

NEWBURGH
IDA 
INDUSTRIAL DEVELOPMENT AGENCY
MINUTES OF BOARD MEETING
November 20, 2023

Present:

Board Members: Marlon Ramos, Chairman
Gregory Nato, Secretary – arrived at 6:36 pm
Christina Amato, 1st Vice Chair
Theresa Priester, Member
Robin Yanyiah Pearson - Member

Excused: Adam Pollick, Treasurer
Michael Kelly, 2nd Vice Chair

Staff: Cherisse Vickers, Executive Director
Adriana Huaynalaya, Financial Administrator

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

Guests: Connor Eckert, Orange County Partnership

1. **Roll Call:** Marlon Ramos, Chairman called the meeting to order at 6:13 pm.
2. **Proof of Meeting Notice:** Marlon Ramos, Chairman. Notice Sent and Accepted.
3. **Reading and Approval of October 16, 2023 Meeting Minutes:**

Regular Meeting: Minutes from the regular board meeting of October 16, 2023, were distributed to the board via e-mail.

Motion to approve October 16, 2023 regular meeting minutes as presented:

Ms. Pearson: Motion to approve the minutes
Mr. Nato: Motion seconded
Ms. Amato: Abstained
VOTE: Adopted with one abstention
4. **Executive Session:**

Motion to enter into Executive Session to discuss the lease or sale of real property.

Mr. Nato: Motion made
Ms. Amato: Motion seconded

Motion to exit Executive Session

Ms. Amato: Motion made
Ms. Priester: Motion seconded

During Executive Session, the board unanimously decided for the Counsel to respond to the letter from the City manager.

5. Report of the Treasurer; Approval of Payment of Bills:

Adam Pollick presented the October Treasurer's Report to the board.

Motion to approve the October 2023 Treasurer's Report

Mr. Ramos: Motion to approve
Ms. Pearson: Motion seconded
VOTE: Unanimously passed

Motion to approve October 2023 Bill Payments

Ms. Pearson: Motion to approve (Checks 1200,1201)
Mr. Ramos: Motion seconded
VOTE: Unanimously passed

Ms. Amato asked if we have received any late payments from any the cell tower contracts now that the year is coming to a close. The financial administrator mentioned there were some discrepancies between the rent Crown Castle says we are due and what we are due in rent per our agreement. Mr. McLaughlin mentioned the summary Mr. Craft present at the last board meeting and catch-up payment was made from Dish Network, we now have a good handle on what is owed. Payment will be reflected in next month treasurer's report.

Ms. Amato and Mr. Pollick have gotten far in the budget for 2024 and would like to present to the board some notes. Actuals for 2023 were created and anticipated amounts for the next 5 years. Potential new projects and new staff members need to be built into the budget as well over the next 5 years. Interest rates are hard to determine but they have been projected. Mr. Ramos asked about the specific line items, Ms. Amato mentioned professional services, anticipated projects, full time staff or hiring consultants, website, PR firm and marketing. Mr. Ramos stated these line items are a result of the ongoing conversations within the board and having a good starting point with the projected budget.

Quickbooks Online Proposal

Ms. Amato presented to the board this proposal for the implementation, advantages, and steps for a transition from Quickbooks Desktop to Quickbooks Online.

Motion to approve the Quickbooks Online Proposal

Mr. Ramos: Motion to approve

Ms. Priester: Motion seconded

VOTE: Unanimously passed

UTEP Meeting Summary

Ms. Amato highlighted to the board the points discussed in a meeting with Kevin Gremse from Grow America who has a tremendous amount of knowledge with UTEPs. He has been successful in attracting new business and developments in New Rochelle. Although the IDA receives interest from developers, they struggle with the current UTEP. The possibility of creating incentive packages for specific zones was discussed but this could be a sensitive subject since there are many zones in the City and the zones we pick can be different from what the zoning department is planning.

Mr. McLaughlin explained that IDA's were created in the 1960's due to the amount of people leaving upstate NY. The incentive to provide financial assistance and provide jobs was expanded in the 70s. Mr. Nato brought out that Newburgh is the second largest historical district in New York. We are a patchwork community that needs to be mixed use of light industrial and heavy residential. The empty lots we have can only be filled in with certain urban planning guidelines. We need to think outside the box to encourage different kinds of entrepreneur tax retables. Mr. McLaughlin mentioned that we cannot do retail however there are exceptions due to the poverty level and the need for those types of jobs.

Ms. Amato further emphasized the importance of a specific analysis of what can be encouraged in the City with what we currently have. Housing is currently not included in the current UTEP and the City Council has the ability to pass PILOTs. Ms. Vickers said ultimately we want to know the UTEP we want to create to move forward. Perhaps in January Mr. Gremse can come to a board meeting to present to the board.

6. **Chairman's Report:**

Mr. Ramos and other board members attended the inauguration of The Lofts at the Foundry. NIDA was recognized by the developers. During the inauguration, the developer spoke of their desire to do something in front of the Foundry's parking lot with approximately 140 units which would be something positive for the City.

The chairman has been continuing efforts to connect with lenders that understand Newburgh and have done work in in the city in order to improve chances of having a project completed. He has scheduled a meeting with Rhinebeck Bank and hopes to schedule a meeting with Webster Bank as well.

