

**RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
TECHNOLOGY MANAGEMENT INSTITUTE, INC. RESOLUTION**

A regular meeting of Rensselaer County Industrial Development Agency (the "Agency") was convened in public session in the 3rd Floor Conference Room of the Quackenbush Building located at 333 Broadway in the City of Troy, Rensselaer County, New York on September 14, 2023 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:

Justin Law, Esq.	Chairman
Cory Jones	Secretary/Treasurer
Justin Buchanan	Member
Frank Lewandusky	Member

ABSENT:

Matthew Polsinello	Vice Chairman
John H. Clinton, Jr.	Assistant Secretary/Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
Melissa Gregware	Secretary to the Director
Robin LaBrake	Assistant
Peter R. Kehoe, Esq.	Agency Special Counsel
John E. Sweeney, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Frank Lewandusky, seconded by Cory Jones, to wit:

Resolution No. 0923- 7

RESOLUTION AUTHORIZING THE (A) PARTICIPATION BY THE AGENCY IN A TECHNOLOGY INNOVATION INTERNSHIP PROJECT, (B) EXPENDITURE OF UP TO \$300,000 FOR SUCH PURPOSE AND (C) EXECUTION BY THE AGENCY OF AN AGREEMENT WITH RESPECT THERETO.

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 commercial, manufacturing, research 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Technology Innovation Internship Program (TIIP) initiative was introduced to the Agency in August, 2023 (the “TIIP Program”), which TIIP Program is an initiative to engage local students and academic institutions with established companies to explore the impact of innovation and disruptive technologies on industries and businesses in the region and which will serve as a model for attracting and retaining, top-tier talent while creating growth opportunities for the region; and

WHEREAS, Technology Management Institute, Inc., a Delaware State not-for-profit corporation (“TMI”), is requesting the Agency to hire TMI to serve as the primary consultants for developing, planning and implementing the TIIP Program, as outlined in the attached services and fee proposal (the “Proposal”); and

WHEREAS, pursuant to the terms of the Proposal, the Agency will pay TMI an amount not to exceed \$300,000, in two (2) installments over the four (4) month term of the Program; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), it appears that the TIIP Program and the Proposal constitute a “Type II Action” (as said quoted term is defined in SEQRA); and

WHEREAS, the members of the Agency desire to authorize the Agency to enter into the Proposal;

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

Section 1. The Agency hereby determines that the TIIP Program and the Proposal constitute a “Type II action” (as said quoted term is defined in the Regulations), and therefore that no further determination or procedure under SEQRA is required with respect to the TIIP Program and the Proposal.

Section 2. Based upon a review of the TIIP Program, the Agency hereby determines that no “financial assistance” (as defined in the Act) is being requested from the Agency in connection with the TIIP Program, and accordingly that the Agency is not required by Section 859-a of the Act to hold a public hearing with respect to the TIIP Program.

Section 3. The Agency hereby finds and determines as follows:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The TIIP Program will be conducted within the boundaries of Rensselaer County, New York, but may include entities and students from outside Rensselaer County participating where advantageous and appropriate to meet the objectives of the TIIP Program;

(C) As described in the Proposal to be entered into by the Agency, the payments will be used for the express purpose of funding the costs of the TIIP Program;

(D) Based on its review of its Procurement Policy (the "Policy"), the Agency makes the following additional findings and determinations:

(1) That the provision of the services provided by and through TMI under the Proposal constitutes "Professional Services" under Section 4 of the Policy, requiring special or technical skill, training or expertise;

(2) That TMI is being selected based on the factors described in Section 4 of the Policy, i.e., accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgment, integrity, continuity of service and moral worth;

(3) That Dr. Thomas Triscari, Jr. (the "Principal") will be in charge of TIIP Program on behalf of TMI;

(4) That the Principal has the following factors supporting the determination by the Agency to select TMI:

(a) has specialized skill, education and training to perform the services required;

(b) has significant relationships with the participants and potential participants that will be involved in the TIIP Program;

(c) has an outstanding and reliable relationship with the Agency;

(d) has demonstrated integrity and maintained a good reputation with the Agency throughout the term of that relationship; and

(e) has no conflicts of interest in connection with the services to be performed.

(E) Approves and confirms the Proposal for provision of the services for the Agency at a cost not to exceed \$300,000, plus approved costs and expenses;

(F) The undertaking of the TIIP Program and the entering into by the Agency of the Proposal will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Rensselaer County, New York and the State of New York and improve their standard of living; and

(G) It is desirable and in the public interest for the Agency to enter into the Proposal.

Section 4. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the provisions of the Proposal, and all acts heretofore taken by the Agency with

respect to such Proposal, including Agency staff, Agency Counsel, Agency Special Counsel and Special Agency Counsel, are hereby ratified, confirmed and approved.

