

FIRST AMENDMENT TO THE SECOND RENEWAL OF THE UPPER MANHATTAN WORKFORCE1 CAREER CENTER

SERVICES AGREEMENT

between the

NEW YORK CITY DEPARTMENT OF SMALL BUSINESS SERVICES

and

EDUCATIONAL DATA SYSTEMS, INC.

PIN: 801SBS120016 Contract No. 80120121440087

This **First Amendment** ("First Amendment") effective April 1, 2015 to the **Upper Manhattan Workforce1 Career Center Services Agreement** dated April 25, 2012 (the "Agreement" or the "Contract") is made by and between the **New York City Department of Small Business Services** ("the Department" or "DSBS") and **Educational Data Systems, Inc.** ("Contractor").

WITNESSETH:

WHEREAS, DSBS and the Contractor have heretofore entered into the Agreement for the delivery of Jobseeker and Business Services (or "Services") offered at the Upper Manhattan Workforce1 Career Center; and

WHEREAS, the Contract was renewed for the period of April 1, 2014 to March 31, 2015 (the "First Renewal Contract"); and

WHEREAS, the Contract was renewed for the period of April 1, 2015 through March 31, 2016 in a total amount not to exceed \$3,836,000.00 (the "Second Renewal Contract")'

WHEREAS, this First Amendment to the Second Renewal Contract will increase the total compensation by \$71,500 to provide additional services described herein; and

WHEREAS, pursuant to a Memorandum of Understanding (MOU) with the New York City Housing Recovery Office (HRO), DSBS has been allocated federal Community Development Block Grant (CDBG) Disaster Recovery funding to provide additional workforce services to individuals in areas impacted by Superstorm Sandy, specifically on the Rockaway Peninsula, through a Sandy Recovery Workforce1 Program (hereinafter "Sandy Program");

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, DSBS and the Contractor agree as follows:

I. SCOPE OF WORK

Part III, Exhibit A ("Scope of Work") is hereby amended to include the additional scope of services for a Sandy Program set forth in Appendix 1 of this Amendment attached hereto and incorporated herein.

II. OPERATING PLAN

Part III, Exhibit B, Annual Operating Plan is amended as set forth in Appendix 2 of this Amendment attached hereto and incorporated herein.

III. PROGRAM BUDGET

Part III, Exhibit C, Program Budget is amended as set forth in Appendix 3 of this Amendment attached hereto and incorporated herein.

IV. COMPENSATION

The total contract maximum amount of compensation set forth in Section 2.04 is amended to \$3,907,500.

V. FEDERAL REQUIREMENTS

The funding for the Sandy Program in Appendix 4 is being provided with CDBG-DR funds and the Contractor hereby agrees to comply with all applicable provisions listed in Appendix 4 of this Amendment attached hereto and incorporated herein.

VI. LIQUIDATED DAMAGES

Liquidated damages in the amount \$500.00 per metric may be assessed if Contractor substantially fails to meet the Project Accomplishments and each and any of the completion and matching rates set forth in the Training Metrics section of Appendix 2 Annual Operating Plan, provided that such failure was not caused by circumstances beyond Contractor's reasonable control and that a sufficient number of training opportunities were allotted by pre-approved participating third party apprenticeship programs. Such liquidated damages are hereby fixed and agreed as the liquidated damages that the City will suffer by reason of such failure, and are not penalties against the Contractor and are in addition to all other remedies allowed under this Agreement or otherwise by law. Department retains the option to require Contractor to directly pay the Department, or to deduct from any payment due or to become due to Contractor, such amount as may be assessed for liquidated damages. Neither the failure to assess liquidated damages nor the granting of any time extension shall operate as a waiver or release of any claim the City may have against the Contractor for either actual or liquidated damages.

VII. RATIFICATION OF AGREEMENT

Except as previously provided above, all terms, covenants, and conditions in the Agreement shall remain unchanged and in full force and effect and are ratified and confirmed in all respects. All recitations contained herein, and all exhibits and appendices attached hereto, are incorporated in the Agreement.

IN WITNESS WHEREOF, this 1st Amendment shall be effective as of the date first above written.

NEW YORK CITY DEPARTMENT OF
SMALL BUSINESS SERVICES

EDUCATIONAL DATA SYSTEMS, INC.



