



## ***BOARD MEETING***

6:30 p.m., Wednesday, February 26, 2025  
Newburgh Recreation Center  
401 Washington Street, Newburgh, NY

### **AGENDA**

1. Roll Call
2. Proof of Notice of Meeting
3. Public Hearing Scobie Industrial Partners, LLC – postponed
4. Public Hearing Shaw Building, L.P. – postponed
5. Reading and approval of minutes of the previous meeting
6. Report of the Treasurer  
Approval of Treasurer's Report for January 2025  
Approval of payment of bills for January 2025
7. Chairman's Report
8. Counsel's Report
9. Executive Director's Report
10. New Business

Resolution # 2026-02-26-01 Award of Structural Engineer RFP

11. Old Business

Review of public hearing for 104 Washington Street, LLC

Review of public hearing for Liberty Street Apartments, LLC

Review of Resolution No. 2023-06-12-7 (191 Washington Street LLC Project)

12. Adjournment

**CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY  
TREASURER'S REPORT FEBRUARY 26, 2025 MEETING  
JANUARY**

**OPERATING Account #2847**

**Opening Balance** As of January 1, 2025 **\$602,727.22**  
from bank statement

<u>Deposits</u>	<u>Payor</u>	<u>Amount</u>	<u>Remarks</u>
	1/2/2025 T-Mobile	5,416.49	
	1/2/2025 AT&T	3,996.71	
	1/3/2025 Central Hudson	2,285.51	
	1/29/2025 Dish Network	1,500.00	
	1/29/2025 Mid Hudson Times	0.01	Account Verification
	1/29/2025 Mid Hudson Times	0.01	Account Verification
	1/31/2025 Interest Paid	1,375.87	Interest Rate 3.30%
<b>TOTAL DEPOSITS 2847</b>		<b>\$14,574.60</b>	

**Disbursements**

	<u>Payee</u>	<u>Amount</u>	<u>Remarks</u>
Check #1310	1/1/2025 NYS EDC	1,000.00	Membership renewal
Transfer	1/7/2025 Payroll Account #8243	135,000.00	Estimated payroll for 2025
Check #1311	1/7/2025 Adriana Huaynalaya	114.47	Reimbursed expenses
Check #1312	1/7/2025 Standard Security Life Insurance Co.	423.01	Disability/ Paid Family Leave Insurance renewal
Check #1313	1/22/2025 Phanatiks Entertainment	1,000.00	Board Meeting recording
Check #1314	1/22/2025 Cherisse Vickers	75.20	Reimbursed expenses
Check #1316	1/22/2025 Whiteman Osterman & Hanna LLP	8,038.38	Invoice 751709, 751714, 751715, 751718
Check #1317	1/22/2025 ODP Business Solutions	150.52	Office supplies
Check #1318	1/22/2025 MRB Group	1,473.00	Invoice 65290
Check #1319	1/24/2025 Adriana Huaynalaya	115.04	Reimbursed expenses
Check #1320	1/24/2025 William Smith & Son, Inc.	1,030.00	General Liability Insurance Renewal
ACH	1/29/2025 Gannett New York-New Jersey LocaliQ	137.44	Middletown Times Herald Record Hearing Notice Shaw Building
ACH	1/29/2025 QuickBooks Online	70.28	Monthly payment
ACH	1/29/2025 Mid Hudson Times	0.01	Account Verification
ACH	1/29/2025 Mid Hudson Times	0.01	Account Verification
ACH	1/31/2025 Mid Hudson Times	198.52	Mid Hudson Times Hearing Notice Shaw Building
<b>TOTAL CHECKS &amp; DISBURSEMENTS 2847</b>		<b>\$148,825.88</b>	

**Closing Balance** As of January 31, 2025 **\$468,475.94 Op Acct #2847**

**PAYROLL Acct #8243**

<b>Opening Balance</b>	As of January 1, 2025	<b>\$26,841.31</b>
Debit	1/3/2025 Gusto	125.99 FUTA tax for 2024
Debit	1/6/2025 Payroll Fees December 24	56.23
Credit	1/7/2025 Checking Account 2847	135,000.00 Estimated Payroll for 2025
Debit	1/8/2025 Net Pay (part of gross wages)	3,827.06 12/23/24-01/05/25
Debit	1/8/2025 Employer Payroll Tax + Employee WH (part of gross wages)	1,672.52 12/23/24-01/05/25
Debit	1/22/2025 Net Pay (part of gross wages)	3,827.05 01/06/25-01/19/25
Debit	1/22/2025 Employer Payroll Tax + Employee WH (part of gross wages)	1,672.54 01/06/25-01/19/25
	Total Monthly Payroll Expense	<b>11,181.39</b>
Credit	1/31/2025 Interest Paid	357.50 Interest Rate 3.30%
<b>Closing Balance</b>	As of January 31, 2025	<b>\$151,017.42 Payroll Acct #8243</b>

