



MINUTES

APRIL 30, 2019

Herkimer County Industrial Development Agency Board of Directors Meeting held at the Herkimer County Chamber of Commerce Conference Room, 420 E. German St. Herkimer, NY 13350.

STAFF

JOHN J. PISECK, JR.
Executive Director

STACEY J. HOLLERAN
Office Manager

VICTORIA L. ADAMS
Administrative Assistant

After the Pledge of Allegiance, Chairman V. Jim Bono called the meeting to order at 8:03 AM.

The following members answered the roll call: Vincent (Jim) Bono, David Chlus, Daniel Reardon, John Scarano, Catherine (Cate) Ricci. Quorum Present.

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

DAVID M. CHLUS
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

CORY ALBRECHT
Director

DANIEL B. REARDON
Director

CATHERINE RICCI
Director

Members Absent: Cory Albrecht, Michael Werenczak

Staff Present: John Piseck, Stacey Holleran, Victoria Adams

Also Present: Anthony Hallak, Jim Wallace, Bernard Peplinski, Bob Hollum, Peter Manno, Bill Maxim, Marie Smithgall, Michael Cucchiara, Kevin McAuliffe, Brenda Colella, Fred Shaw

Minutes: The minutes of the following board meetings were offered for review: March 20, 2019 Regular Meeting and April 12, 2019 Special Meeting. **Catherine (Cate) Ricci moved, seconded by John Scarano, to approve minutes as presented. Motion carried.**

Financial Reports: The following financial reports were offered for review and approval: 2019 March Operating Report, Operating Account, Account Balances, Small Cities/GOSC/IRP/Lease balance and payment status. Mr. Piseck stated that we are waiting for a check from H&M Architects for electrical upgrades at Tractor Supply. **John Scarano moved, seconded by Daniel Reardon, to approve all financial reports presented. Motion carried.**

Little Falls Solar I: Presenter Michael Cucchiara, Director of Nexamp, gave an overview of his proposed solar project. Mr. Cucchiara is seeking consideration to deviate from the Agency's Off Site Commercial Solar Photovoltaic policy with regards to PILOT range of \$5,000 to \$6,000 per megawatt (MW). He is proposing a PILOT level of \$3,900 per MW-AC with a 2% annual increase. Their offered PILOT level represents 3% of project revenue and is in line with NYSERDA guidance which suggests solar project PILOTS should be based on 1-3% of gross electric revenue.

It was requested Mr. Cucchiara put his offer in writing for consideration at the next meeting of the Agency tentatively scheduled for May 28, 2019.

Cate Ricci moved, seconded by John Scarano, to set a public hearing in the City of Little Falls for the Little Falls Solar I project. Motion carried with 4 ayes. Daniel Reardon abstained.

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

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

Mr. Cucchiara, Kevin McAuliffe, and Brenda Colella were excused.

Frankfort 55 South Business Park – Tractor Supply Company: Counsel explained there was a need to amend the current easement on file for the National Grid gas line. **After discussion, Daniel Reardon moved, seconded by John Scarano to authorize the Executive Director to execute the Amended and Restated Grant of Easement as provided. Motion carried. The official resolution is attached to the original minutes.**

A proposed resolution was provided by Counsel regarding confirmation that the grant of authority to act as agent of the IDA through February 28, 2019 extends to all sub-agents of the Tractor Supply Company. **Cate Ricci offered the following resolution:**

**RESOLUTION CONFIRMING THAT THE GRANT OF
AUTHORITY TO TRACTOR SUPPLY COMPANY TO ACT AS
AGENT OF HERKIMER COUNTY INDUSTRIAL DEVELOPMENT
AGENCY THROUGH FEBRUARY 28, 2019 EXTENDS TO ALL SUB-
AGENTS OF TRACTOR SUPPLY COMPANY WITH RESPECT TO
THE TRACTOR SUPPLY COMPANY PROJECT AND
AUTHORIZING THE EXECUTION AND DELIVERY BY THE
AGENCY OF ALL RELEVANT DOCUMENTS RELATING TO SUCH
AUTHORITY.**

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

Northern Borders Regional Commission Application: Mr. Piseck outlined the parameters of the Economic and Infrastructure Development Grant Program. Support from the County has been requested. **David Chlus offered the following motion:**

**AUTHORIZING SUBMISSION OF AN APPLICATION FOR FISCAL YEAR 2019 NORTHERN
BORDER REGIONAL COMMISSION ECONOMIC AND INFRASTRUCTURE DEVELOPMENT
GRANT PROGRAM.**

