



*Empowering Businesses. Inspiring Growth.*

**Michael Torelli**, Chairman • **Dean Tamburri**, Vice Chairman • **Vincent Odock**, Secretary • **Robert Kennedy III**, Board Member  
**Noel Spencer**, Board Member • **James Rinaldi**, Board Member • **Susan Walski**, Board Member  
**Bill Fioravanti**, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Russell E. Gaenzle**, Bond Counsel

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## Revised Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on March 16, 2022, immediately following the Orange County Funding Corporation meeting at the Orange County Government Center, 255 Main St., Goshen NY in the First Floor Community Room to consider and/or act upon the following:

### Order of Business

- **Call Meeting to Order**
- **Pledge of Allegiance**
- **Roll Call**
- **Proof of Notice**
- **Minutes**
  - Approval of the minutes from the February 16<sup>th</sup>, 2022 BOD meeting
- **Finance**
  - February 2022 Financial Reports
  - Audit Update
  - February/March payables
- **Chairman’s Report**
- **CEO Report**
- **New Business**
  - South Gate Flats, LTD
    - 1. Second Supplemental Final Resolution
  - CITIVA Medical LLC
    - Approval of Resolutions authorizing the Agency to undertake the Project
      - 1. Cost Benefit Analysis
      - 2. Final Resolution
  - New Leases: Middletown Accelerator
  - Local Labor Audit RFP
  - Shovel Ready – Properties Analysis RFQ
- **Unfinished Business**
- **Adjournment**

To watch the livestream, please visit our website: [www.ocnyida.com](http://www.ocnyida.com)

Dated: March 11, 2022

By: William Fioravanti – Chief Executive Officer



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Date: March 02, 2022  
From: Mike Torelli  
RE: Next Meeting Date

## *IDA Board Meeting Notice*

The next Board of Directors meeting of the  
Orange County Industrial Development Agency is:

**Wednesday, March 16, 2022  
immediately following the  
5:30pm OCFC meeting**

**OC Government Center  
255 Main Street, Goshen  
Community Room**

To watch the livestream, please visit our website: [www.ocnyida.com](http://www.ocnyida.com)

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES: FEBRUARY 16, 2022, BOARD OF DIRECTORS  
MEETING

A meeting of the Orange County Industrial Development Agency was convened Wednesday, February 16, 2022, at 5:35 p.m.

The meeting was called to order by Chairman Torelli, immediately followed by the Pledge of Allegiance.

A roll call of the Board members showed six present. There is a quorum. The following are all who were in attendance:

PRESENT: Michael Torelli, Vincent Odock, Robert Kennedy, III, Noel Spencer, Dean Tamburri, Susan Walski

ABSENT: James Rinaldi

ALSO PRESENT: Bill Fioravanti – Chief Executive Officer  
Sue Katzoff – General Counsel  
Steven Maier – Harris Beach/Bond Counsel  
Shannon Mannese – Finance/RBT  
Dennis Brady – Technical Support  
Steve McClure – Walgreens (via Zoom)  
Kristin Kurylak – West Warwick Energy (via Zoom)  
Dan Spitzer – West Warwick Energy (via Zoom)

A motion by Chairman Torelli to accept the minutes of the January 19, 2022, IDA Board meeting was accepted and opened for questions or comments.

Hearing no objections to the minutes, a motion was made by Mr. Tamburri, seconded by Mr. Odock, and passed unanimously.

## **Proof of Notice**

Counsel confirmed proof of notice.

Members of the Orange County Legislature briefly addressed the Board to thank them for the work they have accomplished over the last year.

## **Finance Report**

Ms. Mannese presented the Financial Report and noted that as of January, the IDA has received \$20,000 in application fees, \$7,400 in rent, \$27,473 including funds from the Accelerator, and the total admin costs are at \$38,147. Ms. Mannese also stated that with legal expenses and projects, the IDA is in line with its budget. She noted that with some of the current coding, the numbers would have to be reviewed again to reconcile. She reviewed the Bill.com platform in detail which the Chairman agreed to review further with the Finance committee and make it a topic for the March 2022 Board meeting.

January/February Payables: Mr. Fioravanti reviewed the Warwick Common Area Maintenance and internet charges and stated that these fees are recoverable. He advised the Board that some of the telephone/internet accounts for the Newburgh and New Windsor Accelerator locations have been transferred to the subtenants and the responsibility to pay these bills no longer rests on the IDA.

After a question from Mr. Spencer about year-end 1099 forms and with no further questions or concerns, a motion to accept the recurring building services was made by Mr. Spencer, seconded by Mr. Tamburri, and passed unanimously.

Monthly Payables: Mr. Fioravanti reviewed the payables line by line.

With no further questions or concerns, a motion to accept the monthly payables was made by Mr. Tamburri, seconded by Mr. Odock, and passed unanimously.

All Other: Mr. Fioravanti reviewed the professional fees, the Public Hearing ads, and the Youth Bureau fee of \$10,000 that was approved by the previous Board. The Chairman explained the need for supporting documentation for the current Board members and

research by the staff to discern if it would better to support the Agents of the IDA through the OCFC rather than the IDA. The Chairman chose to postpone a decision on payment to the Youth Bureau until next month.

A motion to accept the monthly payables, less the \$10,000 Youth Bureau amount, was made by Mr. Spencer, seconded by Mr. Tamburri, and passed unanimously.

Mr. Fioravanti concluded his report by stating that the 2021 IDA audit is ongoing with the assistance of JGS.

### **Chairman's Report**

The Chairman opened by welcoming the newly elected IDA Board Members and requested that Counsel and Staff prepare an introductory/educational webinar to explain the processes of new and existing projects. The Chairman requested that a reformulating of the Committees be done before the March 2022 IDA meeting. He went on to discuss potential projects and advised the Board of the ABO training, paperwork, and disclosures they are required to complete for the purposes of full transparency and to gain back the public's trust.

