

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (IDA)
MINUTES OF BOARD MEETING
December 14, 2020

Present

Board Members: Austin DuBois, Chairman
Christina Amato, Michael Kelly, Gregory Nato, Adam Pollick,
Marlon Ramos, and Nancy Thomas

Staff: Cherisse Vickers, Executive Director
Counsel: Robert McLaughlin, Whiteman, Osterman and Hanna, LLP
Catherine Kemp, Associate, WOH

GUESTS: Elizabeth Hayashi, Michael Meola, and Joe Collins, BJH
Damon Rowe, The Osbourne Group

1. **Roll Call**: Chairman Austin DuBois called the meeting to order.
2. **Executive Session**: the board voted to go into Executive Session to discuss ongoing legislation with a motion made by Nancy Thomas, seconded by Mike Kelly, and unanimously approved.
3. **Executive Session**: the board voted to come out of Executive Session to start the public portion of the board meeting with a motion made by Christina Amato, seconded by Adam Pollick, and unanimously approved.

During Executive Session, the board voted to authorize Counsel to use legal rights and remedies as discussed.

4. **Proof of Notice of Meeting**: Accepted.
5. **Reading and Approval of minutes of the previous meeting**

Minutes from the previous board meeting of November 16, 2020 were distributed earlier to the board via e-mail.

Motion to approve the minutes of November 16, 2020 as presented:

Mr. Kelly: Motion to approve the minutes
Ms. Thomas: Motion seconded.
Discussion: None.
VOTE: Unanimously adopted.

6. Report of the Treasurer; Approval of Payment of Bills

Treasurer Marlon Ramos read the Treasurers' Reports to the board.

Also, Treasurer Marlon Ramos, as Chair of the Audit Committee, told the board that the committee met to review the one-year, 2021, budget and review the following policies as they are financially related to the organization: Internal Control, Investment, Policies Governing the Use of Authority Discretionary Funds, Procurement Policy, Property Acquisition Policy, Property Disposal Policy, Recapture Policy, Strategic Financial Assistance Policy, Uniform Criteria for Evaluation of Projects Policy, and Uniform Tax Exempt Policy (UTEP). As both the Strategic Financial Assistance Policy and the Uniform Tax Exempt Policy are currently undergoing changes, the committee discussed not recommending adoption of those policies.

The Audit Committee recommends to the full Board to adopt the following policies at this time: Internal Control, Investment, Policies Governing the Use of Authority Discretionary Funds, Procurement Policy, Property Acquisition Policy, Property Disposal Policy, Recapture Policy, and Uniform Criteria for Evaluation of Projects Policy.

The following two policies are not being recommended for re-adoption at this time—Strategic Financial Assistance and Uniform Tax Exempt—as they are under review with the aim of being re-written.

Legal Counsel Bob McLaughlin interjected at this point and mentioned to the board that he did review the policies, and for next year the Procurement Policy has a section that could use further clarification. He did not review Internal Controls as that is for the auditor. The Code of Ethics can be further clarified for next year regarding investments and mutual funds of companies that may come before the board for assistance.

Motion made by Christina Amato to approve the agency's policies for Year 2021 as they exist, with the exception of two policies not being re-adopted--Strategic Financial Assistance and Uniform Tax Exempt—as they are under review with the aim of being re-written; seconded by Adam Pollick, and unanimously approved.

Motion made by Christina Amato to approve Resolution No. 2020-12-14-02, the adoption of the Five-Year 2020-2025 and One Year 2021 Budgets; seconded by Adam Pollick, and unanimously approved.

Motion to adopt Resolution No. 2020-12-14-01, Annual Independent Certified Audit, was made by Marlon Ramos, seconded by Gregory Nato, and unanimously passed.

7. Chairman's Report

The Chairman gave the Governance Committee report to the board: the committee reviewed several policies and documents for recommendation to the full board.

The Mission Statement for 2021. No changes were made but will need to be revised and tailored specifically to the Newburgh IDA in the future.

The By-laws have one recommended change; in Article V, Section 3, Comptroller, to change the word "shall" to "may."

Regarding the Anti-Harassment Policy, both the Chair and Vice Chair have agreed to remain as the parties receiving any necessary information/reports.

