

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (IDA)
MINUTES OF MEETING
September 15, 2014

Present

Board Members: Joshua Smith, Chairman
Richard Bedrosian, Mike Curry, Austin DuBois, John Penney, Nancy

Thomas

Absent: Jimmy Mera

Counsel: Thomas Whyatt

CFO: Craig Skelly

Staff: Theresa Waivada, Executive Director

Guests: Bill Fioravanti, Director of Business Attraction, Orange County
Partnership
James Slaughter, Director of Development and Planning, City of
Newburgh

1. **Roll Call**: Chairman Smith called the meeting to order at 7:15 pm. A quorum is present.
2. **Proof of Notice of Meeting**: Accepted.
3. **Approval of the July 17, 2014 Minutes**

Mr. Penney: Motion to approve the July 17, 2014 minutes as presented

Mr. Bedrosian: Motion seconded.

Discussion: No discussion.

VOTE: Unanimously passed.

4. **Request for Communications**

Executive Director Teri Waivada advised that a notice from the William Smith Insurance Agency was received notifying us that the Professional Liability (Directors and Officers) Insurance has been renewed for another year.

Received a notice from NYS Empire State Development requesting return of unused bond allocation.

5. **Request for Bills; Treasurer's Report**

Treasurer Michael Curry presented the Treasurer's Report as of September 15, 2014.

The Operating Account opening balance is \$854,699.18; drafted operating checks in the prior month, with an additional six checks this month for a total of \$10,912.61; deposits for the period are \$18,934.06; with a closing balance of \$862,720.63.

The Applicant Funds Account earned interest of \$1.02, for a closing balance of \$30,014.71.

The Tenant Security (Lessor Deposit) Account has \$6,000. as an opening and closing balance.

Mr. DuBois: Motion to accept the Treasurer's Report as presented
Ms. Thomas: Motion seconded.
Discussion: No discussion.
VOTE: Unanimously carried.

Revised Investment Policy: the Request for Investment Services Proposal that was sent to area financial institutions generated one response, from TD Bank. Key Bank did not submit as their fees are not competitive at this time. TD Bank's collateralization of funds is done through a letter of credit from the Federal Home Loan Bank. In choosing TD Bank, changes were required in the Investment Policy. Each director has a copy of the Revised Investment Policy with the edits/additions highlighted. The Audit Committee reviewed the Revised Investment Policy and unanimously recommends the changes to the policy.

Mr. Curry: Motion to approve Resolution #2015-09-15-1
Mr. Penney: Motion seconded
Discussion: None
VOTE: Unanimously approved.

Resolution 2014-09-15-2 was presented to the Board for approval. The resolution authorizes the IDA to enter into a collateral agreement with TD Bank to establish a new depository account, file new master signature cards with the bank, and ensures that all such actions are in accordance with current governing laws of the IDA.

Mr. Penney: Motion to approve Resolution #2015-09-15-2
Mr. Curry: Motion seconded
Discussion: None
VOTE: Unanimously approved.

6. Report from the Chair

Chairman Josh Smith reported on a Planning Meeting that he recently attended concerning the 5 Scobie Drive Project's revised site plan. He gave an update on recent activities of the Quassaick Creek Watershed Alliance (QCWA).

Commendations: The Chairman noted that several City employees were leaving/retiring from City service and asked the Board to pass a resolution of commendation expressing appreciation to each for their assistance to the Agency. Chairman Smith read each commendation: a) Ann Kuzmik, Administrative Assistant to the City of Newburgh; b) Ian McDougall, City Planner for the City of Newburgh; and c) Elizabeth McKean, City of Newburgh Records Manager.

Mr. Curry: Motion authorizing Ann Kuzmik commendation
Ms. Thomas: Motion seconded.
Discussion: No discussion.
VOTE: Unanimously carried.

Mr. Curry: Motion authorizing Ian McDougall commendation
Mr. Penney: Motion seconded.
Discussion: No discussion.
VOTE: Unanimously carried.

