



MINUTES

February 23, 2021

STAFF

JOHN J. PISECK, JR.
Executive Director

STACEY J. HOLLERAN
Office Manager

VICTORIA L. ADAMS
Administration & Grant
Coordinator

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COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Herkimer County Industrial Development Agency Board of Directors Meeting

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, the Herkimer County Industrial Development Agency meeting of the Board of Directors was held Tuesday, February 23, 2021 at 8:00 AM electronically via conference call instead of a public meeting open for the public to attend in person. Members of the public were invited to listen to the meeting by calling (605) 313-6315 and entering access code 827250. The Agency also invited those interested in joining the meeting to join via Zoom conference, where the meeting could be heard by going to www.Zoom.com or dialing (929) 205-6099 and entering meeting ID 936 7200 0740 and passcode 838526.

After the Pledge of Allegiance, Chairman Vincent (Jim) Bono called the meeting to order at 8:00 AM.

The following members were present in person: Vincent (Jim) Bono, David Chlus, John Scarano, Catherine (Cate Ricci), Cory Albrecht, Michael Werenczak

The following members were present via phone: Ann Gaworecki. **Quorum Present.**

Members Absent: None

Staff Present: John Piseck, Stacey Holleran, Victoria Adams, Brian Mula

Also Present via Call-In: John Stephens, Bob Schrader, Ray Donley, Pete Campione, Bob Hollum, Mark Gaworecki, Iris Chen, Emilie Bolduc, Tennille Knoop, Assemblywoman Marianne Buttenschon, Assemblyman Brian Miller, Anthony Hallak

Mission Statement: Mr. Piseck read the Agency's Mission Statement

Minutes: The minutes of the January 26, 2021 regular meeting were offered for review. **John Scarano moved, seconded by Michael Werenczak to approve presented minutes. Motion carried with 7 Ayes and 0 Nays.**

Financial Reports: The following financial reports were offered for review and approval: 2021 January Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and PILOT totals. Mr. Piseck stated that any outstanding loans are being paid accordingly. Mr. Piseck continued by stating that the Agency is holding \$147,500 in funds that were committed to a project

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with Northern Safety prior to the requirement of Revolving Loan Funds being returned if unused. Mr. Hallak is looking into what can be done with the funds by way of loans or grants to businesses. He also informed the board that Victoria Adams has been added as a signatory on all bank accounts, and can now sign checks on behalf of the Agency. Updated signature cards are required to be signed by board members on the accounts. Two signatures are still required on outgoing checks. **Cate Ricci moved, seconded by John Scarano, to approve all financial reports as presented. Motion carried with 7 Ayes and 0 Nays.**

Office Manager Duties: Board members were provided a breakdown of the duties carried out by the office manager. Mr. Piseck stated that many of the responsibilities are time sensitive, and the list continues to grow as new projects are added.

Report of Operations and Accomplishments: Board members were provided with a draft report on operations and accomplishments for the 2020 fiscal year. The report is required as part of reporting made available to the Authorities Budget Office, and will be available on the Agency's website. **Michael Werenczak moved, seconded by Cory Albrecht, to approve the report as presented. Motion carried with 7 Ayes and 0 Nays.**

Authority Mission Statement & Performance Measurements: Board members were provided a draft report on the authority's mission statement & performances for the 2020 fiscal year. The report is required as part of reporting made available to the Authorities Budget Office, and will be available on the Agency's website. **John Scarano moved, seconded by Cate Ricci, to approve the report as presented. Motion carried with 7 Ayes and 0 Nays.**

Schuyler Business Park – Watermain/Road Extension: The Agency received a proposal from Delta Engineers to perform services at Schuyler Business Park, including but not limited to, the watermain and roadway extension. Mr. Piseck noted that he has a meeting with the Delta team every Friday morning to discuss progress at the park. **Cate Ricci moved, seconded by Cory Albrecht, to approve additional engineering services at Schuyler Business Park, to increase the amount payable by \$18,300. Motion carried with 7 Ayes and 0 Nays.**

