

# **Rochester Joint Schools Construction Board**

## **Minutes**

### **June 28, 2010**

### **4:30 p.m.**

**Present:**

Board Chair Kenneth Bell, Vice Chair Carolyn Vitale, Members Bob Brown, Randy Henderson, Emeterio Otero, Brian Roulin; Staff Linda Dunsmoor. Member Richard Pifer away.

Chairman Bell convened the meeting at 4:33 p.m. No one present wished to address the Board.

**Action Items**

**Motion to approve Minutes** of May 24, 2010 by Mr. Brown. Second by Mr. Henderson. Adopted 6-0 (Mr. Pifer absent)

**Resolution 2009-10: 13 Program Manager Appointment**

***By Member of the Board Brown***

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 Program Manager be retained; and

WHEREAS, the RJSCB conducted a national search for a Program Manager to perform the Program Management Services for Phase I, using a process that included a Request for Qualifications, a Request for Proposals, and interviews; and

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

WHEREAS, the RJSCB has satisfactorily concluded negotiations to secure Program Management services from the Gilbane Building Company (the "Company") at a service fee not to exceed \$11,590,668, 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 seven 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 a Program Management 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.

***Second by Member of the Board Otero  
Adopted 6-0 with Mr. Pifer absent***

**Resolution 2009-10: 14  
Independent Compliance Officer Services**

***By Member of the Board Henderson***

WHEREAS, the Rochester School Facilities Modernization Program Act ("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 Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both, including the selection of an Independent Compliance Officer ("ICO"); and

WHEREAS, the RJSCB conducted a search for an ICO to perform the Independent Compliance Officer Services described in the Act, using a process that included issuance of a national Request for Proposals (the "RFP"), careful review of submitted proposals, and interviews, and

WHEREAS, the RJSCB wishes to negotiate an Agreement with the candidate it finds to be most qualified for the ICO position, Landon & Rian Enterprises, Inc. ("Company"), based on its 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, including school districts.

NOW, THEREFORE, BE IT RESOLVED:

That the RJSCB Chair and selection subcommittee is hereby authorized to conduct preliminary negotiations for such Agreement with the Company, with final terms subject to review and approval by the full Board.

***Second by Member of the Board Otero  
Adopted 6-0 with Mr. Pifer absent***

**Motion to approve** Code of Ethics policy as amended by Mr. Brown. Second by Mr. Roulin. Adopted 6-0 with Mr. Pifer absent.

**Other**

Chairman Bell thanked members Pifer and Vitale for the time they spent working on the agreement with Gilbane. Member Brown said the entire Board appreciated the time dedicated to reaching the agreement with Gilbane put in by the Chair and members Pifer and Vitale. Chairman Bell introduced Thomas Rog r, Gilbane Program Director.

**Adjournment**

Motion by Mr. Brown. Second by Dr. Otero. Adopted 6-0 at 5:10 p.m.