

CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY ("IDA")  
MINUTES OF MEETING  
October 21, 2013

Present

Board Members: Richard Bedrosian, Acting Chair  
Mike Curry, John Penney, Nancy Thomas  
Excused: Jerry Maldonado, Joshua Smith  
Counsel: Not present  
Staff: Theresa Waivada, Executive Director  
Craig Skelly, CFO

Guests: Rick Milton, Kathy Parisi

1. Roll Call: Mr. Bedrosian called the meeting to order at 7:14 pm. A quorum was present.
2. Proof of Notice of October 21, 2013 Meeting
3. Approval of the September 16<sup>th</sup> Minutes

Mr. Penney: Motion to approve the September 16<sup>th</sup> minutes with correction as stated below.  
Mr. Curry: Motion seconded.  
Discussion: No discussion.  
VOTE: **Unanimously passed with correction.**

**Correction to #5. Request for Bills; Treasurer's Report:** the correct opening balance is \$670,157.62; add the two words 'and disbursements' after the word 'period.'

4. Request for Communications: no communications received this month.

The Chair asked for motion to change the agenda to allow Resolution No. 2013-10-21-2 to be presented.

Mr. Penney: Motion to change the order of the agenda  
Ms. Thomas: Motion seconded.  
VOTE: **Unanimously approved.**

**Resolution No. 2013-10-21-2 – Authorizing Release of Reverter Interests Affecting Three Parcels of Land—150 Broadway, 152 Broadway, and 156 Broadway.**

Rick Milton and Kathy Parisi were present to represent Mr. Sanchez, owner of the three parcels. These properties are vacant, and the IDA has been asked to rescind the conditions found by the title company and to prepare a release for each parcel. IDA's counsel has drawn up the Release of Covenants and Right of Recovery. The IDA has received a Release and Indemnification certification from Mr. Sanchez.

Mr. Curry: Motion to pass Resolution 2013-10-21-2  
Mr. Penney: Motion seconded.  
Discussion: None  
VOTE: **Unanimously passed by roll call.**

5. **Request for Bills; Treasurer's Report:** Mr. Curry presented the October 21<sup>st</sup> Treasurer's report with a September 16<sup>th</sup> opening balance of \$673,576.32, five expenditures totaling \$5,806.52, deposits during the period totaling \$45,894.89, for an ending balance of \$713,666.69.

Applicant Funds opening balance as of August 31<sup>st</sup> is \$5,001.42, a deposit of \$25,000 with 96 cents interest, reflecting an ending balance as of September 30<sup>th</sup> of \$30,002.38.

Mr. Penny: Motion to pay check numbers 2115-2119 as presented and Treasurer's Report as of October 21<sup>st</sup>

Ms. Thomas: Motion seconded.

VOTE: Unanimously passed.

6. **Committee Reports:**

**Governance Committee:** There was no report.

**Audit Committee:** The Audit Committee met before the board meeting to review responses from six firms for the 2013-2014 annual agency audit. BST's response came in at \$9,750.00 for each of the two years. The committee recommends using the services of BST for the 2013-2014 audits. The committee also recommends that BST be informed that the agreed upon amount will not be exceeded without written consent from the Treasurer.

Discussion ensued on making changes to the By-laws, Procurement and Internal Control Policies regarding changing the wording 'Treasurer and Assistant Treasurer' to 'Treasurer or Secretary'; look into creating a policy that allows the payment of bills and debts when no board meeting takes place; and review all policies for updating. The following resolutions were presented

**Resolution No. 2013-10-21-1** – Adopting a Budget and Financial Plan for the period ending December 31, 2014 and authorizing its submission to the Authorities Budget Office PARIS reporting system.

Mr. Curry: Motion to pass Resolution 2013-10-21-1

Mr. Penney: Motion seconded.

Discussion: None

VOTE: Unanimously passed by roll call.

