DRAFT

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY (IDA)
MINUTES OF MEETING
April 20, 2015

Present

Board Members:	Joshua Smith, Chairman Richard Bedrosian, Michael Curry, Austin DuBois, Jimmy Mera, John Penney, Nancy Thomas
Counsel:	Thomas Whyatt
CFO:	Craig Skelly
Staff:	Theresa Waivada, Executive Director
Present:	Roy Spells John Lease Joseph Saffioti

1. **Roll Call**: Chairman Smith called the meeting to order at 7: pm. A quorum is present.

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

3. **Approval of the March 16, 2015 Minutes**

Mr. Curry:	Motion to approve the March 16, 2015 minutes as presented
Mr. Mera:	Motion seconded.
Discussion:	No discussion.
VOTE:	**Unanimously passed.**

4. **Executive Session**

Mr. Curry:	Motion for the Board to go into Executive Session to discuss litigation
Mr. Penney:	Motion seconded.
Discussion:	None.
VOTE:	**Unanimously passed.**

Mr. Penny:	Motion for the Board to come out of Executive Session
Mr. DuBois:	Motion seconded.
Discussion:	None.
VOTE:	**Unanimously passed.**

5. **Request for Communications**

The IDA received a Small Claims Notice from City Court of Newburgh. Counsel says the renter is looking for a deposit refund. A letter was sent to the City Court advising that the Agency is the fee owner of the property and has no management responsibilities.

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

Treasurer Mike Curry presented the Treasurer's Report for the period ending April 20, 2015. Opening balance of the TD Bank Operating Account is $121,235.79; disbursements totaling $14,478.04 for check numbers 528-534; deposits in the amount of $8,961.47; for a closing balance of $115,719.22. The money market account's beginning balance is $569,275.98, interest of $72.52, with a balance of $569,348.50.

All of the funds have been transferred from Key Bank to TD Bank.

Mr. Penney:	Motion to accept Treasurer's Report as presented and approve payment of checks as presented
Mr. DuBois:	Motion seconded.
Discussion:	No discussion.
VOTE:	**Unanimously passed.**

7. **Committee Reports**

The Audit Committee has not met so no report is available. The Governance Committee has not met so no report is available.

8. **Reports from Chairman, Counsel, and Executive Director**

Active Ventilation has decided to buy the building that they currently occupy. Discussed with them the potential of IDA benefits. .

Benzina, Inc.—due to weather conditions impacting construction during the winter of 2014-15, the Agency approved Resolution No. 2015-4-20-1, which extended the sales tax benefit period for this project.

Ms. Thomas:	Motion to approve Resolution Number 2015-4-20-1, Extension of Completion Date for Project No. 3304 2014 1, Benzina, Inc., Small Business Initiative
Mr. Penney:	Motion seconded.
Discussion:	No discussion.
VOTE:	**Unanimously passed.**

5 Scobie Drive Brownfield Cleanup Program—several board members (Joshua Smith, Michael Curry, and Austin DuBois), the Executive Director (Teri Waivada) and IDA Counsel (Thomas Whyatt) met with NYS DEC in Albany concerning the brownfield cleanup program at 5 Scobie Drive. The DEC team is enthusiastic and wants to have a successful BCP in the City of Newburgh. NYS DEC and Solid Waste have jurisdiction over the DPW project and can take action on requiring clean-up pursuant to the state's Solid Waste regulations. The Department of State BOA program is not part of DEC's BCP operation. The City will determine its participation in the program which would provide additional tax credits for the Scobie Drive development. There are two agencies involved with that piece of land, the Department of State (BOA) and the Department of Environmental Conservation (BCP and Solid Waste Divisions)

The deadline for current approved projects has been extended to the end of 2019 for completion clean-up work. A new Brownfield Cleanup Program, commencing July 1, 2015, is significantly different from the old one, and provides ten years for completion. An understanding of the old and new programs, the advantages and disadvantages of each, is important moving forward with this project. The Remedial Investigation Report has been reviewed by DEC and is ready to be approved. The DEC has a draft of the Work Plan, but it is not yet ready. The work product that has been generated by C.T. Male may be in the ownership of Hudson Valley Lighting. Discussions with HVL may be required for any new developer wishing to follow up from that work product. The IDA has about a year to come up with a new developer. 5 Scobie Partners LLC is still an official applicant along with the IDA; forms to remove HVL as volunteer will be voted on by the Agency. Such an amendment would leave the IDA as the sole applicant, although IDA would have the right to withdraw at any time.

Mr. Penney:	Motion to approve Resolution Number 2015-4-20-2, Authorizing Amendment of Brownfield Cleanup Agreement to Remove 5 Scobie Partners, LLC, as an Applicant.
Ms. Thomas:	Motion seconded.
Discussion:	No discussion.
VOTE:	**Unanimously passed**.

Habitat for Humanity, 150 Ann Street Property—the deed is drafted and contains a reverter clause. Legal fee will be roughly $1,475, for the writing of the resolutions and researching disposition policies permitting the parcel to be conveyed for less than fair market value when the disposition furthers the agency's goals and mission.

9. **Old Business**

There has been no further communication from Verizon relative to the cell tower.

10. **New Business**

Board Member Jimmy Mera informed the board that he has taken a part-time position with the City of Newburgh in the Sanitation Department. All wished him well. A discussion ensued whether the position changes his status as public member of the Agency.

