



#### 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

ALAINA VALERIANO  
Community & Business  
Development Specialist

#### 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

SPECIAL:  
CHARLES MALCOLM, Esq.  
SHANNON WAGNER, Esq.  
Hodgson Russ, LLP:

## MINUTES

February 27, 2024

### **Herkimer Local Development Corporation**

The Herkimer Local Development Corporation held a regular meeting of the Board of Directors on Tuesday, February 27, 2024 at 10:24am. 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](http://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 10:24 am.

**The following members were present in person and answered the roll call:** Vincent (Jim) Bono, Ann Gaworecki, Tim Day, Michael Werenczak, and John Scarano. **Quorum Present (5)**

**Members Absent:** Alana Basloe and Cory Albrecht

**Agency Staff Present:** John Piseck, Victoria Adams, Jennifer Young, Erin Spina, and Alaina Valeriano

**Also Present in Person:** None

**Also Present Virtually:** Shannon Wagner; HLDC counsel.

**Minutes:** The meeting minutes of the first organizational meeting on January 30<sup>th</sup>, 2024 were offered for review. **John Scarano moved, seconded by Michael Werenczak for approve the minutes as presented. The motion carried with 5 ayes and 0 naves.**

**Bylaws and Policies Post Administrative Review:** The following bylaws and policies were updated following administrative review and presented to the board with corrections made;

- a. LDC Bylaws;
- b. Governance Committee Charter;
- c. Finance Committee Charter;
- d. Audit Committee Charter;
- e. Travel Policy;
- f. Internal Control Policy;

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

"This institution is an equal opportunity provider, employer and lender."

- g. Conflicts of Interest Policy; and
- h. Revised Code of Ethics

Following review, **John Scarano moved, seconded by Michael Werenczak to accept the updated bylaws and policies as presented. The motion carried with 5 ayes and 0 nays.**

*Resolution: HLDC- 24-03*

**Administrative Agreement – Herkimer Local Development Corporation and Herkimer County Industrial Development Agency:**

**Approval:** The board was presented with the administrative agreement between the Herkimer County Industrial Development Agency(HCIDA) and the Herkimer Local Development Corporation (HLDC). Following review, **Ann Gaworecki moved, seconded by Tim Day to enter into an administrative agreement with the Herkimer County Industrial Development Agency. The motion carried with 5 ayes and 0 nays.**

*Resolution: HLDC-24-04*

**Authorization Resolution:** Following review of the administrative agreement, **Michael Werenczak made the following motion;**

**RESOLUTION AUTHORIZING AN ADMINISTRATIVE SERVICES AGREEMENT WITH  
HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

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

*Resolution: HLDC-24-05*

**Masonic Building:**

**Resolution Authorizing Real Property Transfer & Indemnification Agreement:** The board was presented with a Real Property Transfer and Indemnification agreement for the Masonic Building located at 415 N. Main St, Herkimer, NY. Following review and discussion, **Ann Gaworecki made the following motion;**

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A REAL PROPERTY  
TRANSFER AND INDEMNIFICATION AGREEMENT IN CONNECTION WITH THE  
FORMER MASONIC LODGE PROJECT.**

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

*Resolution: HLDC-24-06*

Other Updates:

- EIN – HLDC's attorney resubmitted the application for the EIN number and will follow up with more information as it is received.

**Being no other business, John Scarano moved, seconded by Michael Werenczak to adjourn at 10:30AM. The motion carried with 5 ayes and 0 nays.**

Respectfully Submitted,



Jennifer Young

Administrative Assistant

**RESOLUTION AUTHORIZING  
ADMINISTRATIVE SERVICES AGREEMENT**

A regular meeting of Herkimer Local Development Corporation (the "Corporation") 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 February 27, 2024 at 10:20 o'clock a.m., local time.

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

**PRESENT:**

|                   |           |
|-------------------|-----------|
| Vincent J. Bono   | Chairman  |
| John Scarano      | Secretary |
| Michael Werenczak | Treasurer |
| Ann Gaworecki     | Director  |
| Tim Day           | Director  |

**ABSENT:**

|               |               |
|---------------|---------------|
| Cory Albrecht | Vice Chairman |
| Alana Basloe  | Director      |

**ADDITIONAL INDIVIDUALS PRESENT INCLUDED THE FOLLOWING:**

|                         |                                                    |
|-------------------------|----------------------------------------------------|
| John J. Piseck, Jr.     | Chief Executive Officer                            |
| Victoria Adams          | Agency Operations Manager                          |
| Jennifer Young          | Agency Office Administration                       |
| Erin E. Spina           | Agency Marketing & Communications Specialist       |
| Alaina Valeriano        | Agency Community & Business Development Specialist |
| Shannon E. Wagner, Esq. | Special Corporation Counsel                        |

The following resolution was offered by Ann Gaworecki, seconded by Tim Day to wit:

Resolution No. 24-05

**RESOLUTION AUTHORIZING AN ADMINISTRATIVE SERVICES AGREEMENT  
WITH HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY.**

