

CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY (IDA)  
MINUTES OF BOARD MEETING  
October 17, 2022

Present

Board Members: Marlon Ramos, Chairman  
Christina Amato, 1st Vice Chair  
Michael Kelly, 2<sup>nd</sup> Vice Chair  
Adam Pollick, Treasurer  
Gregory Nato, Secretary  
Robin Yanyiah Pearson

Excused: Theresa Priester

Staff: Cherisse Vickers, Executive Director

Counsel: Robert J. McLaughlin, Whiteman Osterman & Hanna LLP

1. **Roll Call:** Marlon Ramos, Chair

2. **Proof of Meeting Notice:** Marlon Ramos, Chair  
Notice Accepted.

3. **Reading and Approval of Minutes of the Previous Meeting**

Minutes from the regular board meeting of September 19, 2022 were distributed to the board via e-mail.

Motion to approve September 19, 2022 minutes as presented:

Mr. Kelly: Motion to approve the minutes

Ms. Pearson: Motion seconded

**VOTE: Unanimously adopted.**

4. **Report of the Treasurer; Approval of Payment of Bills**

Chairman Marlon Ramos presented the September Treasurer's Report to the board.

On a motion made by Christina Amato and seconded by Adam Pollick, the board unanimously approved the September 2022 Treasurer's Report.

On a motion made by Christina Amato and seconded by Robin Yanyiah Pearson, payment of the bills presented for September 2022 (check numbers 1075-1082) were unanimously approved.

*Resolution # 2022-10-17-01, 1 Year & 5 Year Budget Approval – Tabled. The audit/finance committee met before the regular board meeting and will table their recommendation till the next board meeting.*

*Resolution # 2022-10-17-02 Payment of Real Property Taxes – Tabled for further discussion.*

**Executive Session:** On a motion made by Christina Amato and seconded by Adam Pollick, the board voted unanimously to go into Executive Session to discuss matters relating to potential litigation.

On a motion made by Christina Amato and seconded by Robin Yanyiah Pearson, the board voted unanimously to leave Executive Session and return to the regular board meeting. No decisions were made other than to continue discussions with Agency Special Counsel.

5. **Chairman’s Report:** None

6. **Counsel’s Report**

104 Washington St: Closed last week.

Scobie Drive: No update. Extension lasts until the end of the year. Reached out to DEC.

FSH Newburgh Hotel: Closing could be extended till November 14, but the IDA will try to close by November 4<sup>th</sup>. The delay is due to issues on both sides and the resolution that will follow in this meeting.

207 Lake Street: Code violation rectified and resolved.

7. **Executive Director’s Report**

120 Grand/City Club: A public hearing will be held November 21, 2022, the day of our next agency board meeting. Discussion will be regarding the proposed sales tax exemption.

Amory Sidewalk: Update: Contractor had inspection approved. The Industrial Development Agency will release payment when a Certificate of Compliance letter is received by the agency.

191 Washington: Developers are still amending their application. Agency will then send it to a Cost Benefit Analysis consultant, after which a board vote will need be taken to approve scheduling a public hearing. The developer is working on amending their application.

Agency Logo: A new RFP Request for Proposal was re-issued with a December 1, 2022 deadline. Local recommendations were also received from some board members with more welcome before the deadline.

8. **New Business**

*Resolution No. 2022-10-17-03 – Amendment to Approving Resolution – Grand Street Newburgh Property LLC FSH Hotel LLC*

Discussion: The resolution corrects amount of the mortgage tax exemption. Exhibit B now correctly list the benefits and situations that would prompt the agency to initiate recapture.

9. **Old Business:** None

10. **Adjournment**

As there is no further business to come before the board, a motion to adjourn was made by Christina Amato and seconded by Gregory Nato. Unanimously passed.

**CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY  
TREASURER'S REPORT OCTOBER 2022 MEETING**

**OPERATING Account #2847**

Opening Balance	As of Sept 1, 2022	<b>\$328,559.48</b>	<b>X = Cleared Bank Acct</b>
from Quickbooks			

Deposits	Payor	Amount	Remarks
	9/1/2022 AT&T	3,767.28 X	<b>Cell tower</b>
	9/1/2022 Central Hudson	2,091.56 X	<b>Cell tower</b>
	9/8/2022 T-Mobile	4,976.12 X	<b>Cell tower</b>
	9/8/2022 T-Mobile	2,139.33 X	<b>Cell tower</b>
	9/26/2022 104 Washington St closing fee	28,000.00	<b>Closing fee</b>
<b>TOTAL DEPOSITS 2847</b>		<b>\$40,974.29</b>	

Disbursements  
Check

Number	Check Date	Payee	Amount	Remarks
1069-1074	9/22/2022	VOIDED PRINTER ERROR		Inv #
1075	9/22/2022	Jacobwitz & Gubits, LLP	157.50	Inv #300551
1076	9/22/2022	Jacobwitz & Gubits, LLP	1701.94	Inv #301846
1077	9/22/2022	Cherisse Vickers	42.70	Reimbursed Expense
1078	9/22/2022	Jacobwitz & Gubits, LLP	180.00	Inv #301845
1079	9/22/2022	MRB Group	7370.00	Inv #45495
1080	9/22/2022	ODP Business Solutions	109.96	Inv #262526853001
1081	9/22/2022	Safeguard	175.22	Deposit Slips
1082	9/22/2022	Whiteman, Osterman, & Hanna LLP	1425.00	Inv# 580612

	<b>TOTAL CHECKS 2847</b>		<u><b>\$11,162.32</b></u>	
Closing Balance	As of Sept 30, 2022		<u><b>\$358,371.45</b></u>	<b>Op Acct #2847</b>
	from Quickbooks			
<b>PAYROLL Acct #8243</b>				
Opening Balance	As of Sept 1, 2022		\$42,546.55	
Credit	Trnsfr from Op Acct to Fund Payroll		0.00	
Debit	9/2/2022 Payroll Fees month of Aug 2022		55.14	
Debit	9/12/2022 Net Pay (part of gross wages)		2456.33	
Debit	9/12/2022 Employer Payroll Tax + Employee WH (part of gross wages)		872.49	
Debit	9/23/2022 Net Pay (part of gross wages)		2616.50	
Debit	9/23/2022 Employer Payroll Tax + Employee WH (part of gross wages)		947.06	
Closing Balance	As of Sept 30, 2022		<u><b>\$35,599.03</b></u>	<b>Payroll Acct #2843</b>
<b>APPLICATIONS FUND Account #2855</b>				
Opening Balance	As of Sept 1, 2022		<u>\$14,137.50</u>	
Closing Balance	As of Sept 30, 2022		<u><b>\$14,137.50</b></u>	<b>App Fund Acct #2855</b>
<b>LESSOR/TENANT Account #2863</b>				
Opening Balance	As of Sept 1, 2022		<u>\$2,400.00</u>	
Closing Balance	As of Sept 30, 2022		<u><b>\$2,400.00</b></u>	<b>Lessor Acct #2863</b>
<b>MONEY MARKET Account #2871</b>				
Opening Balance	As of Sept 1, 2022		\$751,555.61	
Interest credit			154.43	
Closing Balance	As of Sept 30, 2022		<u><b>\$751,710.04</b></u>	<b>MM Acct #2871</b>

CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2022-10-17-01

The City of Newburgh Industrial Development Agency (the "Agency") is organized and existing under Article 18-A and Section 925 L of the General Municipal Law of the State of New York, as amended; and

**WHEREAS**, New York State's Public Authorities Accountability Act of 2005 ("PAAA") promulgates certain procedures and rules which the Agency must implement and follow in connection with the preparation and submission of a 5-year Budget and Financial Plan annually,

**Therefore, be it:**

Resolved to approve the Five-Year Projected Budget and Financial Plan for period ending December 31, 2027, authorize its submission to the Authorities Budget Office PARIS reporting system, and adopt the proposed 2023 operating budget.

The foregoing resolution was duly put to vote, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
<b>Marlon Ramos</b>				
<b>Christina Amato</b>				
<b>Michael Kelly</b>				
<b>Gregory Nato</b>				
<b>Adam Pollick</b>				
<b>Robina Yanayah Pearson</b>				
<b>Theresa Priester</b>				

The resolution was thereupon duly adopted.

