

RESOLUTION NO. 18 OF 2012

The Greater Syracuse Property Development Corporation met in Regular Session at 333 West Washington Street, Syracuse, New York, on November 13, 2012, at 12:30 P.M.

The meeting was called to order. Upon the roll being duly called, the following members were:

PRESENT: Mary Beth Primo, Daniel Barnaba, James Corbett, Vito Sciscoli, and Dwight L. Hicks.

ABSENT:

The following Resolution was offered and duly seconded, to wit:

RESOLUTION TO ADOPT A PROCUREMENT POLICY

WHEREAS, Public Authorities Law § 2824(1)(e) requires the Board of the Greater Syracuse Property Development Corporation to establish a written procurement policy; and

WHEREAS, the proposed Procurement Policy was reviewed and forwarded from the Governance Committee on November 2,, 2012; and

WHEREAS, the Members of the Corporation have received the proposed Procurement Policy, have had the opportunity to review it, and said proposed Travel Policy is attached to this Resolution as Appendix "A".

NOW, THEREFORE, BE IT RESOLVED by the Corporation that:

1. The Corporation hereby adopts the Procurement Policy attached to this resolution as Appendix "A"

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

Yes: Mary Beth Primo, Daniel Barnaba, James Corbett, Vito Sciscoli, and Dwight L. Hicks.

No:

The foregoing Resolution was thereupon duly adopted.

APPENDIX "A"

**GREATER SYRACUSE PROPERTY DEVELOPMENT
CORPORATION**

PROCUREMENT POLICY

I. INTRODUCTION

In accordance with New York Public Authorities Law § 2824(1)(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.
- 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 choose 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.

STATE OF NEW YORK)
COUNTY OF ONONDAGA) ss.:

I, the undersigned, Dwight L. Hicks, Secretary of the Greater Syracuse Property Development Corporation, DO HEREBY CERTIFY:

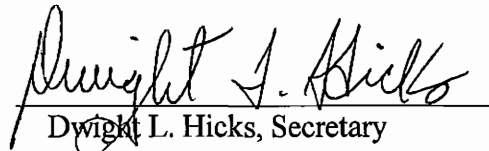
That I have compared the foregoing extract of the minutes of the meeting of the Greater Syracuse Property Development Corporation including the resolution contained therein, held on the 13th day of November 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Greater Syracuse Property Development Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Greater Syracuse Property Development Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Greater Syracuse Property Development Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Greater Syracuse Property Development Corporation this 4th day of FEBRUARY, 2013.


Dwight L. Hicks, Secretary