Mr. Ramos also had a meeting with the Strategic Economic Development Advisory Committee (SEDAC), there are a lot of conversations taking place about projects and the efforts going into the Brownfield Opportunity Area (BOA). He has invited them to attend one of our board meetings, have a few members introduce themselves and potentially have some collaboration on a project. He has volunteered to be on the committee, giving the IDA a pull as this group is community driven. Ms. Pearson asked if he had anything in mind regarding collaborations with SEDAC to which Mr. Ramos responded it would depend on the PILOT. We are in the forefront of development and as an IDA we are working on looking for opportunities.

Mr. Ramos mentioned to the board the request from the City the transfer of title for 145 Broadway (the Armory).

7. **Counsel's Report:**

Mr. McLaughlin received a draft letter from the hotel project asking for extensions of certain benchmarks that were included in the project benefit agreement. The project is delayed due to interest rates and lenders backing out. They are currently on the trail of a new lender and suggested to wait on the outcome in order to amend the documents since as of right now there is no need. Ms. Amato asked if a letter of confidence was needed on our end. Mr. McLaughlin said no, they wanted to advise the board that they are trying to secure a new lender.

Scobie Drive – DEC approved their plan and is open for public comments until December 9. Assuming public comments come in favorably, the cleanup plan can be approved for the site. The original contract for sale had benchmarks but, because of delays they had abandoned that benchmark and now is the right time to come up with new benchmarks to hold them to a schedule of some sort. The due diligence period ends June 30th. Ms. Amato asked if we can ask for a timeline, the Counsel confirmed that is the next step.

Murphy's Ditch – One payment was paid over the summer. The second payment for the outstanding balance is still due to be paid. Mr. McLaughlin sent another polite letter in the beginning of October requesting payment and he will ramp up the letter to make it more a demand.

Ms. Pearson mentioned that city council members had questions about the hotel project and questioned our relationship with them, if we are responsible for reporting to them? Counsel responded that once the project gets going we will have an obligation to report jobs created, benefits consumed to the ABO. We are not at the point. Ms. Pearson asked if they are receiving any benefits at this point. Mr. McLaughlin advised that they are not. No purchases have been made and the PILOT does not go into effect until the certificate of occupancy goes into effect.

8. **Executive Director's Report:**

The application and check for Newburgh South Logistics Center was deposited. Ideally they would have present at the meeting had there not have been a delay in the check which stopped some of the work. We are currently working on getting the cost benefit analysis and test of reasonableness done by December's board meeting. Hopefully the developers will attend that meeting and a project abstract will be ready.

RFP post for the PR firm, advertising and marketing expired on Friday November 17th. 14 responses were received it total. It will take time to digest the applications since they touch on items that we have never thought about. Perhaps more comprehension is need to see if it is a valid cost to achieve what we want as an IDA. This will give the board a chance to see what we can do. Ms. Vickers has been working with Mr. Nato and Mr. Ramos but invited the rest of the board to have a part and shared with them the Dropbox file.

The website is being done with Black Dog. Bi-weekly meetings are held on Fridays. They have begun populating the website. The parts of the website that are compliance related are easy to plug in. A placeholder needs to be created as to why Newburgh is great and mentioned to the board to brainstorm any ideas. Ms. Pearson asked if this is

a task a PR firm can take on. Ms. Vickers responded that Black Dog said a lot of website creation and PR work overlaps. She left it up to the board to decide if they would like start small and build up the website with marketing campaigns.

Mr. Nato clarified to the board that advertising is us putting an ad in a magazine based on media we create while PR takes events that have happened and present it to the media. Ms. Amato would like to participate and Ms. Pearson would also like to get closer to this project. She questioned if we can received assistance in telling the story we want. Ms. Vickers mentioned some of the proposals received address that and Mr. Ramos added we have the material we just need to let the public know. Ms. Amato asked if graphics are included to which Mr. Ramos responded they are.

The Executive Director reminded the board that all the Governance and Audit/ Finance committees need to meet before December 13th to review their policies.

Mr. Ramos questioned if the Newburgh South Logistics Center had a tenant in mind once the project is complete and what the cost of the analysis is. Ms. Vickers said Mr. Eckert could shed more light on what IDA's do with spec projects. Ms. Amato mentioned she would like to have Kevin Gremse from Grow America present to the board since he has tremendous knowledge and experience with IDA's and UTEPS.

Ms. Pearson asked about the reality of jobs that come out of PILOT projects and if we are in communication with workforce development to have a sense of what kind of jobs the City needs. Within the year she has been a board member, she has seen most jobs come out of the actual development which are short term. This does not set up sustainability for the jobs that transfer to building the City. Perhaps we could suggest what type of businesses the City needs to developers. Mr. Ramos responded that we are having conversations with the City regarding areas with opportunity and how we can promote projects. Ms. Pearson asked if there was an opportunity for us to be proactive since we know the City and its needs. Mr. Ramos responded ideally our plan would need to be organized in identifying areas of opportunity and types of businesses we want to attract depends on the environment. Ms. Amato added developers do their analysis and as an IDA we look for primary jobs and then secondary. We need to get businesses here that will employ people from Newburgh. Ms. Pearson emphasized we need to think more long term and expand our network to those directly involved in the workforce.

Mr. McLaughlin brought to attention the example of the Foundry, which is primarily residential but brings in commercial business because families live here and will spend their money here. Mr. Ramos pointed out the economic impact the Foundry will have on the City. Ms. Vickers also mention the film that was being made when they toured the Lofts at the Foundry and the crew had catering by Liberty Street businesses. Mr. Nato brought out that wherever there are adaptive reuse projects they are mostly residential but, most of the new projects have ground floor commercial and upstairs housing.

