



STAFF

JOHN J. PISECK, JR.
Executive Director

STACEY J. HOLLERAN
Office Manager

VICTORIA L. ADAMS
Administration & Grant
Coordinator

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ANN GAWORECKI
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES

October 26, 2021

Herkimer County Industrial Development Agency Regular Board of Directors Meeting

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors on Tuesday, October 26, 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 meeting virtually by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID: 812 7704 1370 and passcode: 022384. Members of the public were invited to attend the meeting in person in the Herkimer County Chamber of Commerce conference room at 420 E. German Street, Herkimer, NY 13350.

After the Pledge of Allegiance, Vice Chairman David Chlus called the meeting to order at 8:01 AM.

The following members were present in person and answered the roll call: Cory Albrecht, David Chlus, Ann Gaworecki, John Scarano, Catherine (Cate) Ricci, Michael Werenczak. Vincent (Jim) Bono entered at 8:59 AM. **Quorum Present.**

Members Absent: None

Staff Present: John Piseck, Stacey Holleran, Victoria Adams

Also Present in Person: Anthony Hallak; Herkimer County Legislators: Greg Malta, John Stephens, Mark Gaworecki.

Also Present Virtually: Assemblywoman Marianne Buttenschon, Sabrina Underwood, Bill McDonald, Michele Roberts, Bernard Peplinski, Herkimer County Legislator Bob Hollum.

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

Minutes:

September 23, 2021 Board Meeting: The minutes of the September 23, 2021 regular meeting were offered for review. **Ann Gaworecki moved, seconded by Cate Ricci, to approve the minutes as presented. Motion carried with 6 ayes and 0 nays.**

October 5, 2021 Housing Policy Public Hearing: The minutes of the October 5, 2021 Uniform Tax Exemption and Agency Benefits Policy Market Rate Rental Housing Development Initiatives Policy

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

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public hearing were offered for review. **John Scarano moved, seconded by Cory Albrecht to approve the minutes as presented. Motion carried with 6 ayes and 0 nays.**

Financial Reports: The following financial reports were offered for review and approval: September 2021 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, SBP Mortgage, and PILOT report. Mr. Piseck stated that all outstanding loans are being paid accordingly and the Agency is in good financial position. He informed the board that the Agency paid off and closed the USDA note. He also stated that the Agency is currently being audited by the NY State Comptroller's Office; and the ABO is reviewing 2020 clean energy projects and has chosen Little Falls Solar, LLC project. Necessary changes are being made to procedures as they are presented. **Michael Werenczak moved, seconded by Ann Gaworecki to approve all financial reports as presented. Motion carried with 6 ayes and 0 nays.**

6 Year ABO Budget: Board members were provided the proposed ABO Budget and Financial Plan through 2025 prior to the meeting. The ABO requires the plan to be submitted no later than October 29, 2021. **Cory Albrecht moved, seconded by Cate Ricci to approve the ABO Budget & Financial Plan through 2025. Motion carried with 6 ayes and 0 nays.**

Microenterprise Update: Victoria Adams provided a brief update on the status of the Microenterprise Grant. She stated that she is continuing to work with approved business on their job reporting. Remaining funding is committed to businesses and the grant program will be complete within the allotted timeline. Mr. Piseck stated that the Agency will be applying for another round of funding; however, it is best to wait until the current grant is completed.

Seward 2/2/2 Update and The Brass Tack Restaurant: Mr. Hallak recommended discussing the status of a recently redacted application as well as the application from the Brass Tack Restaurant during executive session.

Standard Workday Resolution: The New York State and Local Retirement System requires the establishment of a standard work day for each of the Agency's employees. The hours listed on the resolution are used to calculate the employee's retirement benefit. As employees are added and titles change, the information should be updated accordingly. **John Scarano moved, seconded by Cory Albrecht to approve the Standard Workday Resolution as presented to be submitted to the New York State and Local Retirement System. Motion carried with 6 ayes and 0 nays.**

Feldmeier Equipment, Inc – Authorizing Resolution: The proposed Authorizing Resolution was presented to board members prior to the meeting. Feldmeier has satisfied requested requirements related to employee numbers on their 2013 IDA project discussed at the September board meeting. Moving forward, additional monitoring efforts will be made. **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 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.