Name: Andrew Schwartz
Title: Acting Commissioner



Name: Kevin Schnieders
Title: CEO

October 21, 2015

Date

October 15, 2015

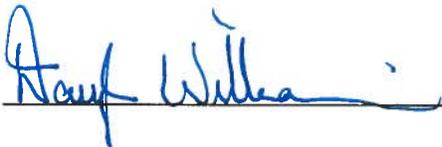
Date

ACKNOWLEDGMENTS

FOR SBS:

State of New York)
) SS.:
County of New York)

On this 21st day of October, 2015, before me personally came **Andrew Schwartz**, to me known, and known to me to be the **Acting Commissioner** of the **New York City Department of Small Business Services**, who executed the foregoing agreement and who acknowledged to me the execution thereof for the purposes therein mentioned.

Notary Public 

DARYL L. WILLIAMS
Commissioner of Deeds
City of New York No. 4-5304
Certificate Filed in New York County
Commission Expires ~~Nov. 20, 2015~~ March 1, 2016

FOR CONTRACTOR:

State of MI)
) SS.:
County of Wayne)

On this 15th day of October, 2015, before me personally came Kevin Schrieders, to me known, and known to me to be the CEO of Educational Data Systems, Inc. who executed the foregoing agreement and who acknowledged to me the execution thereof for the purposes therein mentioned.

Notary Public 

JENNIFER SARKISIAN
Notary Public, State of Michigan
County of Wayne
My Commission Expires 03-27-2018
Acting in the County of Wayne

APPENDIX 1 SCOPE OF WORK

The purpose of the Sandy Program is to provide outreach, sourcing, assessment, candidate development, connection to training, screening, pre-qualified referrals, job-readiness, and reengagement services to jobseekers qualified for a variety of entry-and-mid-level jobs developed by business development teams in the Far Rockaway Workforce1 and the Workforce1 system as a whole. Contractor will provide at least one staff member dedicated to the Sandy Program.

The Sandy Program will also fund occupational training and pre-apprenticeship programs for residents of Sandy-impacted neighborhoods, enabling them to pursue skilled and semi-skilled employment, in many instances with vendors contracted by the Mayor's Office of Housing Recovery Operations (HRO) and on other New York City recovery and resiliency projects. HRO intends to deliver these services through the Sandy Program. This Program will target residents of Sandy-impacted areas (as defined by HRO) who are low- to moderate-income, offering occupational training vouchers to eligible applicants.

This Scope of Work represents the fundamental services provided by a Workforce1 Career Center contractor, in accordance with federal, state, and local regulations and guidelines. Detailed expectations are defined by relevant policies that the Sandy Program is expected to adhere to as stated in the Sandy Recovery Policy & Procedures Manual and the Workforce1 Operating Guide.

General Principles. The Contractor acknowledges and agrees that its performance of the Services herewith shall adhere to and reflect the general principles as required by DSBS and CDBG-DR funding.

Assessment and Eligibility Determination

- Determine and verify CDBG-DR, WIA, WIOA, and other program eligibility, as applicable.

Jobseeker Services

- *Pre-Employment Workshops:* On-site, regularly occurring short-term pre-employment services, including resume creation and interview skills preparation.
- *Career Advisement:* Individual career counseling and assistance with use of center resources.
- *Pre-Apprenticeship & other Training Opportunities:*
 - Conduct eligibility screenings, skills tests, and interviews for applicants.
 - Match applicants with an apprenticeship, pre-apprenticeship program, or other training programs.
- *Career Advancement:* Where appropriate, intensive career counseling and strategies for employed individuals seeking promotions or new employment.

Employer Services

- Coordination with other Workforce1 Career Centers, NYC Business Solutions Centers, & HRO in employer relationship management.

Compensation

Compensation for the Sandy Program services will be on a cost reimbursement basis on the following terms:

- All purchases in excess of \$250 must be supported by DSBS approval in accordance with requirements of the DSBS Fiscal Policy Manual and CDBG-DR funding guidelines.
- Backup documentation for costs being submitted in the MRF for HUD eligible reimbursement is required for any OTPS expenses.

