



Empowering Businesses. Inspiring Growth.

Dean Tamburri, Acting Chairman/Vice Chairman • **Vincent Odock**, Secretary • **James Rinaldi**, Board Member

Susan Walski, Board Member • **Marc Greene**, Board Member • **Giovanni Palladino**, Board Member

William Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Christopher C. Canada**, Bond Counsel

Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on April 19, 2023, immediately following the Orange County Funding Corporation meeting which starts at 5:30pm 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**
- **In Memoriam of John C. Steinberg**
- **Minutes**
 - Approval of Minutes from March 15th, 2023 Board of Directors Meeting
 - Approval of Minutes from April 10th, 2023 Special Board of Directors Meeting
- **Reports**
 - Committee Reports
 - Audit Committee (Waiver for Royal Wine 03-22-23)
 - Finance Committee
 - CEO Report
- **New Business**
 - Approval of March Financials
 - Approval of March/April Payables
 - Scannell/Amazon
 - Final Resolution
 - Extension request for CITIVA
 - Resolution
- **Old Business**
 - Milmar Food Group II, LLC / Mack Bros, LTD
- **Adjournment**

To watch the livestream, please visit our website: www.ocnyida.com

Dated: April 12, 2023

By: William Fioravanti – Chief Executive Officer



Empowering Businesses. Inspiring Growth.

Dean Tamburri, Acting Chairman / Vice Chairman • **Vincent Odock**, Secretary • **James Rinaldi**, Board Member
Susan Walski, Board Member • **Marc Greene**, Board Member • **Giovanni Palladino**, Board Member
Bill Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Christopher C. Canada**, Bond Counsel

Date: March 29, 2023
From: Dean Tamburri
RE: Next Meeting Date

IDA Board Meeting Notice

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

Wednesday, April 19, 2023
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

Orange County Industrial Development Agency
4 Crotty Lane, Suite 100 • New Windsor, NY 12553
Phone: (845) 234-4192 • Fax: (845) 220-2228 • Email: business@ocnyida.com

Orange County Industrial Development Agency
4 Crotty Lane
New Windsor, NY 12553
Tel (845) 234-4192

Board of Directors Meeting Minutes
Wednesday, March 15, 2023

Board Members Present: Michael Torelli, Dean Tamburri, Marc Greene, James Rinaldi, Dr. Vincent Odock, Giovanni Palladino

Board Members Absent: Susan Walski

Staff Present: Bill Fioravanti, Kelly Reilly, Sue Kaztoff Gen. Counsel (via Zoom), Dean Brady, A/V (via Zoom)

Others Present: Melissa Szot and Coleen Harris, PKF O'Connor Davies, Catherine Lemmer, Goshen Public Library

I. Call Meeting to Order

Acting Chairman Tamburri called the meeting to order at 5:51 p.m.

II. Roll Call

Mr. Fioravanti acknowledged that all Board members were present.

III. Proof of Notice

Mr. Fioravanti acknowledged that notice of the meeting had been timely and properly provided.

IV. New Business

2022 Annual Financial Audit Review and Approval: Ms. Szot gave a summary of the report and discussed operating and non-operating activities and noted the loss on disposal of assets. She noted the closing fees for West Warwick Energy Storage 1, 2, & 3 and the drop in noted the funds due to the payment of restitution. Expenses a lot of the item's expenses have decreased related to the winding down of the OC Business Accelerator, assets and liability, investments. Decrease in capital assets due to The Accelerator winding down. Designated and undesignated. Change in year over year due the IDA consolidating. Discussed formal credit card usage policy. Asked if other IDA's do it, Melissa is going to provide some examples of credit card policies we can modify.

A MOTION TO ACCEPT THE 2022 OCIDA AUDIT REPORT AS PRESENTED WAS MADE BY MS. WALSKI, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

Acting Chairman Tamburri read a statement about the recent complaint made by Senator Skoufis. He reiterated that the OCIDA meetings are held at the Government Center, the meetings are open to the public and live streamed in a continued effort to be completely transparent. And praised the Board members that have volunteered over 200 hours of their time to date to bring in new projects, new local jobs, and generate much needed revenue.

