



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
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JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

CORY ALBRECHT
Director

CATHERINE RICCI
Director

ANN GAWORECKI
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES

June 11, 2021

Herkimer County Industrial Development Agency Special Meeting of the Board of Directors

The Herkimer County Industrial Development Agency held a special meeting of the Board of Directors on Friday, June 11, 2021 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 board meeting by going to www.Zoom.com or by dialing (929) 205-6099 and entering meeting ID: 994 2114 5967 and passcode: 625059. Members of the public were invited join the meeting in person in the Herkimer County Chamber of Commerce conference room at 420 E. German Street, Herkimer, NY 13350.

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

The following members were present in person and answered the roll call:

Vincent (Jim) Bono, David Chlus, Cory Albrecht, Ann Gaworecki, Catherine (Cate) Ricci, Michael Werenczak (entered at 8:04 AM)

The following members were present via phone and answered the roll call: John Scarano. **Quorum Present.**

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

Also Present via Call-In: Charles Malcolm, Anthony Hallak, John Stephens, James Wallace, Bill McDonald

HM Quackenbush: Prior to the meeting, board members were provided a draft resolution authorizing the sale of real property to the Village of Herkimer. After discussion, **John Scarano offered the following motion:**

RESOLUTION ISSUING A NEGATIVE DECLARATION AND AUTHORIZING THE SALE OF CERTAIN REAL PROPERTY LOCATED IN HERKIMER, NEW YORK AND THE EXECUTION BY THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY OF CERTAIN DOCUMENTS 1N CONNECTION WITH SUCH SALE.

Seconded by Catherine (Cate) Ricci, the motion carried with 6 Ayes and 0 Nays. The official resolution is attached to the original minutes.

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. Piseck also informed board members of the upcoming EPA Brownfield Grant Public Outreach Meeting to be held in the auditorium at Herkimer College on Thursday, June 17, 2021 at 4:00 PM, and invited them to attend.

Executive Session: Ann Gaworecki moved, seconded by Cory Albrecht to enter into executive session at 8:09 AM to discuss developments of a potential project. Motion carried with 6 Ayes and 0 Nays. All board members, Chuck Malcolm, John Piseck, Stacey Holleran, Victoria Adams, and Jerry Pritchard were invited to stay.

Michael Werenczak moved, seconded by Cate Ricci to end executive session at 8:54 AM. Motion carried with 6 ayes and 0 nays.

Being no other business, Cate Ricci moved, seconded by Michael Werenczak to adjourn at 8:55 AM. Motion carried with 6 ayes and 0 nays.

Respectfully Submitted,

A handwritten signature in black ink that reads "Victoria Adams". The signature is written in a cursive, flowing style.

Victoria Adams
Administration & Grant Coordinator

**RESOLUTION AUTHORIZING SALE OF REAL PROPERTY
TO VILLAGE OF HERKIMER**

A special meeting of the Herkimer County Industrial Development Agency (the “**Agency**”) was convened in public session at the offices of the Herkimer County Chamber of Commerce Conference Room located at 420 East German Street, Herkimer, New York on June 11, 2021 at 8: 00 o’clock a.m., local time.

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

PRESENT:

1. Vincent J. Bono
2. Cory Albrecht
3. David Chlus
4. Ann Gaworecki
5. Catherine Ricci
6. John Scarano *
7. Michael Werenczak - arrived 8:05 a.m.

*Mr. Scarano participated in the meeting remotely via Zoom Conference pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as issued by New York State Governor Andrew M. Cuomo, which suspended the provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in such meetings by conference call or similar service.

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

1. John J. Piseck, Jr.
2. Victoria Adams
3. Stacey Holleran
4. Jerry Pritchard

The following resolution was offered by John Scarano, seconded by Catherine Ricci, to wit:

RESOLUTION ISSUING A NEGATIVE DECLARATION AND AUTHORIZING THE
SALE OF CERTAIN REAL PROPERTY LOCATED IN HERKIMER, NEW YORK
AND THE EXECUTION BY THE HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY OF CERTAIN DOCUMENTS IN CONNECTION WITH
SUCH SALE.

