

**CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (“IDA”)
MINUTES OF MEETING
November 21, 2011**

Present

Board Members: Joshua Smith, Chair
Richard Bedrosian, Vice Chair
Michael Curry
John Penney
Sean O’Shea
Jerry Maldonado

Absent : Spencer Gulliver
Counsel: Thomas Whyatt, Esq.

In Attendance: Craig Skelly, Chief Financial Officer
Ian MacDougall, City Planner
Jim McIver, CT Male Engineers
Theresa Waivada, CEO, by telephone conference

Roll Call. Mr. Smith called the meeting to order at 7:45pm, following the Audit Committee meeting; a quorum was present. .

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

2. **Approval of Minutes of October 17 Monthly Meeting**

Mr. Curry: Motion to Approve the October 17 Minutes.

Mr. O’Shea: Motion Seconded

Vote: Unanimously adopted.

3. **Bills, Communications and Treasurer’s Report.** Mr. Curry distributed the Treasurer’s Report (see Attachment A). The balance as of November 21, 2011 is \$883,176.70. The Treasurer reported the receipt of \$493,528.15 as settlement of a Promissory Note for a loan made to Den Cass on the Broadway property that the City purchased for development of the new municipal courthouse. The first of three payments was also received for Murphy’s Ditch.

Mr. Bedrosian: Motion to approve four invoices as presented.

Mr. Penney: Motion Seconded.

VOTE: Unanimously passed.

4. **Report from the Chair:** Messrs. Smith, Bedrosian and Ms. Boyle attended the Land Use Meeting held by PACE University on Saturday, November 19th. Board members from Planning, Zoning, Waterfront, ARC, city staff from Buildings & Codes and Legal were present to understand the state and local requirements and to discuss improvements to the City’s current process. Understanding these issues and development requirements will be valuable to the IDA. PACE will conduct a follow-up session in early 2012.

5. **Report from Executive Director:** Ms. Waivada reported by telephone conference that she will begin updating the By-Laws. She discussed the process of membership appointments and recommending submissions to the Council which has the final decision. Qualifications and requirements would need to be posted for an open invitation and there should be a web link to

the ABO. The Executive Director recommended that the IDA ask to be on a Council Work Session.

6. Reports of Committees

Audit Committee: The Audit Committee Charter was reviewed.

Mr. Curry: Motion to adopt the Audit Committee Charter

Mr. Bedrosian: Motion seconded.

Discussion: The language keeps it open to appointing a non-board member to the Audit Committee. A Finance Committee could be the Audit Committee plus an outside finance person.

VOTE: Unanimously adopted

There was discussion on 2009 Draft Audit. Ms. Waivada recommended that the Board "Approve the 2009 Audit pending findings to be completed by the Treasurer. It was agreed that the Audit Committee would meet with the Auditor should there be any questions on the Agency's response.

Mr. Penney: Motion authorizing Treasurer, CEO and CFO to prepare a response to the findings of the 2009 Audit and to approve and adopt the 2009 Audit along with the Agency's response.

Mr. Bedrosian: Motion Seconded.

VOTE: Unanimously adopted.

The Audit Committee met and reviewed five submissions from five firms responding to RFP for 2011 Audit. Criteria included experience with public authorities. The Committee recommends that BST, as lowest bidder, be awarded a contract to undertake the 2010 for completion by March 15, 2012. The Chairman asked for a motion to approve the Audit Committee's recommendation, by Mr. Curry and seconded by Mr. Bedrosian.

VOTE: Unanimously voted to select BST as the 2011 Auditor.

Governance Committee: Mr. Maldonado circulated three policies for action by the Board: New Board Member Orientation, Guidance Addendum to Governance Committee and the Governance Committee Charter. He recommended that all three be adopted by the Board.

Mr. Penney: Motion to adopt three policies: a) Governance Committee Charter, b) Guidance Addendum and c) New Board Member Orientation. A Seconding Motion is not required because it is in committee.

Discussion: Mr. Whyatt re "Board members are appointed for fixed terms". This board does not have such protected status. New member training was discussed. Any new member would have to take the training within 12 months.

VOTE: Unanimously adopted.

7. Old Business.

EPA Assessment Grant: The EPA Grant will be submitted on November 28th. Mr. McIver explained that grant must address how the IDA acquired the property to avoid "potential responsible party". The staff decided to restructure the application to hazardous material because there is no petroleum on site.

BOA Grant/Scobie Drive/NCAC Update – Report from City Planner & C.T. Male. Messrs. McDougall and McIver updated the board on NCAC's plans. There is concern that the approach is only two-dimensional and lacks depth of preparation.

Mr. McIver stated that NCAC's work product findings are not supported by evidence of their projected uses. Department of State expects a working document. NCAC's consultants have proposed industrial alternatives that might not work. Mr. McIver reiterated that the IDA needs to think about what it envisions for the site. IDA and City are moving forward cooperatively on the cleanup of their sites. Mr. MacDougall will set up a meeting with Dave Ashton, Project Manager Revitalization Specialist for DOS. Have we documented enough to support this position? NCAC's consultant, AKRF, is currently working on a second-stage grant. Mr. MacDougall will monitor the components of the grant.

SCOBIE DRIVE/Pierces Road Access: Mr. Whyatt is still negotiating Access Agreement. Whatever is removed from IDA parcel will be stored in a segregated area from City's area. The IDA will need an on-site person to ensure that happens. EPA offered opportunity for IDA to do sampling on the property. If the work plan proceeds, the agreement needs an Operating Plan to consider the potential financial consequences. The Operating Plan deals with Hazardous Waste only, so solid waste removal would cost the City or the IDA.

FOUNDRY: Mr. Whyatt: The Foundry and their bank have reached a settlement agreement which is waiting for FDIC approval.

Cell Tower: Ms. Waivada suggested that a title search of the property be made.

Mr. Curry: Motion to authorize a title search of the property.

Mr. Bedrosian: Motion seconded.

VOTE: Unanimously carried.

Further discussion: Mr. Whyatt received formal terms from Crowne Castle asking for a 13-year extension. IDA cannot give an extension unless the City Council approves it. Crown Castle to increase the number of subleases and increase monthly revenues.

Liability Insurance: Executive Director will contact three agencies.

8. New Business

- Nominating Committee for 2012 Officers. Messrs. Penney and Bedrosian volunteered to act as the Nominating Committee, and will report nominations at the Annual Meeting on December 19, 2011.

9. Adjournment:

Mr. Penney: Motion to Adjourn

Mr. Bedrosian: Motion seconded.

VOTE: Unanimously approved.

The regular meeting was adjourned at 9:30 pm.

10. Next IDA Meeting. The next meeting will take place on Monday, December 19, 2011

Respectfully submitted,

C. K. Boyle
Recording Secretary