

## AUTHORIZING RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Suite 101A, Herkimer, New York 13350 on the 26<sup>th</sup> day of October, 2021 at 8:00 a.m., the following members of the Agency were:

Present: Cory Albrecht, David Chlus, Catherine Ricci, John Scarano, Michael Werenczak, Ann Gaworecki

Absent: Vincent J. Bono

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

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 Feldmeier Equipment, Inc. (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 CITY OF LITTLE FALLS, 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, Feldmeier Equipment, Inc. (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 6.9 acre parcel of land located in the City of Little Falls, 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 89,250± square foot addition to their manufacturing and distribution center (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, one or more of the Companies 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 one or more of the Companies 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 Agency requested the Company to provide supplemental information to its Application for Financial Assistance demonstrating compliance with pre-existing employment obligations at the company's multiple locations; and

WHEREAS, the Company has provided historical dates on its job creation, promotion and retention efforts; and

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

Sales and Use Tax Exemptions estimated at \$441,582.00, but shall not exceed \$441,582.00 in aggregate;

Mortgage Recording Tax Exemptions not to exceed \$107,984.00; and

Real Property Tax Abatement estimated at \$837,448.00, but not to exceed \$984,969.00.

WHEREAS, in order to induce the Company to develop the Facility, the Agency is willing 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, 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, 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

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 acquisition, construction, equipping and financing of the Facility, and the leasing of the Facility to one or more of the Companies 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 employment obligations and job opportunities, subject to verification prior to closing, are in the economic best interest of the City of Little Falls and County of Herkimer; and
- (e) The construction, expansion and upgrading by the Company of a modern manufacturing facility allows for modernization, will support growth and provide a tangible commitment and investment in job retention; and
- (f) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Companies to maintain and expand its business operations in the State of New York; and
- (g) Based upon representations of the Companies, 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
- (h) 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 one or more of the Companies; and
- (i) The Lease is an effective instrument whereby one of more of the Companies conveys a leasehold interest to the Agency; and
- (j) The Leaseback Agreement is an effective instrument whereby one or more of the Companies leases the Facility from the Agency; and
- (k) Based upon the materials submitted by the Company and the Agency’s knowledge of the Project, the Facility will result in no adverse environmental impacts.

Section 2. In consequence of the foregoing, the Agency hereby determines to acquire a leasehold interest in the Facility from Feldmeier Equipment, Inc. and to lease the Facility back to Feldmeier Equipment, Inc. and to execute and deliver the Lease Agreement, the Leaseback Agreement and memoranda thereof, the ECIA, the PILOT Agreement, the Recapture Agreement, a Mortgage (if any), 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, Jr., 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, Jr. 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 26<sup>th</sup> day of October, 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 26<sup>th</sup> day of October, 2021.

**HERKIMER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY**

  
**Stacey Holleran, Assistant Secretary**

**EXHIBIT A**  
**Legal Description**

All that tract or parcel of land situate in the Town of Little Falls, County of Herkimer and State of New York, bounded and described as follows:

BEGINNING at a point in the Riverside Industrial Park Road which marks the northwesterly corner of premises conveyed by grantor herein to Allegro Shoe Corporation by deed dated November 2, 1997 and recorded in the Herkimer County Clerk's Office in Book 654 of Deeds at Page 380 and from said point of beginning.

RUNNING THENCE the following courses:

1. South 45 degrees 32 minutes 32 seconds east 261.37 feet along the westerly boundary of the aforementioned Allegro Shoe Corporation parcel;
2. South 30 degrees 54 minutes 53 seconds west 70.97 feet;
3. South 20 degrees 14 minutes 52 seconds west 315.28 feet;
4. South 33 degrees 31 minutes 09 seconds west 300.12 feet;
5. South 54 degrees 11 minutes 01 seconds west 129.68 feet to a point which marks the southeasterly corner of premises conveyed by the grantor herein to Little Falls Color and Converting Corp. by deed dated October 7, 1972 and recorded in the Herkimer County Clerk's Office in Book 653 at Deeds Page 915;
6. North 45 degrees 32 minutes 32 seconds west 442.32 feet along the easterly boundary of said Little Falls Color Print and Converting Corp. lands;
7. North 44 degrees 27 minutes 28 seconds east 779.04 feet to the point of BEGINNING.