### **CEO Report**

Mr. Fioravanti addressed the performance review for the IDA Project Manager, Mrs. Kelly Reilly, and noted that it was positive and that a full team is being put together with procurements still being made for an extended team. He added that a Public Hearing for the Citiva project is being scheduled and that the IDA is continuing to get press and give interviews. Mr. Fioravanti will be presenting in front of NYSCAR as well as the Association of Towns in the near future.

### **New Business:**

Mr. Fioravanti stated that the IDA has selected MRB Group to conduct the Cost Benefit Analysis for the Walgreens (Nucleus) project which will be posted to the IDA website. He also briefly explained how the sales taxes are being distributed for the South Gate Flats project and gave a quick history on the approval made by the previous Board and explained the project's request for increased benefits.

With no further questions or concerns, a motion to approve the increase in sales, use, and mortgage reporting taxes for the South Gate Flats project as requested in the resolution was made by Mr. Tamburri, seconded by Ms. Walski, and passed unanimously.

Mr. McClure explained Walgreens's dialogue with the town and noted that the Cost Benefit Analysis showed benefits to the local area including the jobs that will be created. The Chairman stated that he is in full support of this project and believes the IDA should pursue it. Mr. Fioravanti explained that there will be no construction or build-out with this request and that their request for benefits is only for the installation of their specialized equipment.

With no further questions or concerns, Counsel introduced a motion to approve the SEQR resolution for the Walgreens project. The motion was made by Mr. Tamburri, seconded by Mr. Kennedy, and passed by unanimous roll call.

Counsel reviewed the final resolution that addresses what is authorized for this project.

With no further questions or concerns, a motion to accept the final resolution for the Walgreens project was made by the Chairman, seconded by Mr. Odock, and passed by a unanimous roll call.

Mr. Fioravanti reviewed the applications for financial assistance and the public hearing resolutions for the West Warwick Energy Storage projects 1, 2, and 3 separately. He explained that while the projects themselves will create temporary jobs, it will provide affordable power in the area. Ms. Kurylak and Mr. Spitzer provided background on the projects and the economic impact of this project.

After some questions and clarification on the West Warwick Energy Storage 1 project, a motion to approve a public hearing was made by Mr. Spencer, seconded by Mr. Tamburri, and passed with five ayes and one nay.

Mr. Fioravanti reviewed the application for financial assistance and the public hearing

resolutions for West Warwick Energy Storage 2.

With no further questions or concerns, a motion to approve a public hearing for West Warwick Energy Storage 2 was made by Mr. Kennedy, seconded by Mr. Spencer, and passed with five ayes and one nay.

Mr. Fioravanti reviewed the application for financial assistance and the public hearing resolutions for West Warwick Energy Storage 3.

With no further questions or concerns, a motion to approve a public hearing for West Warwick Energy Storage 3 was made by Mr. Odock, seconded by the Chairman, and passed with five ayes and one nay.

Mr. Fioravanti requested that the agenda topics of Local Labor and Shovel Ready be tabled until next month pending further research and analysis.

Counsel reviewed the request to approve two new officers of the IDA Board: Mr. Tamburri as Vice Chair and Mr. Odock as Secretary.

A motion to approve these appointments was made by Mr. Kennedy, seconded by Mr. Tamburri, and passed by unanimous roll call.

A motion to go into Executive Session to discuss an update on potential litigation was made.

The meeting closed at 9:00 pm.

