GREATER SYRACUSE
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Minutes
Greater Syracuse Property Development Corporation
GOVERNANCE COMMITTEE MEETING
August 29, 2012, 12:30 p.m.
333 W. Washington Street, Suite 130
Syracuse, NY 13202

Members Present: Vito Sciscioli, Mary Beth Primo, Jim Corbett
Members Absent: None
Others Present: Katelyn Wright, Tom Babilon, Paul Driscoll, Andrew Maxwell, Ben Walsh, Sharon Sherman, Hon. Nader Maroun, Hon. Jake Barrett

I. Call to order

Vito Sciscioli called the meeting to order at 12:37 PM.

II. Roll Call

Mr. Sciscioli noted that Mary Beth Primo expected to arrive late and that he and Jim Corbett 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 summarized the actions taken at the previous meeting. Mr. Corbett motioned to accept the minutes for the July 27, 2012 meeting of the governance committee. Mr. Sciscioli seconded. **ALL MEMBERS PRESENT UNANIMOUSLY ACCEPTED THE MINUTES FROM THE JULY 27, 2012 GOVERNANCE COMMITTEE MEETING.**

V. Old Business

Procurement Guidelines

Mr. Babilon summarized that the Land Bank Act and the Executive Law requires that any contracts over $25,000 follow the included Minority/Woman-Owned Business Enterprise utilization guidelines, except for any procurement for construction, demolition, major repair or renovation of real property, for which the guidelines apply to contracts over $100,000.

Mr. Sciscioli suggested the committee discuss the blanks to be filled in on page 5-6 of the guidelines. Ms. Wright offered that SIDA's guidelines cap the Executive Director's discretionary purchases at $1,500. Mr. Corbett and Mr. Sciscioli agreed that that seemed reasonable. Referring to SIDA's spending caps they agreed to fill in the amounts for which verbal quotes and board approval of the expense at $1,501-$3,000 and those procurements requiring written quotes and Board approval of the terms of the contract at $3,001-$10,000. Procurements over $10,000 require competitive bidding according to the Land Bank Act To ensure consistency with 4b above, 5c was completed to indicate that all procurement contracts over $1,501 would require a contract in writing be executed by an officer of the land bank as authorized by resolution. 5d was completed to apply any purchase over $1,501, as well. Mr. Corbett expressed some concern over what a "non-competitive source" was as it wasn't defined. Mr. Babilon explained that it applied to numbers 4-7 on page 4. Mr. Sciscioli suggested that "…such as sole source, emergency or critical situations, single source, or experimental projects" be added to the language in 5d to provide this clarification.

Mr. Sciscioli expressed concern over the first clause under II. Descriptions of Services to be Purchased, expressing a preference for using Land Bank employees. Mr. Sciscioli stated that the Land Bank may choose to contract out for as many services as feasible, and that this may not be their preference. After some discussion it was decided to strike the first clause of this sentence, and start with "When Procurement Contracts are used…"

Ms. Primo arrived and the other members of the board summarized their discussion thus far. Ms. Primo expressed some confusion over the term "State Contracts." Mr. Babilon explained that this referred to the MWBE requirements of the Land Bank Act and Executive Law concerning contracts over $25,000 and that it applies to more than just contracts between the state and the land bank. He agreed that the term "State Contracts" could lead to confusion and suggested that another name for the definition might be used to may avoid confusion. There was some discussion over whether to define the term as "MWBE Contracts." Ms. Primo wondered whether the section needed to include state law verbatim if these were land bank policies, might it refer to the state law by statute. Mr. Babilon explained that the state law provided the minimum requirements and recommended that the citations to the law be included so as to guide members and later attorney who may step into his place as to the justification for the policy. Mr. Sciscioli suggested that they just rename the term. It was agreed that what to call this term would be revisited at a later date.

Ms. Wright expressed that several Common Councilors have asked whether the land bank might give preference to locally owned businesses when awarding contracts. Mr. Babilon expressed that since the land bank is required to award the job to the lowest qualified bidder that was likely not possible. There was some discussion of a clause in OCIDA's procurement guidelines expressing preference for local suppliers of goods and services "to the extent practicable." Ms. Primo expressed that OCIDA's requires a waiver for bidders located outside of the local region (Onondaga County and all adjacent counties). Mr. Sciscioli instructed Mr. Babilon to research how such a preference for local providers of goods and services might be expressed without violating Public Authorities Law.

Mr. Corbett motioned to table the discussion of the procurement guidelines pending further research. Ms. Primo seconded this motion. **ALL MEMBERS PRESENT UNANIMOUSLY AGREED TO TABLE THE ITEM.**

VI. New Business

Defense and Indemnification Policy

Mr. Babilon explained that this was a policy was required by the Public Authorities Law, in short, the policy would require the GSPC to defend and indemnify any board member in an action based upon actions carried out in furtherance of their duties as board members.

Ms. Primo recommended that the policy be amended to read:

> "Written notice of any Proceeding for which indemnification may be sought by any person seeking indemnification shall be given to the Corporation along with an original copy of any summons, compliant, process, notice, demand or pleading as soon as practicable after the service of any such

papers upon the person seeking indemnification, or upon the notice of any pending Proceeding by such person seeking indemnification."

Replacing "within 10 days" with "as soon as practicable."

Mr. Corbett motioned to pass a resolution forwarding the Defense and Indemnification Policy as amended to the Board of Directors for their approval. Ms. Primo seconded this motion. **ALL MEMBERS PRESENT UNANIMOUSLY AGREED TO PASS A RESOLUTION FORWARDING THE DEFENSE AND INDEMNIFICATION POLICY AS AMENDED TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL.**

Travel Policy

Mr. Babilon explained that this policy is also required by the Public Authorities Law and that he had reviewed SIDA and OCIDA's travel polices and had used the OCIDA Travel Policy as a template for the current policy. After some discussion Ms. Primo made a motion to pass a resolution forwarding the Travel Policy as amended to the Board of Directors for their approval. Mr. Corbett Seconded the motion. **ALL MEMBERS PRESENT UNANIMOUSLY AGREED TO PASS A RESOLUTION FORWARDING THE TRAVEL POLICY TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL.**

VII. Other Business

Fundraising

Ms. Primo inquired what progress had been made fundraising and Ms. Wright explained that she and Mr. Walsh were identifying which anticipated costs would likely be funded by a combination of funds from the City, SIDA, and OCDC. Ms. Wright explained that she would be meeting with the Small Business Development Center and Onondaga Community College on August 30 to get assistance developing a more polished business plan for the GSPDC that could help solicit the support of local foundations. The committee had no further guidance to provide at this time, but expressed that they looked forward to more certain and detailed information.

Additional Policies Required by the Authorities Budget Office

Mr. Babilon indicated that the Authorities Budget Office also requires the GSPDC adopt a Property Acquisition Policy and an Investment Policy. Mr. Babilon stated that that some legal research would be required in regards to the investment policy and while there are some legal requirements concerning property acquisition, the property Acquisition Policy would be more policy-oriented and that he and Ms. Wright would work to develop it. Ms. Wright indicated that she'd be presenting on this topic at the September 11th Board of Directors meeting and that the discussion would likely help direct the initial drafting of an Acquisition Policy for the Committee's consideration.

Next Meeting

Members present agreed to discuss their next meeting date after the September 11 Board of Directors meeting.

VIII. Adjournment

Mr. Sciscioli asked for a motion to adjourn. Ms. Primo motioned to adjourn the meeting. Mr. Corbett seconded this motion. **ALL MEMBERS PRESENT UNANIMOUSLY AGREED TO ADJOURN THE MEETING AT 1:23 PM.**