



Empowering Businesses. Inspiring Growth.

Michael Torelli, Chairman • **Dean Tamburri**, 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 December 21, 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**
- **Roll Call**
- **Proof of Notice**
- **Minutes**
 - Approval of the minutes from the November 16th, 2022 BOD meeting
- **Committee Meetings-** Finance Committee Report – James Rinaldi
(Financial Reports, Payables)
- **New Business**
 - Vote on November 2022 Financial Reports – Bill Fioravanti
 - Vote on November/December Payables – Bill Fioravanti
 - Mack Bros. LTD
 - Vote on Final Resolution
 - Capacity Marketing Presentation – Martyna Triggs, Eric Egeland
 - Sale of Power Mixer (Middletown Accelerator)
 - 2023 Officers / Committees
 - 2023 OCIDA Meeting Calendar
 - Vote on Investments
- **Chairman’s Report**
- **CEO Report**
- **Adjournment**

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

Dated: December 14, 2022

By: William Fioravanti – Chief Executive Officer



Empowering Businesses. Inspiring Growth.

Michael Torelli, Chairman • **Dean Tamburri**, 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: December 12, 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, December 21, 2022
immediately following the
4:30pm 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, November 16, 2022

Due to the declaration of a public health emergency and the social distancing requirements imposed at the Federal, State and local level, this meeting was held in accordance with Executive Order 202.1 by video/telephone conference that was made available to the public.

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

Staff Present: Bill Fioravanti, Marty Borrás, Sue Katzoff (General Counsel via Zoom), Dennis Brady (via Zoom)

I. Call Meeting to Order

Chairman Torelli called the meeting to order at 6:34 p.m.

II. Roll Call

Mr. Fioravanti acknowledged the Board members present.

III. Proof of Notice

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

IV. Minutes

A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 19, 2022, OCIDA BOARD OF DIRECTORS MEETINGS WAS MADE BY MS. WALSKI, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

V. Committee Meetings

The October 2022 Financial report was reviewed at the November 8, 2022 Finance Committee meeting with no unusual expenses to discuss.

VI. New Business

Financial Reports as presented

A MOTION TO APPROVE THE OCTOBER 2022 FINANCIAL REPORT WAS PRESENTED WAS MADE BY MR. TAMBURRI, SECONDED BY MR. PALLADINO, AND PASSED UNANIMOUSLY.

Payables

Mr. Fioravanti reviewed the Payables and discussed some line items that had misclassified which were corrected. He noted that the misclassification did not change the bottom line of expenses for the month. He explained the three labor audit escrow checks and stated that they were refunds for projects that have either rescinded their applications or have decided to no longer move forward at this time.

A MOTION TO APPROVE THE OCTOBER/NOVEMBER 2022 PAYABLES AS PRESENTED WAS MADE BY MS. WALSKI, SECONDED BY MR. TAMBURRI, AND PASSED BY UNANIMOUSLY.

Added Items

The Chairman explained the labor audit escrow refunds and Mr. Fioravanti confirmed that noted that the funds were a refund to projects that have cancelled their application for incentives.

A MOTION TO APPROVE THE ESCROW TRANSFERS OF \$19,895.42 FOR MULTIPLE ACCOUNTS, \$19,015.93 ESCROW REFUND TO SDC, HUDSON VALLEY REALTY, AND \$3,964.28 ESCROW REFUND FOR HAMPTON PARK, LLC, WAS MADE BY MR. GREENE, SECONDED BY MR. TAMBURRI, ANS PASSED UNANIMOUSLY.

Vote on Investments

Mr. Greene provided an updated rate analysis for the IDA for the Board’s review.

A MOTION TO AUTHORIZE THE CHAIRMAN OF THE ORANGE COUNTY IDA’S FINANCE COMMITTEE AND THE CHAIRMAN OF THE BOARD TO APPROVE FINANCIAL INSTITUTIONS BASED UPON THE CRITERIA SET UPON IT BY GENERAL MUNICIPAL LAW AND STATE STATUTE FOR THE ABILITY TO APPROVE INVESTMENTS AS DETERMINED BY THIS BOARD WAS MADE BY CHAIRMAN TORELLI, SECONDED BY MR. TAMBURRI, AND PASSED BY UNANIMOUS ROLL CALL.