Microenterprise Grant:

Adirondack Woodcraft Camps: The Agency received an application from Adirondack Woodcraft Camps for the Microenterprise Grant. The total project amount is \$17,626, and \$15,000 will be granted to purchase trail grooming equipment as well as additional equipment for their rock-climbing wall. The company will add two full-time equivalent positions. The application was approved by the RLF committee prior to the meeting. **Michael Werenczak moved, seconded by Cory Albrecht to approve the Microenterprise Grant application for Adirondack Woodcraft Camps in the amount of \$15,000. Motion carried with 6 Ayes, 0 Nays, and 1 Abstention (Gaworecki).**

Update: Victoria Adams provided an update on funds remaining in the Microenterprise Grant. She also informed board members of the total job commitments made by awarded businesses, and the progress business have made to reach their individual commitments. Eleven jobs have been committed to, and eleven jobs have been added. She also stated that there are sufficient funds in the Seward (2/2/2) program to support at least one application at this time.

Project Sky:

Application for Financial Assistance: The Agency received an application for financial assistance from "Project Sky." The business will be the first tenant of the business park expansion. They will be purchasing 49.7 acres to construct a warehouse of approximately 2000 square feet. **Cory Albrecht moved, seconded by David Chlus to approve the application for financial assistance for "Project Sky", as presented. Motion carried with 7 Ayes and 0 Nays.**

Inducement Resolution: An application for financial assistance was presented and accepted by the board for the construction of a new single-story distribution center at Schuyler Business Park. The project will include construction of all infrastructure, driveways, sidewalks, parking lot, and landscaping to service the building.

After further discussion, **John Scarano offered the following motion:**

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING "PROJECT SKY" (the "COMPANY"), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Cate Ricci, the motion carried with 7 Ayes and 0 Nays. The official resolution is attached to the original minutes.

Set Public Hearing: Mr. Piseck discussed the need for a public hearing for "Project Sky". The meeting will be scheduled via Zoom conference. **Cate Ricci moved, seconded by Michael Werenczak to approve the Agency to schedule a public hearing for "Project Sky." Motion carried with 7 Ayes and 0 Nays.**

Foothills Development, LLC. - Wilcor International, Inc.:

Application for Financial Assistance: The Agency received an application for financial assistance from Foothills Development, LLC as real estate company for Wilcor International, Inc. The company will be constructing an addition to their current facility of approximately 50,000 square feet. After being dislocated from their facility due to the Hospital construction in Downtown Utica, the company intended to leave the state of New York. Mr. Piseck stated how important it is to assist businesses which currently reside in Herkimer County. After brief discussion, **John Scarano moved, seconded by Michael Werenczak to approve the application for financial assistance from Foothills Development, LLC as real estate company for Wilcor International, Inc. which includes a deviated 15-year PILOT. The standard 1% project fee will be charged. Motion carried with 7 Ayes and 0 Nays.**

Inducement Resolution: An application for financial assistance was presented and accepted by the board for the construction of an addition to the current facility of Wilcor International, Inc.

After further discussion, **David Chlus offered the following motion:**

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING FOOTHILLS DEVELOPMENT, LLC (the "COMPANY), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Cory Albrecht, the motion carried with 7 Ayes and 0 Nays. The official resolution is attached to the original minutes.

