
**GREATER SYRACUSE
PROPERTY DEVELOPMENT CORPORATION**

201 East Washington Street, Suite 500
Syracuse, NY 13202
Tel (315) 448-8177 Fax (315) 448-8705

To: Board of Directors
Greater Syracuse Property Development Corporation

From: Katelyn Wright

Date: November 7, 2012

Re: Board of Directors Meeting Agenda – November 13, 2012

The Greater Syracuse Property Development Corporation will hold a Board of Directors Meeting on **Tuesday, November 13, 2012 at 12:30 p.m.** in the Syracuse/Onondaga County Economic Development Office conference room at 333 W. Washington Street, Syracuse, NY 13202.

- I. Call to order**
- II. Roll Call**
- III. Proof of Notice – p. 2**
- IV. Minutes**
Approval of minutes from the October 9, 2012 Board of Directors meeting – p. 3
- V. Committee Reports**
Governance Committee Report – November 2, 2012 Governance Committee Meeting – p. 6
(Minutes yet to be approved; draft attached)
- VI. New Business**
Procurement Guidelines – p. 8
Amendments to the Property Disposition Guidelines – p. 19
- VII. Discussion**
Commencement of Proactive Foreclosure – 200 foreclosure notices being sent November 19, 2012
Revenue-Sharing Proposal (update)
Fundraising Update (gap financing)
Collaboration with the Citizens' Advisory Board – drafting of a Redevelopment Plan
Summary from the NY Land Banks' Mini-Summit held in Syracuse on November 5, 2012
- VIII. Other Business**
- IX. Adjournment**

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PLEASE POST

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PUBLIC MEETING NOTICE

GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

HAS SCHEDULED A BOARD OF DIRECTORS MEETING

FOR

Tuesday, November 13, 2012

AT 12:30 P.M.

IN

**WASHINGTON STATION
333 West Washington Street
Suite 130
Syracuse, NY 13202**

For more information, please contact Katelyn Wright at 315-448-8177 or kwright@ci.syracuse.ny.us.

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Minutes

Greater Syracuse Property Development Corporation

BOARD OF DIRECTORS MEETING

Tuesday, October 9, 2012, 12:30 P.M.

333 W. Washington Street, Suite 130

Syracuse, NY 13202

Board Members Present: Daniel Barnaba, Vito Sciscioli, James Corbett, Mary Beth Primo

Board Members Excused: Dwight Hicks

Others Present: Thomas Babilon, Martin Murphy, Katelyn Wright, Bob Demore, Craig Swiecki, Paul Driscoll, Andy Obernesser, Robert Morris, David Reed, Bill Mahood, Don Weber, Bill Fisher, Phil Prehn, Rich Puchalski

I. Call to order

Vito Sciscioli called the meeting to order at 12:38 p.m.

II. Roll Call

Mr. Sciscioli noted that all board members except for Dwight Hicks, who previously expressed he would be unable to attend, were present.

III. Proof of Notice

Mr. Sciscioli noted that the public notice of the meeting had been timely and properly provided.

IV. Minutes

Mr. Sciscioli asked if there were any comments on or amendments to the minutes provided from the August 14, 2012 meeting of the board of directors. Hearing none he asked for a motion to approve the minutes. Mary Beth Primo motioned to approve the minutes from the September 11, 2012 Board of Directors meeting. Daniel Barnaba seconded this motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY ACCEPTED THE MINUTES FROM THE SEPTEMBER 11, 2012 BOARD OF DIRECTORS MEETING AS AMENDED.**

V. New Business

Resolution to, ratify, approve, adopt, and confirm all prior acts by the members of the board

Mr. Sciscioli asked why this was necessary. Tom Babilon explained that the terms of the Board of Directors are to begin on October 9th, and that this resolution was necessary to assure the validity of all prior acts of the Board.

Mary Beth Primo then made a motion to pass a resolution adopting the Resolution to, ratify, approve, adopt, and confirm all prior acts by the members of the board. Jim Corbett seconded this motion. Dan Barnaba seconded this

motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION TO, RATIFY, APPROVE, ADOPT, AND CONFIRM ALL PRIOR ACTS BY THE MEMBERS OF THE BOARD.**

VI. Discussion

Filing for federal tax-exemption (501 (c)(3) classification)

Mr. Babilon explained that much of the application requested in the 501(c)(3) application will require some operating experience, reporting of revenues and expenses, and that it may be filed at a later date.

Update on Mayors Association meeting

Mr. Barnaba informed the Board that he and Travis Glazier had visited the Onondaga County Mayors' Association and Town Supervisors' Association and explained what the land bank's powers are and how they may be of assistance to these municipalities. He stressed that the onus is on the local municipality to plan for the redevelopment of properties they request the GSPDC to acquire and redevelop. He indicated that this seems to be a good time for municipalities to revisit their comprehensive plans, in light of the Countywide Sustainability Plan.

Mr. Sciscioli asked if any Mayors or Supervisors had specific properties in mind that they may want the GSPDC to acquire and Mr. Barnaba indicated that some did, but that they understand that the GSPDC will likely not have the capacity to accept property until the spring and that the next opportunity to divert properties from the County tax auction would be fall 2013.

Proposal for City-GSPDC coordination in a comprehensive foreclosure policy (update)

Katelyn Wright summarized the proactive foreclosure policy discussed at the September 11 GSPDC board meeting and the September 12 Common Council committee meeting on this topic. While all parties agree with the concept of proactive foreclosure and transfer of properties to the land bank, the topic of sharing revenue from the increased collection rate will need further discussion and negotiation. Ms. Wright reminded the Board members that another Common Council committee meeting would be held on October 10 at 12:00 PM.

