



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

ALAINA VALERIANO
Community & Business
Development 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

MINUTES

February 27, 2024

Herkimer County Industrial Development Agency Board of Directors Meeting

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors, as well as a meeting of the Audit, Governance and Finance Committees, on Tuesday, February 27, 2024 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: 875-6466-4800 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: Cory Albrecht, Vincent (Jim) Bono, Tim Day, Ann Gaworecki, and Michael Werenczak (5) **Quorum present.** John Scarano entered at 8:03 AM.

Members Absent: Alana Basloe

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

Also Present in Person: Herkimer County Legislator; Greg Malta, and Garet Livermore (Cornell Cooperative Extension)

Also Present Virtually: County Administrator, Jim Wallace; Herkimer County Legislators, Mark Gaworecki and Bill Weakly; Liz Bush and Jennifer Walck (Bowers & Company), Elaine Sperbeck (Little Falls Resident), Anthony Hallak (Felt Evans LLP.) and Shannon Wagner (Hodgson Russ LLP.)

2023 Audited Financial Statements:

Bowers and Company Presentation: Elizabeth (Liz) Bush and Jennifer Walck of Bowers and Company were present via Zoom to review the 2023 annual audit. Jennifer provided an overview of key pieces of the audit. A copy was provided to the board members in advance of the meeting.

Board Members: After the presentation by Bowers and Company, board members were provided an opportunity to ask questions regarding the audit. Being none, **Ann Gaworecki moved, seconded by Michael Werenczak to approve the 2023 Audited Financial Statements as presented. The motion carried with 6 ayes and 0 nays.**

Resolution: 022724-01

Mission Statement: Ms. Alaina Valeriano read the agencies mission statement.

Minutes: The minutes of the January 30,2024 regular meeting were offered for review. **Cory Albrecht moved, seconded by John Scarano to approve the minutes as presented. The motion carried with 6 ayes and 0 nays.**

Financial Reports: The following financial reports were offered for review and approval: January 2024 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 standing. Mr. Scarano asked about the status of the current office lease/buildout which is set to expire in September 2024. Mr. Piseck stated that we will have the option to renew. **Tim Day moved, seconded by Michael Werenczak to approve all financial reports as presented. The motion carried with 6 ayes and 0 nays.**

Annual PARIS Report: In preparation for the Agency's annual PARIS report, board members were provided the following reports and documents for the review and approval: Annual Investment Report, Deposit & Investment of Funds Policy, Procurement Policy, Operations & Accomplishments, Assessment of Internal Controls, Performance Measurement Report and Mission Statement. **Ann Gaworecki moved, seconded by Cory Albrecht to approve all reports and policies as presented. The motion carried with 6 ayes and 0 nays.**

Resolution: 022724-02

Marketing Update: Erin Spina presented the board with marketing updates throughout the previous month. She shared pictures of the Legislative Breakfast, NYSEDC Conference, and the DRI Announcement from Governor Hochul. Erin also shared with the board the slides she created for the presentation for the Genesis Luncheon that Mr. Piseck will be presenting at. Erin showed board members what the new logo for the Herkimer Local Development Corporation will be.

Grant Updates:

Microenterprise: Agency staff is assisting several business owners with applications at this time. A full application has not yet been received for board approval.

Housing Study: Agency staff is currently creating an RFP to be reviewed by Empire State Development prior to sending out for bids to begin the project.

Administrative Agreement with Herkimer Local Development Corporation: Board Members were presented with an administrative agreement between the Herkimer County Industrial Development Agency (HCIDA) and the Herkimer Local Development Corporation (HLDC). This agreement outlines

administrative services to be provided to the HLDC by the Agency. Following review and discussion, **Tim Day moved, seconded by Ann Gaworecki to authorize the Agency entering into an administrative agreement with the Herkimer Local Development Agency. The motion carried with 6 ayes and 0 nays.**
Resolution: 022724-03

Masonic Building – Real Property Transfer & Indemnification Agreement: Board members were presented with an Real Property Transfer & Indemnification Agreement for the former Masonic Lodge project. Following review, **Ann Gaworecki made the following motion:**

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A REAL PROPERTY TRANSFER AND INDEMNIFICATION AGREEMENT IN CONNECTION WITH THE FORMER MASONIC LODGE PROJECT.

