

**RULES AND PROCEDURES FOR
PROFESSIONAL SERVICE AGREEMENTS
OTHER THAN THOSE ESTABLISHED
BY ORDINANCE 64103
(REVISED NOVEMBER 16, 2004)**

In accordance with Ordinance 64102 the following Rules and Procedures are adopted for entering into Professional Service Agreements (“PSAs”). All professional services selections shall comply with these procedures, at a minimum—in cases where a particular funding source imposes additional procurement requirements, such requirements shall be in addition to the rules and procedures specified below.

Committee Formation:

When Committee May Be Formed: When a City Department establishes that existing staff within the Department do not have the available time or expertise to perform a service necessary for the effective functioning of the Department or necessary to advance progress towards a Departmental goal, the Department Director may form a committee, as provided below, to select an outside service provider to perform the necessary service. The Department Director may chair the committee or may designate an individual within the Department to serve as Chair of the Committee.

Committee Composition: Each professional services selection committee shall be composed of the following: the Director of the department, division, or agency seeking the professional service or the designee of the director, who shall act as chairperson; one member of said department’s, division’s or agency’s staff selected by said Director; one member selected by the Mayor; one member selected by the Comptroller; and one member selected by the President of the Board of Aldermen. Substitutions of members are allowed but substitute appointment must be submitted to the chair in writing and signed by the official that made the original designation prior to the transaction of committee business.

Disclosure Statements: Each committee member shall execute a disclosure statement in the form as attached as Exhibit A prior to voting on any shortlisting or selection.

Selection Committee Meetings:

Scheduling of Meetings: The Chair shall schedule each meeting of the Selection Committee by providing written notice to each committee member at least seventy-two hours in advance of said meeting. Each meeting notice shall be accompanied by a written agenda for the meeting and all of the written materials to be discussed at the meeting.

Posting of Meeting Notices: Notice of each Selection Committee meeting shall be posted in a public place at least twenty-four (24) hours in advance of such meeting, and such Notice shall include the place where the written meeting agenda and written materials to be

discussed at the meeting can be reviewed by the public as well as the time and location of the meeting. The form of meeting notice shall be substantially in the form attached hereto as Exhibit B.

Meetings Shall Be Public, Exceptions: The public shall be allowed to observe and attend the public meeting at a designated location identified in the notice of the meeting. All Selection Committee meetings shall be called to order as public meetings. Following such call to order, a Selection Committee may vote to close a meeting, but shall do so only in accordance with the Missouri “Sunshine Law” and after stating the basis for the closure pursuant to the Missouri Sunshine Law. Following the business conducted in the closed session pursuant to the Missouri Sunshine Law, the meeting shall be re-opened to the public and the results of the closed session announced, if and as required by the Missouri Sunshine Law.

Telephone Meetings Allowed, but Only in Certain Circumstances: Telephone votes and meetings are allowed only if they meet the following criteria:

- A. The public shall be allowed to observe and attend the public meeting at a designated location specified in the notice of the meeting.
- B. A minimum of three (3) members of the committee must be physically present at the meeting or vote.
- C. All members of the committee and everyone present at the meeting must be able to hear all members of the committee. This may be accomplished through the use of a speaker phone.
- D. Telephone meetings shall be permitted only with respect to approval of a Request For Proposals and the RFP’s content, and for the review and discussion of submissions of the responses to a Request For Proposals. Telephone meetings shall **not** be permitted where any votes are taken with respect to the shortlisting or selection of respondents to an RFP.

Selection Committee Votes:

Unless otherwise set forth herein, a majority of those voting shall be required for a motion to pass. A vote shall be required to authorize every affirmative action taken with respect to a Request for Proposals. Each member will be a voting member and must be present to vote except as otherwise provided herein. No proxy votes are allowed. An “abstention” is not considered a vote in favor of or against a motion, but is counted as a vote in determining the majority vote count necessary for a motion to pass.

