

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (IDA)
MINUTES OF BOARD MEETING
March 16, 2020

Present

Board Members: Austin DuBois, Chairman
Christine Amato, Adam Pollick, Marlon Ramos,
and Nancy Thomas

Absent: Sarah Beckman Hooff, Michael Kelly

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

1. **Roll Call**: Chairman Austin DuBois called the meeting to order. As the meeting is being conducted via telephone conference, the chairman performed a roll call, asking the board members to answer "here" if they are on the telephone or in person at the city's council chambers.

2. **Proof of Notice of Meeting**: Accepted.

3. **Reading and Approval of minutes of the previous meeting**

Minutes from the previous board meeting of December 16, 2019 were distributed to the board via e-mail. The Chairman called for a motion to accept the minutes as presented.

Motion to approve the minutes of December 16, 2019 as presented:

Mr. Ramos: Motion to approve the minutes

Ms. Thomas: Motion seconded.

Discussion: None.

VOTE: Unanimously adopted.

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

Treasurer Marlon Ramos presented the Treasurer's Report to the board. He read the report to the board. On a motion made by Nancy Thomas and seconded by Christina Amato, the Treasurer's Report was approved and unanimously passed.

On a motion made by Christina Amato and seconded by Marlon Ramos, the board approved payment of bills (check numbers 857-866).

Chairman of the Audit Committee, Marlon Ramos, gave a brief overview of the Audit Committee Meeting held last week. The committee members reviewed the 2019 certified independent audit report and the 2019 Investment Report. The committee unanimously recommends to the board passage of the two items reviewed.

A motion to adopt Resolution No. 2020-03-16-01 was made by Adam Pollick, seconded by Christina Amato, and unanimously passed. A roll call of the resolution resulted in passage of the resolution.

5. **Chairman's Report**

Tour - The Chairman gave a brief overview of a tour that was taken by himself, Nancy Thomas, Cher Vickers, the Executive Director, and Mike Smith from Volum8. The tour centered on the Troy Innovation Garage in Troy NY and the Tech Center for Gravity.

Troy has a Business Improvement District (BID) which operates very well and an active chamber of commerce.

Newburgh Economic Development Council – the group wants to do an RFP for Montgomery Street parcel again, the first round wasn't successful. They are also working on the DRI Application – Downtown Revitalization Initiative. Newburgh has come close in recent years, but they want to submit a strong application this year and add to the momentum. They are also working on how the council fits into the economic development currently going on in the city and how to best make an impact and assist with growth.

6. **Executive Session**

On a motion made by Nancy Thomas and seconded by Adam Pollick, the Board voted to go into executive session to discuss disposition of real property.

On a motion made by Adam Pollick and seconded by Marlon Ramos, the Board voted to leave executive session.

The Chairman reported that the board approved unanimously one item while in Executive Session and that being to direct Counsel to prepare a Notice to be sent to the parties involved with the Foundry in regards to the reverter.

7. **Executive Director's Report**

The Executive Director informed the board of several work items since last they met in December. She attended an EDC workshop in January, held in Albany. Surprised that many of the audience members were IDA representatives.

The director also reported that: there has been increased interest in the Foundry; and is working on getting PARIS entered and certified. Does not expect any delays or problems this year.

8. **New Business**

The Chairman reported that he has been approached by Doug Hovey, President & CEO of Independent Living, Inc. He and his partner, Jonah Mandelbaum (senior housing developer) want to acquire the lots that IDA owns on West Street in order to redesign the property to building 250+ workforce housing units. He is requesting a purchase price of \$1.00 as he will cover any and all environmental issues that may be on/with the property.

There are several resolutions for the board to consider pertaining to legal issues that may arise or require legal follow-up.

A motion to adopt Resolution No. 2020-03-16-03, Representation Letter from Jacobowitz and Gubits, LLP regarding representing the IDA on general business matters specifically related to the GEMMA project, was made by Adam Pollick, seconded by Nancy Thomas, and unanimously

passed.

A motion to adopt Resolution No. 2020-03-16-04, Representation Letters from McLaughlin Law, P.C., regarding representing the IDA in legal matters pertaining to the sale of the IDA property known as 5 Scobie Drive, and Review of the Foundry Project, was made by Marlon Ramos, seconded by Christina Amato, and unanimously passed.

The Executive Director has been keeping the board informed of a new amendment to the agreement with NYS DEC concerning the Brownfield Cleanup Program (BCP). The new agreement is needed as Generation II tax credits have expired and in order to remain in the program, the Executive Director needs to sign the agreement to keep the 5 Scobie Drive parcel (Site No. C336085) in the program and eligible for tax credits. This new Generation III credits expire in 2026.