A MOTION TO ALLOW THE ORANGE COUNTY INDUSTRIAL AGENCY TO INVEST UP TO \$7 MILLION IN INVESTMENTS OF CDS NOT TO EXCEED 12 MONTHS AND NOT TO EXCEED \$250,000 PER INVESTMENT WITH THE APPROVAL OF THE CHAIRMAN OF THE BOARD AND THE CHAIRMAN OF THE FINANCE COMMITTEE AND IN COMPLIANCE WITH THE AGENCY’S INVESTMENT POLICY AND A BI-MONTHLY REPORT TO THE FULL BOARD WAS MADE BY CHAIRMAN TORELLI, SECONDED BY MR. RINALDI, AND PASSED BY UNANIMOUS ROLL CALL.

Chairman’s Report

The Chairman encouraged the Board members to engage in conversation about the IDA as it is today, with elected officials, Board members of other organizations, and the general public about what the IDA is doing and how transparently it is doing the work. He urged the members to be able to explain the vigorous steps an applicant has to take before the IDA can review the application and the guidelines the IDA has to follow prior to making any determination on any requests for incentives.

CEO Report

Mr. Fioravanti reviewed the upcoming Public Hearing for Mack Brothers in Goshen Town Hall on Webster Avenue and discussed his tour with the Chairman of the Green Thumb Project. He noted that PARIS reporting was completed on time and stated that he continues to present at monthly meetings. He also stated that he’s also meeting with local banks so that they understand the work that the IDA does and how it helps businesses. He stated he wanted to schedule a Governance Committee meeting in the coming weeks and noted that among the items to be discussed were reviewing the UTEP and Labor Audit policies and the by-laws. He also noted that Capacity Marketing would present at the December 2022 Board meeting.

VII. Adjournment

There being no further business to discuss, **A MOTION TO ADJOURN THE MEETING WAS MADE BY MS. WALSKI, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY. THE MEETING CLOSED AT 7:36 PM.**

Orange County Industrial Development Agency
Budget vs. Actuals: FY_2022 - FY22 P&L
November, 2022

	Nov 2022			Total		
	Actual	Budget	over Budget	Actual	Budget	over Budget
Income						
40000 Application Fee	5,000.00	833.00	4,167.00	27,500.00	9,166.00	18,334.00
40300 Closing Fees		67,500.00	-67,500.00	195,000.01	742,500.00	-547,499.99
40400 IDA Administrative Fees			0.00	204,393.40	0.00	204,393.40
41000 Local Labor Auditing Fees Income (pass-thru)		9,167.00	-9,167.00	0.00	100,834.00	-100,834.00
42000 Other IDA Fees		2,775.00	-2,775.00	6,568.96	30,525.00	-23,956.04
42500 Other income			0.00	1,500.00	0.00	1,500.00
43000 Pass Thru Legal Fees		833.00	-833.00	12,500.00	9,166.00	3,334.00
44000 Subtenant Rents	1,795.00	4,041.00	-2,246.00	57,717.16	44,448.00	13,269.16
49000 Interest Earnings	6,013.75	1,000.00	5,013.75	29,228.62	11,000.00	18,228.62
Total Income	\$ 12,808.75	\$ 86,149.00	-\$ 73,340.25	\$ 534,408.15	\$ 947,639.00	-\$ 413,230.85
Gross Profit	\$ 12,808.75	\$ 86,149.00	-\$ 73,340.25	\$ 534,408.15	\$ 947,639.00	-\$ 413,230.85
Expenses						
60000 Administrative Costs			0.00	0.00	0.00	0.00
60001 Bad Debt Expense			0.00	773.50	0.00	773.50
60002 Bank Service Charges	14.60		14.60	457.58	0.00	457.58
60003 CFO/Bookkeeping Services	1,225.00	1,958.00	-733.00	27,131.75	21,541.00	5,590.75
60004 Fiscal Audit		5,417.00	-5,417.00	14,400.00	59,584.00	-45,184.00
60005 Insurance	-173.00	2,744.00	-2,917.00	10,925.10	30,184.00	-19,258.90
60006 Office Supplies and Postage	3,465.68	950.00	2,515.68	13,216.70	10,450.00	2,766.70
60007 Professional Fees		333.00	-333.00	3,665.00	3,666.00	-1.00
60008 Travel, Lodging, Meals	204.25	483.00	-278.75	1,741.33	5,316.00	-3,574.67
Total 60000 Administrative Costs	\$ 4,736.53	\$ 11,885.00	-\$ 7,148.47	\$ 72,310.96	\$ 130,741.00	-\$ 58,430.04
60100 Agency Contribution Costs			0.00	0.00	0.00	0.00
60101 External Projects & Programs (Agents)	65,000.00	9,167.00	55,833.00	80,000.00	100,834.00	-20,834.00
Total 60100 Agency Contribution Costs	\$ 65,000.00	\$ 9,167.00	\$ 55,833.00	\$ 80,000.00	\$ 100,834.00	-\$ 20,834.00
60200 Agency Support Expenses			0.00	0.00	0.00	0.00
60201 IT Support & Audio/Visual	4,238.00	2,500.00	1,738.00	48,393.91	27,500.00	20,893.91

