



MINUTES

June 28, 2022

**Herkimer County Industrial Development Agency Board of Directors
and Audit Committee Meeting**

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

STACEY J. HOLLERAN
Chief Financial Officer

VICTORIA L. ADAMS
Administration & Grant
Coordinator

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

CORY ALBRECHT
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors along with a meeting of the Audit Committee on Tuesday, June 28, 2022 at 8:00 AM. The meeting was held electronically via zoom conference as well as a public meeting open for the public to attend in person. Members of the public were invited to join the meeting virtually by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID: 815 8747 1639 and passcode: 059779. Members of the public were invited to attend the meeting in person in the Herkimer County Chamber of Commerce conference room at 420 E. German Street, Herkimer, NY 13350.

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 and answered the roll call: Vincent (Jim) Bono, Cory Albrecht, Michael Werenczak, John Scarano, and Tim Day. **Quorum Present**

Members Absent: Ann Gaworecki

Staff Present: John Piseck, Stacey Holleran, Victoria Adams, Ryan Palmiotto

Also Present in Person: Herkimer County Legislators: John Stephens, Bob Hollum, Robert Schrader; Bernard Peplinski; Anthony Hallak.

Also Present Virtually: James Wallace; Assemblyman Robert Smullen; Susan Jaquish on behalf of Assemblyman Brian Miller; Traci Delore; Travis Phillips.

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

Audit Committee Meeting: Chairman Vincent (Jim) Bono called the Audit Committee meeting to order at 8:02 AM.

NYS Comptroller Audit Response: The Agency was recently audited by the NYS Office of the State Comptroller regarding project approval and monitoring processes. The Agency is required to submit a written response and corrective action plan for the key findings of the audit. The Agency's written response and corrective action plan was provided to board members for their review and approval via email prior to its submittal on June 9th, 2022. The response was presented at the meeting to ratify the submittal with an official resolution authorizing the response. After discussion, **John Scarano moved, seconded by Michael Werenczak to authorize the Agency to submit the written response and corrective action plan to the Project Approval**

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and Monitoring audit conducted by the NYS Office of the State Comptroller, as presented. Motion carried with 5 ayes and 0 nays. Resolution: 062822-01
The official response is attached to the original minutes

John Scarano moved, seconded by Michael Werenczak to adjourn the Audit Committee meeting at 8:05 AM. Motion carried with 5 ayes and 0 nays.

Minutes: The minutes of the May 24, 2022 regular meeting were offered for review. **Cory Albrecht moved, seconded by Tim Day, to approve the minutes as presented. Motion carried with 5 ayes and 0 nays.**

Financial Reports: The following financial reports were offered for review and approval: May 2022 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, SBP Mortgage, and PILOT report. Mr. Piseck stated that all outstanding loans are being paid accordingly; the Agency is in good financial position and doing well with the budget. He stated that there will be additional costs incurred for marketing and property maintenance in the coming months. **Tim Day moved, seconded by Cory Albrecht to approve all financial reports as presented. Motion carried with 5 ayes and 0 nays.**

Small Business Loan/Grant Funds:

CDBG CARES Update: Victoria Adams announced that Herkimer County was awarded \$500,000 in funding through the NYS Office of Homes and Community Renewal Community Development Block Grant program to provide relief to small businesses that have been impacted by COVID-19. Business can request funding for expenses as far back as March 2020, and amounts will range between \$25,000 and \$100,000.

Seward 2/2/2 Update: Victoria Adams provided an update on the small business Seward Revolving Loan Fund. She stated that two businesses are scheduled to close on their loan/grants by weeks end. The balance of the account after the two disbursements will not be enough to support an application at this time.

Marketing Update: Ryan Palmiotto provided a handout to board members charting social media engagement rates since January. He stated that the Agency's engagement rate is high. Additionally, he provided a "for sale" ad he created for the CNY Business Journal for a 15-acre site available at Schuyler Business Park. Finally, he showed a cut-sheet he created to possibly attract a convenience store type of business to Schuyler Business Park. Mr. Piseck stated that an updated traffic study has been completed.

Manheim Business Park:

Update: Mr. Piseck stated that he attended a meeting of the Herkimer County Legislature to present on additional infrastructure needs for the park. The Agency has received upwards of four million dollars in grant funding; however, there will be a shortfall of funding to provide water and sewer to the park. Mr. Piseck's request was passed by the Ways and Means Committee and the Planning and Development Committee. He is confident the request will be passed fully at the next meeting of the Legislature. This collaboration will allow the Agency to move forward with the development of the site.