Meeting Minutes and Selection Committee File:

The Chair shall prepare and distribute minutes of each selection committee meeting with meeting notices for the next subsequent meeting, for approval by the committee at its next subsequent meeting. The minutes of the last meeting of the committee for a particular selection shall be distributed to committee members by mail. If any committee member objects to the contents of the minutes, the Chair shall revise such minutes to either correct the content objected to or to record the objection to the content if there is disagreement as to which version of the content is correct. In the case of the minutes of the last meeting, the Chair shall distribute any corrected minutes by mail to each committee member. The form of minutes for each meeting shall be used substantially as attached hereto as Exhibit C.

The Chair shall maintain a file of documents related to the selection proceedings. Such file shall include the following, which shall be retained in accordance with Missouri Law:

- Copies of all Selection Committee appointment documentation.
- Copies of all meeting notices.
- Copies of all meeting agendas.
- Copies of all correspondence related to the selection.
- Copies of all written materials distributed to Committee members.
- Copies of draft and final “Requests for Proposals”.
- Copies of all responses submitted in response to the RFP.
- Copies of any other materials submitted by respondents or others with respect to the selection.
- Minutes of all committee meetings, including telephone meetings and closed sessions, prepared, revised and kept in accordance with the Missouri Sunshine Law and in accordance with the above paragraph.
- Records of all votes.
- Sign-in sheets for those individuals making presentations, if any.
- Executed disclosure forms

Competitive Selections:

Origination of the “Request for Proposals”: The Chair shall distribute a draft “Request for Proposals” to the committee members in advance of a selection committee meeting, which shall be scheduled with and noticed to committee members in the manner and within the time frames specified above. The committee shall vote with respect to whether or not the RFP should be issued, and may approve, by vote, modifications to the draft RFP prior to voting with respect to the issuance. No RFP shall be issued without a majority vote as described above.

The RFP shall include a detailed description of the scope of services required by the engagement as well as the method of compensation for the services.

The Chair shall present the committee with a recommended proposal solicitation method, which may include advertisements in newspapers, City Journal, and other publications, mailings to professional list or registers, advertising upon the internet, and/or by written invitation to specific prospective respondents, which shall be named in the Chair's recommendation if such method is recommended. The committee shall vote with respect to the proposal solicitation method, and may approve, by vote, modifications to the Chair's recommended proposal, prior to voting with respect to the solicitation method. No RFP shall be issued without a majority vote on the proposal solicitation method as described above.

All Requests For Proposals will state the time and place the responses will be received as well as the composition of the selection committee. The RFP shall state the name of the designated committee contact person, and shall further state that no contact with any other committee members is permitted. The RFP shall further state that all contacts and questions must be submitted in writing to the designated contact person and that the contact person will respond in writing to each contact and/or question. The RFP shall also include a time, no earlier than seven days prior to the date the responses are due, by which all questions must be submitted. The RFP shall further state that the Department shall maintain a list of all entities requesting copies of the Request for Proposals and shall ensure that copies of all questions and responses thereto shall be made available to each entity on such list. Each RFP shall also state the selection criteria to be used by the committee in evaluating responses to the RFP and the required schedule for completion of the work, if the respondent is selected. All RFPs shall require the submission of an original and a minimum of five (5) complete copies of each response, so that each committee member may receive a full and complete copy of each proposal.

Review of Responses: The Chair shall be responsible for receiving and recording all submissions of proposals in response to the RFP.

The Chair shall distribute complete copies of each proposal to each committee member at least seventy-two (72) hours in advance of any selection committee meeting scheduled to review and discuss the proposals. The Chair, or the Chair's designee, shall prepare a summary of the proposals received, which summary shall include the names and contact person for each respondent, the address of each respondent, whether or not such respondent has offices in the City of St. Louis, whether and how much of the service is to be provided by persons employed at offices located in the City of St. Louis, and a summary of the manner in which each respondent has addressed each of the RFP requirements. The summary shall also include a summary of the manner in which each respondent addresses the selection criteria specified in the RFP. Such summary shall be distributed to committee members at the same time as proposal copies are distributed.

