

Rochester Joint Schools Construction Board

Minutes

September 27, 2010

4:30 p.m.

Present

Board Chair Kenneth Bell, Vice Chair Carolyn Vitale, Members Alex Castro, Randy Henderson (arrived 4:40 p.m.), Brian Roulin, ICO Windell Gray. Members Brown and Pifer away. HSE Counsel Peter Abdella, Program Director Tom Rog r, Board Staff Linda Dunsmoor.

Chairman Bell convened the meeting at 4:37 p.m.

Motion for Executive Session to discuss a specific legal matter by Member Vitale. Second by Member Castro. Adopted 4-0 at 4:38 p.m.

The Board re-convened in open session at 5:02 p.m.

Motion to Approve Minutes of August 23 and August 31, 2010 by Mr. Roulin. Second by Mr. Henderson. Adopted 5-0.

Action Items

Resolution 2010-11: 15

Selection Process and Award, RFP Energy Services Consultant

By Member of the Board Roulin

WHEREAS, the Rochester School Facilities Modernization Program Act ("School Modernization Act") established the Rochester Joint Schools Construction Board ("RJSCB"), a seven voting member board consisting of equal representation by the City of Rochester ("City") and the Rochester City School District ("District"), as well as a member jointly selected by the City and the District; and

WHEREAS, under the School Modernization Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both; and

WHEREAS, the RJSCB, acting in accordance with its statutory authority, issued a Request for Proposal (RFP) for a NYSERDA FlexTech Energy Services Consultant to perform an energy efficiency study of potential energy conservation measures (ECMs) for Phase 1 of the RMSP to assist in master planning and building upgrades, and make informed implementation decisions based on energy, operational and maintenance savings (Resolution 2009-10: 14); and

WHEREAS, the RJSCB procurement policy stipulates an RFP and interview process for professional services contracts; and

WHEREAS, the RJSCB Program Manager (Gilbane/Savin) upon review of the responses has determined that respondent interviews would not provide additional information to assist in a selection recommendation; and

WHEREAS, the RJSCB agrees with this recommendation and with the identification of Wendel Energy Services, 140 John James Audubon Parkway Suite 201, Amherst, NY 14228 as the most qualified firm and the lowest bidder, and wishes to engage the services of Wendel Energy Services (the "Company") under the terms of the New York State Energy and Resource Development Authority's (NYSERDA) FlexTech Program, therefore, be it

RESOLVED:

1. The Chair of the RJSCB is hereby authorized and directed to retain the Company for a term of six months, which includes participation in the NYSERDA FlexTech Program that provides for NYSERDA overseeing the work of the Company and to pay the Company directly for up to 50% of the cost of the work. In return, the RJSCB shall pay to the Company fees as set forth in the Project Budget section of the Agreement (as defined in the next paragraph) and the Option A of their proposal dated September 9, 2010 which include those costs not reimbursed directly to the Company by NYSERDA and which are estimated to total \$132,500 (one hundred thirty-two thousand five hundred dollars) including reimbursable expenses.

2. The Chair is hereby authorized, in the name and on behalf of the RJSCB, to execute and deliver an agreement (the "Agreement") with the Company in the form presented at today's meeting, with such changes as the Chair may approve (his signature thereon being conclusive evidence of such approval) and to authorize the completion and signing of the NYSERDA FlexTech Program Application.

3. The Officers and staff of the RJSCB are hereby authorized and directed for and on behalf of the RJSCB and in its name to do all acts and things required or provided by the provisions of the Agreement, and to execute and deliver all such additional certificates, and to do all such further acts and things as may be necessary, or in the opinion of the officer or staff member so acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the RJSCB with all of the terms, covenants and provisions of the Agreement and make the Agreement binding upon the RJSCB.

Second by Member of the Board Henderson
Adopted 5-0 with members Brown and Pifer away

Resolution No. 2010-11: 16
State Environmental Quality Review Act Consultant

By Member of the Board Henderson

RESOLVED, that the Rochester Joint Schools Construction Board hereby approves the Request for Proposals for State Environmental Quality Review Act (SEQRA) consultant for the Rochester Schools Modernization Program, as recommended by the M/WBE and Services Procurement Committee, and authorizes issuance of said Request for Proposals.