Counsel stated that Skoukis's comments are misplaced as this board and other IDA boards follow the general municipal law. She referenced the question on the IDA's application which is what the senator has based his complaint on and stated that all or most IDAs must have that question in their application. She referenced the 5 OCIDA projects that answered in the affirmative to the "but for" question. She noted that all project documentation is open and available to the public on the OCIDA website. Dr. Odock echoed the Acting Chairman's sentiment. Mr. Fioravanti reminded the board that when the new board was created, we invited the Senator to attend. He stated that the Senator wants us to operate in a way that is not what the law is. Palladino asked counsel at what point are the board members protected from the slander. Discussed public perception and the locking out of projects wanting to come to the Orange County area. The impact that his words are having on the board's professional reputations. Asked Counsel about the slander. She said give her a few days to put together a memo outlining the Board's options.

V. Minutes

A MOTION TO APPROVE THE MINUTES FROM THE FEBRUARY 15, 2023, OCIDA BOARD OF DIRECTORS MEETING WITH THE CORRECTION TO THE YEAR TO READ 2023, WAS MADE BY MR. PALLADINO, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

VI. Committee Reports

Accelerator Committee: Ms. Walski discussed the winding down of all the Accelerator buildings except for the Warwick location, which the Board is working on stepping away from in the coming months. She also noted a discussion to be had during Executive Session.

Audit Committee: Ms. Walski gave a summary of the 2022 Audit report given by Ms. Szot from PKF O'Connor Davies and the committee made a recommendation to bring it to the full board for consideration. She discussed the waiver for calibration of the battery storage units requested by Convergent. The waivers require that professionals certified by the manufacturer must perform the labor to maintain the warranty of the specialized equipment. Mr. Fioravanti stated that the IDA is exhausting all local options to perform the work. Vice Chair Tamburri noted that the IDA is in discussion to improve the communication for the project to ensure that all of the work can and must be performed by local labor.

Finance Committee: Mr. Rinaldi reiterated his report given during the earlier OCFC meeting and noted that the financial reports for February and the February/March payables were reviewed and that CD roll-over and bundling options were discussed for CDs schedule to mature.

Counsel advised that a vote to accept the Committee reports was not necessary.

CEO Report: Mr. Fioravanti addressed the officers regarding nominations with Mr. Torelli's resignation as Chairman and the Vice Chair possibly taking on the role. He discussed his recent attendance at the NYSEDC conference and conversations he had during the breakout sessions regarding local labor policy. He discussed conversations he had with corporate site selectors and stated that the Shovel Ready program continues to move forward with municipal meetings. He noted that Delaware engineering continues to accumulate data on potential sites and will return to present their findings to the full Board. He confirmed that the OCIDA submitted a timely response to Senator Skoufis' request for information and provided an update for the Board on the new headquarters stating that 555 Hudson Valley Avenue was no longer available, and he would be looking for other locations in the vicinity. Lastly, he noted that the OCIDA is working closely with the labor auditors, LAN Associates and Fellenzer Engineering on waivers and trying to balance supporting projects as well as local labor.

VII. New Business (cont'd)

Approval of February 2023 Financials: Mr. Fioravanti stated that the reports were reviewed at the Finance Committee meeting held earlier and a recommendation was made to present to the full Board for consideration.

A MOTION TO APPROVE THE FEBRUARY 2023 OCIDA FINANCIAL REPORT WAS MADE BY ACTING CHAIR TAMBURRI, SECONDED BY MR. RINALDI, AND PASSED UNANIMOUSLY.

Approval of February/March 2023 Payables: Acting Chair Tamburri noted that the report had been reviewed at the Finance Committee Meeting held earlier and a recommendation was made to present them to the full Board for consideration.

A MOTION TO APPROVE THE FEBRUARY/MARCH 2023 OCIDA PAYABLES REPORT AS PRESENTED WAS MADE BY DR. ODOCK, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

Annual Financial Audit Review and Approval: The agenda was reorganized to allow the auditors to give their report earlier in the meeting.

A MOTION TO ACCEPT THE 2022 OCFC AUDIT REPORT AS PRESENTED AND ENDORSED BY THE COMMITTEE WAS MADE BY MS. WALSKI, SECONDED BY MR. GREENE, AND PASSED UNANIMOUSLY.

Signatory Changes: Acting Chair Tamburri noted that the topic had been discussed at each of the preceding meetings and the Finance Committee made a recommendation for the following motion:

A MOTION TO AUTHORIZE THE ADDITION OF CEO, WILLIAM FIORAVANTI, AND BOARD SECRETARY, DR. VINCENT ODOCK AS SIGNATORIES WAS MADE BY MR. PALLADINO, SECONDED BY MR. GREENE, AND PASSED UNANIMOUSLY WITH THE TOPIC TO BE REVISITED IN THREE MONTHS FOR POSSIBLE POLICY CHANGES.

