RESOLUTION AUTHORIZING EXECUTION OF CONTRACT FOR SERVICES WITH INFORMATION TECHNOLOGY SERVICES FOR THE PERIOD JANUARY 1, 2021 THROUGH DECEMBER 31, 2021

WHEREAS, Information Technology Management, Inc. (ITM) has proposed to perform for the Rensselaer County Industrial Development Agency (the Agency) certain services described in the attached proposal, for the period January 1, 2021 through December 31, 2021, and

WHEREAS, the Agency is in need of the services described in said proposal 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 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 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 Two Hundred Seventy-Five 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. Hennigen
(~~Assistant~~) Secretary

(SEAL)

Services and Fee Proposal
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 a strategic planning, relationship management, project management, marketing and communications consultant.

Over the 12 months, January 1, 2021 through December 31, 2021, 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 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. Examples include: developing the concept and plan for a Software Gaming Accelerator; further supporting creation of an Artificial Intelligence (AI) Center of Excellence, and pursuing a NYS Innovation "Test Bed" and Workforce Development Center; and other such Technology-Based Economic Development Opportunities.
  - 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 Rensselaer County, in the areas of: economic development and trade; science and technology; and, education and training.

- ***Task #3: RCIDA Board Support; Strategic Communication and Reporting***
  - Provide support and administer activities as required by the RCIDA Board.
  - 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) Participate and support 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 tasks.
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.

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, 2021 through December 31, 2021). ITM will be paid a total fee of $275,000. Payment schedule will be four (4) payments of $68,750, due on January 15, 2021; March 15, 2021; July 15, 2021; and, October 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 prorated 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: _____
John E. Sweeney, Agency Counsel