Seconded by Member of the Board Castro
Approved 5-0 with members Brown and Pifer away

Motion to waive five-day notification for policy amendments by Mr. Henderson. Second by Mr. Roulin.
Adopted 5-0.

**Resolution No. 2010-11 17:
Purchasing and Procurement Policy Amendment**

By Member of the Board Roulin

RESOLVED, that the Rochester Joint Schools Construction Board hereby approves the amended Purchasing and Procurement Policy dated September 23, 2010.

Second by Member of the Board Vitale
Approved 5-0 with members Brown and Pifer away

Motion to adjourn by Mr. Henderson. Second by Mr. Roulin. Adopted 5-0 at 5:35 p.m.

Resolution 2010-11: 5 Employer Identification Number

WHEREAS, the Rochester School Facilities Modernization Program Act (“School Modernization Act”) established the Rochester Joint Schools Construction Board (“RJSCB”), a seven voting member board consisting of equal representation by the City of Rochester (“City”) and the Rochester City School District (“District”), as well as a member jointly selected by the City and the District; and

WHEREAS, under the School Modernization Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both; and

WHEREAS, the RJSCB wishes to apply for a federal Employee Identification Number for use in accordance with the School Modernization Act, therefore, be it

RESOLVED, that the RJSCB Chair and Vice Chair are authorized to execute all documents required for the RJSCB to receive an Employee Identification Number.

Motion to approve by Mr. Pifer. Second by Dr. Otero. Adopted 5-0.

Resolution 2010-11: 6 Human Resources Consultant

WHEREAS, the Rochester School Facilities Modernization Program Act (“School Modernization Act”) established the Rochester Joint Schools Construction Board (“RJSCB”), a seven voting member board consisting of equal representation by the City of Rochester (“City”) and the Rochester City School District (“District”), as well as a member jointly selected by the City and the District; and

WHEREAS, under the School Modernization Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both; and

WHEREAS, the RJSCB wishes to engage the services of a human resources consultant to assist it with all duties associated with the search for an Executive Director of the Board, therefore, be it

RESOLVED, that the RJSCB Chair and Vice Chair are authorized to engage a human resources consulting firm, at a cost not to exceed \$5,000, to assist it in said search.

Motion to approve by Mr. Pifer. Second by Mr. Henderson. Adopted 6-0.

Resolution 2010-11: 7 Independent Compliance Officer

WHEREAS, the Rochester School Facilities Modernization Program Act (“School Modernization Act”) established the Rochester Joint Schools Construction Board (“RJSCB”), a seven voting member board consisting of equal representation by the City of Rochester (“City”) and the Rochester City School District (“District”), as well as a member jointly selected by the City and the District; and

WHEREAS, under the School Modernization Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both, including a stipulation that an Independent Compliance Officer be retained; and

WHEREAS, the RJSCB conducted a search for an Independent Compliance Officer to perform the Independent Compliance Officer duties for Phase I, using a process that included a Request for Proposals and interviews; and

WHEREAS, a preferred candidate was identified that demonstrates the requisite in-depth knowledge base and breadth of experience conducting minority and women-owned business enterprise (M/WBE) and disadvantaged business enterprise (DBE) utilization compliance monitoring for public contracts within New York State, and is familiar with all rules, laws and regulations pertaining to affirmative action and equal opportunity hiring in the construction field; and

WHEREAS, Resolution 2009-10: 14 authorized members of the Board to begin preliminary negotiations with its preferred candidate; and

WHEREAS, the RJSCB has satisfactorily concluded negotiations to secure Independent Compliance Officer services from Landon & Rian Enterprises, Inc. (the "Company") at a service fee not to exceed \$200,000, with the scope of such services defined in Exhibit A of the Agreement (as defined in the resolutions below),

NOW, THEREFORE, BE IT RESOLVED:

1. The RJSCB is hereby authorized and directed to retain the Company for a term of up to two years. In return, the RJSCB shall pay to the Company fees as set forth in Section 5.1 of the Agreement.
2. The Chair is hereby authorized, in the name and on behalf of the RJSCB, to execute and deliver an Independent Compliance Officer Agreement (the "Agreement") with the Company in substantially the form presented at today's meeting, with such changes as the Chair may approve (his signature thereon being conclusive evidence of such approval).
3. The officers and staff of the RJSCB are hereby authorized and directed for and on behalf of the RJSCB and in its name to do all acts and things required or provided by the provisions of the Agreement, and to execute and deliver all such additional certificates, documents and instruments, and to do all such further acts and things as may be necessary, or in the opinion of the officer or staff member so acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the RJSCB with all of the terms, covenants and provisions of the Agreement and make the Agreement binding upon the RJSCB.