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

Amend Fees on IDA Projects: Mr. Piseck noted that after a review of fees charged by other area IDA's, ours seem to be low. A recommendation was made to increase the application fee and yearly lease/administration fee by \$250 each. **Cate Ricci moved, seconded by John Scarano, to set application fee to \$500.00 and Annual Lease/Administration fee to \$750.00 on IDA Projects effective immediately. Motion carried.**

Conflict of Interest Policy: The Agency's current Code of Ethics Policy includes Conflict of Interest language; however, it was recommended that there be a separate Conflict of Interest Policy. After review by council, a recommended policy was provided to the board for review prior to the meeting.

David Chlus moved, seconded by John Scarano, to adopt the Conflict of Interest Policy as presented. Motion carried. A copy of the policy is attached to the original minutes.

NEPA Review for Turbo Machined Products: Invoice received from Wladis Law Firm is more than the agreed upon amount for professional services. Mr. Piseck proposed the amount to be paid be increased from \$5,000.00 not to exceed \$15,000.00 to include work yet to be done. An explanation was received that the review was more extensive than anticipated. **Daniel Reardon moved, seconded by Scarano, to approve costs up to \$15,000.00 for professional services to conduct NEPA review which is a requirement of the CDBG grant. Motion carried.** These costs are reimbursable from administrative fees.

Manheim Business Park: Herkimer County IDA entered into an agreement with GHD Consulting Services, Inc. for a Map, Plan Report. The agreement was underbid by GHD leaving the IDA with a much larger bill than initially expected. It was requested that a representative from GHD attend the next meeting to explain why there is such a large difference in the initial agreement.

Mr. Piseck reported the Sewer Study Report is just about completed.

Mohawk Valley EDGE Marketing: Mr. Piseck reviewed the Professional Services Proposal from Mohawk Valley EDGE as well as their IPad 2019 Proposal. Upon review of said proposals, it was decided to initiate a relationship with Mohawk Valley EDGE by accepting the IPad 2019 Proposal which will include site design and sub-consultant services for the additional 188 acre parcel at the Schuyler Business Park. **David Chlus moved, seconded by Daniel Reardon, to approve moving forward with the IPad 2019 Proposal at a cost up to \$16,500. Motion carried.**

Schuyler Business Park Expansion: Phase I on the site is completed. The survey of the property was reviewed. Mr. Hallak would like time to review the survey further before advancing. Mr. Piseck stated that MVCC would like to do an aerial overlay as a pilot at no cost to us. This will be discussed at the next board meeting.

Basic Economic Development Course: Mr. Piseck proposed he attend the Basic Economic Development course in Albany for four days in June. **Daniel Reardon moved, seconded by David Chlus, to approve Mr. Piseck attending the course.**

Project Updates/Other Business:

- Mr. Bono proposed a commitment to the Community Foundation. He proposed the IDA commit to giving \$1,000.00 towards community unity and grant applications. **John Scarano moved, seconded by Daniel Reardon, to provide \$1,000.00 to the Community Foundation to assist in their marketing efforts for the county. Motion carried.**
- Herkimer County Chamber annual Pink Ball Golf Tournament – July 19, 2019
- EPA Grand Meeting with HRP went well. A list of potential sites is being developed.
- We received the second drawdown of \$25,000.00 in Seward Funds in order to continue administering 2-2-2 loans/grants.

- CFA information session is scheduled May 15th from 2-4 in the Herkimer County Chamber Conference Room.
- FuzeHub – June 5th -6th reception and event. Suzie Jones will be speaking at the event.
- A meeting to hear concerns of a group from the Town of Manheim opposing a potential meat processing plant at the Manheim Business Park will be on 5/02/2019 at 5:30 PM at the IDA office.
- A representative from the office of Charles Schumer will be at the IDA office on Friday 5/3/2019 to discuss projects with Mr. Piseck and other county officials.
- We may have to set up live streaming of our Board Meetings in the future.
- There will be upcoming Sexual Harassment Training for Staff and Members.
- After a recent fire at Heidelberg Bakery, the IDA is willing to help in any way possible.
- Higby Gold project is scheduled to close 5/1/2019

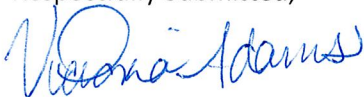
Executive Session: Cate Ricci moved, seconded by John Scarano, to enter into executive session at 9:20 AM to discuss an acquisition matter. Motion carried. Board members Bono, Ricci, Scarano, Chlus, and Reardon were invited to stay along with Anthony Hallak, Bernard Peplinski, Bob Hollum, Peter Manno, John Piseck, Stacey Holleran, and Victoria Adams.