Ms. Thomas: Motion authorizing Betsy McKeon commendation
Mr. Penney: Motion seconded.
Discussion: No discussion.
VOTE: Unanimously carried.

At this time, there was a break in the agenda allowing for the speakers of the Economic Development Programs portion to give their presentation.

Bill Fioravanti, Director of Business Attraction, Orange County Partnership, spoke in general terms of what the Partnership does and how it can interact with the City to advance programs of mutual interest, citing one program specifically, JEDI—Joint Economic Development Initiative.

James Slaughter, Director of Development and Planning for the City of Newburgh gave an update to the board on what his office is working on and how he hopes to have a City Planner on board soon. Several noteworthy items his office is working on are: a digital newsletter, a DVD for marketing, and a marketing app for your phone/laptop.

Other general topics that were discussed included shovel-ready sites, START-Up New York, streamlining in the city and the process that PACE proposed, and “red tape.”

The Board thanked Mr. Fioravanti and Mr. Slaughter for their presentations and updating the board on their current efforts and ways in which the IDA and their agencies can work together.

7. **Report from the Executive Director**

Executive Director Teri Waivada asked IDA Counsel Tom Whyatt to review Resolution 2014-09-15-03 with the board. The resolution authorizes the chairman to amend an agreement with 5 Scobie Partners LLC to transfer the land to at the completion of the various improvements (and not before) that will be undertaken the US EDA grant if approved.

Mr. DuBois: Motion to approve Resolution 2014-09-15-03
Ms. Thomas: Motion seconded.
Discussion: No discussion.
VOTE: Unanimously carried.

IDA West Street property— a letter will be drafted to the City Manager requesting a meeting concerning the possible use of the land for drainage from adjacent city owned lands.

Foundry financing— A meeting with the Developer, mortgage banker and Foundry Association will be scheduled shortly to discuss and resolve open issues to move the project along.

Thornwillow Press—Chairman and Executive Director met with Luke Pontifell, President and Publisher of Thornwillow Press Ltd., based in Newburgh for nine years. The company is a very, high-end printing company. They are looking for a CFA grant of \$1.2 million to expand its operation into a mail-order business. A grant for \$150,000 would allow him to get into the retail market using web marketing.

NYS Economic Development Workshop—Executive Director will be attending this workshop next month. There are several relevant topics of discussion that make attending this workshop important.

Draft Straight-Lease Financing Proposal—in early summer the board was sent a draft straight-lease financing application. Several questions were raised by members and will be address prior to adoption of new application.

Hudson Valley Lighting – the Director forwarded information on the New Market Tax Credit financing to Mr. Littman.

8. **Report from Counsel**

IDA Counsel Tom Whyatt reported that Nextel is terminating its lease on the Cell Tower claiming that the technology is obsolete. He will contact Nextel’s Counsel advising that its claim is

insufficient for the termination. IDA has been given notice they will stop making monthly payment.

Counsel informed the board that he and Executive Director Waivada will work closely with The Foundry Group to get this project underway and completed.

9. **Committee Reports**

Audit Committee: Attached.
Governance Committee: Committee did not meet.

10. **Old Business**

No old business to discuss.

11. **New Business**

No new business to discuss.

12. **Adjourn**

There being no further business to come before the board, on a motion made by Mr. DuBois and seconded by Ms. Thomas, the board unanimously agreed to adjourn the meeting at 9:17 p.m.

The next meeting of the agency is tentatively scheduled for October 20th.

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

Audit Committee Meeting

Location: City Hall, 3rd Floor Council Chambers, Newburgh, NY
September 15, 2014
6:30 pm – 7 pm

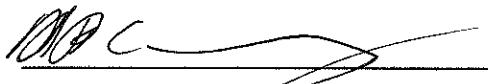
Present: Chair Michael Curry, Richard Bedrosian, John Penney

Committee Chair Mike Curry called the meeting to order. Each member of the board received an electronic copy of the one investment management proposal that was received (from TD Bank) in response to the IDA's Request for Proposals for Investment/Financial Services.

