

**C000422 – AMENDMENT 4  
MANAGEMENT CONSULTING SERVICES AGREEMENT  
BETWEEN  
THE NEW YORK STATE DIVISION OF THE BUDGET  
AND  
PRICEWATERHOUSECOOPERS LLP**

The Parties agree to amend Contract C000422 (hereinafter "CONTRACT" or "AGREEMENT") entered into on September 1, 2012, and previously amended on June 4, 2013, April 15, 2014, and December 1, 2014, by and between the New York State Division of the Budget (hereinafter "Division" or "DOB") whose main office and principal place of business is State Capitol, Room 128, Albany, New York, 12224, and PricewaterhouseCoopers LLP (hereinafter referred to as "PwC" "CONTRACTOR", or "Primary Management Consultant"), with offices located at 300 Madison Ave. New York, NY 10017.

WHEREAS, the DIVISION entered into the CONTRACT with PwC for as-needed management consultant services after the conclusion of a formal competitive bidding process; and

WHEREAS, the DIVISION decided to use the CONTRACT to support New York State's recovery efforts following the devastating aftermath of Superstorm Sandy and other extreme storms; and

WHEREAS, PwC provided services under CONTRACT Statements of Work ("SOWs") to support New York State's recovery efforts following the devastating aftermath of Superstorm Sandy and other extreme storms; and

WHEREAS, the New York State Housing Trust Fund Corporation (hereinafter "HTFC"), administers all U.S. Department of Housing and Urban Development (hereinafter "HUD") Community Development Block Grant Program – Disaster Recovery (hereinafter "CDBG-DR") funds made available to New York State, and is responsible for disbursing all CDBG-DR funds for the State; and

WHEREAS, the services provided to New York State under the CONTRACT SOWs have been paid by HTFC with CDBG-DR funds; and

WHEREAS, HUD, after its review and audit of CDBG-DR disbursements, requested a sub-recipient agreement executed between HTFC and the DIVISION; and

WHEREAS, in lieu of a sub-recipient agreement HTFC requested and the DIVISION agreed to add HTFC as a party to the CONTRACT for the purpose of establishing a privity of contract relationship between HTFC and the Contractor with respect to the receipt of services rendered by the CONTRACTOR under the SOWs and payment for those services; and

WHEREAS, because the CONTRACT's first applicable SOW was issued on April 15, 2013, the DIVISION, HTFC, and the CONTRACTOR seek to make HTFC a party to this CONTRACT on the effective date of this SOW, April 15, 2013; and

WHEREAS, as a party to the CONTRACT, HTFC memorializes its prior agreement to be solely responsible for paying the CONTRACTOR directly for services rendered and fees incurred under the SOWs identified below; and

WHEREAS, as of the executed date of this amendment, all services for the SOWs identified below have been rendered and all payments for such services have been made to the CONTRACTOR by HTFC; and

NOW, THEREFORE, in consideration of the terms and conditions of this AGREEMENT, it is hereby mutually agreed by and between the DIVISION, HTFC, and the CONTRACTOR (each individually a "Party" and collectively "Parties"), the CONTRACT shall be amended follows:

**1. Section XXI – HTFC is added as a party as follows:**

The Parties agree that, for the purposes of receipt of services and payment for such services directly with Federal CDBG-DR funds under the following SOWs and for that portion of each SOW funded by CDBG-DR, HTFC shall be deemed a party to the CONTRACT and have the same privity of contract as the DIVISION effective April 15, 2013:

- a) NYS Sandy Integrity Monitoring Process Design and Program Management
- b) NYS Sandy Integrity Monitoring Design and Execution Phase 2
- c) NYS Sandy Integrity Monitoring Design and Execution Phase 3 and Amendment No. 1
- d) NYS Sandy Initial Forensics Support
- e) NYS Sandy Forensics Support Phase 2 and Amendment No. 1

Except as modified herein, all terms and conditions of the CONTRACT shall remain in full force and effect through the extended expiration date.

**C000422 – AMENDMENT 4**

Approved by:

**PRICEWATERHOUSECOOPERS  
LLP**

By: \_\_\_\_\_

Name: CHRIS O'BRIEN

Title: PRINCIPAL

Date: 1-7-15

**NEW YORK STATE  
DIVISION OF THE BUDGET**

By: \_\_\_\_\_

Name: Karen Orcutt

Title: Administrative Officer

Date: 1/9/15

**NEW YORK STATE HOUSING  
TRUST FUND CORPORATION**

By: \_\_\_\_\_

Name: Karen M. Hunter

Title: Treasurer

Date: 1-9-15

**Attorney General:  
ERIC T. SCHNEIDERMAN**

By: \_\_\_\_\_

Date: \_\_\_\_\_

**State Comptroller:  
THOMAS P. DINAPOLI**

By: \_\_\_\_\_

Date: \_\_\_\_\_

APPROVED AS TO FORM  
NYS ATTORNEY GENERAL  
  
JAN 12 2015  
  
BENJAMIN L. MAGGI  
ASSISTANT ATTORNEY GENERAL

APPROVED  
DEPT. OF AUDIT & CONTROL  
  
FEB 10 2015  
  
FOR THE STATE COMPTROLLER

CORPORATE ACKNOWLEDGMENT FORM

The acknowledgment must be fully and properly executed by an authorized person. By signing you certify your express authority to sign on behalf of yourself, your company, or other entity and that all information provided is complete, true and accurate.

INDIVIDUAL, CORPORATION, PARTNERSHIP, OR LLC ACKNOWLEDGMENT

STATE OF New York }
COUNTY OF New York } SS.:

On the 07 day of January in the year 20 15, before me personally appeared CHRIS OBAERN, known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that he resides at 2120 W. GARDINER, Town of Cayuga, County of Cort, State of ILLINOIS; and further that:

[Check One]

[ ] If an individual: he executed the foregoing instrument in his/her name and on his/her own behalf.

[ ] If a corporation: he is the of the Board of Directors of said corporation, he is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.

[X] he is the PRINCIPAL of the partnership described in said instrument; that, by the terms of said partnership, he is authorized to execute the foregoing instrument on behalf of the partnership for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of said partnership as the act and deed of said partnership.

[ ] If a limited liability company: he is a duly authorized member of LLC, the limited liability company described in said instrument; that he is authorized to execute the foregoing instrument on behalf of the limited liability company for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of said limited liability company as the act and deed of said limited liability company.

Notary Public
Registration No. \_\_\_\_\_

State of: New York

SHAWANDA K. ADAMS
Notary Public, State of New York
No. 013115330276
Qualified in Kings County
Commission Expires Jan. 23, 2019