



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

ALANA BASLOE
Secretary

TIM DAY
Treasurer

ANN GAWORECKI
Director

FRANK MENDEL
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES

April 14, 2025

Herkimer County Industrial Development Agency Board of Directors Meeting

The Herkimer County Industrial Development Agency held special meeting of the Board of Directors, on Monday, April 14, 2025 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: 842-4729-3847 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 Frank Mendl. (5) **Quorum present.**

Members Absent: Alana Basloe

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

Also Present in Person: Herkimer County Legislator, Greg Malta

Also Present Virtually: Herkimer County Administrator, Jim Wallace; Shannon Wagner, Hodgson Russ, LLP; and Ed Russell, Hodgson Russ, LLP.

Turin Hoefler Ave LLC:

Application for Financial Assistance: The board was presented with an application for financial assistance for Turin Hoefler Ave. The project is purposing to purchase the former Remington Arms building in Ilion NY. Following discussion, **Tim Day moved, seconded by Cory Albrecht to approve the application for financial assistance for Turin Hoefler Ave LLC with member voting via roll call as follows:**

Vincent James Bono	VOTING	Yes
Cory Albrecht	VOTING	Yes
Alana Basloe	VOTING	Absent
Tim Day	VOTING	Yes
Ann Gaworecki	VOTING	Yes
Frank Mendl	VOTING	Yes

Resolution: 041425-01

Public Hearing: The board was presented with a public hearing resolution. Following review, **Cory Albrecht made the following motion:**

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ISSUANCE BY HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") OF REVENUE BONDS IN AN AMOUNT SUFFICIENT TO FINANCE A CERTAIN PROJECT FOR TURIN HOEFLER AVENUE LLC (THE "COMPANY") AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF THE AGENCY TO HOLD A PUBLIC HEARING REGARDING SUCH PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF THE COMPANY.

Seconded by Tim Day, with member voting via roll call as follows:

Vincent James Bono	VOTING	Yes
Cory Albrecht	VOTING	Yes
Alana Basloe	VOTING	Absent
Tim Day	VOTING	Yes
Ann Gaworecki	VOTING	Yes
Frank Mendl	VOTING	Yes

The official resolution is attached to the original minutes.

Resolution: 041425-02

Conflict of Interest Resolution: The board was presented with a conflict of interest resolution. Following review, **Tim Day made the following motion:**

RESOLUTION ACCEPTING A DISCLOSURE LETTER OF SPECIAL AGENCY COUNSEL AND BOND COUNSEL RELATING TO THE TURIN HOEFLER AVENUE LLC PROJECT AND WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST RELATING TO SUCH PROJECT.

Seconded by Cory Albrecht, with member voting via roll call as follows:

Vincent James Bono	VOTING	Yes
Cory Albrecht	VOTING	Yes
Alana Basloe	VOTING	Absent
Tim Day	VOTING	Yes
Ann Gaworecki	VOTING	Yes
Frank Mendl	VOTING	Yes

The official resolution is attached to the original minutes.

Resolution: 041425-03

Being no other business, Tim Day moved, seconded by Cory Albrecht to adjourn at 8:12 AM. The motion carried with 5 ayes and 0 nays.

Respectfully Submitted,



Jennifer Young
Administrative Assistant

**PUBLIC HEARING RESOLUTION
TURIN HOEFLER AVENUE LLC PROJECT**

A special 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 April 14, 2025 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
Tim Day	Treasurer
Ann Gaworecki	Director
Frank Mendl	Director

ABSENT:

Alana Basloe	Secretary
--------------	-----------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Shannon E. Wagner, Esq.	Special Agency Counsel and Bond Counsel
Edmond Russell	Special Agency Counsel and Bond Counsel

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

Resolution No. 041425-02

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ISSUANCE BY HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") OF REVENUE BONDS IN AN AMOUNT SUFFICIENT TO FINANCE A CERTAIN PROJECT FOR TURIN HOEFLER AVENUE LLC (THE "COMPANY") AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF THE AGENCY TO HOLD A PUBLIC HEARING REGARDING SUCH PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF THE COMPANY.

