

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY ("IDA")
MINUTES OF MEETING
December 19, 2011**

Present

Board Members:

Joshua Smith, Chair
Richard Bedrosian, Vice Chair
Michael Curry
John Penney
Sean O'Shea
Jerry Maldonado
Vacant

Counsel:

Thomas Whyatt, Esq.

In Attendance:

Craig Skelly, Chief Financial Officer
Ian MacDougall, City Planner
Theresa Waivada, CEO
Newburgh Advocate (Jane Johnston)

Roll Call. Mr. Smith called the meeting to order at 7:45pm, following the Audit Committee meeting; a quorum was present.

1. **Proof of Notice of Meeting.** Accepted.

2. **Approval of Minutes of November 21 Monthly Meeting**

Mr. Curry: Motion to Approve the November 21 Minutes as amended.

Mr. O'Shea: Motion Seconded

Vote: Unanimously adopted.

3. **Bills, Communications and Treasurer's Report.** Mr. Curry distributed the Treasurer's Report. The balance as of December 19, 2011 is \$854,196.96. It was noted that the CT Male payment was comprised of 4 invoices for past work over a period of time (as detailed in the invoices).

4. Mr. Penney: Motion to approve seven invoices as presented.

Mr. Maldonado: Motion Seconded.

VOTE: Unanimously passed.

5. **Report from the Chair:** Mr. Smith recapped the second PACE meeting at Kaplan Hall (see November minutes). Mr. Bedrosian also noted that City Staff members attended the seminar. Mr. McDougall: the purpose of the meeting was to establish ways to streamline processes to benefit the City. PACE will help guide the City through changing this process. Mr. Smith reiterated the importance of training all City Boards, and educating the public. There was a discussion of Historic Preservation as a method to make up for the past urban renewal errors and to promote Economic Development without destroying Newburgh's essence. Re-assessing the Historic District to landmark specific buildings and create appropriate historic redevelopment for economic development opportunities. Messrs Smith and Bedrosian noted challenges and obstacles, but felt strongly that once the Agency is certified it will work at finding mechanisms to economic development. The ARC is a Certified Local Government (CLG). Mr. Bedrosian: The public's perception of the IDA is not clear; can the Agency play a positive role

in the Land Bank process? Ms Waivada indicated that one of the Agency's priorities in 2012 will be contacting existing businesses to advise them of the Agency's incentives. The City and IDA compile information on programs available for small businesses locally and from the State. The Executive Director noted that while the IDA cannot make land use or zoning policy, it will insure that all of its project, once certified, are sensitive to environmental, historical as well as economic needs. She also noted that the IDA and Economic Development are working cooperatively in formulating and implementing an action plan and incentives with the CDBG program to facilitate rehabilitation and job generating activities in the Lank Bank area and the city overall.

6. **Report from Executive Director:** PARIS information is being put together. To date employment and income data for 2007 to 2009 has been gathered. The certification process is dependent upon the completion of the 2010 and 2011 audit by mid March of 2012. The Agency, Economic Development and CDBG are working on an intake form to be used in determining how each entity, working together, can assist companies expand or relocate to the city. Ms. Waivada will have an outline for the next meeting and will prepare a briefing paper for the new Council. She is working with the Governance Chair and Committee in updating the bylaws. The proposed changes will be reviewed and updated by March. She is obtaining quotes for liability insurance. There is an IDA workshop on January 17-19 in Albany. Mr. Maldonado asked for the Certification timetable; by end of the first quarter? Ms. Waivada: she hopes so and explained all the impediments for certification remain in the hands of the auditors. Our goal is for submission in the first quarter and then it will be in the hands of the ABO.

7. **Reports of Committees**

Audit Committee: Re 2009 Audit. A draft of the Management Response letter was unanimously approved by the Committee; the final will be signed and sent to Sedore & Co. Sedore was unable to attend Audit Committee meeting tonight. Re 2010: Sedore has begun work on 2010 and is somewhat optimistic that it can be completed by late February. Re 2011 Audit: Ms. Waivada will ask BST to send an engagement letter tomorrow; the CFO will forward financial data to the new audit firm.

Governance Committee: Mr. Maldonado: Change the Investment Policy re Designation of Depositories to include issuing an RFQ periodically to insure that the Agency receives the best interest rates on its funds. . The proposed amendment was reviewed.

Mr. Maldonado: Motion to amend the Investment Policy as recommended.

Mr. Curry: Motion seconded.

VOTE: Unanimously adopted.