Section 5. In consequence of the foregoing, the Agency hereby determines to (A) authorize the expenditure of up to \$300,000; plus approved costs and expenses and (B) enter into the Proposal; subject in each case, however, to the following conditions: (1) evidence received by Special Counsel that TMI is authorized to do business in New York State, (2) approval by Agency Counsel, Agency Special Counsel and Special Agency Counsel with the final form of the Proposal; and (3) the following additional conditions: _____.

Section 6. The substance of the Proposal, in substantially the form presented at this meeting and as attached to this Resolution and any documents necessary and incidental thereto is hereby approved.

Section 7. The Chairman or Vice Chairman of the Agency is hereby further authorized, on behalf of the Agency, to execute and deliver the Proposal, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting.

Section 8. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Proposal, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Proposal binding upon the Agency.

Section 9. 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:

Justin Law, Esq.	VOTING	YES
Matthew Polsinello	VOTING	ABSENT
Cory Jones	VOTING	YES
John H. Clinton, Jr.	VOTING	ABSENT
Justin Buchanan	VOTING	YES
Frank Lewandusky	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.


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 September 14, 2023, 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 14th day of September, 2023.



(Assistant) Secretary

(SEAL)

EXHIBIT A
PROPOSAL

**Services and Fee Proposal
Presented to Rensselaer County Industrial Development Agency (RCIDA) by
Technology Management Institute, Inc.
September 1, 2023**

Project Overview

Technology Management Institute, Inc. (TMI), a Not-For-Profit 501-C-3 Corporation¹, proposes it be engaged by the Rensselaer County Industrial Development Agency (RCIDA) to serve as the primary consultant for developing and planning the RCIDA Technology Innovation Internship Program (TIIP) initiative.

The TIIP program, a concept introduced in August to the RCIDA Board, is an initiative to engage local students and academic institutions with established companies to explore the impact of innovation and disruptive technologies - like artificial intelligence, machine learning, quantum computing - on industries and businesses in the region. The envisioned TIIP program will serve as *a model for attracting and retaining top-tier talent while creating growth opportunities for the region, highlighting Rensselaer County as a leading technology hub in the US*. The first offering of TIIP is anticipated to launch Spring 2024 and conclude by August 2024.

Anticipated academic institutions would include Rensselaer Polytechnic Institute (RPI) and Hudson Valley Community College, among others. Industry areas that students will have the opportunity to intern include semiconductor engineering, digital gaming, cyber security and the life sciences.

Scope of Services

Phase I: TIIP Program Planning and Development

Over the 4 months, September 1, 2023 through December 31, 2023, TMI will provide overall program development and management for TIIP. In the initial phase, TMI will engage in program planning with (RCIDA approved) academic and industry partners. In December 2023, TMI will provide to the RCIDA Board a "TIIP Implementation Plan Proposal" for review and possible future funding.

¹ TMI mission and purpose is to conduct and promote basic and applied research of contemporary education issues, which include but are not limited to -- perspectives from information technology, data analysis, cyber-security, cognitive systems engineering, innovation/technology commercialization and entrepreneurship. This includes making recommendations regarding policy impacts that would be useful to the individual and beneficial to the community [2021 IRS Form 990]

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

- ***Task #1: Identify and Energize Core Team of Partner to Design Pilot Program***
- ***Task #2: Identify and Develop Disruptive Technology Curriculum Professional Program***
- ***Task #3: Engage Academic Partners and Build Buy-In***
- ***Task #4: Identify and Engage Key Companies; Establish Buy-In; Identify and Define Key Challenge Problems***
- ***Task #5: Prepare Phase 2 Implementation Plan for Pilot TIIP Offering***
- ***Task #6: TIIP Initiative Strategic Communication & Messaging***
 - Manage the strategic communication and messaging consultants developing a national media campaign for promoting the TIIP to attract Technology companies to Rensselaer County.
- ***Task #7: RCIDA Board Reporting***
 - Provide updates on Phase I activities as required by the RCIDA and the RCIDA Board.
 - Prepare communication materials, documentation and presentations to support the above tasks and efforts.

IDA and TMI agree to have TMI staff:

- 1) Actively manage and support the RCIDA TIIP Initiative, allocating sufficient time to the above these activities over the next four (4) 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 consulting expertise may be engaged to support these tasks and activities as needed (all staff resumes are available for RCIDA review). With prior approval from RCIDA, TMI may contract with other appropriate individuals or organizations as needed to provide additional consultative services.*

TMI acknowledges and agrees that the services to be rendered pursuant to the terms of this proposal are rendered as an independent contractor. TMI 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.

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Period of Performance & Fee for Services

The period of performance of this agreement is for a four-month period (September 1, 2023 through December 31, 2023). TMI will be paid a total fee of \$300,000. Payment schedule will be two (2) payments of \$150,000, due on October 1, and December 1, 2023. In addition, TMI 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 TMI:

Signed: _____

Date _____

Thomas Triscari, Jr., Ph.D., Executive Director

For RCIDA:

Accepted: _____

Date _____

Justin Law, Chair, RCIDA Board

Approved as to form: _____

Date: _____

Peter Kehoe, Agency Special Counsel

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