



STAFF

JOHN J. PISECK, JR.
Executive Director

STACEY J. HOLLERAN
Office Manager

VICTORIA L. ADAMS
Administration & Grant
Coordinator

JERRY J. PRITCHARD
Marketing & Communications
Specialist

BOARD OF DIRECTORS

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DAVID M. CHLUS
Vice Chairman

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Secretary

MICHAEL WERENCZAK
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CORY ALBRECHT
Director

CATHERINE RICCI
Director

ANN GAWORECKI
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES

May 25, 2021

Herkimer County Industrial Development Agency Regular Board of Directors Meeting

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, the Herkimer County Industrial Development Agency regular meeting of the Board of Directors was held Tuesday, May 25, 2021 at 8:00 AM electronically via zoom conference instead of a public meeting open for the public to attend in person. Members of the public were invited to join the meeting by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID 944 6395 5530 and passcode 102010.

After the Pledge of Allegiance, Chairman Vincent (Jim) Bono called the meeting to order at 8:01 AM.

The following members were present in person: Vincent (Jim) Bono, John Scarano, Catherine (Cate) Ricci, Michael Werenczak

The following members were present via phone: Cory Albrecht, David Chlus (entered at 8:11 AM).
Quorum Present.

Members Absent: Ann Gaworecki

Staff Present: John Piseck, Stacey Holleran, Victoria Adams, Jerry Pritchard

Also Present in Person: Anthony Hallak, Bernie Peplinski, Pete Campione

Also Present via Call-In: Michelle Roberts, John Stephens, Bill Weakley, Bob Hollum, Mark Gaworecki, Senator Peter Oberacker, Michael Stadelmaier, Tennille Knoop

Mr. Bono welcomed the Agency's newest employee, Jerry Pritchard to the meeting and the Agency.

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

Mr. Piseck announced that this meeting would be the final meeting where board members could vote via phone and advised them to take note of the meeting dates for the remainder of the year to ensure the availability of a quorum.

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

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

Minutes: The minutes of the April 27, 2021 regular meeting were offered for review. **Michael Werenczak moved, seconded by John Scarano. Motion carried with 5 Ayes and 0 Nays.**

Financial Reports: The following financial reports were offered for review and approval: 2021 April Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and PILOT report. Mr. Piseck stated that any outstanding loans are being paid accordingly and the Agency is in a good financial position. The Agency should close on various projects within the next month or so. Stacey Holleran reviewed the PILOT payment report included in the financial reports. She stated that payments are being collected accordingly and distributed to the appropriate jurisdictions. **John Scarano moved, seconded by Michael Werenczak, to approve all financial reports as presented. Motion carried with 5 ayes and 0 nays.**

Anthony Hallak entered the meeting in person at 8:08 AM

David Chlus entered the meeting via phone at 8:11 AM

Schuyler Business Park:

Mr. Piseck informed board members of a meeting which was recently held in the Town of Schuyler Town Hall. Various members of project teams and their developers, National Grid, Mohawk Valley Water Authority, Agency staff, and others gathered to discuss each project individually as well as the development of Schuyler Business Park as a whole to ensure all involved were able to move their projects along. Mr. Piseck stated that the community as a whole has been very welcoming to the developers and have been very supportive.

Phase 1B Archaeological Survey: A Phase 1B Archaeological Survey was completed at the park and submitted to SHPO. The survey was approved by SHPO, concluding that “no archaeological sites were identified by the survey”. **John Scarano moved, seconded by Michael Werenczak to accept the Phase 1B Archaeological Survey as submitted by consulting archaeologist, Timothy J. Abel, Ph.D. Motion carried with 6 Ayes and 0 Nays.**

Gas/Electric Service: Mr. Piseck explained the current layout of gas and electric services to the park. He stated that he will be seeking grant funding through various sources to secure funding for the extension of the services.

Senator Peter Oberacker: Senator Oberacker requested a meeting with Mr. Piseck for a tour of the park. Mr. Piseck stated that they would connect offline to set up a mutually convenient time to meet.

