

GUIDELINES FOR PROCUREMENT CONTRACTS

1. PURPOSE

The purpose of these Guidelines for Procurement Contracts ("Guidelines"), which comply with the applicable provisions of Article 4-C of the Economic Development Law and § 2879 of the Public Authorities Law, is to establish the basis for soliciting and evaluating proposals from individuals and/or firms providing goods and/or services as defined below in section 2. Consistent with these Guidelines individual facilities or headquarters departments may establish specific supplementary guidelines based on their own needs.

2. DEFINITIONS

- A. "Procurement Contracts" are all contracts for the acquisition of goods and/or services in the actual or estimated amount of five thousand dollars (\$5,000.00) or more. Such goods and/or services shall consist of all those necessary to support the Authority's Headquarters Facilities, Operating and Capital Construction Projects, including but not limited to: goods, such as office supplies, major electrical equipment; construction and maintenance work; and services as more fully described in section 2. B below. Procurement Contracts shall not include contracts for differences, contracts for energy, capacity, ancillary services, transmission, distribution or related services in support of the provision of service to Authority customers, financial hedge contracts, including, but not limited to: swaps, calls puts or swap options, and credit rating services. In addition, Procurement Contracts shall not include memberships in various industry groups, professional societies, and similar cooperative associations, nor any cooperative projects and procurement activities, conducted or sponsored by such organizations, in which the Authority participates; advertising agreements with radio, television, and print media shall also be excluded.
- B. "Services Contracts" are Procurement Contracts for services of a consulting, professional or technical nature provided by outside consultants/contractors (individuals, partnerships or firms not officers or employees of the Authority) for a fee or other compensation. Services Contracts are comprised of three specific types: Personal Services, Non-Personal Services, and Construction. Personal Services include, but are not limited to: accounting, architectural, engineering, financial advisory, legal, public relations, planning, management consulting, surveying, training (when provided on Authority property and/or exclusively for Authority employees), and construction management. Non-Personal Services include, but are not limited to: skilled or unskilled temporary personnel, including clerical office staff, technicians or engineers working under Authority supervision; maintenance; repairs; and printing services. Construction includes Procurement Contracts involving craft labor.

Note: Use of such services may be appropriate (1) when a consultant/contractor possesses special experience, background or expertise; (2) when there is

insufficient Authority staff and retention of a consultant/contractor is more appropriate or economical than hiring additional permanent staff; (3) to provide independent external review or a second opinion; (4) to meet unusual schedule requirements or emergencies; or (5) for a combination of these factors.

C. "Goods" include equipment, material and supplies of every kind.

3. SOLICITATION REQUIREMENTS

- A. Solicitation of proposals for Procurement Contracts is the joint responsibility of the Procurement Division at the Headquarters offices, or the Procurement Departments at the facilities, and the initiating unit. Except as otherwise authorized by these guidelines, a request for proposal ("RFP") shall be sought from a minimum of three providers and/or firms (if available) for purchases valued under \$25,000 and a minimum of five providers and/or firms (if available) for purchases valued at \$25,000 and greater commensurate with the magnitude and nature of the goods and/or services, and the schedule for performance. It is preferable that more than five proposals be requested whenever possible and practicable.
- B. Pre-qualification of prospective bidders may be employed for Procurement Contracts to be bid by invitation. In such cases, proposals will be requested only from those providers and/or firms whose pre-qualification submittals show sufficient ability and competence to supply the particular goods and/or perform the particular services required.
- C. The Authority shall, in order to promote the use of minority and women-owned business enterprises, ("M/WBE's") solicit offers from minority and women-owned business enterprises known to have experience in the area of the goods and/or services to be provided, regardless of the type of contract. For the purpose of these Guidelines, a minority or women-owned business enterprise shall be any business enterprise at least 51 percent owned by Blacks, Hispanics, Native Americans ("Indians"), Asians, Pacific Islanders, and Women, and as further described in the Authority's Minority and Women-Owned Business Enterprise Policy and Procedures, and Executive Law Article 15-A.
- D. In order to foster increased utilization of M/WBE's, a single proposal can be sought, negotiated, and accepted for purchases of goods or services not exceeding \$5,000 from an M/WBE certified by New York State offering a reasonable price for such items or services (not exceeding \$5,000).
- E. Pursuant to Public Authorities Law § 2879, it is the policy of New York State to promote the participation of and maximize the opportunities for New York State business enterprises and New York State residents in Procurement Contracts. The Authority shall use its best efforts to promote such participation and shall comply with the applicable provisions of the Act.