WHEREAS, the 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 and Chapter 158 of the 1981 Laws of New York, as amended, constituting Section 898 of the General Municipal Law (such Chapter and the Enabling Act being hereinafter collectively referred to as the “**Act**”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities 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, reconstruct, renovate and install one or more “projects” (as defined in the Act) or to cause such projects to be acquired, reconstructed, renovated and installed, and to convey such projects or to lease such projects with the obligation to purchase; and

WHEREAS, pursuant to resolutions adopted by the Agency on October 6, 1987 and October 17, 1988, the Agency authorized the issuance of its special revenue bonds (the “**Bonds**”) for the purpose of financing a portion of the cost of acquiring, constructing and equipping an approximately 14,800 square foot industrial building (the “**Project**”) located at 220 and 232 North Prospect Street, Herkimer, New York and at 229 and V/L North Main Street, Herkimer, New York (as more particularly described on Exhibit A attached hereto, the “**Property**”) and to be used H.M. Quackenbush, Inc. (the “**Company**”) in connection with its existing manufacturing business; and

WHEREAS, in order to issue the Bonds and facilitate completion of the Project, the Agency and the Company entered into a certain Lease Agreement dated as of April 1, 1988 (the “**Lease**”) whereby, among other things, the Agency agreed to purchase and acquire the Property from the Company and lease the Project to the Company, and the Company agreed to construct and operate the Project on behalf of the Agency and to repurchase the Property from the Agency upon the payment in full of the Bonds; and

WHEREAS, as contemplated by the Lease, the Company conveyed title to the Property to the Agency pursuant to a certain Indenture dated November 3, 1988 and recorded in the Herkimer County Clerk’s Office on November 3, 1988 in Bk 754 Deed, Pg 345; and

WHEREAS, the Company filed for bankruptcy in 2008 and failed to repurchase the Property from the Agency pursuant to the Lease, and as a consequence thereof, the status of title to the Property has been the subject of various litigation including without limitation *Herkimer County Industrial Development Agency v. Village of Herkimer and County of Herkimer* (Index No. 2016-102231); and

WHEREAS, the Agency is the reputed fee title owner to the Property and desires to sell its interest (if any) in the Property to the Village of Herkimer (the “**Village**”); and

WHEREAS, to fulfill the requirements imposed by the New York State Public Authorities Law, as amended (the “**PAL**”), and the Agency’s Disposition of Property Policy, an appraisal of the Property, dated October 18, 2020 and prepared by Donato Real Estate Appraisal & Consulting (the “**Appraisal**”) was obtained by the Agency (copies of the Appraisal are on file with the Agency); and

WHEREAS, the appraised value of the Property as specified in the Appraisal was One Hundred Sixty Thousand Dollars (\$160,000.00) (the “**Appraised Value**”); and

WHEREAS, the Appraised Value does not accurately reflect the fair market value of the Property as the Appraisal (1) assumes, among other things, (A) that the Property is free and clear of any environmental condition (which includes without limitation the assumption that no hazardous material exists at the Property) and (B) that there are no hidden or unapparent conditions which would render the Property less valuable, and (2) was based solely on an exterior inspection of the Property; and

WHEREAS, as part of the Agency’s investigation into the condition of the Property, it obtained a Phase I Environmental Site Assessment Report, dated July 24, 2020, and prepared by HRP Associates,

Inc. (the “**Phase I**”), a qualified environmental consulting firm (copies of the Phase I are on file with the Agency); and

WHEREAS, the Phase I concluded that environmental remediation is likely to be required in connection with any future use and/or development of the Property, which remediation may include, but not be limited to, addressing potential impacts to subsurface areas at the Property, the decommissioning of on-site wells, the removal and off-disposal of transformers and regulated building materials, such as asbestos containing materials; and

WHEREAS, based on the findings of the Phase I and the general condition of the Property, the Agency has determined that the Appraised Value is not indicative of fair market value and that the fair market value of the Property is nominal; and

WHEREAS, the Agency has arranged to convey the Property to the Village for Ten Dollars (\$10.00) (the “**Disposition**”) through the execution and delivery of a quitclaim deed (the “**Deed**” and together with the documents related thereto, which include without limitation New York State Forms TP-584 and RP-5217, the “**Conveyance Documents**”); and

WHEREAS, pursuant to PAL Sections 2897(6)(c) and 2897(6)(d), the Disposition is exempt from the requirement that the Agency seek public bidding and file an explanatory statement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “**SEQR Act**”) and the regulations (the “**Regulations**”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “**SEQRA**”), the Disposition constitutes an “unlisted action” (as such term is defined in the Regulations); and

WHEREAS, the Agency wished to authorize the Disposition and the actions contemplated by the Conveyance Documents; and

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

Section 1. The Agency hereby determines that the Disposition constitutes an “unlisted action” (as defined in the Regulations), and determines to conduct an uncoordinated review. The Agency has reviewed and evaluated Part 1 of the Environmental Assessment Form (“EAF”) and has completed Parts 2 and 3 of the EAF. The Agency has evaluated the action as against the criteria for determining significance in SEQRA. The Agency hereby determines that the Disposition will not result in any significant adverse environmental impact and that an environmental impact statement will not be prepared.