**APPLICATIONS FUND Account #2855**

<b>Opening Balance</b>	As of January 1, 2025	<b>\$14,151.44</b>
<b>Closing Balance</b>	As of January 31, 2025	<b>\$14,151.44 App Fund Acct #2855</b>

**LESSOR/TENANT Account #2863**

<b>Opening Balance</b>	As of January 1, 2025	<b>\$2,516.79</b>
Interest Income	1/31/2025 Interest Paid	\$6.95 Interest Rate 3.30%
<b>Closing Balance</b>	As of January 31, 2025	<b>\$2,523.74 Lessor Acct #2863</b>

**LABOR MONITORING Account #7072**

<b>Opening Balance</b>	As of January 1, 2025	<b>\$15,014.79</b>
<b>Closing Balance</b>	As of January 31, 2025	<b>\$15,014.79 Labor Monitor Acct #7072</b>

**MONEY MARKET Account #2871**

<b>Opening Balance</b>	As of January 1, 2025	<b>\$1,284,108.81</b>
Interest Income	1/31/2025 Interest Paid	3,544.49 Interest Rate 3.30%
<b>Closing Balance</b>	As of January 31, 2025	<b>\$1,287,653.30 MM Acct #2871</b>



**NEWBURGH SOUTH LOGISTICS CENTER Account #6521**

**Opening Balance** As of January 1, 2025 **\$48.21**

**Deposits**

Interest Income 1/9/2025 Brookfield Properties 4,941.00 Deposit for W.O.H Invoice 746340  
1/31/2025 Interest Paid 6.29 Interest Rate 3.30%

**TOTAL DEPOSITS 6521 \$4,947.29**

**Disbursements**

Check #1013 1/13/2025 Whiteman Osterman & Hanna LLP 4,941.00 Invoice 746340

**TOTAL CHECKS & DISBURSEMENTS 6521 \$4,941.00**

**Closing Balance** As of January 31, 2025 **\$54.50 NSLC Acct #6521**

**PROVIDENT BANK Account #4346**

**Opening Balance** As of January 1, 2025 **\$0.00**

**Closing Balance** As of January 31, 2025 **\$0.00 PROVIDENT BANK Account #4346**

**PROVIDENT BANK Account #5683**

**Opening Balance** As of January 1, 2025 **\$4,258,821.87**

Interest Income 1/17/2025 Interest Paid \$52,785.73 Interest Rate 4.85%

**Closing Balance** As of January 31, 2025 **\$4,311,607.60 PROVIDENT BANK Account #5683**

CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY

**Resolution No. 2025-02-26-01**

**RESOLUTION AWARD OF STRUCTURAL ENGINEER  
REQUEST FOR PROPOSAL**

A regular meeting of City of Newburgh Industrial Development Agency (the “Agency”) was convened in public session at the Newburgh Activity Center, 401 Washington Street, Newburgh, New York on February 26, 2025, at 6:30 o'clock p.m., local time.

The meeting was called to order by the Chair of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Michael Neppel  
Alexandra Church  
Vickiana DeMora  
Gregory Nato  
Christina Amato  
Sharonda Powell

Chair  
Vice Chair  
Treasurer  
Secretary  
Member  
Member

**ABSENT:**

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Cherisse Vickers  
Adriana Huaynalaya  
Robert J. McLaughlin, Esq. and  
David Craft, Esq.

Executive Director  
Financial Administrator  
Agency Counsel

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

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” or the “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 industrial, manufacturing, warehousing, commercial, and research and recreation 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, under Section 858 of the Act, the Agency is authorized and empowered to make contracts and leases, and to execute all instruments necessary or convenient to or with any person, firm, partnership or corporation, either public or private; and

WHEREAS, the Agency solicited responses from qualified firms pursuant to a Request for Proposals for Professional Engineering Services (“RFP”), dated December 18, 2024, to provide professional engineering services and generate an engineering report for the Agency’s property located at 145 Broadway, Tax Map No. 36.-3-1.2, City of Newburgh, Orange County, New York (the “Property”), which is used for office purposes; and

WHEREAS, the Agency received three (3) responses to the RFP.

