

**RESOLUTION APPROVING BUDGET FOR THE AGENCY'S GAMING
ACCELERATOR PROJECT AND APPROVING EXECUTION OF A
CONTRACT FOR SERVICES WITH RESPECT THERETO**

WHEREAS, the Rensselaer County Industrial Development Agency (the Agency) has previously authorized Agency staff to begin formation of a Public/Private Partnership to accelerate the growth of the gaming software industry currently clustered in Troy, New York, and has committed an initial sum of Three Hundred thousand Dollars to that project; and

WHEREAS, Agency staff have prepared a budget plan for the expenditure of that sum in furtherance of the project, which budget plan is attached hereto; and

WHEREAS, the Agency Executive Director has recommended that the most efficient way to proceed with formation of the project partnership, in view of the limited in-house staffing available to the Agency, as exacerbated by recent and prospective retirements, would be to retain an outside consultant to secure necessary personnel and to oversee the project; and

WHEREAS, Information Technology Management, Inc. (ITM) has proposed to perform for the Agency those services, as further described in the attached proposal, and

WHEREAS, the services described in said proposal will advance the development of the Public/Private Gaming Accelerator Project, and will enable the Agency 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 the services described in the attached proposal 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 proposed budget plan, as attached hereto, for the Gaming Accelerator Project, is hereby approved; and, be it

FURTHER RESOLVED, that the Agency Chairman is hereby authorized to execute a contract with ITM in substantial accord with the attached proposal, subject to approval as to form by Agency Counsel, with payment to ITM for basic services described in said contract in the sum of Three Hundred Thousand Dollars, payable pursuant to the schedule set forth in said proposal

Resolution ADOPTED by the following vote:

Ayes: 4

Nays: 0

Abstain: 0

October 8, 2020

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 October 8, 2020 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 8th day of October, 2020.

Cynthia A. Henninger
(Assistant) Secretary

(SEAL)

Budget for Gaming Software Accelerator

TOTAL BUDGET: \$300,000.00

Phase I Strategic Planning & Business Model Development (3-month duration) \$75,000.00

The initial phases include the following tasks and activities: determining the overall structure and economic model; investment plan and capital requirements; estimated operational budget; staffing requirements; targeted partnership list; and, critical success factors. A strategic plan will be developed and presented to the Director of the RCIDA. Additional activities include stakeholder engagement as well as exploring public and private sector funding opportunities.

Experienced consultants with extensive experience and proven track records will lead these activities with oversight provided by RCIDA staff.

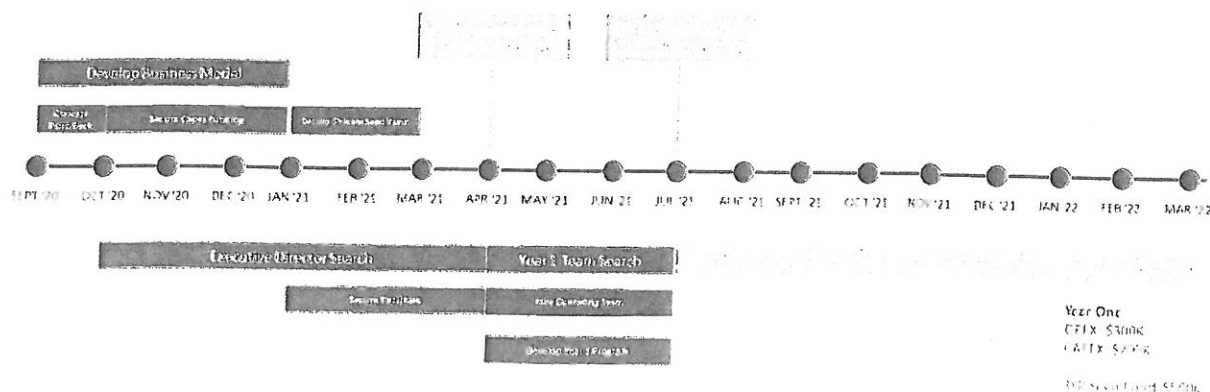
Phase II Strategic Plan Operationalization and Implementation (6-month duration) \$225,000.00

The second phase "ramp-up" activities include formalizing the public-private partnership structure (i.e., legal entity); conducting a search for an executive (potentially interim); securing the funding (capex and operating), locate and establish the facility and operating staff/team; and developing year 1 program.

Experienced consultants with extensive experience and proven track records will lead these activities with oversight provided by RCIDA staff.



Accelerator Roadmap



Services and Fee Proposal for Gaming Accelerator Initiative
Presented to Rensselaer County Industrial Development Agency (IDA)
October 1, 2020

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 the Program Development and Management consultant for the Gaming Accelerator Initiative.

Over the 9 months, October 1, 2020 through June 30, 2021, ITM proposes to assist the RCIDA in their efforts to advance the formation of a Public/Private Partnership to accelerate growth of the gaming software industry currently clustered in Troy, New York. ITM will take on the Program Management role in this initial phase of forming the Gaming Accelerator, working closely with RCIDA Director to achieve the following objectives of Phase I (Start-Up):

- Develop Strategic Plan; Business Model and Program Budget for the Gaming Accelerator
- Seek and Obtain Stakeholder Input and Consensus
- Establish Metrics for Success
- Establish Structure and Legal Entity of the Accelerator
- Initiate Search for an Executive Director and Supporting Staff
- Explore and Secure Additional Private and Public Funding
- Define Plan for Year 1 Program with Accelerator Partners

IDA and ITM agree to have ITM staff and approved contractors:

- 1) Actively manage and support the RCIDA objectives of the initial phase, allocating sufficient time to the above these activities over the next nine (9) months.
- 2) Update RCIDA Board activities and meetings.
- 3) Organize and participate in status meetings with the RCIDA management team to discuss activities and progress toward accomplishing the above listed objectives.
- 4) Be available to the RCIDA management team to provide advisement and counsel on relevant matters.

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 nature of Phase I will require substantial sub-contracts to effectively reach RCIDA objectives within the nine-month period of performance. ITM will execute and manage the sub-contractor activities with oversight and approval of the RCIDA Director.

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 nine-month period (October 1, 2020 through June 30, 2021). ITM will be paid a total fee of \$300,000. Payment schedule will be four (4) payments of \$75,000, due on October 15, 2020; January 15, 2021; March 15, 2021; and, May 15, 2021. In addition, ITM will receive reimbursement for all RCIDA approved expenses, including travel as required at reasonable and customary rates.

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: _____

John E. Sweeney, Agency Counsel

Date: _____