



COLUMBIA COUNTY LAND BANK CORPORATION NOTICE OF PUBLIC MEETING

Please take notice that there will be a regular meeting of the Columbia County Land Bank Corporation's Full Board to be held in person on Tuesday, March 18, 2025 at 2:00 pm, at 401 State Street, Hudson, NY 12534 in accordance with Public Officers Law Section 103-a. This meeting is open to the public, who will have the opportunity to attend the meeting in person in the Committee Room at the 401 State Street address or via Zoom and provide live comments. Comments can also be provided via email before and during the meeting to cbrown@columbiaedc.com.

Meeting packets are posted and available on Columbia Economic Development's website: <https://columbiaedc.com>.

Join Zoom Meeting: <https://us06web.zoom.us/j/89760743225?pwd=YFbfZ5dC0lMdbL2bYbpoDqr9r1ZVQG.1>

Columbia Economic Dev Corp is inviting you to a scheduled Zoom meeting.

Join Zoom Meeting:

Meeting ID: 897 6074 3225, Passcode: 185086, Dial by your location: 1 646 931 3860

Find your local number: <https://us06web.zoom.us/j/89760743225?pwd=YFbfZ5dC0lMdbL2bYbpoDqr9r1ZVQG.1>

Dated: March 12, 2025

Chris Brown, Housing Development Coordinator, Columbia Economic Development Corporation

CCLBC Board of Directors Agenda

Members:

Matt B. Murell – Board Chairman	Brenda Adams - Secretary	Chris Watz - Director
Ron Knott – Vice-Chairman	Suzette Booy - Director	
PJ Keeler - Treasurer	Patrice Perry - Director	

- I. Call to Order
- II. Roll Call
- III. February Minutes*
- IV. Policies*
 - a. Disposition
 - b. Procurement
- V. Discussion
 - a. ABO Compliance
 - b. HCR Funding
 - c. Real Property
- VI. Public Comment

*Requires Approval



COLUMBIA COUNTY LAND BANK CORPORATION

BOARD OF DIRECTORS MEETING

401 State Street, Hudson, NY 12534

Meeting Minutes

February 18, 2025

I. Call to Order

Matt B. Murell called the meeting to order at 2:03 PM.

II. Roll Call

Directors Present: Matt B. Murell; Brenda Adams; PJ Keeler; Ron Knott; Patrice Perry; Chris Watz

Directors Absent: Suzette Booy

Also Present: Mike Tucker, Administrative Director; Chris Brown, Director of Operations

III. January 2025 Minutes

PJ Keeler made a motion to approve the January meeting minutes as presented. The motion was seconded by B. Adams. The motion passed 6-0.

M. Murell	Yes
B. Adams	Yes
PJ Keeler	Yes
R. Knott	Yes
P. Perry	Yes
C. Watz	Yes

IV. Policies

C. Brown provided an overview of the policies under consideration, the Disposition; Enforcement & Compliance; Freedom of Information Law Procedures; Investment & Deposit, and; Procurement. C. Brown explained that two of the policies—Disposition and Procurement—would require input from the board, and were still in draft form. The remaining policies were previously reviewed by the board, who had no questions about those policies. R. Knott made a motion to approve the Enforcement & Compliance, Freedom of Information Law Procedures, and Investment & Deposit policies as presented. B. Adams seconded the motion. The motion passed 6-0.

(cont'd)



COLUMBIA COUNTY LAND BANK CORPORATION

M. Murell	Yes
B. Adams	Yes
PJ Keeler	Yes
R. Knott	Yes
P. Perry	Yes
C. Watz	Yes

C. Watz made a motion to table the Disposition and Procurement Policies. R. Knott seconded. The motion passed 6-0.

M. Murell	Yes
B. Adams	Yes
PJ Keeler	Yes
R. Knott	Yes
P. Perry	Yes
C. Watz	Yes

V. Discussion

a. ABO Compliance

C. Brown presented the board with Authorities Budget Office board member training dates and times from which to choose.

VII. Public Comment

No members of the public were in attendance.

VII. Adjournment

C. Watz made a motion to adjourn, seconded by R. Knott.

The meeting adjourned at 2:21 pm.

COLUMBIA COUNTY LAND BANK CORPORATION

DISPOSITION POLICY

SECTION 1. PURPOSE.

