

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (IDA)
MINUTES OF BOARD MEETING
October 18, 2021

Present

Board Members: Austin DuBois, Chairman
Christina Amato, Gregory Nato, Adam Pollick

Absent: Michael Kelly, Marlon Ramos, Nancy Thomas

Staff: Cherisse Vickers, Executive Director
Counsel: IDA Counsel Robert McLaughlin

GUESTS: Eric Cooney and Shisha Ortuzar, representing future
Project on 191 Washington Street

1. **Roll Call**: Board Chair Austin DuBois called the meeting to order.
2. **Proof of meeting notice**: accepted.
3. **Executive Session**

On a motion made by Christina Amato and seconded by Gregory Nato, the board voted unanimously to leave the board meeting and go into Executive Session to discuss personnel items and possible litigation.

On a motion made by Gregory Nato and seconded by Adam Pollick, the board voted unanimously to leave Executive Session and return to the regular board meeting.

No formal actions or decisions were taken during Executive Session.

Reading and Approval of minutes of the previous meeting

Minutes from the regular board meeting of September 15, 2021 were distributed to the board via e-mail.

Motion to approve the minutes as presented:

Mr. Nato: Motion to approve the minutes
Mr. Pollick: Motion seconded.
Discussion: None.
VOTE: Unanimously adopted.

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

IDA Audit/Finance Committee Member Christina Amato read the October 2021 Treasurer's Report to the board. After the reading, a motion to approve the Treasurer's Report was made by Adam Pollick and seconded by Gregory Nato; unanimously approved.

A motion to pay October 2021 bills as presented (check numbers 979-984) was made by Christina Amato and seconded by Adam Pollick; unanimously approved.

Also presented for board approval is the one-year 2022 budget and the five-year budget. A motion to approve Resolution No. 2021-10-18-01 was made by Gregory Nato and seconded by Adam Pollick. A roll call of this resolution resulted in four (4) ayes; resolution passes and approved. Ayes: Christina Amato, Austin DuBois, Gregory Nato, and Adam Pollick. Absent from roll call: Michael Kelly, Marlon Ramos, and Nancy Thomas.

5. **Chairman's Report**

Strategic Economic Development Council: Chair Austin DuBois briefly mentioned that RFPs are still being reviewed, along with interviews being conducted regarding the Montgomery Street project. A developer may soon be recommended for the City Club RFP.

Also mentioned that members are needed for the SEDAC if anyone knows of someone that may be interested.

6. **Counsel's Report**

IDA Counsel Bob McLaughlin gave a few brief updates:

St. Luke's Hospital – the Orange County IDA bonds from 2001 and 2006 closed last week (Thursday, October 14, 2021). The IDA's bond re-issuance needs to close 15 days (two weeks from the first closing) for taxing and other ramifications associated with the bonds.

Counsel has asked for a Zoom meeting later this week or early next week to finalize the paperwork and pass the associated resolution. The resolution, No. 2021-10-18-02, has been tabled due to lack of sufficient number of voting members.

143 Washington Street – Philippe Pierre has been out of the country so no progress has been made since last month.

Foundry – Counsel needs to speak with Mary Patten from CPC. Has called but no return call yet.

7. **Executive Director's Report**

The Executive Director has two resolutions for the board's consideration.

Resolution No. 2021-10-18-03, *Resolution Authorizing the Agency to Enter Into an Employment Agreement with the Executive Director*. A motion to approve this resolution was made by Christina Amato and seconded by Adam Pollick; no discussion. A roll call of this resolution resulted in four (4) ayes; resolution passes and approved. Ayes: Christina Amato, Austin DuBois, Gregory Nato, and Adam Pollick. Absent from roll call: Michael Kelly, Marlon Ramos, and Nancy Thomas.

Resolution No. 2021-10-18-04, *Resolution Authorizing Establishment of a Depository Account*. A motion to approve this resolution was made by Gregory Nato and seconded by Christina Amato; no discussion. A roll call of this resolution resulted in four (4) ayes; resolution passes and approved. Ayes: Christina Amato, Austin DuBois, Gregory Nato, and Adam Pollick. Absent from roll call: Michael Kelly, Marlon Ramos, and Nancy Thomas.