\_\_\_\_\_  
Gregory Nato, Secretary

October \_\_\_\_, 2022

**CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution No. 2022-10-17-02**

**Payment of Real Property Taxes**

A regular meeting of City of Newburgh Industrial Development Agency (the “Agency”) was convened in public session at City Hall, 83 Broadway, Newburgh, New York on October 17, 2022 at 6:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Marlon Ramos	Chairperson
Christina Amato	First Vice Chairperson
Michael Kelly	Second Vice Chairperson
Adam Pollick	Treasurer
Gregory Nato	Secretary
Theresa Priester	Member
Robin Yanyiah Pearson	Member

**ABSENT:**

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Cherisse Vickers	Executive Director
Robert J. McLaughlin, Esq.	Agency General Counsel

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

WHEREAS: In the past the County of Orange has paid the real property taxes on the IDA’s property located at 145 Broadway, but refused to pay those taxes in 2021 and 2022. The IDA obtained an exemption from real property taxes commencing with the January 2023 taxes, but the IDA has been assessed School and City taxes for 2021 and 2022. The IDA will seek to recover these property tax payments from the County of Orange.

THEREFORE, IT IS RESOLVED that the Executive Director is authorized and directed to pay the School and City taxes, including penalties, as billed by the City of Newburgh, in the amount of \$274,484.98.

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

Marlon Ramos	VOTING	_____
Christina Amato	VOTING	_____
Michael Kelly	VOTING	_____
Adam Pollick	VOTING	_____
Gregory Nato	VOTING	_____
Theresa Priester	VOTING	_____
Robin Yanyiah Pearson	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.



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

I, the undersigned, Secretary of the City of Newburgh Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 17, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_\_ day of October 2022.

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Secretary

(SEAL)

**CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution No. 2022-10-17-03**

**RESOLUTION AMENDING CERTAIN PROVISIONS OF  
RESOLUTION NO. 2022-02-16-03  
GRAND STREET NEWBURGH PROPERTY CO, LLC  
(FSH NEWBURGH HOTEL, LLC) PROJECT**

A regular meeting of City of Newburgh Industrial Development Agency (the “Agency”) was convened in public session at City Hall, 83 Broadway, Newburgh, New York on October 17, 2022 at 6:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Marlon Ramos	Chairperson
Christina Amato	First Vice Chairperson
Michael Kelly	Second Vice Chairperson
Adam Pollick	Treasurer
Gregory Nato	Secretary
Robin Yanyiah Pearson	Member

ABSENT:

Theresa Priester	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Cherisse Vickers	Executive Director
Robert J. McLaughlin, Esq.	Agency Counsel

The following resolution was offered by Michael Kelly, seconded by Gregory Nato, to wit:

Resolution No. 2022-10-17-03

RESOLUTION AUTHORIZING AMENDMENT TO RESOLUTION NO. 2021-02-16-03 IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR GRAND STREET NEWBURGH PROPERTY CO, LLC (FSH NEWBURGH HOTEL, LLC).

WHEREAS, the City of Newburgh Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 577 of the 1982 Laws of New York, as amended, constituting Section 913 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, and research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct, lease, improve, maintain, equip, and furnish one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed, leased, improved, maintained, equipped and furnished, and to convey said projects or to lease said projects; and

WHEREAS, on July 30, 2021, Grand Street Newburgh Property Co, LLC, a New York limited liability company (“Grand Street”) and FSH Newburgh Hotel LLC, a New York limited liability company (“FSH”) or such other person(s) or entities as may be designated by the Company and agreed upon by the Agency (collectively, the “Company”), submitted a joint application (the “Application”) to the Agency, which Application was amended by the Company on or about October 19, 2021 and February 16, 2022, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) the acquisition of an interest in an approximately 1.78 acre parcel of real property located at 48-54-62 Grand Street, Newburgh, New York (the “Land”), (2) the rehabilitation and improvement of the existing three buildings on the Land totaling approximately 79,072 square feet to consist of a hotel, events venue, spa and dining facility (the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment”) (the Land, the Facility, and the Equipment hereinafter collectively referred to as the “Project Facility”), (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase)

or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by Resolution No. 2021-02-16-03 (the “Approving Resolution”), the Agency approved the Application with the conditions and recapture events set forth therein; and