11. **Adjourn**

There being no further business to come before the board, on a motion made by Mr. Penney and seconded by Mr. Curry, the board unanimously agreed to adjourn the meeting at 9:18 p.m.

Next Meeting: May 18, 2015.

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2015-04-20-01

EXTENSION OF COMPLETION DATE FOR PROJECT NO. 3304 2014 1,
BENZINA INC., SMALL BUSINESS INITIATIVE

WHEREAS the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 923-a of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York) (the "Act") authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of its inhabitants, and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS an application dated May 20, 2013, (the "Application") has been submitted to the Agency by Benzina Inc. (the "Company") requesting financial assistance through a straight-lease transaction (as each such term is defined in the Act) for a proposed project in the City of Newburgh, NY (the "Project"); and

WHEREAS the Agency adopted Resolution 2013-5-20-1 on May 20, 2014 authoring the execution of a project agreement for a project consisting of (i) re-construction of an existing facility, and (ii) the acquisition of furnishings, fixtures and equipment (the "Project Equipment") by the Agency, by purchase, lease or otherwise, (iii) the lease, sublease, or installment sale of the Project Equipment to the Company, and (iv) the use of the Project Equipment by the Company at its facility located at 307 Broadway, Newburgh, NY (the "Facility") for business purposes more fully described in the Application; and

WHEREAS the Company has represented that the Project was not completed by February 1, 2015 due to inclement weather,

WHEREAS the Company has represented that the requested financial assistance is essential to the economic viability of the Project, and request an extension to March 31, 2016 to complete the project,

NOW THEREFORE BE IT RESOLVED

That the Agency extends the February 1, 2015 completion date to March 31, 2016 and authorizes the Executive Director to submit an amended NYS Form ST-60 to the NYS Department of Taxation and Finance, and necessary documentation to the company.

The foregoing resolution Number **2015-4-20-01** was duly put to vote, which resulted as follows:

	Yea	*Nay*	*Absent*	*Abstain*
Joshua Smith	✓			
Austin DuBois	✓			
Richard Bedrosian	✓			
Michael Curry	✓			
Jimmy Mera	✓			
John Penney	✓			
Nancy Thomas	✓			

The resolution was thereupon duly adopted.

John Penney, Recording Secretary
April 20, 2015

CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION NO. 2015-04-20-2

AUTHORIZING AMENDMENT OF BROWNFIELD CLEANUP AGREEMENT TO REMOVE 5 SCOBIE PARTNERS, LLC AS AN APPLICANT

WHEREAS:

By Resolution No. 2013-1-29-1, the City of Newburgh Industrial Development Agency (the "Agency") authorized its Chairman to enter into a contract with 5 Scobie Partners, LLC (the "LLC"), for the transfer of Agency property (the "Scobie Drive Parcel") to the LLC for the purpose of developing the property for industrial purposes pursuant to the New York State Brownfields Cleanup Program ("BCP"); and such contract (the "Contract") was promptly entered into;

By Resolution No. 2013-01-29-2, the Agency authorized the Executive Director to make application jointly with the LLC for entry of the Scobie Drive Parcel into the BCP; that application was promptly submitted;

The Contract between the Agency as Seller and the LLC as Purchaser provides, in part, as follows:

> **Contract Duration.** So long as Purchaser is diligently pursuing the Project including the application to the New York State DEC for participation in the Brownfield Cleanup Program, this Contract shall remain in effect. In the event that during the course of Purchaser's perusal of the approvals to develop the site Purchaser becomes aware that the Project is no longer feasible in Purchaser's sole discretion, Purchaser shall be entitled to rescind the Contract. Seller shall be entitled to have all fees and costs incurred by Seller relating to this Contract reimbursed to Seller by Purchaser. Seller agrees however that if any documents or materials or other studies (hereinafter referred to as "Work Product") funded by Purchaser are used by another user in the future that the Seller shall require such subsequent user to reimburse Purchaser prior to use of work product for the cost of any such surveys, studies reports, analysis, etc., so utilized.

The LLC has notified the Agency that it wishes to withdraw from the BCP due to the project being no longer feasible for the LLC;

The LLC is a volunteer applicant and under no obligation under BCP regulations to pursue the application;

The LLC is under no obligation under the Contract to pursue the BCP where it is not feasible for the LLC to do so;

The LLC has asked the Agency to execute an Application Amendment in the form annexed hereto to implement its withdrawal from the BCP;

Withdrawal of the LLC will make the Agency the sole applicant for the BCP, but will not prevent the Agency from withdrawing from the application at any time in the future should it desire to do so.

NOW THEREFORE BE IT RESOLVED:

The Agency authorizes and directs its Executive Director to execute the Amendment substantially in the form attached, and such other documents as are required to accomplish the purposes set forth herein

The foregoing resolution Number **2015-4-20-2** was duly put to vote, which resulted as follows:

	Yea	*Nay*	*Absent*	*Abstain*
Joshua Smith	✓			
Austin DuBois	✓			
Richard Bedrosian	✓			
Michael Curry	✓			
Jimmy Mera	✓			
John Penney	✓			
Nancy Thomas	✓			

The resolution was thereupon duly adopted.

John Penney, Recording Secretary
April 20, 2015