

RESOLUTION AUTHORIZING THE HIRING OF LAW FIRM

A regular meeting of Rensselaer County Industrial Development Agency (the “Agency”) was convened in public session in the 3rd Floor Conference Room at the Quackenbush Building located at 333 Broadway in the City of Troy, Rensselaer County, New York on November 14, 2019 at 4:00 o’clock p.m., local time.

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

PRESENT:

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|----------------------|-------------------------------|
| John H. Clinton, Jr. | Chairman |
| Michael Della Rocco | Vice Chairman |
| Cynthia A. Henninger | Secretary/Treasurer |
| Ronald Bounds | Assistant Secretary/Treasurer |
| Douglas Baldrey | Member |
| Renee Powell | Member |
| James Church | Member |

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|--------------------------|--------------------|
| Robert L. Pasinella, Jr. | Executive Director |
| Robin LaBrake | Assistant |
| M. Cornelia Cahill, Esq. | Special Counsel |

The following resolution was offered by Ronald Bounds, seconded by Cynthia A. Henninger, to wit:

Resolution No. 1119-13

RESOLUTION AUTHORIZING THE HIRING OF LAW FIRM.

WHEREAS, Rensselaer County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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 128 of the 1974 Laws of New York, as amended, constituting Section 903-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 furnishing of manufacturing, warehousing, research, commercial and industrial 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Agency has engaged the law firm of Barclay Damon LLP to represent the Agency in connection with “straight-lease transactions” as defined in paragraph (15) of Section 854 of the Act (“Straight-Lease Transactions”); and

WHEREAS, the Agency is desirous of retaining legal counsel for the purpose of providing legal services as needed to the Agency, which legal services are not related to Straight-Lease Transactions; and

WHEREAS, such services are “professional services” as contemplated by the Agency’s Procurement Policy; and

WHEREAS, Barclay Damon LLP is known to have the necessary skills and professional expertise to provide such services in a competent, timely and cost efficient manner; and is known to possess the required qualities of accountability, reliability, responsibility, skill, reputation, education and training, judgment, integrity and moral worth; and does not appear to have any known conflicts of interest; and

WHEREAS, the procurement of the legal services of Barclay Damon LLP is authorized and permitted under the Agency’s Procurement Policy;

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

Section 1. The Agency hereby approves the procurement of the legal services of Barclay Damon LLP for the Agency, which services are not related to Straight Lease Transactions. Any such services to be rendered by Barclay Damon LLP shall be approved in advance by the Executive Director.

Section 2. The Executive Director is hereby authorized to execute and deliver a retainer agreement with Barclay Damon LLP for such legal services, substantially as set forth in form of the retainer agreement available to the members at this meeting.

Section 3. The members hereby ratify any payments previously made to Barclay Damon LLP.

Section 4. 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:

| | | |
|----------------------|--------|-----|
| John H. Clinton, Jr. | VOTING | AYE |
| Michael Della Rocco | VOTING | AYE |
| Cynthia A. Henninger | VOTING | AYE |
| Ronald Bounds | VOTING | AYE |
| Douglas Baldrey | VOTING | AYE |
| James Church | VOTING | AYE |
| Renee Powell | VOTING | AYE |

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned 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 directors of the Agency, including the Resolution contained therein, held on November 14, 2019 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 directors 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 this 14th day of November, 2019.



Secretary