

ATTACHMENT C

December __, 2009

Dear _____:

I am pleased to inform you that the New York State Energy Research and Development Authority (“Authority”) has selected your firm to render bond counsel and other trust and financial related services to the Authority pursuant to the Authority’s RFP No. 1277 through _____. Services will be on an as-requested basis, in accordance with your response to the RFP and the attached Exhibit A Scope of Services, and you will submit bills for any services rendered naming the employee, number of hours worked, and hourly rate charged in accordance with the following fee structure as contained in your Cost Proposal submitted in response to RFP No. 1277, of a rate of \$XXX/hr for Partners and Associates, \$XXX/hr for paralegals, \$XXX/hr for non-attorney law clerks, and \$XXX/hr for tax analysts. All of these rates will be increased by \$XX/hr in each of the fiscal years 2010-2011 and 2011-2012, and \$XX/hr in 2012-2013, 2013-2014, and the period April 1, 2014, through December 31, 2014.

In addition to the foregoing, you will be reimbursed for telephone charges, postage, express package deliveries, couriers, telegrams, travel, lodging, printing, proofreading, overtime secretarial or clerical charges, duplicating, facsimile transmissions, on-line legal research charges (undiscounted) and similar items at your cost, except as follows: word processing charges will be reimbursed at the rate of \$XX.XX per hour in instances where you are asked to prepare extensive documentation such as certain financing, disclosure and marketing documents for members of the working group; \$.XX per page for duplication; \$.XX per page for outgoing faxes; \$XX.XX per hand delivery of documents within The City of New York; and \$XX.XX per hour for your special proofreading department.

If you agree with the preceding together with the attached Exhibits, please sign below and remit one original of this Agreement to the Authority for its files. A second signed original is enclosed for your files.

Please contact me at (518) 862-1090, ext. 3223, or Sara L. LeCain, Assistant Counsel, at (518) 862-1090, ext. 3243, if you have any questions.

Sincerely,

Jeffrey J. Pitkin
Treasurer

Agreed to and accepted by:

_____ Date _____

EXHIBIT A

Scope of Services

_____ has been selected by NYSERDA to provide bond counsel and other trust and financial related services to NYSERDA, for a period of up to five years beginning on or about January 1, 2010 and ending on or about December 31, 2015. Such services would be expected to include, but need not be limited to:

- (a) Negotiating, preparing, reviewing, and delivering any documents related to financings, including but not limited to project financing agreements, participation agreements, trust indentures, bond purchase agreements, and tax regulatory agreements, and advising on appropriate covenants for inclusion in agreements between NYSERDA and the other involved parties.
- (b) Preparing and reviewing preliminary official statements, official statements, remarketing circulars, and other disclosure documents necessary or appropriate to the authorization, issuance, sale, or delivery of bonds.
- (c) Rendering an objective opinion with respect to any authorization and issuance of or conversion of the interest rate on bonds; the delivery of new or revised letters of credit and other liquidity and credit facilities; refinancings; appointment or substitution of remarketing agents, market agents, trustees, auction agents, and other parties to a bond issue; and amendment of related documents, including required bond counsel opinions on the exclusion of interest paid on the bonds from gross income for federal income tax purposes and for state and local income tax purposes, as appropriate.
- (d) Advising on federal and state tax and securities law matters and changes thereto, the investment and expenditure of bond proceeds, and the collection, investment, and application of monies used to pay debt service on bonds.
- (e) Preparing, reviewing, or advising NYSERDA with regard to resolutions, notices, and other documents or procedures required in connection with financings.
- (f) Drafting, analyzing, advising, or commenting on federal and state legislation, regulations and rules, NYSERDA guidelines, and other matters which may have an impact on the financing program.
- (g) Participating in meetings with utilities and other potential borrowers, rating agencies, underwriters, NYSERDA's Members (board of directors) and Audit and Finance Committee, and other parties, as necessary or appropriate.
- (h) Assisting with preparation of schedules for the issuance of bonds and assignment of responsibilities of involved parties.
- (i) Providing any other legal services, advice, or opinions relating to NYSERDA's financing program, other trust related services, and other financial matters, as requested.