

**RESOLUTION AUTHORIZING FURTHER AMENDMENT OF CONTRACT  
FOR SERVICES WITH INFORMATION TECHNOLOGY SERVICES FOR THE  
PERIOD  
JANUARY 1, 2018 THROUGH DECEMBER 31, 2018**

**WHEREAS**, Information Technology Management, Inc. (ITM) has entered into an agreement to perform for the Rensselaer county Industrial Development Authority (the Agency) certain services, for the period January 1, 2018 through December 31, 2018, and

**WHEREAS**, said agreement was amended by resolution adopted February 8, 2018, and

**WHEREAS**, the Agency is in need of services in addition to those provided for in the original agreement and the subsequent amendment thereof, in order to better fulfill its mission to foster development and the growth of jobs in Rensselaer County, and

**WHEREAS**, the Agency has had a long and satisfactory working relationship with ITM and finds ITM to be uniquely suited to provide the desired services, and

**WHEREAS**, it is in the best interest of the Agency to follow Section 4 of the Agency's Procurement Policy in the procurement of the desired services, which are in the nature of professional services; and

**WHEREAS**, in determining to follow the procedures set forth in Section 4 of the Agency's Procurement Policy the Agency has considered the guidelines set forth in the second paragraph of Section 4(A) for making such a determination, and

**WHEREAS**, the engagement of ITM for the provision of additional services, to wit, the identification and enlistment for the remainder of the year 2018 of additional consultants with particular expertise in working with state and federal governmental entities as may be required with respect to a major project of the Agency currently in development, would be in accord with the Agency's criteria for procuring such services as set forth in the first paragraph of Section 4(A) of the Agency's Procurement Policy, to wit: accountability, reliability, responsibility, skill, non-conflict of interests, reputation, education and training, judgment, integrity, continuity of service and moral worth, with some particular emphasis on the component of continuity of service; now, therefore, be it

**RESOLVED**, that the Agency chairman is hereby authorized to execute an amendment to the contract with ITM, subject to approval as to form by Agency Counsel, with payment to ITM for the aforesaid additional services under said amendment not to exceed the sum of Fourteen Thousand Dollars.

**Resolution ADOPTED by the following vote:**

**Ayes:**

**Nays:**

**Abstain:**

**August 9, 2018**

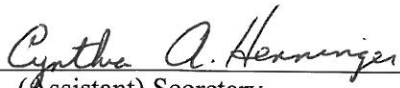
STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF RENSSELAER     )

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 9, 2018 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 9th day of August, 2018.

  
\_\_\_\_\_  
(Assistant) Secretary

(SEAL)

**Services and Fee Proposal as Amended at the Request of the  
Rensselaer County Industrial Development Agency by  
Resolution Adopted August 9, 2018**

**Originally Presented to the Rensselaer County Industrial Development  
Agency October 12, 2017**

**Project Overview and Scope of Services**

Information Technology Management, Inc. (ITM) proposes it be retained by the Rensselaer County Industrial Development Agency (RCIDA) to serve as a strategic planning, relationship management, project management, marketing and communications consultant.

Over the 12 months, January 1, 2018 through December 31, 2018, ITM proposes to assist the RCIDA in their efforts to advance technology-based economic development and commercialization initiatives. Additionally, ITM will support the RCIDA in strategic international economic trade opportunities for enterprises within Rensselaer County.

Rensselaer County IDA and ITM agree that ITM will provide consulting services to the RCIDA management team supporting the following IDA tasks and efforts:

- ***Task #1: Identify Opportunities and Develop Initiatives for Technology-Based Economic Development within Rensselaer County***
  - Support the RCIDA executive in a strategic approach to technology-based economic development (TBED) – *to include supporting the monthly “Start-Up Tech Valley” meetings and supporting the NYS Consolidated Funding Process (CFA) Economic Development Process*– and to identify and develop economic opportunities for Rensselaer County.
  - Investigate, examine, analyze and prioritize, along with the RCIDA Board and the RCIDA management team, the merits and feasibility of various opportunities and options for a technology-based commercialization and economic development initiatives (including developing the concept and plan for the RCIDA space within the Quackenbush Building).
  - Engage and interact, along with the RCIDA Board and RCIDA management team, potential strategic partners in Rensselaer County benefiting from these initiatives (including: academic, public-sector enterprises; and private-sector enterprises).
  - Support the assessment of specific TBED proposal(s) and plan(s), along with the RCIDA Board and management team, under consideration by RCIDA.
  - Develop and catalyze, along with the RCIDA Board and management team, an external set of key stakeholders (including government and NGOs) in advancing the TBED initiatives.
- ***Task #2: Build and Promote Strategic External Relationships (Regional, State-wide, National and International) for Future Economic Development and Trade Opportunities for Rensselaer County***
  - *Identify and develop strategic relationships within the private-sectors; academia; and at the state and federal levels* to enhance the economic development opportunities for Rensselaer County.
  - Investigate, examine, analyze and prioritize, along with the IDA management and staff, the merits and feasibility of various potential exchange opportunities, of benefit to Rens-

selaer County, in the areas of: economic development and trade; science and technology; and, education and training.

