



STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office
Assistant

ERIN E. SPINA
Marketing & Communications
Specialist

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

CORY ALBRECHT
Vice Chairman

JOHN SCARANO
Secretary

ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES

November 26, 2024

Herkimer County Industrial Development Agency Board of Directors Meeting

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors, on Tuesday, November 26, 2024 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: 875-6466-4800 and passcode: 402411. 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 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, Ann Gaworecki, Tim Day, and Alana Basloe. (5) **Quorum present.**

Members Absent: John Scarano

Staff Present: John Piseck, Victoria Adams, Jennifer Young and Erin Spina.

Also Present in Person: Greg Malta, Herkimer County Legislator.

Also Present Virtually: James Corl, Senator Walczyk's Office; Elaine Sperbeck, City of Little Falls Resident; Mike Decker, Anthony Hallak, Felt Evans, LLP; and Shannon Wagner, Hodgson Russ, LLP.

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

Minutes:

October 29, 2024 - Regular Board Meeting: The minutes of the October 29, 2024 regular meeting were offered for review. **Tim Day moved, seconded by Alana Basloe to approve the minutes as presented. The motion carried with 5 ayes and 0 nays.**

Financial Reports:

October Financial Reports: The following financial reports were offered for review and approval: October 2024 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment

420 E. German Street, Box 1 Suite 101A, Herkimer, NY 13350 315-866-3000

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status, and the SBP Mortgage. Mr. Piseck stated that all payments have been made on time. The Agency continues to move various projects forward and is in a good financial standing. **Tim Day moved, seconded by Cory Albrecht to approve all financial reports as presented. The motion carried with 5 ayes and 0 nays.**

Herkimer County Microenterprise Grant:

Update: Jennifer Young provided the board with an update on the microenterprise grant.

Marketing Update: Erin Spina presented to the board the marketing update for November. The presentation included marketing materials for current grants, the NYSEDC Conference, maps created for the Herkimer BOA & RemArms facility with the Agency's QR code, and a photo from the Warrior Solar Ribbon Cutting.

Turbo Machined Products:

Application for Financial Assistance & Cost Benefit Analysis: The Agency received an application for financial assistance from Turbo Machined Products to construct a 7,200 square foot addition to their current manufacturing facility located in Frankfort, NY. Following review and discussion, **Cory Albrecht moved, seconded by Tim Day to approve the application for financial assistance for Turbo Machined Products as presented. The motion carried with 5 ayes and 0 nays.**

Resolution: 112624-01

Inducement Resolution: The board was presented with an inducement resolution prior to the meeting. Upon review and discussion, **Alana Basloe made the following motion;**

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING TURBO MACHINED PRODUCTS, 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 AND PROJECT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Tim Day, the motion carried with 5 ayes and 0 nays. The official resolution is attached to the original minutes.

Resolution: 112624-02

Set Public Hearing: Mr. Piseck requested the board provide authorization to move forward with a public hearing for Turbo Machined Products. The public hearing will be held in the Village of Frankfort. **Cory Albrecht moved, seconded by Alana Basloe to approve scheduling the public hearing to be held in the Village of Frankfort. The motion carried with 5 ayes and 0 nays.**

Resolution: 112624-03

JBF Stainless: Agency counsel provided an update to the board. This item was for discussion only.

SunEast Flat Hill (Flat Hill Solar, NY, LLC.): Agency counsel provided an update to the board. This item was for discussion only.

Schuyler Business Park Entrance – Delta Proposal: The board was provided a proposal from Delta Engineers for work needed to the Schuyler Business Park entrance in the amount of \$181,760.00. Following review and discussion, **Cory Albrecht moved, seconded by Tim Day, to authorize the Agency to enter into contact with Delta Engineers for work on the Schuyler Business Park Entrance in the amount not to exceed \$181,760.00. The motion carried with 5 ayes and 0 naves.**

Resolution: 112624-04

Charlestown Mall:

Non-disclosure Agreement: The board was presented with a non-disclosure agreement from New York State Energy Research and Development (NYSERDA) regarding the Charlestown Mall project. Following review, **Tim Day, seconded by Alana Basloe, to authorize Mr. Piseck entering into a non-disclosure agreement with NYSERDA for the Charlestown Mall project. The motion carried with 5 ayes and 0 naves.**

