**RESOLUTION NO. \_\_\_ FOR 2022**

A regular meeting of the Town of Colonie Industrial Development Agency (the “Agency”) was convened in public session at Town of Colonie Memorial Town Hall, Town Hall Main Meeting Room, 534 New Loudon Road, Latham, New York 12110, on December 20, 2022 at 6:00 p.m., local time.

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

PRESENT:

ABSENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Sean Maguire Executive Director

Christopher Kelsey Chief Financial Officer

Melissa C. Bennett, Esq. Barclay Damon LLP

The following resolution was offered by \_\_\_\_\_\_\_\_\_\_\_, seconded by \_\_\_\_\_\_\_\_\_\_\_, to wit:

**RESOLUTION OF THE Town of Colonie INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTION AND DELIVERY OF A MANAGEMENT AGREEMENT WITH THE TOWN OF COLONIE.**

WHEREAS, the Town of Colonie Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 594 of the Laws of 1980 of New York, as amended, constituting Section 911-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, renovating, 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, the Agency is desirous of continuing to contract with the Town of Colonie (the “Town”) for the services of Town staff for the management of the day-to-day operations of the Agency for 2023, to be evidenced by an agreement between the Agency and the Town (the “Management Agreement”); and

WHEREAS, such procurement of Town services is contemplated by the Agency’s Procurement Policy as “Professional Services”; and

WHEREAS, the procurement of the services of Town staff for the continued management of the day-to-day operations of the Agency is in the best interests of the Agency because the Town is best suited to provide the necessary staff due to the nature of services required by the Agency;

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

Section 1. The Agency hereby approves the form and substance of the Management Agreement (in substantially the form thereof presented at this meeting).

Section 2. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency and upon the advice of the Agency’s counsel, to execute and deliver the Management Agreement, in substantially the form thereof presented to this meeting with such changes, variation, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 3. 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:

AYE NAY ABSENT

Carm Basile

Alison Blessing

Thomas Despart

Peter Gannon

John Kearney

Gary Rinaldi

David Yule

The Resolution was thereupon declared adopted.

STATE OF NEW YORK )

) SS.:

COUNTY OF ALBANY )

I, the undersigned Secretary of the Town of Colonie Industrial Development Agency (the “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 December 20, 2022 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 set forth 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 this \_\_\_\_ day of December, 2022.

Secretary