

**RESOLUTION AUTHORIZING AGREEMENT OF
PURCHASE AND SALE AND RELATED ACTIONS**

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 May 20, 2025 at 9:30 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
Cory Albrecht	Vice Chairman
Tim Day	Treasurer
Ann Gaworecki	Director
Frank Mendl	Director
Robert Davenport	Director

ABSENT:

Alana Basloe	Secretary
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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
Anthony Hallak, Esq.	Corporation Counsel
Shannon E. Wagner, Esq.	Special Corporation Counsel

The following resolution was offered by Tim Day, seconded by Cory Albrecht, to wit:

Resolution No. HLDC-25-10

RESOLUTION AUTHORIZING (A) THE EXECUTION AND DELIVERY OF AN AGREEMENT OF PURCHASE AND SALE (THE "AGREEMENT"), AND ANY RELATED DOCUMENTS, WITH THE VILLAGE OF HERKIMER, NEW YORK (THE "VILLAGE"), AND (B) THE PURCHASE OF CERTAIN REAL PROPERTY FROM THE VILLAGE IDENTIFIED IN THE AGREEMENT.

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, facilitating the purchase of real property; 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 Village of Herkimer, New York (the "Village") has requested that the Corporation and the Herkimer County Industrial Development Agency (the "Agency") participate in a project (the "Project") involving (A) the redevelopment and reuse of the former L.W. Bills School Building located at 217 N. Washington Street (Tax Map No.: 120.25-2-14) in the Village of Herkimer, Herkimer County, New York (the "Property") to abate the nuisance and blighted condition of the Property, (B) to facilitate the foregoing, the sale of the Property by the Village to the Corporation pursuant to an agreement of purchase and sale (the "Agreement") by and between the Village and the Corporation; and

WHEREAS, the Village acquired title to the Property pursuant to a proceeding commenced by the Village pursuant to Article 19-B of the Real Property Actions and Proceedings Law (the "RPAPL") wherein the Property was declared vacant and abandoned by the Supreme Court, Herkimer County; and

WHEREAS, in connection with the Project, by resolution adopted by the members of the Board of Trustees of the Village on May 19, 2025, the Village (A) pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA") determined (1) to act as "lead agency" (as defined in SEQRA) with respect to the sale of the Property to the Corporation, (2) that the sale of the Property to the Corporation is an action that will not have a significant adverse impact on the environment, and (3) as a consequence of the foregoing, to prepare a negative declaration (the "Negative Declaration") with respect to the sale of the Property to the Corporation; and (B) determined to sell the Property to the Corporation pursuant to the terms of the Agreement and in accordance with the requirements of the NFPCL; and

WHEREAS, the Corporation desires to (A) facilitate the Project, the redevelopment and reuse of the Property, and, as a result of the foregoing, facilitate the abatement of nuisance and blight within the Village; (B) in connection with the foregoing, to purchase the Property from the Village for a purchase price of one-dollar (\$1.00) pursuant to the terms of the Agreement; and (C) to enter into such Agreement and any related documents as may be necessary to complete the acquisition of the Property from the Village (collectively, the "Acquisition Documents"); and

WHEREAS, pursuant to SEQRA, the Corporation must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the acquisition of the Property and the execution and delivery of the Acquisition Documents; and

WHEREAS, the Corporation is an "involved agency" with respect to the Project and the Corporation now desires to concur in the determination by the Village, as "lead agency" with respect to the sale of the Property by the Village to the Corporation, to acknowledge receipt of a copy of the Negative Declaration and to indicate whether the Corporation has any information to suggest that the Village was incorrect in determining that the sale of the Property by the Village to the Corporation will not have a significant adverse impact on the environment; and

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

Section 1. (A) The Corporation has received a copy of, and has reviewed, the Negative Declaration and, based upon said review, the Corporation hereby ratifies and concurs in the determination of the Village as "lead agency" under SEQRA with respect to the sale of the Property by the Village to the Corporation.

(B) The Corporation hereby determines that the Corporation has no information to suggest that the Village was incorrect in determining that the sale of the Property by the Village to the Corporation will not have a significant adverse impact on the environment.

Section 2. The Corporation ratifies the Village's determination to act as the "lead agency" with respect to the sale of the Property by the Village to the Corporation.

Section 3. The Corporation has reviewed the Project and the acquisition of the Property and hereby makes the following findings and determinations with respect thereto:

(A) By virtue of the Certificate and the NFPCL, 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;

(B) the Project constitutes a project as contemplated by the Certificate;

(C) the completion of the Project and the redevelopment and reuse of the Property will promote community and economic development and the creation of jobs for the citizens of Herkimer County, New York, relieve and reduce unemployment, better and maintain job opportunities, and lessen the burdens of government;

(D) It is desirable and in the public interest for the Corporation to facilitate the Project, to acquire the Property, and to execute and deliver the Acquisition Documents.

Section 4. In consequence of the foregoing, and subject to review of the Acquisition Documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation and approval of the Acquisition Documents by counsel to the Corporation, the Corporation hereby determines to: (A) approve the Acquisition Documents, (B) enter into the Acquisition Documents, (C) authorize the execution and delivery by the Corporation of the Acquisition Documents, and (D) acquire the Property from the Village.

Section 5. All action taken by the Chairman, Vice Chairman, Chief Executive Officer, and or counsel of the Corporation with respect to the Project, the Acquisition Documents and the acquisition of the Property is hereby ratified and confirmed.

Section 6. The Chairman, Vice Chairman, and/or Chief Executive Officer of the Corporation is hereby authorized to execute and deliver the Acquisition 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 forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency, 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 7. 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 Acquisition 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 Acquisition Documents binding upon the Corporation.

Section 8. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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
Alana Basloe	VOTING	Absent
Tim Day	VOTING	Yes
Ann Gaworecki	VOTING	Yes
Frank Mendl	VOTING	Yes
Robert Davenport	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]


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 May 20, 2025 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 20th day of May, 2025.





Victoria Adams, Assistant Secretary