Ms. Wright and Vito Sciscioli went through a proposed budget for the GSPDC explaining anticipated expenses and revenue sources to provide background for the revenue-sharing discussion with Common Council. Upcoming dates were discussed:

- November–January – fundraise among local foundations and development corporations for gap financing/start-up capital in the form of grants and low-interest loans. Necessary to fund operations between February and October 2013 (see below).
- Jan 2013 – Advertise for an executive director, RFP legal counsel
- February 2013 – Funds needed to hire staff, contract with attorneys
RFP real estate transaction legal services and property maintenance contractors
- May 2013 – first properties accepted
- August 2013 – second batch of properties accepted
- October 2013 – City's 12-13 fiscal year closed, revenue-sharing transfer of funds available
- November 2013 – third batch of properties accepted

VII. Other Business

Members of the Governance Committee opted to set a date via email, depending on their availability. Once set, the meeting date and time will be advertised to the media, publicly posted, and posted on the GSPDC website.

VIII. Adjournment

Mr. Sciscioli asked for motion to adjourn. Mr. Corbett motioned to adjourn the meeting. Ms. Primo seconded. **ALL BOARD MEMBERS PRESENT UNANIMOUS AGREED TO ADJOURN THE MEETING AT 2:00 P.M.**

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Minutes

Greater Syracuse Property Development Corporation
GOVERNANCE COMMITTEE MEETING
Friday, November 2, 2012, 12:30 P.M.
333 W. Washington Street, Suite 130
Syracuse, NY 13202

Members Present: Vito Sciscioli, James Corbett, Mary Beth Primo

Others Present: Thomas Babilon, Katelyn Wright, Bob Demore, Andrew Maxwell

I. Call to order

Vito Sciscioli called the meeting to order at 12:36 p.m.

II. Roll Call

Mr. Sciscioli noted that all members were present.

III. Proof of Notice

Mr. Sciscioli noted that the public notice of the meeting had been timely and properly provided.

IV. Approval of Minutes

Mr. Sciscioli asked if there were any comments on or amendments to the minutes provided from the August 29, 2012 meeting of the governance committee. Hearing none he asked for a motion to approve the minutes. Jim Corbett motioned to approve the minutes from the August 29, 2012 meeting of the governance committee. Mary Beth Primo seconded this motion. **ALL MEMBERS PRESENT UNANIMOUSLY ACCEPTED THE MINUTES FROM THE AUGUST 29, 2012 MEETING OF THE GOVERNANCE COMMITTEE.**

V. Old Business

Procurement Guidelines

Mr. Babilon explained that the only outstanding issue was the term "state contract" which all agreed at the last meeting was unclear. All other strike-throughs in the document were based on previous discussion with the Governance Committee. After some discussion and clarification of the term "state contract," this term was replaced with the term "MWBE-Threshold Contract" for clarity. Mary Beth Primo motioned to recommend the Procurement Guidelines as amended to the Board of Directors for adoption. Jim Corbett seconded this motion. **ALL MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION TO RECOMMEND THE PROCUREMENT GUIDELINES AS AMENDED TO THE BOARD OF DIRECTORS FOR ADOPTION.**

VI. New Business

Amendments to the Property Disposition Guidelines

Mr. Babilon explained that an amendment to these guidelines was necessary to indicate that a 2/3 majority of members of the board of directors is necessary for votes to purchase property. In this instance, it would require four members of the board. Jim Corbett motioned to recommend the Property Disposition Guidelines as amended to the Board of Directors for adoption. Mary Beth Primo seconded this motion. **ALL MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION TO RECOMMEND THE PROPERTY DISPOSITION GUIDELINES AS AMENDED TO THE BOARD OF DIRECTORS FOR ADOPTION.**

Property Acquisition Policy

Mr. Babilon explained that he'd drafted a policy that included all methods of property acquisition permissible under law. Katelyn Wright elaborated that there was significant room for elaboration and some other land banks, for example, have drafted specific criteria under which they will accept property by gift. The committee requested that Ms. Wright draft additional points such as this that might be added to the acquisition policy, so that each might be discussed at the next governance committee meeting.

VII. Discussion

Investment Policy

Mr. Babilon explained some of the outstanding questions about what is required by the Land Bank Act and by the Not-for-Profit Corporation Law and the committee recommended he seek an opinion from the state on whether the Board of Directors has the option to delegate responsibility for its investments.

VIII. Other Business

IX. Adjournment

Mr. Sciscioli asked for motion to adjourn. Ms. Primo motioned to adjourn the meeting. Mr. Corbett seconded. **ALL BOARD MEMBERS PRESENT UNANIMOUS AGREED TO ADJOURN THE MEETING AT 1:20 P.M.**

GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

PROCUREMENT POLICY

I. INTRODUCTION

In accordance with New York Public Authorities Law § 2824(e), the Greater Syracuse Property Development Corporation (the "Land Bank"), is required to establish written policies regarding the procurement of goods and services.