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

Section 1. The Agency hereby engages \_\_\_\_\_ (the “Engineer”) to provide professional engineering services to the Agency upon a contract to be agreed to between the Agency and the Engineer.

Section 2. The Chairperson and the Executive Director of the Agency are each hereby authorized to take all reasonable actions necessary to implement the provisions hereof.

Section 3. 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:

Michael Nepl	VOTING	_____
Alexandra Church	VOTING	_____
Vickiana DeMora	VOTING	_____
Gregory Nato	VOTING	_____
Christina Amato	VOTING	_____
Sharonda Powell	VOTING	_____

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 meeting of the members of the Agency held on February 26, 2025 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”), 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 \_\_\_\_\_, 2025.

\_\_\_\_\_  
Secretary

(SEAL)

CITY OF NEWBURGH  
INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. 2023-06-12-07

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION TO: (I) UNDERTAKE, ACQUIRE, CONSTRUCT, EQUIP AND COMPLETE A PROJECT; (II) APPOINT THE COMPANY AS ITS AGENT TO UNDERTAKE THE PROJECT; (III) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY; AND (IV) EXECUTE AND DELIVER CERTAIN DOCUMENTS IN CONJUNCTION WITH THE FOR 191 WASHINGTON STREET LLC.**

A regular meeting of City of Newburgh Industrial Development Agency (the "Agency") was convened in public session at the Heritage Center, 123 Grand Street, Newburgh, New York on June 12, 2023, at 6:00 o'clock p.m., local time.

The meeting was called to order by the Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Marlon Ramos  
Christina Amato  
Adam Pollick  
Gregory Nato  
Theresa Priester  
Robin Yanyiah Pearson

Chairperson  
Treasurer  
Treasurer  
Secretary  
Member  
Member

ABSENT:

Michael Kelly

Second Vice Chairperson

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Cherisse Vickers  
Robert J. McLaughlin, Esq.

Executive Director  
Agency Counsel

The following resolution was offered by Gregory Nato, seconded by Christina Amato, to wit:

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 industrial, manufacturing, warehousing, commercial, and research and recreation 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct, lease, improve, maintain, equip, and furnish one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed, leased, improved, maintained, equipped and furnished, and to convey said projects or to lease said projects; and

WHEREAS, on April 13, 2022, 191 Washington Street LLC, a New York limited liability company, or such other person(s) or entities as may be designated by the Company and agreed upon by the Agency (collectively, the "Company"), submitted an application to the Agency, as amended by letter dated October 18, 2022 (the "Application"), a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) the acquisition of an interest in an approximately 40,000 square foot parcel of real property located at 191 Washington Street, Newburgh, New York (the "Land"), (2) the construction and improvement of two (2) new buildings on the Land totaling approximately 70,000 square feet to consist of twelve (12) residential units and commercial space including offices and a farm brewery (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, and the Equipment hereinafter collectively referred to as the "Project Facility"), (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution No. 2022-11-21-01 adopted by the members of the Agency on November 21, 2022 (the "First Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the First Public Hearing Resolution, the Chair and the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "First Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with



respect to the Project, to be mailed or hand delivered on November 29 and 30, 2022 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the First Public Hearing to be posted on November 29, 2022 on a public bulletin board located at the Newburgh City Hall located at 83 Broadway, City of Newburgh, Orange County, New York, (C) caused notice of the First Public Hearing to be published on December 2, 2022 in the Times Herald Record, a newspaper of general circulation available to the residents of the City of Newburgh, Orange County, New York, (D) conducted the First Public Hearing on December 19, 2022 at 5:30 o'clock p.m., local time at offices of the City of Newburgh Industrial Development Agency located at City Hall, 83 Broadway, Orange County, Newburgh, New York, and (E) caused to be prepared a report of the First Public Hearing (the "First Public Hearing Report") fairly summarizing the views presented at such First Public Hearing and caused a copy of said First Public Hearing Report to be made available to the members of the Agency and the public by posting the same to the Agency website; and