9. New Business:

Presentation by Orange County Partnership

Mr. Eckert came to give an industrial update on the market to the board. His role with Orange County Partnership is to attract new companies and developers and help existing businesses expand. The biggest burden to facilitate projects is the availability of trained workers and Class A buildings. Class A construction markets have a high demand, low vacancies, and high interest rates. When it comes to site selection speed in the market is everything. If a spec building is ready it is a matter of when, not if it will

be leased. Mr. Ramos asked if there is a specific industry in the market and if he had any information on average wages. He responded it was mostly mixed, but the warehouse logistics centers have been growing and there is solid activity in packaging, food, and beverage production. Ms. Pearson asked if there were mostly positions for basic laborers. Mr. Eckert responded that it is a mix. The current market is supply-train orientated with competition for logistics workers. Mr. Ramos asked if the wages are determined locally. Mr. Eckert stated it depends on standard formulas across the state. Mr. Nato inquired about the number of employees at Amazon and Tesla, Mr. Eckert said it is about 1,000 at Amazon and 300 at Tesla. Ms. Pearson asked where these companies were getting their employees from. Mr. Eckert said the employees come from Orange and Dutchess counties. Their wages are in the mid to low 20's, with Telsa offering a solid benefit package.

Mr. Ramos asked what Mr. Eckert is referring to when he says Class A buildings. Mr. Eckert explains they are brand new construction, high ceilings, and healthy amount of loading docks. Ms. Amato asked if they have identified any areas in Newburgh that could host Class A buildings. Mr. Eckert responded there are a few. The city has a walkable labor pool, healthy infrastructure and transportation assets which works for the City. However older buildings have low ceilings which hinders some development but presents an opportunity for the IDA to get involved.

Ms. Amato asked if these buildings have long-term leases. Mr. Eckert said they are for at least 10 years. Mr. Ramos asked if we have an idea of the employee vs. square footage ratio? In the modern warehouse the numbers change, some mixing employee work with robots to which Ms. Amato states in the future there will be more robots than humans.

Mr. Ramos inquired if the average wage is in the mid to low 20s, Mr. Eckert said it depends on the tenant but typically the average wage is in the high teens, mid to low twenties. Mr. Ramos asked about the square footage of the new project. Ms. Vickers responded that it is about 400,000 square feet - per Mr. Eckert this is the sweet spot. Ms. Amato mentioned that Newburgh Logistics South Center does not know who the end user will be but, could we anticipate 100 plus jobs? Mr. Eckert confirmed that would be a safe bet, however it ultimately depends on who the end user is.

Ms. Pearson questioned if these workers come from the county and how many people would be prepared for this type of work? Mr. Eckert said it's a mix. Ms. Amato asked how many benefits the projects are requesting. Mr. Eckert responded that for most of the IDA projects the benefits have aligned with what is in the UTEP. Manufacturing projects usually get a PILOT to up to 15 years. The sales tax exemption provides huge savings as well.

Ms. Pearson asked if they built a Class A building, they would not have a problem with tenants? Given the right conditions Mr. Eckert agreed that they should not have any problems finding a tenant. Mr. Nato asked for any examples of adaptive reuse outside manufacturing. Mr. Eckert mentioned there are a lot in New York City but none he knows of in Orange County or the Hudson Valley. The market is strong for warehousing.

Ms. Amato mentioned she read an article that universities are taking over old malls for schools and asked although the OCP focuses mainly on industrial warehouse, how much smaller commercial they work on. Mr. Eckert said they can do anything roughly 500 square feet. Ms. Amato brought up the UTEP revision and reliability, making it more accessible to attract applications and asked if Mr. Eckert had anything he is seeing in the marketplace that people are looking for. On cost basis Mr. Eckert said we are competing with North Carolina, Virginia, and Florida. New York has rich natural

resources and an immense quality of life however in the cost perspective we do not meet the bar and we need to level the playing field.

Ms. Pearson asked about the cannabis industry and any possibilities we should be keeping our eyes open for. Mr. Eckert said yes, the industry is very active and west coast growers want to come to the east coast. Ms. Pearson asked if this could work in the City. Mr. Eckert agreed and mentioned the facilities do not need to be big. Ms. Pearson asked about the policies for those formerly incarcerated. Ms. Amato mentioned in New York State selection process they are given priority.

Resolution 2023-11-20-01 Resolution to Revise Disposition Policy

Tabled

Resolution 2023-11-20-02 Resolution to Authorize Termination of Bonds

The Agency hereby consents to the redemption of the Series 2005A Bonds, authorizes the termination of the security Documents and further authorizes the Chair, Vice Chair and/or the Executive Director of the Agency to execute and deliver for recording, as applicable, any and all documents necessary and incidental to the redemption and pay-off of the Series 2005A Bonds, including without limitation, the termination of any and all Security Documents executed in connection with the issuance of the Series 2005A Bonds for Community Development Properties aka St. Luke's Parking Garage.

Ms. Amato: Motion made

Mr. Nato: Motion seconded

VOTE: Resolution unanimously adopted

10. Old Business:

Ms. Pearson questioned the process for the ideas generated for the budget and how they were executed and the communication between the committees. Ms. Vickers mentioned during the Audit/ Finance Meeting the budget was discussed and the line items that were requested to be included. In regard to new projects, Ms. Amato mentioned these need to be actively pursued.