II. DEFINITIONS

- A. **“Land Bank”** shall mean the Greater Syracuse Property Development Corporation.
- B. **“Board”** shall mean the Board of the Land Bank.
- C. **“Members”** shall mean the members of the Board of the Land Bank.
- D. **“Chair”** shall mean the Chair of the Board of the Land Bank.
- E. **“Executive Law”** shall mean the New York State Executive Law as amended from time to time.
- F. **“MWBE Division”** shall mean the division of minority and women’s business development in the New York State department of economic development respecting
- G. **“Procurement”** shall mean any agreement for the acquisition of goods or services of any kind.
- H. **“Resolution”** shall mean a resolution of the Board .
- I. **“MWBE Threshold Contract”** shall mean:
 - i) a written agreement or purchase order instrument, providing for a total expenditure in excess of twenty-five thousand dollars (\$25,000.00), whereby the Land Bank is committed to expend or does expend funds in return for labor, services, supplies, equipment, materials, or any combination of the foregoing to be performed for, or rendered or furnished to the Land Bank or;
 - ii) a written agreement in excess of one-hundred thousand dollars (\$100,000.00) whereby the Land Bank is committed to expend or does expend funds for construction, demolition, replacement, major repair or renovation of real property and improvements thereon. Solely for the purpose of providing the opportunity for meaningful participation by

certified businesses in the performance of MWBE Threshold Contracts, MWBE Threshold Contracts shall also include leases of real property by the Land bank to a lessee where: the terms of such leases provide for the construction, demolition, replacement, major repair or renovation of real property and improvements thereon by such lessee; and the cost of such construction, demolition, replacement, major repair or renovation of real property and improvements thereon shall exceed the sum of one hundred thousand dollars (\$100,000.00).

III. DESCRIPTIONS OF SERVICES TO BE PURCHASED

Use of Contractors. When Procurement Contracts are used, contractors should be selected from as broad a spectrum of providers as is practical and contracts be awarded consistent with the quality of services required at fair and reasonable prices. Personal services contractors shall be used only when it has been determined by the Chair or the Executive Director that such service is necessary to the Land Bank and (1) that such service is not available from a Land Bank Employee, or (2) that the performance of such a service requires that it be undertaken by someone independent of the Land Bank, or (3) that use of an Land Bank Employee would not be cost effective. Personal services the Land Bank may require include but are not limited to:

- A. Advertising Services-** Services related to the listing or advertising of real properties or projects, or personal property that the Land Bank wishes to dispose of.
- B. Appraisal Services-** Services related to the appraisal of real property or personal property prior to disposition of said property and pursuant to new York Public Authorities Law § 2897.
- C. Architectural Services-** consulting and design services
- D. Cost Estimator Services-** Services related to estimating the cost of rehabilitation of existing structures owned or to be acquired by the Land Bank and in need of rehabilitation.
- E. Deconstruction or Demolition Services-** Services related to the deconstruction, demolition, partial deconstruction or partial demolition of existing structures owned or to be acquired by the Land Bank.
- F. Construction, Repair, and Rehabilitation Services-**Services related to the development of real properties owned or to be acquired by the Land Bank including new construction, repair of existing structures, and rehabilitation of existing structures.
- G. Insurance –** Liability, property, workers' compensation, employee benefits and such other insurance coverage as the Land Bank may require.
- H. Such other personal services** as the Chair or the Executive Director determine to be necessary.

IV. DESCRIPTIONS OF GOODS TO BE PURCHASED-

The types of goods the Land Bank requires includes but is not limited to goods of any kind as determined to be required by the Land Bank by the Chair or the Executive Director.

V. PROCUREMENT CONTRACTS

A. Initial Determination- the Chair, the Executive Director, or the Chief Financial Officer shall make an initial determination as to the estimated amount of a proposed Contract for the acquisition of goods or services of any kind.

B. Selection of Procurement Contractors - The Land Bank shall select procurement contractors in accordance with the following selection methods:

1. **Solicitation of Informal Bids or Proposals-** Procurement contracts in the actual or estimated amount of between \$1,501.00 and \$10,000.00 may be awarded following an informal solicitation of bids or proposals from no fewer than three potential contactors. Contracts shall be awarded based on such reasonable criteria as the Land Bank shall devise.
2. **Invitation for Bid-** Solicitation of price bids for specified goods or services, to be awarded to the lowest responsive and responsible bidder. Competitive bids are to be solicited when cost is of primary importance and the goods or services required are of a standardized nature that may reasonably be made the subject of fairly exact specifications. When using this method the Land Bank may reject any or all bids or waive any informality in a bid if it believes that the public interest will be promoted thereby. The land bank may also reject any bid if in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the bidder justifies such rejection in view of the work to be performed.
3. **Request for Proposals-** Solicitation of specific proposals to be evaluated on the basis of best value, taking into consideration a variety of criteria including qualifications, proposed methodology, management capability and cost. RFP's should be utilized where cost is of relatively less importance in relation to other factors, services are less standardized and specifications less exact. Use of the RFP method may be followed by competitive negotiations with two or more proposers to secure further concessions with respect to both quality and cost. When using this method the Land Bank may reject any or all proposals or waive any informality in a proposal if it believes that the public interest will be promoted thereby.
4. **Sole Source-** When there is only one source available for the required goods or services, the contract may be awarded without competitive procedures.

5. **Emergency and Critical Situations-** In the case of an emergency or a critical situation the contract may be awarded without competitive procedures. An emergency is an unanticipated occurrence beyond the control of the Land Bank that threatens the life, health, safety or welfare of any person or the continued use or function of the Land Bank's property. A critical situation is defined as a situation that impacts a significant Land Bank operation and requires immediate action.
6. **Single Source-** Where two or more vendors are capable of providing the required goods or services, the Land Bank may select a single vendor over others where the vendor or his product or services has unique or outstanding qualifications. Such qualifications may include past experience with a particular issue, familiarity with specific Land Bank operations, experience with similar projects undertaken for the Land Bank or for other agencies, demonstrated expertise, capacity and willingness to respond to the situation, or compatibility with other products utilized by the Land Bank.
7. **Experimental Projects-** Where the Land Bank wishes to test a new product or technology or to evaluate a new source for a product or technology, the Land Bank may award a contract without competitive procedures provided that the contract is limited to the purchase of such quantities as are necessary to conduct the experiment or test.