This policy (the "Policy") sets forth guidelines for the Columbia County Land Bank Corporation's (Land Bank) disposal of real and personal property in accordance with the mission and purpose of the Land Bank and all applicable law.

SECTION 2. DEFINITIONS.

- a. **"Land Bank"** shall mean Columbia County Land Bank Corporation.
- b. **"Contracting Officer"** shall mean the person responsible for the Land Bank's compliance with, and enforcement of, this Policy and such person shall be the Administrative Director of the Land Bank. In the Administrative Director's absence or should such position be vacant, the contracting officer shall be the Chairman of the Land Bank.
- c. **"Dispose"** or **"disposal"** shall mean transfer of title or any other beneficial interest in personal or real property in accordance with Article 16 of the New York State Not-For Profit Corporation Law.
- d. **"Property"** shall mean personal property in excess of five thousand dollars (\$5,000) in value, real property regardless of value, and any other interest in 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.

SECTION 3. GENERAL DUTIES.

- a. The Land Bank shall:
 - 1. maintain adequate inventory controls and accountability systems for all property owned by the Land Bank;
 - 2. periodically inventory such property to determine which property may be disposed of;
 - 3. produce a written report of such in accordance with Section 3(b); and
 - 4. transfer or dispose of such property as promptly as possible in accordance with this Policy.
- b. The Land Bank shall:
publish, not less frequently than annually, a report listing all real property owned by the

Land Bank. Such report shall consist of 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; and

1. deliver copies of such report to all agencies required by law, including 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 Director of the Authority Budget Office, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).
2. maintain and make available for public review and inspection a complete inventory of all real property dispositions by the Land Bank. 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 within the sale price. All property dispositions shall be listed on the property disposition inventory established pursuant to this subsection (iii) of this Section 3(b) within one week of disposition. Such records shall remain available for public inspection in the property disposition inventory indefinitely.

SECTION 4. TRANSFER OR DISPOSITION OF PROPERTY.

- a. **Supervision and Direction.** Except as otherwise provided herein, the Contracting Officer shall have supervision and direction over the disposition and sale of property of the Land Bank. The Land Bank shall have the right to dispose of its property for any valid purpose.
- b. **Custody and Control.** The custody and control of Land Bank property, pending its disposition, shall be performed by the Contracting Officer.
- c. **Method of Disposition.** Unless otherwise permitted, the Land Bank shall dispose of property for not less than its fair market value by sale, exchange, or transfer; for cash, credit, or other consideration as provided for herein, with or without warranty, and upon such other terms and conditions as the Land Bank or the Contracting Officer deems proper. The Contracting Officer may execute such documents for the transfer of title or other interest in property and take such other action as is necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, or any interest in real property shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction; and, provided further, that no disposition of any other property, which because of

its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property shall be made without a similar appraisal.

- d. **Validity of Deed, Bill of Sale, Lease, or Other Instrument.** A deed, bill of sale, lease, or other instrument executed by or on behalf of the Land Bank, purporting to transfer title or any other interest in property of the Land Bank in accordance herewith shall be conclusive evidence of compliance with the provisions of this Policy and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to transfer of title of such property.
- e. **Board Approval for Disposition of Property.** The Land Bank shall not sell, lease, encumber, or alienate real property, improvements, or personal property, unless authorized by a majority vote of the Board of Directors.

SECTION 5. BUYER QUALIFICATIONS; APPLICATION; CONSIDERATION; DISCOUNT/ PREFERENCE PROGRAMS; ENFORCEMENT; LEASING.

- a. **Buyer Qualifications.**
 - 1. All disposals of Land Bank property shall be made to qualified buyers. A person submitting a proposal or offer to purchase property owned by the Land Bank (an "Applicant") must meet the following requirements to be considered a "qualified buyer":
 - i The Applicant's principal residence for the year immediately preceding the date of the Applicant's application was in Columbia County, New York, or the Applicant has agreed to engage a property manager located in Columbia County, New York, to manage the property which is being disposed of pursuant to this policy. The term "principal residence" means the property that the Applicant uses as his or her residence. If the Applicant uses more than one property as his or her residence, the Applicant's principal residence is the property in which the Applicant lives for the majority of the time during the year and not less than half of the year.
 - ii In the event the Land Bank requires the Applicant to complete any renovations or repairs with regard to the property being disposed of pursuant to this Policy, the Applicant has submitted satisfactory evidence that he or she has a feasible plan and adequate financing

to complete the necessary renovations or repairs;

- iii If requested by the Land Bank, the Applicant has completed a home-buyer education course;
- iv The Applicant is not disqualified pursuant to subsection (ii) of Section 5(a); and
- v The Applicant has completed an application pursuant to Section 5(b).