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 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 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, Turin Hoefler Avenue, LLC, a Delaware limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) the acquisition of an interest or interests in eleven (11) parcels of land containing an aggregate of approximately 34.04 acres located: (1) on Remington Avenue (Tax Map Nos.: 120.37-5-36; 120.37-5-37), (2) on E. Clark Street (Tax Map No.: 120.37-5-8); (3) on Highland Avenue (Tax Map No.: 120.45-1-20.1); (4) at 23 Hoefler Avenue (Tax Map No.: 120.37-4-81); (5) at 92-98 E. Main Street (Tax Map No.: 120.37-4-77); (6) at 100-106 E. Main Street (Tax Map No.: 120.37-4-71); (7) elsewhere on E. Main Street (Tax Map Nos.: 120.37-4-29; 120.37-4-3; 120.37-4-1); and (8) on Commerce Street (Tax Map No.: 119.36-1-13.3) all in the Village of Ilion, Town of German Flatts, Herkimer County, New York (collectively, the “Land”), together with existing buildings located thereon (collectively, the “Facility,” and, collectively with the Land, the “Project Facility”), all of the foregoing to be owned by the Company and prepared for redevelopment and revitalization for use as a mixed-use facility potentially featuring offices, residential spaces, commercial spaces, and hospitality spaces, and other directly and indirectly related activities; (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more issues or series in an aggregate principal amount sufficient to pay a portion of the cost of undertaking the Project, together with necessary incidental costs in connection therewith, then estimated to be \$2,500,000 and in any event not to exceed \$4,500,000 (the “Obligations”); (C) the paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations, capitalized interest, and any reserve funds as may be necessary to secure the Obligations; (D) the granting of certain other financial assistance with respect to the foregoing, including exemption from certain mortgage recording taxes; and (E) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act”), the Agency has not yet made a determination as to the potential environmental significance of the Project and therefore has not yet determined whether an environmental impact statement is required to be prepared with respect to the Project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project; and

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

Section 1. The Agency hereby authorizes the Chief Executive Officer of the Agency, after (i) consultation with the members of the Agency and Agency Counsel and (ii) confirmation that the Application complies with the requirements of Section 859-a of the Act, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the "Public Hearing"); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the "Report") to be prepared; (F) to cause a copy of the Report to be made available to the members of the Agency; and (G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.

Section 2. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chief Executive Officer of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this resolution is hereby ratified and confirmed.

Section 4. 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
Alana Basloe	VOTING	ABSENT
Tim Day	VOTING	YES
Ann Gaworecki	VOTING	YES
Frank Mendl	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

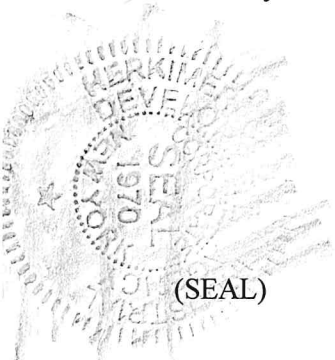
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

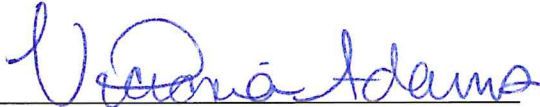
I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 14, 2025 with 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 14TH day of April, 2025.




Assistant Secretary

**CONFLICT DISCLOSURE RESOLUTION
TURIN HOEFLER AVENUE LLC PROJECT**

A special 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 April 14, 2025 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
Tim Day	Treasurer
Ann Gaworecki	Director
Frank Mendl	Director

ABSENT:

Alana Basloe	Secretary
--------------	-----------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Anthony Hallak, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel and Bond Counsel
Edmond Russell	Special Agency Counsel and Bond Counsel

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

Resolution No. 041425-03

RESOLUTION ACCEPTING A DISCLOSURE LETTER OF SPECIAL AGENCY COUNSEL AND BOND COUNSEL RELATING TO THE TURIN HOEFLER AVENUE LLC PROJECT AND WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST RELATING TO SUCH PROJECT.

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 manufacturing, warehousing, research, commercial and industrial 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, Turin Hoefler Avenue, LLC, a Delaware limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) the acquisition of an interest or interests in eleven (11) parcels of land containing an aggregate of approximately 34.04 acres located: (1) on Remington Avenue (Tax Map Nos.: 120.37-5-36; 120.37-5-37), (2) on E. Clark Street (Tax Map No.: 120.37-5-8); (3) on Highland Avenue (Tax Map No.: 120.45-1-20.1); (4) at 23 Hoefler Avenue (Tax Map No.: 120.37-4-81); (5) at 92-98 E. Main Street (Tax Map No.: 120.37-4-77); (6) at 100-106 E. Main Street (Tax Map No.: 120.37-4-71); (7) elsewhere on E. Main Street (Tax Map Nos.: 120.37-4-29; 120.37-4-3; 120.37-4-1); and (8) on Commerce Street (Tax Map No.: 119.36-1-13.3) all in the Village of Ilion, Town of German Flatts, Herkimer County, New York (collectively, the “Land”), together with existing buildings located thereon (collectively, the “Facility,” and, collectively with the Land, the “Project Facility”), all of the foregoing to be owned by the Company and prepared for redevelopment and revitalization for use as a mixed-use facility potentially featuring offices, residential spaces, commercial spaces, and hospitality spaces, and other directly and indirectly related activities; (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more issues or series in an aggregate principal amount sufficient to pay a portion of the cost of undertaking the Project, together with necessary incidental costs in connection therewith, then estimated to be \$2,500,000 and in any event not to exceed \$4,500,000 (the “Obligations”); (C) the paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations, capitalized interest, and any reserve funds as may be necessary to secure the Obligations; (D) the granting of certain other financial assistance with respect to the foregoing, including exemption from certain mortgage recording taxes; and (E) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, special counsel and bond counsel to the Agency, Hodgson Russ LLP (“Hodgson Russ”), has been informed that Hodgson Russ represents the Company in connection with the Project; and

