RESOLUTIONNO. 14 OF 2013

The Greater Syracuse Property Development Corporation met in Regular Session at 333 West Washington Street, Syracuse, New York, on April 9, 2013, at 12:30 P.M.

The meeting was called to order. Upon the roll being duly called, the following members were:

PRESENT: Vito Sciscioli, Mary Beth Primo, Daniel Barnaba, Dwight Hicks

ABSENT: James Corbett

The following Resolution was offered and duly seconded, to wit:

RESOLUTION AWARDING A CONTRACT FOR LEGAL SERVICES TO MENTER, RUDIN & TRIVELPIECE, P.C

WHEREAS, a request for qualifications (hereinafter the "RFQ") for legal services was issued by the Greater Syracuse Property Development Corporation (hereinafter the "Corporation") and published and distributed on February 13, 2013 pursuant to Resolution No. 11 of 2013; and

WHEREAS, the Corporation received responses to the RFQ from Bosquet Holstein PLLC; Menter, Rudin & Trivelpiece, P.C.; Bond Schoeneck & King; Mackenzie Hughes LLP; Smith, Sovik, Kendrick & Sugarnet, P.C.; Scolaro, Shulman, Cohen, Fetter & Burstein, P.C.; Sugarman Law Firm, LLP; and Melody D. Scalfone, Esq. (hereinafter collectively the "Applicants"); and

WHEREAS, the Corporation's hiring committee reviewed the Applicants' responses to the RFQ and conducted interviews with the some of the Applicants on March 29, 2013; and

WHEREAS, the Corporation's Hiring Committee now makes a recommendation to the Corporation that MENTER, RUDIN & TRIVELPIECE, P.C. (hereinafter the "Firm") be retained to provide legal services to the Corporation upon the following terms and conditions:

- 1. that the Firm shall bill the Corporation in not less than monthly intervals, with no payment due and no interest or late fees applied until six months has elapsed from the execution of the Contract, or the Corporation receives at least two-hundred and fifty thousand dollars in operating funds, whichever event occurs earlier;
- 2. the Firm shall bill the Corporation at the rate of \$200.00 per hour for attorneys and \$100.00 per hour for paralegals or law clerks;
- 3. other terms and conditions as required by law or as deemed necessary by the Corporation's counsel.

WHEREAS, the Firm is not a minority or women owned business enterprise (hereinafter "M/WBE") and the firm has requested a full waiver of M/WBE requirements as it is not an M/WBE

and it does not subcontract legal services.

NOW, THEREFORE, BE IT RESOLVED, by the Corporation that the contract for legal services as advertised pursuant to the RFQ (hereinafter the "Contract") shall be awarded to MENTER, RUDIN & TRIVELPIECE, P.C.

BE IT FURTHER RESOLVED, that the Contract shall contain the following terms and conditions:

- 1. that the Firm shall bill the Corporation in not less than monthly intervals, with no payment due and no interest or late fees applied until six months has elapsed from the execution of the Contract, or the Corporation receives at least two-hundred and fifty thousand dollars (\$250,00.00) in operating funds, whichever event occurs earlier;
- 2. the term of the Contract shall expire on December 31, 2014 with an option for the Corporation to renew the Contract for an additional year thereafter;
- 3. the Firm shall bill the Corporation at the rate of \$200.00 per hour for attorneys and \$100.00 per hour for paralegals or law clerks;
- 4. other terms and conditions as required by law or as deemed necessary by the Corporation's Counsel.

BE IT FURTHER RESOLVED, that the Corporation has considered the Firm's request for a full waiver of M/WBE requirements and found the following:

- 1. The Firm is not M/WBE certified and does not subcontract for legal services;
- 2. there are two certified M/WBE law firms located within 100 miles of Syracuse, New York, both were sent copies of the RFQ, and neither M/WBE certified firm responded to the RFO:
- 3. the total value of the Contract at this time is unknown but it is estimated to be in excess of twenty-five thousand dollars (\$25,000.00);
- 4. the term of the Contract shall expire on December 31, 2014 with an option for the Corporation to renew the Contract for an additional year thereafter;
- 5. the scope of the work to be performed pursuant to the Contract is highly specialized;
- 6. there is not a reasonable availability of lawyers or law firms on the list of certified M/WBE contractors to furnish the services requested in the RFQ.

BE IT FURTHER RESOLVED, that the Firm's request for a full waiver of the M/WBE requirements is granted.

BE IT FURTHER RESOLVED, that the Contract and any other documents necessary to implement this resolution shall be in a form that shall be satisfactory to the Corporation's counsel; and following such approval by counsel, the Corporation further authorizes its Chair to execute said Contract and other documents on behalf of the Corporation.

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

Yes: Vito Sciscioli, Mary Beth Primo, Daniel Barnaba, Dwight Hicks

No:

The foregoing Resolution was thereupon duly adopted.

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

I, the undersigned, Dwight L. Hicks, Secretary of the Greater Syracuse Property Development Corporation, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Greater Syracuse Property Development Corporation including the resolution contained therein, held on the 9th day of April 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Greater Syracuse Property Development Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Greater Syracuse Property Development Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Greater Syracuse Property Development Corporation 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 modified.

Dwight L. Hicks, Secretary