The Chair shall convene the committee to discuss the proposals. The committee may use the assistance of consultants to review and analyze the proposals, but the committee shall not be bound by any recommendation or review of the consultant.

If the committee chooses, the committee may, via discussion and subsequent vote, eliminate proposals from consideration due to failure to adequately address RFP requirements and/or failure to adequately address selection criteria. Following such elimination, if more than one respondent remains for consideration, the committee, the Chair may propose and the committee may adopt, with or without modifications, a method of scoring the proposals and will score the submitted proposals. Such scoring may take place at the committee meeting where scoring methodology is adopted or may, upon request of any committee member, be deferred to a subsequent meeting of the committee to provide time for committee members to review and score the proposals.

The committee may, by affirmative vote of the committee, develop a respondent “short list” and request that respondents on the “short list” make presentations before the committee. If the committee votes to request presentations, the Chair shall schedule such presentations at times when all committee members are available to attend, the times for presentations shall be posted in accordance with the Missouri Sunshine Law, and the final selection vote shall be postponed until after all presentations have been made.

Selection Criteria: In making a decision to select a firm to provide professional services, the selection committee shall consider, at a minimum, the following, as related to the particular selection:

- Specialized experience, qualification and technical competence of the firm, its principals, project manager and key staff
- Ability of the firm to provide innovative solutions
- Approach to the project and any unusual problems anticipated
- The capacity and capability of the firm to perform the work within the time limitations
- Past record and performance of the firm with respect to schedule compliance, cost control, and quality of work
- Proximity of the firm to the City
- Fees or fee structure as may be appropriate for the designated service
- Availability of financial and operating resources as required to complete the work
- M/WBE and/or DBE participation

- Ability of the firm to meet statutory or ordinance requirements
- Other items that arise as the result of the proposal or interview

Committee Vote to Select Firm: The committee shall meet to discuss the strong and weak points of the proposals and to vote to select a firm to perform the service requested in the RFP. If presentations have been made, the committee shall defer the selection vote until after presentations are complete.

Before a vote is taken, each committee member shall submit to the committee chairperson a statement of personal or private conflict of interest in accordance with the ordinance, in the form attached as Exhibit A. If any member feels for any reason their further participation in the selection process may cause the selection process to be questioned, they shall recuse themselves. If the Chairperson recuses himself, the committee shall elect a new Chairperson in advance of the vote.

Each member of the committee shall vote for the firm it feels best qualified. The Chair shall record the results of the vote and maintain such record in the PSA file.

Respondent Notification: The Chair shall send a letter advising those firms who made submissions of the results of the vote. The letter to the successful firm will name an employee of the City who will be the contact for the engagement. The letter to the selected respondent shall state that the selection is tentative unless and until a contract is successfully negotiated with the originating department, division or agency and such contract has been approved by the Board of Estimate and Apportionment, which may or may not approve the contract.

Sole Source Selections:

The Director of the department, division, or agency in need of a professional service may propose a sole source engagement when, in the opinion of the Director, continuity of service must be maintained, prior or specialized knowledge and experience would make other considerations unfeasible and/or economical, or the need for the work is of such urgency that a competitive selection cannot be conducted and the needs of the City still met, provided that the maximum compensation paid to a professional service firm for any sole source engagement shall not exceed \$50,000.

If the Director proposes a sole source engagement, such Director shall provide notice of committee formation for the purpose of reviewing a proposed sole source engagement, and the scope of services for the engagement together with the proposed method and amounts of compensation for the services shall be included with the notice. The notice shall also include the reasons why the Director believes a sole source procurement is appropriate.

The committee shall meet to discuss the proposed sole source engagement, and may, by vote of at least three members of the committee, vote to approve the sole source engagement. Before a

vote is taken, each committee member shall submit to the committee chairperson a statement of personal or private conflict of interest in accordance with the ordinance, in the form attached as Exhibit A. If any member feels for any reason their further participation in the selection process may cause the selection process to be questioned, they shall recuse themselves. If the Chair recuses himself, the committee shall elect a new Chairperson in advance of the vote.

