

**ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

**Orange County Business Accelerator
4 Crotty Lane, Suite 100
New Windsor, NY 12553
Phone: 845-234-4192 Fax: 845-220-2228**

Robert T. Armistead, Chairman
Mary Ellen Rogulski, Vice Chairman
Russell O. Vernon, Second Vice Chairman
Stephen Brescia, Secretary
John Steinberg, Jr., Assistant Secretary
Henry VanLeeuwen
Robert J. Schreibeis, Sr.

James R. Petro, Jr, Executive Director
Laurie Villasuso, Associate Executive Director
Joel Kleiman, Chief Financial Officer
Kevin Dowd, Attorney

Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a special meeting on February 20, 2014 at 10:00 a.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**
- **Resolutions**
 - Amy's Kitchen – Project Expenditure Resolution
- **Such other and further business as may be presented**
- **Public Comments**
- **Adjournment**

Dated: February 18, 2014

Stephen Brescia, Secretary

By: James R. Petro, Jr., Executive Director



Email

Thursday, February 13, 2014

Robert Armistead
Chairman
Orange County IDA
4 Crotty Lane - Suite 100
New Windsor, NY 12553

Subject: Amy's Kitchen Project Development Opportunity; Town of Goshen, Orange County, NYS – Echo Lakes Site

Reference: Project Expenditure Request By The Orange County IDA

Chairman Armistead:

Amy's Kitchen is respectfully requesting that the Orange County IDA approve our Project Team's \$500,000 project expenditure request during its special meeting, which has been scheduled for Wednesday, February 19, 2014.

Amy's Kitchen is dealing with these substantial costs and other items relative to the Company's proposed project establishment on the Echo Lakes Site:

1. On-site wastewater tertiary level treatment plant – Estimated Cost - \$5.0 million to \$7.0 million. This plant will also require the issuance of an NPDES permit by the NYSDEC for direct discharge into the adjacent waterway; and this permitting process will be expensive and time consuming.
2. On-site water wells for potable and process water; the existing wells are not sufficient to meet the proposed project's requirements, and new wells will have to be installed and maintained at a substantial cost to Amy's Kitchen.
3. Physical site topography – The Company is being advised that they will realize substantial site development costs, in excess of \$10 million for the proposed project due to varying topographical features and possible subsurface conditions.

Regarding the required public road improvements at the intersection of SR 17M and the Echo Lakes Site, the cost is currently estimated to be \$1.6 million. The new intersection would be of significant benefit to the NYS Mid-Hudson Psychiatric Center, Orange County Solid Waste Transfer Station, and Amy's Kitchen's proposed project.



NYS has realized the significant importance of the Amy's Kitchen proposed project establishment; and the State Office Of General Services and the Office of Mutual Health have jointly agreed to grant a parcel of approximately 7.6 acres to the Town of Goshen for the best overall alignment of the new intersection.

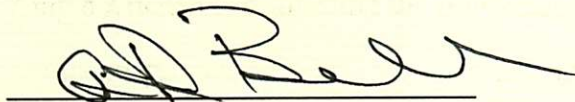
NYS ESD has realized the significant importance of the Amy's Kitchen proposed project establishment; and ESD has agreed to provide a Jobs Now Program Capital Grant of at least \$800,000 toward the expenses related to the proposed plant's construction costs (planned specific use by Amy's Kitchen to assist with the offset of the total costs for the new road intersection).

Amy's Kitchen is suggesting the following funding for the new road intersection:


• ESD	-	\$ 800,000
• Orange County IDA	-	\$ 500,000
• Amy's Kitchen	-	\$ <u>300,000</u>
Total		\$ 1,600,000 (based on current estimate)

In the event the Orange County IDA makes the decision to approve Amy's Kitchen's requested \$500,000 project expenditure, the Company will then be prepared to reactivate the scheduling for the meetings associated with the Orange County IDA Public Hearing for the 15-year PILOT, and the Town of Goshen's Planning Board for the beginning of the SEQRA process.