Ms. Vickers stated that Phase 1 of the website is taking place now. Depending on how that goes, Phase 2 will kick off and the desired data will be able to be added. Ms. Pearson suggested reconvening the meeting that was held over the summer with herself, Ms. Amato, and Ms. Vickers.

Mr. Ramos brought up the status of the new board member and requested Ms. Vickers to formally request an update. Mr. Nato suggested beginning contacting the applicants since the board has the list. Ms. Amato mentioned she knew of applicants that have applied for the board member position but are not on the list. Mr. Vickers will request an updated list again from the City.

11. Adjournment

A motion to adjourn was made by Mr. Nato and seconded by Ms. Amato. Unanimously passed at 9:20 pm.

**CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY
TREASURER'S REPORT NOV 20, 2023 MEETING
October**

OPERATING Account #2847

Opening Balance As of Oct 1, 2023 **\$213,547.23**
from bank statement

Deposits

<u>Payor</u>	<u>Amount</u>	<u>Remarks</u>
10/3/2023 AT&T	3,880.29	
10/3/2023 Central Hudson	2,154.31	
10/10/2023 Brookfield Properties	1,000.00	Application fee for Newburgh South Logistics Center
10/11/2023 T-Mobile	5,139.76	
10/12/2023 Dish Network	12,300.00	Payment include \$900 difference in payments made from November 2022 to November 2023
10/25/2023 Orange County Department of Finance	39,705.78	
10/27/2023 Brookfield Properties	1,000.00	Application fee for Newburgh South Logistics Center (1st check was returned)
10/31/2023 Interest Paid	803.66	Interest Rate 4.00%
TOTAL DEPOSITS 2847	\$65,983.80	

Disbursements

<u>Check Number</u>	<u>Check Date</u>	<u>Payee</u>	<u>Amount</u>	<u>Remarks</u>
1197	10/4/2023	Whiteman Osterman & Hanna LLP	5,475.50	Invoice 654804, 654809, 654806
1198	10/4/2023	Philadelphia Insurance Co	25.00	Invoice 2006113187
1199	10/4/2023	Michele Gruber	13.10	Reimbursed Expenses
1200	10/20/2023	Whiteman Osterman & Hanna LLP	2,006.00	Invoice 661309, 661305, 661303
1201	10/20/2023	black dog DESIGNS, LLC	4,683.00	35% deposit
TOTAL CHECKS & DISBURSEMENTS 2847			\$12,202.60	

Closing Balance As of Oct 31, 2023 **\$267,328.43 Op Acct #2847**

PAYROLL Acct #8243

Opening Balance As of Oct 1, 2023 **\$55,542.74**

Debit	10/3/2023	Payroll Fees month Sep 2023	56.23
Debit	10/4/2023	Net Pay (part of gross wages)	2,872.48 9/18 - 10/1/23
Debit	10/4/2023	Employer Payroll Tax + Employee WH (part of gross wages)	1,004.98 9/18 - 10/1/23
Debit	10/18/2023	Net Pay (part of gross wages)	3,443.72 10/02 - 10/15/23
Debit	10/18/2023	Employer Payroll Tax + Employee WH (part of gross wages)	1,258.93 10/02 - 10/15/23
Debit	10/26/2023	Net Pay (part of gross wages)	1,201.94 M. Gruber Severance Check
Debit	10/26/2023	Employer Payroll Tax + Employee WH (part of gross wages)	509.69 M. Gruber Severance Check
		Total Monthly Payroll Expense	10,347.97
Credit	10/31/2023	Interest Paid	45.14 Interest Rate 4.00%

Closing Balance As of Oct 31, 2023 **\$45,239.91 Payroll Acct #2843**

APPLICATIONS FUND Account #2855

Opening Balance	As of Oct 1, 2023	\$14,151.44
Closing Balance	As of Oct 31, 2023	\$14,151.44 App Fund Acct #2855

LESSOR/TENANT Account #2863

Opening Balance	As of Oct 1, 2023	\$2,402.37
Interest Income	10/31/2023 Interest Paid	\$2.37 Interest Rate 4.00%
Closing Balance	As of Oct 31, 2023	\$2,404.74 Lessor Acct #2863

LABOR MONITORING Account #7072

Opening Balance	As of Oct 1, 2023	\$15,014.79
Closing Balance	As of Oct 31, 2023	\$15,014.79 Labor Monitor Acct #2863

MONEY MARKET Account #2871

Opening Balance	As of Oct 1, 2023	1,222,761.77
Interest Income	10/31/2023 Interest Paid	4,153.99 Interest Rate 4.00%
Debit	10/16/2023 Service Charge, Analysis Fees	0.30
Closing Balance	As of Oct 31, 2023	\$1,226,885.76 MM Acct #2871

LAKELAND BANK Account #4346

Opening Balance	As of Oct 1, 2023	0.00
Closing Balance	As of Oct 31, 2023	0.00 LAKELAND BANK Account #4346

LAKELAND BANK Account #5683

Opening Balance As of Oct 1, 2023

\$4,000,000.00

Interest Income 10/18/2023

51,111.11 Interest Rate 5.00%

Closing Balance As of Oct 31, 2023

\$ 4,051,111.11 LAKELAND BANK Account #5683



83 Broadway, 3rd Floor, Newburgh, NY 12550
(845) 569-7369
idadirector@cityofnewburgh-ny.gov

PROPOSAL

For

Implementing Quickbooks Online

This proposal outlines the rationale for the implementation, the potential advantages, and the steps required for a successful transition from Quickbooks Desktop.