Said premises being more modernly described as follows:

ALL THAT TRACT OR PARCEL OF LAND SITUATE IN THE TOWN OF LITTLE FALLS, COUNTY OF HERKIMER AND STATE OF NEW YORK, BOUNDED AND DESCRIBED AS FOLLOWS:

Beginning at an iron rod on the southeasterly highway boundary of Riverside Industrial Park Road (Riverside Drive), said iron rod standing at the intersection of the southeasterly highway boundary of Riverside Industrial Park Road with the northeasterly boundary of Seventy Five Little Falls Industrial, LLC (Now or Formerly), as described in a Bargain and Sale Deed dated September 8, 2006 and filed in the Herkimer County Clerk's Office in Liber 1183 of Deeds at Page 73; thence N 44° 27' 28" E 778.61 feet along the southeasterly highway boundary of Riverside Industrial Park Road to a point; thence S 45° 32' 32" e 261.37 feet to a point; thence S 30° 54' 53" W 70.97 feet to a point; thence S 20° 14' 52" W 315.28 feet to a point; thence S 33° 31' 09" W 300.12 feet to a point; thence S 54° 11' 01" W 129.27 feet still along the northwesterly boundary of the lands of the State of New York Barge Canal to a point standing



on the northeasterly boundary of Seventy Five Little Falls Industrial, LLC; thence N 45° 32' 22" W 442.39 feet along the northeasterly boundary of Seventy Five Little Falls Industrial, LLC to the point and place of beginning.

**EXHIBIT B**  
**Notice of Public Hearing**  
**Proof of Publication**

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 17th day of August 2021, at 8:30 AM, local time at the Council Chambers at City Hall, City of Little Falls, 659 East Main Street, Herkimer County, New York, in connection with the following matter:

WHEREAS, Feldmeier Equipment, Inc. ("the Company") has requested that the Agency consider undertaking a project for the benefit of the Company as follows: (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, reconstruct, equip and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, reconstruction and equipping of an 89,250 square foot addition to the manufacturing and distribution facility and office space located at 245 Riverside Industrial Parkway in the City of Little Falls, Herkimer County, State of New York, known as Tax Map No(s). 121.2-5-1.11 and 121.2-5-1.12. The Project has an estimated cost of Thirteen Million Four Hundred Ninety Eighty Thousand and 00/100 Dollars (\$13,498,000.00) (the "Project Costs"); and

A representative of the Agency will be available at the above-stated time to review the project application, and hear comments. Written statements may be submitted to the Agency from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility. A copy of the application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

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

HERKIMER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Date: August 6, 2021

By Stacey J. Holleran  
Name: Stacey J. Holleran  
Title: Assistant Secretary

Feldmeier

# GANNETT

15 Pacella Park Dr., Ste 100  
Randolph, MA 02368-1700

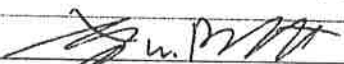
## AFFIDAVIT OF LEGAL NOTICE PUBLICATION

I, the undersigned, hereby certify, that I am employed by Gannett Media, publishers of the

Times Telegram, Newspaper

The attached Legal Notice was published in the paper on: 8-6-21 Order # 000899623

Name on Legal: Notice of Public Hearing

  
Signature of Gannett, Legal Ad Representative

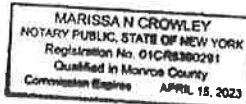
Timothy W. Prescott  
Printed Name of Gannett, Legal Ad Representative

