

**RESOLUTION AUTHORIZING THE RENSSELAER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY TO PARTICIPATE IN THE ESTABLISHMENT OF
A NOT-FOR-PROFIT CORPORATION TO PROMOTE ECONOMIC
DEVELOPMENT AND JOB GROWTH IN RENSSELAER COUNTY**

WHEREAS, the desirability of creating a system for the large-scale collection of medical/health data for the purpose of research, health management, cost-control, and commercial application is increasingly being recognized by those in the fields of medicine, health and government; and

WHEREAS, the creation of such a system has been hampered to-date by numerous practical, technical and legal impediments; and

WHEREAS, the Agency and its staff have been engaged in efforts to remove those impediments and to bring to Rensselaer County an entity that would create and operate such a system for the purpose of advancing medical research; increasing the efficiency and reducing the costs of New York's Medicaid program, thus benefitting the state and the county; helping health care providers in the county and state operate more efficiently; bringing about better patient outcomes and safety; and developing commercial applications for the system to help support the cost of such a system; and

WHEREAS, the creation and operation of such an entity in Rensselaer County would have the potential to foster substantial job growth and commercial and industrial development in the County; and

WHEREAS, Agency staff believe that through a proper application of effort, resources and technology the impediments to the creation of such a system may be overcome; and

WHEREAS, Agency staff recommend that a Not-for-Profit Corporation be created for the purpose of seeking funding, and applying necessary effort, resources and technology to create such a system; now, therefore, be it

RESOLVED, that the Agency Executive Director is hereby authorized to engage the professional services of attorneys and/or consultants with necessary expertise to establish and guide the development of a Not-for-Profit Corporation for the aforesaid purposes, and the expenditure therefore shall not exceed the amount of Five Thousand Dollars, with any letter of engagement for such services and the formational documents of said Corporation to be subject to approval by Agency Counsel, and, be it further

RESOLVED, that the By-Laws of any such Not-for-Profit shall expressly provide that the composition of the board of directors of such Not-for-Profit Corporation shall not include any members from the membership of this Agency nor any Agency staff, and Agency staff shall not perform any services for said Not-for-Profit Corporation.

Resolution ADOPTED by the following vote:

Ayes: 4

Nays: 0

Abstain: 0

August 24, 2017

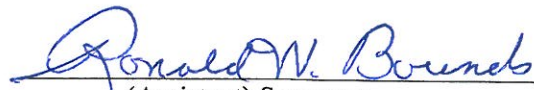
STATE OF NEW YORK)
) SS.:
COUNTY OF RENSSELAER)

I, the undersigned (Assistant) Secretary of Rensselaer 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 August 24, 2017 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 duly 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 24th day of August, 2017.


(Assistant) Secretary

(SEAL)