APPENDIX 2
Annual Operating Plan

For the purpose of performance management, the Program Year is defined as:

- 4/1/15 – 3/31/16

PROGRAM OBJECTIVE AND DESCRIPTION

The destruction and impact of Hurricane Sandy continue to pose significant challenges for residents of impacted communities. The New York City Department of Small Business Services (SBS) and the Mayor's Office of Housing Recovery Operations (HRO) have developed a partnership, Sandy Recovery Workforce1, to support the Build it Back Program and other Hurricane Sandy rebuilding and resiliency efforts in coordination with the Workforce1 system. Through this partnership, Sandy Recovery Workforce1 will connect qualified residents to job opportunities generated as a result of rebuilding efforts.

The Sandy Recovery Workforce1 centers will deliver an economic improvement program with workforce development and supportive services tailored to the needs of Sandy-impacted neighborhoods that result in higher quality, full-time employment outcomes for the community by leveraging job opportunities available through the broader Workforce1 system, as well as those generated as part of the rebuilding effort. At least 51 percent of residents in the Center's service area will be low or moderate income persons as defined by HUD.

Employment services delivered through Sandy Recovery Workforce1 centers will include but are not limited to:

- Referrals to jobs (related to rebuilding and through broader Workforce1 system)
- Resume support
- Interview preparation
- Sector specific job preparation (information about the sector, common employer expectations, etc.)
- Screening, assessment and referrals to occupational training for in-demand occupations

PROJECTED ACCOMPLISHMENTS: 100 persons

Training Metrics

The Sandy Recovery Program has allocated \$1.4 million to training vouchers. DSBS estimates that this funding will be allocated to 100 pre-apprenticeship program training vouchers and 250 other occupational training vouchers; however, DSBS reserves the right to modify the allocation split according to market demand. Training enrollments (as defined by voucher awards) will be achieved collectively by the Sandy Program with resources at the Coney Island, Far Rockaway, and Staten Island South Shore Workforce1 Career Centers. Individually, the Centers will be responsible for:

- A 90% completion rate for pre-apprenticeship program enrollees;
- A 90% completion rate for "other training program" enrollees;
- An 80% matching rate for "other training program" graduates.

There are no Performance Based Payments (PBP) associated with achievement of Sandy Program Hire or Training goals. However, as set forth in Part V, liquidated damages in the amount \$500.00 may be assessed if Contractor substantially fails to meet each and any of the completion and matching rates set forth here, provided that such failure was not caused by circumstances beyond Contractor's reasonable control and that sufficient number of training opportunities were allotted by participating third party apprenticeship programs.

**APPENDIX 3
PROGRAM BUDGET**

The budget periods are defined as:

Contract Year	Fiscal Year	Period
CY1	FY15	4/1/15 – 6/30/15
	FY16	7/1/15 – 3/31/15

The FY15 budget award is \$17,875. Below is the budget for FY15 and the *projected* budget for FY16. Please be reminded that each budget must be split by Fiscal Year; Contractor must submit each budget 30 days before the budget period begins. The below budgets are projections based upon the availability of funds; they do not signify a formal commitment of funds to Contractor.

CI budget	CY1		Total
	FY15	FY16	
	\$17,875	\$53,625	*\$ 71,500

*Projections based upon the availability of funds.

Payment will be 100% line item. There are no Performance Based Payments (PBP) associated with achievement of Sandy Program Hire or Training goals.

Estimated Sandy Program	Budget for CY1	(Sandy Program)
Total Personnel Services Cost	\$	66,000.00
<i>Wages</i>	\$	<i>50,000.00</i>
<i>Fringe (30%)</i>	\$	<i>16,000.00</i>
Total Other Than Personnel Services	\$	5,500.00
Fee for Profit	\$	5,500.00
Total Sandy Recovery Workforce1 Center Annual Costs	\$	71,500.00

