



MINUTES

July 26, 2022

## Herkimer County Industrial Development Agency Board of Directors Meeting

### STAFF

JOHN J. PISECK, JR.  
Chief Executive Officer

STACEY J. HOLLERAN  
Chief Financial Officer

VICTORIA L. ADAMS  
Administration & Grant  
Coordinator

ERIN E. SPINA  
Marketing & Communications  
Specialist

### BOARD OF DIRECTORS

VINCENT J. BONO  
Chairman

CORY ALBRECHT  
Vice Chairman

JOHN SCARANO  
Secretary

MICHAEL WERENCZAK  
Treasurer

ANN GAWORECKI  
Director

TIM DAY  
Director

ALANA BASLOE  
Director

### COUNSEL

ANTHONY G. HALLAK, Esq.  
Felt Evans, LLP

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors on Tuesday, July 26, 2022 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](http://www.zoom.com) or by dialing (929) 205-6099 and entering meeting ID: 886 8128 8098 and passcode: 402411. 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, Chairman Vincent (Jim) Bono called the meeting to order at 8:02 AM.

**The following members were present in person and answered the roll call:** Vincent (Jim) Bono, Cory Albrecht, Michael Werenczak, John Scarano, Tim Day, Ann Gaworecki. **Quorum Present**

**Members Absent:** None

**Staff Present:** John Piseck, Stacey Holleran, Victoria Adams

**Also Present in Person:** Herkimer County Legislators: Bill Weakley, Bob Hollum, Robert Schrader, Mark Gaworecki; Anthony Hallak.

**Also Present Virtually:** James Wallace; Susan Jaquish on behalf of Assemblyman Brian Miller

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

Alana Basloe entered the meeting at 8:03 AM.

Mr. Bono welcomed Alana Basloe as the newest member of the Board of Directors.

**Minutes:** The minutes of the June 28, 2022 regular meeting were offered for review. **Ann Gaworecki moved, seconded by John Scarano, to approve the minutes as presented. Motion carried with 7 ayes and 0 nays.**

**Financial Reports:** The following financial reports were offered for review and approval: June 2022 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and SBP Mortgage. Mr. Piseck stated that all outstanding loans are being paid accordingly; the Agency is in good financial position and doing well with the budget. **Cory Albrecht moved,**

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

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

**seconded by Michael Werenczak to approve all financial reports as presented. Motion carried with 7 ayes and 0 nays.**

**Small Business Loan/Grant Funds:**

CDBG CARES Update: Victoria Adams provided an update on the status of the Herkimer County CARES grant. She stated that Herkimer County and Agency staff recently had an implementation call with the community developer assigned to the project. Herkimer County is in the process of completing documentation required in order for the Agency to begin marketing and processing applications for the program. She continued with details about the program, stating that applicants will be eligible if they have 25 employees or less, and that the Agency will work with the Mohawk Valley Small Business Development Center similarly to the Microenterprise grant process. She also mentioned that Homes and Community Renewal staff will be visiting Herkimer County to visit some of the businesses assisted through their Economic Development and Microenterprise grant programs.

Seward 2/2/2 Update: Victoria Adams provided an update on the small business Seward Revolving Loan Fund. She stated that with recent closings, the balance in the account is not sufficient in supporting any applications at this time and Agency staff is looking into how additional funding can be made available to applicants through the program.

**Herkimer County Food Processing Study:**

Final Study: A handout of the final food processing study was provided to board members, along with the final memo received from KK&P outlining work completed and recommendations on continuation strategies.

KK&P Site Visit: As part of the Herkimer County Food Processing Study, the consultant visited the county to deliver a public presentation. The preparation and delivery of the presentation was not originally outlined in the scope of work or the project budget. Board members were provided an invoice by the consultant for the on-site visit. **Ann Gaworecki moved, seconded by John Scarano to authorize the Agency to remit payment in the amount of \$10,950 to KK&P for the preparation and execution of an on-site public meeting in reference to the Herkimer County Food Processing Study. Motion carried with 7 ayes and 0 nays. Resolution: 072622-01**

**Schuyler Business Park:**

Lan-Co Schedule for Roadways B&C: Board members were provided a schedule provided by Lan-Co Companies detailing the duration of scopes of activities to complete both roadways. Mr. Piseck stated that the Town of Schuyler decided on road names. The roads will be named Andrew Usyk, Sr. Drive and George Dunbar Drive.

