



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

SPECIAL:
CHARLES MALCOLM, Esq.,
SHANNON WAGNER, Esq.,
Hodgson Russ, LLP.

MINUTES

June 12, 2024

Herkimer Local Development Corporation

The Herkimer Local Development Corporation held a regular meeting of the Board of Directors on Wednesday, June 12, 2024 immediately following the Herkimer County Industrial Development Agency board meeting. 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 Bono called the meeting to order at 9:09 am.

The following members were present in person and answered the roll call: Vincent (Jim) Bono, Ann Gaworecki, Michael Werenczak, Cory Albrecht, and John Scarano. **Quorum Present (5)**

Members Absent: Alana Basloe and Tim Day

Agency Staff Present: John Piseck, Victoria Adams, and Jennifer Young

Also Present in Person: Shannon Wagner, Hodgson Russ LLP.

Also Present Virtually: None

Minutes: The meeting minutes of the board meeting on April 30th were offered for review. **Michael Werenczak moved, seconded by Cory Albrecht to approve the minutes as presented. The motion carried with 5 ayes and 0 nays.**

EPA Community Change Grant: The board was presented with a Resolution Authorizing an Application and Grant Partnership and Indemnification Agreement for the EPA Community Change Grant for the Duofold Building project. The Herkimer Local Development Corporation will take on all administrative duties regarding said application. Following discussion, **Michael Werenczak made the following motion;**

RESOLUTION AUTHORIZING (A) THE SUBMISSION OF AN APPLICATION FOR FUNDING TO THE UNITED STATES ENVIRONMENTAL PROTECTION Agency AND

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

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

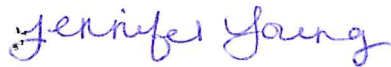
(B) THE EXECUTION AND DELIVERY OF A GRANT PARTNERSHIP AND INDEMNIFICATION AGREEMENT IN CONNECTION WITH SUCH APPLICATION.

Seconded by Cory Albrecht, the motion carried with 5 ayes and 0 nays. The official resolution is attached to the original minutes.

Resolution: HLDC-24-12

Being no other business, Michael Werenczak moved, seconded by John Scarano to adjourn at 9:15 AM. The motion carried with 5 ayes and 0 nays.

Respectfully Submitted,



Jennifer Young
Administrative Assistant

**RESOLUTION AUTHORIZING APPLICATION AND
GRANT PARTNERSHIP AND INDEMNIFICATION AGREEMENT
EPA COMMUNITY CHANGE GRANT**

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, Suite in the Village and Town of Herkimer, Herkimer County, New York, on June 12, 2024 at 9:08 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
Cory Albrecht	Vice Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director

ABSENT:

Tim Day	Director
Alana Basloe	Director

ADDITIONAL INDIVIDUALS PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Shannon E. Wagner, Esq.	Special Corporation Counsel

The following resolution was offered by Michael Werenczak, seconded by Cory Albrecht, to wit:

Resolution No. HLDC 24-12

RESOLUTION AUTHORIZING (A) THE SUBMISSION OF AN APPLICATION FOR FUNDING TO THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY AND (B) THE EXECUTION AND DELIVERY OF A GRANT PARTNERSHIP AND INDEMNIFICATION AGREEMENT IN CONNECTION WITH SUCH APPLICATION.

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 desires to submit an application (the "Application") to the United States Environmental Protection Agency ("EPA") for grant funding in connection with the EPA's Environmental and Climate Justice Community Change Grants Program (the "EPA Grant"); and

WHEREAS, under the terms of the program administered by the EPA under which the EPA Grant is to be considered the Corporation is permitted to submit the Application with the Village of Ilion (the "Village") as its statutory partner; and

WHEREAS, to be considered for receipt of the EPA Grant, the Corporation and the Village will be required to, and desire to, enter into a certain grant partnership and indemnification agreement by and between the Corporation and the Village (the "Partnership Agreement") and other related documents (collectively, the "Grant Documents"); and

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

Section 1. All action taken by the Chief Executive Officer, the Corporation Staff, and or counsel to the Corporation with respect to the EPA Grant is hereby ratified and confirmed.

Section 2. The Corporation hereby authorized the Chairman, Vice Chairman, and/or the Chief Executive Officer of the Corporation to submit an application to the EPA for the EPA Grant.

Section 3. Subject to review of the terms of the Partnership Agreement and the remainder of the Grant Documents by counsel and special counsel to the Corporation, the Corporation hereby determines to enter into the Grant Documents and hereby authorizes the execution and delivery by the Corporation of the Partnership Agreement.

Section 4. Subject to approval by counsel and special counsel to the Corporation of the terms of the Grant Documents, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation is hereby authorized to execute and deliver the Grant Documents, 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 5. 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 Grant Documents, 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 Grant Documents binding upon the Corporation.

Section 6. 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	YES
John Scarano	VOTING	<u>YES</u>
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

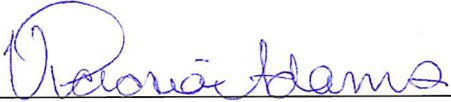
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

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 June 12, 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 12th day of June, 2024.



Assistant Secretary

(SEAL)