Site Progress: Mr. Piseck stated that early agreements have been made to allow some site work. The Agency has uploaded photos on social media. The front of the park has been cleaned up and Mr. Piseck is continuing to have conversations with potential tenants. John Scarano inquired about competitive covenants. Mr. Hallak stated that there are not any restrictive covenants related to direct competition. Those restrictions are usually researched and would be ultimately requested by the tenant themselves.

Retiree Insurance Benefits: Due to the personal nature of the discussion, Mr. Hallak advised the board to discuss the matter during executive session.

Microenterprise and Seward 2/2/2 Update: Victoria Adams updated board members on the status of both the Microenterprise Grant program as well as the Seward 2/2/2 loan/grant program. She stated that there is approximately \$23,000 in remaining funds to support applications through the Microenterprise Grant. She is continuing to work with awarded business to acquire required job reporting documentation from those awarded with the commitment to adding additional employees. She continued by stating there is funding available in the Seward 2/2/2 fund to support applications and to contact her with inquiries.

F.E. Hale Mfg. Co. – Authorizing Resolution: The proposed Authorizing Resolution was presented to board members prior to the meeting. After discussion, **Cate Ricci offered 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”); TO ENTER INTO A RECAPTURE AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Michael Werenczak, the motion carried with 6 Ayes and 0 Nays. The official resolution is attached to the original minutes.

Schuyler Warehouse Development, LLC (Pepsi) – Authorizing Resolution: The proposed Authorizing Resolution was presented to board members prior to the meeting. After discussion, **John Scarano offered 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 Cate Ricci, the motion carried with 6 Ayes and 0 Nays. The official resolution is attached to the original minutes.

Foothills Development, LLC (Wilcor) – Authorizing Resolution: Mr. Piseck stated that this item will be tabled for now, as paperwork processing is taking longer than anticipated. He expects to present the resolution at the next scheduled board meeting.

Nudadec, LLC (The Fountainhead Group, LLC):

Authorizing Resolution:

The proposed Authorizing Resolution was presented to board members prior to the meeting. After discussion, **Cate Ricci offered the following motion:**

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE CONVEYANCE OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK, THE CONSTRUCTION OF CERTAIN IMPROVEMENTS THEREON, AND THE ACQUISITION OF PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (COLLECTIVELY, THE "FACILITY"); TO ASSIST THE COMPANY WITH FINANCIAL ASSISTANCE, LEASING SAID FACILITY TO AGENCY THROUGH A LEASE AGREEMENT AND THROUGH SALES AND MORTGAGE TAX EXEMPTIONS AND REAL PROPERTY TAX ABATEMENTS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE FACILITY THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (THE "ECIA"); TO LEASEBACK SAID FACILITY TO THE COMPANY; TO PROVIDE FOR A RECAPTURE AGREEMENT RELATING TO THE CREATION OF JOBS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by John Scarano, the motion carried with 6 Ayes and 0 Nays. The official resolution is attached to the original minutes.

Amendment to Purchase and Sale Agreement: Board members were provided with an amended purchase and sale agreement for Nudadec, LLC (The Fountainhead Group). The amendment allows for additional time to close and also allows early access to the property. **Michael Werenczak moved, seconded by Cate Ricci, to approve the amended agreement as presented. Motion carried with 6 Ayes and 0 Nays.**

RemArms: Mr. Piseck informed board members that the RemArms project is expected to move forward. He is having ongoing discussions with the company and will provide more updates as they become available.

H.M. Quackenbush: Mr. Piseck presented the Village of Herkimer with the option to transfer the property to the Village for only the cost of transfer fees. He has been approached about giving the

property to the Herkimer 9 Foundation; however, the Agency cannot give the property to a for-profit entity. He stated that the Agency stands behind the Village and will assist in any way possible. Attorney Charles Malcolm of Hodgson Russ, LLP is preparing paperwork to present to the Village for the official transfer.

Eastern Mohawk Valley Water Transmission Main: The Agency received the executed contract from the Department of State for the Municipal Restructuring Fund (MRF) grant. The funds will assist with the execution of the planning and surveying aspects of the project. Mr. Piseck stated that the Agency plans to host a meeting with all parties involved. He stated that the Agency had previously requested authorization to seek an engineer specifically to assist with the project, and will be moving forward with that process. Each municipality will be responsible for their own hook-up to the main once it is constructed. The Agency will seek additional funding for the project once the design phase is complete.