Park Clean-Up: Mr. Piseck recommended additional acreage in the Schuyler Business Park be cleaned up to prepare for additional developments in the pipeline. Board members agreed via email with an official vote being requested to ratify the authorization received via email correspondence. **Ann Gaworecki moved seconded by Cory Albrecht to authorize clean-up of acreage in Schuyler Business Park not to exceed \$7,200. Motion carried with 7 ayes and 0 nays. Resolution: 072622-02**

Directory Signage: Board members were provided an image of an option for entryway directory signage at Schuyler Business Park. After discussion, it was decided that Agency staff would consult with 3 of the 7 board members on their thoughts on signage by providing imagery of additional alternatives.

Office of State Comptroller Audit – Information Request: Mr. Piseck outlined the findings of the audit by explaining that the reply received from the Office of the State Comptroller stated the terms “estimate” and “best practices”. The Agency has implemented several new policies and procedures as a result of the audit. Mr. Piseck welcomed anyone with any questions or concerns to reach out to him directly.

**Project Orange Crush:**

Assignment Authorization & Consent to Assignment: The Agency and Marcus Ventures Inc. entered into a contract dated April 2022 for the sale of land in the Schuyler Business Park, which contract may not be assigned without the consent of the Agency. Marcus Ventures, Inc. has requested the Agency consent to the assignment of the contract to Bloom Utica, LLC. **Michael Werenczak moved, seconded by Tim Day to authorize consent to the Assignment of Contract dated July 26, 2022 from Marcus Ventures, Inc. to Bloom Utica, LLC. Members voted as follows: Resolution 072622-03**

|                   |        |     |
|-------------------|--------|-----|
| Vincent Jim Bono  | VOTING | YES |
| Cory Albrecht     | VOTING | YES |
| Tim Day           | VOTING | YES |
| John Scarano      | VOTING | YES |
| Michael Werenczak | VOTING | YES |
| Ann Gaworecki     | VOTING | YES |
| Alana Basloe      | VOTING | YES |

*The official resolution is attached to the original minutes.*

Application for Financial Assistance: The Agency received an application for financial assistance from Bloom Utica, LLC for the construction of a 52,500 square foot distribution facility in Schuyler Business Park. Once constructed, the facility will be leased by a national retailer to be used as a last-mile distribution facility. **John Scarano moved, seconded by Cory Albrecht to approve the application for financial assistance for Bloom Utica, LLC. Member voted as follows: Resolution: 072622-04**

|                   |        |     |
|-------------------|--------|-----|
| Vincent Jim Bono  | VOTING | YES |
| Cory Albrecht     | VOTING | YES |
| Tim Day           | VOTING | YES |
| John Scarano      | VOTING | YES |
| Michael Werenczak | VOTING | YES |
| Ann Gaworecki     | VOTING | YES |
| Alana Basloe      | VOTING | YES |

Inducement Resolution: An application for financial assistance was presented and accepted by the board for Bloom Utica, LLC.

After further review and discussion, **Michael Werenczak made the following motion:**

**RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING BLOOM UTICA LLC (the "COMPANY"), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.**

**Seconded by Tim Day, the motion carried with members voting as follows: Resolution: 072622-05**

|                   |        |     |
|-------------------|--------|-----|
| Vincent Jim Bono  | VOTING | YES |
| Cory Albrecht     | VOTING | YES |
| Tim Day           | VOTING | YES |
| John Scarano      | VOTING | YES |
| Michael Werenczak | VOTING | YES |
| Ann Gaworecki     | VOTING | YES |
| Alana Basloe      | VOTING | YES |