8. **Old Business.**

BOA Grant/Scobie Drive/NCAC Update – Report from City Planner. The next round of BOA applications is due March 1, 2012. Messrs. McGiver & McDougall attended multiple NCAC meetings and have expressed the City and IDA's concerns; it appears that the NCAC consultant will present alternatives including their suggestions. But since the next round of applications is due in March, this leaves IDA and City with only a few months to prepare. Mr. MacDougall will try to connect with NCAC for a detailed timeline and he will give a progress report to the Board on January 17. Mr. Curry: If the City and IDA apply separately from NCAC, will they have same March deadline? Yes, March 1, 2012. Mr. Maldonado: what are benchmarks to ensure that in January the recommendations will be incorporated? Mr. MacDougall: if our recommendations haven't been included by mid-January, then the City and IDA should begin immediately (no later than February 1) preparing their own.

Mr. MacDougall: Two EPA grants for Region 2 were applied for. The City focused on the Land Bank area; Ida applied just for hazardous materials. Late Spring or early summer. Discussion of Binding Agreement and need to solidify relationship with DuPont Stouffer. There was a discussion of Mr. McIver's report and the need for the IDA to remain equal or stronger than other interested parties. Mr. Maldonado strongly suggests more direct conversations with the current owners of the property to solidify IDA's role within the process. Mr. MacDougall spoke Nixon Peabody law firm for Dupont. He will set up a meeting with Dave Ashton, Project Manager Revitalization Specialist for DOS to support the IDA's position? Mr. Maldonado: we must prioritize ownership and where negotiations are with NCAC. Mr. Whyatt will ask the attorneys he's been working with. Stauffer's agreement was an inducement for NCAC to come up with a plan. The IDA should develop its own relationship with the owner of the property.

SCOBIE DRIVE Access Agreement: Mr. Whyatt recapped his explanation from the November minutes with a few changes. There will be two sites on the DPW staging area; one for IDA waste as agreed with the City. Mr. Whyatt hopes to present final Access Agreement to the Chair in the next week. Mr. Whyatt updated the Board on recent DEC legal updates.

Cell Tower: Mr. Whyatt gave results of the Title Search. IDA bought the parcel in 1983 and it was subdivided in 1996. Ownership was transferred to the City, who leased it back to IDA while the IDA still owned it. This is an IDA property, non-taxable. Next step is to meet with the City and return it to a PILOT-generating opportunity and to amend the current lease with Crown Castle to provide for payment in lieu of taxes.

Foundry: Mr. Whyatt: there is no news on the FDIC approval. Mr. Curry asked how long does the IDA defer any actions? Mr. Whyatt recommended scheduling an Executive Session for the January 17th Board meeting to discuss options.

Property Liability Insurance: Ms. Waivada presented Resolution no. 2011-12-1-1 to authorize the Executive Director to obtain liability insurance (quotes will be in shortly, and will be less than \$2500 (there are already 2 quotes for \$1500) and to authorize removal of abandoned cars and find a service to maintain properties; which would be under \$1500.

Mr. O'Shea: Motion to authorize the Resolution as written.

Mr. Curry: Motion seconded.

VOTE: Unanimously Approved.

9. New Business – Annual Meeting

The Nominating Committee recommends retaining the same Board officers and Committees, at least until the re-certification of the IDA, as follows: Mr. Smith, Chair, Mr. Bedrosian, Vice Chair, Mr. Curry, Treasurer, and Mr. Penney, Secretary. The Chair asked if there were any objections or any other candidates for any positions. There were none.

Mr. Curry: Motion to cast votes as proposed by the Nominating Committee for officers.

Mr. Maldonado: Motion seconded.

VOTE: Unanimously passed.

Governance and Audit Committees:

The Chair asked for a motion for the Secretary to cast one ballot for the reappointment of the members of the Audit and Governance Committees for slate .

Mr. Curry: Made the motion. . Hearing no further nomination:

Mr. Bedrosian: Motion for secretary to cast one ballot for the members of the committee

Vote: Unanimously passed.

Mr. Curry: Motion to approve a resolution adopting Procurement Policy, Investment Policy and Property Disposition Policy.

Mr. Penney: Motion seconded.

VOTE: Unanimously passed.

Mr. Curry: Motion to reaffirm the Code of Ethics Policy and Whistleblower policies.

Mr. O'Shea: Motion seconded.

VOTE: Unanimously passed.

Mr. O'Shea: Motion to approve the contracts for the part-time CEO, CFO and Recording Secretary.

Mr. Penney: Motion seconded.

VOTE: Unanimously approved.

BUDGET: Ms. Waivada reviewed the 2012 budget and an amended 2011 budget.

Mr. O'Shea: Motion to approve the Resolution to accept budget

Mr. Curry: Motion Seconded.