Chamber of Commerce Golf Tournament – Contest Sponsorship: The Herkimer County Chamber of Commerce will host their annual golf tournament on July 12, 2021. Mr. Piseck requested approval to be a sponsor of the event. **John Scarano moved, seconded by Cate Ricci, to approve the Contest Sponsorship at a cost not to exceed \$100.00. Motion carried with 6 Ayes and 0 Nays.**

Town of Webb Housing Study: The Agency has received notes from the Phase II Environmental Site Assessment that was conducted a parcel that is currently owned by the Town. The assessment concluded that there were no significant findings that would prevent housing to be constructed there. The housing study is being conducted for the entire town and results should be received shortly.

Colucci Trucking: Mr. Piseck stated that the project will be discussed in executive session.

Russell Farm: The purchase offer made by the Agency was accepted by the owner and a closing date should be set soon.

SHPO: Mr. Piseck requested approval to have an environmental assessment conducted at the Russell Farm site. **Michael Werenczak moved, seconded by Cate Ricci, to approve an environmental site assessment to be conducted at the Russell Farm site at a cost not to exceed \$8,000. Motion carried with 6 Ayes and 0 Nays.**

Appraisal: Mr. Piseck requested approval to have an appraisal conducted at the Russell Farm site. **Cate Ricci moved, seconded by Cory Albrecht, to approve an appraisal to be conducted at the Russell Farm site at a cost not to exceed \$2,500. Motion carried with 6 Ayes and 0 Nays.**

Delta Engineers: Mr. Piseck requested approval to have Delta Engineers as the engineer of record for the Russell Farm site. He will update the board on the cost of the services as they bill appropriately. **Cate Ricci moved, seconded by Cory Albrecht, to approve the Agency to acquire Delta Engineers for engineering services required at the Russell Farm site. Motion carried with 6 Ayes and 0 Nays.**

IDA Policy Review: The Agency received a proposal from Hodgson Russ, LLP to complete a full review of the Agency's current policies, procedures, and form documents to confirm compliance with the legal requirements for industrial development agencies. The firm will also draft a policy manual incorporating the policies with a uniform formatting and required provisions or policies to bring the Agency into compliance. **John Scarano moved, seconded by Michael Werenczak to approve the Agency to engage with Hodgson Russ, LLP for review of the Agency's current policies, procedures, and form documents**

to confirm compliance with the legal requirements for industrial development agencies. The cost of services is not to exceed \$10,000. Motion carried with 6 Ayes and 0 Nays.

Herkimer County Market Study CDBG (Food Processing): Herkimer County received an award letter from New York State Homes and Community Renewal for a Community Development Block Grant in the amount of \$50,000 for a food processing study to be conducted for the county. The Agency will be a subrecipient of the grant. The study will assist with agriculture development within the county. **Cate Ricci moved, seconded by Michael Werenczak, to approve the Agency to administer the grant on behalf of Herkimer County. Motion carried with 6 Ayes and 0 Nays.**

Project Updates/Other Business:

Consolidated Funding Applications: Mr. Piseck stated that the CFA process is currently open.

Broadband Study: A Broadband Study for Herkimer County is currently underway.

Manheim & Dolgeville: The Village of Dolgeville is in the process of annexing over 30 acres of property from the Town of Manheim. Mr. Piseck stated that the grant monies awarded to assist with the construction of the water tower are still available.

Pitch Herkimer County: The Pitch Herkimer County contest is being delayed. Unfortunately, there was not enough interest in the contest to continue at this time. The contest will be kicked off later this year.

SunEast: Applications for the SunEast solar projects are in the works.

Executive Session: Cate Ricci moved, seconded by Michael Werenczak to enter into executive session 8:55 AM to discuss personnel as well as developments of a potential project. Motion carried with 6 Ayes and 0 Nays. All board members, Anthony Hallak, John Piseck, Stacey Holleran, Victoria Adams, and Jerry Pritchard were invited to stay.