**Resolution No. 2013-10-21-3** – Board of Directors of the City of Newburgh Industrial Development Agency authorizes the Treasurer to sign an agreement with Bollam Sheedy Torani & Co., LLP (BST) to undertake and complete an audit for the year ending December 31, 2013, at a fee not to exceed \$9,750.00. In addition, any additional services requiring additional fees must first receive written authorization from the Treasurer.

Mr. Curry: Motion to pass Resolution 2013-10-21-3

Mr. Penney: Motion seconded.

Discussion: None.

VOTE: Unanimously passed by roll call.

7. **Report from the Chair:** No new business.

8. **Report from the Executive Director:**

The director reported on the hard drive "crash" of her computer and is working through the City of Newburgh's procurement department to purchase a new computer. The City has put out an RFQ looking for developers for waterfront property. The Executive director suggested that the November

meeting be cancelled and that the December annual meeting be moved up to December 9. Also mentioned the need for the agency to be able to transact financial obligations when a monthly meeting is cancelled.

Mr. Penney: A motion to approve foregoing the November board meeting and schedule the next meeting for December 9<sup>th</sup> and that the Board authorizes payment of bills and debts by the Treasurer, with another officer signing as needed in the interim. The board will approve all payments at the December meeting.

Mr. Curry: Motion seconded.  
VOTE: Unanimously passed.

Everyone agreed to move the Annual Meeting date to December 9<sup>th</sup>.

10. Report from Counsel: There was no report.

11. Old Business: No old business to discuss.

12. New Business:

Mr. Penney: The board authorizes the expenditure not to exceed \$1,100.00 for a computer and operating system from the City of Newburgh that will be purchased under their contract.

Mr. Curry: Motion seconded.  
VOTE: Unanimously passed.

A Nominating Committee is required for election of officers. It was suggested that the term for each office be for a two-year period. It was agreed by the board to accept Mr. Penney's services to Chair the committee; he will ask Jerry Maldonado to also serve. Expanding recruitment to fill the Board vacancy was discussed. Only one candidate has submitted his name.

Discussion continued on review of the By-laws, Procurement, and Internal Control Policies regarding changing the wording 'Treasurer and Assistant Treasurer' to 'Treasurer or Secretary; look into creating a policy that allows the payment of bills and debts when no board meeting takes place; and review all policies for updating.

The meeting was adjourned at 7:58 p.m.

Mr. Penney: Motion to adjourn.  
Ms. Thomas: Motion seconded.  
VOTE: Unanimously passed.

CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2013-10-21-1

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 adopt a Budget and Financial Plan for the period ending December 31, 2014 and authorizes its submission to the Authorities Budget Office PARIS reporting system.

Motion made by: Michael Curry

Seconded by: John Penney

4 Yeas 0 Nays

CERTIFIED to be a true and correct copy of the resolutions adopted on October 21, 2013 at a meeting duly called and held by the Board of the City of Newburgh Industrial Development Agency.

John Penney  
Secretary

10/21/13  
Date

**CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY**

**RESOLUTION NO. 2013-10-21-2**

**AUTHORIZING RELEASE OF REVERTER INTERESTS  
AFFECTING THREE PARCELS OF LAND**

**WHEREAS:**

The City of Newburgh Industrial Development Agency (IDA), by deeds dated February 13, 2004 and recorded February 23, 2004 in the office of the Orange County Clerk, conveyed three lots in the City of Newburgh, known as Section 30, Block 2, Lots 24, 25 and 26, to 117 Liberty Street, LLC d/b/a Polonia Development and Preservation Services Co. (Polonia);

The three lots are currently in title to 155 Broadway LLC, by deed dated May 16, 2013 and May 17, 2013.