60202 Marketing & PR	14,250.00	4,000.00	10,250.00	25,521.24	44,000.00	-18,478.76
60203 Memberships and Events	195.00	471.00	-276.00	3,663.00	5,180.00	-1,517.00
60204 Training and Education		375.00	-375.00	0.00	4,125.00	-4,125.00
Total 60200 Agency Support Expenses	\$ 18,683.00	\$ 7,346.00	\$ 11,337.00	\$ 77,578.15	\$ 80,805.00	-\$ 3,226.85
60400 Projects/Programs			0.00	0.00	0.00	0.00
60401 Bond Counsel (pass-thru)		833.00	-833.00	5,000.00	9,166.00	-4,166.00
60402 Cost-Benefit Analyses		375.00	-375.00	1,000.00	4,125.00	-3,125.00
60404 Legal Counsel	4,959.50	8,333.00	-3,373.50	38,700.46	91,666.00	-52,965.54
60405 Legal, Pass Thru	2,500.00		2,500.00	58,313.14	0.00	58,313.14
60406 Local Labor Auditing Fees Expense (pass-thru)	3,415.00	9,167.00	-5,752.00	34,050.00	100,834.00	-66,784.00
60407 Research and Support		1,667.00	-1,667.00	0.00	18,334.00	-18,334.00
60408 Shovel Ready Program		25,000.00	-25,000.00	0.00	275,000.00	-275,000.00
Total 60400 Projects/Programs	\$ 10,874.50	\$ 45,375.00	-\$ 34,500.50	\$ 137,063.60	\$ 499,125.00	-\$ 362,061.40
61000 Payroll Expenses			0.00	0.00	0.00	0.00
61001 Employee Benefits	2,293.38	2,750.00	-456.62	29,420.19	30,250.00	-829.81
61002 Payroll Taxes & Fees (Staff Line)	1,806.28	2,368.00	-561.72	21,177.60	26,048.00	-4,870.40
61003 Salaries	19,022.84	23,680.00	-4,657.16	220,966.67	260,480.00	-39,513.33
Total 61000 Payroll Expenses	\$ 23,122.50	\$ 28,798.00	-\$ 5,675.50	\$ 271,564.46	\$ 316,778.00	-\$ 45,213.54
62000 Building Expenses			0.00	0.00	0.00	0.00
62002 Building Rent	10,443.75	12,841.00	-2,397.25	213,281.86	141,246.00	72,035.86
62003 Building Utilities	1,532.70	4,393.00	-2,860.30	17,369.02	48,326.00	-30,956.98
62005 Equipment Maintenance		125.00	-125.00	0.00	1,375.00	-1,375.00
62006 Internet and Telephones	1,400.62	2,310.00	-909.38	22,860.78	25,410.00	-2,549.22
62007 Maintenance	650.00	8,555.00	-7,905.00	22,999.32	94,102.00	-71,102.68
62008 Repairs/Renovations		667.00	-667.00	1,288.02	7,337.00	-6,048.98
Total 62000 Building Expenses	\$ 14,027.07	\$ 28,891.00	-\$ 14,863.93	\$ 277,799.00	\$ 317,796.00	-\$ 39,997.00
Total Expenses	\$ 136,443.60	\$ 131,462.00	\$ 4,981.60	\$ 916,316.17	\$ 1,446,079.00	-\$ 529,762.83
Net Operating Income	-\$ 123,634.85	-\$ 45,313.00	-\$ 78,321.85	-\$ 381,908.02	-\$ 498,440.00	\$ 116,531.98
Other Expenses						
99999 Reconciliation Discrepancies			0.00	0.00	0.00	0.00
Total Other Expenses	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Net Other Income	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Net Income	-\$ 123,634.85	-\$ 45,313.00	-\$ 78,321.85	-\$ 381,908.02	-\$ 498,440.00	\$ 116,531.98