2. An Applicant is disqualified if:

- i A property owned by the applicant has been foreclosed upon for tax- delinquency by Columbia County;
- ii At the time of the Applicant's application, the Applicant owes Columbia County amounts for past due bills, fines, or fees;
- iii There are open code violations or a history of code violations with respect to real property owned by the Applicant;
- iv Multiple nuisance abatement cases or proceedings have been commenced with respect to real property owned by the Applicant; or
- v The Applicant, or any spouse, parent, sibling, or child of the Applicant, possessed an interest in the property for which the Applicant is applying to purchase at the time such property was foreclosed upon by Columbia County for tax delinquency.

3. An Applicant deemed disqualified as per Section 4.a.2. may petition the Board of Directors for an exemption. Exemptions will be considered by the Board during a Regular Meeting.

- b. **Applications.** Land Bank staff shall develop purchase application forms which Applicants shall be required to complete, so that the Land Bank can evaluate the qualifications of Applicants and select Applicants with development plans that are consistent with the Land Bank's mission and purpose and the comprehensive plans of the municipalities in which the Land Bank's real property is located. The information requested in such applications may vary depending on the type of property that the Land Bank is intending sell. The Land Bank may require Applicants to submit redevelopment plans and/or management plans as part of the application process. The Land Bank shall require Applicants to submit a contract to purchase with each application. In addition, the Land Bank shall require Applicants to submit a good faith deposit and application fee.
- c. **Consideration.** In accordance with the terms and conditions of the Land Bank's discount/preference programs, the Land Bank may accept monetary payments, secured financial obligations, covenants and conditions related to

the present and future use of any property being disposed of pursuant to this Policy, contractual commitments of the buyer or lessee, and such other forms of consideration deemed appropriate by the Board of Directors.

- d. **Enforcement.** In the event the real property disposition is being made in conjunction with a development plan proposed by the Applicant and approved by the Land Bank or with conditions imposed by the Land Bank, the Land Bank shall take appropriate measures to secure the Applicant's completion of the development plan or compliance with the conditions.
- e. **Leasing.** It may be in the best interest of the Land Bank and the furtherance of its mission to lease its real property under certain circumstances, including but not limited to the following circumstances:
 - i. **Existing Occupants.** In order to avoid displacing persons occupying real property at the time it is acquired by the Land Bank, the Land Bank may enter into lease agreements with any such persons. The Land Bank may offer occupants relocation assistance if the real property is not habitable or if the occupants are unwilling to enter into lease agreements.
 - ii. **Properties Pending Sale.** The Land Bank may lease an occupied parcel of real property for which a sale is pending in order to allow the occupant to enhance the value of the real property and prevent vandalism to which vacant properties are susceptible.

SECTION 6. LAND BANKING AND PLANNED DEVELOPMENT

In some instances, the Land Bank will acquire a dense concentration of properties in a geographic area and may "land bank" those properties for a period of time prior to advertising them for sale until a coordinated redevelopment plan can be developed. Such plan will include input from relevant stakeholders such as the municipality, community development corporations and neighborhood associations. Once a plan has been developed, certain properties may be appropriate for the Land Bank to hold for a longer period of time until necessary funds have been raised for their redevelopment pursuant to the plan, until the Land Bank has acquired other strategic properties nearby, has assembled larger parcels, has been granted certain development approvals, or has met other necessary conditions to effectuate the plan.

Properties identified as appropriate for affordable housing development (see definition of Affordable Housing in 5(d)(iii) of this Policy) through such a planning effort will be advertised as available only for redevelopment that accomplishes the objectives stated in the plan. These objectives may include certain income-restrictions/affordability thresholds, restriction to rental or owner-occupancy, and minimum standards for the quality of renovation or new construction.

Other properties in the plan may be deemed appropriate for sale to private developers or

individuals using standard methods to advertise properties for negotiated sale. Particular terms of sale (such as design standards or minimum renovation standards) and/or a hierarchy of preferred redevelopment plans may be adopted by the Board of Directors specific to this geographic area as allowable under 5(d) of this Policy.

