

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY ("IDA")
MINUTES OF MEETING
January 17, 2012**

Present

Board Members: Joshua Smith, Chair
Richard Bedrosian, Vice Chair
Michael Curry
John Penney
Sean O'Shea
Jerry Maldonado

Counsel: Thomas Whyatt, Esq.

In Attendance: Craig Skelly, Chief Financial Officer
Ian MacDougall, City Planner
Theresa Waivada, CEO
The Newburgh Advocate (videotaping)

Roll Call. Mr. Smith called the meeting to order at 7:15pm. A quorum was present.

1. **Proof of Notice of Meeting.** Accepted.

2. **Approval of Minutes of December 19 Monthly Meeting**

Mr. Penney: Motion to Approve the December 19 Minutes.
Mr. Curry: Motion Seconded
Vote: Unanimously approved.

3. **Bills, Communications and Treasurer's Report.** Mr. Curry reported the balance as of January 17, 2012 is \$847,113.96. Membership in NYS Economic Development Council is corrected to \$750. **Resolution #2012-1-17-1** was presented to approve membership and attendance at annual IDA workshop.

Mr. Curry: Motion to approve Resolution 2012-1-17-1
Mr. Penney: Motion Seconded.
VOTE: Unanimously approved.

Communication from the Open Government Committee in response to an inquiry from Mr. Sanchez. Mr. Whyatt contacted the Committee because the Agency never received a copy of Mr. Sanchez's inquiry; and he further clarified the issue raised by Mr. Sanchez.

Mr. Curry: Motion to pay six invoices as presented.
Mr. Penney: Motion Seconded.
VOTE: Unanimously passed.

4. **Report from the Chair:** Mr. Smith and Ms. Boyle will attend the ECD meeting in Albany on January 18 and 19th for IDA Compliance. The City Manager and Mayor-Elect were informed before January 2012 of Spencer Gulliver's resignation and the resulting Board vacancy. The Executive Director will send a notification to the City Council of the vacancy and advise of the qualifications recommended by the Authorities Budget Office.

5. **Report from Executive Director:** The Agency sent notices to Mr. Robert Carchietta, GEMMA Development LLC, requesting compliance with reporting regulations, insurance indemnification and notice of a code violation. Copies were sent to Gemma's attorneys, representative of the bond holders and trustee., Ms. Waivada, Mr. MacDougall, and Ms. Kain meet with an

owner of the Newburgh Brewery Company, which is investing \$3.4 million in its project on South Colden Street. The firm was advised of possible incentives. Agency members are invited to view the renovations. The Brewery anticipates a spring opening. . The Executive Director is working Courtney Kain on finalizing a project that will be augment the CDBG program and further the Agency's mission. Ms. Waivada drafted an Intake form for businesses seeking Agency and City assistance, and attended TSEC meeting. Other joint City-Agency activities include: developing a list of available industrial sites, working with Orange County to promote Newburgh opportunities, identifying the needs of major employers in city to assess opportunities and obstacles to growth and creating a Small Business Lease Program to provide small businesses with abatements Mr. O'Shea asked about Active Ventilation. Ms. Waivada: they lease the building, and have a federal grant to expand. They are interested in purchasing a building in the future. Mr. Maldonado noted that the IDA and City partnership is helping create a positive business environment. Mr. Curry: The Board should modify the Fee Schedule, perhaps on a sliding scale. Mr. Waivada will prepare a draft revision to the Fee Schedule at to the Audit Committee.

6. **Corwin Management.** Mr. Whyatt: Corwin Management owes the City \$275,599.38 in back PILOT payments through December 31, 2011. Under the Forbearance Agreement signed in September, they agreed to pay \$275000 by Dec 31 2011, plus \$2000 to the IDA for legal fees. Mr. Whyatt asked for authorization from the Board to speak with Corporation Council about enforcing the agreement and obtaining judgment.

Mr. Curry: Motion to so authorize.
Mr. O'Shea: Motion seconded.
Discussion: None
VOTE: UNANIMOUSLY APPROVED

7. Reports of Committees

Audit Committee: The 2009 Audit is complete, and Sedore is working on the 2010 Audit. Resolution #2012-1-17-2 was presented, authorizing the Board to enter into a Collateralization Agreement with Key Bank.

Mr. Curry: Motion to Approve Resolution 2012-1-17-2
Mr. Penney: Motion Seconded.
Discussion: None.
VOTE: Unanimously Approved

Mr. Curry presented Resolution 2012-1-17-3 authorizing the Chair to enter into a cooperative contract with the City of Newburgh for the provision of services, and for the Agency to provide technical assistance to the City of Newburgh Community Development Block Grant Program for 2012 in the amount of \$30,000.