1. Benefits of QuickBooks Online:

a. Efficiency: QuickBooks Online streamlines your accounting processes, making it easy to create and manage invoices, track expenses, reconcile bank accounts, and generate financial reports.

b. Accessibility: Being a cloud-based solution, QuickBooks Online can be accessed from anywhere with an internet connection, allowing for remote work and collaboration among team members.

c. Automation: The software automates many routine tasks, reducing the likelihood of errors and freeing up your team's time for more strategic activities.

d. Real-time Data: QuickBooks Online provides real-time financial data, enabling better decision-making and financial analysis.

e. Integration: It seamlessly integrates with a wide range of business applications and platforms, such as payment processors and CRM software, enhancing the efficiency of your operations.

2. Proposed Implementation Steps:

a. Assessment: Conduct a thorough assessment of our current accounting processes and data. This will help identify the specific needs of the Newburgh IDA and customize QuickBooks Online accordingly.

b. Customization: Configure QuickBooks Online to suit our company's unique requirements, including chart of accounts, invoice templates, and user roles.

c. Data Migration: Ensure a smooth transition by migrating our existing financial data to QuickBooks Online, preserving historical records.

d. Training: To facilitate a seamless transition, provide training to our staff, ensuring they are comfortable with the new system. Quickbooks offers a live 2-day class called "Master Quickbooks Level 1" for \$599.95 for 1 attendee.

e. Ongoing Support: Offer ongoing support to address any questions or issues that may arise after the implementation.

3. Cost:

The cost for QuickBooks Online Simple Start is \$15/month (\$180/year).

4. Conclusion:

Adopting QuickBooks Online will modernize our financial management processes, improve efficiency, and provide better visibility into our agency's financial health. The benefits will extend to better decision-making, time savings, and ultimately, increased profitability.

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. 2023-11-20-01

RESOLUTION AUTHORIZING ADOPTION OF AMENDMENTS TO THE AGENCY PROPERTY DISPOSITION POLICY

A regular meeting of City of Newburgh Industrial Development Agency (the “Agency”) was convened in public session at 115 Broadway, Newburgh, New York on November 20, 2023, 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:

PRESENT:

Marlon Ramos	Chairperson
Christina Amato	First Vice Chairperson
Gregory Nato	Secretary
Theresa Priester	Member
Robin Yanyiah Pearson	Member

ABSENT:

Michael Kelly	Second Vice Chairperson
Adam Pollick	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by _____, seconded by _____, 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 the Act and the Public Authorities law, the Agency is required to maintain a policy to dispose of property; and

WHEREAS, under the Act, the Agency is required to review its policies and by-laws on an annual basis; and

WHEREAS, the Agency has determined to make certain changes to the Agency Property Disposition Policy as provided in **Exhibit A** to this resolution.

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

Section 1. The Agency hereby approves and adopts the Property Disposition Policy attached to this resolution as **Exhibit A**.

Section 2. 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:

Marlon Ramos	VOTING	
Christina Amato	VOTING	
Michael Kelly	VOTING	ABSENT
Adam Pollick	VOTING	ABSENT
Gregory Nato	VOTING	
Theresa Priester	VOTING	
Robin Yanayah Pearson	VOTING	

The foregoing resolution was thereupon declared duly adopted.

TABLED

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 November 20, 2023 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 __ day of November, 2023.

Secretary

(SEAL)

EXHIBIT A

CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY

PROPERTY DISPOSITION POLICY

TABLED

DRAFT – FOR DISCUSSION PURPOSES ONLY
CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT ~~AGENCY~~AGENCY

Property Disposition Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics and to operate in the most accountable and open manner, the City of Newburgh Industrial Development ~~Agency~~Agency (the “~~agency~~Agency”) will maintain adequate inventory controls and accountability systems for all property (as such term is defined below) under its control. Furthermore, the ~~agency~~Agency will dispose (as such term is defined below) of property in compliance with any applicable law, rule, or regulation (as such term is defined below). Failure to follow the provisions of this Property Disposition Policy will result in disciplinary action including possible termination of employment, dismissal from one’s board or agent duties, and possible civil or criminal prosecution if warranted.

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Definitions

Act means Article 18-A of the General Municipal law of the State.

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Board shall mean the board members of the ~~agency~~Agency.

Budget Director shall mean the Director of the Division of Budget of the

State. Commissioner shall mean the Commissioner of General Services of the

State. Comptroller shall mean the State Comptroller.

Contracting Officer shall mean the Executive Director/Chief Executive Officer.

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Dispose, Disposed or Disposal shall mean the transfer of title or any other beneficial interest in personal or real property in accordance with Section 2897 of the New York Public Authorities Law.

Law, Rule, or Regulation: Any duly enacted statute, or ordinance, or any rule or regulation promulgated pursuant to any federal, state, or local statute or ordinance.

Legislature shall mean the State Legislature.

Property shall mean (a) personal property in excess of five thousand dollars (\$5,000.00) in value, (b) real property, and (c) any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party. Notwithstanding the foregoing, property shall include only such property in which the ~~agency~~Agency shall have a beneficial interest, and only to the extent of such beneficial interest; and property shall not include property in which the ~~agency~~Agency holds legal title solely for the purpose of extending financial assistance to the beneficiary of a project under the New York State Industrial Development ~~Agency~~Agency Act (General Municipal §§ 850 et seq.), as amended (the “Act”), and which the ~~agency~~Agency is required to convey or re-convey to

| _____

such beneficiary upon the termination of such project under the terms and conditions of the project agreements between the agencyAgency and the beneficiary.