WHEREAS, the Agency and the Applicant have mutually agreed to amend certain provisions of the Approving Resolution due to the changes in Project financing and the timing of the acquisition of the Project Facility; and

WHEREAS, the Agency has determined that the proposed amendments are consistent with the Application, as amended, on file with the Agency; and

WHEREAS, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to amend its final findings with respect to the Project and its final determination whether to proceed with the Project as set forth in the Approving Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The projected total Financial Assistance provided to the Company for the Project is as follows:

<u><b>TYPE OF FINANCIAL ASSISTANCE</b></u>	<u><b>AMOUNT OF PROJECTED FINANCIAL ASSISTANCE</b></u>
Sales and Use Taxes	\$433,416
Payment in Lieu of Real Estate Taxes	\$4,510,525
Mortgage Recording Tax Exemption	\$235,725
<b>TOTAL PROJECTED FINANCIAL ASSISTANCE</b>	\$5,179,666

Section 2. Exhibit B of the Approving Resolution (Description of Recapture Events) is deleted and the attached Exhibit B is substituted in its place and stead.

Section 3. This Resolution shall take effect immediately.

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

Marlon Ramos	VOTING	Yes
Christina Amato	VOTING	Yes
Michael Kelly	VOTING	Yes
Adam Pollick	VOTING	Yes
Gregory Nato	VOTING	Yes
Theresa Priester	VOTING	Absent
Robin Yanyiah Pearson	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned, Secretary of the City of Newburgh Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 17, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 18 day of October 2022.

Secretary

(SEAL)

## EXHIBIT B

### DESCRIPTION OF THE RECAPTURE EVENTS

In connection with the Project and the granting of the Financial Assistance, the Agency and the Project Beneficiary/Company agree that the following shall constitute recapture events with respect to the Project and the granting of the Financial Assistance:

1.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the (i) completion of the acquisition of the Project Facility within 10 months of the date of the Approving Resolution for the Project, and (ii) construction, reconstruction, renovation, and/or installation of the Project Facility within 30 months of the date of the Approving Resolution for the Project.
2.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the completion of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 30 months of the commencement of construction.
3.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least 80% of the average full time equivalent local labor construction jobs at the Project Facility during the construction period described on <b>Exhibit A</b> .
4.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least 80% of the full time equivalent new jobs at the Project Facility listed on <b>Exhibit A</b> .
5.	Failure by the Project beneficiary to develop a program designed to focus job opportunities for residents from the City of Newburgh and Orange County.
6.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least 80% of the private sector investment described on <b>Exhibit A</b> occurred with respect to the Project Facility within 2 years of the date of the Approving Resolution for the Project.
7.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least 80% of the new revenues for local taxing jurisdictions and special districts described on <b>Exhibit A</b> attached hereto were created within 5 years of the date of completion of the Project by the Project Beneficiary.
8.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that the Project has substantially complied with the requirements of the Agency SEQR Resolution.
9.	Liquidation of substantially all of the Project Beneficiary's (or its members or related party) operating assets at the Project Facility and/or cessation of substantially all of the Project Beneficiary's operations at the Project Facility during the initial 10 years after completion of the Project.
10.	Relocation of all or substantially all of Project Beneficiary's operations at the Project Facility to another site, or the sale, lease or other disposition of all or substantially all of the Project Facility at any time.
11.	Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
12.	Sublease or assignment of all or part of the Project Facility in violation of any Project Facility Agreement.

13.	A change in the use of the Project Facility, other than as described on <b>Exhibit A</b> and other directly and indirectly related uses, in violation of any Project Facility Agreement.
14.	Failure by the Project Beneficiary to use best efforts to establish an intern and training program with Orange County Community College or other workforce development or training program serving Newburgh residents for hospitality and food/beverage industry and jobs within 24 months of commencement of construction.