



STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office
Assistant

ERIN E. SPINA
Marketing & Communications
Specialist

ALAINA VALERIANO
Community & Business
Development Specialist

BOARD OF DIRECTORS

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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

MINUTES

August 27, 2024

Herkimer County Industrial Development Agency Board of Directors Meeting

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors on Tuesday, August 27, 2024 at 8:00 AM. The meeting was held electronically via zoom conference as well as a public meeting open for the public to attend in person. Members of the public were invited to join the meeting virtually by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID: 875-6466-4800 and passcode: 402411. Members of the public were invited to attend the meeting in person in the Herkimer County Chamber of Commerce conference room at 420 E. German Street, Herkimer, NY 13350.

After the Pledge of Allegiance, Vice-Chairman Cory Albrecht called the meeting to order at 8:00 AM.

The following members were present in person and answered the roll call: Cory Albrecht, Tim Day, Alana Basloe, and John Scarano. (4) **Quorum present.**

Members Absent: Vincent J. Bono

Mike Werenczak joined the meeting at 8:01am.

Ann Gaworecki joined the meeting at 8:02am.

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

Also Present in Person: Greg Malta, Herkimer County Legislator; Ron Beach Jr., Herkimer County Legislator; Anthony Hallak, Felt-Evans, LLP; and James Corl, Senator Walczyk's office.

Also Present Virtually: Vincent J. Bono (non-voting), Agency Chairman; Mark Gaworecki, Herkimer County Legislator; Elaine Sperbeck, City of Little Falls Resident; and Shannon Wagner; Hodgson Russ, LLP.

Mission Statement: Alaina Valeriano read the Agency's mission statement.

Minutes:

July 30, 2024- Regular Board Meeting: The minutes of the July 30, 2024 regular meeting were offered for review. **Tim Day moved, seconded by John Scarano to approve the minutes as presented. The motion carried with 6 ayes and 0 nays.**

Financial Reports:

July Financial Reports: The following financial reports were offered for review and approval: July 2024 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and SBP Mortgage. Mr. Piseck stated that all payments have been made on time. The Agency continues to move various projects forward and the Agency is in a good financial standing. The Agency has received the second of two-annual deposit from the county. **Alana Basloe moved, seconded by John Scarano to approve all financial reports as presented. The motion carried with 6 ayes and 0 nays.**

Budget FY 2025- This topic was tabled until a later date.

Herkimer County Microenterprise Grant:

Update: Jennifer Young provided the board with an update on the current number of applications, Agency staff is assisting with the application process. Mr. Piseck stated that it may be a challenge to expend the funding by the deadline. Mrs. Gaworecki mentioned reaching out to CPA offices.

Marketing Update: Erin Spina updated the board on various marketing projects completed in the past month. Included was for sale signs that she designed for Agency properties, and The Evening with Joe Nehme flyer. Erin presented an Agency sponsorship slide for the Leading-Edge Awards. Erin shared photographs taken by James Burns of Warrior Solar, Four Corners, 4.1 Acres in Schuyler. Also, presented was a link on the Agency website to take a virtual tour of the Masonic Building.

ACH Payments-: Mr. Piseck provided information to the board on ACH Payments. This included recurring payments that are automatically paid through the Agency's bank account such as Payroll, NYS Retirement, NYS Deferred Compensation, Short Term Disability, and Health Insurances. These are typically set dollar amounts. This will aid in reducing Agency expenses. This will be reviewed annually by IDA Chairman, Agency staff, and a claims auditor. This item was for discussion only.

Schuyler Business Park Update: This item was moved to Executive Session.

Russell Farm Water & Sewer Update: The Agency received an Amended Contract for Higby Road from WMJ Keller. Unexpected requirements caused an increase from the original \$426,180. Mr. Piseck will contact the company to negotiate the amount owed. If negotiations are unsuccessful, we will not exceed payment of \$480,051.85. Mr. Piseck will provide an update with final amount. **Tim Day moved, seconded by John Scarano to authorize and increase from \$426,180.00 not to exceed amount of \$480,051.85 for the water and sewer project at Russell Farms. The motion carried with 6 ayes and 0 nays.**

Resolution: 082724-01

Masonic Project- Project Funding Agreement- Prior to the meeting board members were provided a draft project funding agreement for the Masonic project. After discussion, **Alana Basloe moved, seconded by Tim Day to authorize the Masonic Project Funding Agreement with a beginning investment of \$175,000 into the project. The motion carried with 6 ayes and 0 nays.**

Resolution: 082724-02

Masonic Project Resolution: The board was presented with resolution authorizing the project funding agreement for The Masonic Building. Following review and discussion, **Tim Day made the following motion:**

RESOLUTION AUTHORIZING EXECUTION OF A PROJECT FUNDING AGREEMENT IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR HERKIMER LOCAL DEVELOPMENT CORPORATION (THE "COMPANY").