C. Special Requirements and Procedures for Procurement of Certain Services.

1. **Architectural, Engineering, Legal, Auditing or Accounting Services-** Such contractors must be New York State licensed and in good standing.
2. **Insurance-** Insurance contracts shall be awarded on the basis of the best proposal taking into account the cost of the premium, the breadth and cost effectiveness of the coverage and the ability of the broker and/or provider to meet the service needs of the Land Bank.
3. **Advertisement Requirements for Competitive Source Selection Methods-** The Land Bank may utilize advertisements in appropriate newspapers or trade journals, direct mailings to firms considered qualified and such other outreach mechanisms as are consistent with the policy of these guidelines, including those related to minority and women-owned business enterprises.
4. **Required Approvals.**
 - a. Procurement Contracts in an actual or estimated amount the amount

of **\$0.00 to \$1,500.00** may be entered into on behalf of the Land Bank, by the Executive Director at their discretion, and without the necessity of Board approval.

- b.** Procurement Contracts in an actual or estimated amount of **\$1,501.00 to \$3,000.00** may be entered into on behalf of the Land Bank, by the Executive Director or another Land Bank representative or employee as designated by Resolution, upon documented telephone quotations from at least three vendors (if available), or written or fax quotations from at least three vendors (if available), and a grant of authority of the individual contracting on behalf of the Land Bank as indicated by a Resolution of the Board without necessity of the Board's approval of the actual contract or the terms therein.
- c.** Procurement Contracts in an actual or estimated amount of **\$3,001.00 to \$10,000.00** may be entered into on behalf of the Land Bank upon written or fax quotations from at least three vendors (if available) and approval of the terms of the contract by Resolution of the Board.
- d.** Procurement Contracts in an actual or estimated amount of greater than **\$10,000.00** may be entered into after approval by the Board upon the award of contract after a formal solicitation of bids, award of a contract after the completion of a formal request for proposals, if the contracting third party is a Single Source, pursuant to an Experimental Project of the Land Bank, or in case of a Critical or Emergency Situation.

5. General Requirements

- a.** Regardless of the dollar amount thereof, procurement contracts involving services to be rendered over a period in excess of one year must be approved by resolution of the directors and reviewed annually by the directors.
- b.** Pursuant to Not-For Profit Corporations Law § 1617 Procurement Contracts in an amount greater than **\$10,000.00** for construction, demolition, renovation, or reconstruction shall not be awarded except to the lowest bidder, who in the Board's opinion, is qualified to perform the work required, and is responsible and reliable.
- c.** All Procurement Contracts over \$1,501.01 shall be in writing and shall be executed by such officer or officers of the Land Bank as are designated by Resolution of the Board.
- d.** Any determination to pursue a non-competitive source for a Procurement Contract over \$1501.00 must be supported by a written report setting forth the reasons for such determination, including that i) the provider is a Sole Source; ii) the provider is a Single Source; iii) in the case of an Experimental

Project; or iv) the need has arisen because of an emergency or Critical Situation. Any determination to pursue a non-competitive source for a contract over \$1501.00 must be reviewed and approved by the Board by Resolution.

e. Every Procurement Contract shall be approved by the Land Bank's Counsel prior to execution for compliance with these guidelines and all applicable laws.

f. Any Resolution required by this section shall:

- Identify the contract with a brief description of its substance;
- Specify why board action is needed;
- Identifies the method of solicitation and the method used to select the contractor and briefly describes the reasons supporting the award; and,
- Specify the estimated or actual cost to the Land Bank.

VI. PROMOTION OF MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISES.

It is the goal of the Land Bank to award a fair share of Procurement contracts to Minority Business Enterprises and Women's Business Enterprises. It is also the Land Bank's goal to award Procurement contracts to those procurement contractors who have evidenced compliance with the laws of the State of New York prohibiting discrimination in employment. The following procedures shall be followed:

- A.** For all Procurement Contracts, bidders shall be encouraged to include with their bids or RFP responses separate proposals which would demonstrate how their selection will achieve the goals of this section, such as proposals for joint ventures with, or set-asides for, Minority Business Enterprises.
- B.** The Empire State Development maintains a list of certified Minority and Women Owned Businesses by name and area of expertise and each individual responsible for soliciting bids and proposals for the Land Bank shall rely on the Empire State Development's list, consult the list and contact appropriate minority and women owned businesses to encourage them to submit bids or RFP responses. Upon request, the list shall be supplied to each prospective contractor.
- C.** In selecting a bidder where a minority or women owned business has been identified, due consideration shall be given to the goals of the Land Bank in selecting the bidder.

D. MWBE Threshold Contracts

1) Required Contract Provisions

a) As Required Pursuant to Executive Law § 312 -all MWBE Threshold Contracts, all documents soliciting bids or proposals for MWBE Threshold Contracts, and every subcontract between the contractor of a MWBE Threshold Contract and its subcontractors for the MWBE Threshold Contract shall contain or make reference to the Following provisions:

- i)** The contractor will not discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, age, disability or marital status, and will undertake or continue existing programs of affirmative action to ensure that minority group members and women are afforded equal employment opportunities without discrimination. For purposes of this section affirmative action shall mean recruitment, employment, job assignment, promotion, upgradings, demotion, transfer, layoff, or termination and rates of pay or other forms of compensation.
- ii)** At the request of the contracting agency, the contractor shall request each employment agency, labor union, or authorized representative of workers with which it has a collective bargaining or other agreement or understanding, to furnish a written statement that such employment agency, labor union or representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability or marital status and that such union or representative will affirmatively cooperate in the implementation of the contractor's obligations herein.
- iii)** The contractor shall state, in all solicitations or advertisements for employees, that, in the performance of the MWBE Threshold Contract, all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status