1. For the purpose of this section 3, a New York State business enterprise shall mean a business enterprise, including a sole proprietorship, partnership, or corporation which offers for sale or lease or other form of exchange, goods which are sought by the Authority and which are substantially manufactured, produced or assembled in New York State or services which are sought by the Authority and which are substantially performed within New York State and as further described in Public Authorities Law § 2879.
 2. For the purpose of this section 3, a New York State resident means a natural person who maintains a fixed, permanent and principal home located within New York State and to which such person, whenever temporarily located, always intends to return and as further described in Public Authorities Law § 2879.
 3. For the purpose of this section 3, a foreign business enterprise shall mean a business enterprise, including a sole proprietorship, partnership or corporation, which offers for sale, lease or other form of exchange, goods sought by the Authority and which are substantially produced outside New York State, or services sought by the Authority and which are substantially performed outside New York State, and as further described in Public Authorities Law § 2879.
- F. Pursuant to the Public Authorities Law § 2879, the Authority shall, where feasible, make use of the stock item specification forms of New York State manufacturers, producers and/or assemblers for any Procurement Contract for the purchase of goods when preparing a request for proposals, purchase order, price inquiry, technical specifications and the like. The Headquarters Procurement Group will develop a system for collecting such data and disseminating a listing of such New York State manufacturers for consultation by Authority employees preparing a specification or bill of materials for goods.
- G. Goods may be procured pursuant to Procurement Contracts let by any department, agency, officer, political subdivision or instrumentality of the state or federal government or any city or municipality where the Procurement Division at the Headquarters offices, or the Procurement Departments at the facilities, and the initiating unit determine that a reasonable potential exists for the savings of costs or other benefit to the Authority and have approved the specifications and proposed terms and conditions of such contract.
- H. An RFP will include a scope of work which defines the goods required and/or the services to be performed, the required completion of any "milestone" dates, the Authority's M/WBE Program requirements, if applicable, all other applicable Authority requirements, and any special methods or limitations which the Authority wishes to govern the work. Telephone solicitation, usually for those procurements valued at \$25,000 or less, may be used where time constraints do not permit issuance of an RFP, where issuance of an RFP is

otherwise impracticable, or for goods which are catalog items or do not require a detailed bill of materials or specification.

- I. For all Procurement Contracts with a value equal to or greater than \$15,000 (except for those contracts noted below) the Authority shall, prior to solicitation of proposals, submit the following information to the Commissioner of Economic Development to be included in a weekly Contract Reporter published by that department (unless such publication would serve no useful purpose): (1) the Authority's name and address; (2) the contract identification number; (3) a brief description of the goods and/or services sought, the location where goods are to be delivered and/or services provided and the contract term; (4) the address where bids or proposals are to be submitted; (5) the date when bids or proposals are due; (6) a description of any eligibility or qualification requirement or preference; (7) a statement as to whether the contract requirements may be fulfilled by a subcontracting, joint venture, or co-production arrangement; (8) any other information deemed useful to potential contractors; (9) the name, address, and telephone number of the person to be contacted for additional information; and (10) a statement as to whether the goods or services sought had, in the immediately preceding three year period, been supplied by a foreign business enterprise. Such information shall be submitted to the Commissioner of Economic Development in accordance with the schedule set forth by the Department of Economic Development, in order that the pertinent information may be published in the Procurement Opportunities Newsletter (also referred to as the "New York State Contract Reporter"). A minimum of fifteen business days shall be allowed between the publication of such notice by the Commissioner of Economic Development and the due date of the bid or proposal.

This provision shall not apply to Procurement Contracts awarded on an emergency basis as described below in section 3. L; Procurement Contracts being re-bid or re-solicited for substantially the same goods or services, within 45 business days after the date bids or proposals were originally due; Procurement Contracts awarded to not-for-profit providers of human services.

