

**ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

County Government Center
255 Main Street
Goshen, New York 10924
Phone: 845-291-2700 Fax: 845-291-2724

James Petro, Jr., Chairman
Robert Armistead, Vice Chairman
Mary Ellen Rogulski, Second Vice Chairman
Stephen Brescia, Secretary
John Steinberg, Jr., Assistant Secretary
Henry VanLeeuwen
Robert J. Schreiber, Sr.

James O'Donnell, Executive Director
Joel Kleiman, Chief Financial Officer
Philip A. Crotty, Attorney
Laurie Villasuso, Administrative Assistant

REVISED Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on February 15, 2012 at 3:00 p.m. in the Orange County Business Accelerator, 4 Crotty Lane, New Windsor, New York, to consider and/or act upon the following:

Order of Business

- **Roll Call**
- **Approval of the minutes from January 18, 2012 meeting**
- **Financial Reports and/or Requests for Payments**
- **New and Unfinished Business**
 - Chairman's Report
 - Russ Gaenzle – Harris Beach
 - Executive Director Report
 - OCBA Report
 - Occupancy/Space
 - OCP Report
 - Discussions
 - CNC Update
 - PAAA – Annual Procurement Report
 - CPV – Article 78
- **Resolutions**
 - Marketplace
 - Paramount Theatre Project
 - UTEP- PILOT revision
- **Such other and further business as may be presented**
- **Public Comments**
- **Adjournment**

Dated: February 14, 2012

Stephen Brescia, Secretary

By: James O'Donnell, Executive Director

Orange County IDA (Updated)

Received January 2012

Carlisle Construction Application Fee	5,000.00
***Marketplace at Newburgh Application Fee	5,000.00
Total	10,000.00

Vouchers & Payments January/February 2012

Harris Beach (Carlisle Construction Pass Through)	2,500.00
Laurie Villasuso (Reimbursement)	55.66
Burke, Miele & Golden (Legal Services - New Hampton/CPV)	6,570.00
Philip Crotty (11/21-12/19 2011)	7,770.00
Orange County Partnership (4th Quarter 2011)	50,000.00
James O'Donnell (Travel reimbursement)	177.98
Newburgh Armory JM Excavating, Inc. (Fire Line)	16,900.00
Newburgh Armory Sullivan Fire Protection Corp (Sprinkler)	5,650.00
Newburgh Armory LaMela & Sons Inc. (concrete)	2,850.00
Rider, Weiner & Frankel (GE Comm v OC Choppers)	230.59
***Harris Beach (Marketplace at Newburgh Pass Through)	2,500.00
Total	95,204.23

Orange County Industrial Development Agency

c/o Orange County Government Center

255-275 Main Street

Goshen, New York 10924

Phone: (845) 291-2931

Fax: (845) 291-2724

Email: ida@orangecountygov.com

INVOICE

Date: February 9, 2012

Invoice No: N/A

Project: IDA-1015
Marketplace at
Newburgh,
LLC

Bill To: Marketplace at Newburgh, LLC
570 Taxter Rd., Suite 673
Elmsford, NY 10523

Description	Amount
Application fee for Marketplace at Newburgh, LLC project in Newburgh Project No. IDA-1015	\$5,000.00
Total	\$5,000.00

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

Remit the same to the address above.

Paid Date: 2/9/12

By Check: 1266

Received By: L Villasuso

Marketplace at Newburgh, LLC
100 Taxter Road
Newburgh New York 10523

M&T Bank
303 So. Broadway
Tarrytown, New York 10591

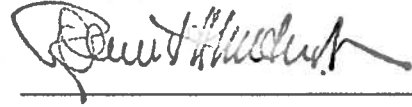
10-4
220

0001266

12/12/2011

TO THE ORDER OF Orange County Ind Development Agency \$ *\$5,000.00
Five Thousand and 00/100***** DOLLARS

Orange County Ind Development Agency



MO _____

CHECK IS PRINTED ON SECURITY PAPER WHICH INCLUDES A MICROPRINT BORDER & FLUORESCENT FIBERS

⑈0001266⑈

THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

COUNTY GOVERNMENT CENTER

GOSHEN, N.Y. 10924

(Date)

Pay To Harris Beach PLLC

(For Agency Use Only)

Address 99 Garnsey Road

Claim No.

Pittsford, New York 14534

DATE	QUANTITY	DESCRIPTION OF MATERIALS OR SERVICES	UNIT PRICE		AMOUNT	
12/30/2011	N/A	Pass-thru of Transaction Counsel Fees relating to <i>Marketplace at Newburgh, LLC</i> project with OCIDA	\$2,500	00	\$2,500	00
			TOTAL		2,500	00

I HERE CERTIFY that the above named articles, in the quantities specified were delivered to me upon the date indicated, and that the services have been rendered by the persons named, for the purposes and at the times indicated; and that such articles were for the sole use and benefit of the Orange County Industrial Development Agency.

Reviewed by CFO

(For Agency Use Only)

.....
To be signed by the Officer of the Orange County Industrial Development Agency

STATE OF NEW YORK: COUNTY OF ORANGE

Alex Neubert says that he/she is a paralegal

Title (President or other office or member)

with Harris Beach PLLC

Name of corporation or firm of

The claimant mentioned in the within claim, is duly authorized to execute this proof of claim, and hereby certifies to the Orange County Industrial Development Agency, its officers and representatives that the above claim is true and correct, that the services charged for were actually rendered; that the articles charged for therein have been furnished and delivered; that the disbursements were actually and necessarily made; that the whole amount claimed remains due, owing and unpaid, and that there are no federal, state or city taxes included in said claim.