Mr. Fioravanti deferred to Counsel on whether a vote to approve one signature for the February/March 2023 payables so that charges may be paid timely. Counsel advised that the Board may authorize one signature to pay the expenses reviewed during these meetings.

A MOTION TO APPROVE ONE SIGNATURE FOR THIS MONTH'S PAYABLES WAS MADE BY ACTING CHAIR TAMBURRI, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

VIII. Executive Session

Start: 6:45 pm - End: 7:31 pm

A MOTION TO GO INTO EXECUTIVE SESSION TO DISCUSS LEGAL MATTERS WAS MADE BY ACTING CHAIR TAMBURRI, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

A MOTION TO HALT FURTHER LEGAL PURSUIT AGAINST THE FORMER OCIDA MANAGING DIRECTOR, VINCENT COZZOLINO, WAS MADE BY ACTING CHAIR TAMBURRI, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

A MOTION TO TERMINATE THE WARWICK LEASE WITH TANYA LEWITT OF ALTERNATE E SOURCE (FORMERLY HONEY BUZZ) WAS MADE BY ACTING CHAIR TAMBURRI, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

IX. Adjournment

MOTION TO ADJOURN THE MEETING WAS MADE BY MR. PALLADINO, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

THE MEETING CLOSED AT 7:32 PM

Orange County Industrial Development Agency
4 Crotty Lane
New Windsor, NY 12553
Tel (845) 234-4192

Board of Directors Meeting Minutes
Monday, April 10, 2023

A Special Meeting of the Orange County Industrial Development Agency was convened at the OCIDA headquarters and via Zoom video conference on April 10, 2023, at 12:15 p.m.

Board Members Present: Dean Tamburri, Susan Walski, Dr. Vincent Odock, Marc Greene, Giovanni Palladino (via Zoom), James Rinaldi (via Zoom)

Staff Present: Bill Fioravanti, Kelly Reilly, Dennis Brady (A/V via Zoom)

Others Present: Chris Canada (Bond Counsel via Zoom), Jeff Lovell (Park Strategies via Zoom)

I. Call Meeting to Order

Acting Chairman Tamburri called the meeting to order at 12:20 p.m.

II. Pledge of Allegiance

III. Roll Call

Acting Chair Tamburri acknowledged the six members present.

IV. Proof of Notice

Acting Chair Tamburri acknowledged that notice of the meeting had been timely and properly provided.

V. Minutes: March 30, 2023, Special OCIDA Meeting

A MOTION TO ACCEPT THE MINUTES FOR THE MARCH 30, 2023, SPECIAL MEETING WAS MADE BY MS. WALSKI, SECONDED BY DR. ODOCK, AND PASSED WITH 5 AYES AND ONE ABSTENTION BY MR. GREENE WHO WAS NOT PRESENT AT THE MEETING.

VI. Executive Session

Start: 12:22 p.m. - End: 1:30 p.m.

A MOTION TO ENTER INTO EXECUTIVE SESSION TO DISCUSS LEGAL MATTERS WAS MADE BY MS. WALSKI, SECONDED BY ACTING CHAIRMAN TAMBURRI, AND PASSED UNANIMOUSLY.

A MOTION TO EXIT EXECUTIVE SESSION WHERE NO ACTION WAS TAKEN WAS MADE BY ACTING CHAIRMAN TAMBURRI, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

A MOTION TO AUTHORIZE OCIDA STAFF TO EXECUTE A RETAINER AGREEMENT WITH PARK STRATEGIES RELATED TO PROPOSED IDA MONITORING LANGUAGE RECENTLY INTRODUCED BY THE NEW YORK STATE SENATE AS SUCH LANGUAGE WOULD TAKE THE DECISION-MAKING PROCESS AWAY FROM COUNTY IDA POWERS, WHICH NEW YORK STATE LAW ORIGINALLY PROVIDED, WAS MADE BY MS. WALSKI, SECONDED BY MR. GREENE, AND PASSED WITH 5 AYES AND ONE ABSTENTION BY ACTING CHAIRMAN TAMBURRI.

VII. Adjournment

A MOTION TO ADJOURN THE MEETING WAS MADE BY ACTING CHAIRMAN TAMBURRI, SECONDED BY MS. WALSKI, AND PASSED UNANIMOUSLY.