WHEREAS, Herkimer Local Development Corporation (the "Corporation") is authorized and empowered by the provisions of 402 and Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "NFPCL") to promote community and economic development and the creation of jobs for the citizens of Herkimer County, New York (the "County") by, among other things, promoting the community and economic development of the County, and creating jobs for the citizens of the County; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the NFPCL and its certificate of incorporation (the "Certificate") to enter into contracts with any other economic development organizations to help achieve the purposes described in the NFPCL and the

Certificate; and to perform any and all acts and things, and exercise any and all powers which may or now hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the purposes of the Corporation; and

WHEREAS, the Corporation has requested that Herkimer County Industrial Development Agency (the "Agency") provide administrative support services to the Corporation to further the objectives, goals and purposes of the Corporation; and

WHEREAS, the Corporation proposes to enter into an administrative services agreement dated as of February 1, 2024 by and between the Corporation and the Agency (the "Agreement"), a draft of which Agreement was presented at this meeting, under which Agreement (A) the Agency will agree to perform administrative services for the Corporation containing the following terms: (A) the Agreement shall have an initial term (the "Initial Term") commencing as of January 1, 2024 and terminating December 31, 2024, and that, unless otherwise terminated, the Agreement shall be renewed automatically for an additional term of twelve months commencing on January 1, 2025 and each January 1st thereafter (each such twelve-month period a "Renewal Period"); (B) the compensation to be paid to the Agency by the Corporation (and the terms of such payments) for the Initial Term shall be equal to the administrative fee set forth in the Agreement (the "Initial Compensation"); and (C) the compensation to be paid to the Agency by the Corporation (and the terms of such payments) for each Renewal Period shall be established by written agreement of the Corporation and the Agency; and

WHEREAS, the Corporation desires to undertake the following (collectively, the "Transaction"): (A) to enter into the Agreement with the Agency; and (B) to perform the obligations of the Corporation set forth in said Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE HERKIMER LOCAL DEVELOPMENT CORPORATION, AS FOLLOWS:

Section 1. Based upon an examination of the Transaction, the Board of Directors of the Corporation hereby determines that the Transaction constitutes a routine administration and management activity that does not include a new program or a major reordering of priorities that may effect the environment, and accordingly 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 Corporation has no further responsibilities under 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 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA") with respect to the Transaction.

Section 2. Based upon an examination of the Transaction, the Board of Directors of the Corporation hereby determines:

- (A) By virtue of the NFPCCL and the Certificate, the Corporation has been vested with the authority to, among other things, enter into contracts with economic development organizations; and
- (B) The Agreement constitutes a contract with the Agency, a public benefit corporation organized and existing pursuant to the laws of the State of New York for the purpose of, among other things, promoting economic development; and
- (C) It is desirable and in the public interest for the Corporation to complete the Transaction to obtain administrative support services from the Agency to ensure

that the transaction and business of the Corporation is completed efficiently and effectively.

Section 3. In consequence of the foregoing, the Board of Directors of the Corporation hereby determines that the provision of administrative support services by the Agency to the Corporation is consistent with the Corporation's mission and purposes and in the best interests of the Corporation.

Section 4. All action taken by the Chairman, Vice Chairman, Chief Executive Officer, Corporation Special Counsel, or Staff of the Corporation with respect to the Agreement is hereby ratified and confirmed.

Section 5. The Corporation hereby agrees that (A) the Agreement shall have an initial term (the "Initial Term") commencing as of January 1, 2024 and terminating December 31, 2024, and that, unless otherwise terminated, the Agreement shall be renewed automatically for an additional term of twelve months commencing on January 1, 2025 and each January 1st thereafter (each such twelve-month period a "Renewal Period"); and (B) the Initial Compensation shall be the compensation payable by the Corporation to the Agency under the Agreement for the Initial Term.

Section 6. Subject to approval of the form and substance of the Agreement consistent with the terms of this resolution and any related documents (collectively, the "Transaction Documents") by Corporation counsel and/or special counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer shall approve; the Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation is hereby authorized, on behalf of the Corporation, to execute and deliver the Transaction Documents and, where appropriate, the Secretary of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation and by Corporation counsel and/or special counsel, the execution thereof by the Chairman, Vice Chairman, and/or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 7. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Transaction 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 this Resolution and to cause compliance by the Corporation with all of the terms, covenants and provisions of the Transaction Documents binding upon the Corporation.

Section 8. 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 J. Bono   | VOTING | Yes    |
| Cory Albrecht     | VOTING | Absent |
| John Scarano      | VOTING | Yes    |
| Michael Werenczak | VOTING | Yes    |
| Ann Gaworecki     | VOTING | Yes    |
| Tim Day           | VOTING | Yes    |
| Alana Basloe      | VOTING | Absent |

The foregoing Resolution was thereupon declared duly adopted.