In other instances, the Land Bank may acquire a scattered assortment of properties and move to list them for sale soliciting competing offers. In both instances the Land Bank will take into consideration that funds may not yet have been awarded for subsidized projects and that the Applicant may not yet be able to demonstrate proof of funds awarded. The Land Bank may approve the sale with a closing date to occur once proof of funds is obtained and when the applicant is ready to take title and begin work (i.e. land banking it for the project in order to minimize the buyer's total carrying costs in light of the community benefits these projects provide).

SECTION 7. MISCELLANEOUS.

- a. **Modification and Amendment; Filing.** These guidelines are subject to modification and amendment at the discretion of the Land Bank and shall be filed annually with all local and state agencies as required under applicable law.
- b. **Posting on the Land Bank Website.** This Policy shall be posted on the Land Bank's website.
- c. **Annual Review.** This Policy shall be reviewed annually by the Land Bank and approved by the Board of Directors of the Land Bank.

COLUMBIA COUNTY LAND BANK CORPORATION

PROCUREMENT OF GOODS AND SERVICES POLICY

SECTION 1. PURPOSE AND AUTHORITY. The purpose of this document is to outline the procurement policy (the "Policy") of the Columbia County Land Bank Corporation (the "Land Bank") applicable to the procurement of goods and services paid for by the Land Bank for its own use and benefit in accordance with New York Public Authorities Law § 2824(1)(d). This Policy is intended to assure the prudent and economic use of the Land Bank's funds, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

SECTION 2. DEFINITIONS. As used herein, the following terms shall have the meaning set forth below.

- a. **"Land Bank"** shall mean the Columbia County Land Bank Corporation.
- b. **"Board"** shall mean the Board of Directors of the Land Bank.
- c. **"Chairman"** shall mean the Chairman of the Board.
- d. **"Administrative Director"** shall mean the Administrative Director of the Land Bank.
- e. **"Administrative Law"** shall mean the New York State Administrative Law as amended from time to time.
- f. **"Services"** shall mean any services performed for the Land Bank for a fee or other compensation, including legal, accounting, management consulting, investment banking, financial custody, investment management, construction management, construction, repair, planning, training, statistical, research, public relations, architectural, engineering, surveying or other consulting, professional or technical services. Services shall not include any services performed for the Land Bank by its employees within the scope of their employment responsibilities.
- g. **"Procurement Contract"** shall mean any agreement for the acquisition of goods or Services.
- h. **"Outside Contractor"** shall mean a person, firm, sole proprietor, partnership, company or corporation performing Services for the Land Bank pursuant to a written agreement.
- i. **"MWBE Division"** shall mean the division of minority and women's business development in the New York State Department of Economic Development.
- j. **"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 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).
- k. **"Minority-Owned Business Enterprise"** shall have the same meaning herein as is set forth in Administrative Law § 310(7).
- l. **"Women-Owned Business Enterprise"** shall have the same meaning herein as is set forth in Administrative Law § 310(15).

SECTION 3. DOCUMENTATION.

Action taken in connection with each procurement must be supported by documentation. When an award is made to other than the lowest responsible offeror, the determination to make the award must be supported by documentation that justifies the award and sets forth the reasons why the award furthers the purposes of this Policy.

SECTION 4. INDIVIDUAL RESPONSIBLE FOR PURCHASING. The Administrative Director of the Land Bank is responsible for purchasing goods and Services on behalf of the Land Bank.

SECTION 5. SERVICE CONTRACTS

- a. **Use of Outside Contractors.** The Land Bank may engage Outside Contractors to perform Services only if the Administrative Director has determined that it is appropriate to do so. In making such a determination, the following factors shall be considered:
 - i. the amount of time likely to be required in performing the services;
 - ii. the degree of special skill likely to be required in performing the services;
 - iii. the availability of employees of the Land Bank possessing the skills needed to perform the services;
 - iv. the likely expense of training employees of the Land Bank to perform the

