

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session, remotely by conference call or similar service pursuant to Executive Order 202.79, on December 8, 2020, at 8:00 a.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: Patrick Hogan
Janice Herzog
Victor Ianno
Steve Morgan
Susan Stanczyk
Kevin Ryan

ABSENT: Fanny Villarreal

ALSO PRESENT: Robert M. Petrovich, Executive Director
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Steve Morgan, seconded by Victor Ianno, to wit:

RESOLUTION SELECTING FIRMS TO ASSIST WITH COUNSEL, SPECIAL COUNSEL AND GENERAL LEGAL SERVICES

WHEREAS, Onondaga 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 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975, as amended, constituting Section 895 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 (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency issued a request for proposals from qualified firms to provide general legal services to the Agency; and

WHEREAS, the Agency received proposals (the "Proposals") from Barclay Damon LLP, Bond, Schoeneck & King, PLLC, Hancock Estabrook, LLP, Trespasz & Marquardt, LLP, Nixon Peabody LLP and Harris Beach PLLC (the "Responding Firms"); and

WHEREAS, the Executive Director and Agency staff have reviewed the Proposals and have recommended to the members of the Agency that the Responding Firms be issued contracts, whereby the Agency will select one of the Responding Firms to serve as general legal counsel to the Agency (the "Legal Counsel") and the remaining firms to serve as conflict counsel (the "Conflict Counsel");

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

Section 1. The Agency hereby awards contracts to the Responding Firms. The Agency will select one of the Responding Firms to serve as Legal Counsel to the Agency to assist the Agency in promoting, developing, encouraging and assisting economic development in the County of Onondaga, with the remaining firms to serve as Conflict Counsel. Upon selection, the Executive Director is authorized to enter into a retainer agreement with Legal Counsel and Conflict Counsel pursuant to which the Legal Counsel and Conflict Counsel will serve as legal counsel on an as needed basis for a duration of up to three (3) years.

Section 2. This Resolution shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

| | <u>AYE</u> | <u>NAY</u> | <u>ABSENT</u> |
|------------------|------------|------------|---------------|
| Patrick Hogan | X | | |
| Janice Herzog | X | | |
| Victor Ianno | X | | |
| Steve Morgan | X | | |
| Susan Stanczyk | X | | |
| Kevin Ryan | X | | |
| Fanny Villarreal | | | X |

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held December 8, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter 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"), as modified by New York State Executive Order 202.79, 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 23 day of February 2021.

(SEAL)

Nancy Foreney
Secretary