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State shall mean the State of New York.

Operative Policy

Inventory Controls and Accountability Systems

The Contracting Officer of the agencyAgency shall be responsible for the agencyAgency's compliance with this Property Disposition Policy and the supervision and control of all property disposed of by the agencyAgency. In addition, the Contracting Officer shall have the responsibility to insure the agencyAgency operates in compliance with Title 5-A of the New York Public Authorities Law, including creating and maintaining adequate inventory controls and accountability systems for all property under the control of the agencyAgency and periodically inventorying such property to determine which, if any, property should be disposed by the agencyAgency. The Contracting Officer shall recommend to the board any property he or she deems suitable for disposal.

Disposition of Property

Unless otherwise authorized by this policy, the agencyAgency shall dispose of property for not less than fair market value ("FMV") by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such terms and conditions as the Contracting Officer deems proper. Provided, however, that no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

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Unless otherwise authorized by this policy, prior to disposing of property or entering into a contract for the disposal of property, the agencyAgency shall publicly advertise for bids for such disposal or contract for disposal. The advertisement for bids shall be made at such a time prior to the disposal or contract for disposal, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property. Such advertisement shall include the date, time and place the bids will be publicly disclosed by the agencyAgency. The agencyAgency shall award the contract with reasonable promptness to the most responsible bidder whose bid, conforming to the invitation for bids, is most advantageous to New York State (the "State"), price and other factors considered; provided, however, that the agencyAgency reserves the right to reject all such bids when it is in the public interest to do so.

The agencyAgency may dispose of property or enter into contracts for the disposal of property via negotiation or public auction without regard to the two (2) paragraphs immediately above, but subject to obtaining such competition as is feasible under the circumstances, if: the personal property involved is of a nature and quantity which, if disposed of under the first two (2) paragraphs of this section, would adversely affect the state or local market for such property, and the estimated FMV of such property and other satisfactory terms of the disposal can be obtained by negotiation;

- (i) the FMV of the property does not exceed fifteen thousand dollars (\$15,000.00);

- (ii) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
- (iii) the disposal is to the state or any political subdivision of the state, or to a public benefit corporation of the state (including, without limitation, an Industrial Development ~~Agency~~Agency created pursuant to the Act), and the estimated FMV of the property and other satisfactory terms of the disposal are obtained by negotiation;
- (iv) the disposal is for an amount less than the estimated FMV of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the state or a political subdivision of the state, including but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, and the purpose and terms of the disposal are documented in writing and approved by resolution of the Board; or
- (v) such disposal or related action is otherwise authorized by law.

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Notwithstanding any provision of this Policy to the contrary, the Agency may transfer title to owned real property to the City of Newburgh under the following circumstances:

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- The real property was historically owned by the City of Newburgh; and
- Title to the real property was transferred to the Agency as part of a project receiving financial assistance in the form of bond financing under the Act; and
- The financial assistance provided to the project by the Agency (i) has been fully repaid, and/or (ii) the conditions of such project have been fully satisfied, and/or (iii) the project has been abandoned by the company or entity receiving such financial assistance and/or (iv) the termination of any financing structure has resulted in title to the real property reverting to the Agency; and
- The Agency has received a written request from the City of Newburgh to revert title to the real property to the City of Newburgh upon conclusion of the project; and
- The Agency has determined that it is in the best interest of the Agency and the City of Newburgh to revert title to the real property to the City of Newburgh for a reasonable consideration.

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The ~~agency~~Agency shall file an explanatory statement with the Comptroller, the Budget Director, the Commissioner, and the Legislature not less than ninety (90) days before the ~~agency~~Agency disposes the property if the property is personal property in excess of \$15,000, or real property that has a fair market value in excess of \$100,000. When the property is disposed by lease (or exchange), then the ~~agency~~Agency shall file an explanatory statement when the property is real property leased for a term of five (5) years or less with an estimated fair annual rent exceeding one-hundred thousand dollars (\$100,000.00) in any given year; real property leased for a term greater than five (5) years with an estimated fair annual rent exceeding one-hundred thousand dollars (\$100,000.00) for the entire lease term; or any real property or real and related personal

property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

Reporting Requirements

Annual Report - The agencyAgency shall publish, at least annually, an Annual Report (the “Annual Report”) listing all property consisting of real property of the agencyAgency. In addition, the Annual Report shall include a list and full description of all property consisting of real and personal property disposed of during such period covered by the Annual Report. The Annual Report shall include the price received by the agencyAgency for the property, in addition to the name of the purchaser for all such property sold by the agencyAgency during such period covered by the Annual Report.

The agencyAgency shall deliver copies of the Annual Report with the Comptroller, the Budget Director, the Commissioner, and the Legislature, and to the extent practicable, post such Annual Report on its website.

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This Policy – The agencyAgency shall review and approve this Property Disposition Policy annually by resolution of the Board at its annual meeting. On or before March 31 of each year, the agencyAgency shall file with the Comptroller a copy of its then-current Property Disposition Policy, including the name of the Contracting Officer appointed by the agencyAgency. Upon such filing with the Comptroller, the agencyAgency shall post its Property Disposition Policy on its website.

