



BOARD OF DIRECTORS MEETING

June 28, 2017

3:30 PM

NFE 2107

AGENDA

1. Call to order
2. Chair's Report/President's Report:
 - Resolution 159 – Approval of award for Facilitation of Cleanroom Work/Tool Install at QUAD C and authorization for contract
 - Resolution 160 – Approval of award for Design and General Construction at QUAD C
3. New Business
4. Public Comment
5. Next quarterly Board of Directors meeting: July 19, 2017
6. Adjournment

RESOLUTION OF THE BOARD OF DIRECTORS OF
FORT SCHUYLER MANAGEMENT CORPORATION

June 28, 2017

RESOLUTION NO:159

AUTHORIZATION TO ENTER INTO A CONTRACT FOR THE FACILITATION OF
CLEAN SPACE, RELATED INFRASTRUCTURE, AND TOOL INSTALLATION AT
QUAD-C

WHEREAS, the Fort Schuyler Management Corporation (the “Corporation”) was formed for the purpose of helping to facilitate research and economic development activities related to the research and educational mission of the State University of New York (“SUNY”) and SUNY Polytechnic Institute (“SUNY Poly”) by purchasing, constructing, developing, and managing facilities; and

WHEREAS, the Corporation entered into a ground lease (the “Ground Lease”) on May 1, 2010 with SUNY for portions of land designated as SUNY Poly’s Marcy Campus (the “Marcy Campus”) located in Oneida County for the purposes of constructing, operating, subleasing, and otherwise developing the Marcy Campus for use as a technology-oriented industrial park, to be used for purposes related to SUNY Poly’s research and educational mission; and

WHEREAS, the Ground Lease includes the Computer Chip Commercialization Center (“Quad-C”) and, in connection with the financing of Quad-C, the Corporation created a limited liability company, the QUAD-C PHASE 1 LLC (“LLC”), of which the Corporation is the sole member, to sublease its leasehold interest in the Property and limit the bank encumbrance related to the borrowing to this Property; and

WHEREAS, pursuant to Resolution 154 approved by the Board of Directors on March 27, 2017, the Corporation entered into a Contribution and Collaboration Agreement (“Agreement”) with Danfoss Silicon Power LLC (“Danfoss”) and General Electric Global Research (“GEGR”) to establish the New York Power Electronics Manufacturing Consortium Packaging Center located at Quad-C and, pursuant to such Agreement, the Corporation and LLC subleased the Property to Danfoss to achieve significant economic development benefits for New York State and the region, including the creation and retention of intellectual and physical resources to execute advanced packaging research programs, the commitment by Danfoss to use commercially reasonable efforts to employ 300 personnel, most of whom will be recruited from the Utica area, and the likelihood that Danfoss will attract other qualified businesses to the area to support their operations; and

WHEREAS, pursuant to such Agreement, the Corporation, in conjunction with the SUNY Poly, issued a Request for Proposal For “Qualified Construction Contractors for the Facilitation of Clean Space, Related Infrastructure, and Tool Installation at Quad-C in Marcy, New York” (“RFP”); and

WHEREAS, based upon the evaluation team's review and identification of M+W U.S., Inc. as qualified under the selection criteria of the RFP and recommended to receive the award, and in compliance with the Corporation's Procurement Guidelines Policy and protocols, management recommends the selection of M+W U.S., Inc. as the construction contractor for the facilitation of clean space, related infrastructure, and tool installation at Quad-C; and

WHEREAS, the Corporation seeks to authorize the President and/or Treasurer to enter into a contract with M+W U.S., Inc. for the project in an amount not to exceed \$27 Million, with the guaranteed maximum price established upon further development of the project scope and design;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: SELECTION OF BUILDER. The Board of Directors of the Corporation hereby authorizes, empowers, and directs the award to M+W U.S., Inc. as the construction contractor for the facilitation of clean space, related infrastructure, and tool installation at Quad-C; and