THE MEETING CLOSED AT 1:31 p.m.

Orange County Industrial Development Agency
Budget vs. Actuals: FY_2023 - FY23 P&L
 March, 2023

	Mar 2023			Total		
	Actual	Budget	over Budget	Actual	Budget	over Budget
Income						
40000 Application Fee		2,500.00	-2,500.00	0.00	7,500.00	-7,500.00
40300 Closing Fees		56,375.00	-56,375.00	535,000.00	169,125.00	365,875.00
41000 Local Labor Auditing Fees Income (pass-thru)		7,500.00	-7,500.00	0.00	22,500.00	-22,500.00
42000 Other IDA Fees		833.00	-833.00	0.00	2,499.00	-2,499.00
44000 Subtenant Rents	1,795.00	1,795.00	0.00	5,385.00	5,385.00	0.00
49000 Interest Earnings	5,274.64	4,375.00	899.64	6,546.63	13,125.00	-6,578.37
Total Income	\$ 7,069.64	\$ 73,378.00	-\$ 66,308.36	\$ 546,931.63	\$ 220,134.00	\$ 326,797.63
Gross Profit	\$ 7,069.64	\$ 73,378.00	-\$ 66,308.36	\$ 546,931.63	\$ 220,134.00	\$ 326,797.63
Expenses						
60000 Administrative Costs			0.00	0.00	0.00	0.00
60002 Bank Service Charges	37.51		37.51	119.38	0.00	119.38
60003 CFO/Bookkeeping Services		1,700.00	-1,700.00	0.00	5,100.00	-5,100.00
60004 Fiscal Audit		2,917.00	-2,917.00	0.00	8,751.00	-8,751.00
60005 Insurance	658.50	2,583.00	-1,924.50	2,960.06	7,749.00	-4,788.94
60006 Office Supplies and Postage	379.45	867.00	-487.55	1,233.99	2,601.00	-1,367.01
60007 Professional Fees	498.00	300.00	198.00	498.00	900.00	-402.00
60008 Travel, Lodging, Meals	190.61	333.00	-142.39	801.49	999.00	-197.51
Total 60000 Administrative Costs	\$ 1,764.07	\$ 8,700.00	-\$ 6,935.93	\$ 5,612.92	\$ 26,100.00	-\$ 20,487.08
60200 Agency Support Expenses			0.00	0.00	0.00	0.00
60201 IT Support & Audio/Visual	4,207.14	4,583.00	-375.86	8,150.46	13,749.00	-5,598.54
60202 Marketing & PR	7,298.98	6,992.00	306.98	13,928.87	20,976.00	-7,047.13
60203 Memberships and Events	295.00	500.00	-205.00	2,330.00	1,500.00	830.00
60204 Training and Education		375.00	-375.00	0.00	1,125.00	-1,125.00
Total 60200 Agency Support Expenses	\$ 11,801.12	\$ 12,450.00	-\$ 648.88	\$ 24,409.33	\$ 37,350.00	-\$ 12,940.67
60400 Projects/Programs			0.00	0.00	0.00	0.00
60402 Cost-Benefit Analyses		417.00	-417.00	0.00	1,251.00	-1,251.00
60404 Legal Counsel	9,412.00	4,583.00	4,829.00	12,192.25	13,749.00	-1,556.75
60405 Legal, Pass Thru		1,250.00	-1,250.00	0.00	3,750.00	-3,750.00
60406 Local Labor Auditing Fees Expense (pass-thru)	1,400.00	4,000.00	-2,600.00	2,800.00	12,000.00	-9,200.00
60408 Shovel Ready Program	20,000.00	18,750.00	1,250.00	47,500.00	56,250.00	-8,750.00
Total 60400 Projects/Programs	\$ 30,812.00	\$ 29,000.00	\$ 1,812.00	\$ 62,492.25	\$ 87,000.00	-\$ 24,507.75
61000 Payroll Expenses			0.00	0.00	0.00	0.00
61001 Employee Benefits	2,549.70	3,048.00	-498.30	7,604.61	9,144.00	-1,539.39
61002 Payroll Taxes & Fees (Staff Line)	2,565.83	2,127.00	438.83	7,932.92	6,381.00	1,551.92
61003 Salaries	24,967.50	20,457.00	4,510.50	64,915.49	61,371.00	3,544.49
Total 61000 Payroll Expenses	\$ 30,083.03	\$ 25,632.00	\$ 4,451.03	\$ 80,453.02	\$ 76,896.00	\$ 3,557.02
62000 Building Expenses			0.00	0.00	0.00	0.00
62002 Building Rent	10,166.00	5,738.00	4,428.00	20,609.75	17,214.00	3,395.75
62003 Building Utilities	992.38	350.00	642.38	2,534.70	1,050.00	1,484.70
62006 Internet and Telephones	416.10	560.00	-143.90	970.13	1,680.00	-709.87
62007 Maintenance	715.00	1,287.00	-572.00	3,502.68	3,861.00	-358.32
62008 Repairs/Renovations		167.00	-167.00	0.00	501.00	-501.00
Total 62000 Building Expenses	\$ 12,289.48	\$ 8,102.00	\$ 4,187.48	\$ 27,617.26	\$ 24,306.00	\$ 3,311.26
Total Expenses	\$ 86,749.70	\$ 83,884.00	\$ 2,865.70	\$ 200,584.78	\$ 251,652.00	-\$ 51,067.22
Net Operating Income	-\$ 79,680.06	-\$ 10,506.00	-\$ 69,174.06	\$ 346,346.85	-\$ 31,518.00	\$ 377,864.85
Net Income	-\$ 79,680.06	-\$ 10,506.00	-\$ 69,174.06	\$ 346,346.85	-\$ 31,518.00	\$ 377,864.85