On a motion made by Christina Amato and seconded by Adam Pollick, the board unanimously passed Resolution No. 2020-03-16-02, Authorizing the Executive Director to Sign the Brownfield Cleanup Program Amendment to Generation 3 of the BCP, Site No. C336085.

9 **Adjournment**

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

CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY

Treasurer's Report for the IDA March 16, 2020 Board Meeting

OPERATING Account

Opening Balance As of February 10, 2020 \$ **241,817.92**

from Quickbooks

<i>Deposits</i>	Payor	Amount	Remarks
2/18/2020	AT&T	3,447.59	Cell tower
2/18/2020	Sprint	1,957.80	Cell tower
2/18/2020	Central Hudson	1,971.50	Cell tower
2/18/2020	T-Mobile	4,263.34	Cell tower
3/9/2020	Sprint	2,016.53	Cell tower
3/13/2020	AT&T	3,447.59	Cell tower
3/13/2020	Central Hudson	1,971.50	Cell tower
3/13/2020	T-Mobile	4,263.34	Cell tower
	TOTAL	\$ 23,339.19	

Disbursements

Check Number	Check Date	Payee	Amount	Remarks
857	2/17/2020	CNA Insurance	\$848.54	General Liability, 2/21/2020-2/21/2021
858	2/24/2020	Diana Hesse	285.00	Inv. 2020-02-24
859	2/24/2020	BST & Co.	3,400.00	Inv. 362944; partial payment on 2019 audit
860	2/24/2020	Salvick Corp.	1,170.00	Inv. 142
861	3/16/2020	BST & Co.	3,000.00	Inv. # 363485
862	3/16/2020	Diana Hesse	555.00	Inv. # 2020-03-16
863	3/16/2020	Salvick Corp.	1,800.00	Inv. # 143
864	3/16/2020	Tech Valley Center of Gravity Inc.	50.00	Inv. # 1615
865	3/16/2020	USPS	288.00	Annual renewal fee for post office box, #1298
866	3/16/2020	Austin DuBois	111.67	Mileage reimbursement for trip to Troy
		TOTAL	\$11,508.21	

Closing Balance

from Quickbooks

As of March 16, 2020

\$ **253,648.90**

APPLICATIONS FUND Account

Opening Balance	As of February 1, 2020	\$ 14,137.50
Closing Balance	As of February 29, 2020	\$ 14,137.50

LESSOR/TENANT Account

Opening Balance	As of February 1, 2020	\$ 2,400.00
Closing Balance	As of February 29, 2020	\$ 2,400.00

MONEY MARKET Account

Opening Balance	As of February 1, 2020	\$ 748,102.87
Interest credit		474.21
Closing Balance	As of February 29, 2020	\$ 748,577.08

City of Newburgh Industrial Development Agency
83 Broadway, Newburgh NY 12550
(845) 569-7369

Audit-Finance Committee Meeting

Location: City Hall, 2nd Floor, Law Library, Newburgh, NY
March 10, 2020, 6 p.m.

Present: Chair Marlon Ramos, Committee Members Christina Amato and Adam Pollick;
Executive Director Cher Vickers

Audit-Finance Committee Chair Marlon Ramos called the committee meeting to order to review the draft 2019 audit for the agency and the 2019 Investment Report.

As members reviewed the materials ahead of time, there was not a lot of discussion or questions regarding the reports. At this point, the committee voted to recommend to the full board that the board approve the 2019 Certified Independent Audit and the 2019 Investment Report.



Marlon Ramos, Chair, Audit-Finance Committee

**The City of Newburgh
Industrial Development Agency**

RESOLUTION NO. 2020-03-16-01

BE IT RESOLVED THAT the Board of Directors of the City of Newburgh Industrial Development Agency, in compliance with transparency requirements of the New York State Authorities Budget Office, does hereby:

1. Approve and adopt the 2019 Certified Independent Annual Audit;
2. Approve and adopt the Investment Report for 2019; and
3. Authorize the Executive Director to certify the submission of the 2019 Annual PARIS Report to the Authorities Budget Office and Office of the State Comptroller.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Austin DuBois	x			
Nancy Thomas	x			
Marlon Ramos	x			
Christina Amato	x			
Sarah Beckham-Hooff			x	
Michael Kelley			x	
Adam Pollick	x			

The resolution was thereupon duly adopted.