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

Resolution: 022724-04

Four Corners Business Park: The board was presented with an invoice from Emrich Land Surveying for a survey and mapping services performed during the due diligence process at the Four Corners Business Park. Following review, **Ann Gaworecki moved, seconded by Cory Albrecht, to approve payment to Emrich Land Surveying in the amount NTE \$13,700 for the survey performed at the Four Corners Business Park. The motion carried with 6 ayes and 0 nays.**

Resolution: 022724-05

German Flatts Business Park: The board was presented with an invoice from Emrich Land Surveying for a land survey that was completed during the due diligence process at the German Flatts Business Park. Following review, **Michael Werenczak moved, seconded by Tim Day, to approve payment to Emrich Land Surveying in the amount NTE \$6,300 for the survey performed at German Flatts Business Park. The motion carried with 6 ayes and 0 nays.**

Resolution: 022724-06

Project Jefferson: The Agency received notice that Project Jefferson in the Schuyler Business Park will not be moving forward. Due to the land purchase having closed within the last 18 months, Mr. Hallak stated that the agency has the right to purchase the land back prior to the land going for sale. Following discussion, **Ann Gaworecki moved, seconded by Cory Albrecht, to move forward with purchasing the land back at the previously negotiated price. The motion carried with 6 ayes and 0 nays.**

Resolution: 022724-07

Bloom Utica: The Agency received an updated Notice of Assignment from Bloom Utica LLC, for a property transfer listing all entities that will be purchasing the property and requested to waive the 30-day provision outlined in the agreement due to the circumstances of this transfer. Following discussion, **Michael Werenczak moved, seconded by Cory Albrecht to approve the request by Bloom Utica to waive the 30-day provision per recommendation by the Agency's attorney provided all previous requirements have been met. The motion carried with 6 ayes and 0 nays.**

Resolution: 022724-08

240 Mary Street: Due to contract negotiations, this item was moved to executive session.

Town of Webb – Income Survey: The Town of Webb is in need of updates and repairs in their current sewer and water systems. In order to qualify for perspective grants, an income survey must be completed on the residents within the Town. The board was presented with a quote from G&G Municipal Consulting and Grant Writing in the amount of \$20,250 to complete the income survey needed. Following discussion, **Michael Werenczak moved, seconded by John Scarano, to authorize the Agency to enter into an agreement with G&G Municipal Consulting and Grant Writing in the amount NTE \$20,250 to complete an income survey within the Town of Webb. The motion carried with 6 ayes and 0 naves.**

Resolution: 022724-09

Project Transfer Fee: The Agency requested approval from the board to add a Project Transfer Fee for applicants wishing to transfer projects between entities on already approved applications for financial assistance, to cover the costs to make necessary changes. Following discussion, **Tim Day moved, seconded by Ann Gaworecki, to add a \$2000 transfer fee to the Agency's Fee Schedule. The motion carried with 6 ayes and 0 naves.**

Resolution: 022724-10

Mr. Bono welcomed comments from elected officials.

Herkimer County Legislator, Greg Malta, wished the Agency a great 2024.

Project Updates/ Other Business:

- **Russell Farm** – The water and sewer construction continues moving forward with good progress.
- **Brownfield Development Summit, April 23rd & April 24th**- The Agency is expecting a great turnout for the summit and encouraged all board members to sign up.
- **Genesis Group Luncheon, February 28th @ 12:00** – Mr. Piseck will be presenting along with other industry leaders within Economic Development sector within the Mohawk Valley.
- **RemArms** – Phase I assessments will be performed at the beginning of next week.
- **Manheim Business Park Water Tower** – This project continues to move forward. Agency staff met with the Mayor of Dolgeville and Wright- Pierce to discuss what next steps look like.
- **City of Little Falls and Village of Frankfort BOA's** – Agency Staff will be assisting The City of Little Falls and the Village of Frankfort with obtaining nomination in order to be eligible for possible future Brownfield grants.
- **Duofold**- The Agency continues to work with the developers on possible grant funding and other needed items during the due diligence process to keep that project moving forward.
- **Cornell Cooperative Extension** – CCE will be having a discussion with a representative from Senator Gillibrand's office to discuss local agriculture and food security on Friday. Agency staff will be in attendance for this meeting.

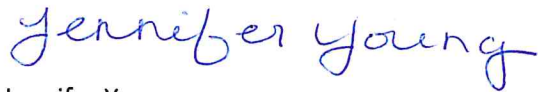
Ann Gaworecki moved, seconded by John Scarano to enter into executive session at 9:33 AM to discuss matters of contracts and properties. The motion carried with 6 ayes and 0 naves. All board members, John Piseck, Victoria Adams, Erin Spina, Alaina Valeriano, Anthony Hallak, Mark Gaworecki, Greg Malta and Shannon Wagner were invited to stay.

Cory Albrecht and Alaina Valeriano were excused from the meeting at 10:14 am.

Ann Gaworecki moved, seconded by Michael Werenczak to end executive session at 10:20AM. The motion carried with 6 ayes and 0 nays.