After discussion, review, and consideration of the submission, it is the Committee's recommendation that the board approve and authorize the use of TD Bank for the IDA's banking needs, with the transfer of funds to TD Bank as soon as feasible to do so.

A copy of the revised Investment Policy was discussed.

It was recommended that the revised Investment Policy be adopted. The revision will add TD Bank as an additional 'designated depository' and revise Section VIII. Collateralizing of Deposits by adding 4. "By an irrevocable letter of credit issued in favor of NIDA by a federal home loan bank whose commercial paper and other unsecured short-term debt obligations are rated in the highest rating category by at least one nationally recognized statistical rating organization, as security for the payment of 100 percent of the aggregate amount of deposits and the agreed-upon interest, if any."



Michael Curry, Chair, Audit Committee

City of Newburgh
Industrial Development Agency


RESOLUTION NO. 2014-09-15-1

Be it resolved, that the Board of Directors of the City of Newburgh Industrial Development Agency, adopts the revised Investment Policy as recommended by the Audit Committee.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	✓			
Richard Bedrosian	✓			
Michael Curry	✓			
Austin DuBois	✓			
Jimmy Mera			✓	
John Penney	✓			
Nancy Thomas	✓			

The resolution was thereupon duly adopted.



John Penney, Secretary
September 15, 2014

CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY
("NIDA")

INVESTMENT POLICY

Revised September 2014

I. Scope

This investment policy applies to all moneys and other financial resources available for investment on its own behalf or on behalf of any other entity or individual.

II. Objectives

The primary objectives of the City of Newburgh Industrial Development Agency's (NIDA) investment activities are, in priority order:

- to conform with all applicable federal, state and other legal requirements (legal);
- to adequately safeguard principal (safety);
- to provide sufficient liquidity to meet all operating requirements (liquidity); and
- to obtain a reasonable rate of return (yield).

III. Delegation of Authority

The governing board's responsibility for administration of the investment program is delegated to the Treasurer or Secretary and CFO who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a data base or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

IV. Prudence

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in NIDA to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the process shall refrain from personal business activities that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

V. Diversification

It is the policy of NIDA to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. Beginning in 2012, NIDA will issue a RFP/Q to depositories every two years to obtain quotes for fees and interest rates to secure the best terms for NIDA's deposits and investments.

VI. Internal Controls

It is the policy of NIDA that for all moneys collected by any officer or employee of the Agency, to deposit those funds as soon as possible but no later than within 10 days of receipt.

The Treasurer or Secretary, and Chief Financial Officer (CFO) are responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

VII. Designation of Depositories

The banks and/or trust companies authorized for the deposit of monies will be determined by NIDA following review of submitted proposals. They include: Bank of America Merrill Lynch, JP Morgan Chase, Key Bank, M&T Bank, Orange County Trust, Sterling National Bank, and TD Bank.

VIII. Collateralizing of Deposits

In accordance with the provisions of General Municipal Law, Sec. 10, all deposits of NIDA, including certificates of deposit and special time deposits in excess of the amount of \$250,000, under the provisions of the Federal Deposit Insurance Act shall be secured:

1. By a pledge of "eligible securities" with an aggregate "market value", or provided by General Municipal Law, Sec. 10, equal to the aggregate amount of deposits from the categories designated in Appendix A to the policy.
2. By an eligible irrevocable letter of credit issued by a qualified bank other than the bank with the deposits, in favor of NIDA, for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
3. By an eligible surety bond payable to NIDA for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.
4. By an irrevocable letter of credit issued in favor of NIDA by a federal home loan bank whose commercial paper and other unsecured short-term debt obligations are rated in the highest rating category by at least one nationally recognized statistical rating organization, as security for the payment of 100 percent of the aggregate amount of deposits and the agreed-upon interest, if any.

IX. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by (the depository and/or a third party) bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure NIDA deposits together with agreed upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events which will enable NIDA to exercise its rights against the pledged securities.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for NIDA, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be co-mingled with or become part of the backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide NIDA a perfected interest in the securities.