Motion to approve by Mr. Henderson. Second by Dr. Otero. Adopted 6-0.

Resolution 2010-11: 8 Master Planning Architect

WHEREAS, the Rochester School Facilities Modernization Program Act ("School Modernization Act") established the Rochester Joint Schools Construction Board ("RJSCB"), a seven voting member board consisting of equal representation by the City of Rochester ("City") and the Rochester City School District ("District"), as well as a member jointly selected by the City and the District; and

WHEREAS, under the School Modernization Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both; and

WHEREAS, the RJSCB issued a Request for Proposals (RFP) for Architectural Master Planning Services, carefully reviewed the submitted proposals, and conducted interviews; and

WHEREAS, the RJSCB wishes to engage the services of SWBR Architects (the "Company").

NOW, THEREFORE, BE IT RESOLVED:

1. The Chair of the RJSCB is hereby authorized and directed to retain the Company for a term of six months. In return, the Board shall pay to the Company fees as set forth in Section 9 of the Agreement (as defined in the

next paragraph) and not to exceed \$400,000 (four hundred thousand dollars) including reimbursable expenses identified in Section 9.2.

2. The Chair is hereby authorized, in the name and on behalf of the RJSCB, to execute and deliver an agreement (the "Agreement") with the Company in the form presented at today's meeting, with such changes as the Chair may approve (his signature thereon being conclusive evidence of such approval).

3. The Officers and staff of the RJSCB are hereby authorized and directed for and on behalf of the RJSCB and in its name to do all acts and things required or provided by the provisions of the Agreement, and to execute and deliver all such additional certificates, and to do all such further acts and things as may be necessary, or in the opinion of the officer or staff member so acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the RJSCB with all of the terms, covenants and provisions of the Agreement and make the Agreement binding upon the RJSCB.

Motion to approve by Mr. Henderson. Second by Mr. Pifer. Adopted 6-0.

Resolution 2010-11: 9 Wendel Energy and NYSERDA (*resolution pulled*)

Resolution 2010-11: 10 Bylaws Updates

RESOLVED, that the Rochester Joint Schools Construction Board hereby approves the revised RJSCB Bylaws dated August 19, 2010 amending Section 1G: Treasurer and Section 4A: Committees.

Motion to approve by Mr. Henderson. Second by Mr. Pifer. Adopted 6-0.

Resolution 2010-11: 11 Annual Report

The 2009-10 Annual Report of the Rochester Joint Schools Construction Board is hereby accepted and authorized for distribution.

Motion to approve by Dr. Otero. Second by Mr. Roulin. Adopted 6-0.

Resolution 2010-11: 12 Recognizing service of Dr. Emeterio Otero

WHEREAS, the Rochester School Facilities Modernization Program Act ("School Modernization Act") established the Rochester Joint Schools Construction Board ("RJSCB"), a seven voting member board consisting of equal representation by the City of Rochester ("City") and the Rochester City School District ("District"), as well as a member jointly selected by the City and the District; and

WHEREAS, Dr. Emeterio Otero was appointed as a charter member of the RJSCB in October, 2008; and

WHEREAS, Dr. Otero has provided leadership, commitment and expertise to the RJSCB during his tenure on the Board; and

WHEREAS, Dr. Otero has shown an unparalleled level of dedication to the students of the Rochester City School District through his service as a member of the RJSCB;

Therefore, be it RESOLVED,

That the Rochester Joint Schools Construction Board hereby recognizes Dr. Emeterio Otero's service to the Board and gratefully acknowledges his contributions as a Board Member, October 2008-August 2010.

Motion to approve by Mr. Pifer. Second by Mr. Henderson. Adopted 6-0.

Communication

L. Dunsmoor informed Board of public Information sessions scheduled for September 20, 22, 28. Board members will determine which meetings they can attend.

Confidentiality Agreement pertaining to executive session distributed for signatures by members.

Adjournment

Motion by Mr. Pifer. Second by Mr. Bell. Approved 6-0 at 5:17 p.m.