VOTE: Unanimously approved.

10. Adjournment:

Mr. Penney: Motion to Adjourn

Mr. Curry: Motion seconded.

VOTE: Unanimously approved.

The regular meeting was adjourned at 9:30 pm.

11. Next IDA Meeting. The next meeting will take place on Tuesday, January 17, 2011

Respectfully submitted,


C. K. Boyle
Recording Secretary

Meetings of Audit and Governance Committees followed the Agency adjournment.

Council Chamber
City of Newburgh
83 Broadway
Newburgh, NY 12550

The **Audit Committee** was attended by: Michael Curry, Jack Penney, Dick Bedrosian and Sean O'Shea

The members by acclamation asked Michael Curry to remain as its Chair.
There being no further business, the meeting was adjourned at 9:40pm.

The **Governance Committee** was attended by: Jerry Maldonado, Jack Penney and Joshua Smith

Vacancy open due to the resignation of Spencer Gulliver as a result of relocation out of New York State.

The members asked Mr. Smith to serve as its Chair for 2012 and he accepted.
There being no further business, the meeting was adjourned at 9:40 pm.

Respectfully Submitted by

Theresa G. Waivada
Executive Director

The City of Newburgh Industrial Development Agency

**RESOLUTION NO.: 2011-12-1-1
OF
December 19, 2011**

A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO OBTAIN LIABILITY INSURANCE FOR THE AGENCY'S OFFICE AND REAL PROPERTY AND TO SECURE SERVICES TO REMOVE DEBRIS AND VEHICLES FROM ITS PROPERTY AND TO UNDERTAKE SUCH PROPERTY MAINTENANCE AS NEEDED.

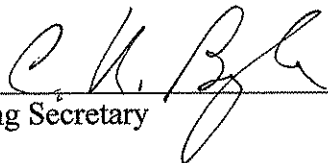
WHEREAS, the City of Newburgh Industrial Development Agency title to a number of vacant properties in the City of Newburgh and is responsible for securing property management of the site, the Executive Director is authorized to secure liability insurance, consistent with the Agency's Procurement Policy and that the Agency should further insure its office equipment, fixtures and furniture located within the municipal building of the City of Newburgh City Hall, 83 Broadway, NEWBURGH the Executive Director is further authorized to secure general insurance for its offices at a cost to not exceed \$2,500

NOW, THEREFORE, BE IT RESOLVED, that the City of Newburgh Industrial Development Agency hereby authorizes the Executive Director secure insurance coverage as stated above.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	X			
Richard Bedrosian	X			
Michael Curry	X			
Spencer Gulliver			X	
Jerry Maldonado	X			
Sean O'Shea	X			
John Penney	X			

The resolution was thereupon duly adopted.


Recording Secretary

December 19, 2011
Date



IDA

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

83 Broadway, Newburgh, NY 12550

(T) 845-569-9400 ida@cityofnewburgh-ny.gov (F) 845-569-9700

Board Members

Joshua Smith, Chair
Richard Bedrosian, Vice Chair
Michael Curry, Treasurer
John Penney, Secretary
Spencer Gulliver
Jerry Maldonado
Sean O'Shea

Administrative Director

Staff

Theresa Waivada,
Executive Director
Craig Skelly,
Chief Financial Officer
C.K. Boyle,
Recording Secretary

Counsel

Thomas Whyatt, Esq.

November 22, 2011

Ms. Lisa Jackson
Administrator
US Environmental Protection Agency
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Re: Brownfields hazardous substances assessment grant application; 7-13 Scobie Drive, Newburgh, NY

Dear Administrator Jackson:

Thank you for the opportunity to submit the enclosed application for a Brownfields Hazardous Substances Site-Specific Assessment grant for the Newburgh Industrial Development Agency's property located at 7-13 Scobie Drive in Newburgh, New York. Portions of the property were previously used for municipal landfill activity and the property is located adjacent to two NYSDEC Inactive Hazardous Waste Sites. The Scobie drive parcel is part of a regional Brownfield opportunity Area (BOA) project and has been identified as one of three key strategic properties whose redevelopment will provide a significant environmental and economic benefit to the community.

Pertinent Application Information:

- a. Applicant: Newburgh Industrial Development Agency
83 Broadway, 2nd Floor
Newburgh, New York 12550
- b. Applicant DUNS Number: 113030444

C.T. MALE ASSOCIATES, P.C.

