



MINUTES

August 30, 2022

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

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

STACEY J. HOLLERAN
Chief Financial Officer

VICTORIA L. ADAMS
Administration & Grant
Coordinator

ERIN E. SPINA
Marketing & Communications
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

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors along with a meeting of the Finance Committee on Tuesday, August 30, 2022 at 8:00 AM. The meeting was held electronically via zoom conference as well as a public meeting open for the public to attend in person. Members of the public were invited to join the meeting virtually by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID: 886 8128 8098 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 Vincent (Jim) Bono called the meeting to order at 8:00 AM.

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

Members Absent: None

Staff Present: John Piseck, Stacey Holleran, Victoria Adams, Erin Spina

Also Present in Person: Herkimer County Legislators: John Stephens, Bob Hollum, Greg Malta, Bill Weakley, Mark Gaworecki; Anthony Hallak.

Also Present Virtually: James Wallace; Susan Jaquish on behalf of Assemblyman Brian Miller; Michele Roberts; Unknown Zoom Attendee (Brandon)

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

Minutes:

July 26, 2022 Regular Board Meeting: The minutes of the July 26, 2022 regular meeting were offered for review. **Ann Gaworecki moved, seconded by Michael Werenczak, to approve the minutes as presented. Motion carried with 7 ayes and 0 nays.**

August 24, 2022 Bloom Utica, LLC Public Hearing: The minutes of the August 24, 2022 Bloom Utica, LLC Public Hearing were offered for review. Mr. Piseck stated that there was a positive

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

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

response from Town representatives. **Cory Albrecht moved, seconded by Ann Gaworecki, to approve the minutes as presented. Motion carried with 7 ayes and 0 nays.**

Financial Reports: The following financial reports were offered for review and approval: July 2022 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and SBP Mortgage. Mr. Piseck stated that all outstanding loans are being paid accordingly; the Agency is in good financial position and doing well with the budget. **Ann Gaworecki moved, seconded by Michael Werenczak to approve all financial reports as presented. Motion carried with 7 ayes and 0 nays.**

Preliminary Budget FY 2023/Personnel: Due to matters of personnel, this item is to be discussed during executive session.

Small Business Loan/Grant Funds:

CDBG CARES Update: Victoria Adams provided an update on the status of the Herkimer County CARES grant. She stated that the Agency has not yet received the official release of funds letter for the project; however, staff is preparing to market the program once it is eligible. She also mentioned that Homes and Community Renewal staff traveled to Herkimer County to visit some of the businesses assisted through their Economic Development and Microenterprise programs.

Seward 2/2/2 Update: Victoria Adams provided an update on the small business Seward Revolving Loan Fund. She stated that all loans are being paid accordingly; however, the balance in the account is not sufficient in supporting any applications at this time.

Marketing Update: Erin Spina provided an update on the marketing efforts of the Agency. She provided a handout of social media analytics as well as a flyer created to promote a 60-acre parcel in the Schuyler Business Park.

Bloom Utica, LLC:

Cost-Benefit Analysis: Prior to the meeting, members of the board were provided a Cost-Benefit Analysis for the Bloom Utica, LLC project. The project is at a 5:1 benefit to cost ratio. Mr. Piseck announced that the end user of the facility will be Home Depot; however, any information entered in the cost-benefit analysis is gathered from the developer's application for financial assistance. **Cory Albrecht moved, seconded by Ann Gaworecki to approve the cost-benefit analysis, as presented. The motion carried with 7 ayes and 0 nays. Resolution: 083022-01**

Authorizing Resolution: The proposed Authorizing Resolution was presented to board members prior to the meeting. After discussion, **Michael Werenczak made the following motion:**

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH LEASE AGREEMENT, LEASING SAID FACILITY BACK TO THE COMPANY THROUGH SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT

**THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND
INDEMNIFICATION AGREEMENT WITH THE COMPANY (the "ECIA"); AND MAKING
CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.**

**Seconded by Tim Day, the motion carried with members voting as follows: *Resolution:*
083022-02**

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

The official resolution is attached to the original minutes.