Orange County Industrial Development Agency
 Banks Accounts/Certificates of Deposit/Money Markets Accounts
 As of November 30, 2022

Listed in order of maturity date.

Purchase Date	Maturity Date	# of Months	Bank	Bank Balance	Principal	Interest Rate	Interest Earned MTD
--	--	--	--			--	
5/18/22	5/18/23	6 months	Orange Bank & Trust	\$	250,500	0.20%	0.20%
11/18/21	5/18/23	9 months	Orange Bank & Trust	\$	250,625	0.25%	0.25%
3/31/22	3/31/23	24 months	Connect One	\$	250,000	0.25%	0.25%
4/4/22	10/4/23	18 months	Empire State Bank	\$	250,741	0.60%	0.40%
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	\$	401,626	2.00%	2.00%
7/14/22	7/13/23	12 months	First Federal Savings of Middletown	\$	401,015	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	\$ 5,182,304	54%
Orange Bank & Trust	Checking Account - Accelerator Ops	\$ 93,245	1%
M&T	Bank Account	\$ -	0%
Orange Bank & Trust	Checking Account - Trust Escrow	\$ 54,362	1%
Total CDs & Treasuries	Certificates of Deposit & Treasuries	\$ 2,454,974	26%
Sterling / Webster Bank	Money Market	\$ 1,732,057	18%
		<u>\$ 9,516,942</u>	<u>100%</u>
			<u>\$ -</u>