Cate Ricci moved, seconded by John Scarano to end executive session at 9:35 AM. Motion carried with 6 ayes and 0 nays.

Being no other business, Cory Albrecht moved, seconded by John Scarano to adjourn at 9:36 AM. Motion carried with 6 ayes and 0 nays.

Respectfully Submitted,



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 E. German Street, Herkimer, New York on the 25th day of May, 2021 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Catherine Ricci, John Scarano,
Michael Werenczak; Present by phone: Cory Albrecht, David Chlus

Absent: Ann Gaworecki

Also Present: John Piseck, Stacey Holleran, Anthony Hallak, Victoria Adams, Jerry Pritchard

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 F.E. Hale Mfg. Co. (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”); TO ENTER INTO A RECAPTURE AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, F.E. Hale Mfg. Co., on behalf of itself and/or the principals of F.E. Hale Mfg. Co. (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 manufacturing facility and office space on a parcel of land located at 11206 Cosby Manor Road, Schuyler, New York 13502, 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 manufacturing facility and office space in support of F.E Hale Mfg. Co. (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 reconstruct, renovate and equip the Project; and

WHEREAS, the Company will reconstruct, renovate and equip a manufacturing 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, 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 \$57,420.00 but shall not exceed \$57,420.00 in aggregate;

Real Property Tax Abatement is estimated at \$63,080.00.

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 retail facility 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 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 3. 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 4.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Executive Director, 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, Executive Director 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, Executive Director 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 Executive Director, 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 5. 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.

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

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

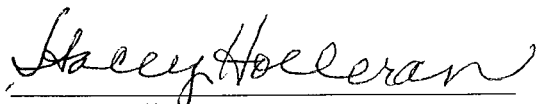
That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 25th day of May, 2021 with the original thereof on file in my office, and that the same is a true and correct 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 25th day of May, 2021.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



Stacey Holleran
Assistant Secretary/Treasurer

AUTHORIZING RESOLUTION

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 25th day of May, 2021 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, David Chlus, Catherine Ricci, John Scarano,
Michael Werenczak; Present by phone: Cory Albrecht, David Chlus

Absent: Ann Gaworecki

Also Present: John Piseck, Stacey Holleran, Anthony Hallak, Victoria Adams, Jerry Pritchard

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 Schuyler Warehouse Development, 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, Schuyler Warehouse Development, LLC, on behalf of itself and/or the principals of Schuyler Warehouse Development, 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 138 Kenneth Dodge 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 Schuyler Warehouse Development, 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 \$165,000.00 but shall not exceed \$165,000.00 in aggregate; and

Mortgage Recording Tax not to exceed \$70,920.00.

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 May 5, 2021.

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 Executive Director, 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, Executive Director 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, Executive Director 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 Executive Director, 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 25th day of May, 2021 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 25th day of May, 2021.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Stacey Holleran
Stacey Holleran,
Assistant Secretary/Treasurer

AUTHORIZING RESOLUTION

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 25th day of May, 2021 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Catherine Ricci, John Scarano, Michael Werenczak; Present By Phone: Cory Albrecht, David Chlus

Absent: Ann Gaworecki

Also Present: John Piseck, Stacey Holleran, Anthony G. Hallak, Victoria Adams, Jerry Pritchard

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 Nudadec, 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 CONVEYANCE OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK, THE CONSTRUCTION OF CERTAIN IMPROVEMENTS THEREON, AND THE ACQUISITION OF PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (COLLECTIVELY, THE “FACILITY”); TO ASSIST THE COMPANY WITH FINANCIAL ASSISTANCE, LEASING SAID FACILITY TO AGENCY THROUGH A LEASE AGREEMENT AND THROUGH SALES AND MORTGAGE TAX EXEMPTIONS AND REAL PROPERTY TAX ABATEMENTS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE FACILITY THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (THE “ECIA”); TO LEASEBACK SAID FACILITY TO THE COMPANY; TO PROVIDE FOR A RECAPTURE AGREEMENT RELATING TO THE CREATION OF JOBS AND MAKING

CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT
TO THE PROJECT.