Counsel asked the board if they are aware of or are members of the NYS EDC. Yes the IDA is a member of the NYS EDC. He mentioned the January meeting that has a legislative component to it that the board members would find interesting.

8. **New Business**

191 Washington Street – this is a proposed project that Mr. Cooney and Mr. Ortuzar are developing. Both gentleman attended the board meeting to give the board an informal presentation on what they are proposing for the site. They hope to have a formal application in to the IDA next month, or the following month at the latest. They mentioned that they will be seeking IDA benefits—sales tax exemption, PILOT, and mortgage tax exemption.

9. **Old Business**

Resolution No. 2021-10-18-05, *Resolution Authorizing a Public Hearing Regarding a Proposed Project to be Undertaken for the Benefit of BJH 143 Washington Street, LLC*. A motion to approve this resolution was made by Christina Amato and seconded by Gregory Nato; brief discussion took place on additional information requested last month not received. A roll call of this resolution resulted in four (4) nays; resolution not approved or passed. Nays: Christina Amato, Austin DuBois, Gregory Nato, and Adam Pollick. Absent from roll call: Michael Kelly, Marlon Ramos, and Nancy Thomas.

Broadway Armory (GEMMA) sidewalk – an RFP is prepared; executive director is waiting on further direction from the board at this time.

FSH Newburgh Hotel project – at this time, there is no update on this project.

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 Adam Pollick; unanimously passed.

CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY
Treasurer's Report for the October 18, 2021 Meeting

OPERATING Account

Opening Balance As of September 16, 2021 **\$ 310,506.24**
from Quickbooks

<i>Deposits</i>	Payor	Amount	Remarks
	9/27/2021 Central Hudson	2,030.64	Cell tower
	10/4/2021 AT&T	3,657.55	Cell tower
	10/5/2021 T-Mobile	4,817.71	Cell tower
	10/5/2021 T-Mobile	2,077.02	Cell tower
	TOTAL	\$12,582.92	

Disbursements

Check Number	Check Date	Payee	Amount	Remarks
979	9/27/2021	Cherisse Vickers	\$1,075.98	Inv. # 177
980	9/27/2021	Diana Hesse	730.07	Inv. # 2021-09-27
981	9/27/2021	Jacobowitz & Gubits LLP	526.80	Inv. # 295327
982	9/27/2021	Safeguard Business Systems	175.22	Inv. # 034680813
983	9/27/2021	Whiteman Osterman & Hanna LLP	1,022.00	Inv. # 528371
984	10/18/2021	Cherisse Vickers	1,624.99	Inv. # 178
		TOTAL	\$5,155.06	

Closing Balance As of October 18, 2021 **\$ 317,934.10**
from Quickbooks

CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY
Treasurer's Report for the October 18, 2021 Meeting

APPLICATIONS FUND Account

Opening Balance	As of September 1, 2021	\$	14,137.50
Closing Balance	As of September 30, 2021	\$	14,137.50

LESSOR/TENANT Account

Opening Balance	As of September 1, 2021	\$	2,400.00
Closing Balance	As of September 30, 2021	\$	2,400.00

MONEY MARKET Account

Opening Balance	As of September 1, 2021	\$	750,458.00
Interest credit			61.68
Closing Balance	As of September 30, 2021	\$	750,519.68

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2021-10-18-01

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,

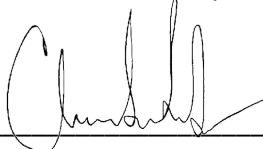
Therefore, be it:

Resolved to approve the Five-Year Projected Budget and Financial Plan for period ending December 31, 2026, authorize its submission to the Authorities Budget Office PARIS reporting system, and adopt the proposed 2022 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>
Austin DuBois	x			
Nancy Thomas			x	
Christina Amato	x			
Gregory Nato	x			
Michael Kelly			x	
Adam Pollick	x			
Marlon Ramos			x	

The resolution was thereupon duly adopted.