Delta Engineering – Water and Sewer Main Extensions: The Agency received a proposal from Delta Engineers to provide professional engineering services for the extension of water and sewer mains in

the Village of Dolgeville in order to construct a water tower in the Manheim Business Park at a cost not to exceed \$45,800. **Cory Albrecht moved, seconded by Michael Werenczak to authorize Delta Engineering to provide professional engineering services for the extension of water and sewer mains in the Village of Dolgeville at a cost not to exceed \$45,800. Motion carried with 5 ayes and 0 nays.**

Resolution: 062822-02.

Park Design: Mr. Piseck requested funding to assist with the overall design of the Manheim Business Park. He stated that the financial assistance would speed up the process by allowing the Agency to directly work with a design firm. **John Scarano moved, seconded by Cory Albrecht to authorize the Agency to directly invest \$50,000 into the design of Manheim Business Park. Members voted as follows:** *Resolution: 062822-03*

Vincent Jim Bono	VOTING	YES
Cory Albrecht	VOTING	YES
Tim Day	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	ABSENT

Schuyler Business Park: Mr. Piseck recently met with the Mohawk Valley Water Authority to discuss the type of piping material to be used. Plastic pipe may be used instead of ductile. Additional updates will be provided as they become available.

Roads B & C Construction: With additional support from Herkimer County, the Agency can move forward with the construction of roads "B" & "C" at Schuyler Business Park. The Agency received a bid from Lan-Co Companies, Inc to construct both roads at a cost not to exceed \$1,430,750. **After discussion, John Scarano moved, seconded by Cory Albrecht to Lan-Co Companies to construct roads "B" and "C" at Schuyler Business Park at a cost not to exceed \$1,430,750. Members voted as follows:** *Resolution: 062822-04*

Vincent Jim Bono	VOTING	YES
Cory Albrecht	VOTING	YES
Tim Day	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	ABSENT

Lan-Co Change Order, Kenneth Dodge Drive: The Agency received a change order request from Lan-Co Companies for additional materials and work required at Kenneth Dodge Drive. **Tim Day moved, seconded by Michael Werenczak to authorize the Lan-Co Companies change order in the amount of \$11,810. Motion carried with 5 ayes and 0 nays.** *Resolution: 062822-05*

15-Acre Parcel Division: Mr. Piseck has had ongoing conversations with a potential developer in Schuyler Business Park, a high-tech facility in need of 5 acres. He requested input from the board on possibly subdividing the existing 15-acre parcel to accommodate a smaller facility. It was noted that this would be additional work for Agency counsel. After discussion, **Cory Albrecht moved, seconded by Michael Werenczak to authorize the subdivision of the 15-acre parcel at Schuyler Business Park, if required by the developer in order for the proposed project to move forward.** *Resolution: 062822-06*

Schuyler Property:

Tim Abel – SHPO Phase IA & IB: The Agency received a proposal from Timothy Abel, PhD, to complete a Phase IA and Phase IB archaeological investigation on parcels of interest located in the Town of Schuyler at a cost not to exceed \$10,800. **Tim Day moved, seconded by John Scarano to authorize Timothy Abel to conduct Phase IA and Phase IB archaeological investigations on parcels of interest located in the Town of Schuyler at a cost not to exceed \$10,800. Motion carried with 5 ayes and 0 nays. Resolution: 062822-07**

HRP Associates: Phase II ESA: The Agency received a proposal from HRP Associates to conduct a Phase II Environmental Site Assessment on parcels of interest located in the Town of Schuyler at a cost not to exceed \$12,895. **John Scarano moved, seconded by Tim Day to authorize HRP Associates to conduct a Phase II Environmental Site Assessment on parcels of interest located in the Town of Schuyler at a cost not to exceed \$12,895. Motion carried with 5 ayes and 0 nays. Resolution: 062822-08**

Former Chips Gas Station: Board members were provided a draft environmental investigation agreement received from Herkimer County allowing the Agency temporary access to the site to conduct the necessary environmental assessments. Attorney Anthony Hallak stated that he did have comments and would work with the county attorney on those suggested edits. After discussion, **Cory Albrecht moved, seconded by John Scarano to authorize the Agency to enter into an agreement with Herkimer County to gain temporary ownership of the Former Chips Gas Station site, contingent upon edits being made by Agency counsel. Motion carried with 5 ayes and 0 nays. Resolution: 062822-09**

Eastern Mohawk Valley Water Transmission Line: As the lead Agency for the Eastern Mohawk Valley Water Transmission Line, a resolution authorizing the CEO to apply for and accept grant funding was provided to the Board of Directors.