Christina Amato, Secretary
March 16, 2020

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2020-03-16-02

**AUTHORIZING THE EXECUTIVE DIRECTOR TO SIGN THE
BROWNFIELD CLEANUP PROGRAM (BCP) AMENDMENT
TO GENERATION 3 OF THE BCP, SITE No. C336085**

WHEREAS:

The City of Newburgh Industrial Development Agency (IDA) desires to stimulate industrial development in the City of Newburgh in order to create new jobs, expand the tax base and redevelop certain areas of the City of Newburgh in accordance with IDA's purposes;

The IDA wishes to work in cooperation with any entity or person to secure the remediation and improvement of a tract of land owned in part by the IDA and in part by the City of Newburgh, and located at 5 Scobie Drive in the City of Newburgh, for the purposes of industrial development and creation of jobs in the City of Newburgh;

The IDA has a long standing of being a partner in the BCP associated with 5 Scobie Drive and has recently received communication concerning the program and its associated Tangible Property Tax Credits.

By letter dated February 26, 2020, the DEC notified the IDA that a statutory change to the BCP occurred since the site entered into the BCP. Changes in the law since 2008 and 2015 created three "generations" of the BCP. As the IDA site did not meet the statutory deadline of December 31, 2019 for receipt of a Certificate of Completion (COC) as set forth in the 2015 changes to the BCP, the site is now subject to the tax credit structure of Generation 3 of the BCP.

As described in the 2015 changes to the BCP, the 5 Scobie Drive site will now be a Generation 3 site for both tax credit purposes and with respect to the deadline for receipt of a COC, which is December 31, 2026. As the site is not located in a city with a population of a million or more, the site is presumed eligible for Tangible Property Tax Credits, if there is contamination from an on-site source.

The NYS DEC is desirous of an amendment to the Brownfield Site Cleanup Agreement whereby the tax credit status and COC are discussed, needing the signature of the Executive Director on the agreement (amendment attached).

Upon the request of the NYS DEC, the IDA now wishes to sign the amendment to the Brownfield Site Cleanup Program to allow the site the potential of tax credits as an incentive for

a potential developer.

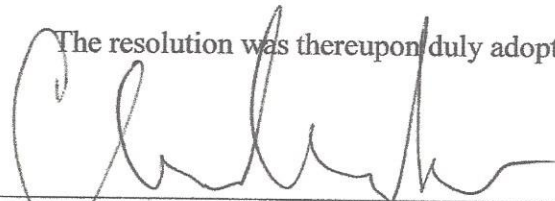
NOW THEREFORE BE IT RESOLVED:

The IDA has reviewed and taken into consideration the amendment to the agreement, and in consultation with counsel, the Executive Director is hereby authorized to undertake such steps and to execute such documents as are required to accomplish the signing of the amendment to the BCP.

The foregoing resolution No. 2020-03-16-2 was duly put to vote, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Austin DuBois	x			
Nancy Thomas	x			
Marlon Ramos	x			
Christina Amato	x			
Sarah Beckham-Hooff			x	
Michael Kelly			x	
Adam Pollick	x			

The resolution was thereupon duly adopted.



Christina Amato, Secretary
March 16, 2020

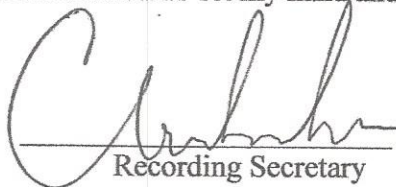
STATE OF NEW YORK)
 : ss.:
CITY OF NEWBURGH)

I, the undersigned, Recording Secretary of the City of Newburgh Industrial Development Agency, DO HEREBY CERTIFY that:

I have compared the annexed extract of the minutes of the meeting of the City of Newburgh Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 16th of March, 2020, in the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such Resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I further certify that (i) all members of the Agency had due notice of the meeting, (ii) pursuant to Article 7 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public, and notice of the time and place of such meeting was duly given in accordance with Article 7 of the Public Officers Law, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency as of March 16, 2020.


Recording Secretary



NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

Division of Environmental Remediation, Office of the Director
625 Broadway, 12th Floor, Albany, NY 12233-7011
P: (518) 402-9706 | F: (518) 402-9020
www.dec.ny.gov

Certified Mail, Return Receipt Requested

March 13, 2020

City of Newburgh Industrial Development Agency
Theresa G. Waivada
83 Broadway
Newburgh, NY 12550

Re: 5 Scobie Drive
BCA Amendment to Generation 3 of the BCP
Site No. C336085

Dear Theresa G. Waivada:

As you know, the above-referenced site has been in the Brownfield Cleanup Program (BCP) for several years. A statutory change to the BCP has occurred since the site entered the BCP (the law was amended in 2015). Changes in the law in 2008 and 2015 created three "generations" of the BCP, and because the above-referenced site did not meet the statutory deadline of December 31, 2019 for receipt of a Certificate of Completion ("COC") set forth in the 2015 BCP changes, the site will now be subject to the tax credit structure of Generation 3 of the BCP.⁷ The descriptions of the tax credit schemes and deadlines is contained in both Article 27, Title 14 of the Environmental Conservation Law and Section 21 of the Tax Law.