OCIDA Vendor Payment Approval
Recurring Bldg Services
December 21, 2022

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	10/19/22-11/17/22	562.16
Orange & Rockland Total					562.16
Complete Document Solutions	IN531897	B/W & Color Copies	4 Crotty Ln	11/2/22 - 12/1/22	113.70
Complete Document Solutions Total					113.70
Xerox Financial Service	3569102	Copier Lease payment, Protection, Late fee	4 Crotty Ln	10/15/22-11/14/22	303.77
	3630264	Copier Lease payment, Protection, Late fee	4 Crotty Ln	11/15/22-12/14/22	303.77
Xerox Financial Service Total					607.54
First Columbia 4-LA, LLC	(blank)	Rent and CAM (January 2023)	4 Crotty Ln	January 2023	10,443.75
	6070-100-20221103	Gas & Electric	4 Crotty Ln	9/17/22-10/17/22	432.43
First Columbia 4-LA, LLC Total					10,876.18
ALTEVA OF WARWICK	1014804	Internet	Warwick	December 2022	90.71
ALTEVA OF WARWICK Total					90.71
88 Studio, LLC	(blank)	Website, Google, Go Daddy, Meeting Support	4 Crotty Ln	November 2022	2,500.00
88 Studio, LLC Total					2,500.00
MidHudson News.com	7480	Banner Advertising: Nov. 7,14,21,28, 2022	4 Crotty Ln	November 2022	1,000.00
MidHudson News.com Total					1,000.00
KR Cleaning	-	Cleaning	4 Crotty Ln	December 2022	650.00
KR Cleaning Total					650.00
Frontier	343-2409-020218-4	Ethernet, Wireless, and phone service	Middletown	11/2/22-12/1/22	98.43
	196-0019-090418-4	Ethernet, Wireless, and phone service	Middletown	11/4/22-12/3/22	418.44
	196-1205-020818-4	Ethernet, Wireless, and phone service	Middletown	11/4/22-12/3/22	315.00
	196-0043-020218-4	Ethernet, Wireless, and phone service	Middletown	11/15/22-12/14/22	599.00
Frontier Total					1,430.87
Orange County Chamber of Commerce	122714	Annual Membership	4 Crotty Ln	1/1/23-12/31/23	457.00
Orange County Chamber of Commerce Total					457.00
Crystal Rock	111122	Water, bottle deposit, delivery fee, Late charge	4 Crotty Ln	November 2022	19.00
Crystal Rock Total					19.00
Marangi Disposal	2B100693	Trash & Recycle	Middletown	November 2022	92.84
Marangi Disposal Total					92.84
National Business Leasing	78246152	Copier	Middletown	11/15/22 - 12/14/22	342.61
		Copier Insurance	Middletown	11/15/22 - 12/14/22	19.46
		Copier Late Fee	Middletown	11/15/22 - 12/14/22	17.14
National Business Leasing Total					379.21
ITC	6892	Access Point Billing for one month	4 Crotty Ln	November 2022	148.80
ITC Total					148.80
Charter Communication(Time Warner)	20-899-0015224	4 Crotty Lane	4 Crotty Ln	10/28/22-11/27/22	168.06
Charter Communication(Time Warner) Total					168.06
Cardmember Service (OB&T Visa)	53527392	Go Daddy (5 Users @ 17.29 ea)	4 Crotty Ln	10/12/22 - 11/08/2022	86.45
		QuickBooks Online (3 Users @ 91.91 ea)	4 Crotty Ln	10/12/22 - 11/08/2022	275.73

		Go Daddy (audit@ocnyida.com)	4 Crotty Ln	10/12/22 - 11/08/2022	6.48
Cardmember Service (OB&T Visa) Total					368.66
Credit Card Payment Process	3074	Zoom	4 Crotty Ln	10/23/2022	40.00
		Stamps.com	4 Crotty Ln	10/19/2022	50.00
				11/08/2022	19.45
		Pattern for Progress	4 Crotty Ln	10/27/2022	175.00
		GoDaddy (info@theacclerator)	4 Crotty Ln	10/27/2022	77.72
		Google (the- accelerator.com)	4 Crotty Ln	10/31/2022	38.93
		Google (ocnyida.com)	4 Crotty Ln	10/31/2022	230.31
		Wireless Zone (BF's New Phone)	4 Crotty Ln	11/10/2022	422.06
		Pattern for Progress Housing Event 2022	4 Crotty Ln	11/16/2022	45.00
		Office Supplies & Postage	4 Crotty Ln	Oct 22 - Nov 22	3.78
		Late Fee/Interest	4 Crotty Ln	Oct 22 - Nov 22	27.86
Credit Card Payment Processing (M&T Bank Visa) Total					1,130.11
EA Workforce / Staffline	-	IDA Staff - Gross Wages	4 Crotty Ln	November 2022	23,122.50
EA Workforce / Staffline Total					23,122.50
Capacity Marketing	1593	Marketing and PR	4 Crotty Ln	11/27/2022	6,250.00
Capacity Marketing Total					6,250.00
Zultys, Inc.	335026	Office Phones	4 Crotty Ln	12/1/22 - 12/31/22	224.62
Zultys, Inc. Total					224.62
Grand Total					50,191.96