Seconded by Mike Werenczak, the motion carried with 6 ayes and 0 nays.

Resolution: 082724-03

The official resolution is attached to the original minutes.

Mr. Albrecht welcomed comments from elected officials.

James Corl, from Senator Walczyk's office made comment that if the Agency should need any assistance from the Senator with Microenterprise, projects or letters of support to please reach out.

Project Updates/ Other Business:

- **Hansen Island** – Load rating is complete. Potential interest from developers.
- **Housing Study-** LaBella Associates was selected as firm for this project.
- **Schuyler Meeting-** The Agency board and staff are meeting for a tour Thursday of the Schuyler Business Park, to see the progress.
- **Russell Farm-** Attended Town of Frankfort meeting and they are looking forward to progress to come at this site.
- **Energy Conference-** Mr. Piseck was invited to an energy conference in Syracuse on Thursday.
- **EPA Duofold Grant-** Made it through the first round. No presentations needed this year.
- **Herkimer BOA Meeting-** First meeting is September 3, 2024 at 5:00pm.
- **Bills School-** This project is moving forward.
- **Duofold Repairs-** Submitting for EPA funding.

Tim Day moved, seconded by Alana Basloe to enter into executive session at 8:37 AM to discuss matters of contracts. The motion carried with 6 ayes and 0 nays. All board members, John Piseck, Victoria Adams, Jennifer Young, Erin Spina, Alaina Valeriano, Anthony Hallak, Shannon Wagner, Ron Beach, and Greg Malta were invited to stay.

Cory Albrecht, Tony Hallak, and Alaina Valeriano excused themselves from executive session at 8:53

Cory Albrecht and Alaina Valeriano re- entered the meeting at 9:11

Alana Basloe moved, seconded by John Scarano to end executive session at 9:20 AM. The motion carried with 6 ayes and 0 nays.

Being no other business, Tim Day moved, seconded by Mike Werenczak to adjourn at 9:20 AM. The motion carried with 6 ayes and 0 nays.

Respectfully Submitted,



Jennifer Young

Administrative Assistant

**AUTHORIZING RESOLUTION
PROJECT FUNDING AGREEMENT
HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT**

A regular meeting of Herkimer County Industrial Development Agency (the "Agency") was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on August 27, 2024 at 8:00 o'clock a.m., local time.

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

PRESENT:

Cory Albrecht	Vice Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

Vincent J. Bono	Chairman
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

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

Resolution No. 082724-03

RESOLUTION AUTHORIZING EXECUTION OF A PROJECT FUNDING AGREEMENT IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR HERKIMER LOCAL DEVELOPMENT CORPORATION (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 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, Herkimer Local Development Corporation, a New York State not-for-profit local development corporation (the "Company"), submitted an application (the "Application") to the Agency, as supplemented, 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) (1) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (2) the making of certain renovations to the Facility and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Company as their corporate offices with portions of thereof being leased by the Agency and/or the Company to various tenants, and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) 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, in connection with the Project, the Company has requested that, based on discussions among the Agency, the Company, and Herkimer County, New York, the Agency participate in the Project by investing a portion of the Agency's funds in the Project (the "Agency Investment") which Agency Investment may, at the discretion of the Agency, over the life of the Project be an amount up to, and in any event not to exceed, the costs of the Project; and

WHEREAS, by resolution adopted by the members of the Agency on June 25, 2024 (the "Approving Resolution"), the Agency determined to make the Agency Investment, grant the Financial Assistance and enter into a lease agreement (the "Lease Agreement") between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, in connection with the Project and the Agency Investment, the Agency and the Corporation desire to enter into a project funding agreement (the "Funding Agreement") to provide for the contribution of the Agency Investment;

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

Section 1. Subject to review of the terms of the Funding Agreement by the Chief Executive Officer and counsel to the Agency, the Agency hereby determines to enter into the Funding Agreement and hereby authorizes the execution by the Agency of the Funding Agreement.

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

Section 3. Subject to approval by counsel to the Agency of the terms of the Funding Agreement, the Chairman, Vice Chairman or Chief Executive Officer of the Agency is hereby authorized to execute and deliver the Funding Agreement, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman 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 4. 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 Funding Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Funding Agreement binding upon the Agency.

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	ABSENT
Cory Albrecht	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	YES
Tim Day	VOTING	YES
Alana Basloe	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

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

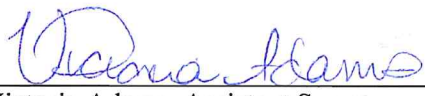
I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 30, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 27th day of August, 2024.




Victoria Adams, Assistant Secretary