Except that:

The provisions of this section D(1) shall not be binding upon contractors or subcontractors in the performance of work or the provision of services or any other activity that are unrelated, separate or distinct from the MWBE Threshold Contract as expressed by its terms and they shall not apply to any employment outside this state or application for employment outside this state or solicitations or advertisements therefor, or any existing programs of affirmative action regarding employment outside this state and the effect of contract provisions required by this section shall be so limited; and,

The Land bank shall consider compliance by a contractor or subcontractor with the requirements of any federal law concerning equal employment opportunity and whether the imposition of the requirements of this section duplicate or conflict with any such law and if duplication or conflict exists, the Land Bank shall waive the applicability of this section to the extent of such duplication or conflict.

b) As Required Pursuant to Executive Law § 313 -MWBE Threshold Contracts for construction, demolition, major repair or renovation of real property and improvements thereon shall include:

- i)** Provisions requiring contractors to make a good faith effort to solicit active participation by enterprises identified in the directory of certified businesses provided to the Land Bank by the division of minority and women's business development in the New York State Department of Economic Development; and
- ii)** Requiring the parties to agree as a condition of entering into the contract, to be bound by the provisions of §316 of the New York State Executive Law; and
- iii)** Requiring the contractor to include the provisions set forth in (i) and (ii) above in every subcontract in a manner that the provisions will be binding upon each subcontractor as to work in connection with the MWBE Threshold Contract.

Except that:

The Land bank shall consider compliance by a contractor or subcontractor with the requirements of any federal law concerning equal employment opportunity and whether the imposition of the requirements of this section duplicate or conflict with any such law and if duplication or conflict exists, the Land Bank shall waive the applicability of this section to the extent of such duplication or conflict.

c) As Required Pursuant to Executive Law § 316-A- the land bank shall include a provision in all MWBE Threshold Contracts providing that any contractor who willfully and intentionally fails to comply with the minority and women-owned participation requirements of this article 15-A of the Executive Law as set forth in the MWBE Threshold Contract shall be liable to the Land Bank for liquidated or other appropriate damages and shall provide for other appropriate remedies on account of such breach as determined by the Land Bank's Counsel. Should the Land Bank chose to proceed against a contractor for breach of contract as provided for in this section, the Land bank shall be precluded from seeking enforcement pursuant to Executive Law § 316

- 2) **Copies to be provided-** Pursuant to § 315(2) of the Executive Law, the Land Bank shall provide to all prospective bidders for a MWBE Threshold Contract, a current copy of the directory of certified businesses, and a copy of the regulations required pursuant to §§ 312 and 313 of the Executive law at the time bids or proposals are solicited.
- 3) **Waivers-** in compliance with Executive Law § 313(6) where it appears that a contractor cannot, after a good faith effort, comply with the minority and women-owned business enterprise participation requirements set forth in a particular MWBE Threshold Contract, a contractor may file a written application with the Land Bank requesting a partial or total waiver of such requirements setting forth the reasons for such contractor's inability to meet any or all of the participation requirements together with an explanation of the efforts undertaken by the contractor to obtain the required minority and women-owned business enterprise participation. In implementing the provisions of this section, the contracting agency shall consider the number and types of minority and women-owned business enterprises located in the region in which the MWBE Threshold Contract is to be performed, the total dollar value of the MWBE Threshold Contract, the scope of work to be performed and the project size and term. If, based on such considerations, the contracting agency determines there is not a reasonable availability of contractors on the list of certified business to furnish services for the project, it shall issue a waiver of compliance to the contractor. In making such determination, the Land Bank shall first consider the availability of other business enterprises located in the region and shall thereafter consider the financial ability of minority and women-owned businesses located outside the region in which the contract is to be performed to perform the MWBE Threshold Contract.
- 4) **Monitoring-** In compliance with Executive Law § 315(1), the Land Bank shall monitor MWBE Threshold Contracts under its jurisdiction, and recommend matters to the MWBE Division respecting non-compliance with the provisions of article 15-A of the Executive Law so that the MWBE Division may take such action as is appropriate to insure compliance with the provisions of article 15-A, the rules and regulations of the director of the MWBE Division issued pursuant to Article 15-A and the contractual provisions required pursuant to article 15-A.
- 5) **Reports-** In compliance with Executive Law § 315(3) the Land Bank shall report to the director of the MWBE Division with respect to activities undertaken to promote employment of minority group members and women and promote and increase participation by certified businesses with respect to MWBE Threshold Contracts and subcontracts. Such reports shall be submitted periodically, but not less frequently than annually, as required by the director of the MWBE Division, and shall include such information as is necessary for the director to determine whether the contracting agency and contractor have complied with the purposes of article 15-A of the Executive Law, including, without limitation, a summary of all waivers of the requirements of Executive law §§ 313 (6); 313(7) allowed by the contracting agency

during the period covered by the report, including a description of the basis of the waiver request and the rationale for granting any such waiver. The Land Bank shall also include in such report whether or not it has been required to prepare a remedial plan, and, if so, the plan and the extent to which the Land Bank has complied with each element of the plan.

