

## PART 7

### BOND COUNSEL DISCLOSURE

SECTION 701. PURPOSE AND AUTHORITY. The purpose of this Part is to establish such procedures relating to bond counsel as are deemed by Schoharie County Industrial Development Agency (the "Agency") as necessary for the implementation of Section 858(8)(b) 6f Title One of Article 18-A of the General Municipal Law (the "Act") and Article 6 of the Public Officers Law (the "FOI Law").

SECTION 702. DISCLOSURE STATEMENT. (A) General. Any attorney seeking to be appointed as bond counsel for a project must file with the Agency a written statement (a "Disclosure Statement") in which the attorney (1) identifies each party to the transaction which such attorney and his firm represents and (2) affirms that attached to such Disclosure Statement is a true and correct copy of the engagement letter or other summary of the method by which such attorney expects to charge for legal services. Each Disclosure Statement shall be substantially in the form of Appendix 7A to this Part.

(B) Additional Disclosures. If bond counsel provides any legal services to parties other than the Agency, the Disclosure Statement must describe the nature of legal services provided by such bond counsel (including such attorney and his firm) to all parties to the transaction, including the nature of the services provided to the Agency.

(C) Time of Filing. (1) Prior to the appointment by the Agency of bond counsel for a particular project, a timely Disclosure Statement must be on file with the Agency relating to said project. A Disclosure Statement shall be deemed timely if it is dated not more than sixty (60) days prior to the date of adoption of the resolution of the Agency appointing such attorney as bond counsel with respect to such project.

(2) If a Disclosure Statement is on file with the Agency with respect to a particular project, the attorney named in such Disclosure Statement may not accept an engagement to provide legal services to any party not listed as a client in such Disclosure Statement unless and until (a) a supplemental Disclosure Statement listing each additional party, and including all Additional Disclosures required by subsection (B) hereof, is filed with the Agency and (b) the Agency by resolution of its members reaffirms the appointment of such attorney as bond counsel.

(3) Not more than fifteen (15) days nor less than five (5) days prior to adoption of a bond resolution by the Agency, bond counsel shall file with the Agency a certificate, in substantially the form of Appendix 7B to this Part (a "Pre-Closing Certificate"), itemizing each Disclosure Statement filed by such attorney with the Agency and affirming that such attorney and his firm has provided and/or is providing no legal services to any parties to the transaction, other than the parties listed in such Disclosure Statements and (if providing legal services to any party other than the Agency) a description of the nature of the legal services being provided to such parties.

(4) Within ten (10) days following a closing of the sale of any bonds by the Agency, bond counsel shall furnish to the Agency a certificate, in substantially the form of Appendix 7C to this Part (a "Closing Certificate"), (a) itemizing each Disclosure Statement filed by such attorney with the Agency, (b) affirming that such attorney has provided no legal services to any parties to the transaction, other than those listed in such Disclosure Statement and if legal services were provided to any party other than the Agency, the nature of the legal services being provided to such parties, and (c) affirming that attached to such Closing Certificate is a true and correct copy of such attorney's bill for all legal services provided as bond counsel and/or as counsel to the Agency in any other capacity.

SECTION 703. FINANCIAL DISCLOSURE. Since case law has determined that the legal fees of bond counsel are a public record, (A) each Disclosure Statement filed pursuant to Section 702(C)(1) of this Part shall be accompanied by a copy of the engagement letter or other summary of the method by which such attorney expects to charge for bond counsel services, and (B) each Closing Certificate shall have attached thereto a copy of such attorney's bill for all legal services provided as bond counsel and/or as counsel to the Agency in any other capacity.

SECTION 704. ENFORCEMENT. (A) Appointment of Bond Counsel. The Agency shall not adopt any resolutions or take any other action to appoint an attorney as bond counsel for a particular transaction unless such attorney has filed with the Agency a timely Disclosure Statement complying with the requirements of Section 702(A) and (B) and Section 703(A) of this Part.

(B) Penalty for Failure to File. The Agency shall not adopt any resolutions or take any other action to appoint an attorney or firm as bond counsel for a particular transaction if such attorney or his firm is delinquent in filing any information with the Agency pursuant to this Part.