X. Permitted Investments

As authorized by General Municipal Law, Sec. 11, the Newburgh Industrial Development Agency (NIDA) authorizes the Treasurer or Secretary and CFO to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- Special time deposit accounts;
- Certificates of Deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;
- Obligations issued pursuant to LFL Sec. 24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the Newburgh Industrial Development Agency;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments.
- Certificates of Participation (COPs) issued pursuant to GML, Sec. 109-b;
- Obligations of NIDA, but only with any moneys in a reserve fund established pursuant to GML, Sec. 6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m or 6-n.

All investment obligations shall be payable or redeemable at the option of NIDA within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations, purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of NIDA within two years of the date of purchase.

XI. Authorized Financial Institutions and Dealers

The Newburgh Industrial Development Agency (NIDA) shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which NIDA conducts business must be creditworthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of NIDA. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Treasurer or Secretary, and Chief Financial Officer are responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

XII. Purchase of Investments

The Treasurer or Secretary, and Chief Financial Officer, are authorized to contract for the purchase of investments:

1. Directly, including through a re-purchase agreement, from an authorized trading partner.
2. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board.
3. By utilizing an ongoing investment program with an authorized tracking partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of NIDA, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Newburgh Industrial Development Agency (NIDA) by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, Sec. 10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for NIDA, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide NIDA a perfected interest in the securities.

XIII. Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

- All re-purchase agreements must be entered into subject to a Master Repurchase Agreement.
- Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- Obligations shall be limited to obligations of the United States of America and obligations of agencies of the United States of America where principal and interest are guaranteed by the United States of America.
- No substitutions of securities will be allowed.
- The custodian shall be a party other than the trading partner.

Approved and adopted this 15th day of September, 2014.

APPENDIX A

Schedule of Eligible Securities

_____ (i) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest, by the United States of America, an agency thereof or a United States government sponsored corporation.

_____ (ii) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, and the African Development Bank.

_____ (iii) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the obligation that represents the amount of the insurance or guaranty.

_____ (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.

_____ (v) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

_____ (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

_____ (vii) Obligations of counties, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

_____ (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.

_____ (ix) Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.

_____ (x) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short-term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.

_____ (xi) Zero coupon obligations of the United States government marketed as "Treasury strips".

RESOLUTION NUMBER: 2014-09-15-2

The City of Newburgh Industrial Development Agency authorizes the Treasurer to:

- 1. Enter into a Collateral Agreement with TD Bank to establish a new Depository Account and to complete and**
- 2. File a Master Signature Card for all Agency accounts located in TD Bank and consistent with General Municipal Law and Agency Investment Policy,**
- 3. Consistent with the Fiduciary Responsibilities established by Public Authorities Accountability Act of 2005 and 2009.**

Therefore be it resolved that the Agency approves the following signators for its TD Bank accounts:

Joshua L. Smith, Chair, Richard Bedrosian, Vice Chair, Michael B. Curry, Treasurer, Jack Penney, Secretary, and Theresa G. Waivada, Executive Director.

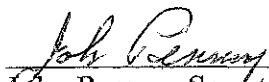
Be it further resolved that all checks must be countersigned by two approved signators.

The foregoing resolution was put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	✓			
Richard Bedrosian	✓			
Michael Curry	✓			
Austin DuBois	✓			
Jimmy Mera			✓	
Jack Penney	✓			
Nancy Thomas	✓			

The resolution was thereupon duly adopted on September 15, 2014.

The above is hereby certified to be an accurate copy of Resolution No. 2014-09-15-2, duly adopted by the City of Newburgh Industrial Development Agency at its regularly scheduled meeting held September 15, 2014.



