



MINUTES

October 31, 2023

Herkimer County Industrial Development Agency Board of Directors Meeting

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office
Assistant

ERIN E. SPINA
Marketing & Communications
Specialist

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

CORY ALBRECHT
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
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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, October 31, 2023 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: 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 8:00 AM.

The following members were present in person and answered the roll call: Alana Basloe, Vincent (Jim) Bono, Timothy Day, Cory Albrecht, and Michael Werenczak. (5) **Quorum Present** Ann Gaworecki entered at 8:06 AM, John Scarano entered at 8:07 AM.

Members Absent: None

Staff Present: John Piseck, Victoria Adams, Jennifer Young and Erin Spina

Also Present in Person: Anthony Hallak and Garet Livermore (Cornell Cooperative Extension)

Also Present Virtually: Assemblyman Robert Smullen, Herkimer County Legislator John Stephens, and Shannon Wagner (Hodgson Russ LLP.)

Mission Statement: Ms. Erin Spina read the agency's mission statement.

Minutes:

September 28th, 2023 Board Meeting: The minutes of the September 28th, 2023 regular meeting were offered for review. **Timothy Day moved, seconded by Cory Albrecht to approve the minutes as presented. The motion carried with 5 ayes and 0 nays.**

October 25th, 2023 Public Hearing Minutes - Diamond Drive, LLC: The minutes of the October 25th, 2023 public hearing for Diamond Drive, LLC were presented for review. **Michael Werenczak moved, seconded by Alana Basloe to approve the minutes as presented. The motion carried with 5 ayes and 0 nays.**

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

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Financial Reports: The following financial reports were offered for review and approval: September 2023 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, SBP Mortgage and the 2023 PILOT report. Mr. Piseck stated property and maintenance continues to evolve to ensure all IDA properties are maintained properly for resale. Mr. Piseck also stated that the PIF with the county for F5SSBP has been paid in full at this time. **Cory Albrecht moved, seconded by Michael Werenczak to approve all financial reports as presented. The motion carried with 5 ayes and 0 nays.**

Ann Gaworecki entered the meeting at 8:06 AM.

John Scarano entered the meeting at 8:07 AM.

Marketing Update: Erin Spina presented to board members the Clifton Strengths of the staff following a training course with Daneli Partners, LLC. The Clifton Strength test and training course were able helped the staff uncover their strengths and discuss way to use those strengths in their work. The Agency would like to continue training on Clifton Strengths with Daneli Partners in the future. Erin also presented to the board autumn photographs of the business parks. These photos are used for various marketing materials including the Agency's website. Erin presented to the board an image created in the TestFit software at the Four Corners Business Park. The image presented a potential 50-60 thousand square foot facility and will be shared with potential clients interested in purchasing the property. Erin also showed the board a recently taken aerial photo of the Warrior Solar project location where solar panels are beginning to be constructed.

6-Year ABO Budget: Board members were provided the proposed ABO Budget and Financial Plan through 2027. The ABO requires the plan to be submitted on an annual basis. Following review, **Ann Gaworecki moved, seconded by Cory Albrecht to approve the 6-year ABO Budget & Financial Plan through 2027. The motion carried with members voting as follows:**

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

Resolution: 103123-01

ELG Utica Alloys:

Application for Financial Assistance and Cost Benefit Analysis: The Agency received an amended application for financial assistance and cost benefit analysis from ELG Utica Alloys, LLC. ELG's Frankfort location is overwhelmingly space-constrained, creating concerns with operational efficiency and safety. The meet the rise in business while also increasing efficiency and safety, ELG is proposing a consolidate their Herkimer and Frankfort locations at the current Herkimer location by acquiring and renovating 145,000 sq. ft. vacant building. Following discussion, **Ann Gaworecki moved, seconded by Cory Albrecht to approve the application for financial assistance for ELG Utica Alloys. The motion carried with 7 ayes and 0 nays.**

Resolution: 103123-02

Public Hearing: The board was presented with a request to hold a public hearing for the ELG Utica Alloys project. **Cory Albrecht moved, seconded by Ann Gaworecki to move forward with the scheduling of the public hearing. The motion carried with 7 ayes and 0 nays.**

Resolution: 103123-03

Amended Inducement Resolution: Due to possible changes, this item was placed on hold and will be placed on a future meeting agenda.

2/2/2 Application – RD's Gorge View Lanes: The Agency received an application for the 2/2/2 loan and grant program from RD's Gorge View Lanes for structure improvements on the entryway and roof at the bowling alley. Following approval from the RLF committee, the application was presented to the full board for approval. **John Scarano moved, seconded by Michael Werenczak, to approve a loan not to exceed the amount of \$2,000, a grant in an amount not to exceed \$2,000, along with proof of owner injection of at least \$2,000. The finds will come from the Seward account. The terms will be 2% for 24 months. The motion carried with 7 ayes and 0 nays.**

Resolution: 103123-04

Russell Farm: The board was presented with a timeline for construction on the water and sewer project at the Russell Farm property. This item was for discussion only.