**Orange County IDA  
Income and Expense Summary  
February 2022**

	Feb	YTD	Budget	Over/(Under)
<b>Income</b>				
Closing Fees	\$ -	\$ -	\$ 810,000	\$ (810,000)
Application Fees	\$ 10,000	\$ 30,000	\$ 10,000	\$ 20,000
Legal Fees (pass-thru)	\$ -	\$ -	\$ 10,000	\$ (10,000)
Local Labor Auditing Fees (pas-thru)	\$ -	\$ -	\$ 110,000	\$ (110,000)
Other IDA Fees	\$ -	\$ -	\$ 33,300	\$ (33,300)
Subtenant Rents	\$ 11,784	\$ 19,258	\$ 48,489	\$ (29,231)
Interest Earnings	\$ 236	\$ 498	\$ 12,000	\$ (11,502)
Recovered Funds	\$ -	\$ -	\$ -	\$ -
<b>Total Income</b>	<b>\$ 22,021</b>	<b>\$ 49,756</b>	<b>\$ 1,033,789</b>	<b>\$ (984,033)</b>
<b>Expenses</b>				
<b>Administrative Expenses</b>				
Bank Service Charge	\$ 11	\$ 22	\$ -	\$ 22
Salaries	\$ 18,466	\$ 18,617	\$ 284,160	\$ (265,543)
Benefits	\$ -	\$ -	\$ 33,000	\$ (33,000)
Payroll taxes and fees	\$ 4,442	\$ 9,840	\$ 28,416	\$ (18,576)
Fiscal Audit	\$ 3,920	\$ 11,320	\$ 65,000	\$ (53,680)
Insurance	\$ -	\$ -	\$ 8,927	\$ (8,927)
CFO/Bookkeeping Service	\$ 4,195	\$ 4,195	\$ 23,500	\$ (19,305)
Professional Fees	\$ 600	\$ 974	\$ 4,000	\$ (3,026)
Travel, Lodging & Meals	\$ -	\$ 40	\$ 5,800	\$ (5,760)
Conference Expense	\$ -	\$ -	\$ -	\$ -
Office Supplies and Postage	\$ 800	\$ 2,484	\$ 11,400	\$ (8,916)
Miscellaneous Expense	\$ -	\$ 2,000	\$ -	\$ 2,000
Accelerator Without Walls	\$ -	\$ -	\$ -	\$ -
Special Initiatives	\$ -	\$ -	\$ -	\$ -
<b>Total Administrative Costs</b>	<b>\$ 32,422</b>	<b>\$ 49,469</b>	<b>\$ 464,203</b>	<b>\$ (370,799)</b>
<b>Projects/Programs</b>				
Legal Counsel	\$ -	\$ 163	\$ 100,000	\$ (99,838)
Bond Counsel	\$ -	\$ -	\$ 10,000	\$ (10,000)
Local Labor Auditing Fees (Pas-thru)	\$ -	\$ -	\$ 110,000	\$ (110,000)
Local Labor Auditing Admin. Cost	\$ -	\$ -	\$ -	\$ -
Cost-Benefit Analyses	\$ -	\$ -	\$ 4,500	\$ (4,500)
Shovel Ready Program	\$ -	\$ -	\$ 300,000	\$ (300,000)
Accelerator Projects	\$ -	\$ -	\$ -	\$ -
<b>Research &amp; Support</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 20,000</b>	<b>\$ (20,000)</b>
<b>Total Agency Contribution Costs</b>	<b>\$ -</b>	<b>\$ 163</b>	<b>\$ 544,500</b>	<b>\$ (544,338)</b>
<b>Building Expenses</b>				
Rent	\$ 12,710	\$ 24,220	\$ 154,086	\$ (129,866)
Utilities	\$ 2,347	\$ 5,461	\$ 52,720	\$ (47,259)
Insurance	\$ -	\$ -	\$ 24,000	\$ (24,000)
Repairs / Renovations	\$ 75	\$ 114	\$ 5,000	\$ (4,886)
Maintenance	\$ 2,453	\$ 4,994	\$ 102,656	\$ (97,662)
Renovations	\$ -	\$ -	\$ 3,000	\$ (3,000)
Cleaning	\$ -	\$ -	\$ -	\$ -
Internet & Telephones	\$ 1,080	\$ 9,465	\$ 27,720	\$ (18,255)
Equipment Maintenance	\$ -	\$ -	\$ 1,500	\$ (1,500)
<b>Total Building Expenses</b>	<b>\$ 18,665</b>	<b>\$ 44,253</b>	<b>\$ 370,682</b>	<b>\$ (129,866)</b>
<b>Agency Support Expenses</b>				
IT Support & Audio/Visual	\$ -	\$ -	\$ 30,000	\$ (30,000)
Marketing & PR	\$ 3,037	\$ 11,834	\$ 48,000	\$ (36,166)
Memberships	\$ 260	\$ 260	\$ 5,650	\$ (5,391)
Training and Education	\$ -	\$ -	\$ 4,500	\$ (4,500)
<b>Total Agency Support Expenses</b>	<b>\$ 3,297</b>	<b>\$ 12,094</b>	<b>\$ 88,150</b>	<b>\$ (76,056)</b>
<b>Contracted Services</b>				
External Projects & Programs (Agents)	\$ -	\$ 10,000	\$ 110,000	\$ (100,000)
<b>Total Contracted Services</b>	<b>\$ -</b>	<b>\$ 10,000</b>	<b>\$ 110,000</b>	<b>\$ (100,000)</b>
<b>Total Expenses</b>	<b>\$ 54,384</b>	<b>\$ 115,978</b>	<b>\$ 1,577,535</b>	<b>\$ (1,221,060)</b>
<b>Income Over/(Under) Expenses</b>	<b>\$ (32,363)</b>	<b>\$ (66,222)</b>	<b>\$ (543,746)</b>	<b>\$ 237,027</b>



**Orange County Industrial Development Agency**  
**Banks Accounts/Certificates of Deposit/Money Markets Accounts**  
As of February 28, 2022

Listed in order of maturity date.

Purchase Date	Maturity Date	# of Days	Bank	Bank Balance	Principal	Interest Rate	Interest Earned MTD
--	--	--	--		\$ 1,000,000	--	
11/18/21	5/18/22		Orange Bank & Trust		\$ 250,000	0.20%	
11/18/21	8/18/22		Orange Bank & Trust		\$ 250,000	0.25%	

Bank	Account Type	Amount	% of total
Chase Bank	Checking Account - IDA Ops	\$ 5,206,037	53% \$ 145
Orange Bank & Trust	Checking Account - Accelerator Ops	\$ 207,068	2% \$ 3
M&T	Bank Account	\$ 1,611,540	16%
Orange Bank & Trust	Checking Account - Trust Escrow	\$ 75,272	1% \$ 1
Total CDs & Treasuries	Certificates of Deposit & Treasuries	\$ 1,000,000	10%
Sterling National	Money Market	\$ 1,721,311	18% \$ 111
		<u>\$ 9,821,227</u>	<u>100% \$ 260</u>
		\$ 11,463,816	