In addition, this provision shall not apply to contracts for differences, contracts for energy, capacity, ancillary services, transmission, distribution or related services in support of the provision of service to Authority customers, financial hedge contracts, including, but not limited to, swaps, calls, puts or swap options and credit rating services, and shall not include memberships in various industry groups, professional societies, and similar cooperative associations, nor any cooperative projects and procurement activities, conducted or sponsored by such organizations, in which the Authority participates; advertising agreements with radio, television, and print media shall also be excluded.

Certain Procurement Contracts may require: (1) purchase on the spot market; (2) purchases which require a completion time less than the time limits for noticing in the Contract Reporter; or (3) purchases that do not lend themselves to the solicitation for proposal process. In accordance with paragraph 3(h) of § 2879 of the Public Authorities Law, the Authority declares it to be the policy that such purchases, including, but not limited to: oil or gas purchases on the spot market, are exempted from the noticing requirements of Article 4-C of the Economic Development Law subject to the approval of the Vice President of Procurement and Real Estate and the head of the initiating unit. Where appropriate, generic ads may be included from time to time in the Contract Reporter notifying potential bidders of such opportunities and soliciting qualification statements from such firms for consideration by the Authority.

- J. Proposals for certain Services Contracts may also be solicited by competitive search, as follows:

For contracts where the scope of work cannot be well defined or quantified, or where selection requires evaluation of factors such as breadth and depth of experience in a unique or highly specialized field and suitability as an Authority representative, a "competitive search" shall be conducted to determine which consultants are most qualified, for reasonable compensation terms, to perform the work. Depending upon market conditions, at least five (5) potential sources should be evaluated. If there are less than five sources, all sources shall be evaluated. The Procurement Division shall interface with the initiating unit to gather information from potential sources, which should include a description of the qualifications of the consultant or firm, resumes of key personnel, past experience and proposed billing rates.

- K. A Procurement Contract may be awarded on a sole source basis where:

1. The compatibility of equipment, accessories, or spare or replacement parts is the paramount consideration.
2. Services are required to extend or complement a prior procurement and it is impracticable or uneconomic to have a source other than the original source continue the work.
3. A sole supplier's item is needed for trial use or testing, or a proprietary item is sought for which there is only one source.
4. Other circumstances or work requirements exist that cause only one source to be available to supply the required goods or services.
5. Award to certified M/WBE firms for purchases not exceeding \$5,000, pursuant to section 3. D.

- L. A Procurement Contract may be awarded without following the solicitation requirements that would ordinarily apply (but using such competitive selection

procedures as are practicable under the circumstances) where emergency conditions exist, such as:

1. A threat to the health or safety of the public or Authority employees or workers.
 2. The proper functioning of the Authority's offices or construction or operating projects require adherence to a schedule that does not permit the time for ordinary procurement solicitation.
- M. Whenever an initiating unit determines that a Procurement Contract should be awarded on either a sole source or emergency basis, the head of the unit shall provide to the Procurement Division at Headquarters or Procurement Departments at the Facilities, a written statement explaining the reasons therefor.

4. EVALUATION OF PROPOSALS

- A. Evaluation of proposals shall be made by a fair and equitable comparison of all aspects of the proposals against the specifics of the RFP and against each other, including an analytic study of each offer considering: the quality of the goods and/or the competence of the bidder, the technical merit of the proposals, and the price for which the goods and/or services are to be supplied.
- B. In the event that the price submitted by the bidder recommended to be awarded a contract exceeds the cost estimated on the contract requisition at the time of bidding, the initiating department shall prepare an explanation of any reasons why the initial cost estimate was incorrect or should be revised.

This will be reviewed by the Procurement Division at Headquarters and/or Procurement staffs at the Facilities and appropriate management levels for approval as stipulated in the Expenditure Authorization Procedures. Consideration will be given at that time for: 1) rejecting bids, re-soliciting proposals, and/or possibly modifying the scope of work; or 2) revising the cost estimate, and proceeding with the award of contract; or 3) negotiating with the low bidder(s), as determined by the Vice President - Procurement and Real Estate, to reduce the price quoted. Factors to be considered in reaching the proper course of action will include, but not be limited to, the effects (both schedule and cost) of a delay to the specific capital construction project or outage at an operating facility, the magnitude of the contract, available bidders, the ability to attract additional competition if proposals are re-solicited, and the accuracy of the original cost estimate. The recommended course of action and the reasons therefor will be fully documented in a memorandum for consideration by the appropriate level of management prior to approval.