Dairy Industry Assessment & Analysis: The board was presented with a proposal from Eric Greiner for a Dairy Industry Assessment & Analysis for Herkimer County. The study will take place over the course of one year and proposed to cost \$90,000.00 Following discussion, **Alana Basloe moved, seconded by Cory Albrecht to approve the proposal for the Dairy Industry Assessment & Analysis NTE \$90,000. The motion carried with 7 ayes and 0 nays.**

Resolution: 103123-05

Diamond Drive, LLC:

Final Authorizing Resolution: The Final Authorizing Resolution was provided to the board for Diamond Drive, LLC. After further review and discussion, **John Scarano made the following motion:**

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH LEASE AGREEMENT, LEASING SAID FACILITY BACK TO THE COMPANY, CONSENTING TO A SUBLEASE WITH DIAMOND DRIVE, LLC AND PROVIDING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION

AGREEMENT WITH THE COMPANY (the “ECIA”); TO ENTER INTO A RECAPTURE AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Ann Gaworecki, the motion carried with 7 ayes and 0 nays. The official resolution is attached to the original minutes.

Resolution: 103123-06

Fuller Tool/ RJLLF Properties, LLC:

Application for Financial Assistance and Cost Benefit Analysis: The Agency received an application for financial assistance for Fuller Tool/ RJLLF, LLC. RJLLF Properties proposes to reconstruct a recently purchased building in the Town of Herkimer for expansion of their current business. Following discussion, **Michael Werenczak moved, seconded by Timothy Day to accept the application for financial assistance and cost benefit Analysis for Fuller Tool/ RJLLF Properties, LLC. The motion carried with 6 ayes, 0 nays and 1 abstention by Ann Gaworecki.**

Resolution: 103123-07

Inducement Resolution: An Inducement Resolution was provided to the board for Fuller Tool/RJLLF Properties, 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 RJLLF PROPERTIES 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 John Scarano, the motion carried with 6 ayes, 0 nays, and 1 abstention by Ann Gaworecki. The original resolution is attached to the original minutes.

Resolution: 103123-08

Local Gas, LLC:

Application for Financial Assistance and Cost Benefit Analysis: The Agency received an Application for Financial Assistance for Local Gas, LLC. Local Gas, LLC proposes construct a convenience store with direct access to diesel fuel in the Town of Schuyler. Following discussion, **John Scarano moved, seconded by Cory Albrecht to accept the Application for Financial Assistance and Cost Benefit Analysis for Local Gas, LLC. The motion carried with 6 ayes, 0 nays, and 1 abstention by Ann Gaworecki.**

Resolution: 103123-09

Inducement Resolution: An Inducement Resolution was provided to the board for Local Gas, LLC. After further review and discussion, **Cory Albrecht made the following motion:**

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the “AGENCY”) TAKING OFFICIAL ACTION TOWARD APPOINTING LOCAL GAS, 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 Alana Basloe, the motion carried with 6 ayes, 0 nays, and 1 abstention by Ann Gaworecki. The official resolution is attached to the original minutes.

Resolution: 103123-10

Public Hearing: The board was presented with a request to move forward with a public hearing for Local Gas, LLC. **John Scarano moved, seconded by Michael Werenczak to move forward with scheduling the public hearing. The motion carried with 6 ayes, 0 nays, and 1 abstention by Ann Gaworecki.**

Resolution: 103123-11

LDC Formation: The Herkimer County Legislator’s voted a unanimous ‘yes’ to the support of the Agency’s creation of the LDC. The IDA staff will begin meetings with Hodgson Russ to begin next steps. This item was for discussion only.

Bills School: Due to needing more information, this item was tabled at this time.

Four Corners Business Park: The EAF Form was received yesterday, October 30th. The EAF and closing documents will be presented to the planning board on November 15th, 2023. Closing is expected to be in 8 weeks. This item was for discussion only.

Property in German Flatts: The Agency is currently waiting for approval from the landowners for the permission to access the property and perform due diligence environmental testing. At this time, access has not yet been granted. This item was for discussion only.

Mr. Bono welcomed comments from elected officials.