Orange County Industrial Development Agency
 Banks Accounts/Certificates of Deposit/Money Markets Accounts
 As of March 31, 2023

Listed in order of maturity date.

Purchase Date	Maturity Date	# of Months	Bank	Bank Balance	Principal	Interest Rate	Interest Earned MTD
--	--	--	--			--	
3/28/23	6/28/23	3 months	TD Bank	\$	3,000,000	4.90%	4.90%
11/18/21	5/18/23	6 months	TD Bank	\$	3,000,000	4.45%	4.45%
11/18/22	5/18/23	6 months	Orange Bank & Trust	\$	250,721	0.20%	0.20%
9/18/22	5/18/23	9 months	Orange Bank & Trust	\$	250,783	0.25%	0.25%
3/31/22	3/31/23	12 months	Connect One	\$	250,573	0.25%	0.25%
4/4/22	10/4/23	18 months	Walkill former Empire	\$	251,492	0.60%	0.60%
6/22/22	5/22/24	23 months	Connect One	\$	400,000	1.90%	1.90%
7/20/22	7/20/24	24 months	Walkill Valley Federal Savings & Loan	\$	405,707	2.00%	2.00%
7/14/22	7/13/23	12 months	First Federal Savings of Middletown	\$	403,522	1.26%	1.26%
9/22/22	6/22/23	9 months	Lakeland Bank	\$	250,467	2.00%	2.00%

Bank	Account Type	Amount	% of total
Chase Bank	Checking Account - IDA Ops	\$ 1,323,791	13%
Orange Bank & Trust	Checking Account - Accelerator Ops	\$ -	0%
M&T	Bank Account	\$ -	0%
Orange Bank & Trust	Checking Account - Trust Escrow	\$ 116,382	1%
Total CDs & Treasuries	Certificates of Deposit & Treasuries	\$ 8,463,265	85%
			0%
		<u>\$ 9,903,438</u>	<u>100%</u>
			\$ -