- services, and the likely future benefits to the Land Bank of such training;
- v. the availability of Outside Contractors and the likely expense of using Outside Contractors;
 - vi. the requirement that the services be rendered by an independent professional, as in the case of auditors' opinions or legal opinions;
 - vii. the effect of use of Outside Contractors on other agreements and operations of the Land Bank;
 - viii. the extent to which the Land Bank has successfully used Outside Contractors in the past for the services to be performed; and
 - ix. the need to assure that the Land Bank conducts its operations in the most effective and efficient manner.
- b. **Selection of Outside Contractors.** Selection of Outside Contractors shall be made on a competitive basis, except where:
- i. The total value of the Procurement Contract is not likely to exceed \$1,500;
 - ii. The Administrative Director determines that (1) the need to obtain high quality services or services having unique or extraordinary features or time requirements substantially outweighs possible cost savings from selection on a competitive basis, or (2) the Land Bank has other cost control procedures to protect it from paying more for services than necessary; or
 - iii. The Board otherwise determines that competition would be inappropriate.
- c. **Request for Proposals.** Where selection is made on a competitive basis, the Administrative Director shall request detailed proposals from at least three Outside Contractors known to have experience in the type of service to be performed. When the total value of a Procurement Contract is likely to exceed \$10,000, the proposals shall be in writing and submitted in response to a Request for Proposals ("RFP") issued by the Land Bank. Proposals shall be evaluated on the basis of all relevant factors such as the Outside Contractor's experience, reputation, technical qualifications, financial condition, past performance, size, quality and availability of staff, identity of supervisory personnel, possible conflicts of interest, proposed scope of work, and proposed fee or commission. No single factor shall necessarily be controlling, and the Outside Contractor submitting the proposal that is most favorable on an overall basis shall be selected, except that the Administrative Director may reject any or all proposals if he or she considers such action in the best interests of the Land Bank.

When the total value of a Procurement Contract is likely to exceed \$100,000, the RFP may be preceded by a Request for Qualifications ("RFQ") from the Land Bank to ensure that only qualified Outside Contractors are invited to submit proposals. Outside Contractors will be determined qualified based on an evaluation of their experience, reputation, technical qualifications, financial condition, past performance, size, quality and availability of staff, identity of

supervisory personnel, and any other relevant questions included in the RFQ.

- d. **Board Approval.** The following Procurement Contracts for Services shall require approval of the Board and an annual review by the Board:
 - i. Any contract involving Services to be rendered over more than one year; and
 - ii. Any contract for Services that is likely to result in total payment to the Outside Contractor in excess of \$5,000 per year and is not in the ordinary course of the Land Bank's business of acquiring, maintaining, managing, selling, and operating properties of the Land Bank.

SECTION 6. GOODS AND OTHER SERVICES

- a. **Method of Purchase.** Selection of contracts for goods and other services shall be made on a competitive basis except as otherwise set forth herein. The following method of purchase will be used when required by this Policy in order to achieve the highest quality and lowest cost:

Estimated or Actual Value Method and Approvals Required

\$0 - \$2,500

The Administrative Director, in his or her discretion, and upon the Chairman's consent, may enter into a contract on behalf of the Land Bank without obtaining quotations.

\$2,501 - \$5,000

At least three written quotations will be obtained. The Land Bank shall solicit such quotations utilizing sources most likely to identify the highest quality and lowest price of the particular good or service including, but not limited to, newspaper and magazine advertisements, Internet searches, catalogs, chamber of commerce recommendations and the prior experience of the Land Bank. The Land Bank shall create and maintain a written or digital record of the quotations solicited and received for such purchases. The Administrative Director, or another Land Bank representative or employee designated by resolution of the Board, may enter into a contract on behalf of the Land Bank, upon the Chairman's consent.

\$5,001 - \$10,000

At least three written quotations will be obtained. The Land Bank shall solicit such quotations utilizing sources most likely to identify the highest quality and lowest price of the particular good or service including, but not limited to, newspaper and magazine advertisements, Internet searches, catalogs, chamber of commerce recommendations and the prior experience of the Land Bank. The Land Bank shall create and maintain a written or digital record of the quotations solicited and received for such purchases. Any such contract entered into by the Land Bank shall be approved by the Board.

More than \$10,000

At least three written quotations in response to a written request for proposals issued by the Land Bank shall be required. Any such contract entered into by the Land Bank shall be approved by the Board.