Sincerely Yours,



Andy Berliner
President/CEO



Mark Rudolph
CFO

cc: Laurie Villasuso – Orange County IDA
Steve Neuhaus – Orange County
Doug Bloomfield – Town of Goshen
Maureen Halahan – OCP
Mike Mullis – J. M. Mullis, Inc.

Echo Lake State/Town Roadwork Cost Estimate

Description	Unit	Unit Cost	Total Quantity	Total Cost
STATE CENTER				
Clear and Grade ROW	SF	\$ 0.80	53000	\$ 42,400.00
Cut and Chip Trees	AC	\$ 6,500.00	1.5	\$ 9,750.00
Stump removal and disposal	AC	\$ 4,500.00	1.5	\$ 6,750.00
Erosion Control	AC	\$ 3,200.00	1.5	\$ 4,800.00
Removal and Vegetative Restoration Existing Driveway	SY	\$ 15.00	1100	\$ 16,500.00
Shared Access Road				
Roadway Subbase (12" Course)	SY	\$ 15.50	1000	\$ 15,500.00
Asphalt Pavement (2" top)	SY	\$ 13.50	1000	\$ 13,500.00
Asphalt Pavement (3"course)	SY	\$ 20.50	1000	\$ 20,500.00
Asphalt Pavement (3.5"course)	SY	\$ 23.75	1000	\$ 23,750.00
Concrete Curbing	LF	\$ 30.00	700	\$ 21,000.00
Catch Basin	EA	\$ 3,500.00	4	\$ 14,000.00
Stormwater Pipe (HDPE - 18")	LF	\$ 68.00	400	\$ 27,200.00
Facility Driveway				
Roadway Subbase (12" Course)	SY	\$ 15.50	1945	\$ 30,147.50
Asphalt Pavement (2" top)	SY	\$ 13.50	1945	\$ 26,257.50
Asphalt Pavement (3"course)	SY	\$ 20.50	1945	\$ 39,872.50
Non-lined Drainage Channel	LF	\$ 12.00	700	\$ 8,400.00
<i>SUBTOTAL (State Center Work)</i>				\$ 320,327.50
TRAINING CENTER LANE				
Clear and Grade ROW	SF	\$ 0.80	15000	\$ 12,000.00
Roadway Subbase (12" Course)	SY	\$ 15.50	866	\$ 13,423.00
Asphalt Pavement (2" top)	SY	\$ 13.50	866	\$ 11,691.00
Asphalt Pavement (3"course)	SY	\$ 20.50	866	\$ 17,753.00
Asphalt Pavement (3.5"course)	SY	\$ 23.75	866	\$ 20,567.50
Concrete Curbing	LF	\$ 30.00	250	\$ 7,500.00
Non-lined Drainage Channel	LF	\$ 12.00	300	\$ 3,600.00
Stormwater Pipe (HDPE - 18")	LF	\$ 68.00	50	\$ 3,400.00
Erosion Control	AC	\$ 3,200.00	0.5	\$ 1,600.00
Removal and Vegetative Restoration Existing Roadway	SY	\$ 15.00	1100	\$ 16,500.00
<i>SUBTOTAL (Training Center Lane Work)</i>				\$ 108,034.50
Construction:				\$ 428,362.00
Engineering				\$ 51,403.44
Survey - Location-Topo				\$ 7,800.00
Survey - ROW Detrmination				\$ 2,600.00
Total Estimated Costs				\$ 479,765.44

TABLE E-1**AMY'S KITCHEN ACCESS IMPROVEMENTS****US ROUTE 6/NYS ROUTE 17M**
TOWN OF GOSHEN, NY

<u>PRELIMINARY BUDGET ESTIMATES (1,2)</u>				
		DESIGN (3)	CONSTRUCTION (4,5)	TOTAL
1)	NEW ACTUATED TRAFFIC SIGNAL	\$10,000	\$140,000	\$150,000
2)	ROUTE 17M LEFT TURN LANE	\$45,000	\$650,000	\$695,000
3)	ROUTE 17M RIGHT TURN LANE	\$15,000	\$150,000	\$165,000
4)	RELOCATION OF TRAINING CENTER LANE	\$6,000	\$100,000	\$106,000
TOTAL		\$76,000	\$1,040,000	\$1,116,000

