



STAFF

JOHN J. PISECK, JR.
Executive Director

STACEY J. HOLLERAN
Office Manager

VICTORIA L. ADAMS
Administration & Grant
Coordinator

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

DAVID M. CHLUS
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

CORY ALBRECHT
Director

CATHERINE RICCI
Director

ANN GAWORECKI
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES

March 23, 2021

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 along with the Audit, Governance, and Finance Committees was held Tuesday, March 23, 2021 at 8:00 AM electronically via zoom conference instead of a public meeting open for the public to attend in person. Members of the public were invited to join the meeting by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID 913 9977 8045 and passcode 685848.

After the Pledge of Allegiance, Vice Chairman David Chlus called the meeting to order at 8:00 AM.

The following members were present in person: Cory Albrecht, David Chlus, Catherine (Cate Ricci), Michael Werenczak, and Vincent (Jim) Bono (entered in person at 9:39 AM)

The following members were present via phone: John Scarano, Vincent (Jim) Bono (entered electronically at 9:04 AM). **Quorum Present.**

Members Absent: Ann Gaworecki

Staff Present: John Piseck, Stacey Holleran, Victoria Adams

Also Present via Call-In: Elizabeth (Liz) Bush, Jennifer Richardson, Raymond Donley, Pete Campione, Bob Holum, Assemblyman Peter Oberacker, Assemblyman Brian Miller, Assemblyman Robert Smullen, Michele Roberts, James Wallace, Bernard Peplinski, William (Bill) McDonald

2020 Audited Financial Statements:

Bowers & Company Presentation: Elizabeth (Liz) Bush of Bowers & Company was present via zoom to review the 2020 annual audit. A copy had been provided to board members prior to the meeting. Official copies were also made available to board members during the presentation. After the presentation and discussion, **Cory Albrecht moved, seconded by Cate Ricci, to approve the 2020 Audited Financial Statements as presented. Motion carried with 5 Ayes and 0 Nays.**

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

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

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

Minutes:

The minutes of the February 23, 2021 regular meeting were offered for review. **Michael Werenczak moved, seconded by Cate Ricci to approve presented minutes. Motion carried with 5 Ayes and 0 Nays.**

The minutes of the March 16, 2021 Public Hearing for Project Sky were offered for review. **Cory Albrecht moved, seconded by John Scarano. Motion carried with 5 Ayes and 0 Nays.**

Financial Reports: The following financial reports were offered for review and approval: 2021 February Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status. Mr. Piseck stated that any outstanding loans are being paid accordingly and the Agency is in a good financial position. **Michael Werenczak moved, seconded by Cate Ricci, to approve all financial reports as presented. Motion carried with 5 Ayes and 0 Nays.**

Paris Report due to Authorities Budget Office (ABO): Board members were provided a draft version of the Paris report due to the Authorities Budget Office on an annual basis. The report contained the Agency's Annual Report, Annual Certified Financial Audit, Procurement, and Investment Reports. **Cory Albrecht moved, seconded by Cate Ricci, to approve the Paris Report for the fiscal year 2020 as presented. Motion carried with 5 Ayes and 0 Nays.**

Financial Disclosure Packets: Mr. Piseck stated that financial disclosure packets are due to the county by May 3, 2021. The completed packets can be dropped off at our office to be carried over or board members may carry them to the county office themselves. Board members who are not in attendance will receive their packet via US mail.

Administration & Grant Coordinator Duties: Board members were provided a list of duties the Administration & Grant Coordinator is responsible for. Mr. Piseck stated how important it is for the board to be informed of what the staff is doing on a daily basis.

Herkimer County Microenterprise Grant:

Grippe's Contracting, LLC – The Agency received an application from Grippe's Contracting, LLC for the Herkimer County Microenterprise Grant. The total project is approximately \$34,209.98 based on estimates provided. Due to the owners' income status, 70% of the project may be granted without any requirement to add new employees. The application was approved by the RLF committee prior to the meeting. **Cate Ricci moved, seconded by Michael Werenczak, to approve the Microenterprise Grant application for Grippe's Contracting, in an amount not to exceed \$35,000. Motion carried with 5 Ayes and 0 Nays.**

Update: Victoria Adams provided an update to board members on the number of applications approved, the number of jobs committed to, and the balance of remaining funds.

RemArms: Mr. Piseck stated that this item is on hold at this time.