- ***Task #3: Strategic Communication and Reporting***
  - Prepare communication materials, documentation and presentations to support the above tasks and efforts.

IDA and ITM agree to have ITM staff:

- 1) Actively manage and support the RCIDA economic development tasks, allocating sufficient time to the above these activities over the next twelve (12) months.
- 2) Organize and participate in status meetings with the RCIDA management team to discuss activities and progress toward accomplishing the above listed tasks.
- 3) Be available to the RCIDA management team to provide advisement and counsel on relevant matters.

Dr. Thomas Triscari, Jr., or an ITM staff member designated by him, shall submit to the members of the RCIDA Board a written report of tasks and activities performed and any results achieved during the foregoing quarter, on or about March 30, June 30, September 30 and December 31, and shall be available at the next succeeding meeting of the RCIDA Board, unless excused, to discuss the content of the report.

## **Delivery of Services**

Dr. Thomas Triscari, Jr. will be the principal assigned to this consulting agreement. Additional ITM staff, may be engaged to support these tasks and activities as needed (all staff resumes are available for RCIDA review). With prior approval from RCIDA, ITM may contract with other appropriate individuals or organizations as needed to provide additional consultative services. The IDA has requested ITM to extend through the year 2018 the engagement of the services of two particular individuals known to ITM to have special expertise in dealing with State and Federal entities in such matters as the proposed project currently being pursued by the IDA with the assistance of ITM, and in connection therewith has agreed to the amended terms of the agreement as reflected herein.

ITM acknowledges and agrees that the services to be rendered pursuant to the terms of this proposal are rendered as an independent contractor. Accordingly, ITM further agrees to provide to RCIDA proof of Workers' Compensation and Disability Insurance coverage at the time of execution of this agreement and to maintain such coverage for the full term of this agreement.

ITM does not anticipate being required to register with the New York State Commission on Lobbying as the result of any work performed on behalf of IDA and will not act as the representative of IDA in support or defeat of any legislation to the New York State Legislature.

## **Period of Performance & Fee for Services**

The period of performance of this agreement is for a twelve-month period (January 1, 2018 through December 31, 2018). ITM will be paid a total fee of \$86,000. Payment schedule will be four (4) payments of \$21,500, due on March 1, 2018; June 1, 2018; September 1, 2018; and, December 1, 2018. In addition, ITM will receive reimbursement for all RCIDA approved expenses, including travel as required at reasonable and customary rates. For the services requested by IDA Resolution adopted February 8, 2018,

ITM will receive an additional fee of Fourteen Thousand Dollars during the remaining term of this agreement.

Either party may cancel this contract with 30 days by written notice. The payment schedule will be pro-rated based on calendar time.

**Termination Clause**

The Rensselaer County Industrial Development Agency reserves the right to terminate this contract in the event it is found that the certification filed by the Offeror in accordance with New York State Finance Law §139-k was intentionally false or intentionally incomplete. Upon such finding, the Rensselaer County Industrial Development Agency may exercise its termination right by providing notification to the Offeror in accordance with the notification terms of this contract.

For ITM:

Signed: \_\_\_\_\_

Date \_\_\_\_\_

Thomas Triscari, Jr., Ph.D., President,

For RCIDA:

Accepted: \_\_\_\_\_

Date \_\_\_\_\_

John Clinton, Chairman, RCIDA Board

Approved as to form: \_\_\_\_\_

Date: \_\_\_\_\_

Peter R. Kehoe, Agency Counsel

Tasks and Activities Anticipated for the 12-month Period  
(January 1 – December 31, 2018)

Activity	Estimated Hours	Deliverable
Task 1.0 Identify Opportunities and Develop Initiatives for Technology-Based Economic Development within Rensselaer County		
Provide direct support and follow-through on current RCIDA Initiatives (e.g., Quackenbush, Start-Up Tech Valley, CEG engagement, etc.) <sup>1</sup>	416	Periodic Reports to Executive Director
Task 2.0 Strategic Relationships & Future Opportunity Development		
Support RCIDA business attraction and marketing efforts locally; state-wide; nationally; and, internationally. <sup>2</sup>	312	Periodic Reports to Executive Director
Task 3.0 Strategic Communications and Reporting		
Reports and Participation in RCIDA meetings	104	Attend meetings and special reports as needed
TOTAL	832	

<sup>1</sup> Anticipated to include trips to San Francisco and San Jose, California (January, March, July and November).

<sup>2</sup> Anticipated to include trips to Washington DC (tbd) and an international trip (tbd).