**OCIDA Vendor Payment Approval**  
**Recurring Bldg Services**  
**March 16, 2022**

Approv ID	March 16 2022
Category	Recurring Bldg Services
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Time Warner Cable	(blank)	Service at 334 AoA, 4 Crotty Lane	334 Ave of Americas	1/11/22-2/10/22	378.21
<b>Time Warner Cable Total</b>					<b>378.21</b>
Central Hudson Gas & Electric	2100-3921-75-2	Gas & Electric	334 Ave of Americas	1/21/22-2/18/22	2,103.18
<b>Central Hudson Gas &amp; Electric Corp. Total</b>					<b>2,103.18</b>
Complete Document Solutions	1N445536,549,613,612	Copies 3 months 12/2/21-3/1/22	4 Crotty Ln	12/2/21-3/1/22	706.56
<b>Complete Document Solutions Total</b>					<b>706.56</b>
Xerox Financial Service	31020909	Copier Lease payment	4 Crotty Ln	2/15/22-3/14/22	303.60
<b>Xerox Financial Service Total</b>					<b>303.60</b>
LaMela Sanitation	22X04102	Trash & Recycle	334 Ave of Americas	3/1/22-3/31/22	230.63
<b>LaMela Sanitation Total</b>					<b>230.63</b>
Verizon	(blank)	End of Service	Newburgh - 603	(blank)	82.11
<b>Verizon Total</b>					<b>82.11</b>
First Columbia 4-LA, LLC	(blank)	Rent and CAM	4 Crotty Ln	April 2022	10,508.89
<b>First Columbia 4-LA, LLC Total</b>					<b>10,508.89</b>
ALTEVA OF WARWICK	1014804	Internet	Warwick	3/1/22-3/31/22	90.71
<b>ALTEVA OF WARWICK Total</b>					<b>90.71</b>
88 Studio, LLC	98489143076	Website, Google, Go Daddy, Meeting Support	4 Crotty Ln	2/1/22-2/28/22	2,500.00
<b>88 Studio, LLC Total</b>					<b>2,500.00</b>
MidHudson News.com	(blank)	Banner Advertising	4 Crotty Ln	2/01/22-2/28/22	1,000.00
<b>MidHudson News.com Total</b>					<b>1,000.00</b>
KR Cleaning	--	Office Cleaning	334 Ave of Americas	March 2022	1,000.00
<b>KR Cleaning Total</b>					<b>1,000.00</b>
Frontier	(blank)	Ethernet and Wireless service	Middletown	2/4/22-3/3/22	810.46
	845-343-2409-020218-4	Phone Line	Middletown	3/2/22-4/1/22	90.38
		Fiber	Middletown	2/15/22-3/14/22	599.00
<b>Frontier Total</b>					<b>1,499.84</b>
Facilities Maintenance Corp.	(blank)	Cleaning	Middletown	February 2022	1,115.23
<b>Facilities Maintenance Corp. Total</b>					<b>1,115.23</b>
Town of New Windsor Receiver	(blank)	Water & Sewer	334 Ave of Americas	11/23/21-2/22/22	270.20
<b>Town of New Windsor Receiver of Taxes Total</b>					<b>270.20</b>
Crystal Rock	(blank)	Water	4 Crotty Ln	February 2022	15.10
<b>Crystal Rock Total</b>					<b>15.10</b>
Cardmember Service	(blank)	Membership	4 Crotty Ln	February 2022	1,542.69
<b>Cardmember Service Total</b>					<b>1,542.69</b>
Marangi Disposal	(blank)	Trash & Recycle	Middletown	February 2022	107.16
<b>Marangi Disposal Total</b>					<b>107.16</b>
Credit Card Payment Process	(blank)	Membership, Meal, Office Supplies	4 Crotty Ln	February 2022	1,063.70
<b>Credit Card Payment Processing Total</b>					<b>1,063.70</b>
National Business Leasing	(blank)	Copier	Middletown	2/15/22-3/14/22	360.36
<b>National Business Leasing Total</b>					<b>360.36</b>
ITC	(blank)	January 2022 & March 2022	4 Crotty Ln	January 2022 & March 2022	297.60
		Remote - Labor	4 Crotty Ln	February 2022	82.50
<b>ITC Total</b>					<b>380.10</b>
Times Herald Record	(blank)	Legal Notice for Public Hearing	4 Crotty Ln	February 2022	186.72
<b>Times Herald Record Total</b>					<b>186.72</b>
<b>Grand Total</b>					<b>25,444.99</b>

**OCIDA Vendor Payment Approval  
Monthly Contracts  
March 16, 2022**

<b>Approv ID</b>	<b>March 16 2022</b>
<b>Category</b>	<b>Monthly Contracts</b>
<b>Amt</b>	<b>Y</b>

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
UHY Advisors	620414697	January 2022 Bookkeeping and Year End	4 Crotty Ln	January 2022	2,500.00
	620414698	Bookkeeping	4 Crotty Ln	January 2022	1,695.00
<b>UHY Advisors Total</b>					<b>4,195.00</b>
Loewke Brill Consulting	16-011-067	Site Visits & Reporting	4 Crotty Ln	February 2022	2,480.00
<b>Loewke Brill Consulting Total</b>					<b>2,480.00</b>
RBT CPAs	207795	Monthly Retainer / Bookkeeper /Quickbooks, and Additional Advisory Service	4 Crotty Ln	1/1/22 - 2/28/22	1,825.00
<b>RBT CPAs Total</b>					<b>1,825.00</b>
<b>Grand Total</b>					<b>8,500.00</b>

**OCIDA Vendor Payment Approval**  
**All Other**  
**March 16, 2022**

<b>Approv ID</b>	<b>March 16 2022</b>
<b>Category</b>	<b>All Other</b>
<b>Amt</b>	<b>Y</b>

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
<b>B4 Holdings</b>	(blank)	<b>Rent Ziel \$2559.62</b>	<b>Newburgh - 605</b>	(blank)	<b>2,559.62</b>
		<b>Rondon Footwear Jan, Feb and March 2022</b>	<b>Newburgh - 603</b>	<b>Jan, Feb, Mar. 2022</b>	<b>750.00</b>
<b>B4 Holdings Total</b>					<b>3,309.62</b>
<b>Town of New Windsor</b>	(blank)	<b>Rent Melo \$400, Seco \$1600</b>	<b>334 Ave of Americas</b>	<b>Jan. &amp; Feb. 2022</b>	<b>2,000.00</b>
<b>Town of New Windsor Total</b>					<b>2,000.00</b>
<b>Orange County IDA</b>	(blank)	<b>Escrow Account Transfer</b>	<b>4 Crotty Ln</b>	(blank)	<b>7,000.00</b>
<b>Orange County IDA Total</b>					<b>7,000.00</b>
<b>Frances Roth</b>	(blank)	<b>Public Hearing Stenographer</b>	<b>4 Crotty Ln</b>	<b>02/16/22</b>	<b>300.00</b>
				<b>02/14/22</b>	<b>300.00</b>
<b>Frances Roth Total</b>					<b>600.00</b>
<b>Town Of New Windsor Fire Ir</b>	(blank)	<b>11/2/21 Fire Inspection</b>	<b>334 Ave of Americas</b>	<b>11/2/21</b>	<b>75.00</b>
<b>Town Of New Windsor Fire Inspectors Office Total</b>					<b>75.00</b>
<b>Grand Total</b>					<b>12,984.62</b>