Schuyler Business Park:

Project Nano – Termination of Contract: A developer previously interested in lands at Schuyler Business Park decided not to complete a contemplated purchase at the park. Mr. Piseck stated that the Agency would work with them to move ahead if they so choose to do so; otherwise, there are other opportunities.

Lan-Co Change Orders: Lan-co Companies provided the Agency two change order requests for the construction of roads B & C at Schuyler Business Park; however, the changes will not affect the total cost of the project.

Mohawk Valley Water Authority Pipe Contract for Schuyler Business Park: Due to developments of a potential project, this matter is to be discussed during executive session.

Delta Engineers, B & C Observation & Administration: The Agency received a proposal from Delta Engineers to oversee the construction and administration of roadways B & C at Schuyler Business Park, including the construction of the public stormwater management basin and future gas and potable water main extensions. **Cory Albrecht made the following motion:**

Authorization for the Agency to enter into an agreement with Delta Engineers to oversee the construction and administration of roadways B & C at Schuyler Business Park at a cost not to exceed \$18,000 with reimbursable expenses estimated at \$1,200 to be billed accordingly.

Seconded by Tim Day, the motion carried with members voting as follows: *Resolution: 083022-03*

Vincent Jim Bono	VOTING	YES
Cory Albrecht	VOTING	YES
Tim Day	VOTING	YES
John Scarano	VOTING	YES

Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	YES
Alana Basloe	VOTING	YES

Agreement Allocating PILOT Payments:

Manheim Business Park: Prior to the meeting, board members were provided an agreement to allocate PILOT Payments for the Manheim Business Park. Herkimer County will provide infrastructure funding up to \$1,700,000.00 to pay for water tower and sewer infrastructure to Manheim Business Park to be fully marketable as an industrial site in the County. Once development occurs, PILOT payments will be allocated as follows: The County will be paid 50% of the PILOT payment to reduce the Agency's indebtedness from the Agency to the County; the remaining 50% will be proportioned appropriately to the remaining taxing jurisdictions. Mr. Piseck stated that all affected taxing jurisdictions are in agreement. **John Scarano moved, seconded by Ann Gaworecki, to authorize the Agreement Allocating PILOT Payments for Manheim Business Park, as presented. The motion carried with 7 ayes and 0 nays. Resolution: 083022-04**

Schuyler Business Park Amendment: Prior to the meeting, board members were provided and amended agreement to allocate PILOT payments for Schuyler Business Park. Herkimer County has agreed to increase infrastructure funding up to \$2,500,000.00 for the Schuyler Business Park. Mr. Piseck stated that all affected taxing jurisdictions are in agreement. **Michael Werenczak moved, seconded by Ann Gaworecki to authorize the Amended Agreement Allocating PILOT Payments for Schuyler Business Park, as presented. Resolution: 083022-05**

EPA Brownfield Assessment Grant: The Agency was recently awarded a \$500,000 EPA Grant to conduct Phase I and Phase II Environmental Site assessments on sites that are brownfields or are perceived to be brownfield sites. Mr. Piseck will be reaching out to communities for their input for suggested evaluation sites.

Uniform Tax-Exempt Policy Amendment to Off-Site Commercial Solar Photovoltaic Policy: Prior to the meeting, board members were provided a draft of the amended Uniform Tax-Exempt Policy. The amendment includes additional language related to energy storage systems and large-scale solar projects. The Agency administration fees will be \$1,500 and increase by \$500 dollars every five years throughout the duration of the project. The amended policy will be sent to all affected taxing jurisdictions. **John Scarano moved, seconded by Ann Gaworecki to authorize the amended Uniform Tax-Exempt Policy, as presented. Resolution: 083022-06**

Canal Corps Easement: The Agency received correspondence from the Canal Corp to secure an access easement to cross Canal Corps land to access Agency property in Schuyler. Agency counsel Anthony Hallak stated that there is no reason not to complete the application. **Tim Day moved, seconded by Ann Gaworecki to authorize the Agency to apply for an access easement through the Canal Corps. Motion carried with 7 ayes and 0 nays. Resolution: 083022-07**

Plug Power: Due to developments of a potential project, this item is to be discussed during executive session.