Mr. Curry: Motion to Approve Resolution 2012-1-17-3
Mr. Penney: Motion Seconded
Discussion: Mr. O'Shea: CDBG should attend IDA meetings to report to the Board.
VOTE: Unanimously Approved.

Governance Committee: There was no meeting. The Chair NOTED: The Committee is undertaking a major revision of the by-laws for adoption at the Agency February Meeting.

8. Old Business.

NNOA Update: Jim McIver met with the NNOA advisory board, commenting on their latest options for their project. Jim will formalize his comments with a memo to the committee. Ian MacDougall is pursuing discussions with a possible developer of the lands in the Pierces Road area. The DEC is very supportive of the idea of registering a plan of subdivision and cleaning lots individually. This could be done through a developer using the Brownfield Cleanup Program (BCP) whereby they receive reimbursement for their efforts. The application for such a project can be submitted by the IDA or the developer and is transferrable. Time is critical and therefore the application should be prepared soon. It was confirmed that if the IDA is certified they could play a helpful role in this project.

Mr. Curry: Motion to authorize CT Male and the City Planner to apply for remediation of Scobie Drive site contingent upon negotiations with a private developer.

Mr. O'Shea: Motion seconded.

Discussion: Should IDA apply or wait until the private developer has a firm commitment? Mr. McIver said the application costs usually run around \$1800-3000. CT Male would consider doing this at no cost to the IDA.

VOTE: UNANIMOUSLY APPROVED.

Mr. McIver provided details of the NNOA meeting and their plans. Although the IDA/City have had some influence on the project the emphasis continues to the DuPont Stauffer site. The best approach for submitting the next application would be for the 3 biggest landholders to submit jointly. The IDA and the City will approach NCAC with this idea. Ms. Waivada will prepare a letter with such an invitation. There were comments regarding how the IDA input was used because the IDA remains interested in pursuing a BOA grant to advance their concerns and ideas for the area.

SCOBIE DRIVE Access Agreement: Mr. Whyatt recapped his explanation from the November and December Minutes about the drum cache clean-up for staging and storing of the superfund site cleanup. The Access Agreement as approved by the Agency may now be signed by the Chair to sign and submitted to EPA.

Cell Tower: Mr. Whyatt will prepare the documents to transfer property back to IDA from the City.

9. **New Business.** There is no new business.

10. Adjournment to Executive Session:

Mr. Smith: Motion to Adjourn to Executive Session to discuss potential litigation on the Foundry project and the ability of the developer to complete it.

Mr. O'Shea: Motion seconded.

Question: Mr. Penney: is this the only subject for discussion?

Chair: Yes. Asked for vote.

VOTE: Unanimously approved.

The regular meeting was adjourned at 9:50pm.

11. **Next IDA Meeting.** The next meeting will take place on Tuesday, February 20, 2012

Respectfully submitted,

C. K. Boyle
Recording Secretary

RESOLUTION NUMBER: 2012-January-17-1

Resolution authorizing 2012 dues for membership of the City of Newburgh Industrial Development Agency in New York State Economic Development Council and cost associated with attendance of the Chair and Recording Secretary at a January 18-19 Annual IDA Workshop.

The City of Newburgh Industrial Development Agency authorizes payment of dues of \$750. for membership in the New York State Economic Development Council, and

Payment of conference fees of \$275. for attendance of Joshua Smith, Chair and \$150., and for attendance of C.K. Boyle, Recording Secretary, at the IDA Workshop to be held at the Marriott Hotel, Albany New York on January 18 – 19, 2012 and further approves travel expense and hotel accommodation for Mr. Smith and travel expenses for Ms. Boyle not to exceed \$260.

The Agency recognizes the importance of member as the New York State Economic Development Council is the state's principal organization representing economic development professionals. Its 900 members include the leadership of Industrial Development Agencies, Local Development Corporations, commercial and investment banks, underwriters, bond counsels, utilities, chambers of commerce and private corporations.

The purpose of NYSEDC is to promote the economic development of the state and its communities, encourage sound practices in the conduct of regional and statewide development programs, and to develop education programs that enhance the professional development skills of NYSEDC members.

NYSEDC has been serving New York's development professionals for more than 30 years. The Board of Directors and members of NYSEDC represent the highest standards of their profession, and have unparalleled experience and expertise working with state and local economic development programs.