**Motion By:** \_\_\_\_\_  
**Secinded By:** \_\_\_\_\_

**SECOND SUPPLEMENTAL FINAL RESOLUTION**  
*(South Gate Flats, LTD Project)*

A regular meeting of the Orange County Industrial Development Agency was held on March 16, 2022, at 5:30 p.m. (local time), in the Community Room at the Orange County Government Center, 255 Main Street, Goshen, New York 10924.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of the Company (as defined hereafter).

SECOND SUPPLEMENTAL FINAL RESOLUTION AUTHORIZING (i) ADDITIONAL FINANCIAL ASSISTANCE TO SOUTH GATE FLATS, LTD (THE "COMPANY") IN AMOUNTS EXCEEDING THE AMOUNTS APPROVED BY THE AGENCY IN ITS SUPPLEMENTAL FINAL RESOLUTION ADOPTED ON FEBRUARY 16, 2022; and (ii) THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, by Resolutions duly adopted on May 14, 2020 and February 16, 2022, the Agency appointed **SOUTH GATE FLATS, LTD**, a New York limited partnership, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition by the Agency of a leasehold interest in an approximately 7.66-acre parcel of land located at 479 Main Street in the Village of Highland Falls, Town of Highlands, Orange County, New York (the "Land"), together with the existing buildings thereon, comprised of approximately 30,000 square-feet (the "Existing Improvements"); (ii) the construction on the Land of an aggregate approximately six (6) story 130,000 square-foot building comprised of (A) approximately 125,000 square-feet for use as a 78-unit hotel and spa, restaurant, and conference space; and (B) approximately 5,000 square-feet for use as office space (collectively, the "Improvements"); and (iii) the acquisition and installation in, on and around the Improvements of certain items of equipment and other tangible personal property including, but not limited to, mechanicals, plumbing, lighting, fixtures and furnishings (collectively, the "Equipment"; and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, the Agency previously approved a mortgage amount of \$27,412,218 which would result in mortgage recording tax savings through the Agency of \$205,592; and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax in an amount up to \$17,792,779, which would result in New York State and local sales and use tax exemption benefits (the "Original Sales and Use Tax Exemption Benefits") not to exceed \$1,445,663; and

WHEREAS, the Company has requested the Agency approve an increase in the mortgage amount to \$42,262,444 which would result in mortgage tax savings through the Agency of \$316,968; and

WHEREAS, the Company has also requested that the Agency authorize the Company to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax in an the amount up to \$25,252,699, which would result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$2,051,782 (as increased, the "Sales and Use Tax Exemption Benefits"); and

WHEREAS, the Agency desires to adopt a resolution authorizing (i) the increase in mortgage amount and savings on mortgage recording tax; (ii) the increase in Sales and Use Tax Exemption Benefits; and (iii) the execution and delivery of any documents necessary and incidental thereto.

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

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves (i) a mortgage in the amount of **\$42,262,444**, which results in mortgage recording tax savings through the Agency of **\$316,968**; and (ii) the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$25,252,699**, which result in New York State and local Sales and Use Tax Exemption Benefits not to exceed **\$2,051,782**. The Agency agrees to consider any requests by the Company for an increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 2. The Chief Executive Officer, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with a partial mortgage recording tax exemption and the increase in Sales and Use Tax Exemption Benefits.

Section 3. The Chief Executive Officer, Chairman or Vice Chairman or any officer 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 and to execute and deliver all such 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 such Chief Executive Officer, Chairman or Vice Chairman

of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 5. This resolution shall take effect immediately

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

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Michael Torelli				
Vincent Odock				
Dean Tamburri				
Robert Kennedy III				
Susan Walski				
James Rinaldi				
Noel Spencer				

The Resolutions were thereupon duly adopted.

*[Remainder of Page Intentionally Left Blank]*

STATE OF NEW YORK )  
COUNTY OF ORANGE ) ss:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 16<sup>th</sup> day of March, 2022.

\_\_\_\_\_  
William Fioravanti, Chief Executive Officer



# Orange County Industrial Development Agency

## MRB Cost Benefit Calculator

Date: March 10, 2022  
 Project Title: CITIVA Medical LLC  
 Project Location: 75 John Hicks Drive, Warwick, New York