- b. **Number of Proposals or Quotations.** A good faith effort shall be made to obtain the required number of proposals or quotations. If the Land Bank is unable to obtain the required number of proposals or quotations, the Land Bank will document the attempt made at obtaining the proposals. In no event shall the failure to obtain the proposals be a bar to the procurement of the good or service.
- c. **Awarding Contracts.** The award of a contract for goods or such other services shall be made to the lowest priced, responsible offeror that meets the Land Bank's specifications. In assessing whether an offeror is responsible, the Land Bank should consider all relevant factors, such as the offeror's capacity and financial ability to complete the contract, past performance, experience, reliability, and integrity. Alternatively, the Land Bank may elect to award a contract based on "best value." "Best value" is defined for this purpose as a basis for awarding contracts to the offeror that optimizes quality, cost, and efficiency among responsive and responsible offerors. For purposes of best value, a responsive offeror is an offeror meeting the Land Bank's minimum specifications. In assessing best value, non-price factors may be considered. Such factors include, but are not limited to, the unique or outstanding qualifications of the offeror (including past experience with a particular issue or familiarity with Land Bank operations) and the reliability, efficiency of operation, difficulty/ease of maintenance, useful lifespan, and environmental impact of a product or practice, as applicable.
- d. **Documentation.** Action taken in connection with each method of procurement must be supported by documentation.

SECTION 7. CIRCUMSTANCES WHERE SOLICITATION OF ALTERNATIVE PROPOSALS OR QUOTATIONS ARE NOT IN THE BEST INTEREST OF THE CORPORATION.

- a. The Land Bank is not required to solicit alternative proposals or quotations if the Administrative Director or Chairman, in his or her sole discretion, determines that such solicitation is not in the best interests of the Land Bank. In the following circumstances, it may not be in the best interests of the Land Bank to solicit alternative proposals or quotations:
 - i. **Professional and Contracted Services.** Professional services or services requiring special or technical skill, training or expertise. The individual, company, or firm must be chosen based on accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgment, integrity, continuity of service, and moral worth. Furthermore, certain professional services to be provided to the Agency; e.g., legal and accounting services, and impact liability issues of the Agency and its

members, including securities liability in circumstances where the Agency is issuing bonds. These qualifications and the concerns of the Agency regarding its liability and the liability of its members are not necessarily found or addressed in the individual, company, or firm that offers the lowest price and the nature of these services are such that they do not readily lend themselves to competitive procurement procedures.

In determining whether a service fits into this category, the Agency shall take into consideration the following guidelines: (a) whether the services are subject to state licensing or testing requirements; (b) whether substantial formal education or training and experience is a necessary prerequisite to the performance of the services. Professional or technical services shall include but not be limited to the following: services of an attorney (including bond counsel); technical services of an engineer engaged to prepare plans, maps and estimates; securing insurance coverage and/or services of an insurance broker; services of a certified public accountant; investment management services; printing services involving extensive writing, editing, or art work; management of Agency-owned property; and computer software or programming services for customized programs, or services involved in substantial modification and customizing of pre-packaged software.

- ii. Emergency Purchases. In the case of an emergency, goods or services may be purchased immediately without competitive procedures. An emergency is an unanticipated occurrence beyond the control of the Land Bank that (1) threatens the life, health, safety or welfare of any person; (2) threatens the continued use or function of any of the Land Bank's property; or (3) is likely to cause damage to the Land Bank's property if immediate action is not taken. This section does not preclude alternate proposals, if time permits.
- iii. Sole Source. When there is only one source available for the required goods or services, the contract may be awarded without competitive procedures.
- iv. Purchases of Second-Hand Goods. Purchases of surplus or second-hand goods from any source may be purchased without competitive procedures. If alternate proposals were required, the Land Bank would be precluded from purchasing surplus or second-hand goods at auctions or through specific advertising sources where the best prices are usually obtained. It is also difficult to compare prices of used goods, and a lower price may indicate an older product.
- v. Experimental Projects. When the Land Bank wishes to test a new product or technology or evaluate a new source for a product or technology, the Land Bank may award a contract without competitive procedures, provided the contract is limited to the purchase of such goods or services that are necessary to conduct the experiment or test.
- vi. Goods or Services Under \$1,500. The time and documentation required to purchase through this Policy may be more costly than the item itself and

would therefore not be in the best interests of the Land Bank. In addition, it is not likely that such minimal contracts would be awarded based on favoritism.

vii. Buy Local. Reasonable preference will be given to making purchases locally and regionally.

- b. **Written Report; Board Approval**. Any decision not to solicit alternative proposals or quotations for any Procurement Contract with an estimated or actual value in excess of \$1,500 must be supported by a written report setting forth the reasons for such decision and must be approved by the Board.

SECTION 8. CONSTRUCTION CONTRACTS.