Project Updates/Other Business:

Eastern Mohawk Valley Water Transmission Line: The Agency is in the process of applying for approximately \$10 million in grant funding. The project is moving ahead at a steady pace.

National Brownfields Conference, Oklahoma: Mr. Piseck recently attended the National Brownfields Conference in Oklahoma City, Oklahoma. He stated that he enjoyed the event and looks forward to attending next year.

MVCC Drones at Schuyler Business Park: Mr. Piseck stated that students of MVCC will be practicing flying drones at Schuyler Business Park.

Masonic Building, Herkimer: The County has agreed to allow temporary ownership of the property for the Agency to being the due diligence process to possibly acquire the site for the Agency's office space in the future.

Manheim Business Park: Mr. Piseck stated that there was a minor set back with staffing at Delta Engineers; however, the project is still moving ahead.

Russell Farm: Mr. Piseck stated that the developer is still interested.

Former Chips Gas Station: Mr. Piseck stated that the environmental assessments conducted on the site confirmed there are no adverse materials on ground contaminates. Some tanks are present; however, they may be able to be filled. The Agency is consulting with HRP Associates for next step actions.

Village of Newport – East Street Property (School): Mr. Piseck stated the there are some issues inside the structure; however, the structure itself is in good shape. The Agency should receive the results of the environmental assessment soon.

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

Hollum: Legislator Hollum congratulated the Agency on the addition of Home Depot to Schuyler Business Park.

Ann Gaworecki moved, seconded by Tim Day to enter into executive session at 8:55 AM to discuss developments of a potential project and matters of personnel. Motion carried with 7 ayes and 0 nays. All board members; Herkimer County Legislators: John Stephens, Bob Hollum, Greg Malta, Bill Weakley, Mark Gaworecki; Anthony Hallak. John Piseck, Stacey Holleran, Victoria Adams, and Erin Spina were invited to stay.

Herkimer County Legislators: John Stephens, Bob Hollum, Greg Malta, Bill Weakley, Mark Gaworecki; Anthony Hallak, Stacey Holleran, Victoria Adams, and Erin Spina were excused at 9:15 AM

Ann Gaworecki exited the meeting at 9:30 AM.

Stacey Holleran, Victoria Adams, and Erin Spina re-entered the meeting at 9:45 AM

Mohawk Valley Water Authority Pipe Contract for Schuyler Business Park: After discussion, Tim Day made the following motion:

RESOLUTION TAKING OFFICIAL ACTION TOWARD AUTHORIZING CHIEF EXECUTIVE OFFICER TO EXECUTE AN INTERMUNICIPAL AGREEMENT WITH THE MOHAWK VALLEY WATER AUTHORITY FOR THE ACQUISITION OF WATER PIPE.

Seconded by Michael Werenczak, the motion carried with 6 ayes and 0 nays. The official resolution is attached to the original minutes. *Resolution: 083022-08*

Preliminary Budget FY 2023/Personnel: After discussion, Cory Albrecht moved, seconded by Tim Day to approve the Preliminary Budget for the 2023 year, as presented. Motion carried with 6 ayes and 0 nays. *Resolution: 083022-09*

Michael Werenczak moved, seconded by Tim Day to end executive session at 10:13 AM. Motion carried with 6 ayes and 0 nays.