John Penney, Secretary
September 15, 2014

RESOLUTIONS

The Governmental Unit named on this resolution resolves that:

- (1) The Bank is designated as a depository for the funds of the Governmental Unit and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Bank. Any and all prior resolutions adopted by the Governmental Unit Officers of the Governmental Unit and certified to the Bank as governing the operation of this Governmental Unit's account(s) are in full force and effect, until the Bank receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Bank, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Governmental Unit. Any Agent, so long as he/she acts in a representative capacity as agent of the Governmental Unit, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Bank, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Governmental Unit with the Bank prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Governmental Unit agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Governmental Unit. The Governmental Unit authorizes the Bank, at any time, to charge the Governmental Unit for all checks, drafts, or other orders, for the payment of money, that are drawn on the Bank, so long as they contain the required signature for this purpose.
- (6) The Governmental Unit acknowledges and agrees that the Bank may furnish at its discretion automated access devices to Agents of the Governmental Unit to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Governmental Unit acknowledges and agrees that the Bank may rely on alternative signature and verification codes issued to or obtained from the Agents named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Bank, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution (or that are filed separately by the Governmental Unit with the Bank from time to time), the Bank is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Governmental Unit authorizes each Agent to have custody of the Governmental Unit's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Bank shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

FOR BANK USE ONLY

Acknowledged and received on _____ (date) by _____ (initials). This Resolution is superseded by Resolution dated _____.

Comments: _____

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2014-09-15-3
AUTHORIZING THE CHAIRMAN TO EXECUTE AN
AGREEMENT TO AMEND AN AGREEMENT
WITH 5 SCOBIE PARTNERS, LLC FOR SALE OF LAND

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;

For such purposes, the IDA on January 29, 2013 entered into an agreement with 5 Scobie Partners, LLC for the sale of IDA property located at 5 Scobie Drive in the City of Newburgh;

On March 24, 2014 the IDA authorized the Executive Director to apply for a grant from the United States Commerce Department Economic Development Agency (EDA) for infrastructure improvements associated with the improvement of the IDA's 5 Scobie Drive property.

To conform to the requirements of the EDA grant, certain modifications of the Agreement with 5 Scobie Partners need to be made so as to defer the closing date under the Agreement.

NOW THEREFORE BE IT RESOLVED:

1. The actions contemplated by the Agreement as amended would include (a) application by the IDA and the LLC for participation in the DEC Brownfields Cleanup Program; (b) environmental investigation of the property in connection with the application; and, (c) upon a determination by the LLC that it wishes to implement the cleanup and development program approved by the DEC, transfer of title to the property to the LLC for industrial development purposes.
2. The environmental investigation contemplated is a Type II action under SEQRA and requires no further action under SEQRA.
3. The conveyance of real property, which entails less than 100 acres of property, is an Unlisted Action under SEQRA and is thus subject to Uncoordinated Review, pursuant to which the IDA may proceed as the only Involved Agency and need not declare itself Lead Agency for purposes of environmental review.
4. At the time of authorization this Agreement, the IDA issued a Notice of Determination of Non-Significance. The proposed amendment does not change any of the facts resulting in this Determination.
5. The proposed conveyance is a negotiated sale consistent with the provisions of the IDA's Disposition Policy and Section 2897 of the Public Authorities Act. Because the Fair Market Value of the property cannot be accurately determined without knowing the potential costs of remediating the property, it is possible that the proposed sale may be a sale for less than Fair Market

Value, but this is consistent with the IDA's Disposition Policy and Section 2897 of the Public Authorities Act because the purpose of the transfer, to secure the cleanup of contaminated property and its development for industrial development purposes at no cost to the IDA, is within the purpose, mission or governing statute of the IDA.


6. The Chairman is hereby authorized to execute an Amendment to Contract of Sale with 5 Scobie Partners, LLC in substantially the form attached, upon the request of the Executive Director and subject to minor modifications as may be required by Counsel or the Executive

The foregoing resolution Number 2014-09-15-3 was duly put to vote, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	✓			
Nancy Thomas	✓			
Richard Bedrosian	✓			
Michael Curry	✓			
Austin DuBois	✓			
Jimmy Mera			✓	
John Penney	✓			

The resolution was thereupon duly adopted.

The above is hereby certified to be an accurate copy of Resolution No. 2014-09-15-3, duly adopted by the City of Newburgh Industrial Development Agency at its regularly scheduled meeting held September 15, 2014.



 John Penney, Secretary
 September 15, 2014