WHEREAS, for purposes of satisfying the requirement contained in Section 858(8)(b) of the Act, Hodgson Russ desires to deliver written disclosure to the Agency (the “Counsel Disclosure Letter”) that Hodgson Russ (A) is acting as special counsel and bond counsel to the Agency and (B) is acting as counsel to the Company with respect to the Project (collectively, the “Proposed Representation”); and

WHEREAS, attached hereto as Exhibit A is a form of the Counsel Disclosure Letter for review by the Agency; and

WHEREAS, the Company has provided its written consent to the Proposed Representation, which consent is on file with Hodgson Russ; and

WHEREAS, as the Proposed Representation presents a potential conflict of interest that must be waived by the Agency, the Company has requested that the Agency provide its consent to the Proposed Representation; and

WHEREAS, at the advice of Hodgson Russ as special counsel and bond counsel to the Agency, the Agency wishes to continue to work with Anthony Hallak, Esq., as counsel to the Agency in connection with the Project to further mitigate potential conflicts created by the Proposed Representation;

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

Section 1. The Agency hereby (A) accepts the Counsel Disclosure Letter attached hereto as Exhibit A, and (B) acknowledges the Agency has no objection to Hodgson Russ (i) acting as special counsel and bond counsel to the Agency and (ii) acting as counsel to the Company in connection with the Project.

Section 2. The form and substance of the Counsel Disclosure Letter are hereby approved and the Chairman, Vice Chairman, or Chief Executive Officer of the Agency is hereby authorized, empowered and directed to execute the Counsel Disclosure Letter in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 3. The Agency hereby authorizes maintaining the Agency's representation by Anthony Hallak, Esq. as counsel to the Agency in connection with the Project for purposes of mitigating potential conflicts created by the Proposed Representation.

Section 4. The Chairman, Vice Chairman, or Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

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 James Bono	VOTING	YES
Cory Albrecht	VOTING	YES
Alana Basloe	VOTING	ABSENT
Tim Day	VOTING	YES
Ann Gaworecki	VOTING	YES
Frank Mendl	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

COUNTY OF HERKIMER

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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14th day of April, 2025.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14th day of April, 2025.

Assistant Secretary

(SEAL)

April 14, 2025

Herkimer County Industrial Development Agency
420 E. German Street, Suite 101A
Herkimer, New York 13350
Attention: Vincent J. Bono, Chairman

Re: Proposed representation of Herkimer County Industrial Development Agency
Turin Hoefler Avenue, LLC Project
Consent and Waiver of any Potential Conflict

Dear Chairman Bono:

As you know, Hodgson Russ LLP (“Hodgson Russ”) has been asked by Herkimer County Industrial Development Agency (the “Agency”), which is a longstanding client of Hodgson Russ, to represent it in connection with a project involving Turin Hoefler Avenue, LLC (the “Company”). Given that we have represented the Agency on similar matters in the past, and hopefully will continue to do so in the future, it is necessary for the Agency to waive any potential or actual conflict relating to Hodgson Russ representing the Company in this matter.

We are satisfied that representing the Company in this matter will not impact our independent professional judgment on behalf of the Agency in other matters, and we will not provide access to any confidential information learned from the Agency in other matters in representing the Company. We will take such steps internally as may be appropriate to maintain a “Chinese wall” between the Hodgson Russ attorneys representing the Agency and the Company, respectively, in order that no confidential or proprietary information received by the attorneys for one client will be disclosed to the attorneys for the other client. Given that the Company and the Agency share many common goals in these matters, such as preparing and executing documents that will achieve the desired tax benefits, we believe that executing a waiver will not negatively impact the Agency’s interests. Finally, we are aware that the Agency is separately represented by Anthony Hallak, Esq., as counsel to the Agency which is expected to further mitigate any potential or actual conflict.

Based on the foregoing, we request that the Agency, by signing below, waive any potential conflict and agree that Hodgson Russ may represent the Agency, as special counsel and bond counsel to the Agency, with respect to the above-referenced matter. In the event of litigation between the Agency and the Company, Hodgson Russ will not represent either the Agency or the Company. In addition, by signing below, the Agency will not use the fact of this representation as a basis for seeking to disqualify our firm from representing either the Agency or the Company on unrelated future matters.

[Remainder of page left blank intentionally]

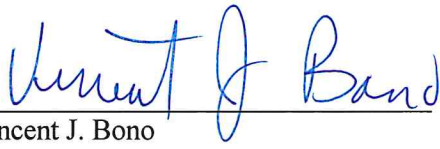
If this letter confirms your understanding, please sign a copy of this letter and forward it to my attention. Should you have any questions or concerns with regard to the foregoing, please contact me.

Very truly yours,

Charles W. Malcomb II

Accepted and agreed to:

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: 

Vincent J. Bono
Chairman