Hale Manufacturing Company:

Application for Financial Assistance: The Agency received an application for financial assistance from Hale Manufacturing Company. The company is relocating from Frankfort to Cosby Manor Road, Utica. In order to make the newly purchased facility functional for their operation, they will fully renovate the space including installing an overhead door, blacktop driveway, sawdust removal system, revamp loading dock area, remove drop ceilings, and reorganize the sprinkler system. When the renovations are complete, they will move into the new facility, which requires a variety of very large heavy machinery to be professionally relocated to their new facility. The company will receive a standard PILOT through the Agency. **John Scarano moved, seconded by Cory Albrecht to approve the application for financial assistance from Hale Manufacturing Company. The motion carried with 5 Ayes and 0 Nays.**

Inducement Resolution: An application for financial assistance was presented and accepted by the board for the relocation of business operations for Hale Manufacturing, to be located at 11206 Cosby Manor Road, Utica.

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

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING F.E. HALE MANUFACTURING COMPANY (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 5 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 Hale Manufacturing Company. The meeting will be scheduled via Zoom conference. **John Scarano moved, seconded by Cate Ricci to approve the Agency to schedule a public hearing for Hale Manufacturing Company. Motion carried with 5 Ayes and 0 Nays.**

Jim Bono entered the meeting at 9:04 AM

Schuyler Warehouse Development, LLC:

Application for Financial Assistance: The Agency received an application for financial assistance from Schuyler Warehouse Development, LLC. The company proposed the development of a 61,000 square foot distribution center with employee parking, truck parking, trailer storage and associated docking facilities. The facility will also include a 5,000 square foot office component within the overall structure. Schuyler Warehouse Development, LLC will construct the facility on the new lands at Schuyler Business Park, and will lease the facility to another company thereafter. They are requesting a mortgage and sales tax abatement; however, are not seeking a PILOT. **John Scarano moved, seconded by Jim Bono, to approve the application for financial assistance from Schuyler Warehouse Development, LLC. The motion carried with 6 Ayes and 0 Nays.**

Inducement Resolution: An application for financial assistance was presented and accepted by board for the construction of a new facility to be located at 138 Kenneth Dodge Drive, Frankfort.

After further review and discussion, **John Scarano made the following motion:**

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING SCHUYLER WAREHOUSE 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 Jim Bono, the motion carried with 6 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 Schuyler Warehouse 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 Schuyler Warehouse Development, LLC. Motion carried with 6 Ayes and 0 Nays.**

ELG Titanium Processors, LLC: ELG Titanium Processors, LLC has leased property located in the Frankfort 5S North Industrial Park from the Agency since 2006. The lease is set to expire on March 31, 2021. A resolution by the board is required to authorize the Chairman of the board or the Executive Director to sign any necessary turnover documents. **Cate Ricci moved, seconded by Michael Werenczak to authorize the Chairman of the Board and/or the Executive Director to execute any documents related to the lease turnover. Motion carried with 6 Ayes and 0 Nays.**

John Scarano exited the meeting at 9:10 AM

Schuyler Business Park – Inner loop Upgrades: There are parcels located at the entrance of Schuyler Business Park are in need of clean up to prepare them for development. Tree removal and excavation are also necessary.

Emrich Land Surveying: Mr. Piseck recommended utilizing Emrich Land Surveying for the necessary surveying of parcels at the entryway to the park. **Michael Werenczak moved, seconded by Cory Albrecht to approve utilizing Emrich Land Surveying to conduct the necessary surveying of parcels at the entryway of the business park, contingent upon Mr. Piseck providing additional details to board members on the cost of services. Motion carried with 5 Ayes and 0 Nays.**

Stumpin' by Mike: Mr. Piseck recommended utilizing Stumpin' by Mike for the tree removal at the parcels being discussed. **Cate Ricci moved, seconded by Jim Bono to approve utilizing Stumpin' by Mike to conduct necessary tree removal services at parcels at the entryway of the business park, contingent upon Mr. Piseck providing additional details to board members on the cost of services. Motion carried with 5 Ayes and 0 Nays.**

Excavation: Excavation is necessary at the parcels located at the entryway to Schuyler Business Park. The company to be utilized for the services is yet to be determined. **Cory Albrecht moved, seconded by Michael Werenczak to approve the Executive Director to seek a firm to complete excavation services at the parcels at the entryway of the business park, contingent upon Mr. Piseck providing additional details to board members on the cost of services. Motion carried with 5 Ayes and 0 Nays.**

Hale Manufacturing CDBG – Subrecipient Agreement: Herkimer County is requesting \$450,000 in Community Development Block Grant funds to assist in the relocation, retention, and expansion of Hale Manufacturing Company. As with other CDBG grants, the Agency acts as a subrecipient to administer the grant funds. **Cate Ricci moved, seconded by Cory Albrecht, to approve the Agency to enter into a subrecipient agreement with Herkimer County for the purposes of administering CDBG grant funds for Hale Manufacturing Company. Motion carried with 5 Ayes and 0 Nays.**