4864-5651-4193, v. 1

Resolution No. 2023-11-20-02

RESOLUTION AUTHORIZING THE TERMINATION OF THE AGENCY'S TAXABLE VARIABLE RATE DEMAND CIVIC FACILITY REVENUE BONDS AND RELATED DOCUMENTS IN CONNECTION WITH THE AGENCY'S SERIES 2005A BONDS (COMMUNITY DEVELOPMENT PROPERTIES, DUBOIS ST. II, INC. PROJECT)

A regular meeting of the City of Newburgh Industrial Development Agency (the "Agency") was convened in public session at 115 Broadway, Newburgh, New York on November 20, 2023, 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:

Marlon Ramos	Chairperson
Christina Amato	First Vice Chairperson
Gregory Nato	Secretary
Theresa Priester	Member
Robin Yanyiah Pearson	Member

ABSENT:

Michael Kelly	Second Vice Chairperson
Adam Pollick	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, Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "Enabling Act") was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (the "State"); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and sell land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction, which shall be suitable for manufacturing, warehousing, research,

commercial or industrial facilities, including industrial pollution control facilities, in order to advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their prosperity and standard of living; and

WHEREAS, the Enabling Act further authorizes each such agency to lease and sell any or all of its facilities on such terms and conditions as it deems advisable, to issue its bonds for the purpose of carrying out any of its corporate purposes and, as security for the payment of the principal and redemption price of, and interest on, any such bonds so issued and any agreements made in connection therewith, to mortgage any or all of its facilities and to pledge the revenues and receipts from its facilities or from the sale thereof to secure the payment of such bonds and interest thereon; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act and by Chapter 577 of the Laws of 1982 of the State of New York (collectively with the Enabling Act, the "Act") and was empowered under the Act to undertake the providing of the "Facility" (as that quoted term is hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, on or about November 17, 2005, the Agency, as Issuer, issued its Variable Rate Demand Civic Facility Revenue Bonds (Community Development Properties, Dubois St. II, Inc. Project), Series 2005A in the aggregate principal amount of \$21,230,000 (the "Series 2005A Bonds") to provide funds for Community Development Properties, Dubois St. II, Inc., Delaware a not-for-profit corporation duly authorized to conduct business under the laws of the State (the "Company"), for the purpose of undertaking a project (the "Project") consisting of: (A) the acquisition by the Agency of an interest in an approximately 1.25-acre parcel of land located at 59- 73, 75 and 77 Dubois Street, in the City of Newburgh, Orange County, New York (the "City") and the improvements thereon consisting principally of an approximately 183-spot surface parking lot (the "Parking Garage Land") and certain air rights above Dubois Street and certain real property of St. Luke's Cornwall Hospital (the "Hospital") in order to construct the Skyway (as defined below) (the "Dubois Street Land" and, collectively with the Parking Garage Land, the "Land"); (B) the construction and equipping (i) upon the Parking Garage Land of an approximately 224,320 square-foot five-story public parking garage containing approximately 550 parking spaces, a heliport and related improvements (the "Parking Garage"), and (ii) above the Dubois Street Land an enclosed approximately 1,080 square-foot walkway sky bridge connecting the Parking Garage to the Hospital and approximately 1,676 square-feet of related space running parallel to the Hospital and linking the walkway sky bridge to the Hospital (the "Skyway" and collectively with the Parking Garage, the "Improvements"); (C) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); (D) paying certain costs and expenses incidental to the issuance of the Bonds (the costs associated with items (A) through (D) above being hereinafter collectively referred to as the "Project Costs"); and (E) the lease (with an obligation to purchase) or sale of the facilities financed with the Bonds to the Company; and

WHEREAS, the Series 2005A Bonds were issued pursuant to resolutions duly adopted by the Agency on September 26, 2005 and November 2, 2005 and in accordance with that certain Indenture of Trust by and between the Agency, as Issuer, and Manufacturer's Traders and Trust Company, as Trustee (the "Trustee") dated as of November 1, 2005 (the "Indenture"); and

WHEREAS, in connection with the issuance of the Series 2005A Bonds, the Agency and the Company entered into certain documents including, without limitation, the following: Company Lease Agreement; Memorandum of Lease Agreement; Lease Agreement; Memorandum of Lease Agreement;

and certain mortgages, pledges and assignments perfecting certain security interests of the Trustee in connection with the Series 2005A Bonds (collectively, the "Security Documents"); and

WHEREAS, the Series 2005A Bonds were secured by an irrevocable, transferable, direct pay letter of credit (the "Letter of Credit") issued by KeyBank National Association (the "LOC Bank") pursuant to a Letter of Credit Reimbursement Agreement, dated as of November 1, 2005 (the "Reimbursement Agreement"), between the Company and the LOC Bank, with the Letter of Credit issued to the Trustee for the benefit of the Holders of the Series 2005A Bonds to pay the principal of, Sinking Fund Installments, Purchase Price, Redemption Price of and interest on the Series 2005A Bonds; and

WHEREAS, in accordance with Section 11.03 of the Indenture for the Series 2005A Bonds, the Agency, with the consent of the Company, notified the Trustee and the LOC Bank in October, 2010, of its desire to supplement and amend the Indenture in accordance with the terms of (i) a First Supplemental Indenture of Trust by and between the Agency and the Trustee and (ii) a Second Supplemental Indenture of Trust by and between the Agency and the Trustee in order to provide for an additional interest rate mode payable on the Series 2005A Bonds (the First Supplemental Indenture of Trust and the Second Supplemental of Trust together with the Indenture are collectively referred to as the Indenture"); and