In the County of Norfolk, Massachusetts, this personally appeared before me, the undersigned Notary Public, and proved to me through satisfactory evidence of identification, which was/were PERSONALLY KNOWN to be the person whose name and signature is signed above or on the attached document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

  
Official Signature, Notary Public

My Commission Expires:

Seal:



Monroe County  
State of New York

### Legal Notices

#### NOTICE OF PUBLIC HEARING

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### Legal Notices

upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, reconstruction and equipping of an 89,250 square foot addition to the manufacturing and distribution facility and office space located at 245 Riverside Industrial Parkway in the City of Little Falls, Herkimer County, State of New York, known as Tax Map No(s), 121.2-5-1.11 and 121.2-5-1.12. The Project has an estimated cost of Thirteen Million Four Hundred Ninety Eighty Thousand and 00/100 Dollars (\$13,498,000.00) (the "Project Costs"); and

A representative of the Agency will be available at the above-stated time to review the project application, and hear comments. Written statements may be submitted to the Agency from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility. A copy of the application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to

### Legal Notices

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HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Date: August 6, 2021

By  
Name: Stacey J. Holleran  
Title: Assistant Secretary  
TT: 08/06/2021

LEGAL NOTICES DEPARTMENT  
Utica/Oneida Co. - Observer-Dispatch ~ Herkimer Co. - Times Telegram ~  
~ Madison Co. - Mid York Weekly ~  
221 Oriskany Plaza, Utica, NY 13501  
(315) 792-4919 - Direct Line  
(315) 792-5085 - Fax  
[legal@uticaod.com](mailto:legal@uticaod.com)

This Proof has been prepared for:

HERKIMER CO IND. DEVELOPMENT/H  
420 E. GERMAN ST., STE#101A  
HERKIMER, NY 13350-1049  
315-866-3000

For Publication in the:

- Observer Dispatch  
 Times Telegram  
 Mid-York Weekly

e-Mailed Proof - OR -  Faxed Proof

## Proof & Cost

Wednesday, August 04, 2021

Ad #: 000699623  
Run Date(s): 08/06/2021

Cost of Notice: \$72.76  
Affidavit of Publication: \$30.00  
**Total Order Price \$102.76**

### **Note:**

We are ready to publish your legal notice in the *Times Telegram*. Please find your legal notice proof attached. *Please confirm this proof & cost is approved to run at your earliest convenience.*

*Thank you,*

*Chris*

Chris Surprenant  
Legal Department  
[legal@uticaod.com](mailto:legal@uticaod.com)

Phone: 315-792-4919

Fax: 315-792-5085

*Karen*

Karen Greco  
Legal Department  
[legal@uticaod.com](mailto:legal@uticaod.com)

315-792-5085

**EXHIBIT C**  
**Public Hearing Minutes**

## **PUBLIC HEARING MINUTES**

### **Herkimer County Industrial Development Agency**

**August 17, 2021 @ 8:30 AM**

**CITY HALL, CITY OF LITTLE FALLS**

**659 EAST MAIN STREET, LITTLE FALLS, NY**

**RE: FELDMEIER EQUIPMENT, INC.**

John J. Piseck, Jr. introduced himself as the Executive Director of the Herkimer County Industrial Development Agency and opened the public hearing at 8:30 AM.

Mr. Piseck appointed Stacey Holleran to record the minutes of the hearing. Victoria Adams was also introduced.

Mr. Piseck stated that on August 6, 2021 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 17th day of August 2021, at 8:30 AM, local time at the Council Chambers at City Hall, City of Little Falls, 659 East Main Street, Herkimer County, New York, in connection with the following matter:

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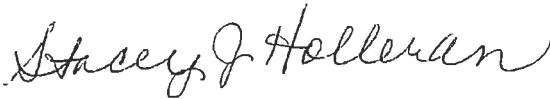
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Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Executive Director, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

There was no public participation.

The public hearing was closed at 8:45 AM.

Respectfully Submitted,



Stacey J. Holleran  
Office Manager

Enclosure – Sign-in Sheet