### Economic Impacts

Summary of Economic Impacts over the Life of the PILOT

#### Project Total Investment

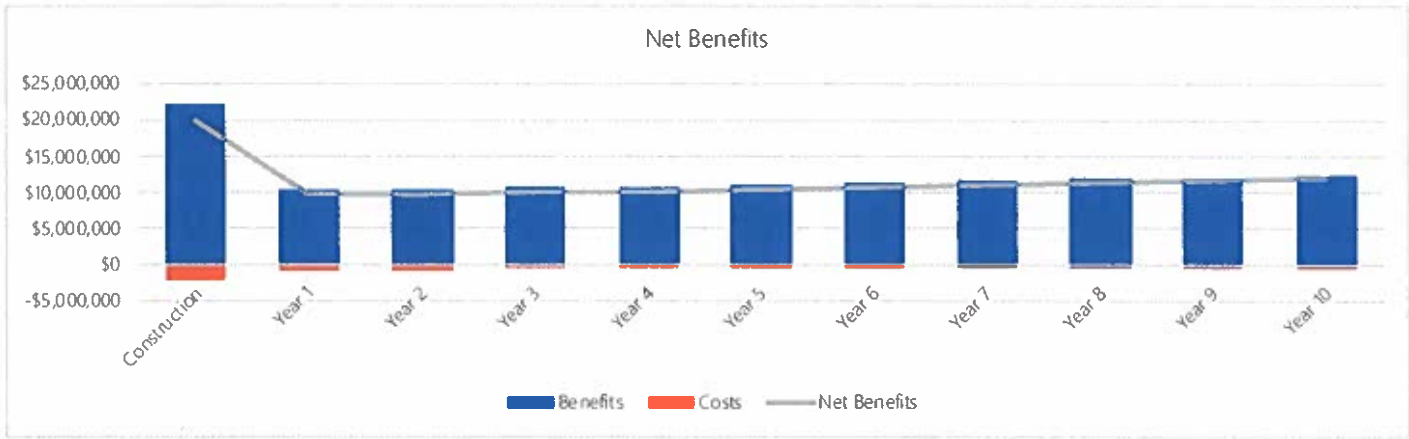
\$49,587,011

Temporary (Construction)			
	Direct	Indirect	Total
Jobs	187	92	278
Earnings	\$15,440,525	\$5,398,566	\$20,839,090
Local Spend	\$42,148,959	\$18,580,459	\$60,729,418

Ongoing (Operations)			
Aggregate over life of the PILOT			
	Direct	Indirect	Total
Jobs	100	64	164
Earnings	\$93,451,557	\$70,837,736	\$164,289,293

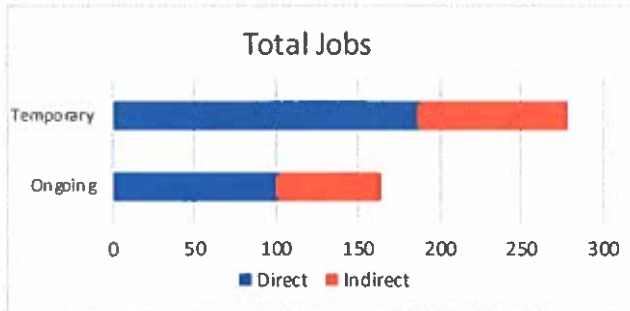
Figure 1



Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

Figure 2

Figure 3



© Copyright 2021 MRB Engineering, Architecture and Surveying, D.P.C.

Ongoing earnings are all earnings over the life of the PILOT.

# Fiscal Impacts

## Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$6,585,207	\$5,839,559
Sales Tax Exemption	\$2,153,125	\$2,153,125
Local Sales Tax Exemption	\$1,004,792	\$1,004,792
State Sales Tax Exemption	\$1,148,333	\$1,148,333
Mortgage Recording Tax Exemption	\$0	\$0
Local Mortgage Recording Tax Exemption	\$0	\$0
State Mortgage Recording Tax Exemption	\$0	\$0
<b>Total Costs</b>	<b>\$8,738,332</b>	<b>\$7,992,684</b>

## State and Local Benefits

	Nominal Value	Discounted Value*
<b>Local Benefits</b>	<b>\$193,002,498</b>	<b>\$167,041,846</b>
To Private Individuals	<del>\$185,128,383</del>	<del>\$160,617,654</del>
Temporary Payroll	\$20,839,090	\$20,839,090
Ongoing Payroll	\$164,289,293	\$139,778,564
Other Payments to Private Individuals	\$0	\$0
To the Public	<b>\$7,874,115</b>	<b>\$6,424,192</b>
Increase in Property Tax Revenue	\$6,740,204	\$5,440,409
Temporary Jobs - Sales Tax Revenue	\$127,639	\$127,639
Ongoing Jobs - Sales Tax Revenue	\$1,006,272	\$856,144
Other Local Municipal Revenue	\$0	\$0
<b>State Benefits</b>	<b>\$9,626,676</b>	<b>\$8,352,118</b>
To the Public	<del>\$9,626,676</del>	<del>\$8,352,118</del>
Temporary Income Tax Revenue	\$937,759	\$937,759
Ongoing Income Tax Revenue	\$7,393,018	\$6,290,035
Temporary Jobs - Sales Tax Revenue	\$145,874	\$145,874
Ongoing Jobs - Sales Tax Revenue	\$1,150,025	\$978,450
<b>Total Benefits to State &amp; Region</b>	<b>\$202,629,174</b>	<b>\$175,393,964</b>

## Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$167,041,846	\$6,844,351	24:1
State	\$8,352,118	\$1,148,333	7:1
<b>Grand Total</b>	<b>\$175,393,964</b>	<b>\$7,992,684</b>	<b>22:1</b>

\*Discounted at 2%

## Additional Comments from IDA

Does the IDA believe that the project can be accomplished in a timely fashion? Yes

**FINAL RESOLUTION**  
(Citiva Medical LLC – Warwick Facility Project)

A regular meeting of the Orange County Industrial Development Agency held on March 16, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by \_\_\_\_\_ and upon the roll being duly called, the following members were present:

**MEMBERS PRESENT** (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

**THE FOLLOWING PERSONS WERE ALSO PRESENT** (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

The following Resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_ :

**RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO: (I) UNDERTAKE, ACQUIRE, CONSTRUCT, RECONSTRUCT, RENOVATE, EQUIP AND COMPLETE A PROJECT; (II) APPOINT THE COMPANY AS ITS AGENT TO UNDERTAKE THE PROJECT (AS MORE FULLY DESCRIBED BELOW); (III) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF EXEMPTIONS FROM STATE AND LOCAL SALES AND USE TAX AND REAL PROPERTY TAX; AND (IV) EXECUTE AND DELIVER CERTAIN DOCUMENTS IN CONJUNCTION WITH THE PROJECT**