*The official resolution is attached to the original minutes.*

**Set Public Hearing:** A public hearing is required for the Bloom Utica, LLC project. The meeting will be held in the taxing jurisdiction. **Michael Werenczak moved, seconded by Tim Day to approve the Agency to schedule a public hearing regarding the Bloom Utica, LLC project. Motion carried with 7 ayes and 0 naves. Resolution: 072622-06**

**Duofold:**

**Letter of Engagement – Hodgson Russ:** The Agency received a letter from Hodgson Russ outlining the firm's customary procedures and expectations regarding legal representation. The Agency will be engaging with Hodgson Russ to represent the Agency in connection with all legal matters associated with the Duofold site. Hodgson Russ will also be representing the Village of Ilion. **Tim Day moved, seconded by Cory Albrecht to authorize the Agency to enter into an agreement with Hodgson Russ to receive legal representation in connection with the Duofold site. Motion carried with 7 ayes and 0 naves. Resolution: 072622-07**

**Historic Preservation Grant:** The Agency is working with the Village of Ilion to submit an application for funding through the New York State Parks, Recreation, and Historic Preservation grant program to aid in funding the stabilization and winterization of the structure. **Ann Gaworecki moved, seconded by John Scarano to authorize the Agency to provide support to the Village of Ilion in submitting their application. Motion carried with 7 ayes and 0 naves. Resolution: 072622-08**

**RestoreNY Grant:** The Agency is working with the Village of Ilion to submit an application for funding through the Restore NY grant program to further prepare the site for development. The Village is requesting \$2,000,000 in funding. **Tim Day moved, seconded by Michael Werenczak to authorize the**

**Agency to provide support to the Village of Ilion in submitting their application. Motion carried with 7 ayes and 0 nays. Resolution: 072622-09**

Technical Assistance Site Visit: The Village of Ilion was awarded \$100,000 through the Environmental Protections Agency's Technical Assistance Program to create a design plan for the Duofold site. ICF Strategic Consulting & Communications and Van Meter Williams Pollack will attend a two-day site visit to the village and the project site to listen and discuss alternative goals and visions for the site. Board members were invited to attend the various listening sessions with community and county leaders; residents and community members; and business owners and potential developers.

**Village of Newport:**

Brownfield Property Phase I Environmental Site Assessment: The Agency received a proposal from HRP Associates to conduct a Phase I Environmental Site Assessment on the former Newport school and adjacent garage property on East Street in the Village of Newport. **Ann Gaworecki moved, seconded by John Scarano to authorize the Agency to enter into an agreement with HRP Associates to conduct a Phase I Environmental Site Assessment on the former Newport school property and adjacent garage property on East Street in the Village of Newport at a cost not to exceed \$3,250. Motion carried with 7 ayes and 0 nays. Resolution: 072622-10**

Brownfield Property Asbestos Survey: The Agency received a proposal from HRP Associates to conduct a pre-demolition asbestos survey on the former Newport school site located on East Street in the Village of Newport. The project budget may vary based on the findings. **Tim Day moved, seconded by John Scarano to authorize the Agency to enter into an agreement with HRP Associates to conduct a pre-demolition asbestos survey on the former Newport school site located on East Street in the Village of Newport at a cost not to exceed \$6,000. Motion carried with 7 ayes and 0 nays. Resolution: 072622-11**

Sewer Study: Mr. Piseck requested authorization to have a sewer study conducted in the Village of Newport to assist with future development for new businesses and additional services for existing businesses. After discussion, it was decided that Mr. Piseck will provide additional information to the board prior to their making a decision to move ahead with the sewer study.

**Village of Herkimer BOA:** The Village of Herkimer is applying for a Brownfields Opportunity Area (BOA) Nomination Study funding grant to complete a plan for the downtown Main Street corridor of the Village. The Village will be assisted by the Agency to complete the project. The Village is requesting \$173,250 in grant funding with matching funds in the amount of \$19,250 being provided by the Agency for a total project amount of \$192,500. The Agency will also be responsible for administering the grant funding, if awarded. **Ann Gaworecki moved, seconded by Michael Werenczak to authorize the Agency to provide matching funds in the amount of \$19,250 to the Village of Herkimer BOA Nomination Study. Motion carried with 7 ayes and 0 nays. Resolution: 072622-12**

Mr. Bono welcomed comments from elected officials and attending legislators.