MEMORANDUM

DATE: December 16, 2011

TO: Joshua Smith, Chairman and Fellow Industrial Development Agency (IDA) Board Members; Tom Whyatt, Esq., Counsel to the IDA and Ian MacDougall, City Planner

FROM: Jim McIver

RE: Summary of the Work Completed on Behalf of the Newburgh Industrial Development Agency
CTM Project No. 11.1038

C. T. Male appreciates the opportunity to provide the City of Newburgh Industrial Development Agency (IDA) with professional consulting services. The following summary outlines the services provided on your behalf. The work performed is consistent with those tasks outlined in our proposal for expanded services to the Board dated September 15, 2011.

The expanded services are mainly related the IDA's Scobie Drive property and included the following: 1) review of reports and publications related to the Newburgh Community Action Committee's (NCAC) work on the Northern Newburgh Brownfield Opportunity Area (NNBOA); 2) Public Participation meetings for the NNBOA; 3) NNBOA Steering Committee Meetings; 4) Assistance to the IDA regarding the USEPA's interest in obtaining access to a portion of the Scobie Drive; and, 5) preparation of a USEPA Site Specific Hazardous Waste Assessment Grant Application. In addition, we have attended four IDA meetings to provide background information. More details are provided below.

Northern Newburgh Brownfield Opportunity Area (NNBOA): The NNBOA Nomination Study is being conducted by the NCAC and its consultant team. The NCAC received a grant from the New York State Department of State of more than \$400,000 to perform what amounts to a detailed redevelopment pro-forma study including sketch plans and market analysis for the former Dupont-Stauffer site. The NCAC had focused on the Dupont Stauffer site, ostensibly because it is the largest and it was theoretically farther along in the regulatory process. It should be noted that the NCAC has a non-binding agreement with Stauffer to purchase the property after it has been cleaned up. The IDA has a greater stake in the outcome because it actually is the second largest landowner in the NNBOA. We have been focusing our efforts, along with the City, to make the NNBOA Report more inclusive.

I have reviewed and commented on the Draft Nomination Study and three proposed development alternatives and participated in an informal discussion with the NCAC's consultant team to discuss the IDA's concerns.

The initial findings and alternatives presented were not consistent with goals of the IDA/City and were developed without any real input from either the City or the IDA. The NCAC implied that it intended to move ahead with the required submissions to the NYSDOS with or without IDA/City

C.T. MALE ASSOCIATES, P.C.

support. The focus on the Dupont site was viewed to be detrimental to overall environmental and economic improvements in the region. The outcome of that discussion was a revised development alternative and schedule that is more conducive to the development of the Scobie Drive parcel. Also, the NCAC has agreed that a closer working relationship with the IDA is essential for this project to be successful. The IDA/City and NCAC improve their collective chances at securing Step 3 funding, which can be used for infrastructure work and other engineering studies on the IDA property.

NNBOA Citizen Participation and Steering Committee Meetings: We have attended three formal Citizen Participation Meetings sponsored by the NCAC at its headquarters; two steering committee meetings, an informal meeting with the NCAC's consultant team doing the BOA and an informal meeting with George Tukul and Jade Green, Acting Executive Director, of the NCAC to discuss the IDA/City role in the NNBOA project.

Drum Cache Area Operating Plan: A portion of the IDA's Scobie Drive site lies within the "P" drawn by the USEPA depicting an area that possibly contains hazardous waste. The USEPA has asked the IDA for permission to enter its property. Work related to this task included reviewing the Drum Cache Area Operating Plan and all of the supporting reports that were used to generate it, providing the IDA/City with feedback regarding the plan, meeting with the USEPA on-site for a walk-through, analysis of options to not have the IDA's site included in the Drum Cache Area or redirect the USEPA away from the IDA's property and reviewing and commenting on the access agreement with the IDA attorney. The efforts involved to resolve the potential issues related to this problem were substantial and required significant effort on our part.

Preparation of a USEPA Hazardous Waste Assessment Grant for the Scobie Drive Property: There are not many options available to fund environmental assessments of publicly held properties. The USEPA's Assessment Grant program is one such opportunity and the IDA's Scobie Drive meets the eligibility requirements to qualify for this grant program. An application was prepared and submitted to the hazardous waste site assessment program. Preparation of the application was more rigorous than anticipated and required greater effort on our part to complete. Our original scope of work was based only on the preparation of the scope of work portion of the Application. We had assistance from Ian MacDougall and Courtney Kain of the City of Newburgh Planning Department on several sections of the application. We worked collaboratively on the grant packages. A copy of the Grant Application is attached to this memo.

Invoices: Attached you will find five outstanding invoices and vouchers corresponding to the primary tasks described above. One of the invoices was previously submitted but has not been processed as of the date of this memorandum. Please contact me if you have questions regarding these invoices.