Christina Amato, Secretary

October 27, 2021

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

Resolution No. 2021-10-18-03

**RESOLUTION AUTHORIZING THE AGENCY
TO ENTER INTO AN EMPLOYMENT AGREEMENT
WITH THE EXECUTIVE DIRECTOR**

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 in the 3rd Floor Meeting Room on October 18, 2021 at 6:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Austin DuBois	Chairperson
Christina Amato	Secretary
Adam Pollick	Member
Gregory Nato	Member

ABSENT:

Michael Kelly	Member
Nancy Thomas	Vice Chairperson
Marlon Ramos	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Christina Amato, seconded by Adam Pollick, to wit:

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" or the "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, under Section 858(7) of the Act, the Agency is authorized and empowered to appoint officers, agents and employees, to prescribe their qualifications and to fix their compensation and to pay the same out of funds of the Agency; and

WHEREAS, Cherisse Vickers has acted as the Executive Director of the Agency since on or about March 2018; and

WHEREAS, the members of the Agency have determined that the position of Executive Director warrants a full time position; and

WHEREAS, the Agency and the Executive Director have discussed the provision of salary and benefits to the Executive Director; and

WHEREAS, the the Agency has determined that it will enter into an at will employment agreement with the Executive Director in substantially the form which has been submitted to the Members of the Agency at this meeting, to provide, among other things, the salary and benefits to the Agency's Executive Director.

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

Section 1. The Agency hereby approves the form of Employment Contract attached as Exhibit "A" to this Resolution.

Section 2. The the Chairperson is hereby authorized to execute the Employment Services Contract and take all reasonable actions necessary to implement the provisions thereof.

Section 3. This Resolution shall take effect immediately.

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

Austin DuBois	VOTING	Yes
Nancy Thomas	VOTING	Absent
Marlon Ramos	VOTING	Absent
Christina Amato	VOTING	Yes
Michael Kelly	VOTING	Absent
Gregory Nato	VOTING	Yes
Adam Pollick	VOTING	Yes_

The foregoing resolution was thereupon declared duly adopted.

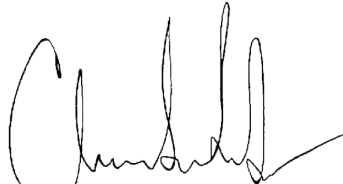
STATE OF NEW YORK)
) SS.:
COUNTY OF ORANGE)

I, the undersigned Secretary of City of Newburgh Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on October 18, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original 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 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 27 day of October, 2021.



Secretary

(SEAL)

EXHIBIT A
FORM OF EMPLOYMENT CONTRACT

EMPLOYMENT AGREEMENT

This EMPLOYMENT AGREEMENT, dated as of November 1, 2021, between the **CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY**, hereinafter called the "Agency," and **CHERRISSE VICKERS**, hereinafter called the "Executive Director."

1. Employment

The Agency hereby employs Cherrisse Vickers as its Executive Director and she hereby accepts employment as Executive Director upon the terms and conditions hereinafter set forth. The Executive Director reports directly to the Board.

2. Term

Subject to the provisions for termination as hereinafter provided, the term of this Agreement shall begin on November 1, 2021 and shall end on December 31, 2022. This Agreement supersedes any prior agreement(s) between the parties, whether written or oral.

3. Compensation

A. Salary. For all services rendered by the Executive Director under this Agreement, the Agency shall pay the Executive Director a salary of \$66,000 per year. Increases in salary shall be at the discretion of the Board of Directors and will generally be determined in conjunction with the Executive Director's annual performance evaluation.

B. Payroll procedures. The Executive Director's salary shall be payable in equal bi-weekly installments in arrears commencing at the beginning of the Term.

4. Performance evaluation

Annually the Executive Director's performance and her working relationship with the Agency shall be evaluated by the Agency Board of Directors, in writing. This review will be completed before June 30th of each year. Evaluations will be linked to the official title specification and the Executive Director's performance goals.

5. Duties

A. The Executive Director shall be the chief administrative officer of the Agency and shall perform all the duties of and possess all the authority set forth in the General Municipal Law for the position and/or the bylaws of the Agency. A copy of the official title specification for the Executive Director position is attached as Exhibit A.

B. The Agency may, from time to time, prescribe additional duties and responsibilities for the Executive Director.

C. The Executive Director shall attend and participate in all Agency meetings, both

public and in executive session, except for those sessions in which the Executive Director's performance, compensation, term of employment benefits or other matters relating to her terms and conditions of employment are discussed.