WHEREAS, by resolution No. 2023-01-18-03 adopted by the members of the Agency on January 18, 2023 (the "Second Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Sections 859-a and 874(4) of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Second Public Hearing Resolution, the Chair and the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Second Public Hearing", and together with the First Public Hearing, the "Public Hearings") pursuant to Section 859-a and 874(4) of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency, as well as the proposed deviation from the Agency's Uniform Tax Exemption Policy, with respect to the Project, to be mailed or hand delivered on January 24, 2023 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Second Public Hearing to be posted on January 24, 2023 on a public bulletin board located at the Newburgh City Hall located at 83 Broadway, City of Newburgh, Orange County, New York, (C) caused notice of the Second Public Hearing to be published on January 26, 2023 in the Times Herald Record, a newspaper of general circulation available to the residents of the City of Newburgh, Orange County, New York, (D) conducted the Second Public Hearing on February 22, 2023 at 6:00 o'clock p.m., local time at offices of the City of Newburgh Industrial Development Agency located at City Hall, 83 Broadway, Orange County, Newburgh, New York, and (E) caused to be prepared a report of the Second Public Hearing (the "Second Public Hearing Report") fairly summarizing the views presented at such Second Public Hearing and caused a copy of said Second Public Hearing Report to be made available to the members of the Agency and the public by posting the same to the Agency website; and

WHEREAS, in connection with the Application, the Company made a request to the Agency (the "Pilot Request") to deviate from the Agency's Uniform Tax Exemption Policy (the "Policy") with respect to the payments to be made under a payment in lieu of tax agreement by and between the Agency and the Company (the "Proposed Pilot Agreement"); and



WHEREAS, pursuant to Section 874(4) of the Act and the Policy, prior to taking final action on the Pilot Request for a deviation from the Policy, the Agency gave the chief executive officers of the County of Orange, and each city, town, village and school district in which the Project is located (collectively, the “Affected Tax Jurisdictions”) prior written notice (the “Deviation Notice”) of the proposed deviation from the Policy and the reasons therefore; and

WHEREAS, the Policy provides that the real property tax abatements to be provided by the Agency shall apply only to the value added by an applicant's construction or renovation activities to the existing parcel and improvements involved (the “Added Value”); and

WHEREAS, the comparison of the current Added Value of the Project to the proposed deviation from the Policy proposed by the Company were provided to the Affected Tax Jurisdictions in the Deviation Notice; and

WHEREAS, the Deviation Notice requested comments to be submitted at the Second Public Hearing; and

WHEREAS, the Second Public Hearing was kept open by the hearing officer for the submission of additional written public comments until the consideration of an approving resolution for the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York at 6 NYCRR Part 617 (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), the Agency makes the following findings with respect to the Project: (A) the Project consists of the following: (1) the acquisition of an interest in an approximately 40,000 square foot parcel of real property located at 191 Washington Street, Newburgh, New York, (2) the construction and improvement of two (2) new buildings on the Land totaling approximately 70,000 square feet to consist of twelve (12) residential units and commercial space including offices and a farm brewery, and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property; (B) the granting of the Financial Assistance; and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and (B) the Project will result in no significant adverse impacts on the environment, and therefor, an environmental impact statement need not be prepared; and

WHEREAS, the Agency determined by Resolution No. 2023-06-12-05 dated June 15, 2023 that; (A) the Project constitutes an “Unlisted Action” (as said quoted term is defined in the Regulations) and therefore coordinated review and notification of other involved agencies is strictly optional; (B) the Agency hereby determines not to undertake a coordinated review of the Project, and therefore will not seek lead agency status with respect to the Project; (C) the Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment and therefore, the Agency hereby determines that the Project will not have a significant effect on the environment, and the Agency will not require the preparation of an environmental impact statement with respect to the Project; and (D) as a consequence of the

foregoing, the Agency has decided to prepare a negative declaration ("Negative Declaration") with respect to the Project; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the "Project Qualification Documents"): (A) the Application; (B) the published Cost Benefit Analysis dated August 22, 2022 and prepared by the MRB Group at the request of the Agency and which is posted to the Agency website and which was discussed with the public at the First Public Hearing; (C) the published Test of Reasonableness dated August 18, 2022 and prepared by the MRB Group at the request of the Agency and which is posted to the Agency website and which was discussed with the public at the First Public Hearing; (D) the transcripts of the Public Hearings, respectively, and the public comments in support expressed thereat; and (E) copies of correspondence from governmental officials supporting the commercial/economic impacts of the Project (the "Local Support"); and