After review and discussion, **Tim Day made the following motion:**

RESOLUTION TAKING OFFICIAL ACTION TOWARD AUTHORIZING CHIEF EXECUTIVE OFFICER TO APPLY FOR AND ACCEPT A GRANT FOR THE EASTERN MOHAWK VALLEY WATER TRANSMISSION MAIN PROJECT AND TO AUTHORIZE PAYMENT AND THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT AND APPLICATION WITH RESPECT TO SUCH TRANSACTION.

Seconded by Cory Albrecht, the motion carried, with members voting as follows:

Vincent Jim Bono	VOTING	YES
Cory Albrecht	VOTING	YES
Tim Day	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	ABSENT

The official resolution is attached to the original minutes. *Resolution: 062822-10*

Placer AI Software with Mohawk Valley EDGE: The Agency will work with Mohawk Valley EDGE and other partners to acquire a software package that will allow the Agency and its partners to view various markets and their respective trends throughout our county and surrounding areas. The analysis platform will instantly generate insights into any geographical area to understand drivers of success. **Cory Albrecht moved, seconded by Michael Werenczak to authorize the Agency to partner with Mohawk Valley EDGE to acquire Placer AI Software at a cost not to exceed \$5,000. Motion carried with 5 ayes and 0 nays. Resolution: 062822-11**

Hodgson Russ – Legal Representation, Solar Project: The Agency received a letter of engagement from Hodson Russ in reference to legal representation for the proposed Columbia Solar Energy Project. The project will be the largest of its kind in New York State. All legal expenses will be the responsibility of the developer. **John Scarano moved, seconded by Cory Albrecht to authorize Hodson Russ to be legal representative to the Agency in connection with the Columbia Solar Energy Center, LLC project. Resolution: 062822-12**

John Stephens and Bernard Peplinski exited the meeting at 9:00 AM.

Business Support for Towns of Webb & Ohio: Mr. Piseck stated that additional support is needed in the Towns of Webb and Ohio to support small and start up businesses with development assistance including but not limited to potential loan and/or grant opportunities. He recommended a one-year trial contract with the Adirondack Economic Development Corporation (AEDC) to provide assistance where the Agency does not have as much manpower. **Tim Day moved, seconded by Cory Albrecht to authorize the Agency to enter into a one-year trial contract with the Adirondack Economic Development Corporation for additional business support in the north-country of Herkimer County at a cost not to exceed \$5,000. Motion carried with 5 ayes and 0 nays. Resolution 062822-13**

Alternatives for Smaller Projects: Mr. Piseck requested board members discuss the potential for alternatives for smaller IDA projects. He stated that some projects are too small to benefit from IDA benefits due to the costs involved such as the IDA project fee of 1% and attorney fees. There was some discussion on the topic. Attorney Anthony Hallak expressed his concerns to ensure consistency throughout all projects. Board members recommended Mr. Piseck outline additional details to continue the discussion.

Mr. Bono welcomed comments from elected officials and attending legislators.

Legislator Hollum: Keep up the great work

Project Updates/Other Business:

Budget Workshop Orientation Training (No Voting): Mr. Piseck stated that the Agency will be scheduling a budget workshop for board members and staff to discuss the Agency's 2023 budget. With another new board member, it is important to have discussions well in advance of budget submittal. No voting or other business matters will be discussed at any time during the workshop.

Duofold: Representatives from a marketing agency will be visiting the Duofold site on July 27/28. They will provide insight as to what types of businesses should go where throughout the facility.

Brownfields Conference 2022: Mr. Piseck will be attending the National Brownfields Training Conference in August. He will be a speaker at the event and will present on the Duofold site. National Grid is covering half of travel expenses.

Fuzehub Event – Vitality in the Valley: The recent event was the most successful and largest attended event Fuzehub has organized. Mr. Albrecht stated that he was very pleased with the event and is glad to be number one.

Mohawk Valley Brownfield Summit: The Agency has requested to host the 2023 Mohawk Valley Brownfield Developers Summit at Herkimer College.

Food Processing Study: The recent public participation session went very well. The Agency will provide the final study once it is received.

Village of Dolgeville BOA: The project is moving ahead and will be completed by the end of the year.

Russell Farm: Mr. Piseck is having ongoing discussions regarding the water and sewer and what type of material the pipe will be made of. Additional updates will be provided as they become available.