6) Goals – in all MWBE Threshold Contract Procurements the Land Bank shall set MWBE goals for contracts made directly or indirectly to minority and women-owned business enterprises, in accordance with the findings of the 2010 disparity study, to attempt to achieve the following results with regard to total annual Procurement in regards to MWBE Threshold Contracts:

a) construction industry for certified minority-owned business enterprises: fourteen and thirty-four hundredths percent (14.34%);

b) construction industry for certified women-owned business enterprises: eight and forty-one hundredths (8.41%) percent;

c) construction related professional services industry for certified minority-owned business enterprises: thirteen and twenty-one hundredths (13.21%) percent;

d) construction related professional services industry for certified women-owned business enterprises: eleven and thirty-two hundredths percent (11.32%);

e) non-construction related services industry for certified minority-owned business enterprises: nineteen and sixty hundredths percent (19.60%);

f) non-construction related services industry for certified women-owned business enterprises: seventeen and forty-four hundredths percent (17.44%);

g) commodities industry for certified minority-owned business enterprises: sixteen and eleven hundredths percent (16.11%);

h) commodities industry for certified women-owned business enterprises: ten and ninety-three hundredths percent (10.93%);

i) overall agency total dollar value of procurement for certified minority-owned business enterprises: sixteen and fifty-three hundredths percent (16.53%);

j) overall agency total dollar value of procurement for certified women-owned business enterprises: twelve and thirty-nine hundredths percent (12.39%); and

k) overall agency total dollar value of procurement for certified minority and women-owned business enterprises: twenty-eight and ninety-two hundredths percent (28.92%).

VII. CONTRACT PROVISIONS

- A. Mandatory Provisions-** Procurement Contracts required to be in writing, other than those memorialized solely by purchase order shall state the cost of the goods or compensation for the services, and shall detail the goods to be provided or the scope of services to be performed, the time for provision or performance, and where appropriate, any permitted use of Land Bank supplies, facilities or personnel. These Contracts shall further state the timing of payment, the pre-conditions for receiving payment from the Land Bank, the duration of the contract, procedures for termination of the contract and any other provisions the Land Bank's counsel deems necessary or appropriate for each particular contract. These contracts shall be signed by an authorized representative of the contractor with an appropriate acknowledgement of the signature affixed thereto.
- B. Insurance-** Procurement Contracts which require contractors to perform services on premises owned or controlled by the Land Bank shall require proof of Workers' Compensation and proof of liability insurance naming the Land Bank as additional insured and shall provide that the contractor indemnifies the Land Bank for the negligent acts and omissions of the contractor's employees. When appropriate and at the discretion of the Board these contracts may further require the contractor to provide proof of environmental pollution insurance.

VIII. MISCELLANEOUS PROVISIONS

- A. Powers of Amendment-** Any modification or amendment of these guidelines may be made by a supplemental Resolution adopted at any duly constituted meeting of the Board; provided, however, that no such modification or amendment shall abrogate the rights and duties of existing Land Bank contracts, the terms of which were established pursuant to these guidelines or to previously existing guidelines for personal services contracts.
- B. No Recourse Under These Guidelines-** No provision of these guidelines shall be the basis for any claim based on these guidelines against any member, officer or employee of the Land Bank or the Land Bank itself.
- C. Provisions Required By Law-** These guidelines are hereby deemed to include any provision required by law to be included herein.

GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION
PROPERTY DISPOSITION GUIDELINES

1. DEFINITIONS. As used herein, the following terms shall have the meaning set forth below.

1.1 “Board” shall mean the Board of the Greater Syracuse Property Development Corporation.

1.2 “Commissioner of General Services” shall mean the Commissioner of the New York State Office of General Services.

1.3 “Contracting Officer” shall mean the officer or employee of the Land Bank who shall be appointed by Resolution of the Board to be responsible for the disposition of Property.

1.4 “Dispose” or “Disposal” shall mean transfer of title or any other beneficial interest in Property in accordance with these Guidelines, New York Not-For-Profit Corporation Law §§ 1609 and 509, and §§ 2896; and 2897 of the Public Authorities Law, as amended from time to time.

1.5 “Fair Market Value” of Property shall mean the amount which one desiring but not compelled to purchase will pay under ordinary conditions to a seller who desires but is not compelled to sell, taking into consideration all encumbrances thereon, including restrictions as to its use, with special attention be given to limitations on ownership rights.

1.6 “Governing Statute” shall mean Article 16 of the New York Not For Profit Corporation Law.

1.7 “Guidelines” shall mean these Guidelines, as amended from time to time by resolution of the Board.

1.8 “Land Bank” shall mean the Greater Syracuse Property Development Corporation.

1.9 “Mission” shall mean the Mission Statement of the Land Bank as adopted from time to time by the Board.

1.10 “NFPCL” shall mean the New York Not-For-Profit Corporation Law as amended from time to time.

1.11 “PAL” shall mean the New York Public Authorities Law, as amended from time to time.

1.12 “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that

such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

1.13 “Purpose” of the Land Bank shall mean all purposes pursuant to Article 16 of the NFPCL including but not limited to addressing the problems of vacant, abandoned, and tax delinquent properties and returning such properties to productive use.

2. CONTROLLING LEGISLATION.

2.1 PAL §2896 requires the Land Bank to adopt by resolution comprehensive guidelines which detail the Land Bank’s operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the Disposal of Property and to designate a Contracting Officer with responsibility for compliance with, and enforcement of, these Guidelines.

2.2 These Guidelines are intended to be consistent with and shall be construed in accordance with the PAL and NFPCL. The Land Bank shall dispose of its Property in accordance with these Guidelines, the PAL and the NFPCL.

2.3 The PAL requires the Land Bank to:

(A) Maintain adequate inventory controls and accountability systems for all Property under the control of the Land Bank;

(B) Periodically inventory such Property to determine which Property shall be disposed of;

(C) Produce an annual written report listing all Land Bank owned real property, a list and full description of all real and personal property disposed of during the period of the report including the price received by the Land Bank and the name of the purchaser and to deliver copies of such report to the New York State Comptroller, Director of Budget, Commissioner of General Services, the authorities budget office, and the Legislature.; and

(D) Dispose of Property as determined by the Land Bank as promptly as possible in accordance with the PAL, NFPCL, and any other applicable law.