WHEREAS, pursuant to the Cost Benefit Analysis, the Project is projected to (A) create approximately 53 direct and indirect construction jobs at the Project Facility during the approximately 24 month construction period; (B) create approximately 35 direct and indirect ongoing jobs at the Project Facility once the Project facility is fully operational; and (C) projected to generate annual sales tax real property tax revenue to the City of Newburgh and Orange County of more than \$6.9 million cumulatively over a 15 year period after the Project Facility becomes operational; and

WHEREAS, after completing the CBA, the total economic investment/impact is \$59,008,810 resulting in a benefit-to-cost ratio to the County of 9.62; and

WHEREAS, pursuant to the Test of Reasonableness, the requested Financial Assistance is reasonable and will provide the Company (A) a reasonable, risk-adjusted internal rate of return; and (B) permit an acceptable debt service ratio coverage for the Project for financing purposes; and

WHEREAS, during the Public Hearings, (A) approximately 16 public officials and members of the public spoke and provided their comments on the Project during the First Public hearing; (B) more than 26 letters, petitions and/or signatures in support (and in opposition) were received by the Agency and made a part of the public record of such First Public Hearing; and (C) no comments were received during the Second Public Hearing and no comments were received in connection with the proposed deviation by the Agency from the provisions of the Policy for the Project; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including, following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York; and



WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to make its final findings with respect to the Project and its final determination whether to proceed with the Project; and

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

Section 1. All action taken by the Chairperson and/or any Member or staff of the Agency with respect to each of the Public Hearings with respect to the Project and the requested Financial Assistance is hereby ratified and confirmed.

Section 2. All actions taken by the Chairperson and/or any Member or staff of the Agency with respect to the Deviation Notice with respect to the Project and the Pilot Request is hereby ratified and confirmed.

Section 3. The law firm of Whiteman Osterman & Hanna LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel for the Agency is hereby authorized, at the expense of the Company and Assignee, to work with the Company and Assignee, counsel to the Company and Assignee, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 4. The Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a "project," as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of the City of Newburgh, Orange County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$24,973,156.00;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly, the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly

the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The Agency has determined: (i) the Project is located in a “highly distressed area” (as defined in the Act); (ii) (1) the Project Facility will provide necessary infrastructure and other opportunities for area employers and businesses, (2) the completion of the Project Facility will have a positive impact upon the creation, retention and expansion of employment opportunities in the City of Newburgh and in the State of New York; (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in the City of Newburgh and in the State of New York; (4) the acquisition, construction and installation of the Project Facility is essential to the creation of new employment opportunities and is essential to the prevention of economic deterioration of businesses and neighborhoods located in the City of Newburgh; (5) the undertaking of the Project will serve the public purposes of the Act by preserving and creating permanent private sector jobs in the State of New York; (6) the Project will promote tourism for the City of Newburgh by allowing visitors easy access to Washington’s Headquarters; (7) the Project will adaptively reuse for economic purposes three vacant and deteriorating commercial structures in the City of Newburgh; and (8) the granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the general prosperity and economic welfare of the citizens of the City of Newburgh, Orange County, New York and the State of New York and improve their standard of living, by providing a commercial project, thereby serving the public purposes of the Act;

(H) The Agency has reviewed all information it has received relating to the Project including without limitation the Application and related supplemental materials submitted by the Company, the First Public Hearing Report, the Second Public Hearing Report, and the written comments and opinions submitted to the Agency by members of the public and various public entities and public officials and has fully considered all comments contained therein. After consideration of such information, documents, comments and opinions, the Agency finds as follows:

- (i) The Agency Documents will require that the Company, or its successors or assigns, comply with any requirements of the City Planning Board and Department of Buildings prior to the receipt of any Financial Assistance; and
- (ii) Special Districts will not be affected by the PILOT Request; and
- (iii) In the event the Company cancels or withdraws from the Payment in Lieu of Tax Agreement prior to its termination as described in the closing documents with the Agency, the Uniform Project Benefits Agreement will provide for the recapture of the real property taxes which would otherwise have been due in consideration of the Project; and



- (iv) Public officials for the State of New York and the City of Newburgh during each of the Public Hearings stated their support for the Project; and
- (v) By reason of the Pilot Request, the Agency reviewed the Cost Benefit Analysis and the Test of Reasonableness Report prepared by the Agency's consultant. The Test of Reasonableness Report concludes that the requested Financial Assistance is reasonable and will provide the Company (A) a reasonable, risk-adjusted internal rate of return; and (B) permit an acceptable debt service ratio coverage for the Project for financing purposes.