Claimant further certifies that neither himself, nor any of his employees, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, a corporation, certifies that no officer or employee of said corporation, having an interest, direct or indirect, in this claim, are officers or employees of the Orange County Industrial Development Agency.

Claimant, is an employee or officer of the Orange County Industrial Development Agency, certifies that this claim is only for compensation and or necessary expenses incurred in the performance of duties.

This certification is made pursuant to the provisions of Article IV of the By-Laws of Orange County Industrial Development Agency.

(For Agency Use Only)

Dated

Audited Date

Paid by Check

Signature of Claimant

Date

HARRIS BEACH PLLC
ATTORNEYS AT LAW

99 GARNSEY ROAD
PITTSFORD, NY 14534
(585) 419-8800

ALEX NEUBERT
PARALEGAL
DIRECT: (585) 419-8705
FAX: (585) 419-8817
ANEUBERT@HARRISBEACH.COM

December 30, 2011

Laurie Villasuso
Administrative Assistant
Orange County IDA
255 Main Street
Goshen, NY 10924

Re: Marketplace at Newburgh, LLC

Dear Laurie:

Enclosed please find the Invoice and Pass-through Voucher for the above referenced matter. Please do not hesitate to contact me with any questions. Thank you.

Very truly yours,


Alex Neubert

AN:mll
Enclosures

HARRIS BEACH ^{PLLC}
ATTORNEYS AT LAW

File #: 258802
Atty: CIS
Date: *December 30, 2011*

Orange County IDA
Attn: James D. O'Donnell, Executive Director
Orange County Government Center
255-275 Main Street
Goshen, New York 10924

FOR PROFESSIONAL SERVICES RENDERED AND COSTS INCURRED AS TRANSACTION COUNSEL TO ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Matter Name: *Marketplace at Newburgh, LLC - Pass-thru of Transaction Counsel Fees*

Total Due:

\$2,500.00

PLEASE SEND REMITTANCE TO:
*Remember to include your file and invoice
Number on all remittances.*

HARRIS BEACH PLLC
99 Garnsey Road
Pittsford, New York 14534

TAX ID# 84-1623836

Motion By: _____
Seconded By: _____

INITIAL RESOLUTION
(Marketplace at Newburgh, LLC Project)

A regular meeting of the Orange County Industrial Development Agency was held on February 15, 2012 at 3:00 p.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

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 Marketplace at Newburgh, LLC (the "Company").

RESOLUTION (i) ACCEPTING THE APPLICATION OF MARKETPLACE AT NEWBURGH, LLC WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW), (ii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO SUCH PROJECT AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH PROJECT.

WHEREAS, by Title 1 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, (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, **MARKETPLACE AT NEWBURGH, LLC** (the "Company"), for itself or on behalf of an affiliate, subsidiary or entity to be formed, has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Agency of fee title to, or a leasehold interest in, an approximately 84,70-acre parcel of land (being more particularly described as TMID No. 60-3-49.22) and an approximately 9.80-acre parcel of land (being more particularly described as TMID NO. 60-3-41.3), each located at the intersection of I-85 and Route 300 in the Town of Newburgh, Orange County, New York (the "Land"), (ii) the construction on the Land of an approximately 784,000 square foot shopping center to be known as the "Marketplace", including parking and related improvements (the "Improvements"; the construction of such Improvements to be done in one or more phases); and (iii) the acquisition in and around the Improvements of certain items of equipment and other tangible personal property (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the financial assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will hold a public hearing and (i) negotiate an agent agreement (the "Agent Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring, constructing and equipping the Facility, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), a leaseback agreement (the "Leaseback Agreement") and a payment-in-lieu-of-tax agreement (the "PILOT Agreement"), (iii) take title to, or a leasehold interest in, the Land, the Improvements, the Equipment and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (b) a partial real property tax abatement structured within the PILOT Agreement, and (c) a mortgage recording tax exemption for financing or re-financing related to the Project (collectively the "Financial Assistance").

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

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers 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

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County, New York, 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 civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (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.

Section 2. The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to hold a public hearing in compliance with the Act and negotiate the terms of (A) an Agent Agreement, pursuant to which the Agency appoints the Company as its agent to undertake the Project, (B) a Lease Agreement, pursuant to which the Company leases the Facility to the Agency, (C) a related Leaseback Agreement, pursuant to which the Agency conveys its interest in the Facility back to the Company, (D) a PILOT Agreement and (E) related documents; *provided*, the provisions of the Agent Agreement and 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.

Section 3. The Agency is hereby authorized to conduct a public hearing in compliance with the Act.

Section 4. The officers, employees and agents 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 the officer, employee or agent 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 5. 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>
Robert Armistead				
Mary Ellen Rogulski				
Stephen Brescia				
John Steinberg, Jr.				
Henry VanLeeuwen				
Robert Schreibeis, Sr.				
James Petro, Jr.				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Secretary 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 the 15th day of February, 2012, with the original thereof on file in my office, 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 15th
day of February, 2012.

Secretary

[SEAL]