Being no other business, John Scarano moved, seconded by Michael Werenczak to adjourn at 10:21AM. The motion carried with 6 ayes and 0 nays.

Respectfully Submitted,

A handwritten signature in blue ink that reads "Jennifer Young". The signature is written in a cursive, flowing style.

Jennifer Young
Administrative Assistant

**RESOLUTION AUTHORIZING REAL PROPERTY TRANSFER AND
INDEMNIFICATION AGREEMENT
FORMER MASONIC LODGE PROJECT**

A regular meeting of Herkimer Local Development Corporation (the "Corporation") was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on February 27, 2024 at 8:010:20 o'clock a.m., local time.

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

PRESENT:

Vincent J. Bono	Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director
Tim Day	Director

ABSENT:

Alana Basloe	Director
Cory Albrecht	Vice Chairman

ADDITIONAL INDIVIDUALS PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Erin E. Spina	Marketing & Communications Specialist
Alaina Valeriano	Community & Business Development Specialist
Shannon E. Wagner, Esq.	Special Corporation Counsel

The following resolution was offered by Ann Gaworecki, seconded by Tim Day, to wit:

Resolution No. 24-06

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A REAL
PROPERTY TRANSFER AND INDEMNIFICATION AGREEMENT IN
CONNECTION WITH THE FORMER MASONIC LODGE PROJECT.**

WHEREAS, Herkimer Local Development Corporation (the "Corporation") is authorized and empowered by the provisions of 402 and Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "NFPCL") to promote community and economic development and the creation of jobs for the citizens of Herkimer County, New York (the "County") by, among other things, promoting the community and economic development of the County, and creating jobs for the citizens of the County; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the NFPCL and its certificate of incorporation (the "Certificate") to enter into contracts with any

other economic development organizations to help achieve the purposes described in the NFPCL and the Certificate; and to perform any and all acts and things, and exercise any and all powers which may or now hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the purposes of the Corporation; and

WHEREAS, the Corporation submitted a request (the "Request") to the Herkimer County Industrial Development Agency (the "Agency") in connection with the potential acquisition (the "Acquisition") by the Corporation of title to a parcel of land located at 415 N. Main Street (Tax Map No.: 113.81-6-6) in the Village of Herkimer, Herkimer County, New York (the "Property") from the County; and

WHEREAS, the County is expected to take title to the Property as part of the 2021 In Rem Foreclosure proceedings (the "Foreclosure"); and

WHEREAS, in connection with the Foreclosure, the Agency and the County entered into a certain agreement pursuant to which the Agency retained HRP Associates, Inc., to complete an Environmental Site Assessment of the Property; and

WHEREAS, in connection with the Acquisition, the Corporation has requested the Agency to enter into a real property transfer and indemnification agreement (the "Indemnification Agreement") pursuant to which (A) the County will transfer the Property to the Corporation in "as is" condition, (B) the Corporation shall defend, hold harmless and indemnify the County from any claims related to environmental conditions, (C) the Agency shall defend, hold harmless and indemnify the County from claims, if any, for surplus judgment that may be issued as a result of the Foreclosure, and (D) in the event that the Corporation sells the Property, the Corporation will reimburse the County for all or a portion of the outstanding taxes forgiven or cancelled as set forth in the Indemnification Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF HERKIMER LOCAL DEVELOPMENT CORPORATION, AS FOLLOWS:

Section 1. Subject to review of the terms of the Indemnification Agreement by counsel and special counsel to the Corporation, the Corporation hereby determines to enter into the Indemnification Agreement and hereby authorizes the execution and delivery by the Corporation of the Indemnification Agreement.

Section 2. All action taken by the Corporation with respect to the finalization of the Indemnification Agreement is hereby ratified and confirmed.

Section 3. Subject to approval by counsel and special counsel to the Corporation of the terms of the Indemnification Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation is hereby authorized to execute and deliver the Indemnification Agreement, and, where appropriate, the Secretary of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, and/or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Indemnification Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do

all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Corporation with all of the terms, covenants and provisions of the Indemnification Agreement binding upon the Corporation.

Section 5. This Resolution shall take effect immediately.

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

Vincent J. Bono	VOTING	Yes
Cory Albrecht	VOTING	Absent
John Scarano	VOTING	<u>Yes</u>
Michael Werenczak	VOTING	Yes
Ann Gaworecki	VOTING	Yes
Tim Day	VOTING	Yes
Alana Basloe	VOTING	Absent

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Assistant Secretary of Herkimer Local Development Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on February 27, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein 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 Corporation had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Corporation present 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 Corporation this 27th day of February, 2024.



Assistant Secretary

(SEAL)