SECTION 2: CONTRACT FOR BUILDER. The Board of Directors of the Corporation hereby authorizes, empowers and directs Robert Megna, as Director, and Scott Bateman, as Treasurer, each of them without the other, to enter into a contract with M+W U.S., Inc. for the facilitation of clean space, related infrastructure, and tool installation at Quad-C in an amount not to exceed \$27 Million, with the guaranteed maximum price established upon further development of the project scope and design; and

SECTION 3. DOCUMENTS AND CONTRACTS. The Board hereby authorizes, empowers and Robert Megna, as Director, and Scott Bateman, as Treasurer, each of them without the other, to approve, sign, acknowledge and deliver all documents or contracts in such form, substance, and content, and upon such terms, as may be necessary or appropriate, to implement and carry out the purposes and intents of this Resolution.

SECTION 4: EFFECTIVE DATE. This Resolution shall take effect immediately.

CERTIFICATION

FORT SCHUYLER MANAGEMENT CORPORATION
RESOLUTION NO: 159

The undersigned, being a duly elected and qualifying officer of Fort Schuyler Management Corporation ("Corporation"), DOES HEREBY CERTIFY that the attached resolution constitutes a true and correct copy of a resolution adopted by the Board of Directors of the Corporation on _____, 2017, as it appears in the records of the Corporation in my possession as of the date hereof.

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 rescinded.

IN WITNESS WHEREOF, I have signed this Certification on this ____ day of _____, 2017.

Cheryl Casey-Rose
Secretary of the Board

To: Fort Schuyler Management Corporation

Re: Award for Facilitation of Cleanroom Work/Tool Install at Quad-C

Project

Pursuant to Resolution 154 approved by the Board on March 27, 2017, Fort Schuyler Management Corporation (FSMC) entered into a Contribution and Collaboration Agreement with Danfoss Silicon Power LLC (“Danfoss”) and General Electric Global Research (“GEGR”) to establish the New York Power Electronics Manufacturing Consortium Packaging Center located at Quad-C. The project is designed to achieve significant economic development benefits for New York State and the region, including the creation and retention of intellectual and physical resources to execute advanced packaging research programs, the commitment by Danfoss to use commercially reasonable efforts to employ 300 personnel, most of whom will be recruited from the Utica area, and the likelihood that Danfoss will attract other qualified businesses to the area to support their operations.

Request for Proposal

To facilitate this project, FSMC, in conjunction with the SUNY Polytechnic Institute (“SUNY Poly”), released a Request for Proposal for qualified construction contractors for the facilitation of cleanroom space, related infrastructure, and tool installation at Quad-C. The goal of the project is to develop state-of-the-art facilities to house and support operations of numerous chip packaging production lines for Danfoss. This project, along with the project for the design and general construction, are funded by two grants from Empire State Development Corporation that total \$100 million. The project is scheduled to be completed on or about December 31, 2018.

Nine firms participated in the prerequisite Project Conference and Site Visit to discuss the Scope of Work, and two of the firms, the Whiting-Turner Contracting Company and the M+W U.S., Inc. submitted a response.

Evaluation Criteria

An eight-member Evaluation Team, including representatives for FSMC, SUNY Poly and Danfoss, received and evaluated the proposals from the Whiting-Turner Contracting Company and M+W U.S., Inc. in response to the RFP. The Evaluation Team assessed the proposals with respect to Qualifications, Equivalent Experience, and Environment Health and Safety (EHS); Project Approach; Project Schedule and Capacity; Financial Reliability and Cost and Fee Methodology; and a Presentation.

Recommendation:

Following the evaluation process, the Evaluation Team unanimously recommended an award to the M+W U.S., Inc. M+W has 15 years of experience working with FSMC, FRMC, and SUNY Poly, and was the general contractor for the fabrication of the existing Quad-C building and its cleanroom space. M+W uniquely brings an integrated design, engineering, construction, and tool install team, and a leadership team with decades of experience in multi-use/multi-technology campuses containing high tech laboratory space, advanced cleanroom infrastructure and manufacturing space, and research and development facilities. M+W has demonstrated the

ability to meet critical design and construction deadlines and schedules for projects of similar scope.

