

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (IDA)
MINUTES OF *SPECIAL* BOARD MEETING
July 27, 2020

Present

Board Members: Austin DuBois, Chairman
Christine Amato, Mike Kelly, Marlon Ramos,
and Nancy Thomas

Absent: Sarah Beckman Hooff, Adam Pollick

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 video and telephone conference, the chairman performed a roll call; a quorum is present.

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

3. **Executive Session**

On a motion made by Nancy Thomas and seconded by Marlon Ramos, Board voted to go into Executive Session to discuss disposition of real property and litigation.

On a motion made by Christina Amato and seconded by Mike Kelly, the Board voted to leave Executive Session.

4. **Property Owned by the IDA**

The Chairman reported that during Executive Session, the board discussed a purchase and sale agreement for real property held by the IDA. The board would like to move forward with Resolution No. 2020-07-27-01, Resolution Authorizing the Agency to Execute a Purchase and Sale Agreement for the Real Property located at 5 Scobie Drive, Newburgh, New York. The Chair entertained a motion to adopt Resolution No. 2020-07-27-01; motion was made by Marlon Ramos, seconded by Mike Kelly, and unanimously adopted. (See Attachment 1 for roll call vote.)

5. **New Business**

The board is also considering to implement the State Disaster and Emergency Grant Program for businesses affected by the COVID-19 pandemic and the need for PPE items in order to open for business and operate safely. Much discussion took place with the result being the board agreed to create a temporary committee to address this grant opportunity. Some of the committee's work will be to determine the total grant money available; individual grant amounts, how to assess if a business was negatively impacted by the pandemic, and how to assess that a business was financially viable prior to the pandemic. These are just some of the guidelines

from the state that need to be taken into consideration. The board members who are on the committee are Treasurer Marlon Ramos and Mike Kelly. The Executive Director, Cher Vickers, will also be on the committee. They will report back to the full board.

6. **Adjournment**

There being no further business to come before the board, a motion to adjourn was made by Nancy Thomas, seconded by Mike Kelly, and unanimously passed.

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

Resolution No. 2020-07-27-01

**RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE
A PURCHASE AND SALE AGREEMENT
FOR THE REAL PROPERTY LOCATED AT
5 SCOBIE DRIVE, NEWBURGH, NEW YORK**

A special meeting of the City of Newburgh Industrial Development Agency (the "Agency") was convened by telephone and video conference in accordance with the State of Emergency declared by the City Mayor on March 16, 2020 and Governor Cuomo's Executive Order Nos. 202.1 and 202.15, as amended and extended, on July 27, 2020 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:

Austin DuBois	Chairperson
Nancy Thomas	Vice Chairperson
Marlon Ramos	Treasurer
Christina Amato	Secretary
Michael Kelly	Member

ABSENT:

Sarah Hooff; Adam Pollick	Board Members
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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:

Resolution No. 2020-07-27-01

**RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE
A PURCHASE AND SALE AGREEMENT FOR THE REAL PROPERTY LOCATED AT
5 SCOBIE DRIVE, NEWBURGH, NEW YORK**

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") 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 manufacturing, warehousing, research, commercial and industrial 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, the Agency is the owner of certain real property located at 5 Scobie Drive, Newburgh, New York (the "Property") by deed from the City of Newburgh; and

WHEREAS, the Property has been accepted into the Brownfield Cleanup Program sponsored by the State of New York through its agency, the Department of Environmental Conservation (the "Brownfield Cleanup Program"); and

WHEREAS, the Agency authorized an appraisal of the Property in accordance with the requirements of the Agency Disposition Policy; and

WHEREAS, the Agency issued a Request for Proposals for the sale and development of the Property on or about June, 2019 (the "RFP"); and

WHEREAS, in response to the RFP, the Agency received two proposals; and

WHEREAS, at the meeting of the Agency held on September 16, 2019, the Agency determined that the proposal submitted by BQ Energy was non-responsive to the RFP; and

WHEREAS, at the meeting of the Agency held on September 16, 2019, the Agency determined that further clarification and information were required from the proposer's representative, Eric Cooney, on behalf of a company to be formed, as the remaining bidder to the RFP and instructed the Agency Executive Director to continue due diligence on such remaining bid for a period of ninety (90) days; and

WHEREAS, at the meeting of the Agency held on December 16, 2019, the Agency terminated the due diligence period and instructed its counsel to negotiate the terms of a purchase and sale agreement for the sale of the Property ("Purchase and Sale Agreement") with the remaining bidder upon such terms and conditions as were satisfactory to the Agency and its counsel; and

WHEREAS, the Agency's counsel has reported at this meeting that the terms, provisions and conditions of the proposed Purchase and Sale Agreement have been negotiated with the bidder and a copy of the draft Purchase and Sale Agreement has been provided to the Board of the Agency at this meeting

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

Section 1. The Agency hereby finds and determines that the proposed consideration for the sale of the Property is fair and reasonable when compared with the estimated costs of the required clean-up of the Property under the Brownfield Cleanup Program, the costs of which will be solely borne by the proposed purchaser under the form of Purchase and Sale Agreement presented to the Agency at this

meeting.

Section 2. The Agency hereby approves the form of Purchase and Sale Agreement presented to the Agency at this meeting.

Section 3. The Agency hereby authorizes the Chair, Vice Chair, and/or the Executive Director of the Agency to execute the Purchase and Sale Agreement substantially in the form placed before the Agency at this meeting.

Section 4. The law firm of McLaughlin Law, P.C. is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the disposition of the Property in accordance with the terms of the Purchase and Sale Agreement.

Section 5. 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:

Austin DuBois	VOTING	Yes
Nancy Thomas	VOTING	Yes
Marlon Ramos	VOTING	Yes
Christina Amato	VOTING	Yes
Sarah Hooff	VOTING	ABSENT
Michael Kelly	VOTING	Yes
Adam Pollack	VOTING	ABSENT

The foregoing resolution was thereupon declared duly adopted.

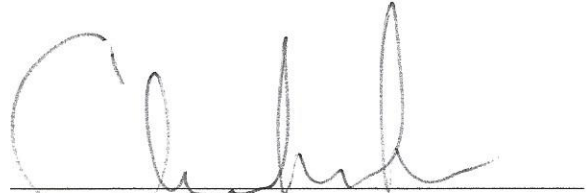
STATE OF NEW YORK)
) SS.:
COUNTY OF ORANGE)

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 special meeting of the members of the Agency held on July 27, 2020 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"), as modified by Executive Order Nos. 202.1 and 202.15, as amended and extended, 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 July, 2020.



Secretary

(SEAL)