**WHEREAS**, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

**WHEREAS**, Citiva Medical LLC, a New York limited liability company and iAnthus Empire Holdings, LLC, a New York limited liability company, each for itself or on behalf of an entity to be formed (collectively, the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with respect to a certain project (the "*Project*") consisting of: (A)(i) the acquisition of a leasehold interest in approximately 8.5 acres of real

property located at 75 John Hicks Drive, Warwick, New York (Tax Map No. 46-1-49.2) (the "**Land**") improved by an existing approximately 30,000 sq. ft. building (the "**Existing Building**"); (ii) the interior buildout of the Existing Building to be used as a headhouse and processing facility which will serve as the operational nerve center for manufacturing and processing activities; the construction of the first phase of the greenhouse consisting of approximately 38,000 sq. ft. (the "**First Phase**") with an anticipated second phase consisting of the construction of an additional approximately 60,000 sq. ft. of space added to the greenhouse (the "**Second Phase**"); to be used for the cultivation of cannabis plants, to provide safe access by patients to high-quality medical cannabis products (collectively, with the Existing Building, the "**Facility**"); (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment (the "**Equipment**" and together with the Land and the Facility, the "**Project Facility**"); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the "**Financial Assistance**"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement, as necessary; and

**WHEREAS**, pursuant to General Municipal Law Section 859-a, on March 7, 2022 (local time), the Agency held a public hearing, which was continued on March 11, 2022, electronically via Zoom with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "**Public Hearing**") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. Notice of the public hearing was published on February 22, 2022, in the Times Herald-Record, a newspaper of general circulation in the Town of Warwick and Orange County, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated February 21, 2022. A copy of the minutes of the Public Hearing along with the Notice of Public Hearing are attached hereto as **Exhibit A**; and

**WHEREAS**, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "**SEQRA**"), the Agency is required to make a determination whether the "action" (as said quoted term is defined in SEQRA) to be taken by the Agency may have a "significant impact on the environment" (as said quoted term is utilized in SEQRA), and the agreement of the Agency to undertake the Project constitutes such an action; and

**WHEREAS**, Citiva Medical, LLC signed a Certification Regarding New York State Environmental Quality Review Act on February 10, 2022. The Town of Warwick Planning Board issued a Negative Declaration on November 6, 2013; and

**WHEREAS**, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in Orange County (the "**County**"); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of New York State (the "**State**") to

another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and to the extent occupants are relocating from one plant or facility to another, based upon the Company's application and representations, the Agency hereby finds that the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and (iii) the Project will serve the purposes of the Act by advancing job opportunities and the economic welfare of the people of the State and the County and improve their standard of living; and

**WHEREAS**, subject to compliance with the terms hereof and the execution and delivery of the Lease Documents (as defined hereinbelow) by the Company, the Agency will: (i) designate the Company as its agent for the purpose of acquiring, constructing, reconstructing, renovating, equipping and completing the Project pursuant to a project agreement (the "**Project Agreement**"); (ii) acquire a leasehold interest in the Project through the negotiation, execution and delivery of a lease agreement (the "**Lease Agreement**"), a leaseback agreement (the "**Leaseback Agreement**"), a bill of sale (the "**Bill of Sale**"), an environmental compliance and indemnification agreement (the "**Environmental Compliance and Indemnification Agreement**"), a tax agreement containing the PILOT Schedule (as defined below) (the "**Tax Agreement**") and all other documents and certificates required by the Agency to confer the approved Financial Assistance, each of the foregoing with the Company (the "**Miscellaneous Documents**" and together with the Project Agreement, the Lease Agreement, the Leaseback Agreement, the Bill of Sale, the Environmental Compliance and Indemnification Agreement and the Tax Agreement, collectively, the "**Lease Documents**"); (iii) provide the Financial Assistance to the Company in the form of: (a) State and local sales and use tax exemption for purchases and rentals related to the acquisition, reconstruction, construction, renovation, equipping and completion of the Project; and (b) a partial real property tax abatement through the Tax Agreement; and

**WHEREAS**, as part of the Financial Assistance, the Company requested the Agency consider a 15-year payment in lieu of tax schedule, as more fully described on **Exhibit "B"** attached hereto (the "**PILOT Schedule**"), which schedule conforms with the Agency's Uniform Tax Exemption Policy ("**UTEP**") established pursuant to General Municipal Law Section 874(4); and

**WHEREAS**, the Lease Documents and related documents will be negotiated and presented to the Agency for execution and delivery subject to the approval of these resolutions.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:**

**SECTION 1.** The Company presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Application, at the public hearing and in other correspondence and/or documents, if any, submitted by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers and authority 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 and to take the actions contemplated herein; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, reconstructing, constructing, renovating, equipping and completing the Project and to grant the Financial Assistance and the Agency hereby authorizes same; and

(C) The action to be taken by the Agency will induce the Company to develop and operate the Project in the County, thereby [increasing employment opportunities/remove blight/retain jobs in the County] and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(F) The Project Facility constitutes a "project" within the meaning of the Act.

**SECTION 1.** Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$26,500,000**, which result in New York State and local sales and use tax exemption benefits ("*Sales and Use Tax Exemption Benefits*") not to exceed **\$2,153,125**.

**SECTION 2.** Based upon the representations made by the Company to the Agency, and the reasons presented by the Company in support of its request for the PILOT Schedule, the Agency hereby approves the PILOT Schedule and the (Vice) Chairman and Chief Operating Officer, acting individually, are each authorized to execute and deliver the Tax Agreement providing for the PILOT Schedule, all in such form and substance as shall be substantially the same as approved by the Agency for other similar transactions, and consistent with this Resolution.

**SECTION 3.** The Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency, acting individually, are each hereby authorized and directed, on behalf of the Agency, to negotiate and execute (the Lease Documents, in form and substance similar to other such agreements and documents used by the Agency for similar transactions, with changes in terms and form as shall be consistent with this Resolution and as the Chairman, Vice

Chairman Chief Executive Officer and/or the Chief Operating Officer shall approve; provided, however, the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (D) and execute and deliver any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein, as approved by the Chairman, Vice Chairman Chief Executive Officer and/or the Chief Operating Officer, and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution.