6. Executive Director's Responsibilities

The Executive Director shall devote her full time, skill, labor and attention to the discharge of her duties during the term of this Agreement.

7. Work Schedule

The minimum expected work schedule of the Executive Director is Monday through Thursday from 9:00 a.m. through 5:00 p.m. The Executive Director is permitted to tele-commute on a schedule as approved by the Agency.

8. Working facilities

The Executive Director shall be furnished an office, clerical support, a personal computer, a mobile telephone, and such other facilities and services, suitable to her position and adequate for the performance of her duties.

9. Residence.

During the course of employment, the Executive Director must maintain her legal residence within the City of Newburgh.

10. Benefits

A. Sick Leave. The Executive Director shall be allowed five (5) days of sick leave without loss of salary in each calendar year of employment, which days will accrue on an hourly basis from the date of hire. Sick days may only be used for medical appointments, personal illness, or to care for an ill member of the Executive Director's immediate family. The Executive Director agrees to provide accurate records of her sick leave usage to the Agency's payroll office so that the Agency can maintain accurate records of her leave balance and usage.

B. Vacation. The Executive Director shall be granted eight (8) working days of annual vacation without loss of pay in each calendar year of employment, which days will accrue on a monthly basis from the date of hire. Vacation may be taken only at times so as not to interfere with the Executive Director's professional obligations. Any vacation days not used or carried over will be forfeited by the Executive Director at the end of the calendar year. The Executive Director agrees to provide accurate records of her vacation leave usage to the Agency's payroll office so that the Agency can maintain accurate records of her leave balance and usage.

C. Paid Holidays. The Executive Director may take the paid holidays offered to administrative employees of the City of Newburg.

D. Health Insurance. The Executive Director has been offered health insurance participation in a plan offered by the Agency and has declined to participate because she has coverage from a different source.

9. Termination

Subject to the following provisions, the Executive Director's employment is on an at-will basis.

A. During the term of this Agreement, the Executive Director may resign from her employment and terminate this Agreement by giving at least thirty (30) days written notice to the President of the Agency.

B. During the term of this Agreement, the Agency may terminate the Executive Director without cause by giving the Executive Director at least (30) thirty days written notice of its intention to terminate her employment.

C. During the term of this Agreement, the Agency may immediately terminate the Executive Director for cause by giving the Executive Director written notice of its decision to terminate her employment for cause. For purposes of this Agreement, termination for cause shall mean misconduct, incompetence, insubordination, or an inability to perform the essential functions of the executive director position with or without accommodation, for more than twelve (12) weeks. Further, a failure by the Executive Director to give the required notice of resignation may be deemed by the Agency as a basis to immediately terminate the Executive Director for cause. The determination of whether the conduct of the Executive Director constitutes misconduct, incompetence, or insubordination in the course of her employment shall be made by the Agency.

D. Upon resignation or termination pursuant to paragraphs 9(A) or 9(B) only, the Executive Director will be paid for any accrued but unused vacation days owed to her. Under no circumstances will sick leave days be paid out upon resignation or termination.

10. Renewal

On or before September 1, 2022, the Agency shall indicate to the Executive Director whether it wishes to extend the term of this Agreement. If the Agency indicates its desire to extend the Agreement with the Executive Director, the Executive Director shall have until October 1, 2022 to indicate her willingness to enter into negotiations to extend the Agreement. The parties will endeavor to complete any such negotiations by November 15, 2022.

11. Representations of Executive Director

The Executive Director hereby represents to the Agency that, on the date of execution of this Agreement, she reasonably expects to be able to perform the essential functions of the executive director position throughout the term of this Agreement.

12. Notices

Any notice required or permitted to be given under this Agreement shall be sufficient if in writing, and if sent by registered mail or by overnight delivery through a national express delivery carrier to the address provided by the Executive Director for this purpose, or to the Agency's principal office.

13. Waiver of breach

The waiver by the Agency of a breach of any provision of this Agreement by the Executive Director shall not operate or be construed as a waiver of any subsequent breach of this Agreement by the Executive Director.