OCIDA Vendor Payment Approval
Recurring Bldg Services
March 19, 2023

Approv ID	(Multiple Items)
Category	Recurring Bldg Services
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Orange & Rockland	26670-19018	Electricity	Warwick	12/19/22-1/19/23	478.14
Orange & Rockland Total					478.14
(blank)	(blank)	(blank)	(blank)	(blank)	
(blank) Total					
Complete Document Solutions	IN562308	B/W & Color Copies	4 Crotty Ln	2/2/23 - 3/1/23	225.87
	IN568682	Copies (B&W, Color) 3/2/23-4/1/23	4 Crotty Ln	3/2/23 - 4/1/23	133.07
Complete Document Solutions Total					358.94
Xerox Financial Service	3927994	Copier Lease payment, Protection	4 Crotty Ln	2/15/23-4/14/23	555.94
Xerox Financial Service Total					555.94
First Columbia 4-LA, LLC	waiting for inv	Projected Rent and CAM (May2023)	4 Crotty Ln	May 2023	5,083.00
	6070-100-20230209	Gas & Electric	4 Crotty Ln	1/18/23 - 2/14/23	
First Columbia 4-LA, LLC Total					6,024.98
ALTEVA OF WARWICK	waiting for inv	Internet	Warwick	March 2023	90.71
ALTEVA OF WARWICK Total					90.71
88 Studio, LLC	waiting for inv	Website, Google, Go Daddy, Meeting Support	4 Crotty Ln	3/1/23 - 3/31/23	2,500.00
88 Studio, LLC Total					2,500.00
MidHudson News.com	7518	Banner Advertising: March 6,13,20 & 27	4 Crotty Ln	March2023	1,000.00
MidHudson News.com Total					1,000.00
KR Cleaning	--	Cleaning	4 Crotty Ln	April 2022	650.00
KR Cleaning Total					650.00
Frontier	196-0043-020218-4	Ethernet, Wireless, and phone service	Middletown	11/15/22-12/14/22	31.77
Frontier Total					31.77
Loewke Brill Consulting	16-011-079	Site Visits & Reporting	4 Crotty Ln	March 2023	2,840.00
Loewke Brill Consulting Total					2,840.00
Crystal Rock	21066678 020323	Water	4 Crotty Ln	Marchh 2023	12.62
Crystal Rock Total					12.62
ITC	waiting for inv	Access Point Billing for one month	4 Crotty Ln	March 2023	148.80
ITC Total					148.80
Charter Communication(Time Warner)	20-899-0015224	4 Crotty Lane	4 Crotty Ln	1/27/23 - 3/27/23	423.87
Charter Communication(Time Warner) Total					423.87
Cardmember Service (OB&T Visa)	53527392	QuickBooks Online (3 Users @ 91.91 ea)	4 Crotty Ln	2/13/23 - 3/09/23	275.73
		Microsoft 365 Annual Subscription	4 Crotty Ln	2/13/23 - 3/09/23	323.26
		Interest	4 Crotty Ln	2/13/23 - 3/09/23	43.80
		Go Daddy	4 Crotty Ln	2/13/23 - 3/09/23	533.70
Cardmember Service (OB&T Visa) Total					1,176.49
Credit Card Payment Process	3074	Zoom	4 Crotty Ln	2/2023 - 3/2023	40.00
		Stamps.com	4 Crotty Ln	2/19/2023-03/09/23	69.45
		Google (the- accelerator.com)	4 Crotty Ln	02/31/2022	38.93
		Google (ocnyida.com)	4 Crotty Ln	02/31/2023	230.31
		Fees	4 Crotty Ln	February 2023	50.30
		Go Daddy	4 Crotty Ln	February 2023	20.17
		Chamber of Commerce Gala	4 Crotty Ln	February 2023	300.00
		Fed Ex Envelope Deliveries	4 Crotty Ln	February 2023	276.85
		Travel, Lodging & Meals (Bill's trip to Albany)	4 Crotty Ln	March 2023	744.01

		O&R Building Utilities, Warwick	4 Crotty Ln	February 2023	2,209.93
		FCC Gallery/ Mike T. Plaque	4 Crotty Ln	March 2023	175.00
Credit Card Payment Processing (M&T Bank Visa) Total					4,154.95
EA Workforce / Staffline	-	IDA Staff - Gross Wages	4 Crotty Ln	March 2023	30,273.64
EA Workforce / Staffline Total					30,273.64
Zultys, Inc.	waiting for inv	Office Phones	4 Crotty Ln	4/1/23 - 4/30/23	214.93
Zultys, Inc. Total					214.93
Ehrlich Pest Control	2523576	Rodent Control Maintenance	Warwick	3/28/2023	65.00
Ehrlich Pest Control Total					65.00
NAS Security Systems, Inc.	281697	Service Call and labor	Warwick	1/5/23	281.25
NAS Security Systems, Inc. Total					281.25
Grand Total					51,282.03