**APPENDIX 4
FEDERAL REQUIREMENTS**

- I. 24 CFR Part 570 (HUD's regulations concerning Community Development Block Grants (CDBG)) including subpart K of such regulations, except:
 - a. the Grantee's environmental responsibilities described in 24 CFR 570.604,
 - b. the Grantee's responsibility for initiating the review process under the provisions of 24 CFR Part 52 and
 - c. where waivers or alternative requirements are provided for in the HUD Notices;
- II. The Disaster Relief Appropriations Act of 2013 (P.L. 113-2)
- III. HUD Docket No. FR-56960-N-01
- IV. Davis-Bacon and Related Acts (DBRA)
- V. The Contract Work Hours and Safety Standards Act (CWHSSA)
- VI. The Copeland (Anti-Kickback) Act
- VII. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (URA), as amended
- VIII. Section 104(d) of the Housing and Community Development Act of 1974, as amended
- IX. Title VI of the Civil Rights Act of 1964 and as amended in 1988
- X. Fair Housing Act (Title VIII of the Civil Rights Act of 1968, as amended, 42 U.S.C. 3601–3619)
- XI. Title II of the Civil Rights Act of 1968 (25 U.S.C. 1301-1303, Indian Civil Rights Act)
- XII. Section 3, Housing and Urban Development Act of 1968
- XIII. Architectural Barriers Act of 1968
- XIV. Title IX of the Education Amendments Act of 1972
- XV. Americans with Disabilities Act (Entitlement Community Development Block Grant grantees)
- XVI. Section 504 of the Rehabilitation Act of 1973
- XVII. Section 508 of the Rehabilitation Act of 1973
- XVIII. Section 109 of Title I of the Housing and Community Development Act of 1974
- XIX. Section 104(b)(2) of the Housing Community Development Act of 1974
- XX. Age Discrimination Act of 1975
- XXI. Title II of the Americans with Disabilities Act of 1990
- XXII. Housing for Older Persons Act of 1995 (HOPA)
- XXIII. 42 U.S.C. 3537c (Prohibition of Lump Sum Payments)
- XXIV. 2 CFR Part 225 (Cost Principles for State, Local, and Indian Tribal Governments);
- XXV. 24 CFR Part 1: Nondiscrimination in Federally Assisted Programs of HUD
- XXVI. 24 CFR Part 3: Nondiscrimination on the Basis of Sex in Education Programs or Activities receiving Federal Financial Assistance
- XXVII. 24 CFR Part 5.105: Other Federal Requirements
- XXVIII. 24 CFR Part 6: Nondiscrimination in Programs, Activities Receiving Assistance under Title I of the Housing and Development Act of 1974
- XXIX. 24 CFR Part 8: Nondiscrimination Based on Handicap in Federally Assisted Programs and Activities of the Department of Housing and Urban Development
- XXX. 24 CFR Part 35 (Lead Based Paint Rule)
- XXXI. 24 CFR Part 42 (Displacement, Relocation Assistance and Real Property Acquisition for HUD and HUD-Assisted Programs)
- XXXII. 24 CFR Part 50 (Protection and Enhancement of Environmental Quality)
- XXXIII. 24 CFR Part 51 (Environmental Criteria and Standards)
- XXXIV. 24 CFR Part 55 (Floodplain Management)
- XXXV. 24 CFR Part 58 (Environmental Review Procedures for Entities Assuming the U.S. Department of Housing and Urban Development's Environmental Responsibilities)
- XXXVI. 24 CFR Part 85 (Administrative Requirements for Grants and Cooperative Agreements to State, Local and Federally Recognized Indian Tribal Governments);

