

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY ("IDA")
MINUTES OF MEETING
JUNE 20, 2011**

Present

Board Members: Joshua Smith, Chair
Richard Bedrosian
John Penney
Excused Absence: Sean O'Shea, Jerry Maldonado, Spencer Gulliver
Administrative Director: Edward Lynch
Counsel: Thomas Whyatt, Esq.

In Attendance: Teri Waivada, Craig Skelly

Roll Call. Mr. Smith called the meeting to order at 7:00pm; a quorum was present.

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

2. **Approval of Minutes of May 16, 2011 Monthly Meeting**

Mr. Curry: Motion to Approve the May 16, 2011 Minutes.

Mr. O'Shea: Motion Seconded.

Discussion: Mr. Curry will place Property Interests on the next Audit Committee Meeting

Vote: Unanimously adopted as amended.

3. **Bills and Communications.** Received from Mr. Sanchez and Mr. Suarez an "Objection to Extension" on the Foundry. Received a copy of the letter to Mr. Herbek from State Comptroller regarding the non-reporting of IDA. Received the Key Bank Collateralization Agreement. Received notices from the IRS regarding the Audit of the St. Luke's Bond. The IDA will be indemnified for costs of the audit.

4. **Report from the Chair:** Ms. Waivada requests a Work Session July 11 to 1) to review Annual Reports for submission to the ABO, and 2) to conduct a training seminar about the laws governing IDA's. An official Notice of Meeting will be posted.

5. **Report from Administrative Director (See Attachment A distributed by Mr. Lynch)**

Forwarded Regional Analysis prepared for the NCAC by Wallace Roberts & Todd re Pierces Road. **West Tech:** A letter was sent to the EDA seeking a waiver for Veterinarians as an approved use, falling into the category of hi-tech equipment. Reviewed CT Male invoice and progress report on their actions. West Street Lot and Med Tech Area. Proposal to use Lot for permit parking. Management Company will give proposal for grass cutting, maintenance, etc. Discussion of affect on IDA parcels if the Land Use plan is approved. It is currently zoned as R-1, single family. Right of Way requires further research: if owned by City, then DPW will be responsible for maintenance.

Discussion of missing records of former IDA board member, Darren McCurry. Report must be submitted to the ABO, even if it shows a conflict of interest, or if City records are co-mingled with IDA records.

Business Development: 1) HV Center for Innovation will be submitting a solar/wind grant application for the Federal Government. The garage space in the Armory would be a possible site. Mr. Lynch also forwarded HVCI Verizon contact information for the Liberty Street building. 2) Active Ventilation is still interested in receiving IDA assistance, but won't work with private financing. Mr. Lynch will ask Active Ventilation for a letter to that effect in anticipation of IDA certification before the lease agreement expires.

Pierces Road: EPA requests access to the IDA portion of the site. The May 18 EPA-Public meeting is available on-line at www.newburghadvocate.com.

6. Reports of Committees

Audit Committee: The Audit Committee will meet after receiving the 2009 Audit. The Agenda will include a property review reconciliation, an internal controls review, and we will review investment policy plan to determine options for investing IDA cash.

Items to complete the 2009 Audit: Sedore still needs a statement on the Savoy Settlement, and statements from the bond trustees. Mr. Curry will check regarding the EDA Resolution.

Governance Committee: The Governance Committee met on June 18 to discuss the Proposed Mission Statement (see Attachment B hereof).

Mr. Smith: Motion to adopt the revised Mission Statement.

Mr. Penney: Motion seconded.

Discussion This is an annual requirement. Goals and measurement results will be reported in the 2011 year-end summary. Ms. Waivada will explain "Additional Questions" at the next meeting.

VOTE: 2011 Revised Mission Statement Unanimously Adopted.

Treasurer's Report and Bills & Communications: IDA Records: Mr. Curry examined the records at the Armory to verify that they are copies of originals. Files are approximately half IDA documents, and the remainder is Economic Development, LDC, or others. We will continue to assemble IDA original documents. Cell Towers: The City owns the property and leases it to the IDA. Mr. Whyatt needs the updated lease with the City (last updated 1998) and further research required to resolve the tax payment question. Financial Records: need to be transferred from the Economic Development office to the IDA office. A system for transferring needs to be in place. Currently scanned versions are sent, but originals need to be housed in the IDA office. Copies can be kept with Economic Development office.

Mr. Curry distributed the monthly report (see Attachment C). The opening balance was \$305,634.89.

Invoices to be paid:	\$3,675.00	Ms. Waivada
	391.88	On The Money accounting services
	415.98	C.K. Boyle
	3,272.50	Oxman, Tulis
	5,000.00	Sedore & Co.

Mr. Bedrosian: Motion to pay the invoices as presented.

Mr. Penney: Motion seconded.

Discussion: LNA Account needs to be closed. Mr. Lynch: The City auditors need to prepare a quarterly invoice. CT Male needs to present a corrected invoice.

VOTE: Unanimously approved.

As stated during the Audit Committee portion, a first quarter Budget Assessment will be done during the next Audit Committee meeting.