The proposals from the Whiting-Turner Contracting Company and the M+W Group were competitive in all aspects with the exception of cost. FSMC made a tentative award to the M+W U.S., Inc. subject to FSMC approval and negotiated a contract with the M+W U.S., Inc. in an amount not to exceed \$27 Million, with the guaranteed maximum price established upon further development of the project scope and design. The RFP process and award were done in accordance with FSMC's Procurement Guidelines Policy and protocols. The contractor will be required to achieve at least 30% participation of Minority and Women Owned Business Enterprise Participation ("MWBE"), including at least 15% NYS certified MBE and 15% NYS certified WBE.

Requested Action

Approve Resolution 159 awarding the project to the M+W U.S., Inc. and authorizing the President to enter into a contract with M+W U.S., Inc for the design and construction of the project.

RESOLUTION OF THE BOARD OF DIRECTORS OF
FORT SCHUYLER MANAGEMENT CORPORATION

June 28, 2017

RESOLUTION NO:160

AUTHORIZATION TO APPROVE AN AWARD FOR THE DESIGN AND GENERAL
CONSTRUCTION AT QUAD-C

WHEREAS, the Fort Schuyler Management Corporation (the “Corporation”) was formed for the purpose of helping facilitate research and economic development activities related to the research and educational mission of the State University of New York (“SUNY”) and SUNY Polytechnic Institute (“SUNY Poly”) by purchasing, constructing, developing, and managing facilities; and

WHEREAS, the Corporation entered into a ground lease (the “Ground Lease”) on May 1, 2010 with SUNY for portions of land designated as SUNY Poly’s Marcy Campus (the “Marcy Campus”) located in Oneida County for the purposes of constructing, operating, subleasing, and otherwise developing the Marcy Campus for use as a technology-oriented industrial park, to be used for purposes related to SUNY Poly’s research and educational mission; and

WHEREAS, the Ground Lease includes the Computer Chip Commercialization Center (“Quad-C”) and, in connection its financing of Quad-C, created a limited liability company, the QUAD-C PHASE 1 LLC (“LLC”), of which the Corporation is the sole member, to sublease its leasehold interest in the Property and limit the bank encumbrance related to the borrowing to this Property; and

WHEREAS, Pursuant to Resolution 154 approved by the Board of Directors on March 27, 2017, the Corporation entered into a Contribution and Collaboration Agreement (“Agreement”) with Danfoss Silicon Power LLC (“Danfoss”) and General Electric Global Research (“GEGR”) to establish the New York Power Electronics Manufacturing Consortium Packaging Center located at Quad-C and, pursuant to the Agreement, the Corporation and LLC subleased the Property to Danfoss to achieve significant economic development benefits for New York State and the region, including the creation and retention of intellectual and physical resources to execute advanced packaging research programs, the commitment by Danfoss to use commercially reasonable efforts to employ 300 personnel, most of whom will be recruited from the Utica area, and the likelihood that Danfoss will attract other qualified businesses to the area to support their operations; and

WHEREAS, pursuant to the Agreement, the Corporation, in conjunction with the SUNY Poly, issued a Request for Proposal For “Qualified Construction Contractors for the Design and General Construction at Quad-C in Marcy, New York”; and

WHEREAS, based upon the evaluation team's review and identification of The Pike Company as qualified under the selection criteria of the RFP, and in accordance with FSMC's Procurement Guidelines policy and protocols, management recommends the selection of The Pike Company as the construction contractor for the design and general construction at Quad-C; and

WHEREAS, the Corporation seeks to authorize management to enter into contract negotiations with The Pike Company, with the contract subject to approval by the Board of Directors; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: SELECTION OF BUILDER. The Board of Directors of the Corporation hereby authorizes, empowers, and directs the award to The Pike Company as the construction contractor for the design and general construction at Quad-C; and

SECTION 2: CONTRACT FOR BUILDER. The Board of Directors of the Corporation hereby authorizes, empowers and directs management to enter into contract negotiations with The Pike Company for the project, with the contract subject to approval by the Board of Directors.