Resolution: 112624-05

Memorandum of Understanding: The board was presented with a Memorandum of Understanding between the Herkimer County Industrial Development Agency and New York State Energy Research and Development Authority (NYSERDA) and the Herkimer Local Development Corporation. Following review, **Cory Albrecht moved, seconded by Tim Day, to authorize the Agency to enter into a Memorandum of Understanding with NYSERDA and the Herkimer Local Development Corporation for the Charlestown Mall project. The motion carried with 5 ayes and 0 naves.**

Resolution: 112624-06

Authorizing Resolution: Prior to the meeting, the board was provided a drafted approving resolution for execution of the Memorandum of Understanding and other related documents with New York State Energy Research & Development (NYSERDA) for the Charlestown Mall project. Following review, **Tim Day made the following motion;**

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MEMORANDUM OF UNDERSTANDING, AND RELATED DOCUMENTS, WITH THE NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“NYSERDA”) FOR THE COMPLETION OF A FEASIBILITY ASSESSMENT.

Seconded by Alana Basloe, the motion carried with 5 ayes and 0 naves. The official resolution is attached to the original minutes.

Resolution: 112624-07

Comments welcomed from elected officials.

James Corl, Senator Walczyk’s office, made comment that the Senator will be returning stateside in December and will ensure a meeting is placed on the books once he returns.

Project Updates:

- Duofold
- Chamber of Commerce Sponsorship
- Housing Study – Extension Request was submitted and approved
- EPA Coalition Grant
- NOFO Grant – Submitted last week
- Ilion NY Forward - Presentation Completed
- NYSERDA Marketing Program is promoting the remaining 60 acres in the Schuyler Business Park
- Village of Herkimer BOA Meeting – December 4th at 5:00 PM
- Daneli Training – Last Session for 2024 will be December 17th
- Brownfield Developer Summit – April 29-30 at Herkimer College
- Manheim Business Park Water Tower – Requested an Increase in the PIF agreement with the County due to project changes
- Chips Service Station – Demo to begin the week of the 12th
- RemArms – Potential Development Meeting with Jeff Janiszewski from ESD next week
- December 9th- Meeting with SHPO
- ELG Utica Alloys – building is currently listed for sale

Being no other business, Tim Day moved, seconded by Cory Albrecht to adjourn at 8:46 AM. The motion carried with 5 ayes and 0 nays.

Respectfully Submitted,



Jennifer Young
Administrative Assistant

INDUCEMENT RESOLUTION

Resolution: 112624-02

At a regular meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York on November 26, 2024 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 J. Bono, Cory Albrecht, Ann Gaworecki, Timothy Day and Alana Basloe

ABSENT: John Scarano

ALSO PRESENT: John Piseck, Victoria Adams, Jennifer Young, Erin Spina and Anthony Hallak

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 TURBO MACHINED PRODUCTS, 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 AND PROJECT 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 of 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 renovation, construction, and equipping of a 7,200 square foot manufacturing facility and office space located at 102 Industrial Drive in the Town of Frankfort, Herkimer County, State of New York, known as Tax Map No. 112.74-1-59.2. The Project has an estimated cost of Five Million Two Hundred Twenty Three Thousand Thirty Four and /100 Dollars (\$5,223,034.00) (the "Project Costs"); and

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

WHEREAS, the Project should receive Financial Assistance in the form of exemptions from sales tax, mortgage tax and real property tax abatement based on the description of public benefits to occur as a result of the Project as described in a cost benefit analysis performed by the Agency and failure by the Company to meet the expected public benefits will result in a recapture event; 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 purposes 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 Chief Executive Officer 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 Chief Executive Officer shall approve. The execution thereof by the Chairman, Vice Chairman or Chief Executive Officer 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 Frankfort, this Agency has adopted the Negative Declaration of the Town of Frankfort 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 November 26, 2024 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 26th day of November, 2024.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Victoria Adams
Victoria Adams, Assistant Secretary



**HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVAL RESOLUTION NYSERDA DOCUMENTS - 2024**

A regular meeting of Herkimer County Industrial Development Agency (the “Agency”) was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on November 26, 2024 at 8:00 o’clock a.m., local time.

