



August 27, 2024

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  
Treasurer

ANN GAWORECKI  
Director

TIM DAY  
Director

ALANA BASLOE  
Director

COUNSEL

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

MINUTES

**Herkimer Local Development Corporation**

The Herkimer Local Development Corporation held a regular meeting of the Board of Directors on Tuesday, August 27, 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](http://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, Vice Chairman Albrecht called the meeting to order at 9:22 am.

**The following members were present in person and answered the roll call:** Ann Gaworecki, Alana Basloe, Cory Albrecht, Tim Day, Mike Werenczak and John Scarano. **Quorum Present (6)**

**Members Absent:** Vincent (Jim) Bono

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

**Also Present in Person:** None

**Also Present Virtually:** Vincent (Jim) Bono (non-voting), Agency Chairman; Shannon Wagner, Hodgson Russ, LLP.

**Minutes:** The meeting minutes of the board meeting on July 30<sup>th</sup> were offered for review. **Tim Day moved, seconded by Alana Basloe to approve the minutes as presented. The motion carried with 6 ayes and 0 naves.**

**Financial Reports:** The Income & Expense Report for offered for review. Following review and discussion, **Tim Day moved, seconded by Mike Werenczak to approve the financial report as presented. The motion carried with 6 ayes and 0 naves.**

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

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**Masonic Project- Project Funding Agreement-** Prior to the meeting board members were provided a draft project funding agreement for the masonic project. After discussion, **Tim Day made the following motion:**

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A PROJECT FUNDING AGREEMENT IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION WITH THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”).**

**Seconded by Mike Werenczak, the motion carried with 6 ayes and 0 naves.**

*Resolution: HLDC24-14*

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

**Charlestown Mall Project:** The board was presented with a purchase agreement for Charlestown Mall. After discussion, **Tim Day made the following motion:**

**RESOLUTION CONFIRMING AND RATIFYING CERTAIN PRIOR ACTIONS RELATING TO THE PURCHASE OF THE CHARLESTOWN MALL.**

**Seconded by Mike Werenczak, the motion carried with 6 ayes and 0 naves.**

*Resolution: HLDC24-15*

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

**Being no other business, Alana Basloe moved, seconded by John Scarano to adjourn at 9:31 AM. The motion carried with 6 ayes and 0 naves.**

Respectfully Submitted,



Jennifer Young  
Administrative Assistant

**AUTHORIZING RESOLUTION  
PROJECT FUNDING AGREEMENT  
MASONIC TEMPLE 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 August 27, 2024 at 9:22 o'clock a.m., local time.

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

PRESENT:

Cory Albrecht	Vice Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

Vincent J. Bono	Chairman
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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
Anthony Hallak, Esq.	Corporation Counsel
Shannon E. Wagner, Esq.	Special Corporation Counsel

The following resolution was offered by Alana Basloe, seconded by Tim Day, to wit:

Resolution No. HLDC 24-15

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A PROJECT FUNDING AGREEMENT IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION WITH THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY").

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 an application (the "Application") to the Herkimer County Industrial Development Agency (the "Agency"), as supplemented, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Corporation, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (2) the making of certain renovations to the Facility and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Corporation as their corporate offices with portions of thereof being leased by the Agency and/or the Corporation to various tenants, and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Corporation or such other person as may be designated by the Corporation and agreed upon by the Agency; and

WHEREAS, in connection with the Project, the Corporation has requested that, based on discussions among the Agency, the Corporation, and Herkimer County, New York, the Agency participate in the Project by investing a portion of the Agency's funds in the Project (the "Agency Investment") which Agency Investment may, at the discretion of the Agency, over the life of the Project be an amount up to, and in any event not to exceed, the costs of the Project; and

WHEREAS, in connection with the Project and the Agency Investment, the Agency and the Corporation desire to enter into a project funding agreement (the "Funding Agreement") to provide for the contribution of the Agency Investment;

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 Funding Agreement by the Chief Executive Officer and counsel to the Corporation, the Corporation hereby determines to enter into the Funding Agreement and hereby authorizes the execution by the Corporation of the Funding Agreement.