SECTION 3. DOCUMENTS AND CONTRACTS. The Board hereby authorizes, empowers and directs Robert Megna, as Director, and Scott Bateman, as Treasurer, each of them without the other, to approve, sign, acknowledge and deliver all documents or contracts in such form, substance, and content, and upon such terms, as may be necessary or appropriate, to implement and carry out the purposes and intents of this Resolution.

SECTION 4: EFFECTIVE DATE. This Resolution shall take effect immediately.

CERTIFICATION

FORT SCHUYLER MANAGEMENT CORPORATION
RESOLUTION NO: 160

The undersigned, being a duly elected and qualifying officer of Fort Schuyler Management Corporation ("Corporation"), DOES HEREBY CERTIFY that the attached resolution constitutes a true and correct copy of a resolution adopted by the Board of Directors of the Corporation on _____, 2017, as it appears in the records of the Corporation in my possession as of the date hereof.

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 rescinded.

IN WITNESS WHEREOF, I have signed this Certification on this ____ day of _____, 2017.

Cheryl Casey-Rose
Secretary of the Board

To: Fort Schuyler Management Corporation
Re: Award for Design and General Construction Work at Quad-C

Project

Pursuant to Resolution 154 approved by the Board of Directors on March 27, 2017, Fort Schuyler Management Corporation (FSMC) entered into a Contribution and Collaboration Agreement with Danfoss Silicon Power LLC (“Danfoss”) and General Electric Global Research (“GEGR”) to establish the New York Power Electronics Manufacturing Consortium Packaging Center located at Quad-C. The project is designed to achieve significant economic development benefits for New York State and the region, including the creation and retention of intellectual and physical resources to execute advanced packaging research programs, the commitment by Danfoss to use commercially reasonable efforts to employ 300 personnel, most of whom will be recruited from the Utica area, and the likelihood that Danfoss will attract other qualified businesses to the area to support their operations.

Request for Proposal

FSMC, in conjunction with the SUNY Polytechnic Institute (“SUNY Poly”), released a Request for Proposal for qualified construction contractors for design and general construction at Quad-C. The goal of the project is to develop the offices, conference rooms, lavatories, and common spaces that will support Danfoss’ business operations at the state-of-the-art facility. This project, along with the project for facilitation of the clean space, related infrastructure and tool install, are funded by two grants from Empire State Development Corporation that total \$100 million. Ten firms participated in the prerequisite Project Conference and Site Visit to discuss the Scope of Work, and two of the ten firms, the VMJR Companies and the Pike Company, submitted a response.

Evaluation Criteria

A seven-member Evaluation Team, including representatives for FSMC, SUNY Poly, and Danfoss, received and evaluated the proposals from The VMJR Companies (in association with architecture+) and The Pike Company (in association with EYP) in response to the RFP. The Evaluation Team assessed the proposals with respect to Qualifications, Equivalent Experience, and Environment Health and Safety (EHS); Project Approach; Project Schedule and Capacity; Financial Reliability and Cost and Fee Methodology. This project is scheduled for completion on or about October 31, 2017.

Recommendation

Following the evaluation process, the Evaluation Team unanimously recommended a tentative award to the Pike Company pending FSMC Board approval. Pike has extensive experience in mixed-use facilities and buildings that encompass office space, conference rooms, and common space to accommodate business operations of the building. Pike also played a role in the fabrication of the existing Quad-C facility. Similarly, Pike has demonstrated the ability to meet critical design and construction deadlines and schedules for projects of similar scope.

The RFP process and award selection was done in accordance with FSMC’s Procurement Guidelines Policy and protocols. The proposals from the VMJR Companies and The Pike Company were markedly different with respect to cost.

Recommended Action

Approve Resolution 160 making an award to The Pike Company for the design and general construction work at Quad-C and authorizing management to enter into negotiations for a contract with The Pike Company, which contract would be subject to Board approval.