OCIDA Vendor Payment Approval
Monthly Contracts
December 21, 2022

Approv ID	(Multiple Items)
Category	Monthly Contracts
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Loewke Brill Consulting	16-011-076	Site Visits & Reporting	4 Crotty Ln	11/21/2022	2,840.00
Loewke Brill Consulting Total					2,840.00
Bousquet Holstein PLLC.	(blank)	Legal Pass-through (Scannell Properties)	4 Crotty Ln	12/9/22	2,500.00
	244488	Legal Counsel	4 Crotty Ln	October 2022	2,300.55
	244490	Legal Counsel	4 Crotty Ln	10/17/22 & 10/19/22	350.00
Bousquet Holstein PLLC. Total					5,150.55
RBT CPAs	219884	Monthly Retainer / Bookkeeper /Quickbooks, and Additional Advisory Service	4 Crotty Ln	November 2022	1,225.00
RBT CPAs Total					1,225.00
LAN Associates	27685	Labor Audit - 41623.01	4 Crotty Ln	October 2022	2,682.50
LAN Associates Total					2,682.50
Grand Total					11,898.05

OCIDA Vendor Payment Approval
All Other
December 21, 2022

Approv ID	(Multiple Items)
Category	All Other
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
William A. Smith & Son	3052-3053	Public Officials Mgmt & Employee Practices Liability	4 Crotty Ln	12/17/22 - 12/17/23	7,902.00
William A. Smith & Son Total					7,902.00
Frances Roth	(blank)	Public Hearing Stenographer	4 Crotty Ln	11/17/2022	250.00
Frances Roth Total					250.00
Ehrlich Pest Control	29346448	Pest Control (Service Set-up)	Warwick	October 27 2022	243.28
	29346437	Pest Control (Traps & fill holes)	Warwick	October 27 2022	86.50
	29360809	Rodent Control Maintenance	Warwick	November 23, 2022	70.28
Ehrlich Pest Control Total					400.06
NAS Security Systems, Inc.	279033	Smoke Detector Service Call	Warwick	9/28/2022	343.75
NAS Security Systems, Inc. Total					343.75
Grand Total					8,895.81

Here representing Senator Skoufis' strong opposition to a payment in lieu of taxes for the Mack Bro's project

- Besides the facts that the Mack Bro's application cites a 1% estimate of sales within Orange County, a \$60M projection of income within their first three years of operation and that Mack Bro's is already getting \$7.2M in USDA and ESD grants for this project- the simple matter of fact is that the applicant concedes on their application that they WOULD, in fact, still move forward with this project regardless of if they receive an IDA incentive or not.
- That is a hard stop. Nothing more needs to be considered. IDA benefits, when applied properly - which this IDA has regularly *not* done for a very long time - abide by the "but for" clause of economic development: *but for* this incentive, the project would not happen.
- The fact that a definitive "no" has not already been communicated to the applicant by the IDA staff is alarming but unsurprising given the agency's history of disregarding taxpayers. If the IDA approves a 15-year PILOT - or any PILOT - for a project and jobs that are unquestionably going to move forward regardless of an incentive ^{THAT} would be more of the same: borderline criminality and shameless graft coming out of this IDA.
- We look forward to the new jobs Mack Bros will create and to their continued operation in Goshen. Our office remains a partner to all local businesses and we look forward to their future success and endeavors here in Orange County so long as it's not needlessly on the backs of property taxpayers.
- Senator Skoufis urges the OC IDA to reject the PILOT and finally do the right thing by taxpayers.

FINAL RESOLUTION
(Mack Bros. Ltd. Project)

A regular meeting of the Orange County Industrial Development Agency held on December 21, 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:

