

**RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR PROFESSIONAL SERVICES-INDUSTRIAL SITE REDEVELOPMENT PROGRAM BROKERAGE SERVICES**

A meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Montgomery County Industrial Development Agency located at the 113 Park Drive, Fultonville, New York on February 13, 2025.

The meeting was called to order by Vice-Chairperson Kowalczyk at 3:32 P.M. and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Mark Kowalczyk	Vice-Chairperson
Cheryl Reese	Treasurer
Brent Phetteplace	Secretary
Jessica Cyr	Member
Daniel Roth	Member
Edward Watt	Member

**ABSENT:**

Matthew Beck	Chairperson
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**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Vincenzo Nicosia	Director of Program Development
Andrew Santillo	Staff Assistant
Stephanie Battisti	Economic Dev. Specialist
Christopher Canada, Esq.	Agency Counsel
Peter Vroman	County Executive

The following resolution was offered by Edward Watt seconded by Brent Phetteplace to wit:

Resolution No. 25-05

**RESOLUTION AUTHORIZING THE MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO ENTER INTO AN AGREEMENT FOR PROFESSIONAL INDUSTRIAL SITE REDEVELOPMENT PROGRAM BROKERAGE SERVICES**

WHEREAS, Montgomery County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of chapter 1030 of Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 666 of

the 1970 Laws of New York, as amended, constituting Section 895-d of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnished of industrial, manufacturing, warehouse, commercial, research, recreation and civic facilities, among others, for the purpose of promoting, attracting and 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, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the mission of the Agency is to assist in creating and maintaining jobs, thereby strengthening the economic base of the community as well as improving the quality of life of the residents of Montgomery County, New York (the "County"); and

WHEREAS, the Agency, in support of its underlying mission, established the Industrial Site Redevelopment Program through Resolution 15-15; and

WHEREAS, a strong focus of the program to date has been on the Exit 29 Redevelopment project at the former Beech Nut Nutrition Facility; and

WHEREAS, pursuant to the authorization contained in Resolution 24-15, the Agency, among other things, entered into an assignment and assumption of purchase and sale agreement dated as of December 1, 2024 (the "Assignment Agreement") by and between the Agency and 102 Church Street LLC (the "Assignor"), with acknowledgement by the County, pursuant to which the Agency is expected to purchase certain real property (the "Project Site") located on Church Street in the Town and Village of Canajoharie, Montgomery County, New York (formerly part of Tax Map No.: 63.14-1-9.1; currently Tax Map No.: 63.14-1-9.13) in connection with the Exit 29 Redevelopment Project; and

WHEREAS, in connection with the acquisition of the Project Site, the Agency deems it critical to engage with a qualified broker to provide professional services (the "Broker Services") including marketing the Project Site for uses that will lead to long term economic benefits to the Village of Canajoharie and the County; and

WHEREAS, the Agency has adopted a Procurement Policy to guide the Agency in contracting for goods and services; and

WHEREAS, the Agency has reviewed the Broker Services in connection with the Procurement Policy of the Agency; and

WHEREAS, pursuant to Section 504(A) of the Procurement Policy, the Agency is authorized, in the sole discretion of the members of the Agency, to determine that the solicitation of alternative proposals or quotations would not be in the best interest of the Agency when the Agency is procuring professional services; and

WHEREAS, based on a review of the Broker Services, the Agency desires to make special findings determining (a) that the Broker Services are classified as a professional service which is eligible for exemption from the competitive bidding requirements under the Procurement Policy and the Act, and (b) that a request for proposals ("RFP") is not required to procure the Broker Services; and

WHEREAS, subject to the special findings outlined in this resolution, the Agency desires to authorize the Chairperson, Vice Chairperson, or Chief Executive Officer of the Agency to execute and deliver an exclusive authorization to sell/lease/exchange the Project Site and other required documents (the "Broker Services Documents") with Pyramid Brokerage Company of Albany, Inc. (the "Broker") for the provision of the Broker Services;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby finds and determines that the provision of the Broker Services requires special and technical skill, training or expertise, and therefore constitutes a professional service pursuant to Section 504(A) of the Procurement Policy, based on the following factors:

- (A) Provision of the Broker Services requires special training, education, and is subject to State licensing and testing requirements; and
- (B) Provision of the Broker Services requires a professional relationship between the Agency and the Broker; and
- (C) Provision of Broker Services from a broker are generally understood as constituting professional services.

Section 2. Based on the determinations made in Section 1 hereof, the Agency hereby further finds and determines that the Broker Services constitute professional services pursuant to Section 504(A) of the Procurement Policy and the Act and, therefore, are eligible for an exemption from both the competitive bidding and RFP requirements, and, therefore determines to enter into the Broker Services Documents with the Broker for the purposes of providing the Broker Services.

Section 3. The Agency hereby authorizes and directs the Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Agency to execute and deliver Broker Services Documents with the Broker, and any related documents required for the provision of the Broker Services.

Section 4. All action taken by the Chairperson, Vice Chairperson, Chief Executive Officer and/or Staff of the Agency with respect to the solicitation of the Broker Services is hereby ratified and confirmed.

Section 5. The Chairperson, Vice Chairperson and/or Chief Executive Officer of the Agency is hereby authorized to execute and deliver the Broker Services Documents, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to the members of the Agency, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson and/or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairperson, Vice Chairperson and/or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 6. 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 Broker Services 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 Agency with all of the terms, covenants and provisions of the Broker Services Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

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

Matthew Beck	VOTING	ABSENT
Mark Kowalczyk	VOTING	YES
Cheryl Reese	VOTING	YES
Brent Phetteplace	VOTING	YES
Jessica Cyr	VOTING	YES
Daniel Roth	VOTING	YES
Edward Watt	VOTING	YES

The foregoing Resolution No. 25-05 was thereupon declared duly adopted.

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

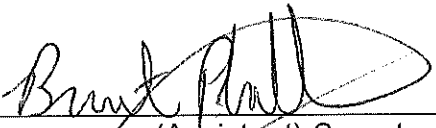
I, the undersigned (Assistant) Secretary of Montgomery County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on February 13, 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 Agency 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency 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 Agency this 13 day of March, 2025.

(SEAL)

  
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(Assistant) Secretary