Set Public Hearing: Mr. Piseck discussed the need for a public hearing for Foothills Development, LLC. The meeting will be scheduled via Zoom conference. **Cate Ricci moved, seconded by Michael Werenczak to approve the Agency to schedule a public hearing for the Wilcor International, Inc. project. Motion carried with 7 Ayes and 0 Nays.**

RemArms, LLC – Application for Financial Assistance: The Agency received an application for financial assistance from RemArms, LLC. The company will begin manufacturing firearms at the former Remington Arms site. The facility will be making pistols, rifles, and shotguns under the Remington brand, with a total of 200 employees to start producing at the facility. **Michael Werenczak moved, seconded by Cate Ricci to approve the application for financial assistance from RemArms, LLC. Motion carried with 7 Ayes and 0 Nays.**

Legislator Bob Hollum: Mr. Bono allowed Legislator Bob Hollum to comment on the RemArms project. Legislator Hollum thanked the Agency and noted how this project benefits not only his district, but the county as a whole.

Legislator John Stephens: Legislator Stephens was also given to opportunity to speak on the RemArms project. He reiterated thanks to the Agency and all involved, he noted his appreciation for the hard work to keep Ilion open.

Manheim Business Park: At the January 23, 2021 meeting of the board of directors, it was agreed upon that final decision need be made at the current meeting on how to proceed with Manheim Business Park. After some discussion, it was decided that Agency council would present the Town of Manheim with a letter of intent to move forward in marketing the property without the water and sewer district, due to the lack of action on the part of the Town of Manheim. The letter will be forwarded to the town board, Village of Dolgeville, and politicians within the district. **Michael Werenczak moved, seconded by Cate Ricci to approve the Agency to send a letter to the Town of Manheim separating itself from the water/sewer district project. Motion carried with 7 Ayes and 0 Nays.**

Detention Basin at Frankfort 5S North Business Park:

Transfer Title to Village of Frankfort: The detention basin at Frankfort 5S North Business Park has been cleaned out and needs to be turned over to the Village of Frankfort. **Cate Ricci moved, seconded by David Chlus to approve transferring title of the detention basin parcel at Frankfort 5S North Business Park to the Village of Frankfort. Motion carried with 7 Ayes and 0 Nays.**

Subdivision of parcels: In order to turn over the detention basin at Frankfort 5S North Business park, a resolution must be made approving the subdivision of parcels. **Michael Werenczak approved, seconded by Cate Ricci to approve the subdivision of parcels at Frankfort 5S North Business Park to turn the detention basin over to the Village of Frankfort. Motion carried with 7 Ayes and 0 Nays.**

Project Updates/Other Business:

Pitch Herkimer County: The Agency kicked off the Pitch Herkimer County contest. Anyone interested should contact the Agency for additional information.

Broadband Study: The broadband study has been funded 100% by grants. The Agency may need to pay for the study to be completed for Agency-specific parks.

Food Processing Study: The Agency is working with the county to submit a CDBG application for a food processing study to be conducted in the county.

HPK CDBG: The CDBG application for HPK Industries, Inc. was successful and the company has started the process of adding employees.

Turbo Machined Products CDBG: The CDBG project for Turbo Machined Products will be about half of what was originally expected; however, with the retention of ten jobs, and adding equipment, the company is still eligible to take advantage of the grant program.

Schuyler Business Park: Additional survey work is constantly required. Mr. Piseck noted the need to clean up the park further and make it more attractive to prospective developers.

Website: The Agency staff had a meeting with the website developer and will be seeking additional input from those interested as the project moves forward.

Agriculture: Mr. Piseck has a presentation on agriculture through Cornell Cooperative Extension of Herkimer County. He also is to present at an agriculture conference being held by NY State Senator Michelle Hinchey to promote Herkimer County's location and agriculture.

Duofold: The site has been added to the National Historic Registry, which allows a 40% tax credit on qualified rehabilitation expenses.

Brian Mula: Brian Mula will no longer be an employee at the Agency. Board members thanked him for his work at the Agency and wished him the best in future endeavors. Mr. Piseck stated that input for a replacement is welcome.

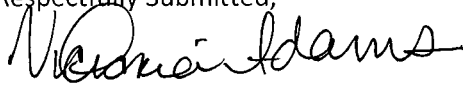
Eastern Mohawk Valley Water Transmission Main: The Agency received official confirmation from the state that the project will be moving forward.