**OCIDA Vendor Payment Approval
Monthly Contracts
March 19, 2023**

Approv ID	(Multiple Items)
Category	Monthly Contracts
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Bousquet Holstein PLLC.	250063	General Counsel Inv#250063 = \$2823.50	4 Crotty Ln	1/16/23 - 2/28/23	3,850.00
Bousquet Holstein PLLC. Total					3,850.00
Capacity Marketing	1642	Marketing and PR	4 Crotty Ln	3/27/2023	3,125.00
Capacity Marketing Total					3,125.00
LAN Associates	2.83663E+19	Labor Audit - 41623.01 West Warwick 1,2,3	4 Crotty Ln	1/31/23 - 2/22/23	1,720.00
LAN Associates Total					1,720.00
Delaware Engineering, DPC	22-2593-3	Shovel Ready Program	4 Crotty Ln	February 2023	10,000.00
Delaware Engineering, DPC Total					10,000.00
Grand Total					18,695.00

OCIDA Vendor Payment Approval
All Other
March 19, 2023

Approv ID	(Multiple Items)
Category	All Other
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Gatehouse Media NY Holding	5367389	Scannell Properties Public Hearing Legal Notice	4 Crotty Ln	2/19/23	64.56
Gatehouse Media NY Holdings. Inc. Total					64.56
PKF O'Connor Davies	702287	2022 Audit & Investment Letter	4 Crotty Ln	Year 2022	18,500.00
PKF O'Connor Davies Total					18,500.00
Grand Total					18,564.56

FINAL RESOLUTION
(Citiva Medical LLC – Warwick Facility Project)

A regular meeting of the Orange County Industrial Development Agency held on April 19, 2023 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:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following Resolution was offered by _____ and seconded by _____:

**RESOLUTION APPROVING AN EXTENSION OF THE
COMPANY'S TIME TO CLOSE ON THE
LEASE/LEASEBACK TRANSACTION WITH THE
AGENCY UNTIL SEPTEMBER 30, 2023; AND
AUTHORIZING THE EXECUTION OF CERTAIN
DOCUMENTS IN CONNECTION THEREWITH**

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, on or about January 14, 2022, 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**"), 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, on March 7, 2022 the Agency held a public hearing, which was continued on March 11, 2022 (the "**Public Hearing**") which public hearing was duly published; 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, the Town of Warwick Planning Board issued a Negative Declaration on November 6, 2013 which was adopted by this Agency; and

WHEREAS, by resolution adopted on March 16, 2022, the Agency agreed to undertake the Project and provide the requested Financial Assistance provided the Company executed and delivered all necessary lease transactional documents ("**Lease Documents**") on or before March 15, 2023 (the "**Closing Date**"); and

WHEREAS, no Financial Assistance has been provided to the Company to date; and

WHEREAS, by correspondence dated March 8, 2023, the Company advised that there have been significant delays in the roll-out of the cannabis program by the State stemming from changes in draft regulations. The continuing state of regulatory fluidity has made it increasingly difficult to secure financing for current and future cannabis construction projects throughout the State. Currently, the Company and the other nine existing registered organizations in the Medical Cannabis Program are facing a three-year delay in commencement of retail adult use sales and anticipated licensing and other fees in the approximate amount of Nineteen Million Dollars. All of the foregoing has resulted in unanticipated delays that have impacted financing and the Company's ability to close on the lease transaction during the initial anticipated time frame. For these reasons, the Company is seeking an extension of the Closing Date to September 30, 2023 (the "**Extension**"); and

WHEREAS, the Company believes the adult use regulations may be finalized and promulgated by July, 2023. The Extension would allow the Company to work toward the closing with the significant benefit of regulatory clarity and a far better understanding of how those regulations will impact the Company's future operations and this Project; and

WHEREAS, the Company remains committed to completing construction of the Project Facility and fully intends to deliver on the benefits it highlighted in its application; namely, the creation of dozens of jobs with full benefits, considerable construction, engineering, and architectural expenditures, most of which will be paid directly to local contractors, subcontractors, and professionals, and increased access to medical cannabis products by patients throughout the State.

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

SECTION 1. Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

(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 Extension does not amount to a significant change in the Project from what was originally approved by the Agency, and therefore no further review under SEQRA is required.

(D) Based upon the representations made by the Company in its correspondence and otherwise to this Agency, and subject to the Company acknowledging its obligation to pay all of the Agency's legal fees and costs, the Agency authorizes the Extension of time to close on the Lease Documents with the Agency through and including September 30, 2023.

SECTION 2. 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 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 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. 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 5. 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 6. 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 7. 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>
Dean Tamburri				
Vincent Odock				
Marc Greene				
Giovanni Palladino				
James Rinaldi				
Susan Walski				

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 April 19, 2023, 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 _____, 2023.

William Fioravanti, Chief Executive Officer

(S E A L)