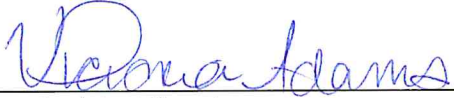
STATE OF NEW YORK                    )  
                                                  ) SS.:  
COUNTY OF HERKIMER                )

I, the undersigned Assistant Secretary of Herkimer Local Development Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on February 27, 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 Corporation 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 Corporation 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 Corporation this 27th day of February, 2024.

  
\_\_\_\_\_  
Assistant Secretary

(SEAL)

**RESOLUTION AUTHORIZING REAL PROPERTY TRANSFER AND  
INDEMNIFICATION AGREEMENT  
FORMER MASONIC LODGE PROJECT**

A regular meeting of Herkimer Local Development Corporation (the "Corporation") 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 February 27, 2024 at 8:010:20 o'clock a.m., local time.

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

**PRESENT:**

|                   |           |
|-------------------|-----------|
| Vincent J. Bono   | Chairman  |
| John Scarano      | Secretary |
| Michael Werenczak | Treasurer |
| Ann Gaworecki     | Director  |
| Tim Day           | Director  |

**ABSENT:**

|               |               |
|---------------|---------------|
| Alana Basloe  | Director      |
| Cory Albrecht | Vice Chairman |

**ADDITIONAL INDIVIDUALS 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       |
| Alaina Valeriano        | Community & Business Development Specialist |
| Shannon E. Wagner, Esq. | Special Corporation Counsel                 |

The following resolution was offered by Ann Gaworecki, seconded by Tim Day, to wit:

**Resolution No. 24-06**

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A REAL  
PROPERTY TRANSFER AND INDEMNIFICATION AGREEMENT IN  
CONNECTION WITH THE FORMER MASONIC LODGE PROJECT.**

WHEREAS, Herkimer Local Development Corporation (the "Corporation") is authorized and empowered by the provisions of 402 and Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "NFPCL") to promote community and economic development and the creation of jobs for the citizens of Herkimer County, New York (the "County") by, among other things, promoting the community and economic development of the County, and creating jobs for the citizens of the County; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the NFPCL and its certificate of incorporation (the "Certificate") to enter into contracts with any

other economic development organizations to help achieve the purposes described in the NFPCL and the Certificate; and to perform any and all acts and things, and exercise any and all powers which may or now hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the purposes of the Corporation; and

WHEREAS, the Corporation submitted a request (the "Request") to the Herkimer County Industrial Development Agency (the "Agency") in connection with the potential acquisition (the "Acquisition") by the Corporation of title to a parcel of land located at 415 N. Main Street (Tax Map No.: 113.81-6-6) in the Village of Herkimer, Herkimer County, New York (the "Property") from the County; and

WHEREAS, the County is expected to take title to the Property as part of the 2021 In Rem Foreclosure proceedings (the "Foreclosure"); and

WHEREAS, in connection with the Foreclosure, the Agency and the County entered into a certain agreement pursuant to which the Agency retained HRP Associates, Inc., to complete an Environmental Site Assessment of the Property; and

WHEREAS, in connection with the Acquisition, the Corporation has requested the Agency to enter into a real property transfer and indemnification agreement (the "Indemnification Agreement") pursuant to which (A) the County will transfer the Property to the Corporation in "as is" condition, (B) the Corporation shall defend, hold harmless and indemnify the County from any claims related to environmental conditions, (C) the Agency shall defend, hold harmless and indemnify the County from claims, if any, for surplus judgment that may be issued as a result of the Foreclosure, and (D) in the event that the Corporation sells the Property, the Corporation will reimburse the County for all or a portion of the outstanding taxes forgiven or cancelled as set forth in the Indemnification Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF HERKIMER LOCAL DEVELOPMENT CORPORATION, AS FOLLOWS:

Section 1. Subject to review of the terms of the Indemnification Agreement by counsel and special counsel to the Corporation, the Corporation hereby determines to enter into the Indemnification Agreement and hereby authorizes the execution and delivery by the Corporation of the Indemnification Agreement.

Section 2. All action taken by the Corporation with respect to the finalization of the Indemnification Agreement is hereby ratified and confirmed.

Section 3. Subject to approval by counsel and special counsel to the Corporation of the terms of the Indemnification Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation is hereby authorized to execute and deliver the Indemnification Agreement, and, where appropriate, the Secretary of the Corporation is hereby authorized to affix the seal of the Corporation 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 4. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Indemnification Agreement, 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 Corporation with all of the terms, covenants and provisions of the Indemnification Agreement binding upon the Corporation.

Section 5. 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 J. Bono   | VOTING | Yes        |
| Cory Albrecht     | VOTING | Absent     |
| John Scarano      | VOTING | <u>Yes</u> |
| Michael Werenczak | VOTING | Yes        |
| Ann Gaworecki     | VOTING | Yes        |
| Tim Day           | VOTING | Yes        |
| Alana Basloe      | VOTING | Absent     |

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Assistant Secretary of Herkimer Local Development Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on February 27, 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 Corporation 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 Corporation 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 Corporation this 27<sup>th</sup> day of February, 2024.

  
\_\_\_\_\_  
Assistant Secretary

(SEAL)