As described in the 2015 changes to the BCP, and as more fully detailed in DER-32, the above-referenced site will now be a Generation 3 site for both tax credit purposes and with respect to the deadline for receipt of a COC (December 31, 2026).

Since your site is not located in a City having a population of one million or more, it is therefore presumed that the Site is eligible for Tangible Property Tax Credits. However, the site will only be eligible for Tangible Property Tax Credits if there is contamination from an on-site source.

Attached to this cover letter is a BCP agreement amendment for the above-referenced site which memorializes the Generation 3 status of your project and clarifies that the date of cost eligibility for tax credit purposes remains the original date of the Brownfield Cleanup Agreement. Please have an authorized representative sign the original amendment where indicated and return to my attention at 625 Broadway, Albany

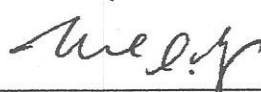
⁷ For a full discussion of the different generations of the BCP, please refer to Department guidance entitled "DER-32 – Brownfield Cleanup Program Applications and Amendments" available at http://www.dec.ny.gov/docs/remediation_hudson_pdf/der32.pdf

New York. If documentation indicating that the individual executing the Amendment is authorized to bind the applicant has not been previously provided to the Department, such proof of the authority to bind (corporate organization papers, corporate resolution, operating agreement or resolution for an LLC) must also be provided. The BCA amendment shall not be effective until it is fully executed by the parties. For sites that have multiple parties to the BCA, the amendment may be signed in counterparts.

Failure to sign and return this amendment within thirty (30) days of receipt shall result in termination of this site from the BCP.

The Department looks forward to working with you on completing the remediation of this site. The Department's project manager will assist you in completing your project.

Sincerely,



Michael J. Ryan, P.E., Director
Division of Environmental Remediation

Enclosures:

Department's Copies:

ec: Thompson, Kiera
Guglielmi, Andrew

Tax and Finance's Copies:

ec: Gokey, Matthew
Takac, Paul

Applicant's Copies:

ec: John Cappello, Esq., Jacobowitz & Gubits, LLP, jcc@jacobowitz.com
James D. McIver, Jr., C. T. Male Associates, j.mciver@ctmale.com

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION
BROWNFIELD CLEANUP PROGRAM
ECL §27-1401 *et seq.*

In the Matter of a Remedial Program for

**AMENDMENT TO BROWNFIELD SITE
CLEANUP AGREEMENT
Index No. C336085-05-13**

5 Scobie Drive

DEC Site No: C336085

Located at: 5 Scobie Drive, Newburgh, Orange County, NY 12550

Hereinafter referred to as "Site"

by:

City of Newburgh Industrial Development Agency

83 Broadway, Newburgh, NY 12550

Hereinafter referred to as "Applicant"

WHEREAS, the Department of Environmental Conservation ("Department") is authorized to administer the Brownfield Cleanup Program ("BCP") set forth in Article 27, Title 14 of the Environmental Conservation Law ("ECL"); and

WHEREAS, the Department and the Applicant seek to amend the existing BCP Agreement for the Site, based on the 2015 changes to the BCP.

NOW, THEREFORE, IN CONSIDERATION OF AND IN EXCHANGE FOR THE MUTUAL COVENANTS AND PROMISES, THE PARTIES AGREE TO THE FOLLOWING:

I. Tax Credit Status & Deadline for receipt of Certificate of Completion (COC)

Based on the fact that the Site did not receive a COC by December 31, 2019, it is hereby subject to the terms of the BCP in effect as of July 1, 2015, including, but not limited to, the tax credit structure and the deadline of December 31, 2026.

With respect to eligible costs incurred under the BCP, this Amendment shall not change the effective date of the Agreement, and otherwise eligible costs incurred from the original effective date of the agreement will still be eligible costs for tax credit purposes.

II. Miscellaneous

A. Except for the modifications set forth herein, the original Agreement shall

remain in full force and effect and the terms thereof and the obligations therein are incorporated herein and shall apply with the same force and effect to the provisions of this Amendment. The terms of the original Agreement, including all exhibits, appendices and subsequent modifications, are not otherwise modified or expanded in any way.