Section 2. The Agency hereby finds and determines that:

- (A) The Disposition by the Agency is hereby authorized.
- (B) The Disposition is within the purpose, mission and governing statutes of the Agency.
- (C) Pursuant to PAL Section 2897(6)(d), none of the circumstances requiring the preparation and filing of an explanatory statement exist with respect to the Disposition.

(D) Pursuant to PAL Section 2897(6)(c)(ii) and (v), since the fair market value of the Property is less than Fifteen Thousand Dollars (\$15,000.00) and since the Village is a government entity, the Property may be disposed of by negotiation and without public advertising for bids.

(E) The Property is not being sold for less than fair market value.

Section 3. In consequence of the foregoing, and subject to the approval of the form of the Conveyance Documents by Agency counsel, the Agency hereby determines to: (A) convey the Property to the Village according to the terms of the Conveyance Documents and (B) execute the Conveyance Documents.

Section 4. The Agency is hereby authorized to convey the Property to the Village pursuant to the Conveyance Documents and to do all things necessary and appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such conveyance are hereby approved, ratified and confirmed.

Section 5. The Chairman, Vice Chairman and the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Conveyance Documents and the other documents related thereto, 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 forms thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman or the Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or the Chief Executive Officer to constitute conclusive evidence of such approval.

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 Conveyance Documents, 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 this resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Conveyance Documents binding upon the Agency.

Section 7. 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:

1. Albrecht-yes
2. Bono- yes
3. Chlus- yes
4. Gaworecki-yes
5. Ricci-yes
6. Scarano-yes
7. Werenczak-not present

The foregoing resolution was thereupon declared duly adopted.

[Remainder of Page Left Blank Intentionally]

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

I, the undersigned Secretary of Herkimer County Industrial Development Agency (the "**Agency**"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on June 11, 2021 (the "**Meeting**") with the original thereof on file in my office, and that the same is a true and correct copy of said original 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 the Meeting; (B) the Meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "**Open Meetings Law**") except as modified by Executive Order 202.1, as modified by subsequent Executive Orders (the "**Executive Order**"), the Meeting was open to the general public, and due notice of the time and place of the Meeting was duly given in accordance with the Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing remotely in accordance with the Executive Order, 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 or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 11th day of June 2021.



Stacey J. Holleran
Assistant Secretary

(SEAL)

EXHIBIT A

Legal Description of the Property

All that tract of land lying between North Main Street and North Prospect Street in the Village, Town & County of Herkimer, State of New York, more particularly described as follows:

Beginning at a spike set in the easterly line of North Prospect Street at the northwest corner of the tract herein described; thence running $69^{\circ} 54' 40''$ E along lands formerly of Cornelius Snell, now The Village of Herkimer, 202.46' to an iron pin set; thence continuing along lands of the Village of Herkimer, $N 69^{\circ} 54' 40''$ E, 200.06' to a masonry nail found in a drill hole setting in the westerly line of North Main Street; thence turning and running $S 21^{\circ} 46' 00''$ E along the westerly line of North Main Street, 133.44' to a bolt set in concrete situate at the northeast corner of lands of the N.Y.S. Dept. of Environmental Conservation, formerly of Mrs. Mary Grosvenor; thence turning and running $S 69^{\circ} 58' 00''$ W along the northerly line of lands of the N.Y.S.D.E.C, 200.10' to a steel fence post; thence continuing along the same boundary, $S 69^{\circ} 58' 00''$ W, 72.08' to a point; thence turning and running along the westerly line of lands of the N.Y.S.D.E.C. $S 21^{\circ} 46' 50''$ E, 66.89' to a chiseled cross out into the concrete foundation of an old steel fence post; thence turning and running along the northerly line of lands of The Village of Herkimer, $S 70^{\circ} 04' 30''$ W, 128.67' to a spike set in the easterly line of North Prospect Street; thence turning and running $N 22^{\circ} 15' 30''$ W along the east line of North Prospect Street, 199.47' to the point of beginning.

Together with all right, title and interest of, in and to any streets and roads abutting the above described premises.