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

Section 3. Subject to approval by counsel to the Corporation of the terms of the Funding Agreement, the Chairman, Vice Chairman or Chief Executive Officer of the Corporation is hereby authorized to execute and deliver the Funding 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 or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman 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 Funding 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 Funding 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	ABSENT
Cory Albrecht	VOTING	YES
John Scarano	VOTING	<u>YES</u>
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	YES
Tim Day	VOTING	<u>YES</u>
Alana Basloe	VOTING	<u>YES</u>

The foregoing resolution was thereupon declared duly adopted.

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

I, the undersigned 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 August 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 August, 2024.



  
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Victoria Adams, Assistant Secretary

**RESOLUTION RATIFYING AND CONFIRMING  
EXECUTION AND DELIVERY OF  
PURCHASE AND SALE AGREEMENT  
CHARLESTOWN MALL 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 August 27, 2024 at 9:22 o'clock a.m., local time.

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

PRESENT:

Cory Albrecht	Vice Chairman
John Scarano	Secretary
Michael Werenczak	Treasurer
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

Vincent J. Bono	Chairman
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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
Anthony Hallak, Esq.	Corporation Counsel
Shannon E. Wagner, Esq.	Special Corporation Counsel

The following resolution was offered by Tim Day, seconded by Michael Werenczak, to wit:

**Resolution No. HLDC 24-16**

**RESOLUTION CONFIRMING AND RATIFYING CERTAIN PRIOR ACTIONS  
RELATING TO THE PURCHASE OF THE CHARLESTOWN MALL.**

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 acquire title to a certain piece of real property (the "Property") located at 311 Turner Street, in the Town of Frankfort, Herkimer County, New York (SBL No. 104.3-1-21.1) currently owned by Charlestown Mall of Utica, LLC (the "Seller"); and

WHEREAS, pursuant to the Certificate, the Corporation is authorized to purchase and acquire real property; and

WHEREAS, pursuant to the Real Property Acquisition Policy of the Corporation (the "Policy"), an appraisal is being obtained with respect to the Property; and

WHEREAS, the Seller presented the Corporation with a contract for purchase and sale of vacant land (the "Purchase Agreement") pursuant to which the Corporation would agree to purchase the Property for ten dollars (\$10), subject to certain due diligence and environmental reviews; and

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

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

Section 2. The Corporation hereby finds and determines that:

(A) By virtue of the NFPCL and the Certificate, the Corporation has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the NFPCL and to exercise all powers granted to it under the NFPCL; and

(B) The purchase of the Property is consistent with the Corporation's mission and purposes; and

(C) In compliance with the Policy the Corporation is obtaining an appraisal of the Property; and

(D) The purchase of the Property will assist the Corporation in promoting community and economic development and creating jobs.

Section 3. The Corporation hereby (A) approves the purchase of the Property, and (B) states that the execution and delivery of any and all documents relating to the purchase of the Property, and any action previously taken by the Corporation, as supplemented by this resolution, shall otherwise remain in full force and effect in accordance with its terms, and is hereby ratified and confirmed by this resolution.

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 Purchase Agreement and any related 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 Purchase 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	ABSENT
Cory Albrecht	VOTING	YES
John Scarano	VOTING	<u>YES</u>
Michael Werenczak	VOTING	YES
Ann Gaworecki	VOTING	YES
Tim Day	VOTING	YES
Alana Basloe	VOTING	<u>YES</u>

The foregoing resolution was thereupon declared duly adopted.

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

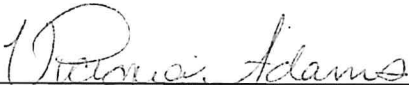
I, the undersigned Assistant Secretary of Herkimer Local Development Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on August 27, 2024 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 August, 2024.



  
Victoria Adams, Assistant Secretary