Being no other business, Cory Albrecht moved, seconded by Tim Day to adjourn at 10:14 AM. Motion carried with 6 ayes and 0 nays.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "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

AUTHORIZING RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the “Agency”), held at 420 East German Street, Herkimer, New York on the 30th day of August, 2022 at 8:00 a.m., the following members of the Agency were:

Present: Vincent (Jim) Bono, Cory Albrecht, John Scarano, Michael Werenczak,
Ann Gaworecki, Timothy Day, Alana Basloe

Absent:

Also Present: John Piseck, Stacey Holleran, Anthony Hallak, Victoria Adams, Erin Spina

After the meeting had been duly called to order, the Chairman announced that the purpose of the meeting was to consider and take action on certain matters pertaining to Bloom Utica LLC (the “Company”).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSTAINED

*ALL

*NONE

*NONE

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the “Facility”) THROUGH LEASE AGREEMENT, LEASING SAID FACILITY BACK TO THE COMPANY THROUGH SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the “ECIA”); AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Bloom Utica LLC, on behalf of itself and/or the principals of Bloom Utica LLC (the “Company”) has applied to the Herkimer County Industrial Development Agency (the “Agency”) to enter into a transaction relating to the acquisition, construction and equipping of a warehousing and distribution facility on a parcel of land located at Andrew Usyk Sr. Drive, Schuyler, New York 13340, Herkimer County (the “Land”), and the acquisition and installation of equipment in the Improvements, all to be used by the Company in connection with providing a complete and fully operational warehouse and distribution facility in support of Bloom Utica LLC (the Land, Improvements and Equipment) are referred to collectively as the “Facility” and the construction and equipping of the Improvements is referred to as (the “Project”); and

WHEREAS, the Company will lease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York, and Chapter 372 of the Laws on 1970 of the State of New York, as may be amended from time to time (collectively the “Act”) and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the “Leaseback Agreement”); and

WHEREAS, the Company will construct, renovate and equip the Project; and

WHEREAS, the Company will construct, renovate and equip a Warehousing and Distribution Facility under the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency is authorized under its Uniform Tax Exemption Policy to provide for financial assistance to the Project; and

WHEREAS, representations made by the Company in its Application for Financial Assistance support the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

WHEREAS, the Company will further sublease the Facility for operation pursuant to a Sublease Agreement (the “Sublease Agreement”) between the Company and Sublessee.

WHEREAS, based upon recommendation made by the Company in its Application, the value of financial assistance is described as follows:

Sales and Use Tax exemptions estimated at \$ \$258,860.00 but shall not exceed \$ \$258,860.00 in aggregate;

Mortgage Recording Tax not to exceed \$69,773.00; and

Real Property Tax Exemptions estimated at \$464,314.00.

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, a public hearing (the “Hearing”) was held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing was given prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) was in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**; and

WHEREAS, the Agency has given due consideration to the operation of a distribution facility, the employment opportunities, taxable value of project and the economic conditions of the area in which the Project is situated; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed lease-leaseback transaction is either and inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company by virtue of its activities in renovating, reconstructing and equipping the Project shall submit, as a condition to closing, that SEQR review is not required, or in the alternative, the Environmental Assessment Form and related documents (Questionnaire) with respect to the Facility, a copy of which will be placed on file as the office of the Agency; and

WHEREAS, prior to the granting of any tax benefits, the Agency will complete its environmental review (if applicable) and make determinations for purposes of SEQRA.

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facility constitutes a “project,” such as that term is defined in the Act; and

- (c) The acquisition, construction, equipping and financing of the Facility, and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Herkimer County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and
- (e) Based upon representations of the Company, the Facility conforms with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facility is located; and
- (f) It is desirable and in the public interest for the Agency to acquire a leasehold interest in the Facility and lease the Facility back to the Company; and
- (g) The Lease is an effective instrument whereby the Company conveys a leasehold interest to the Agency; and
- (h) The Leaseback Agreement is an effective instrument whereby the Company leases the Facility from the Agency; and

Section 2. In furtherance of Section 2895 et seq. of Title 5-A of the Public Authorities Law (the “PAL”), the Agency has negotiated the terms of the disposition of the Land and such disposition furthers an economic development interest of the State of New York and County of Herkimer and is within the purpose of the Act. The Agency afforded Notice of Disposal of Public Authority Property under Section 2897 of the PAL (the “PAL Notice”), and the Agency has received no objection thereto. The Agency has considered the information provided in the PAL Notice and the Agency hereby finds that the negotiated disposition at market value and transfer of the Land to the Company that would achieve statutory goals and purposes of the Agency. The Agency further finds that the Agency has complied with the provisions of Section 2897 of the PAL so long as the transfer of the Land to the Company does not occur prior to November 8, 2022.