Professional Development, Quickbooks: Agency staff has been working with a Senior Accountant, separate from the Agency's audit team, at Bowers & Company to assist with general Quickbooks questions.

ClearPath Energy, LLC: Attorney Anthony Hallak reached out to the developer to follow up on the project. They have paid Agency fees. Additional updates will be provided as they become available.

UTEP for Solar Projects (Battery Backup and Substations): The Agency is in need of an additional policy regarding battery backup and substations related to solar projects.

Water Transmission Line CDBG: The Agency is moving ahead with a CDBG application for \$1,250,000 to purchase pipe for the project.

Masonic Building: Attorney Anthony Hallak has not been in contact with the owner, he will reach out.

Zoning CDBG: The Agency is moving ahead with a CDBG application to request funding to update zoning maps throughout the county's 30 municipalities. Letters of support from municipalities have been requested and received.

Tim Day moved, seconded by Michael Werenczak to enter into executive session at 9:22 AM to discuss the potential acquisition of property. Motion carried with 5 ayes and 0 nays. All board members; Legislators: Hollum, and Schrader; Anthony Hallak, John Piseck, Stacey Holleran, Victoria Adams, and Ryan Palmiotto were invited to stay.

Tim Day moved, seconded by John Scarano to end executive session at 9:26 AM. Motion carried with 5 ayes and 0 nays.

Being no other business, Tim Day moved, seconded by John Scarano to adjourn at 9:27 AM. Motion carried with 5 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



June 9, 2022

Via email Muni-Syracuse@osc.state.ny.us and caps@osc.state.ny.us

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

STACEY J. HOLLERAN
Chief Financial Officer

VICTORIA L. ADAMS
Administration & Grant
Coordinator

RYAN A. PALMIOTTO
Marketing & Communications
Specialist

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

CORY ALBRECHT
Director

CATHERINE RICCI
Director

ANN GAWORECKI
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Ms. Rebecca Wilcox, Chief Examiner
Syracuse Regional Office
Office of the State Comptroller
Division of Local Governments and School Accountability
State Office Building, Room 409
333 E. Washington Street
Syracuse, NY 13202-1428

RE: Audit Report Title: Project Approval and Monitoring Draft Report of Examination
Audit Report Number: 2022M-28

Please consider this the Agency's written response and corrective action plan to the subject audit.

We are agreement with the first two key findings included in the draft report. We respectfully disagree with the third finding which states the sales tax exemption amount exceeded its authorized exemption amount by \$6,155. The NYS Form ST-60 requests an **estimated** value of New York State and Local sales and use tax exemption; therefore, the best estimated value was used at the time of the issuance of the ST-60. Since the form requests an **estimated** value, it seems ambiguous to claim the company exceeded the amount.

For each recommendation included in the audit report, the following is our corrective actions taken or proposed.

1. Audit Recommendation:

- Ensure project application information is supported by adequate documentation and complete CBAs before approving projects.

Implementation Plan of Action:

- The following items have been added to the IDA application: Provide supporting documentation such as detailed site plans, construction budgets or contractor estimates for capital investment and supporting documentation such as NYS-45 to verify current employment. IDA officials will be responsible to ensure all information is included prior to board review and consideration.
- The application has been revised to request information needed to complete a detailed CBA. During the audit field work, the Agency purchased third party CBA software to evaluate projects in more detail. A copy of the completed CBA will be

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prepared by IDA officials a copy will be provided to the Board with each completed application. This will provide essential information to compare the benefits to costs.

Implementation Date: Implemented 2/1/2022

Person Responsible for Implementation: Piseck/Holleran

2. Audit Recommendation:

- Recapture sales tax exemption benefits that exceed amounts authorized

Implementation Plan of Action:

- The NYS ST-60 form requests an **estimated** value of New York State and local sales and use tax exemption. The best estimated value was used at the time of the issuance of the ST-60. Since the form requests an **estimated** value, it seems ambiguous to claim the company exceeded the amount. HPK manufactures personal protective equipment and was expanding its manufacturing in the height of the COVID 19 pandemic. The company's main focus was to get product out the door at that crucial time. Since there is not a definitive threshold on the NYS ST-60 form, our Agency does not agree that recapture of \$6,155 is warranted for the HPK project referenced in the key findings.
- Going forward, annually (February-March) the IDA officials will prepare a comparison report (sales tax exemptions taken to amounts allowed). This report will be provided to the Board to consider whether or not recapture of excessive sales tax exemptions from the project should be pursued.
- IDA officials will closely monitor and request sales tax exemption reports on a quarterly basis during the exemption period for all projects.