David Chlus exited the meeting at 9:43 AM

Catherine (Cate) Ricci moved, seconded by Daniel Reardon to end Executive Session at 9:46 AM. Motion carried.

Being no other business, Catherine (Cate) Ricci moved, seconded by Daniel Reardon to adjourn at 9:48 AM. Motion Carried.

Respectfully Submitted,



Victoria Adams
Administrative Assistant

At a meeting of the **HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Herkimer, New York on the 30th day of April, 2019 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, David M. Chlus, John Scarano, Daniel B. Reardon, Catherine Ricci

Absent: Cory Albrecht, Michael Werenczak

Also Present: John J. Piseck, Jr. and Stacey J. Holleran, Victoria Adams

After the meeting had been duly called to order, the Chairman announced that one of the purposes of the meeting was to consider and take action on certain matters pertaining to Tractor Supply Company (the "Company").

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

AYE: Bono, Chlus, Scarano, Reardon, Ricci NAY: none ABSTAINED:

RESOLUTION CONFIRMING THAT THE GRANT OF AUTHORITY TO TRACTOR SUPPLY COMPANY TO ACT AS AGENT OF HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY THROUGH FEBRUARY 28, 2019 EXTENDS TO ALL SUB-AGENTS OF TRACTOR SUPPLY COMPANY WITH RESPECT TO THE TRACTOR SUPPLY COMPANY PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE AGENCY OF ALL RELEVANT DOCUMENTS RELATING TO SUCH AUTHORITY.

WHEREAS, Tractor Supply Company (the "Company") and the Agency have previously entered into a Lease Agreement dated as of August 1, 2017, a Leaseback Agreement dated as of August 1, 2017 (the "Leaseback Agreement") and other documents relating thereto in connection with the Company's undertaking, as Agent of the Agency, of a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 142 acre parcel of land located in the Route 5S Business Park in the Town of Frankfort, New York (the "Land"), (2) the construction on, under and over the Land of an approximately 930,500 square foot warehouse and distribution center, with potential expansion at the Company's option up to 1,230,000 square feet, and related facilities and improvements, including without limitation, offices, a water tank, electric transformers and parking for vehicles and truck trailers (collectively, the "Improvements")

and (3) the acquisition and installation of machinery, equipment and other personal property (the "Equipment") in, on, around, over and under the Improvements and the Land (the Land, the Improvements and the Equipment being collectively referred to as the "Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including potential exemptions from sales taxes, real property transfer taxes and exemptions from real property taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) of the Facility to Agency and leaseback of the Facility to the Company or such other person as may be designated by the Company and agreed upon the Agency; and

WHEREAS, a public hearing, pursuant to Article 18-A of the New York State General Municipal Law (the "GML"), was held by the Agency on December 27, 2018 in connection with the Project to consider an amended application for (1) extension of the Project Completion Date through February 28, 2019 and commensurate therewith an extension of the Company's authority to act as agent of the Agency through the same date and (2) reconfirming the increase in the cost of the Project and the commensurate increase in the amount of the sales and use tax exemption for the Project; and

WHEREAS, no public comments, written or oral, were submitted for the Agency's consideration at the public hearing; and

WHEREAS, the Agency, at a duly held meeting, immediately following the public hearing, unanimously (1) approved the extension of the Project Completion Date through February 28, 2019 and commensurate therewith an extension of the Company's authority to act as agent of the Agency and (2) reconfirmed the increase in the cost of the Project and the commensurate increase in the amount of the sales and use tax exemption for the Project; and

WHEREAS, the Agency understood that, and intended for, the extension of agency status to the Company through February 28, 2019 to extend to and encompass the Sub-Agents of the Company set forth on Exhibit A attached hereto and made a part hereof with respect to the Project and now desires to confirm that understanding and intention;

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

Section 1. The Agency hereby confirms its approval, effective as of December 27, 2018, of the Company's Sub-Agents set forth on Exhibit A attached hereto and made a part hereof (the "Sub-Agents") to act as sub-agents of the Agency through the Project Completion Date of February 28, 2019.

Section 2. Any and all actions of the Sub-Agents taken with respect to the Project that are consistent with the applicable provisions of the Leaseback Agreement are hereby ratified and confirmed.