Ms. Waivada has proposed a personal visit by board members to the ABO, to have a direct conversation about the IDA and its findings. The Board will also consider meeting with the Inspector General, if required.

7. Old Business.

Corwin Court Pilot Payments. Mr. Whyatt and Mr. Lynch will finalize a payment settlement schedule, with the last to be paid in December 2011, before a new tax schedule begins.

Murphy's Ditch Easement: Mr. Whyatt will pursue payments, and will review the IDA's property disposition policy to ensure that the sale of interest matches the policy.

Cell Towers Tax Payments (see above) Crown constructed the cell tower, which it leases from the IDA, and subleases to Sprint, T-Mobile and Metro PCS, who make monthly payments to the IDA. Mr. Whyatt advised the Board to hold any tax bills until his research is complete.

Meeting with the City: The meeting to discuss the EDA Grant settlement needs to be rescheduled. Mr. Lynch will coordinate, and will ask Mr. Hadley for an agenda prior to the meeting for Counsel's review.

EPA Request for Access to Scobie Drive Site: Mr. Whyatt spoke with State and City environmental counsel and is waiting to hear from Dupont with a formal request for access to clean up the Barrel Cash Area. If Dupont stipulates that they are responsible for Barrel Cash Area cleanup, then the IDA would not be a 'responsible' party.

PILOT and IDA-Properties/Interests Update: To be reviewed at Audit Committee Meeting.

8. New Business

LDC: Discussion of the LDC By-Laws, member composition and assets. At a minimum assets include the Note from the City regarding sale of the Broadway School. Mr. Curry noted the past audits and his findings. IDA is carrying a \$750,000 from LDC. This discussion should be added to the meeting with Dwight Hadley. Mr. Whyatt proposes convening a special LDC meeting at which the IDA members can vote as a majority on any actions it deems necessary, such as obtaining banking records, determining assets, etc. Discussion of the board composition of Den Cass.

9. Next IDA Meeting. The next meeting will take place on Monday, July 18, 7:00pm.

10. Adjournment of Public Meeting to Executive Session. Mr. Curry requested a 'board members only' executive session to discuss a litigation item.


Mr. Curry: Motion to Adjourn to Executive Session.

Mr. Penney: Motion Seconded:

VOTE: Unanimously vote to adjourn the public meeting and move into Executive Session for the purpose of discussing real property litigation.

The regular meeting was adjourned at 9:10pm.

Respectfully submitted,


C. K. Boyle
Recording Secretary

Administrator's Report at Meeting of 6/20/2011

1. West Med Tech Area

- a. Did site visit to ascertain conditions and take photos.
- b. Reviewed sidewalk repair requirements in City for West Street property and obtained general cost estimate.
- c. Prepared analysis of options
- d. Checked with Corporation Counsel regarding ownership of Right of Way. Time to Research needed. Tax Assessor shows right of way owned by City
- e. Asked for one quote for maintenance services for ROW and Parcel. Will be ready Wednesday.

2. Information Requests

- a. Facilitated numerous requests by IDA consultant for information
- b. Investigated and processed IDA FOIL request for information regarding previous Board Member

3. Newburgh Business Development

- a. Meeting to discuss grant proposals for wind energy incubator programs with Chairman and follow up with Armory group.
- b. Meeting with Active Ventilation regarding IDA assistance. Says banks will not provide funding for purchase on easy terms.

4. Pierces Road / Scobie Drive.

Investigation of status of BOA final reports for Pierces Road area and review of requests for EPA access to IDA site. Attendance at EPA public meeting regarding clean up by responsible parties held at City Hall.

5. Cell Tower

- a. Provided leases and agreements to Tom
- b. Checked with Law Dept/ about transfer from City to IDA, as requested by Attorney
- c. Checked with Tax Assessor. Has been on assessment roll since 2002.

6. General Administration

- a. Review of Minutes and Agendas with suggested changes to Kippy
- b. Daily processing of materials received by IDA office
- c. Scheduling of meeting space and access to IDA office.
- d. Had scanned and sent out IDA training materials from Terri

Minutes of the Newburgh Industrial Development Agency Governance Committee, June 18, 2011

Location: City of Newburgh City Council Chambers

IN Attendance:

J. Maldonado, Chair

J. Penney

J. Smith

T. Waivada (consultant to the Agency)

Absent: S. Gulliver

The Chairman called the meeting to order at 2 PM and explained that the Committee would review a proposed revision to the 2011 Mission Statement to include benchmarks and proposed activities for the year. The bench marks serve to establish a basement what activities to be undertaken by Agency staff, Agency members and consultants. The attainment of the tasks and quantifications will be reported in the Agency's 2011 Annual Report to the Authorities Budget Office.

Mr. Maldonado, then the meeting to Teri Waivada, consultant to the Agency for compliance, She explained:

The Mission of the Agency is guided by powers of the Agency as permitted under NYS GML 18A which governs the operations of the Agency –

Section 858 of the Act provides that:

- The purposes of the agency shall be to promote, provide, develop, encourage and assist in the acquiring, constructing, reconstruction, improving, maintaining, equipping, and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities and continuing care retirement communities * * * and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and to improve their recreational opportunities, prosperity and standard of living * * *.
- Generally construed as the promotion of economic development and job creation and retention.