Legislator Weakly: Thanked Mr. Piseck for his attention to the smaller municipalities in Herkimer County, such as Newport.



**Project Updates/Other Business:**

*Eastern Mohawk Valley Water Transmission Line:* Mr. Piseck explained that the Agency was unable to apply for \$1,250,000 in funding for pipe for the project due to lack of paperwork submittal by the county attorney. If the opportunity is still there, the Agency will apply in 2023. Mr. Piseck stated that the pipe will be ordered for the project soon.

*Brownfield Developers Summit 2023:* The Mohawk Valley Brownfield Developers Summit will be hosted by the Agency and will take place on April 25-26, 2023 at Herkimer County Community College. A networking event will be held at the Herkimer Diamond Mines Miner's Table the evening of April 25<sup>th</sup>.

*Schuyler Business Park Water:* Mr. Piseck has requested a meeting with the Mohawk Valley Water Authority. He stated that they are reluctant to meet for an unknown reason.

*Venue Strategies:* Mr. Piseck is looking into a study being conducted by Venue Strategies to evaluate Herkimer County's needs and ability to house an event center. He will provide additional details as they become available.

*Manheim Business Park:* The park has officially been annexed by the Village of Dolgeville; progress is being made on water and sewer.

*Russell Farm:* Mr. Piseck recently attended a meeting in the Town of Frankfort; the Town is authorized as lead agency for SEQR. The potential developer is still interested. The house will be removed; however, the Agency will be seeking direction from SHPO on the necessary steps to complete the demolition.

*Senator Hinchey Meeting:* Mr. Piseck is in the process of scheduling a meeting with Senator Hinchey.

**Ann Gaworecki moved, seconded by Cory Albrecht to enter into executive session at 9:26 AM to discuss developments of a potential project and matters of personnel. Motion carried with 7 ayes and 0 nays.** All board members; Legislators: Hollum, Schrader, Gaworecki, and Weakley; Anthony Hallak, John Piseck, Stacey Holleran, and Victoria Adams were invited to stay.

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**Michael Werenczak moved, seconded by Ann Gaworecki to end executive session at 10:00 AM. Motion carried with 7 ayes and 0 nays.**

**Being no other business, Michael Werenczak moved, seconded by Ann Gaworecki to adjourn at 10:01 AM. Motion carried with 7 ayes and 0 nays.**

Respectfully Submitted,



Victoria Adams  
Administration & Grant Coordinator

## RESOLUTION

072622-03

At a regular meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York, on July 26, 2022 at 8:30 A.M.

The meeting was called to order by the Chairman, and, upon the roll being called, the following were

PRESENT: Vincent (Jim) Bono, Cory Albrecht, John Scarano, Michael Werenczak, Ann Gaworecki, Timothy Day, Alana Basloe

ABSENT:

ALSO PRESENT: Anthony Hallak, John Piseck, Stacey Holleran

The following resolution was offered and seconded with the members voting:

AYE

NAY

All

None

**RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING ACTION TO CONSENT TO THE ASSIGNMENT OF A CONTRACT FOR THE SALE OF LANDS IN THE SCHUYLER BUSINESS PARK BETWEEN THE AGENCY AND MARCUS VENTURES, INC. (THE "ASSIGNOR").**

WHEREAS, the Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the "Act") to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting 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 (the "State"); 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 purchase and sell real property; and

WHEREAS, the Agency and Assignor have entered into a Contract dated as of April 2022 for the sale of land in the Schuyler Business Park which contract may not be assigned without the consent of the Agency; and

WHEREAS, Assignor has found a suitable developer for said land and has requested the Agency consent to assignment of the Contract to Bloom Utica LLC (the "Assignee"); and

WHEREAS, the Agency has given due consideration to the terms of the Contract and to representations by Assignor and Assignee.