Section 3. The Chairman, the Secretary and the Executive Director of the Agency are each, acting alone or together, hereby authorized for and on behalf of the Agency to execute and deliver all documents and instruments, including without limitation, an amended New York State Sales Tax form ST-60 for each of the Sub-Agents, and amendments to any of the Transaction Documents (as defined in the Leaseback Agreement), and to do all such further acts and things as may be necessary or, in the opinion of either the Chairman, the Secretary or the Executive Director desirable to effect the purposes of this resolution.

Section 4. 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 April 30, 2019 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 30th day of April, 2019.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

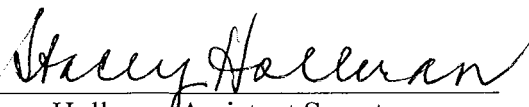
By: 
Stacey Holleran, Assistant Secretary

EXHIBIT A

SUB-AGENTS

1. H and M Construction Co, Inc.
2. Comfort Systems USA DBA Woodcock & Armani Mec
3. DSE Erectors, Inc.
4. Williams Steel Company
5. Apple Roofing Corp.
6. Matco Electric Corporation
7. S.A. Comunale Co., Inc. dba Sprinkfab
8. Accurate Acoustical, Inc.
9. The Effect Group, Inc.

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Herkimer, New York on the 30th day of April, 2019 at 8:00 AM, the following members of the Agency were:

Present: Vincent J. Bono, David Chlus, John Scarano, Dan Reardon, Catherine Ricci

Absent: Cory Albrecht, Michael Werenczak

Also Present: John Piseck, Stacey Holleran and Anthony Hallak

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

AYE

NAY

ABSTAINED

*ALL

*NONE

*NONE

AUTHORIZING SUBMISSION OF AN APPLICATION FOR FISCAL YEAR 2019 NORTHERN BORDER REGIONAL COMMISSION ECONOMIC AND INFRASTRUCTURE DEVELOPMENT GRANT PROGRAM

WHEREAS, federal grant funding is available through the NYS Department of State to support local economic and infrastructure development activities which are undertaken by eligible applicants; and

WHEREAS, the Herkimer County Industrial Development Agency is eligible to apply for such funding in the 2019 competitive cycle under the Northern Border Regional Commission's Economic and Infrastructure Development Grant Program; and

WHEREAS, the Board of Directors has determined that such funding should be used to establish a Revolving Loan Fund; and

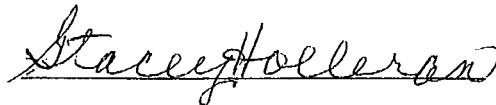
NOW, THEREFORE, BE IT RESOLVED, the Executive Director is authorized to sign and submit an application for funding from the Northern Border Regional Commission's Economic and Infrastructure Development Grant Program for consideration in the 2019 competitive grant cycle; and

BE IT FURTHER RESOLVED, the Executive Director is authorized to sign all agreements, certifications and other documents required to complete the application and to accept a grant and administer the program that is proposed for the 2019 NBRC funding; and

BE IT FURTHER RESOLVED, the Herkimer County Industrial Development Agency, with anticipated support of Herkimer County, will provide 20% in matching funds up to \$62,500.00.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 30th day of April, 2019.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

A handwritten signature in cursive script, reading "Stacey Holleran".

Stacey Holleran, Assistant Secretary

CONFLICT OF INTEREST POLICY

Adopted 4/30/2019

All Board Members and employees should be provided with this Conflict of Interest Policy upon commencement of employment or appointment and required to acknowledge that they have read, understand and are in compliance with the terms of the policy. Board members and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.

Conflicts of Interest: A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Authority. Perceived conflicts of interest are situations where there is the appearance that a board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member or employee may be influenced to act in a manner that does not represent the best interests of the authority. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the authority participates.
- The ability to use his or her position, confidential information or the assets of the authority, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties.

Outside Employment of Authority's Employees: No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the authority.

PROCEDURES

Duty to Disclose: All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the authority.

Determining Whether a Conflict of Interest Exists: The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee and/or Ethics Officer should seek guidance from counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

Recusal and Abstention: No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

Records of Conflicts of Interest: The minutes of the authority's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations: Board members and employees should promptly report any violations of this policy to his or her supervisor, or to the public authority's ethics officer, general counsel or human resources representative in accordance with the authority's Whistleblower Policy and Procedures.

Penalties: Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules or regulations.