Section 3. In consequence of the foregoing, and subject to the receipt and approval by the Agency of pre-closing documents deemed reasonably necessary by counsel to the Agency, the Agency hereby determines to acquire a leasehold interest in the Facility from the Company and to lease the Facility back to the Company and to execute and deliver the Lease Agreement, the Leaseback Agreement and memoranda thereof, the Environmental Compliance and

Indemnification Agreement, the PILOT Agreement, the Recapture Agreement and all related documents (collectively the Closing Documents).

Section 4. The form and substance of the Closing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Chief Executive Officer, John J. Piseck, are hereby authorized, on behalf of the Agency, to execute and deliver the Closing Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary, Chief Executive Officer or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency shall constitute conclusive evidence of such approval.
- (b) The Chairman, Vice Chairman, Secretary or member of the Agency and the Chief Executive Officer, John J. Piseck, are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

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 Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Closing Documents binding upon the Agency.

[illegible]

I, Stacey Holleran, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 30th day of August, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Closing Documents contained in this transcript of proceedings are each in substantially the substance presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 30th day of August, 2022.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Stacey Holleran
Stacey Holleran, Assistant Secretary

EXHIBIT A

LOCALiQ

Observer-Dispatch | Daily Messenger
Times Telegram | New Jersey Herald
Times Herald-Record

PO Box 631202 Cincinnati, OH 45263-1202

PROOF OF PUBLICATION

Herkimer Co Ind. Development/H
420 E. GERMAN ST. STE#101A
HERKIMER NY 13350-1049

STATE OF NEW YORK, COUNTY OF HERKIMER

The Times Telegram, a newspaper published in the City of Utica, New York.

The text of the notice as published in said newspaper is as set forth below, or in the annexed exhibit, was published in the issue dated:

08/12/2022

and that the fees charged are legal.

Sworn to and subscribed before on 08/12/2022

Legal Clerk

Notary, State of WI, County of Brown

My commission expires

Publication Cost: \$66.48

Order No: 7620355

Customer No: 639140

PO #:

of Copies:
-1

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

SARAH BERTELSEN
Notary Public
State of Wisconsin

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 19-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 24th day of August, 2022, at 8:00 AM, local time, at the Schuyler Town Hall, 2000 State Route 5, Utica, NY 13502. Town of Schuyler, in connection with the following matter:

BLOOM UTICA, LLC (the "Company") has requested that the Agency consider undertaking a project for the benefit of the company as follows: (i) to provide assistance through sales tax and mortgage tax incentives for the construction, 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.

The Facility will consist of the acquisition, construction, and equipping of a distribution facility and office space located at Drive-In Road in the Town of Schuyler, Herkimer County, State of New York, known as part of Tax Map No. 105-2-1-2. The Project has an estimated cost of Eight Million Seven Hundred Twenty One Thousand Six Hundred Five and 00/100 Dollars (\$8,721,605.00) (the "Project Costs").

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315.866.3000.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Date: August 12, 2022

By:

Name: Stacey J. Holleran

Title: Assistant Secretary

#7620355

EXHIBIT B

PUBLIC HEARING MINUTES

**Herkimer County Industrial Development Agency
Wednesday, August 24, 2022 @ 8:00 AM
Bloom Utica, LLC
Town Hall, Town of Schuyler
2090 State Route 5, Utica, NY**

John J. Piseck, Jr. introduced himself as the Chief Operating Officer of the Herkimer County Industrial Development Agency and opened the public hearing at 8:01 AM.

Mr. Piseck appointed Stacey Holleran to record the minutes of the hearing.