Project Updates/ Other Business:

- *IDA Academy – November 9th, 2023. Staff members will be attending and board members were encouraged to attend.*
- *2023 Annual Audit scheduled for January 16th, 2024*
- *Cornell Cooperative Extension Annual Meeting – November 1st, at 6:00 PM. The Agency is a sponsor for the event. Agency Staff will be attending and board members were encouraged to attend.*

- *Dolgeville Brownfield Designation – The Village of Dolgeville received their Brownfield Designation award letter. This designation will assist the village with future grant applications for brownfield assistance.*
- *CDBG Microenterprise Grant – The County and Agency received the notification of the award. IDA staff is working alongside county staff to complete necessary paperwork for an executed grant agreement. Once approved, IDA staff will begin to roll out the grant program.*
- *Herkimer Forward and Ilion Forward presentations are scheduled for tomorrow, November 1st.*
- *Plotter Printer – The plotter has been a great addition to the office since its purchase. There have been several presentations and maps printed as well as many images scanned and digital copies made for both the Agency and local community representatives.*

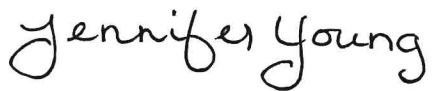
John Scarano moved, seconded by Cory Albrecht to enter into executive session at 8:59 AM to discuss matters of contracts and personnel. The motion carried with 7 ayes and 0 nays. All board members, John Piseck, Victoria Adams, Erin Spina, Anthony Hallak, and Shannon Wagner were invited to stay.

Victoria Adams, Erin Spina, and Jennifer Young exited the meeting at 9:04 AM.

Timothy Day moved, seconded by Alana Basloe to end executive session at 9:29AM. The motion carried with 7 ayes and 0 nays.

Being no other business, Timothy Day moved, seconded by Alana Basloe to adjourn at 9:30 AM. The motion carried with 7 ayes and 0 nays.

Respectfully Submitted,



Jennifer Young
Administrative Assistant

AUTHORIZING RESOLUTION

Resolution: 103123-06

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the “Agency”), held at 420 E. German Street, Herkimer, New York on the 31st day of October, 2023 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano,
Michael Werenczak, Timothy Day, Alana Basloe

Absent: None

Also Present: John Piseck, Victoria Adams, Jennifer Young, Erin Spina, Anthony 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 Colucci Trucking LLC (the “Company”) and Diamond Drive, LLC.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE	NAY	ABSTAINED
*ALL	*NONE	*NONE

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the “Facility”) THROUGH LEASE AGREEMENT, LEASING SAID FACILITY BACK TO THE COMPANY, CONSENTING TO A SUBLEASE WITH DIAMOND DRIVE, LLC AND PROVIDING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the “ECIA”); TO ENTER INTO A RECAPTURE AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Colucci Trucking, LLC, on behalf of itself and/or the principals of Colucci Trucking, LLC (the "Company") has applied to the Herkimer County Industrial Development Agency (the "Agency") to enter into a transaction relating to the acquisition of an interest of land, as hereinafter defined, the construction and equipping of a trucking facility and office space on a parcel of land located at Drive In Road, Schuyler, New York 13502, Herkimer County (the "Land"), and the acquisition and installation of equipment in the Improvements, all to be used by the Company in connection with providing a complete trucking facility and office space in support of Colucci Trucking, LLC (the Land, Improvements and Equipment) are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as (the "Project"); and

WHEREAS, the Company will further lease the facility for its operation from Diamond Drive, LLC pursuant to a lease agreement between the Company and Diamond Drive, LLC; and

WHEREAS, the Company will sublease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York, and Chapter 372 of the Laws on 1970 of the State of New York, as may be amended from time to time (collectively the "Act") and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Company and Diamond Drive, LLC will construct, renovate and equip the Project 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, the Agency is authorized under its Uniform Tax Exemption Policy to provide for financial assistance to the Project and under proper circumstances and upon notice to the affected taxing jurisdictions deviate therefrom; and

WHEREAS, the Company filed an Application for Financial Assistance in July 10, 2023; and

WHEREAS, the Company filed a revised Application for Financial Assistance in July 25, 2023; and

WHEREAS, the Company and Diamond Drive, LLC filed a second revised Application for Financial Assistance on September 26, 2023; and

WHEREAS, representations made by the Company and Diamond Drive, LLC in their second revised Application for Financial Assistance support the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

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

Mortgage Tax exemption estimated at \$13,000.00 but shall not exceed \$13,000.00;

Sales and Use Tax exemptions estimated at \$61,875.00 but shall not exceed \$61,875.00 in aggregate;

Real Property Tax Abatement is estimated at \$36,765.39.