NYSEDC provides numerous benefits to member organizations and development professionals. Our core services include:

1. Educating state and federal government on issues affecting New York's business climate and economic development programs.
2. Conducting educational and professional development programs for NYSEDC members to enhance their effectiveness as local/regional/state economic developers.
3. Organizing business marketing programs to promote New York as a world class business location, and provide opportunities for NYSEDC members to market their regions of New York to potential business investors.

The foregoing resolution was put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	X			
Richard Bedrosian	x			
Michael Curry	x			
Vacant				
Jerry Maldonado	x			
Sean O'Shea	x			
John Penney	x			

The resolution was thereupon duly adopted on January 17, 2012.

RESOLUTION NUMBER: 2012-JANUARY-17-2

The City of Newburgh Industrial Development Agency authorizes the Treasurer to:

- 1. enter into a Collateral Agreement with KeyBank to establish a new Depository Account and to complete and**
- 2. file a Master Signature Card on all Agency account located in KeyBank and consistent with General Municipal Law Article 18A,**
- 3. Consistent with the Fiduciary Responsibilities established by Public Authorities Accountability Act of 2005 and 2009.**

Therefore be it resolved that the Agency approves the following signators for its KeyBank accounts:

Joshua L. Smith, Chair, Richard Bedrosian, Vice Chair, Michael B. Curry, Treasurer, Jack Penney, Secretary, and Theresa G. Waivada, Executive Director.

Be it further resolved that all checks must be countersigned by two approved signators.

The foregoing resolution was put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	X			
Richard Bedrosian	X			
Michael Curry	X			
Vacant				
Jerry Maldonado	X			
Sean O'Shea	X			
John Penney	X			

The resolution was thereupon duly adopted on January 17, 2012.

RESOLUTION NUMBER: 2012-JANUARY-17-3

Resolution authorizing the Chair of the City of Newburgh Industrial Development Agency to enter into a cooperative contract with the City of Newburgh for the provision of services, and for the Agency to provide technical assistance to the City of Newburgh Community Development Block Grant Program for 2012.

WHEREAS, THE Agency was created by Chapter 314 of the Laws of 1971 of the State of New York and amended by Chapter 913 of the Laws of 1983, because of the declining economic conditions of the City and region, and as a means to maintain the economic vitality of the City through the creation and retention of jobs, and

WHEREAS, the Agency, since its inception, operated as an integral part of the City's economic development programs, using supplies, space, equipment and personnel of the City and has been paying the City through an informal arrangement and

WHEREAS, the Agency seeks to formalize its relationship with the City in revitalizing the city as well as provide for the expanded audit control, transparency of its actions and compliance with New York State Laws and reporting requirements.

NOW, THEREFORE, in consideration of the premises and covenants herein, the parties agree to as follows:

FIRST: The terms of the Agreement between the City and Agency shall commence on January 1, 2012 and shall terminate on December 31, 2012. The parties currently intend to enter into annual renewals on financial terms to be negotiated each year, as approved by the Council of the City of Newburgh and approved by the members of the City of Newburgh Industrial Development Agency.

SECOND: The Agency, at its annual meeting, held on December 19, 2011, adopted a 2012 budget providing for contractual services from the City of Newburgh in the amount of \$27,768 for personnel services, rent, information technology services, archives and office space and telephone service. The City will invoice the Agency quarterly; time sheets will be required for personnel services. Further,

WHEREAS, the Agency has the professional capacity through its contractors for legal expertise, development and real estate expertise, and Brownfield remediation to support and supplant the economic revitalization efforts of the City and its Community Development Block Grant Program,

NOW, THEREFORE it is further agreed that the Agency, to further its mission and that of the City of Newburgh Community Block Grant Program will provide technical services to facilitate the ability for small businesses to access Agency incentives and

The Executive Director of the Agency will participate in the coordination of business attraction and expansion efforts with the Department of Planning and Development and the Office of the City Manager at no cost., and

The Agency will provide technical assistance to the Community Development Block Grant Program in planning its annual economic development and workforce work plan, create a small business assistance program, conduct a survey of large employers, prepare a inventory of assistance programs available to small business, conduct educations workshop, identify redevelopment potential for adjacent properties owned by the City and Agency and inventory available sites and buildings for business development,

Therefore, The City through its Community Development Block Grant Program agrees to pay the Agency to undertake components of the CDBG 2012 Economic Development Work Plan as approved by the US Department of Housing Development and the City.

The Contract will be executed by the Chairman of the Agency and the City Manager as provided by City of Newburgh City Council resolution.

The foregoing resolution was put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	X			
Richard Bedrosian	X			
Michael Curry	X			
Vacant				
Jerry Maldonado	X			
Sean O'Shea	X			
John Penney	X			

The resolution was thereupon duly adopted on January 17, 2012.