(I) The Project should receive the Financial Assistance in the form of exemption from certain (i) sales and use taxes; (ii) real estate transfer taxes and mortgage recording taxes; and (iii) real property taxes based on (1) the Company's statement that the Project will not proceed without such Financial Assistance, including the PILOT Request, and (2) the Agency's Uniform Criteria for the Evaluation of Projects Policy and the Pilot Request contained in the Deviation Notice, the Cost Benefit Analysis and Test of Reasonableness undertaken by the Agency and the description of expected public benefits to occur as a result of this Project, as described on **Exhibit A** attached hereto and failure by the Assignee to meet the expected public benefits will result in a recapture event, as described on **Exhibit B** attached hereto; and

(J) In accordance with the Cost Benefit Analysis, the projected total Financial Assistance provided to the Company for the Project is as follows:

<u>TYPE OF FINANCIAL ASSISTANCE</u>	<u>AMOUNT OF PROJECTED FINANCIAL ASSISTANCE</u>
Sales and Use Taxes	\$652,015.00
Payment in Lieu of Real Estate Taxes	\$5,268,687.00
Mortgage Recording Tax Exemption	\$215,393.00
<b>TOTAL PROJECTED FINANCIAL ASSISTANCE</b>	<b>\$6,136,095.00</b>

(K) It is desirable and in the public interest for the Agency to approve the Application and to enter into the Agency Documents.

**Section 5.** The Agency is hereby authorized, without limitation (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, if applicable, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Assignee to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all

acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Payment in Lieu of Tax Agreement shall provide for PILOT Payments based on the following percentage exemptions:

PILOT TAX YEAR	PILOT PAYMENT DUE	APPROXIMATE PILOT PERCENTAGE*
1	\$50,671	90%
2	\$60,781	88%
3	\$71,275	86%
4	\$82,164	84%
5	\$93,461	83%
6	\$105,176	81%
7	\$117,323	79%
8	\$135,036	76%
9	\$163,859	72%
10	\$193,781	67%
11	\$224,835	63%
12	\$284,774	54%
13	\$347,021	45%
14	\$498,169	24%
15 and Thereafter	Full Tax	0%

\*For illustrative purposes only.

Section 8. The Chairperson (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 9. (A) The Chairperson, the Vice Chairperson, or the Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 11. This Resolution is subject to the approval of the project by the City of Newburgh Planning Board. Accordingly, the Agency shall take no action on the provision of the Financial Assistance authorized hereby until such Planning Board approval(s) are issued and become effective and not subject to challenge.

Section 12. This Resolution shall take effect immediately.

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

Marlon Ramos	VOTING	YES
Christina Amato	VOTING	YES
Michael Kelly	VOTING	ABSENT
Adam Pollick	VOTING	YES
Gregory Nato	VOTING	YES
Theresa Priester	VOTING	YES
Robin Yanyiah Pearson	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.



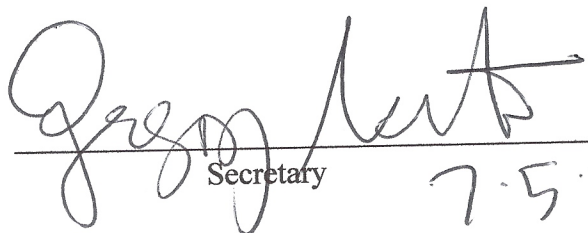
STATE OF NEW YORK     )  
                                      ) SS.:  
COUNTY OF ORANGE     )

I, the undersigned, Secretary of the City of Newburgh Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 12, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein 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"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly 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 June 2023.