B. The terms herein shall constitute this complete and entire Amendment of the Agreement. No term, condition, understanding or agreement purporting to modify the terms of the Agreement shall be binding unless subscribed to by both parties in accordance with the terms of the Agreement.

C. The effective date of this Amendment is the date it is signed by the Commissioner or the Commissioner's designee.

D. This Amendment may be signed in counterparts.

DATED:

THIS BROWNFIELD CLEANUP AGREEMENT
AMENDMENT IS HEREBY APPROVED, Acting by and
Through the Department of Environmental Conservation as
Designee of the Commissioner,

By:

Michael J. Ryan, P.E., Director
Division of Environmental Remediation

The City of Newburgh Industrial Development Agency

RESOLUTION NO. 2020-03-16-03

**REPRESENTATION LETTER FROM
JACOBOWITZ AND GUBITS LLP**

WHEREAS the Board of Directors of the City of Newburgh Industrial Development Agency (IDA) has reviewed the representation letter presented to the board for Jacobowitz and Gubits to represent the IDA on general business matters;

WHEREAS the IDA is currently being served by Jacobowitz and Gubits in the legal matters of a project known as GEMMA and are satisfied with the work product;

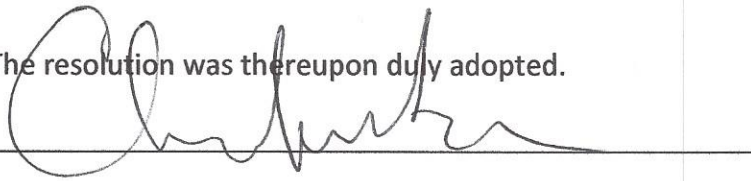
WHEREAS the Board of the IDA has determined they are desirous of Jacobowitz and Gubits to represent the IDA in general business matters relating specifically to the project known as GEMMA, as proposed by Jacobowitz and Gubits;

THEREFORE, BE IT RESOLVED that the Board of the IDA agrees to have Jacobowitz and Gubits represent them in future legal general business matters for the GEMMA project as assigned to them by the Board of the IDA or the Executive Director of the IDA. This relationship is to take effect when an affirmative vote from a quorum has taken place.

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>
Austin DuBois	x			
Nancy Thomas	x			
Marlon Ramos	x			
Christina Amato	x			
Sarah Beckham-Hooff			x	
Michael Kelly			x	
Adam Pollick	x			

The resolution was thereupon duly adopted.

A handwritten signature in black ink, appearing to read 'Christina Amato', is written over a horizontal line. The signature is cursive and extends across the line.

Christina Amato, Secretary

March 16, 2020

The City of Newburgh Industrial Development Agency

RESOLUTION NO. 2020-03-16-04

**REPRESENTATION LETTERS FROM
MCLAUGHLIN LAW, P.C.**

WHEREAS the Board of Directors of the City of Newburgh Industrial Development Agency (IDA) has reviewed the two representation letters presented to the board for McLaughlin Law to represent the IDA with the Sale of 5 Scobie Drive, a property currently owned by the IDA, and Review of the Foundry Project;

WHEREAS the IDA is currently being served by McLaughlin Law in legal matters of a compliance nature and general guidance and are satisfied with the work product;

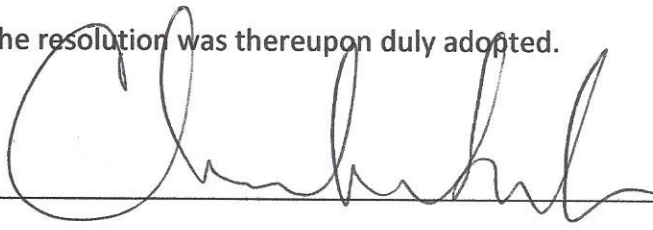
WHEREAS the Board of the IDA has determined they are desirous of these additional legal duties to be performed by McLaughlin Law as proposed by his representation letters;

THEREFORE, BE IT RESOLVED that the Board of the IDA agrees to have McLaughlin Law represent them in any legal matters pertaining to the sale of the IDA property known as 5 Scobie Drive, and Review of the Foundry Project, as assigned to him by the Board of the IDA or the Executive Director of the IDA. This relationship is to take effect when an affirmative vote from a quorum of the board has taken place.

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>
Austin DuBois	x			
Nancy Thomas	x			
Marlon Ramos	x			
Christina Amato	x			
Sarah Beckham-Hooff			x	
Michael Kelly			x	
Adam Pollick	x			

The resolution was thereupon duly adopted.



Christina Amato, Secretary

March 16, 2020