MEMBERS PRESENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

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

AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO: (I) UNDERTAKE, ACQUIRE, CONSTRUCT, EQUIP AND COMPLETE A PROJECT; (II) APPOINT THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, RECONSTRUCTION, RENOVATION, EQUIPPING AND COMPLETION OF 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; REAL PROPERTY TAX AND MORTGAGE RECORDING 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 and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, Mack Bros. Ltd., a New York corporation, for itself or on behalf of its affiliate or subsidiary (the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with a project (the "*Project*") consisting of: (A)(i) the acquisition of a leasehold interest in approximately 60 acres of improved real property located at One 6½ Station Road (Tax Map No. 12-1-13.2) and 2564 State Route 17M (Tax Map No. 12-1-13.1), Goshen, New York (collectively, the "*Land*"); (ii) the demolition of approximately 5,000 sq. feet of the existing approximately 60,000 sq. ft. building (the "*Building*") used as a frozen food manufacturing facility and the construction of an approximately 40,000 sq.ft. addition to the Building to provide for, among other things, a new loading dock, refrigerated refuse area; freezer space, processing area, two manufacturing areas

and office space; and the renovation of certain portions of the existing Building including, but not be limited to, the packaging, processing, storage and freezing areas (collectively with the Building, the "**Facility**"); (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment (collectively, 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, mortgage recording 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 lease 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 leaseback agreement; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on November 17, 2022, at 11:00 a.m. (local time), at the Town of Goshen Town Hall, 41 Webster Avenue, Goshen, New York 10924, the Agency held a public hearing 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 November 4, 2022, in the Times Herald-Record, a newspaper of general circulation in Goshen, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated November 2, 2022. A copy of the minutes of the Public Hearing along with the Notice of Public Hearing, which was forwarded to the affected taxing jurisdictions on November 2, 2022, 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, the Company and/or its affiliate/subsidiary Milmar Food Group LLC prepared and submitted a Full Environmental Assessment Form, dated June 9, 2021 ("**EAF**") to the Town of Goshen Planning Board to obtain approval for a project that is substantially similar to the Project being undertaken by the Agency;

WHEREAS, the Town of Goshen Planning Board determined that the project before it and described in the EAF constituted a "Type I" action and appointed itself to act as "lead agency" for purposes of a conducting a "coordinated review" (as said quoted terms are defined in SEQRA); and

WHEREAS, on July 21, 2022, the Town of Goshen Planning Board, as lead agency, and consistent with the procedures and criteria set forth in 6 NYCRR 617.7, analyzed the relevant areas of environmental concern using the SEQRA standards and ultimately determined that the project would not have a significant adverse impact on the environment, and adopted a negative

declaration ("*Negative Declaration*" and collectively with the EAF, the "*SEQRA Documents*") which SEQRA Documents are attached hereto as **Exhibit "B"**; and

WHEREAS, the Agency has undertaken a comprehensive and detailed review of the SEQRA Documents and findings of the Town of Goshen Planning Board.

WHEREAS, the Agency hereby adopts the SEQRA finding and Negative Declaration of the Town of Goshen Planning Board with respect to the environmental impact of the Project; 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 "*Company Lease*"), a leaseback agreement (the "*Agency Lease*"), 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 "*PILOT 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 Company Lease, the Agency Lease, the Bill of Sale, the Environmental Compliance and Indemnification Agreement and the PILOT Agreement, collectively, the "*Lease Documents*"); (iii) secure the Company's borrowings with respect to the Project Facility by joining in one or more construction or permanent mortgages and assignment of leases and rents on the Project Facility in favor of the Company's lender(s); (iv) 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, (b) a partial real property tax abatement through the PILOT Agreement, and (c) if necessary, a mortgage recording tax exemption for financing related to the Project; 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 "C"** 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) Based upon the review by the Agency of the Application, the Agency finds that the proposed Project constitutes a "Type I action" pursuant to 6 N.Y.C.R.R. Part 617.4 and, pursuant to a thorough review, hereby adopts the SEQRA findings and Negative Declaration (dated July 21, 2022) of the Town of Goshen Planning Board; and

(C) 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

(D) 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 and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) 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 2. Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves: (a) 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 **\$6,000,000**, which result in New York State and local sales and use tax exemption benefits ("**Sales and Use Tax Exemption Benefits**") not to exceed **\$487,500**; and (b) exemption from mortgage recording taxes for one or more mortgages in the approximate amount of **\$10,000,000** in connection with the financing of the Project and any future financing, refinancing or permanent financing of the Project.