Several policies were reviewed and need clarification on specific points. These policies will be reviewed again, with the intent of changing policy language for further

clarification. Right now those policies are the Procurement Policy regarding the agency's benefit; and Code of Ethics regarding mutual funds and conflict of interest.

Motion made by Christina Amato and seconded by Marlon Ramos, to approve Resolution No. 2020-12-14-03 with the following two exceptions:

Strategic Financial Assistance and Uniform Tax Exempt Policies are not being re-adopted.

The By-laws have one recommended change; in Article V, Section 3, Comptroller, to change the word "shall" to "may"

The Chair also updated the board on his work relative to the Strategic Economic Development Council. The SEDC and City Council had a retreat in which the SEDC updated the council on their work and have everyone on the same page. The City Council is very supportive of the work, and SEDC plans to keep in touch with City Council letting them know of their efforts.

The city plans on doing four (4) RFPs in the coming months for several parcels within the city. One RFP is a joint RFP with the Land Bank for two parcels behind Mama Roux. The city is hoping to have one developer with a vision for both parcels. Another RFP is for Clinton and Liberty Street parcels, the site of an old gas station. Some environmental issues exist but the hope is that a developer may be able to assist with some of the remediation costs. Grand and Grand & Broadway lots – the city would like to keep the parking that currently exists but possibly underground with development above ground. Several good responses were received from the RFP for the City Club parcel.

The Grand Street Project is rolling along, with a proposal having been accepted by the county legislature. It is now on the county executive's desk for negotiating details of the sale.

8. **Counsel's Report**

IDA Counsel Robert (Bob) McLaughlin updated the board on Scobie Drive. Right now they are in a holding pattern, having submitted the necessary documents to the NYS DEC. They are waiting for their determination as to whether they can move forward with cleanup or stop work. Hopefully by February there may be a determination but the pandemic has people working from home and on a limited basis.

9. **Executive Director's Report**

The Chair mentioned that the first item under the Executive Director's report is her employment contract with the IDA. Her contract was extended for six months, wherein the hope was that the contract would have been reviewed. That did not happen so for now, her contract is being extended for another three months.

Motion made by Adam Pollick and seconded by Mike Kelly to extend the Executive Director's contract for three (3) months. During that time, the Governance Committee will meet to review the contract and submit to the board a contract at the April 2021 board meeting; unanimously agreed.

There are several bills being considered that would affect the IDAs in NYS: project applicants would have to be disclosed at a public hearing; an elected official cannot serve on the IDA board from either the city or the county; IDAs cannot provide financial assistance to a project that is already underway; and one bill that would potentially allow IDAs to provide loans and grants to public and private sector entities, as well as seed

money for projects.

The board will be keep apprised of these bills' status.

One application has been received for consideration of the PPE grant funds. Mike and Marlon will be meeting to review the application and will bring their recommendation to the board at its next meeting for possible approval of granting funds.

The public hearing for 104 Washington Street has been re-scheduled and is this Thursday, December 17, 2020, via Zoom. Details are on the website.

There was a court hearing for the sidewalks at the Armory, which has been adjourned. The IDA is working with the city to fix the sidewalks.

Board member Nancy Thomas asked for the date of the next board meeting. It is January 11, 2021.

Legal counsel asked to speak with the board. Since, December 1, he has been working with a law firm that he has known for over 20 years, after being out on his own for over a year. He likes this firm as it dovetails with his practice and has asked the Chair to sign a letter asking that the IDA files be transferred over to the new firm. He will represent the IDA with the same circumstances and rate as he has been.

Motion made by Mike Kelly and seconded by Nancy Thomas that the Executive Director or Chair sign the letter from Robert McLaughlin approving the IDA file transfer to the new firm he is associated with, Whiteman Osterman and Hanna, LLP.

10. **New Business**

The Osbourne Associates, working with 143 Washington Street, gave a brief presentation to the Board on their proposed project. Mr. Roe explained who they are and what they do.

11. **Old Business**

Motion made by Christina Amato, seconded by Adam Pollick for the board to go into Executive Session to discuss vendor contracts; unanimously agreed.

Motion made by Adam Pollick and seconded by Christina Amato, the board came out of Executive Session; unanimously agreed. No actions were taken during Executive Session.

12. **Adjournment**

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