

## RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency (the “Agency”) convened in public session on March 14, 2024, at 8:30 a.m., local time, at 335 Montgomery Street, 2<sup>nd</sup> Floor, Syracuse, New York.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:** Patrick Hogan  
Janice Herzog  
Susan Stanczyk  
Kevin Ryan  
Fanny Villarreal  
Elizabeth Dreyfuss

**ABSENT:** Cydney Johnson

**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 Janice Herzog, seconded by Susan Stanczyk, to wit:

### **RESOLUTION SELECTING FIRMS TO ASSIST WITH LEGAL SERVICES**

WHEREAS, 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”), Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, 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, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency desires to engage qualified firms to provide professional legal services to the Agency, including but not limited to counseling the Agency on legal matters relating to the issuance of bonds, commercial and industrial real estate transactions, compliance with the Act, the Public Authorities Accountability Act of 2005, the Public Authorities Reform Act of 2009, and the New York Environmental Quality Review Act, participating in meetings with Agency staff and board members, facilitating active projects and related and similar services (collectively, the “Legal Services”); and

WHEREAS, the Agency issued a request for proposals (the “RFP”) from qualified firms to provide the Legal Services; 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 board 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 three (3) year term with up to three (3) automatic one (1) year extensions.

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 a roll call, which resulted as follows:

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Janice Herzog	X		
Elizabeth Dreyfuss	X		
Cydney Johnson			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 on March 14, 2024, 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 14<sup>th</sup> day of March, 2024.

(SEAL)

  
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Executive Director