 0.324 acres of land located at 31-35 Eastdale Avenue North, Town of Poughkeepsie, County of Dutchess and bearing Tax Map Grid No. 134689-6262-04-732317 (the “**Land**”), and (b) the acquisition and installation of new equipment, machinery and other personal property for use in the premises described above (the

“**Equipment**”; and together with the Land and the Improvements, the “**Phase II-F Facility**” or “**Facility**”), which Phase II-F Facility is leased by the Agency to the Company and further subleased in part by the Company to Just A Little Pie Shop, LLC and Kavouras Corporation, doing business as Eastdale Avenue Hot Bagels; and

**WHEREAS**, the Phase II-F Facility was leased by the Company to the Agency pursuant to the terms of a certain Company Lease Agreement dated as of November 1, 2020 (the “**Company Lease**”) by and between the Company and the Agency; and

**WHEREAS**, the Agency subleased the Phase II-F Facility to the Company pursuant to a certain Phase II-F Lease and Project Agreement dated as of November 1, 2020 (the “**Lease Agreement**”) by and between the Agency and the Company; and

**WHEREAS**, Section 8.3(v) of the Lease Agreement prohibits a change of more than 49% of the ownership and control of the Company without the consent of the Agency; and

**WHEREAS**, the Company has submitted to the Agency a letter requesting Agency approval of its proposed change in majority control of the Company, along with its current organizational chart (attached hereto as Exhibit A) and a proposed organizational chart (attached hereto as Exhibit B) reflecting the proposed change in ownership structure; and

**WHEREAS**, the Agency has reviewed the submitted documentation and has determined that the proposed change in ownership structure is consistent with the Company's continued operations and long-term success of the Project.

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

Section 1. The Agency hereby consents to the change in ownership structure of the Company as presented in the proposed organizational chart submitted to the Agency, attached hereto as Exhibit B.

Section 2. The Executive Director of the Agency is hereby authorized to execute all documents necessary to evidence such consent.

Section 3. This resolution shall take effect immediately.

The following resolution was duly moved by Amy L. Bombardieri, seconded by Ronald J. Piccone, II, discussed and adopted with the following members voting:

Timothy Dean, Chairman	VOTING	“Aye”
Mark Doyle, Vice Chairman	VOTING	“Aye”
Kathleen M. Bauer, Secretary/Treasurer	VOTING	“Aye”
Ronald J. Piccone, II	VOTING	“Aye”

Amy L. Bombardieri

VOTING

“Aye”

Deirdre A. Houston

being

ABSENT

The Resolution was thereupon declared duly adopted.

Adopted: March 12, 2025



## Exhibit A

### **31-35 EASTDALE AVENUE, LLC: CURRENT ORGANIZATIONAL CHART**

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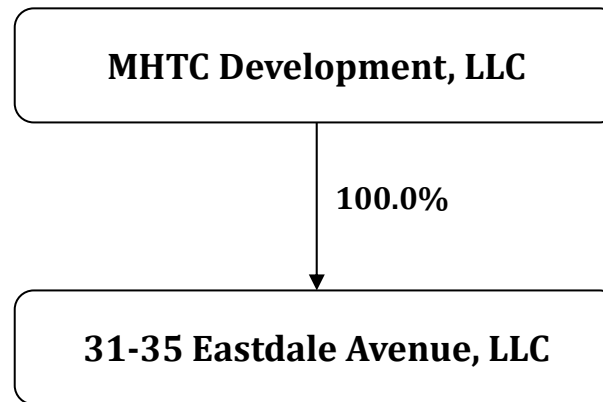


Exhibit B

**31-35 EASTDALE AVENUE, LLC: PRO FORMA ORGANIZATIONAL CHART**

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