**SECTION 4.** Subject to the Company's execution, delivery and compliance of and with the Lease Documents (unless otherwise authorized by the Agency), the Agency hereby authorizes the Company to proceed with the acquisition, reconstruction, construction, renovation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, reconstruct, construct, renovate and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to a project operator, agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses (collectively, "***Additional Agents***") in accordance with the Lease Documents; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the Company execute and deliver all Lease Documents and remit all amounts due thereunder to the Agency or its designees by March 16, 2023 (unless extended for good cause by the Agency).

**SECTION 5.** Pursuant to Section 875(3) of the New York General Municipal Law and the Agency's policies, which are all incorporated herein by reference, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any State and local Sales and Use Tax Exemption Benefits or other Financial Assistance in violation of the Act or the Agency's policies or in the event of a default under the Lease Documents. As a condition precedent of receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands; and with respect to all other Financial Assistance the Company shall agree to cooperate with the Agency in its efforts to recover or recapture any Financial Assistance in the event of a Default; and promptly pay over any such amounts to the Agency that the Agency demands.

**SECTION 6.** The Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project and the Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "***Commissioner***") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax

exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. For purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

**SECTION 7.** The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the Company's execution and delivery of the Lease Documents, all other documents set forth herein and the payment by the Company of all administrative, legal and other fees of the Agency.

**SECTION 8.** No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

**SECTION 9.** Should the Agency's participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

**SECTION 10.** Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

**SECTION 11.** The Secretary, the Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

**SECTION 12.** The approvals provided for herein are contingent upon the Company's payment of all the Agency's fees and costs, including but not limited to attorney's fees.

**SECTION 13.** These Resolutions 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:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK )  
COUNTY OF ORANGE ) ss:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on March 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

**I FURTHER CERTIFY** that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

**I FURTHER CERTIFY** that 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 modified.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal of said Agency this \_\_\_\_\_ day of March, 2022.

\_\_\_\_\_  
William Fioravanti, Chief Executive Officer

(S E A L)

**EXHIBIT A**

**PUBLIC HEARING MINUTES & NOTICE OF PUBLIC HEARING**

[See Attached]

## NOTICE OF PUBLIC HEARING

As a result of the public health emergency created by COVID-19, the Federal, State and local bans on meetings or gatherings, and pursuant to Executive Order 202.1 and Executive Order 11, suspending the Open Meetings Law, each as extended from time to time, and corresponding legislation, **NOTICE IS HEREBY GIVEN** that a public hearing, in accordance with the foregoing and pursuant to Section 859-a of the New York General Municipal Law, will be held **electronically** via Zoom by the Orange County Industrial Development Agency (the "Agency") on the 7<sup>th</sup> day of March, 2022, at 10:00 a.m., local time, in conjunction with the matter set forth below. **NO PUBLIC APPEARANCES WILL BE PERMITTED.** Members of the public may listen to the Public Hearing and provide comment by either logging into the Zoom meeting at: <https://us06web.zoom.us/j/88991231260?pwd=Q0NFZ2dOTXVLY0x3aEVVK0Uydlo1QT09>, or by accessing the link on the Agency's website, using meeting ID: 889 9123 1260 and passcode: 649947 *or* via telephone at 1 (646) 558 8656, meeting ID: 889 9123 1260.

Comments may also be submitted to the Agency in writing delivered to Orange County Industrial Development Agency, 4 Crotty Ln #100, New Windsor, NY 12553 Attn: Bill Fioravanti **OR** submitted electronically to [business@ocnyida.com](mailto:business@ocnyida.com), in either case **TO BE RECEIVED BY NO LATER THAN MARCH 3, 2022 at 5:00 p.m. ANY WRITTEN COMMENTS SO RECEIVED WILL BE READ INTO THE RECORD OF THE PUBLIC HEARING.** Minutes of the Public Hearing will be transcribed and posted on the Agency's website.

The following project is the subject of this public hearing:

Citiva Medical LLC, a New York limited liability company and iAnthus Empire Holdings, LLC, a New York limited liability company, each for itself or on behalf of an entity to be formed (collectively, the "Company"), requested the Agency undertake a project (the "Project") consisting of: (A)(i) the acquisition of a leasehold interest in approximately 8.5 acres of real property located at 75 John Hicks Drive, Warwick, New York (Tax Map No. 46-1-49.2) (the "Land") improved by an existing approximately 30,000 sq. ft. building (the "Existing Building"); (ii) the interior buildout of the Existing Building to be used as a headhouse and processing facility which will serve as the operational nerve center for manufacturing and processing activities; the construction of the first phase of the greenhouse consisting of approximately 38,000 sq. ft. (the "First Phase") with an anticipated second phase consisting of the construction of an additional approximately 60,000 sq. ft. of space added to the greenhouse (the "Second Phase"); to be used for the cultivation of cannabis plants, to provide safe access by patients to high-quality medical cannabis products (collectively, with the Existing Building, the "Facility"); (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment (the "Equipment" and together with the Land and the Facility, the "Project Facility"); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the "Financial Assistance"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease

agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement, as necessary.

The Company will be the initial manager/owner of the Project.

The Agency will at the above-stated time hear all persons with views with respect to the proposed Financial Assistance to the Company, the proposed owner/operator, the location of the Project Facility and the nature of the Project.

A copy of the application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, are available for public inspection during the business hours at the office of the Agency located at 4 Crotty Ln #100, New Windsor, NY 12553 or on its website at <https://www.ocnyida.com>.

Dated: February 18, 2022

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**EXHIBIT “B”**

**PROPOSED PILOT SCHEDULE**