Mr. Piseck stated that on August 12, 2022 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the “Agency”) on the 24th day of August, 2022, at 8:00 AM, local time at the Schuyler Town Hall, 2090 State Route 5, Utica, NY 13502, Town of Schuyler, in connection with the following matter:

BLOOM UTICA, LLC (the “Company”) has requested that the Agency consider undertaking a project for the benefit of the company as follows: ; (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.

The Facility will consist of the acquisition, construction, and equipping of a distribution facility and office space located at Drive-In Road in the Town of Schuyler, 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 Eight Million Seven Hundred

Twenty One Thousand Six Hundred Five and 00/100 Dollars (\$8,721,605.00)
(the "Project Costs").

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

Mr. Piseck invited comments from those present.

Being no comments regarding the subject project, the public hearing was adjourned at 8:20 AM.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Stacey J. Holleran".

Stacey J. Holleran
Chief Financial Officer

Enclosure – Sign-in Sheet

ATTENDEES - PUBLIC HEARING
WEDNESDAY, AUGUST 24, 2022 @ 8:00 AM
BY HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: BLOOM UTICA, LLC
AT TOWN HALL, TOWN OF SCHUYLER
2090 STATE ROUTE 5, UTICA, NY

NAME

ORGANIZATION

3

Dale Dodge

RODNEY DODGE

Jeffery Dingman

TIM RUCKER

IDA Staff Present:

John Piseck

Stacey Holleran

Victoria Adams

Erin Spina

RESOLUTION

SCHUYLER BUSINESS PARK WATERLINE

A regular meeting of the Herkimer County Industrial Development Agency (the “Agency”) was convened at the Herkimer County Chamber of Commerce Conference Room at 420 E. German Street, Herkimer, New York, on August 30, 2022 at 8:00 o’clock a.m., local time.

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

PRESENT:

Vincent Jim Bono	Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director
Cory Albrecht	Member
Timothy Day	Member
Alana Basloe	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Tim Day, seconded by Michael Werenczak, to wit:

Resolution No.083008

RESOLUTION TAKING OFFICIAL ACTION TOWARD AUTHORIZING CHIEF EXECUTIVE OFFICER TO EXECUTE AN INTERMUNICIPAL AGREEMENT WITH THE MOHAWK VALLEY WATER AUTHORITY FOR THE ACQUISITION OF WATER PIPE.

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

equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to construct, reconstruction and installation of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Agency proposes to construct, extend and equip water facilities in the Schuyler Business Park in the County of Herkimer (the “Project”); and

WHEREAS, the Agency requires approximately 2200 linear feet of pipe for immediate delivery; and

WHEREAS, the Mohawk Valley Water Authority has immediate access to the said pipe and is willing to assist the Agency and provide the pipe subject to certain terms and conditions set forth in a Intermunicipal Agreement; and

WHEREAS, the Agency requires the Mohawk Valley Water Authority; and

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

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

(A) It is in the best interest of the Agency to acquire the Ductile Steel Pipe and facilitate the water extension in the Schuyler Business Park; and

(B) That the Chief Executive Officer of the Agency, John J. Piseck, Jr., is hereby authorized to execute the Intermunicipal Agreement with the Mohawk Valley Water Authority.

(C) This Resolution shall take effect immediately.

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

Vincent Jim Bono	VOTING	<u>yes</u>
Cory Albrecht	VOTING	<u>yes</u>
John Scarano	VOTING	<u>yes</u>
Michael Werenczak	VOTING	<u>yes</u>
Ann Gaworecki	VOTING	<u>yes</u>
Timothy Day	VOTING	<u>yes</u>
Alana Basloe	VOTING	<u>yes</u>

The foregoing Resolution was thereupon declared duly adopted.

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

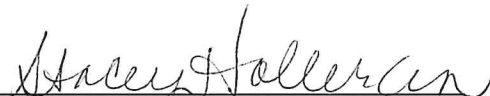
I, the undersigned (Assistant) Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on August 30, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30th day of August, 2022.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY


Stacey Holleran, Assistant Secretary