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

Water Transmission Line – Barton & Loguidice Amendment 1: Board members were provided an amendment to the agreement with Barton & Loguidice for the water transmission line project. The funds will come from the Municipal Restructuring Fund Grant. **Ann Gaworecki moved, seconded by Cate Ricci, to approve Amendment No. 1 to the agreement in the amount of \$815,740.00 with Barton & Loguidice for the water transmission line project. Motion carried with 6 ayes and 0 nays.**

Schuyler Business Park II – Outstanding Issue: Funds are currently being held in escrow as an ongoing issue with a previous owner of lands at Schuyler Business Park are being resolved. Mr. Hallak stated that the issue is being worked on and it will not hinder any ongoing projects at the park. Mr. Piseck stated that the wetland situation has been resolved and the Agency can move ahead with additional projects at the front portion of the park.

Special/Bond Counsel – Project East, Project Housing, Project Twilight: The Agency requires the use of special/bond counsel for upcoming projects. **After discussion, Cate Ricci made the following motion:**

RESOLUTION APPROVING THE RETAINING OF HODGSON RUSS LLP AS BOND COUNSEL/SPECIAL COUNSEL IN CONNECTION WITH CERTAIN UPCOMING PROJECTS INVOLVING THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY.

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

Assemblywoman Marianne Buttenschon: Assemblywoman Buttenschon stated that the duplication of audits is concerning. She thanked the Agency for their hard work and dedication to the county.

Mr. Chlus welcomed comments from elected officials.

Chamber of Commerce Technology Upgrade: The Herkimer County Chamber of Commerce has requested the assistance of the Agency to upgrade the technology in the conference room. The agency would have access to and be able use the upgraded equipment for board and other meetings. **Ann Gaworecki moved, seconded by Cory Albrecht, to approve the Agency to assist with funding an**

upgrade to technology equipment in the Herkimer County Chamber of Commerce conference room at a cost not to exceed \$835.78. Motion carried with 6 ayes and 0 nays.

Duofold – Architectural Design: The Agency received a proposal for architectural design services for the Duofold Site. The company will review and explore design options for the exterior building and site improvements for the site, as well as prepare site plan options and design visualizations. **Michael Werenczak moved, seconded by Cate Ricci to approve architectural design of the Duofold site at a cost not to exceed \$3,500. Motion carried with 6 ayes and 0 nays.**

Project Updates/Other Business:

The Genesis Group – Joseph R. Carucci Legacy Award: Mr. Piseck showed his award to board members and expressed his gratitude for being awarded. He also showed an award presented to him by Senator Peter Oberacker.

Aflac: Board members were encouraged to reach out if they have interest in obtaining an insurance policy through Aflac.

December Meeting: The date of the board meeting in December will be moved to December 21, 2021

Budget Meeting at County: Mr. Piseck will attend a budget meeting at the county on 10/29/2021 to discuss the Agency's budget. Board members were invited and encouraged to attend.

Wilcor and Hale: Both projects are expected to close shortly.

Mr. Bono entered the meeting at 8:59 AM.

Ann Gaworecki moved, seconded by Cate Ricci to enter into executive session at 9:01 AM to discuss developments of a potential project. Motion carried with 7 ayes and 0 nays. All board members, Anthony Hallak, Greg Malta, Mark Gaworecki, John Stephens, John Piseck, Stacey Holleran, and Victoria Adams were invited to stay.

The Brass Tack Restaurant: The Agency received an application from The Brass Tack Restaurant for the Small Business 2-2-2 loan/grant program. The project includes the purchase of new kitchen appliances. **Michael Werenczak moved, seconded by Cory Albrecht to approve a loan in the amount of \$2,000, a grant in the amount of \$2,000, with proof of owner injection of at least \$2,000. The funds will come from the Seward account. The terms will be 2% for 24 months. The motion carried with 7 ayes and 0 nays.**

Michael Werenczak moved, seconded by Ann Gaworecki to end executive session at 9:45 AM. Motion carried with 7 ayes and 0 nays.