- C. Important items to be considered in evaluating the goods to be supplied and/or competence of the bidder are: previous experience (including applicable experience within New York State and evaluations from other clients to whom the bidder has provided goods and/or services); the abilities and experience of the personnel to be assigned to the Authority's work; and the ability to provide any needed advanced techniques such as simulation and modeling. The approach proposed in meeting the exact requirements of the scope of work will be given consideration in evaluating the technical merit of proposals, together with a well-organized task structure, the ability to timely supply the goods and/or perform the proposed services, and the ability to meet M/WBE goals, if any. The need to purchase the goods from and the need to subcontract performance of services to others will be evaluated as to effect on cost, as well as quality, schedule, and overall performance.
- D. For Services Contracts, the technical merits of the proposals and the experience and capabilities of the bidders will be the primary factors in determining the individual or firm to be awarded the contract, provided that the price for performing such work is reasonable and competitive.
- E. For Procurement Contracts other than Personal Services (as defined in section 2. B of these Guidelines), award should usually be made to the bidder which is the lowest priced firm submitting a proposal which meets the commercial and technical requirements of the bid documents.
- F. Award to "other than low bidder" can be made only with the approval of the appropriate management level as stipulated in the Authority's Expenditure Authorization Procedures, and should be based upon such a proposal providing a clear advantage to the Authority over that of the lower-priced proposal. Such factors justifying an "other than low bidder" award may include, but are not necessarily limited to, improved delivery schedules which will reduce outages, longer warranty periods, improved efficiency over life of equipment use, reduced maintenance costs, financial resources of the bidders, or ability to meet or exceed M/WBE goals.

5. RECOMMENDATION OF AWARD

- A. A recommendation for approval of a proposed award of a Procurement Contract will usually be prepared by the unit requiring the goods and/or services in the form of a memorandum. The recommendation will include an evaluation of proposals as specified in section 4, above, as well as proposed compensation terms which are specific and provide a clear breakdown of cost factors and methods of calculation including, as applicable:
 - 1. Lump sum and/or unit prices for equipment and construction work.
 - 2. Hourly or daily rates for personnel.

3. Markups for payroll taxes, fringe benefits, overhead and fees if the proposal is based on reimbursement of actual payroll costs.
 4. Terms for reimbursement of direct out-of-pocket expenses, such as travel and living costs, telephone charges, services of others and computer services.
 5. Provisions, if any, for bonus/penalty arrangements based on target man-hours and/or target schedule.
- B. The recommendation shall also review any substantive exceptions to commercial and technical requirements of a price inquiry, RFP, or bidding documents, including, but not limited to payment terms, warranties, and bonds (if any) requirements.

6. AWARD OF CONTRACT

- A. Services Contracts to be performed over a period in excess of 12 months shall be approved and reviewed annually by the Trustees. Services Contracts covering less than a 12-month period shall be approved by authorized designees in accordance with existing Expenditure Authorization Procedures. The extension beyond 12 months of a contract for services with an initial duration of less than 12 months shall be approved by the Trustees at the request of the initiating department and shall be reviewed by the Trustees annually. The extension for a cumulative term exceeding 12 months of a contract for services, which has previously been approved by the Trustees requires further Trustees' approval. Extensions of 12 months or less of the term of a contract previously approved by the Trustees shall be approved by authorized designee in accordance with existing Expenditure Authorization Procedures ("EAP's").
- B. A contract or contract task shall be deemed to be for services in excess of 12 months where it does not specify a definite term and the work will not be completed within 12 months, and any "continuing services" type contract with no fixed term which provides for the periodic assignment of specific tasks or particular requests for services. This would include contracts for architect/engineering services with the original engineers of operating facilities, as well as the original supplier of steam supply systems or boilers and turbine generating equipment, which have been approved by the Trustees. Each task authorized under such contracts (which may be referred to as a "Change Order", "Purchase Order" or Task Number) will be considered a separate commitment and will be separately approved in accordance with the Expenditure Authorization Procedures.
- C. Where time constraints or emergency conditions require immediate commencement of services to be performed over a period in excess of one year, and the total estimated contract value does not exceed \$250,000, the Business unit Head, with the prior concurrence of the Vice President -

Procurement and Real Estate, may authorize the commencement/performance of such services, subject to Trustees' ratification of such as soon as practicable.