Executive Session: Cate Ricci moved, seconded by John Scarano to enter into executive session 9:18 AM to discuss current litigation and developments of a potential project. Motion carried with 7 Ayes and 0 Nays. All board members, Anthony Hallak, John Piseck, Stacey Holleran, Victoria Adams, and Brian Mula were invited to stay.

David Chlus moved, seconded by Michael Werenczak to end executive session at 9:55 AM. Motion carried with 7 Ayes and 0 Nays.

Being no other business, Cate Ricci moved, seconded by Michael Werenczak to adjourn at 9:55 AM. Motion carried with 7 Ayes and 0 Nays.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Victoria Adams", written in a cursive style.

Victoria Adams

Administration & Grant Coordinator

INDUCEMENT RESOLUTION

At a special meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York, on February 23, 2021 at 8:00 A.M.

The meeting was called to order by the Chairman, and, upon the roll being called, the following were

PRESENT: Vincent (Jim) Bono, David Chlus, Catherine Ricci, John Scarano, Michael Werenczak, Cory Albrecht, Ann Gaworecki (electronically)

ALSO PRESENT: John Piseck, Stacey Holleran, Brian Mula
Anthony Hallak (electronically)

The following resolution was offered and seconded with the members voting:

AYE

NAY

All

None

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the “AGENCY”) TAKING OFFICIAL ACTION TOWARD APPOINTING NUDADEC, LLC (the “COMPANY), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, the Herkimer County Industrial Development Agency (the “Agency”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the “Act”) to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the “State”); to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to provide assistance in the construction and equipping of one or more “Projects” (as defined in the Act); and

WHEREAS, the Company has presented an application (the “Application”) to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the “Assistance”), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, and equipping of a distribution facility and office space located at Drive-In Road in the Town of Schuyler, Herkimer County, State of New York, known as part of Tax Map No. 105.3-1-3.2. The Project has an estimated cost of Fifteen Million and 00/100 Dollars (\$15,000,000.00) (the “Project Costs”); and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively “SEQR”), the Agency constitutes a State Agency; and

WHEREAS, the Agency has considered its environmental assessment form and related forms (the questionnaire submitted by the Company) the requisite criterion to determine whether the proposed action or the Project will have a significant effect on the environment; and

WHEREAS, if required by the Act, a public hearing will be duly noticed and had with respect to the Facility and the Assistance.

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

1. Based upon the application and other representations made by the Company to the Agency and the Agency's due deliberation, the Agency hereby makes the following findings and determinations:

A. The Facility constitutes a "Project" within the meaning of the Act.

B. The Assistance will induce the Company to locate the Facility in the County, thereby maintaining and increasing employment opportunities within the State of New York and otherwise furthering the proposes of the Agency as set forth in the Act.

C. Except as is permitted by law, the Facility 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 Facility 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 Facility located in the State.

2. The form and substance of the proposed agreement in substantially the draft form presented to this meeting between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to providing of the Assistance (the "Agreement") are hereby approved. The Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agreement in substantially the form presented to this meeting, with such changes in terms and form as the Chairman, Vice Chairman or the Executive Director shall approve. The execution thereof by the Chairman, Vice Chairman or Executive Director shall constitute conclusive evidence of such approval.

3. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company is hereby authorized to proceed with the acquisition, construction, equipping, and financing of the Facility and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company in accordance with the Agreement and where applicable its tenant or tenants, are appointed the true and lawful agents of the Agency (i) to acquire, construct, equip, and finance the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and the same validity as the Agency could do if acting in its own behalf.

5. This Project shall not proceed until it has conformed with all requirements of SEQR, conditions (if any) imposed by the Town of Schuyler, this Agency has received the Negative Declaration of the Town of Schuyler or County of Herkimer as Lead Agency in the SEQR process and the Company has provided sufficient proof of its ability to finance the Project.