NOTES:

- 1) BASED ON CONCEPT PLAN CP-1 DATED 1/9/14 DETAILED SURVEY & FINAL DESIGN WILL BE NEEDED TO PREPARE ACTUAL COST ESTIMATES.
- 2) BASED ON NYSDOT STANDARDS AND SPECIFICATIONS
- 3) DOES NOT INCLUDE SURVEY COSTS.
- 4) DOES NOT INCLUDE ANY RETAINING WALLS OR SPECIAL FEATURES OR ANY LAND ACQUISITION COSTS.
- 5) CONSTRUCTION COST INCLUDES ANTICIPATED STATE REQUIRED INSPECTION FEES.

Motion By: _____
Seconded By: _____

RESOLUTION
(Amy's Kitchen, Inc. Project)

A special meeting of the Orange County Industrial Development Agency held on February 20, 2014 at 10:00 a.m. (local time) at the Orange County Business Accelerator, 4 Crotty Lane, 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 Amy's Kitchen, Inc. (the "Company").

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT
AGENCY AUTHORIZING THE EXPENDITURE OF UP TO \$500,000 IN
INFRASTRUCTURE AND RELATED IMPROVEMENTS (AS DESCRIBED
BELOW) FOR THE BENEFIT OF THE AMY'S KITCHEN, INC. PROJECT
(AS DESCRIBED BELOW) AND SURROUNDING PROPERTIES

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, (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, by resolution adopted on January 15, 2014 (the "Initial Resolution"), the Agency accepted the application of **AMY'S KITCHEN, INC.** (the "Company"), for itself or on behalf of an entity to be formed, in connection with a certain project (the "Project") consisting of (i) the acquisition by the Agency of a leasehold interest in an aggregate approximately 200±-acres of land located on 41 Echo Lake Road (TMID No. 12-1-24.2) and 2832 St. Route 17M (TMID No. 12-1-23.2), in the Town of Goshen, Orange County, New York (collectively, the "Land"), (ii) the construction on the Land of an approximately 500,000 square foot manufacturing and food processing building and related improvements including, but not limited to, approximately 15,000 square feet of office and related space together with a conference center that will support annual gatherings for lectures on issues important to the Company and the community (the "Improvements"); and (iii) the acquisition and installation in, on and around the Improvements of certain items of equipment and other tangible personal property (collectively, the "Equipment" and, together with the Land and the Improvements, the "Facility"), all to be used by the Company as an organic and natural food manufacturing facility; and

WHEREAS, in order to ensure that the Project proceeds on a timely basis, it has been determined that it is necessary for the Agency to assist the Project by expending up to \$500,000

in roadway, infrastructure and related improvements to service the Project and surrounding properties, subject to the conditions set forth herein (the "Infrastructure Project").

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.

(E) The Agency ratifies all findings made in the Initial Resolution.

Section 2. The Agency hereby authorizes the expenditure of up to \$500,000 for the Infrastructure Project; the expenditure of such funds being conditioned upon receipt by the Company of other sources of financing for the Project, including, but not limited, financial assistance from the State, as outlined in the correspondence, dated February 13, 2014, from the Company to the Agency, and reasonable assurances from the Company that it will proceed with the Project and refund any money expended by the Agency for the Infrastructure Project in the event the Project is not completed.

Section 3. 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 4. 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:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Robert T. Armistead				
Mary Ellen Rogulski				
Russell O. Vernon				
Stephen Brescia				
John Steinberg, Jr.				
Henry VanLeeuwen				
Robert J. Schreibeis, Sr.				

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 20th day of February, 2014, 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
_____ day of February, 2014.

Stephen Brescia, Secretary