WHEREAS, as of November 1, 2010, the Series 2005A Bonds were mandatorily tendered for purchase in accordance with the Indenture and remarketed to and held by the LOC Bank, as holder; and

WHEREAS, on or about August 27, 2009, the Master Trustee, the LOC Bank, HSBC USA, National Association and the 2001 bond insurer for unrelated bonds issued on behalf of the Hospital, entered into an Amended and Restated Intercreditor Agreement pursuant to which the parties set forth certain agreements by and among them with respect to shared collateral for each of their respective Obligations under a November 1, 2001 Master Indenture (the "Intercreditor Agreement") with the Trustee as Master Trustee thereunder; and

WHEREAS, on or about October 20, 2017, as a result of certain Events of Default under the Intercreditor Agreement not related to the Series 2005A Bonds, the Lenders (as defined in the Intercreditor Agreement) and the Hospital, with the acknowledgement of the Master Trustee, entered into a Forbearance Agreement (the "Initial Forbearance Agreement") pursuant to which the Lenders agreed to forbear from (1) exercising any of their respective rights and remedies under their respective Debt Documents relating to certain bonds as defined in the Intercreditor Agreement, the 2001 Bond Documents, the 2006 Bond Documents, the Makewell Agreement executed by the Hospital in connection with the issuance of the Series 2005A Bonds (pursuant to which the Hospital agreed to fund certain operating shortfalls/deficits and other amount of the Company required pursuant to the Reimbursement agreement), and the HSBC Documents, or (2) directing the Master Trustee to exercise any rights and remedies under Article VI of the November 1, 2001 Master Indenture until March 31, 2020; and

WHEREAS, pursuant to that certain First Amendment to Forbearance Agreement dated as of March 31, 2020 (the "First Amendment", and together with the Initial Forbearance Agreement, the "First Forbearance Agreement"), the Lenders agreed to extend the "Forbearance Period" thereunder to May 30, 2020 to provide the Obligors, as defined in the Intercreditor Agreement and in the First Forbearance Agreement, including the Hospital, with time to obtain refinancing for the Obligations stated therein; and

WHEREAS, the Obligors did not obtain financing on or before May 30, 2020 and the Obligations remain outstanding; and

WHEREAS, in connection with the conversion of the interest rate payable on the Series 2005A Bonds to the Bank Purchase Rate, the Series 2005A Bonds were purchased by KeyBank as of November 30, 2010 and bear interest from that date on the unpaid principal amount at the rate set forth therein and in the Indenture; and

WHEREAS, the Company, the Hospital, the Obligors (as defined in the Intercreditor Agreement and First Forbearance Agreement) and KeyBank (and other Lenders) agreed to enter into a Second Forbearance Agreement (the "Second Forbearance Agreement"); and

WHEREAS, the Second Forbearance Agreement provides for additions to the Indenture and the Lease Agreement in connection with the Series 2005A Bonds as provided for therein; and

WHEREAS, the Agency passed a resolution on June 24, 2021 in order to facilitate the Second Forbearance Agreement, at the request of the Obligors and KeyBank, for the Issuer to make modifications and amendments to the Series 2005A Bond Documents, as modified by the 2010 Conversion Documents, to continue the tax-exempt status of the Series 2005A Bonds as set forth in such amended documents, including, without limitation, the Series 2005A Indenture and the Series 2005A Bonds; and

WHEREAS, the Second Forbearance Agreement required certain payments (the "Sinking Fund Payments") to be made in advance of the reissuance of the Series 2005A Bonds (the "Reissued Bonds"), and in connection therewith, the Agency passed a resolution on October 27, 2021, declaring that the Reissued Bonds, after taking into account the Sinking Fund Payments made at the closing of the Reissued Bonds, are designated as bank qualified bonds under Section 265 of the Internal Revenue Code; and

WHEREAS, the Series 2005A Bonds are subject to redemption prior to maturity, in the manner and upon the terms and conditions set forth in the Indenture and in the Series 2005A Bonds; and

WHEREAS, the Company has notified the Agency and the Trustee of its intention to redeem the Series 2005A Bonds in full as of December 1, 2023; and

WHEREAS, the Agency has also received a letter from KeyBank, as owner of the Series 2005A Bonds, addressed to the Trustee and the Company stating that it has waived the provisions of Section 6.03 of the Indenture requiring the Trustee to give at least thirty (30) days' notice to the Bank, as sole holder of the Bonds, of its intention to redeem the Bonds (the "Trustee Notice"); and

WHEREAS, the Agency desires to approve redemption of the Series 2005A Bonds and the termination of all Security Documents related to the Series 2005A Bonds and any other document or instrument in connection with the payment and redemption of the Bonds.

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

Section 1. The Agency hereby (i) consents to the redemption of the Series 2005A Bonds, (ii) authorizes the termination of the Security Documents and (iii) further authorizes the Chair, Vice Chair and/or the Executive Director of the Agency to execute and deliver for recording, as applicable, any and all documents necessary and incidental to the redemption and pay-off of the Series 2005A Bonds, including without limitation, the termination of any and all Security Documents executed in connection with the issuance of the Series 2005A Bonds.

Section 2. 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:

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

The foregoing resolution was thereupon declared duly adopted.