The Chair shall retain , in a PSA file for the engagement, accurate and complete minutes of the proceedings at which a sole source procurement was authorized, in addition to other items required by these procedures, but shall not be required to maintain items not required in the case of a sole source procurement.

Prohibited Contacts

Except as provided above, any direct contact, either oral or written, between any consultant, vendor or supplier under consideration by any PSA selection committee and any member of the selection committee following the formation of the committee and during the committee's consideration of the proposed PSA may render the process invalid or disqualify the consultant, vendor or supplier if, in the opinion of the chair of the committee, the contact was intended to influence the outcome of the selection process.

Rule Changes

The President of the Board of Public Service may from time to time revise these Rules and Procedures, and such revisions shall become effective upon adoption by the Board of Public Service.

EXHIBIT A

DISCLOSURE STATEMENT

PSA COMMITTEE FOR _____

In conjunction with my service as a member of the selection committee regarding the above-referenced PSA, I hereby certify as follows:

1. I am familiar with federal, state, and local regulations and prohibitions pertaining to conflicts of interest, potential conflicts of interest, and the appearance of conflicts or potential conflicts of interest, including but not limited to, Articles VII, Section 6 of the Missouri Constitution, Chapter 105 of the Revised States of Missouri, Article VIII, Section 8 of the City of St. Louis Charter, the Code of Conduct for competitive Services of the City of St. Louis, the City of St. Louis Canon of Ethics, the Official oath of the City of St. Louis, and all Executive Orders of the City of St. Louis pertaining to said matters and in particular, Ordinances 64102 and 64103 and the Rules and Procedures adopted for these Ordinances.
2. I hereby attest that to the best of my knowledge, information and belief, I am in compliance with and am not in violation of any of the aforementioned regulations and prohibitions.
3. I hereby attest that neither I, nor any relative as described in said Ordinances, are currently employed or have been employed or under contract within the last three (3) years, or have any interest, material or otherwise, with or in any of the firms being considered for the PSA referenced above, nor have received any salary, gratuity or other compensation or remuneration from said firms.
4. I hereby attest that no funds have been paid or loaned, or will be paid or loaned to me or those relatives referenced above, by any party benefiting from the award of a contract for this PSA.
5. List any companies associated with this contract in which you, your spouse, children, children's spouses, parents, siblings or siblings' spouses have any person or private interest, receive salaries, gratuities, or other remunerations at any time during the three (3) year period prior to this selection:

<u>COMPANY</u>	<u>RELATIONSHIP</u>	<u>SALARY/GRATUITY COMPENSATION</u>
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- 1.
- 2.
- 3.
- 4.

Signature

Date

EXHIBIT B

Form of Notice for Meetings

Date and Time Posted: _____

NOTICE OF MEETING FOR PSA COMMITTEE FOR _____

Notice is hereby given that the PSA Committee for _____ will conduct a meeting

Date:

Time:

Location:

[if meeting is to be conducted by telephone – then indicate here and advise of location where members of the public can attend and have access or hear the meeting]

The tentative agenda for the meeting includes:

The news media or interested persons may obtain copies of this notice by contacting:

Name:

Location:

Telephone Number:

EXHIBIT C

Minutes for Selection Committee Meetings

MEETING OF SELECTION COMMITTEE FOR _____

DATE, TIME and LOCATION OF MEETING: _____

Members present:

_____, representing the Mayor

_____, representing the Comptroller

_____, representing the President of the Board of Aldermen

_____, (Chair) representing the Department of _____.

_____, representing the Department of _____.

Others present:

The meeting was called to order by Chairperson _____ at _____ on _____, 200__.

The Committee discussed the following:

[SUMMARIZE DISCUSSION]

The following Committee members made and seconded the following motions, and votes were recorded as follows:

Respectfully submitted this ___ day of ____, 200_, by:

_____, COMMITTEE CHAIR