Camoin Associates: Camoin Associates is an economic development consulting firm headquartered in Saratoga Springs, NY. As the Agency continues to grow and advance, it is important to gain a better understanding of the industry within the county. The proposal provided by Camoin contained three different options for consulting assistance. Mr. Piseck recommended moving forward with the “Industry Advancement” piece of the proposal, which is expected to cost about \$30,000. Mr. Piseck stated that he would reach out to the region representative of National Grid to request grant assistance to fund the project; however, he requested moving forward with the industry advancement piece even without grant funding. **Jim Bono moved, seconded by Michael Werenczak to approve the Agency to enter into an agreement with Camoin Associates to consult on the industry advancement of the county, at a cost not to exceed \$30,000. Motion carried with 5 Ayes and 0 Nays.**

Project Updates/Other Business:

Duofold: Mr. Piseck recently had a discussion with New York State Homes and Community Renewal on an opportunity for grant funding through their Slums and Blight Brownfield Program.

Village of Dolgeville BOA: Funding has been released. The Agency is preparing a Request for Proposal to release for the project.

Eastern Mohawk Valley Water Transmission Main: Mr. Piseck continues to reach out to the Department of State on the project. The funding is supposed to be there; however, the Agency will not move forward until funds are received for surveys already conducted.

Website: The Agency is looking to set up a meeting with those interested in the website development to discuss.

Town of Webb Housing Study: Surveying conducted for the Town of Webb housing study has been completed.

Village of Frankfort – Canal Street Property: A Phase I Environmental Site Assessment has been conducted. Mr. Piseck stated that some hearsay was in the report. The site is conducive to single level single-family housing built on slab-on-grade.

IDA Academy: Agency staff will be attending a virtual IDA Academy hosted by the NYS Economic Development Council. Mr. Hallak has also been invited to attend.

Brownfield Conference: In October, there will be a region-wide brownfield conference. The conference will highlight brownfields within Herkimer, Fulton, Montgomery, Oneida, Otsego, and Schoharie Counties.

Pitch Herkimer County: The contest has been slow to gain interest and the Agency is seeking additional ways to promote the contest.

Schuyler Business Park: The land has been plowed and SHPO is the next step. SHPO will be completed once the snow has completely melted.

Assemblyman Robert Smullen: Assemblyman Smullen stated that there are soon to be federal funds injected into the state. It will assist schools, municipalities, broadband studies, and more. Mr. Piseck thanked the Assemblyman for joining the meeting.

Executive Session: Jim Bono moved, seconded by Michael Werenczak to enter into executive session 9:45 AM to discuss current litigation and developments of a potential project. Motion carried with 5 Ayes and 0 Nays. All board members, John Piseck, Stacey Holleran, and Victoria Adams, were invited to stay.

David Chlus moved, seconded by Michael Werenczak to end executive session at 10:20 AM. Motion carried with 5 Ayes and 0 Nays.

The Agency is currently seeking a Marketing and Communications Specialist to join the staff.

Being no other business, Michael Werenczak moved, seconded by Jim Bono to adjourn at 10:27 AM. Motion carried with 5 Ayes and 0 Nays.

Respectfully Submitted,

A handwritten signature in black ink that reads "Victoria Adams". The signature is fluid and cursive, with the first name "Victoria" written in a larger, more prominent script than the last name "Adams".

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 March 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: David Chlus, Catherine Ricci, John Scarano (electronically), Michael Werenczak, Cory Albrecht, Vincent (Jim) Bono (joined electronically at 9:04 AM; arrived at in person 9:39 AM)

ABSENT: Ann Gaworecki

ALSO PRESENT: John Piseck, Stacey Holleran, Victoria Adams

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 F.E. HALE MANUFACTURING COMPANY (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 manufacturing facility and office space located at 11206 Cosby Manor Road in the Town of Schuylers, Herkimer County, State of New York, known as Tax Map No. 104.2-1-14.1. The Project has an estimated cost of One Million Five Hundred Seventy Five Thousand and 00/100 Dollars (\$1,575,000.00) (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 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 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 March 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 March, 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 March 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: David Chlus, Catherine Ricci, John Scarano (electronically), Michael Werenczak, Cory Albrecht, Vincent J. Bono (joined electronically at 9:04 AM)

ABSENT: Ann Gaworecki

ALSO PRESENT: John Piseck, Stacey Holleran, Victoria Adams

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 SCHUYLER WAREHOUSE 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; (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 138 Kenneth Dodge Drive in the Town of Schuylers, 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 Seven Million Ninety Two Thousand and 00/100 Dollars (\$7,092,000.00) (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 March 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 March, 2021.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Stacey Holleran
Stacey Holleran, Assistant Secretary