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

1. Based upon the representations made by Assignor and Assignee, the Agency hereby consents to the Assignment of Contract dated July 26, 2022 from Marcus Ventures, Inc. to Bloom Utica LLC.
2. A copy of this Resolution, and the Assignment shall be placed on file in the offices of the Agency.
3. This Resolution shall take effect immediately.



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

I, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on July 26, 2022 with the original thereof of file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 26th day of July 26, 2022.

**HERKIMER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY**

By: Stacey Holleran  
Stacey Holleran, Assistant Secretary

## INDUCEMENT RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency held at 420 East German Street, Herkimer, New York, on July 26, 2022 at 8:00 A.M.

The meeting was called to order by the Chairman, and, upon the roll being called, the following were

PRESENT: Vincent (Jim) Bono, Cory Albrecht, John Scarano, Michael Werenczak, Ann Gaworecki, Timothy Day, Alana Basloe

ABSENT:

ALSO PRESENT: Anthony Hallak, John Piseck, Stacey Holleran, Victoria Adams

The following resolution was offered and seconded with the members voting:

AYE

NAY

All

None

**RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the “AGENCY”) TAKING OFFICIAL ACTION TOWARD APPOINTING BLOOM UTICA LLC (the “COMPANY), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.**

WHEREAS, the Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the "Act") to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting 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 (the "State"); 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 provide assistance in the construction and equipping of one or more "Projects" (as defined in the Act); and

WHEREAS, the Company has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (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, 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, and equipping of a distribution facility and office space located at Drive-In Road in the Town of Schuyler, Herkimer County, State of New York, known as part of Tax Map No. 105.3-1-3.2. The Project has an estimated cost of Eight Million Seven Hundred Twenty One Thousand Six Hundred Five and 00/100 Dollars (\$8,721,605.00) (the "Project Costs"); and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively "SEQR"), the Agency constitutes a State Agency; and

WHEREAS, the Agency has considered its environmental assessment form and related forms (the questionnaire submitted by the Company) the requisite criterion to determine whether the proposed action or the Project will have a significant effect on the environment; and

WHEREAS, if required by the Act, a public hearing will be duly noticed and had with respect to the Facility and the Assistance.

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

1. Based upon the application and other representations made by the Company to the Agency and the Agency's due deliberation, the Agency hereby makes the following findings and determinations:

A. The Facility constitutes a "Project" within the meaning of the Act.

B. The Assistance will induce the Company to locate the Facility in the County, thereby maintaining and increasing employment opportunities within the State of New York and otherwise furthering the proposes of the Agency as set forth in the Act.

C. Except as is permitted by law, the Facility will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located in the State.

2. The form and substance of the proposed agreement in substantially the draft form presented to this meeting between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to providing of the Assistance (the "Agreement") are hereby approved. The Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agreement in substantially the form presented to this meeting, with such changes in terms and form as the Chairman, Vice Chairman or the Executive Director shall approve. The execution thereof by the Chairman, Vice Chairman or Executive Director shall constitute conclusive evidence of such approval.

3. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company is hereby authorized to proceed with the acquisition, construction, equipping, and financing of the Facility and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company in accordance with the Agreement and where applicable its tenant or tenants, are appointed the true and lawful agents of the Agency (i) to acquire, construct, equip, and finance the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and the same validity as the Agency could do if acting in its own behalf.

5. This Project shall not proceed until it has conformed with all requirements of SEQR, conditions (if any) imposed by the Town of Schuyler, this Agency has received the

Negative Declaration of the Town of Schuyler or County of Herkimer as Lead Agency in the SEQR process and the Company has provided sufficient proof of its ability to finance the

A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours and notices of this negative declaration shall be filed, posted and published as shall be necessary to conform with the requirements of SEQR.

6. This Resolution shall take effect immediately.

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

I, the undersigned Chief Financial Officer of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on July 26, 2022 with the original thereof of file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 26<sup>th</sup> day of July, 2022.

**HERKIMER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY**

By: Stacey Holleran  
Stacey Holleran, Chief Financial Officer