The three lots are subject to covenants contained in paragraphs numbered (1) through (4) (the Covenants) in the deeds by which the IDA conveyed the lots in 2004; the covenants require, inter alia, that the property be brought into Acomplete compliance with all State, County and City building, housing, plumbing, electrical, fire prevention, life safety and health statutes, codes, rules and regulations@ within nine (9) months after the date of conveyance; that upon being found to be in compliance as so stated, a Certificate of Occupancy shall be issued; that Polonia shall not convey or lease the property prior to issuance of a Certificate of Occupancy except that, in the event that an inspection after the conclusion of the nine-month period discloses that the lot has not been brought into compliance and issued a Certificate of Occupancy, the IDA may give notice to Polonia and its successors, and Polonia or its successors will thereupon reconvey good and marketable title to the lot to the IDA.

155 Broadway LLC has now asked the IDA to waive and release the Covenants so as to permit conveyance of the lots to a third party free of the Covenants. In making this request, 155 Broadway LLC has asserted that the three lots were vacant when conveyed to Polonia and remain vacant to this day; that the Covenants were included in the deeds in error; and that it was not the intention of the parties that improvements be made to the lots within nine months of the date of conveyance, nor that the lot be subject to revert to the IDA in the event of Polonia's failure to make improvements within the nine-month period.

The Agency has reviewed the deeds in question and the facts and circumstances thereof and has concluded that the Covenants were erroneously included in the deeds, that they do not further the Agency's goals, and that they therefore should be waived and released so as to permit the transfer of the lots free of them.

**NOW THEREFORE BE IT RESOLVED:**

1. The Covenants were included in the deeds by mutual error of the parties to the deeds.
2. Correction of an error in conveyance is routine agency administration of a ministerial nature, which is a Type II Action under SEQRA and is not


subject to further SEQRA review.

3. Release of the Covenants will further the purposes of the Agency by permitting the transfer of the lots for future development along Broadway, consistent with the City of Newburgh/s zoning and development goals and with the IDA's efforts to foster industrial development and employment in the City.
4. Upon payment by 155 Broadway LLC to the IDA of a \$250 Administration Fee, and payment to the IDA's counsel for his services in reviewing, advising and preparing the requisite documents for the Agency, including a Release of the Covenants by the IDA and General Release of the IDA by 155 Broadway LLC, the IDA hereby authorizes and directs its Chairman or Vice Chairman, in consultation with counsel, to execute and deliver to 155 Broadway LLC the Release of Covenants, substantially in the form attached, in recordable form, and such other documents as are required to accomplish the purposes set forth herein.

The foregoing resolution Number 2013-10-21-2 was duly put to vote, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
<b>Joshua Smith</b>			✓	
<b>Nancy Billman</b> <i>Thomas</i>	✓			
<b>Richard Bedrosian</b>	✓			
<b>Michael Curry</b>	✓			
<b>Jerry Maldonado</b>			✓	
Vacant				
<b>John Penney</b>	✓			

The resolution was thereupon duly adopted.

  
Recording Secretary

October 21, 2013

The City of Newburgh Industrial Development Agency

RESOLUTION NO.: 2013-10-21-3

October 21, 2013

In response to a Request for Proposal for auditing services to undertake required audits for years 2013 and 2014, the Agency received 5 responses. Following review of the proposals, the Audit Committee recommended that the Agency secure the services of Bollam Sheedy, Torani & Co. LLP ("BST") , Albany, NY to undertake an audit of the Agency's finances for period ending December 31, 2013.

Therefore be it resolved, that the Board of Directors of the City of Newburgh Industrial Development Agency authorizes the Treasurer to sign an agreement with Bollam Sheedy, Torani & Co. LLP ("BST") to undertake and complete an audit for the year ending December 31, 2013 at a fee to not exceed \$9,750.

In the event that additional services are required, the firm must first receive written authorization from the Treasurer.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith			✓	
Richard Bedrosian	✓			
Michael Curry	✓			
Jerry Maldonado			✓	
Nancy Taylor	✓			
John Penney	✓			

The resolution was thereupon duly adopted.



Recording Secretary  
October 21, 2013