WHEREAS, Nudadec, LLC (the “Company”) has requested that the Agency undertake a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximately 49 acre parcel of land located in the Schuyler Business Park in the Town of Schuyler, New York and more particularly described in **Exhibit A** attached hereto and made a part hereof (the “Land”), (2) the construction on, under and over the Land of an approximately 195,000± square foot warehouse and distribution center, with potential expansion at the Company’s option up to 400,000 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 and mortgage tax, 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, the Company will lease the Facility to the Agency pursuant to Article 18A of the General Municipal Law of the State of New York, and Chapter 410 of the Laws of 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 and equip the Facility as agent of the Agency; 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, representations made by the Company in their Application for Financial Assistance support the finding that the Project will promote employment opportunities in the area served by the Agency; and

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

WHEREAS, in order to induce the Company to develop the Facility, the Agency is willing to sell the Land to the Company, to take a leasehold interest in the Land, Improvements and Equipment pursuant to the terms and conditions contained in the Lease Agreement and to

lease the Land, Improvements and Equipment back to the Company pursuant to the terms of the Leaseback Agreement; and

WHEREAS, on February 3, 2021 the Agency afforded a 90 Day Notice for the State of New York Authority Budget Office, the Comptroller for the State of New York, the Director of the Budget for the State of New York, the Temporary President of the NYS Senate, the Speaker of the NYS Assembly and Commission of the New York State Office of General services; and

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

Sales and Use Tax Exemptions estimated at \$412,500.00, but shall not exceed \$412,500.00 in aggregate;

Mortgage Recording Tax not to exceed \$135,000.00; and

Real Property Tax Abatement estimated at \$1,220,000.00.

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, could 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 B**; and

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

WHEREAS, on March 5, 2021, Notice was given to each of the taxing jurisdictions affected by the project of the intent to deviate from the Agency's Uniform Tax Exemption Policy in the form attached hereto as **Exhibit D**; and

WHEREAS, on May 7, 2021 notice was given to interested entities of the Sublessee's abandonment of facilities in the County of Oneida and County of Oswego, copies of which are on file at the office of the Agency; and

WHEREAS, the Agency will provide the Financial Assistance to the Company including, exemptions from sales and use taxes, abatements from real property taxes and assisting in the procurement of grant money; 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 an inducement to the Company to locate and construct the Facility in the County and is also necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Agency has reviewed the negative declaration issued by the Town Board of the Town of Schuyler, New York, as lead agency under the State Environmental Quality Review Act dated May 19, 2021, a copy of which is on file as the office of the Agency;

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

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 sale of the Land to the Company, the acquisition, construction and equipping 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 are reasonably necessary to induce the Company to locate and construct the Facility 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 sell the Land to the Company, 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
- (i) Based upon the materials submitted by the Company and the review of the Negative Declaration by the Town Board of the Town of Frankfort and the Agency’s knowledge of the Project, the Facility will result in no adverse environmental impacts.

- (j) The construction by the Company of a state-of-the-art distribution facility will allow the Sublessee and operator of the Facility, The Fountainhead Group, Inc., to consolidate several warehouse locations for finished goods into one location. The consolidation reduces inefficiencies in distribution, allows for modernization and will support anticipated growth.

Section 2. In furtherance of Purchase, Sale and Development Agreement and consistent with the Uniform Tax Exemption Policy, the Agency hereby determines to deviate from its policy with regard to real property tax abatements for the following reasons:

- (a) The lands are currently lying fallow and are exempt from real property taxes assessed for special use and/or district charges;
- (b) The construction and equipping of a 195,000± square foot facility with potential expansion up to 400,000 square feet will be a fundamental component in the buildout of the Schuyler Business Park. The Project has the ability to add up to 150 jobs, exclusive of spin off industry and employment;
- (c) Construction of a state-of-the-art distribution facility will support the Company's modernization of its business and anticipated growth in the industry;
- (d) Notice of Economic Impact was afforded to those jurisdictions (to wit, the City of Utica, County of Oneida, Town of Volney, County of Oswego) of the abandonment and consolidation of the facilities;
- (e) The tax revenue generated on a \$15 million dollar facility in the later years of the PILOT will be a significant cash inflow to the local taxing jurisdictions as well as derivative sales tax in the community;
- (f) Based upon the materials submitted by the Company, the Facility will produce significant and substantial economic and community benefit to Herkimer County within the meaning of the Agency's Uniform Tax Exemption Policy; and
- (g) The incentive is a fundamental component to induce the acquisition, constructing and equipping of the Facility as well as create jobs as heretofore described.