A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours and notices of this negative declaration shall be filed, posted and published as shall be necessary to conform with the requirements of SEQR.

6. This Resolution shall take effect immediately.

STATE OF NEW YORK)
) ss.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on February 23, 2021 with the original thereof of file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the 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 and rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 23rd day of February, 2021.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Stacey Holleran
Stacey Holleran, Assistant Secretary

INDUCEMENT RESOLUTION

At a special meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York, on February 23, 2021 at 8:00 A.M.

The meeting was called to order by the Chairman, and, upon the roll being called, the following were

PRESENT: Vincent (Jim) Bono, David Chlus, Catherine Ricci, John Scarano, Michael Werenczak, Cory Albrecht, Ann Gaworecki (electronically)

ALSO PRESENT: John Piseck, Stacey Holleran, Brian Mula
Anthony Hallak (electronically)

The following resolution was offered and seconded with the members voting:

AYE

NAY

All

None

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the “AGENCY”) TAKING OFFICIAL ACTION TOWARD APPOINTING FOOTHILLS DEVELOPMENT, LLC (the “COMPANY), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, the Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the "Act") to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"); to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to provide assistance in the construction and equipping of one or more "Projects" (as defined in the Act); and

WHEREAS, the Company has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, and equipping of a 50,000 square foot addition to the warehouse and distribution facility and office space located at 161 Drive-In Road in the Town of Schuyler, Herkimer County, State of New York, known as Tax Map No. 105.3-2-1.1. The Project has an estimated cost of Five Million Two Hundred Eighty Nine Thousand and 00/100 Dollars (\$5,289,000.00) (the "Project Costs"); and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively "SEQR"), the Agency constitutes a State Agency; and

WHEREAS, the Agency has considered its environmental assessment form and related forms (the questionnaire submitted by the Company) the requisite criterion to determine whether the proposed action or the Project will have a significant effect on the environment; and

WHEREAS, if required by the Act, a public hearing will be duly noticed and had with respect to the Facility and the Assistance.

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

1. Based upon the application and other representations made by the Company to the Agency and the Agency's due deliberation, the Agency hereby makes the following findings and determinations:

A. The Facility constitutes a "Project" within the meaning of the Act.

B. The Assistance will induce the Company to locate the Facility in the County, thereby maintaining and increasing employment opportunities within the State of New York and otherwise furthering the proposes of the Agency as set forth in the Act.

C. Except as is permitted by law, the Facility 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 Facility 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 Facility located in the State.

2. The form and substance of the proposed agreement in substantially the draft form presented to this meeting between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to providing of the Assistance (the "Agreement") are hereby approved. The Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agreement in substantially the form presented to this meeting, with such changes in terms and form as the Chairman, Vice Chairman or the Executive Director shall approve. The execution thereof by the Chairman, Vice Chairman or Executive Director shall constitute conclusive evidence of such approval.

3. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company is hereby authorized to proceed with the acquisition, construction, equipping, and financing of the Facility and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company in accordance with the Agreement and where applicable its tenant or tenants, are appointed the true and lawful agents of the Agency (i) to acquire, construct, equip, and finance the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and the same validity as the Agency could do if acting in its own behalf.

5. This Project shall not proceed until it has conformed with all requirements of SEQR, conditions (if any) imposed by the Town of Schuyler, this Agency has received the Negative Declaration of the Town of Schuyler or County of Herkimer as Lead Agency in the SEQR process and the Company has provided sufficient proof of its ability to finance the Project.

A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours and notices of this negative declaration shall be filed, posted and published as shall be necessary to conform with the requirements of SEQR.

6. This Resolution shall take effect immediately.

STATE OF NEW YORK)
) ss.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on February 23, 2021 with the original thereof of file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the 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 and rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 23rd day of February, 2021.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Stacey Holleran
Stacey Holleran, Assistant Secretary