Implementation Date: Implemented June 2022

Person Responsible for Implementation: Piseck/Holleran

Signed:



Vincent J. Bono, Chairman
Chairman

copy by email:
John Piseck, Jr., CEO



RESOLUTION
EASTERN MOHAWK VALLEY WATER TRANSMISSION MAIN PROJECT

A regular meeting of the Herkimer County Industrial Development Agency (the “Agency”) was convened at the Herkimer County Chamber of Commerce Conference Room at 420 E. German Street, Herkimer, New York, on June 28, 2022 at 8:00 o’clock a.m., local time.

The meeting was called to order by the Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Vincent James Bono	Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Cory Albrecht	Member
Tim Day	Member

ABSENT: Ann Gaworecki Director

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Stacey Holleran	Chief Financial Officer
Victoria Adams	Administration & Grant Coordinator
Ryan Palmiotto	Marketing & Communications Specialist
Anthony Hallak, Esq.	Agency Counsel

The following resolution was offered by Tim Day, seconded by Cory Albrecht, to wit:

Resolution No. 062822-10

RESOLUTION TAKING OFFICIAL ACTION TOWARD AUTHORIZING CHIEF EXECUTIVE OFFICER TO APPLY FOR AND ACCEPT A GRANT FOR THE EASTERN MOHAWK VALLEY WATER TRANSMISSION MAIN PROJECT AND TO AUTHORIZE PAYMENT AND THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT AND APPLICATION WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Herkimer County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 410 of 1970 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 410 of the 1970 Laws of New York, as amended, constituting Section 898 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving,

maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, among others, for the purpose of promoting, attracting and 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, 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 construct, reconstruction and installation of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Agency proposes to assist in the acquisition, construction, reconstruction, equipping and financing of water and sewer facilities connection five (5) communities in the County of Herkimer (the “Project”); and

WHEREAS, the Agency is eligible to apply for an infrastructure grant from the New York State Environmental Facilities Corporation (“EFC”) for the Project; and

WHEREAS, the Agency has authorized the undertaking of the Project by Resolution dated May 28, 2019; and

WHEREAS, the Agency estimates current project expenditures and costs of \$23,897,000.00 and, as adjusted for inflation and delays, a maximum total project cost of \$30,000,000.00; and

WHEREAS, the Agency has sought out and secured the following additional source of grant money, to wit:

NYS Dept. of State Municipal Restructuring Fund:	\$3,102,500.00
Northern Border Regional Commission:	\$1,000,000.00
FY22 Congressionally Directed Spending:	\$500,000.00

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

Section 1. The Agency has reviewed the EFC Application and hereby makes the following findings and determinations with respect to the Project:

(A) Based on a preliminary review of the Application and subject to further review by the Agency staff and Counsel, the Project constitutes a “project” within the meaning of the Act; and

(B) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility

located in the State of New York; and

(C) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Herkimer County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act.

Section 2. That the Chief Executive Officer of the Agency, John J. Piseck, Jr., is hereby authorized to apply for and accept on behalf of the Agency an IMG Grant for up to a maximum amount of \$7,718,800.00 from the EFC for the Project.

Section 3. That the Agency hereby authorizes the Project at a minimum total cost of [\$23,897,000.00 or revised amount] and utilizes the grant monies toward the Project with any shortfall, after grants, being provided by third-party governing municipalities.

Section 4. That the Agency shall assist in financing the balance of the Project with debt issued by third-party governing municipalities and will require those municipalities (to wit: Village of Ilion, Village of Herkimer, Village of Frankfort, Town of Schuyler and Town of Herkimer) to adopt their own bonding resolution no later than six months from the date of any grant award to the Agency.

Section 5. The law firm of Felt Evans, LLP is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 6. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution, submit a grant application, execute a funding agreement with EFC and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 7. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Vincent Jim Bono	VOTING	<u>yes</u>
Cory Albrecht	VOTING	<u>yes</u>
John Scarano	VOTING	<u>yes</u>
Michael Werenczak	VOTING	<u>yes</u>
Ann Gaworecki	VOTING	<u>absent</u>
Tim Day	VOTING	<u>yes</u>

The foregoing Resolution was thereupon declared duly adopted.

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

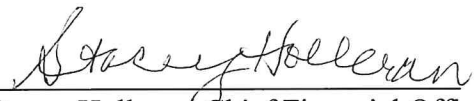
I, the undersigned (Assistant) Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on June 28, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 28th day of June, 2022.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



Stacey Holleran, Chief Financial Officer