

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency (the “Agency”) convened in public session on January 18, 2022, at 8:00 a.m., local time at 333 West Washington Street, Syracuse, New York.

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
Fanny Villarreal

ABSENT: Kevin Ryan

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

The following resolution was offered by Susan Stanczyk, seconded by Janice Herzog, 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, in 2020 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 reviewed the Proposals and recommended to the members of the Agency that the Responding Firms be issued contracts, whereby the Agency would 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"); and

WHEREAS, pursuant to a resolution duly adopted by the Agency on December 8, 2020, the Executive Director entered into retainer agreements with Barclay Damon LLP as Legal Counsel and the remaining Responding Firms as Conflict Counsel for a term of one-year; and

WHEREAS, the Executive Director and Agency staff have recommended to the members of the Agency that Barclay Damon LLP be re-appointed for a two year period as Legal Counsel and Bond, Schoeneck & King, PLLC, Trespasz & Marquardt, LLP, Nixon Peabody LLP and Harris Beach PLLC be re-appointed for a two year period as Conflict Counsel;

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

Section 1. The Agency hereby re-appoints for a two-year period Barclay Damon LLP as Legal Counsel and Bond, Schoeneck & King, PLLC, Trespasz & Marquardt, LLP, Nixon Peabody LLP and Harris Beach PLLC as Conflict Counsel. The Executive Director is authorized to enter into a retainer agreement with Legal Counsel and Conflict Counsel pursuant to which Legal Counsel and Conflict Counsel will serve as legal counsel on an as needed basis until December 31, 2023.

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)

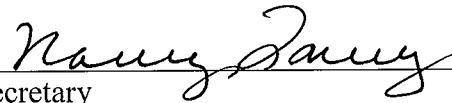
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held January 18, 2022, with the original thereof on file 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"), 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 27 day of January, 2022.

(SEAL)


Secretary