- XXXVII. 24 CFR Part 91.225 (a)(1): Affirmatively Furthering Fair Housing
- XXXVIII. 24 CFR Part 91.325 (a)(1): Affirmatively Furthering Fair Housing (State Community Development Block Grant grantees)
- XXXIX. 24 CFR Part 91.325(b)(5): Compliance with Antidiscrimination laws
 - XL. 24 CFR Part 91.520: Performance Reports
 - XLI. 24 CFR Parts 100-125: Fair Housing
 - XLII. 24 CFR Part 135: Economic Opportunities for Low- and Very Low-Income Persons
 - XLIII. 24 CFR Part 146: Non-discrimination on the Basis of Age in HUD Programs or Activities Receiving Federal Financial Assistance
 - XLIV. 29 CFR Part 1: Procedures for Predetermination of Wage Rates
 - XLV. 29 CFR Part 3: Contractors and Subcontractors on Public Building or Public Work Financed In Whole or In Part by Loans or Grants from the United States
 - XLVI. 29 CFR Part 5: Labor Standards Provisions Applicable to Contracts Covering Federally Financed and Assisted Construction (Also, Labor Standards Provisions Applicable to Nonconstruction Contracts Subject to the Contract Work Hours and Safety Standards Act)
 - XLVII. 29 CFR Part 6: Rules of Practice for Administrative Proceedings Enforcing Labor Standards In Federal and Federally Assisted Construction Contracts and Federal Service Contracts
 - XLVIII. 29 CFR Part 7: Practice Before the Administrative Review Board With Regard to Federal and Federally Assisted Construction Contracts
 - XLIX. 36 CFR Part 800 (Protection of Historic Properties)
 - L. 40 CFR Part 1500-1508 (Regulations for Implementing the National Environmental Policy Act)
 - LI. 49 CFR Part 24 (Uniform Relocation and Real Property Acquisition for Federal and Federally-Assisted Programs)
 - LII. URA Fixed Residential Moving Cost Schedule
 - LIII. Executive Order 11063: Equal Opportunity in Housing, November 20, 1962 (State and Entitlement Community Development Block Grant grantees)
 - LIV. Executive Order 11063: Equal Opportunity in Housing, November 20, 1962 (State and Entitlement Community Development Block Grant grantees)
 - LV. Executive Order 11246: EEO and Affirmative Action Guidelines for Federal Contractors Regarding Race, Color, Gender, Religion, and National Origin, September 25, 1965
 - LVI. Executive Order 11375: Amending Executive Order No. 11246, October 13, 1967
 - LVII. Executive Order 12086: Consolidation of contract compliance functions for equal employment opportunity, October 5, 1978
 - LVIII. Executive Order 12892: Leadership and Coordination of Fair Housing in Federal Programs: Affirmatively Furthering Fair Housing, January 17, 1994
 - LIX. Executive Order 12898: Federal Actions To Address Environmental Justice in Minority Populations and Low-Income Populations, February 11, 1994
 - LX. Executive Order 13166: Improving Access To Services For Persons With Limited English Proficiency, August 11, 2000
 - LXI. Executive Order 13217: Community-Based Alternatives for Individuals with Disabilities, June 19, 2001
 - LXII. Executive Order 13330: Human Service Transportation Coordination, February 24, 2004
 - LXIII. 24 Code of Federal Regulations Part 570.912: Nondiscrimination compliance; and
 - LXIV. All other applicable Federal, state and local laws, regulations, policies and Grantee guidelines, whether existing or to be established, governing the CDBG-DR funds provided under this Amendment, including Appendix 4A appended hereto and incorporated herein.

APPENDIX B

SUPPLEMENTAL CDBG CONDITIONS

APPENDIX B2

HURRICANE SANDY CDBG-DR CONDITIONS

TAX AFFIRMATION

The undersigned proposer or bidder affirms and declares that said proposer or bidder is not in arrears to the City of New York upon debt, contract or taxes and is not a defaulter, as surety or otherwise, upon obligations to the City of New York, and has not been declared not responsible, or disqualified, by any agency of the City of New York, nor is there any proceeding pending relating to the responsibility or qualification of the proposer or bidder to received public contracts except:

Full name of Proposer or Bidder: Educational Data Systems, Inc.

Address: 15300 Commerce Drive North, Suite 200

City State Zip Code: Dearborn, MI 48120

CHECK ONE BOX AND INCLUDE APPROPRIATE NUMBER:

A - Individual or Sole Proprietorship
* SOCIAL SECURITY NUMBER -----

B - Partnership, Joint Venture or other unincorporated organization
EMPLOYER IDENTIFICATION NUMBER -----

C - Corporation
EMPLOYER IDENTIFICATION NUMBER 38-2272565 -----

By 
Signature

CEO
Title

If a Corporation, place seal here
Must be signed by an officer or duly authorized representative.

* "Under the Federal Privacy Act the furnishing of Social Security numbers by bidders on City contracts is voluntary. Failure to provide a Social Security Number will not result in a bidder's disqualification. Social Security Numbers will be used to identify bidders, proposers or vendors to ensure their compliance with laws, to assist the City in enforcement of laws as well as to provide the City a means of identifying of businesses which seek City contracts."