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

PRESENT:

Vincent J. Bono	Chairman
Cory Albrecht	Vice Chairman
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

John Scarano	Secretary
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Erin E. Spina	Marketing & Communications Specialist
Anthony Hallak, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel

The following resolution was offered by Tim Day, seconded by Alana Basloe, to wit:

Resolution No. 112624-07

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MEMORANDUM OF UNDERSTANDING, AND RELATED DOCUMENTS, WITH THE NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“NYSERDA”) FOR THE COMPLETION OF A FEASIBILITY ASSESSMENT.

WHEREAS, Herkimer County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 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 commercial 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 acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) 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, under the Act, to accomplish its stated purposes, the Agency is further authorized to enter into contracts and agreements; and

WHEREAS, the Agency desires to coordinate the development of a Qualified Energy Storage System Project (the "Project") on and around real property located in the Town of Frankfort, Herkimer County, New York (the "Property"); and

WHEREAS, the Agency nominated the Property as a potential "build-ready site" pursuant to Section 1901 of the Public Authorities Law of the State of New York (the "PAL"); and

WHEREAS, in connection with the Agency's nomination, the Agency has engaged in discussions with New York State Energy Research and Development Authority ("NYSERDA") and the Herkimer Local Development Corporation (the "HLDC") regarding the assessment of the Property to determine its eligibility as a "build-ready site" (as such quoted term is defined in the PAL); and

WHEREAS, to complete the assessment of the Property, the Agency desires to enter into a memorandum of understanding (the "Memorandum," a copy of which has been presented to the members of the Agency at this meeting), pursuant to which the Agency will cooperate with NYSERDA and the HLDC to conduct various due diligence tasks to determine the feasibility of the Project including: (A) completing certain environmental site assessments, (B) seeking environmental permits or assurances from the United States Environmental Protection Agency and/or the New York State Department of Environmental Conservation, (C) reviewing information related to the tax and foreclosure status of the Property, and (D) various related tasks; and

WHEREAS, NYSERDA requires that the Memorandum be subject to a confidentiality agreement (the "Confidentiality Agreement," a copy of which has been presented to the members of the Agency at this meeting) (the Memorandum and the Confidentiality Agreement are hereinafter, collectively, referred to as the "NYSERDA Documents"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the NYSERDA Documents; and

WHEREAS, pursuant to SEQRA, the Agency has examined the NYSERDA Documents in order to make a determination as to whether the execution and delivery of the NYSERDA Documents is subject to SEQRA, and it appears that the execution and delivery of the NYSERDA Documents constitutes a Type II action under SEQRA; and

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

Section 1. Based upon an examination of the NYSERDA Documents, the Agency hereby determines that the execution and delivery of the NYSERDA Documents constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the NYSERDA Documents.

Section 2. The Agency has reviewed the NYSERDA Documents and the Project and hereby makes the following findings and determinations with respect to the NYSERDA Documents and the Project:

(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;

(B) The Project constitutes a "project," as such term is defined in the Act; and

(C) It is desirable and in the public interest for the Agency to review the feasibility of the Project, coordinate with NYSERDA regarding the Project, and to execute and deliver the NYSERDA Documents.

Section 3. In consequence of the foregoing, and subject to review of the NYSERDA Documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency and approval of the NYSERDA Documents by counsel to the Agency, the Agency hereby determines to (A) approve the NYSERDA Documents, (B) enter into the NYSERDA Documents and (C) authorize the execution and delivery by the Agency of the NYSERDA Documents.

Section 4. All action taken by the Chairman, Vice Chairman, Chief Executive Officer, and or counsel of the Agency with respect to the NYSERDA Documents is hereby ratified and confirmed.

Section 5. Subject to satisfaction of the conditions contained in Section 2 above, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency is hereby authorized to execute and deliver the NYSERDA Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, and/or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 6. 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 or provided for by the provisions of the NYSERDA Documents, and to execute and deliver all such additional 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Memorandum binding upon the Agency.

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 James Bono	VOTING	YES
Cory Albrecht	VOTING	YES
John Scarano	VOTING	ABSENT
Ann Gaworecki	VOTING	____ YES ____
Tim Day	VOTING	YES
Alana Basloe	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

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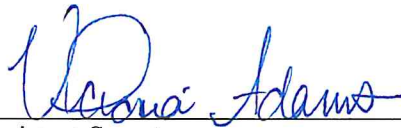
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on November 26, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained 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 respects 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 duly given in accordance with such Open Meetings Law; and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 26th day of November, 2024.



Assistant Secretary