3. DUTIES OF CONTRACTING OFFICER.

Except as otherwise provided herein and in the PAL, the Contracting Officer shall be responsible for the disposition of Land Bank owned Property and be responsible for the Land Bank’s compliance with, and enforcement of these Guidelines.

4. CUSTODY AND CONTROL OF THE PROPERTY OF THE LAND BANK.

The custody and control of the Land Bank Property, pending its disposition, and the Disposal of such Property, shall be performed by the Land Bank or by the Commissioner of General Services when so authorized, under the PAL, these Guidelines, and the NFPCL.

5. DISPOSAL OF LAND BANK PROPERTY.

The Disposal of Property by the Land Bank shall be governed by these guidelines and shall at all times be consistent with the applicable provisions of the NFPCL and the PAL.

5.1 Appraisal: Prior to disposal, an appraisal shall be made by an independent appraiser of the value of any interest in real property, or any other Property which because of its unique nature is not subject to fair market pricing. Said appraisal shall be included in the Land Bank's record of the transaction for the Property.

5.2 Board Approval for Disposition of Real Property: Pursuant to NFPCL § 509 the Land Bank shall not sell, mortgage, or lease any real property unless authorized by a vote of two-thirds of the entire Board.

5.3 Available Procedures for Disposal of Real Property

(A) **Public Auction:** The Land Bank may dispose of real property and appurtenances thereto by auction:

- (1) Pursuant to PAL § 2897(6)(c)(ii) when the fair market value does not exceed fifteen thousand dollars; or
- (2) Pursuant to PAL § 2897(6)(c)(iii) when the bid prices after advertising therefor are not reasonable, either as to all or part of the property, or have not been independently arrived at in open competition; or
- (3) Pursuant to PAL § 2897(6)(v) and § 2897(7)(ii) when the purpose of the transfer is within the Purpose, Mission or Governing Statute of the Land Bank.

Auction Procedure: Upon the determination of the Land Bank that a parcel of Real Property is to be disposed of by Public Auction, the Land Bank shall publish on its webpage, a notice of the auction, the terms of the auction, and the qualifications for bidders. The land bank shall also post said notice in the City or Town Hall, or Village Office in the jurisdiction where the property lies and shall further post said notice at the Onondaga County Courthouse. The Land bank may also take other actions as determined by the Land Bank to publish or advertise the auction in such a way so as to obtain competition as feasible under the circumstances.

(B) **Negotiation :** The Land Bank may dispose of real property by negotiation when:

- (1) **The purchaser is a Government or other Public Entity:** the Land bank may dispose of real property and appurtenances thereto to a government or other public entity by negotiation:
 - (a) Pursuant to PAL § 2897(6)(c)(iv) when the estimated fair market value of the Property and other satisfactory terms of disposal are obtained; or
 - (b) Pursuant to PAL § 2897(6)(c)(v); and § 2897(7)(i), where the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or other public entity; or when,

 - (2) **The fair market value of the real property does not exceed fifteen thousand dollars:** the land Bank may dispose of any real property by negotiation pursuant to PAL § 2897(6)(c)(ii) subject to obtaining such competition as is feasible under the circumstances when the fair market value of the real property does not exceed fifteen thousand dollars; or when,

 - (3) **The disposal of the real property is within the Mission, Purpose or Governing Statute of the Land Bank:** the land Bank may dispose of any real property by negotiation pursuant to PAL § 2897(6)(c)(v) and PAL2897(7)(ii) when the purpose of the transfer is within the Purpose, Mission or Governing Statute of the Land Bank.
- (C) **Sealed Bid:** the Land Bank may dispose of any real property and appurtenances, to any purchaser at the highest marketable price or rental by sealed Bids Pursuant to Public Authorities Law § 2897(6)(a) provided that:
- (1) The advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property; and
 - (2) All bids shall be publically disclosed at the time and place stated in the advertisement; and
 - (3) The award shall be made with reasonable promptness by notice to the responsible bidder whose bid conforming to the invitation for bids, will be most advantageous to the state, price, and other factors considered; provided, that all bids may be rejected when it is in the public interest to do so.

5.4 Available Procedures for Disposal of Personal Property

- (A) **Public Auction or Negotiation:** the Land bank may dispose of personal property by public auction or negotiation when:

- (1) The personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value; or when,
- (2) the Fair Market Value of the Property does not exceed fifteen thousand dollars; or when,
- (3) the Disposal of the personal property for less than market value is authorized pursuant to Public Authorities Law § 2897(7).

(B) **Sealed Bid**- the Land Bank may dispose of personal property by sealed bid subject to the same provisions as applicable under section 5.3(C)(1-3) of these guidelines.

6. DISPOSAL OF PROPERTY FOR LESS THAN FAIR MARKET VALUE

6.1 Disposal of Property for less than fair market value: The Land Bank may dispose of real property for less than fair market value:

- (A) Pursuant to PAL § 2897(7)(i) when the disposal is to a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity; or ,
- (B) Pursuant to PAL § 2897(7)(ii) the purpose of the disposal is within the Purpose, Mission, or Governing Statute of the Land Bank; or,
- (C) Pursuant to PAL § 2897(iii) when the Disposal is not to a governmental entity, and the Disposal is not consistent with the Land Bank’s Mission, Purpose or Governing statute where the Land Bank has provided written notification of the Disposal to the New York Governor, Speaker of the Assembly, and the Temporary President of the Senate, and the proposed transfer is not denied by the Governor, the Senate, or the Assembly pursuant to the terms of Public Authorities Law § 2897(7)(iii).