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, a public hearing (the "Hearing") was held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing was given prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) was in the form annexed hereto as **Exhibit A**; and

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

WHEREAS, the Agency has given due consideration to the operation of a trucking facility, the employment opportunities, taxable value of the Project and the economic conditions of the area in which the Project is situated; and

WHEREAS, the Agency has given due consideration to the application of the Company and Diamond Drive, LLC and to representations by the Company that the proposed lease-leaseback transaction is either an inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

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

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company and Diamond Drive, LLC by virtue of their activities in renovating, constructing and equipping the Project shall submit, as a condition to closing, that SEQR review is not required, or in the alternative, the Environmental Assessment Form and related documents (Questionnaire) with respect to the Facility, a copy of which will be placed on file as the office of the Agency; and

WHEREAS, prior to the granting of any tax benefits, the Agency will complete its environmental review (if applicable) and make determinations for purposes of SEQRA.

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and

- (b) The Facility constitutes a “project,” such as that term is defined in the Act; and
- (c) The acquisition, construction, equipping and financing of the Facility, and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Herkimer County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and
- (e) Based upon representations of the Company and Diamond Drive, LLC, the Facility conforms with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facility is located; and
- (f) It is desirable and in the public interest for the Agency to acquire a leasehold interest in the Facility and lease the Facility back to the Company; and
- (g) The Lease is an effective instrument whereby the Company conveys a leasehold interest to the Agency; and
- (h) The Leaseback Agreement is an effective instrument whereby the Company leases the Facility from the Agency; and

Section 2. In consequence of the foregoing, and subject to the receipt and approval by the Agency of pre-closing documents deemed reasonably necessary by counsel to the Agency, the Agency hereby determines to acquire a leasehold interest in the Facility from the Company and to lease the Facility back to the Company and to execute and deliver the Lease Agreement, the Leaseback Agreement and memoranda thereof, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement, the Recapture Agreement and all related documents (collectively the Closing Documents).

Section 3. The form and substance of the Closing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Chief Executive Officer, John J. Piseck, are hereby authorized, on behalf of the Agency, to execute and deliver the Closing Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary, Chief Executive Officer 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, Chief Executive Officer 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 Chief Executive Officer, John J. Piseck, are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

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

I, Victoria Adams, 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 31st day of October, 2023 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 31st day of October, 2023.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



Victoria Adams, Assistant Secretary

INDUCEMENT RESOLUTION

Resolution: 103123-08

At a regular meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York, on October 31, 2023 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, Ann Gaworecki, John Scarano, Michael Werenczak, Timothy Day, Alana Basloe

ABSENT: None

ALSO PRESENT: John Piseck, Victoria Adams, Jennifer Young, Erin Spina, Anthony Hallak

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

AYE

NAY

ABSTAINED

All

None

Gaworecki

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING RJFLLF PROPERTIES 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 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 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, reconstruction, and equipping of a manufacturing facility with supporting office space located at 759 State Route 28 in the Town of Herkimer, Herkimer County, State of New York, known as Tax Map Parcel No. 113.57-1-11.1. The Project has an estimated cost of One Million Sixty Five Thousand and 00/100 Dollars (\$1,065,000.00) (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 Chief Executive Officer 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 Chief Executive Officer shall approve. The execution thereof by the Chairman, Vice Chairman or Chief Executive Officer 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 Herkimer, this Agency has adopted the Negative Declaration of the Town of Herkimer or County of Herkimer as Lead Agency in the

compliance with Section 854(18) of the General Municipal Law and the Company has provided sufficient proof of its ability to finance the Project.

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 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 October 31, 2023 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 31st day of October, 2023.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Victoria Adams
Victoria Adams, Assistant Secretary

INDUCEMENT RESOLUTION

Resolution: 103123-11

At a regular meeting of the Herkimer County Industrial Development Agency held at 420 E. German Street, Herkimer, New York, on October 31, 2023 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, Ann Gaworecki, John Scarano, Michael Werenczak, Timothy Day, Alana Basloe

ABSENT: None

ALSO PRESENT: John Piseck, Victoria Adams, Jennifer Young, Erin Spina, and Anthony Hallak

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

AYE

NAY

ABSTAINED

All

None

Gaworecki

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION TOWARD APPOINTING LOCAL GAS, 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 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 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 complete truck stop/retail convenience outlet providing diesel fuel, gasoline, driver amenities, convenience store, restaurant, truck wash, reserved parking 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 Parcel No. 105.3-2-7. The Project has an estimated cost of Three Million One Hundred Twenty Four Thousand Five Hundred and 00/100 Dollars (\$3,124,500.00) (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 Chief Executive Officer 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 Chief Executive Officer shall approve. The execution thereof by the Chairman, Vice Chairman or Chief Executive Officer 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 adopted the Negative Declaration of the Town of Schuyler or County of Herkimer as Lead Agency in the SEQR process,

compliance with Section 854(18) of the General Municipal Law and the Company has provided sufficient proof of its ability to finance the Project.

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 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 October 31, 2023 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 31st day of October, 2023.

**HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY**

By: Victoria Adams
Victoria Adams, Assistant Secretary