Being no other business, Cate Ricci moved, seconded by Michael Werenczak to adjourn at 9:46 AM. Motion carried with 5 ayes and 0 nays.

Respectfully Submitted,

A handwritten signature in black ink, reading "Victoria Adams". The signature is written in a cursive style with a large, looped "V" and a long, sweeping "A".

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, Suite 101A, Herkimer, New York 13350 on the 26th 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 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 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 data 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:

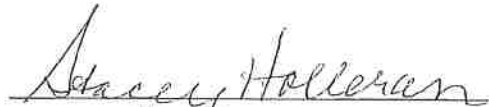
That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 26th day of October, 2021 with the original thereof on file in my office, and that the same is a true and 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 26th day of October, 2021.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**


Stacey Holleran, Assistant Secretary

**HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVAL RESOLUTION – BOND COUNSEL/SPECIAL COUNSEL**

A regular meeting of Herkimer County Industrial Development Agency (the “Agency”) was convened at the Herkimer County Chamber of Commerce Conference Room at 420 E. German Street, Herkimer, New York, on October 26, 2021 at 8:00 o’clock a.m., local time.

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

PRESENT:

David Chlus	Vice Chair
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director
Catherine Ricci	Member
Cory Albrecht	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

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

John J. Piseck, Jr.	Executive Director
Stacey Holleran	Office Manager
Victoria Adams	Administration & Grant Coordinator
Anthony Hallak, Esq.	Agency Counsel

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

Resolution No. 10.26.21

**RESOLUTION APPROVING THE RETAINING OF HODGSON RUSS LLP AS
BOND COUNSEL/SPECIAL COUNSEL IN CONNECTION WITH CERTAIN
UPCOMING PROJECTS INVOLVING THE HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY.**

WHEREAS, Herkimer County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 410 of 1970 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 410 of the 1970 Laws of New York, as amended, constituting Section 898 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial,

research, and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency has the power to appoint and select an attorney under Section 858(8) of the Act; and

WHEREAS, the Agency staff has indicated to the members of the Agency that the Agency will be considering over the next several months potentially three large projects, some of which may involve the issuance of revenue bonds; and

WHEREAS, to assist the Agency staff in handling these new matters, the Agency is considering the hiring of Hodgson Russ LLP as bond counsel/special counsel;

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

Section 1. The Agency hereby approves the hiring of Hodgson Russ LLP as bond counsel/special counsel to the Agency to assist the Agency in the consideration of the following projects:

- (A) A local not-for-profit nursing home/senior living center
- (B) A processing facility
- (C) A for-profit senior affordable housing facility

Section 2. Any fees of Hodgson Russ LLP will be the responsibility of the project applicants.

Section 3. The Agency hereby authorizes the Chair, the Vice Chair and the Executive Director to take all steps necessary to implement this Resolution.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Vincent Jim Bono	VOTING	<u>absent</u>
David Chlus	VOTING	<u>Yes</u>
John Scarano	VOTING	<u>Yes</u>
Michael Werenczak	VOTING	<u>Yes</u>
Ann Gaworecki	VOTING	<u>Yes</u>
Catherine Ricci	VOTING	<u>Yes</u>
Cory Albrecht	VOTING	<u>Yes</u>

The resolution was thereupon declared duly adopted.

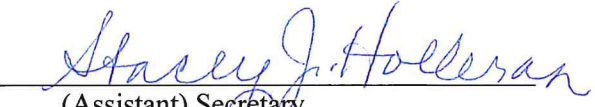
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

I, the undersigned (Assistant) Secretary of Herkimer County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on October 26, 2021 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 said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the "2021 Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the 2021 Laws, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 26th day of October, 2021.


(Assistant) Secretary

(SEAL)