Ms Waivada further explained that the Goals and tasks serve several purposes:

1. ABO compliance
2. Details how staff/consultants will meet the stated goals
3. Establish Performance Measurements to achieve goals – that will be reported in the Agency mandated Annual Report to the ABO.
4. Enumerate measurable goals and tasks that will be included in contracts for services with the City for utilization of city staff and non-personnel services, as well as with consultants.

Ms Waivada then explained the revision, noting that the Mission Statement adopted by the Agency did not include goals, tasks and measurements.

Following discussion and editing of the proposed revision, Mr. Maldonado moved that the revised Mission Statement be approved and presented to the Agency members for adoption at the June 20th meeting of the Agency. The motion was seconded by Mr. Penney and passed unanimously.

The meeting adjourned at 3:30

Revised 2011 Mission Statement for Agency Adoption.

City of Newburgh Industrial Development Agency Mission State and Performance Measurements January 1 to December 31, 2011

Mission Statement:

The mission of the City of Newburgh Industrial Development Agency is to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Newburgh and to improve its recreation opportunities, prosperity and standard of living, through the promotion, development, encouragement and assistance of industrial, manufacturing, warehousing, commercial, research and recreation facilities, educational or cultural facilities, health care facilities and continuing care retirement communities, in the City of Newburgh.

List of Performance Goals and Performance Measurements:

1. Recertify Agency:

- Complete and submit past due reports for 2006 to 2010.
- Complete and submit Audits for 2009 and 2010

2. Create and retain jobs in existing firms/Attract new businesses/increase private investment;
(quantify)

- Business visitations – 4
- Visitations In cooperation with Empire State Development – 3
- [Job creation will be attained when Agency is recertified and new projects are generated.]
- Develop an inventory of available commercial and industrial properties for sale or lease through meeting with property owners or brokers. 1
- Inventory Agency owned property and determine redevelopment potential. 1
- Promote relocations to available properties in conjunction with marketing efforts of the Orange County Partnership marketing programs. 2 meetings
- Determine viability for development of Agency owned industrial site that may require Brownfield clean-up. 1

3. Website Maintenance – Post meeting notices, minutes, audits, ABO reports, policies, by laws and mission – on going

4. Agency and Counsel Review bylaws for needed revisions or clarifications to strengthen adherence to Public Authorities Accountability Act of 2005 and 2009 – on going.

5. Support Small business assistance in concert with the Orange County Chamber of Commerce and the Small Business Development Center, Orange County Community College. (1-2 meetings with an outcome)
6. Transparency and Compliance: comply with all state regulations. --ongoing.
7. Internal Controls: Review, Revise and adopt best practices for management of finances. - 1
8. Organize Agency project files that have been integrated with files of the Office of Economic Development. On going.
9. Inventory and archive project and activity files. Archive completed project files in a safe and sound building.

Additional Questions:

1. Have the board members acknowledged that they have reads and understood the mission of the public authority? **YES**
2. Who has the power to appoint the management of the public authority?

The Members of the Agency at the recommendation of the Governance Committee.

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority.

No. The Board will formulate policies and utilize part time professionals or City of Newburgh personnel (by contract) to insure compliance, and proper management of its affairs and mission

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

The Board makes policy, establishes best practices and directs the management and consultants of the Agency with advice from Counsel. It directs Agency goals and monitors achievements/completion of tasks

Management is responsible for the day to day operations of the Agency in compliance with state and federal (bonding) laws, regulations and best practices.

Adopted _____, 2011

Treasurers Report

6/20/2011

Operating Account

May include some estimated figures

Opening Balance

5/11/2011

\$ 305,634.89

Check # Voucher # Check Date Invoice

Amount (\$) Remark Account

Payee

2600 110601 6/20/2011
 2601 110602 6/20/2011
 2602 110603 6/20/2011
 2603 110604 6/20/2011
 2604 110605 6/20/2011

3,675.00 Services Rendered for Consulting
 391.88 Services rendered for Bookkeeping & Audit
 \$415.98 Services rendered for recording & office supplies
 \$3,272.50 Legal Services
 \$5,000.00 Accounting Services - Annual

Theresa Waivada
 On The Money Bookkeeping, Inc.
 C. Kippy Boyle
 Oxman Tullis
 Sedore & Company

Deposit List

Payor
 Sprint
 T-Mobile
 Metro PCS

\$12,755.36

Amount
 \$ 2,386.59
 \$ 1,475.85
 \$ 1,440.00

Total \$5,302.44

Operating Account
Closing Balance

Checks from prior month
 Balance as of 06/20/11

\$298,181.97
 \$ (11,180.75)
 \$287,001.22

LNA Principal 5/31/2011

\$ 250.00

M Curry
 Treasurer
 City of Newburgh IDA Board