Section 3. 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 May 5, 2021.

Section 4. In furtherance of Section 862 of the New York General Municipal Law it is recognized that leasing warehouse and/or manufacturing space in various locations causes inefficiencies. The consolidation contemplated by the Project is reasonably necessary to correct the business inefficiencies and maintain a competitive position in the industry.

Section 5. In consequence of the foregoing, the Agency hereby determines to proceed with the Project, to sell the Land to the Company, 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 a deed to the Company, the Lease Agreement and a memoranda thereof, the Leaseback Agreement and memoranda thereof, the ECIA, the PILOT Agreement, the Recapture Agreement, the Section 875 General Municipal Law Recapture Agreement and all related documents reasonable and necessary or desirable to fulfill the intent of this resolution and the Financial Assistance proffered by the Agency as well as the County of Herkimer and State of New York (collectively the Closing Documents) and to do all things necessary or desirable to accomplish the foregoing. All acts heretofore taken by the officers and employees of the Agency with respect to the Project are hereby ratified and confirmed.

Section 6. 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 7.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Executive Director, Stephen Smith, 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, Executive Director 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, Executive Director 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 Executive Director, Stephen Smith 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 8. 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.

EXHIBIT A

Legal Description

ALL THAT TRACT, PIECE OR PARCEL OF LAND situate within the Town of Schuyler, County of Herkimer and State of New York, designated as Parcel "A", as shown on the map entitled "Subdivision Map Showing Lands Belonging to Herkimer County Industrial Development Agency Designated as Parcels "A", "B", "C" and Proposed Road", dated February 2, 2021, prepared by Emrich Land Surveying, PLLC; said parcel more particularly described as follows:

BEGINNING at an iron pin (set) located on the southerly road boundary of a proposed town road at its intersection with the division line between the herein described property, designated as Parcel "A" on the east and the property of Herkimer County Industrial Development Agency (reputed owner) as described by Deed L. 860 P. 184 on the west;

Thence easterly, along said southerly road boundary of a proposed town road, the following five (5) courses and distances:

- 1) South 89° 59' 00" East, a distance of 240.21 feet to a point of curvature;
- 2) Easterly, following a curve to the left having a radius of 550.00 feet with an arc distance of 161.45 feet to a point of tangency;
- 3) North 73° 11' 50" East, a distance of 303.00 feet to a point of curvature;
- 4) Easterly, following a curve to the right having a radius of 50.00 feet with an arc distance of 37.12 feet to a point of reverse curve;
- 5) Easterly, following a curve to the left having a radius of 116.00 feet with an arc distance of 135.83 feet to an iron pin (set);

Thence South 06° 42' 00" East, through the property of Herkimer County Industrial Development Agency (reputed owner) as described by Deed as Instrument No. RP2020-29, a distance of 532.54 feet to an iron pin (set);

Thence South 82° 45' 20" West, continuing through said property of Herkimer County Industrial Development Agency, a distance of 861.46 feet to an iron pin (set); said pin located at the intersection of the last mentioned course with the division line between the herein described property on the north and the property of Foothills Development, LLC (reputed owner) as described by Deed L. 1600 P. 202 on the west;

Thence North 06° 42' 05" West, along the last mentioned division line and the aforementioned division line between the herein described property on the east and said property of Herkimer County Industrial Development Agency on the west, a distance of 515.43 feet to the point of beginning, containing 435,746 ± square feet or 10.003 acres, more or less;

BEING: a portion of the premises conveyed by Dale Windecker and Deborah S. Windecker to Herkimer County Industrial Development Agency by Warranty Deed dated January 2, 2020, recorded in the Herkimer County Clerk's Office on January 3, 2020 by Deed as Instrument Number RP2020-29.