Notwithstanding anything to the contrary herein, pursuant to Not-For-Profit Corporation Law § 1617, the Land Bank shall not award any construction, demolition, renovation, or reconstruction contract greater than \$10,000 except to the lowest bidder who, in its opinion, is qualified to perform the work required and who is responsible and reliable. The Land Bank may, however, 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 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.

SECTION 9. POLICY REVIEW. The Land Bank shall review this Policy annually, and any amendments must be approved by the Board.

SECTION 10. GENERAL REQUIREMENTS.

- a. All Procurement Contracts in an actual or estimated value in excess of \$5,000 shall be in writing and shall be executed by an authorized employee or officer of the Land Bank, upon approval of the Board.
- b. Regardless of the value of the Procurement Contract, any Procurement Contract involving Services to be rendered over a period exceeding one year must be approved by resolution of the Board and reviewed annually by the Board.
- c. The form of every Procurement Contract shall be approved by the Land Bank's counsel prior to execution.
- d. 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 Outside Contractor indemnifies the Land Bank for the negligent acts and omissions of the Outside 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. Furthermore:

- i. The Land Bank requires proof of General Liability Insurance (\$1,000,000 per occurrence / \$2,000,000 aggregate); Automobile Liability (\$1,000,000 combined single limit for owned, hired and borrowed and non-owned motor vehicles); and Workers' Compensation Insurance.
- ii. The Land Bank must be a named additional insured on the General Liability policy and, in some cases, the Auto policy. An additional insured endorsement must be provided. A statement on the contractor's certificate of insurance indicating the Land Bank as an additional insured is not sufficient.
- iii. The Land Bank must be identified as a certificate holder on the certificate of insurance.
- iv. Upon failure of the contractor to furnish, deliver, and maintain any of these insurance policies; the contract, at the election of the Land Bank, may be declared suspended, discontinued or terminated. Failure of the contractor to take out, maintain, or the taking out or maintenance of any required insurance, shall not relieve the contractor from any liability under the contract; nor shall the insurance requirements be construed to conflict with or otherwise limit the contractual obligations of the contractor concerning indemnification.
- v. In the event that claims, for which the Land Bank may be liable, in excess of the insured amounts provided herein, are filed by reason of any operations under the contract, the amount of excess or any portion thereof, may be withheld from payment due or to become due to the contractor until such time as the contractor shall furnish such additional security covering such claims in a form satisfactory to the Land Bank.

SECTION 11. 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-Owned Business Enterprises and Women-Owned 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 contracts for goods and Services, 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.
- b. Empire State Development maintains a list of certified Minority-Owned Business Enterprises and Women-Owned Business Enterprises by name and area of expertise, and each individual responsible for soliciting bids and proposals for the Land Bank shall rely on 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.

- c. In selecting a bidder where a Minority-Owned Business Enterprise or Women-Owned Business Enterprise has been identified, due consideration shall be given to the goals of the Land Bank.
- d. **Required Contract Provisions.**
 - i. 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 provisions required by Administrative Law § 312 concerning equal opportunities for minority groups and women.
 - ii. All MWBE Threshold Contracts for construction, demolition, major repair or renovation of real property and improvements thereon shall include the provisions required by Administrative Law § 313 concerning minority and women owned enterprises.
 - iii. All MWBE Threshold Contracts shall include the provisions required by Administrative Law § 316 and § 316-A concerning enforcement, prohibitions, and violations.
- e. **Copies to be provided.** Pursuant to § 315(2) of the Administrative 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 Administrative Law at the time bids or proposals are solicited.
- f. **Waivers.** In compliance with Administrative 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 businesses 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.

- g. **Monitoring.** The Land Bank shall comply with the monitoring requirements set forth in Administrative Law § 315(1).
- h. **Reports.** The Land Bank shall comply with the reporting requirements set forth in Administrative Law § 315(3).
- i. **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 results with regard to total annual Procurement in regards to MWBE Threshold Contracts, as set forth in Administrative Law § 313(1).
- j. **Duplication.** 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.

SECTION 12. MISCELLANEOUS PROVISIONS.

- a. **Powers of Amendment.** Any modification or amendment of this Policy 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 this Policy or to a previously existing policy.
- b. **No Recourse Under This Policy.** No provision of this Policy shall be the basis for any claim based on this Policy against any member, officer or employee of the Land Bank or the Land Bank itself.
- c. **Provisions Required By Law.** This Policy is hereby deemed to include any provision required by law to be included herein.