6.2 . Information to be provided to the Board : In the event that a below fair market value asset transfer is proposed, the following information must be provided to the Board and the public pursuant to PAL § 2897(7)(b) :

- (A) a full description of the asset; and
- (B) an appraisal of the fair market value of the asset, and any other information establishing the fair market value sought by the Board; and
- (C) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the

transfer; and

- (D) a statement of the value received compared to the fair market value; and
- (E) the names of any private parties participating in the transfer, and if different than the statement under subsection D of this section, a statement of the value to the private party; and,
- (F) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

6.3 Board approval of disposal of property for less than fair market value: Prior to disposing of property for less than market value, the Board shall consider the information described in section 6.2 of these guidelines and make a written determination by Resolution that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of such transfer.

7. REPORTS AND TRANSMITTALS

7.1 Filing of the Guidelines: On or before the 31st day of March each year, the Land Bank shall file with the New York State Comptroller the copy of the Guidelines most recently reviewed and approved by the Board.

7.2 Explanatory statements for negotiated disposals: Pursuant to PAL §2897(d)(i) an explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

- (A) any personal property which has an estimated fair market value in excess of fifteen thousand dollar; or
- (B) any real property (other than by lease) that has an estimated fair market value in excess of one-hundred thousand dollars; or
- (C) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars; or
- (D) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

An explanatory statement when required under this section shall be transmitted not less than ninety (90) days prior to the Disposal of the Property to the New York State Comptroller, Director of the Budget, Commissioner of General Services, the Authorities Budget Office, and the Legislature.

7.3 Proposed transfer for less than fair market value to a non-governmental entity where the disposal would not be consistent with the Land Bank's mission, purpose, or governing

statutes: Whenever the Land Bank proposes to transfer an asset for less than fair market value to a non-governmental entity where the Disposal would **not be** consistent with the Land Bank's Mission, Purpose, or Governing Statutes, the Land Bank shall provide written notification thereof to the New York Governor, Speaker of the Assembly, and the Temporary President of the Senate, and such proposal shall be subject to denial by the governor, the senate, or the assembly pursuant to the terms of PAL § 2897(7)(iii).

7.4 Property Report: the Land Bank shall publish annually a report listing all Property of the Land Bank as required pursuant to PAL § 2896(3)(a). Such report shall include a list and full description of all real and personal Property Disposed of during such period. The report shall contain the price received by the Land Bank and the name of the purchaser for all such Property sold by the Land Bank during such period.

The Land Bank shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, the New York State Legislature, and the Authorities Budget Office as required pursuant to PAL § 2896(3)(b).

7.5 Disposition Inventory : the Land Bank shall maintain and make available for public review and inspection a complete inventory of real property dispositions by the Land Bank as required pursuant to NFPCL § 1609(b). Such inventory shall include a complete copy of the sales contract including all terms and conditions including but not limited to any form of compensation received by the Land bank or any other party which is not included in the sales price. All real property dispositions shall be listed on the Disposition Inventory within one week of disposition and such records shall remain available to the public indefinitely. Failure to strictly comply with this section could result in the imposition of a civil penalties or an action to seek rescission of the sale pursuant to NFPCL § 1609(h).

7.6 Acquisition Inventory : the Land Bank shall maintain and make available for public review and inspection, a real property acquisition inventory as required pursuant to NFPCL § 1608(h) which shall include the location of the parcel; the purchase price if any; the current assessed value of the parcel; the amount owed to any locality for real property taxation; the identity of the transferor; and any conditions or restrictions applicable to the parcel. As required pursuant to NFPCL § 1608(i) all parcels received by the Land Bank shall be listed on the acquisition inventory within one week of acquisition, and shall remain on the acquisition inventory at least one week prior to disposition.

8. DISPOSAL BY COMMISSIONER OF GENERAL SERVICES.

If the Board finds that that Disposal of any of the Land Bank's Property by the Commissioner of General Services will be advantageous to the Land Bank and the State of New York, the Land Bank may enter into an agreement with the Commissioner of General Services pursuant to which said Commissioner may Dispose of Property of the Land Bank under terms and conditions agreed to by the Land Bank and the Commissioner. In Disposing of any such Property, the Commissioner shall be bound by the terms of Title 5-A of the PAL and references to the Contracting Officer shall be deemed to refer to the Commissioner of General Services.

9. REAL PROPERTY DISPOSITION CONTRACTS

9.1 Consideration: All real property disposition contracts of the Land Bank shall contain any and all consideration received by the Land Bank, or any third party for the disposition of the real property subject of the contract. Consideration may take the form of monetary payments, secured financial obligation, restrictive covenants and conditions placed upon the real property, contractual commitments of the purchaser, rights of reacquisition, rights of reverter, rights of re-entry, and any other forms of consideration as are consistent with state and local law.

9.2 Records of Real Property Disposition Contracts to be Retained: Copies of all real property disposition contracts shall be retained indefinitely by the Land Bank. Copies of contracts under this section shall be kept as a part of the Land Bank's disposition file and shall also be incorporated into the Disposition Inventory as set forth in section 7.5 of these guidelines. Copies may be kept in original form, electronically, or in both forms.

10. ANNUAL REVIEW AND AMENDMENTS OF GUIDELINES.

The Guidelines are subject to modification and amendment at the discretion of the Board in accordance with the PAL and NFPCCL. The Guidelines shall be reviewed and approved annually by the Land Bank. On or before March 31st of each year, the Guidelines most recently reviewed and approved including the name of the Contracting Officer shall be filed with the Comptroller of the State and posted on the Land Bank's website.