

**ALBANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION APPROVING CONTRACT WITH
ADVANCE ALBANY COUNTY ALLIANCE - 2023**

A regular meeting of the Albany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located in Room 740 of 112 State Street in the City of Albany, Albany County, New York on June 21, 2023 at 5:30 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Hon. William M. Clay	Chairman
Michael Paparian	Treasurer
Marlene McTigue	Secretary
Anton Dreslin	Assistant Secretary
Travon T. Jackson	Member
Douglas Roether	Member
Paul Nylin	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kevin O'Connor	Chief Executive Officer
Amy Thompson	Chief Financial Officer
Rosemary McHugh	Economic Development Coordinator
A. Joseph Scott, III, Esq.	Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0623-_____

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A
CONTRACT WITH ADVANCE ALBANY COUNTY ALLIANCE TO PROVIDE
PROFESSIONAL AND ADMINISTRATIVE SERVICES FOR THE AGENCY.**

WHEREAS, Albany 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 178 of the 1975 Laws of New York, as amended, constituting Section 903-b 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 industrial, manufacturing, warehousing, commercial, research and recreation 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, under Section 858 of the Act, the Agency has the power to approve certain administrative matters; and

WHEREAS, the members of the Agency desire to enter into a contract with the Advance Albany County Alliance Local Development Corporation ("AACA") to provide certain professional and administrative services for the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on March 22, 2023 (the "Preliminary Resolution"), the members of the Agency authorized the Chairman with the assistance of Agency Special Counsel, to review and finalize a contract for execution by the Agency and AACA for the provision of professional and administrative services (the "Professional Services Contract"); and

WHEREAS, pursuant to the Preliminary Resolution, Agency Special Counsel has reviewed and finalized the Professional Services Contract for consideration by the Chairman and the members of the Agency; and

WHEREAS, the Agency has reviewed the Professional Services Contract and the proposed terms thereof, which such Professional Services Contract has been presented to the members of the Agency for review and consideration, in connection with the Procurement Policy of the Agency (the "Policy"); and

WHEREAS, pursuant to Section 505(A) of the Policy, the Agency is authorized, in the sole discretion of the members of the Agency, to forego the requirements of Section 504 of the Policy with respect to the solicitation of alternative proposals, when the solicitation of alternative proposals or quotations will not be in the best interest of the Agency due to (a) the special or technical skill, training or expertise required to provide the services, and (b) the accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgement, integrity, continuity of service and moral worth of selected firm; and

WHEREAS, the Agency desires to make special findings determining that the solicitation of alternative proposals or quotations related to the Professional Services Contract is not in the best interest of the Agency; and

WHEREAS, subject to the special findings outlined in this resolution, the Agency desires to authorize the Chairman of the Agency to execute and deliver the Professional Services Contract on behalf of the Agency; and

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

Section 1. The Agency hereby finds and determines that the execution and delivery of the Professional Services Contract requires special and technical skill, training or expertise, pursuant to Section 505(A) of the Policy, based on the following factors:

- (A) Provision of the services by AACA under the Professional Services Contract requires special skills and expertise that is possessed by AACA;

- (B) Provision of the services by AACA will improve the level of coordination among the Albany County Legislature, the office of the County Executive, and the Agency; and
- (C) Provision of the services by AACA will result in increased and improved coordination of economic development efforts in Albany County, and contracting with AACA for such professional services is critical to advancing such efforts.

Section 2. Based on the determinations made in Section 1 hereof, the Agency hereby further finds and determines that the solicitation of alternative proposals or equipment for the Professional Services Contract will not be in the best interest of the Agency, and therefore takes the following actions:

(A) Approves and confirms the selection of AACA for provision of the Professional Services Contract for the Agency; and

(B) Authorizes and directs the Chairman, with the assistance of Agency Special Counsel, to execute and deliver the Professional Services Contract by and between the Agency and AACA for the provision of professional and administrative services.

Section 3. All action taken by the Chairman, Agency Special Counsel, or Staff of the Agency with respect to the Professional Services Contract is hereby ratified and confirmed.

Section 4. The Chairman of the Agency is hereby authorized to execute and deliver the Professional Services Contract, and, where appropriate, the 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 the members of the Agency, with such changes, variations, omissions and insertions as the Chairman shall approve, the execution thereof by the Chairman to constitute conclusive evidence of such approval.

Section 5. 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 Professional Services Contract, 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 Professional Services Contract binding upon the Agency.

Section 6. This Resolution shall take effect immediately.

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

Hon. William M. Clay	VOTING	_____
Michael Paparian	VOTING	_____
Marlene McTigue	VOTING	_____
Anton Dreslin	VOTING	_____
Travon T. Jackson	VOTING	_____
Douglas Roether	VOTING	_____
Paul Nylin	VOTING	_____

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned (Assistant) Secretary of the Albany 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 June 21, 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 _____ day of June, 2023.

(Assistant) Secretary

(SEAL)