SECTION 3. 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 attached hereto at Exhibit "C" and the (Vice) Chairman and Chief Operating Officer, acting individually, are each authorized to execute and deliver the PILOT 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 4. 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 Agency Lease 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 5. Subject to the terms of this Resolution, the remittance by the Company of all fees and costs incurred by the Agency in connection with the Project, and the Company's execution, delivery and compliance of and with the Lease Documents within one year from the date hereof (unless otherwise authorized by the Agency), the Company is appointed as the true and lawful agent of the Agency and may utilize, and is hereby authorized to appoint, a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "**Additional Agents**") in order to proceed with the reconstruction, renovation, restoration, preservation, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf, provided the Company execute, deliver and comply with the Lease Documents. 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**"). 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 6. Pursuant to Section 875(3) of the New York General Municipal Law and/or 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 and/or any other Financial Assistance provided to the Company and/or the Project if there is a violation of the Act or the Agency's policies or in the event of a default under the Lease Documents by the Company. 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 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. 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>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Michael Torelli				
Dean Tamburri				
Vincent Odock				
James Rinaldi				
Susan Walski				
Marc Greene				
Giovanni Palladino				

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 December 21, 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 December, 2022.

William Fioravanti, Chief Executive Officer

(S E A L)

9700908



Empowering Businesses. Inspiring Growth.

Date: 11-29-2022
Invoice No: 20221129-1
Project: Pillfiller

Bill To: A to Z Consulting
Dr. Hanna Wollocko

Description	Amount
Qty 1 – PH10 HHS 1 – ProFiller 1100 System Size 1 Qty 1 – P10 CPS 2 – ProFiller 1100 Change Parts set Size 2 Qty 1 – P 10 T50P 2-3 – ProFiller 1100 50-Pin Tamper Size 2-3 Qty 1 – PM VIBHH 110V – HHS Vibrator 100-120V/50-60Hz Qty 1 – XM_VMixBase – ProMixer 750 Base Qty 1 – XM-DS250 – ProMixer Drum Shell 250ml	\$3,000.00
Total	\$3,000.00

Make check payable to: **Orange County Industrial Development Agency**

Remit to address below.

Paid Date: _____
Check #: _____
Received by: _____



Empowering Businesses. Inspiring Growth.



Board Members:

- Michael Torelli**, Chairman
- Dean Tamburri**, Vice Chairman
- Vincent Odock**, Secretary
- Marc Greene**
- Giovanni Palladino**
- James Rinaldi**
- Susan Walski**

Committee Assignments:

2023

<p>Governance Committee (IDA/OCFC): Michael Torelli, Chair Dean Tamburri Vincent Odock Giovanni Palladino</p>	<p>Finance Committee (IDA/OCFC): James Rinaldi, Chair Michael Torelli Dean Tamburri Marc Greene</p>
<p>Audit Committee (IDA/OCFC): Susan Walski, Chair James Rinaldi Michael Torelli Marc Greene</p>	
<p>Accelerator Committee (IDA): Dean Tamburri, Chair Michael Torelli Susan Walski Giovanni Palladino</p>	

Mike Torelli,
 Chairman
Dean Tamburri,
 Vice Chairman
Vincent Odock,
 Secretary
James Rinaldi
Susan Walski
Marc Green
Giovanni Palladino



Bill Fioravanti,
 Managing Agent

Susan Katzoff,
 Attorney

Christopher Canada,
 Attorney

Empowering Businesses. Inspiring Growth.

2023 Industrial Development Agency Meeting Schedule

Meetings are scheduled for the 3rd Wednesday of every month unless otherwise noted and will be held at the scheduled location. Meeting date, time and/or location are subject to change with notice on the IDA website.

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

Date:	Time:	Location:
January 18th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
February 15th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
March 15th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
April 19th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
May 17th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
June 21st	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
July 19th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
August 16th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
September 20th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
October 18th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
November 15th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor
December 20th	Immediately following OCFC	OC Government Center Community Room, 1 st Floor

Orange County IDA
 4 Crotty Lane, Suite 100
 New Windsor, NY 12553
 845-234-4192