  
\_\_\_\_\_  
Secretary     7.5.23

(SEAL)

## EXHIBIT A

### DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary (191 Washington Street LLC), and the Agency with respect to the Project Beneficiary's request for Financial Assistance (including, without limitation, the Pilot Request) from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of the City of Newburgh, Orange County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or No)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	Zero (0) full time equivalent existing jobs at the Project Facility (vacant or abandoned land).
2.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Twenty-five (25) direct full time or part time private sector jobs at the Project Facility and up to ten (10) indirect full time or part time private sector jobs at the Project Facility within six (6) months of completion of the Project.
3.	Estimated of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Approximately (i) \$652,015 in sales tax exemption; (ii) \$5,268,687.00 in real estate tax exemption; and (iii) \$215,393 in mortgage recording tax exemption.
4.	Creation of construction employment for local labor (i.e., labor resident in the area comprised of Hudson Valley Region as described in Agency Local Labor Policy)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Average of forty-one (41) direct and twelve (12) indirect full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of two (2) years, commencing within three months of the date of title to the Project Facility is delivered to the Company/ Project Beneficiary. The Company agrees that the Project will comply with the Agency's Local Labor Policy. In connection with Labor Policy, the Agency will contract with an independent consultant to review the Company's compliance with the Labor Policy and the

				Company will establish an escrow account with the Agency for the purposes of paying the costs and fees of such independent consultant.
5.	Private sector investment	X Yes	<input type="checkbox"/> No	\$24,970,000.00 invested at the Project Facility within two (2) years of the date of the Approving Resolution for the Project.
6.	Creation of new revenues for local taxing jurisdictions	X Yes	<input type="checkbox"/> No	Approximately \$3.2 million of new revenues for local taxing jurisdictions and special districts with respect to the Project Facility within two (2) years of the date of completion of Project operations by the Company/Project Beneficiary.
7.	Adaptive reuse of an existing deteriorating structure.	X Yes	<input type="checkbox"/> No	Project rehabilitates existing structure which has been vacant and deteriorating for decades.
8.	Regional wealth creation (majority of sales/customers from outside of the City)	X Yes	<input type="checkbox"/> No	The Project will primarily promote new residents from outside and within the City to reside in a improving urban location of the City.
9.	Alignment with local planning and development efforts	X Yes	<input type="checkbox"/> No	The City ZBA has approved variances required for the Project and the City Planning Department is expected to approve the Project.
10.	Promotes walkable community areas	X Yes	<input type="checkbox"/> No	Project will include commercial space designed to encourage daily/multiple day visitors;
12.	Elimination or reduction in blight	X Yes	<input type="checkbox"/> No	Current building is vacant and deteriorating.
13.	City Official support	X Yes	<input type="checkbox"/> No	Members of the City Counsel are supportive of the Project.
14.	Historic building designation	X Yes	<input type="checkbox"/> No	County historian has discussed historic nature of the existing structure.
15.	Brownfield remediation	<input type="checkbox"/> Yes	X No	Not applicable.



## EXHIBIT B

### DESCRIPTION OF THE RECAPTURE EVENTS

In connection with the Project and the granting of the Financial Assistance, the Agency and the Project Beneficiary/Company agree that the following shall constitute recapture events with respect to the Project and the granting of the Financial Assistance:

1.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the commencement of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 24 months of the date of the Approving Resolution for the Project.
2.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the completion of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 24 months of the commencement of construction.
3.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least 80% of the average full time equivalent local labor construction jobs at the Project Facility during the construction period described on <b>Exhibit A</b> .
4.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least 80% of the full time equivalent new jobs at the Project Facility listed on <b>Exhibit A</b> .
5.	Failure by the Project Beneficiary to develop a program designed to focus job opportunities for residents from the City of Newburgh and Orange County for the commercial space at the Project.
6.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least 80% of the private sector investment described on <b>Exhibit A</b> occurred with respect to the Project Facility within 2 years of the date of the Approving Resolution for the Project.
7.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least 80% of the new revenues for local taxing jurisdictions and special districts described on <b>Exhibit A</b> attached hereto were created within 3 years of the date of completion of the Project by the Project Beneficiary.
8.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that the Project has substantially complied with the requirements of the Agency SEQR Resolution.
9.	Liquidation of substantially all of the Project Beneficiary's (or its members or related party) operating assets at the Project Facility and/or cessation of substantially all of the Project Beneficiary's operations at the Project Facility during the initial 10 years after completion of the Project.
10.	Relocation of all or substantially all of Project Beneficiary's operations at the Project Facility to another site, or the sale, lease or other disposition of all or substantially all of the Project Facility at any time.
11.	Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
12.	Sublease or assignment of all or part of the Project Facility in violation of any Project Facility Agreement.

13.	A change in the use of the Project Facility, other than as described on <b>Exhibit A</b> and other directly and indirectly related uses, in violation of any Project Facility Agreement.
14.	Failure of the Project to obtain City Planning Board Approval within 18 months of the date of the Project Approving Resolution.