14. Entire agreement

Except as expressly set forth hereinabove, this instrument contains the entire agreement of the parties. It may not be changed orally, but only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification, extension or discharge is sought. The Agreement shall be construed in accordance with the laws of the State of New York, without regard to its choice of law provisions. This Agreement shall not be construed against one party or the other on the basis that either party was the primary drafter.

IN WITNESS WHEREOF, the parties have executed this Agreement on November ____, 2021.

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

EXECUTIVE DIRECTOR

By:


Austin DuBois, Chair


Cherisse Vickers

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

Resolution No. 2021-10-18-04

**RESOLUTION AUTHORIZING
ESTABLISHMENT OF A DEPOSITORY ACCOUNT**

A regular meeting of the City of Newburgh Industrial Development Agency (the "Agency") was convened in public session at City Hall, 83 Broadway, 3rd Floor, Newburgh, New York on October 18, 2021 at 6:00 o'clock p.m., local time.

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

Austin DuBois	Chairperson
Christina Amato	Secretary
Adam Pollick	Member
Gregory Nato	Member

ABSENT:

Michael Kelly	Member
Nancy Thomas	Vice Chairperson
Marlon Ramos	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Gregory Nato, seconded by Christina Amato, to wit:

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" or the "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 commercial, manufacturing and industrial 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, Section 858 of the New York General Municipal Law authorizes the Agency to designate the depositories of its money either within or without the state,

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

NOW THEREFORE, be it is resolved that the Agency is hereby authorized to establish a depository account in its name.

Section 1. The Agency is hereby authorized to establish an Agency checking account at TD Bank as determined by the Executive Director with the consent of the Treasurer.

Section 2. This Resolution shall take effect immediately.

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

Austin DuBois	VOTING	Yes
Nancy Thomas	VOTING	Absent
Marlon Ramos	VOTING	Absent
Christina Amato	VOTING	Yes
Michael Kelly	VOTING	Absent
Gregory Nato	VOTING	Yes
Adam Pollack	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

Resolution No. 2021-10-18-05

**RESOLUTION AUTHORIZING A PUBLIC HEARING REGARDING A PROPOSED PROJECT
TO BE UNDERTAKEN FOR THE BENEFIT OF BJH 143 WASHINGTON STREET LLC**

A regular meeting of the City of Newburgh Industrial Development Agency (the “Agency”) was convened in public session at City Hall, 83 Broadway, 3rd Floor, Newburgh, New York October 18, 2021 at 6:00 o'clock p.m., local time.

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

PRESENT:

Austin DuBois	Chairperson
Christina Amato	Secretary
Adam Pollick	Member
Gregory Nato	Member

ABSENT:

Michael Kelly	Member
Nancy Thomas	Vice Chairperson
Marlon Ramos	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Christina Amato, seconded by Gregory Nato, to wit:

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” or the “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 manufacturing, warehousing, research, commercial and industrial 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 and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on August 8, 2021, BJH 143 Washington Street LLC, a New York limited partnership (the "Company") or such other person(s) or entities as may be designated by the Company and agreed upon by the Agency (collectively, the "Company"), submitted an application (the "Application") to the Agency, 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 4,000 square foot parcel of real property located at 143 Washington Street, Newburgh, NY (the “Land”), (2) the (i) rehabilitation and improvement of the existing 4-story brick attached shell building, and (ii) construction of a new building on the vacant area existing on the Land, together totaling 9,000 square feet to consist of approximately 2 ground floor commercial units and up to twelve residential units (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, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Chair, any Vice Chair or Officer of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct or cause the holding of such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chair, any Vice Chair and/or Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chair, any Vice Chair and/or Officer of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

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

Austin DuBois	VOTING	Nay
Nancy Thomas	VOTING	Absent
Marlon Ramos	VOTING	Absent
Christina Amato	VOTING	Nay
Michael Kelly	VOTING	Absent
Adam Pollick	VOTING	Nay
Gregory Nato	VOTING	Nay

The foregoing Resolution was thereupon declared duly adopted.

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

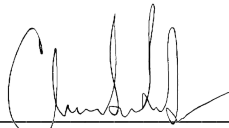
I, the undersigned Secretary of the City of Newburgh Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that

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 18, 2021 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 27 day of October 2021.



Secretary

(SEAL)