- D. Where time constraints or emergency conditions require the extension beyond a year of an existing contract with an initial duration of less than a year, and the incremental value of the short-term extension does not exceed \$100,000, the Business Unit Head, with the prior concurrence of the Vice President - Procurement and Real Estate, may authorize the extension of such contracts, subject to Trustees' ratification of such action as soon as practicable.
- E. In cases where the total estimated contract value or the value of the extension exceeds the aforementioned amounts, the President's interim approval will be required subject to Trustees' ratification of such as soon as practicable.
- F. The Procurement Division at the Headquarters offices, or the Procurement Departments at the project sites, will prepare the contract for execution by the Authority and the successful bidder to be awarded the purchase order/contract. No work shall commence by the selected contractor until the contract is executed by both parties, except that mutually signed letters of award or intent may initiate work prior to formal execution. The Authority signatories of such letters must be authorized to approve contract awards pursuant to existing Expenditure Authorization Procedures.
- G. Pursuant to Public Authorities Law § 2879, the Authority shall notify the Commissioner of Economic Development of the award of any Procurement Contract for the purchase of goods or services from a foreign business enterprise (as defined in section 3. .E. 3 of these Guidelines) in an amount equal to or greater than one million dollars (\$1,000,000) simultaneously with notifying the successful bidder therefor. The Authority shall not enter into the Procurement Contract for said goods until at least fifteen (15) days have elapsed, except for a Procurement Contract awarded on an emergency or critical basis. The notification to the Commissioner shall include the name, address, telephone and facsimile number of the foreign business enterprise, the amount of the proposed Procurement Contract, and the name of the individual at the foreign business enterprise or acting on behalf of the same who is principally responsible for the proposed Procurement Contract.

7. **CONTRACT PROVISIONS**

- A. Standard forms of contracts currently in use are available from the Procurement Division. They generally include: purchase order format for standard procurements of goods or services; furnish and deliver format for major equipment purchases; Letter Agreements and Agreement formats for consulting work; and contract work orders (for construction work of small magnitude), construction contracts (for major construction work), and furnish, deliver, and install contracts (for specialized major procurements where single responsibility is required for procurement and installation). These contract forms are intended to govern the purchase of goods and/or performance of the services. Authority units proposing to initiate a Procurement Contract should review these forms to suggest any modifications and additions, which may be required for the particular goods and/or services. Under no circumstances should contract forms be shown to proposed bidders without prior approval of the Procurement Division, which, along with Procurement Departments at operating facilities, is solely responsible for requesting proposals.
- B. The following types of provisions setting forth the responsibilities of contractors are to be contained in the standard forms of Procurement Contracts except that any of the provisions listed below which are inapplicable or unnecessary because of the nature or duration of the work to be performed, the location or locations where they are to be performed or the type of compensation being paid therefore need not be included. Other provisions may be added as the particular needs of the Authority may require.
1. Schedule of Services or Specifications
 2. Time of Completion
 3. Compensation or Itemized Proposals
 4. Relationship of Parties
 5. Delays
 6. Termination
 7. Changes in the Work
 8. Claims and Disputes
 9. Warranty
 10. Insurance
 11. Records, Accounts, Inspection and Audit
 12. Assignment
 13. Notices
 14. Indemnification
 15. Governing Law
 16. Proprietary Nature of Work
 17. Testimony
 18. Entire Agreement
 19. Minority and Women-Owned Business Enterprise Program Requirements
 20. Omnibus Procurement Act of 1992 Requirements

Contract Attachments

1. Compensation Schedule
2. Schedule of Services or Specifications
3. Appendix "A" (miscellaneous statutory provisions)
4. Appendix "B" (Prompt Payment Provisions)
5. Appendix "C" (Minority and Women-Owned Business Enterprises provisions)
6. Appendix "D" (Access Authorization Site Security Procedures for Authority Contractors and Their Personnel)
7. Appendix "E" (Omnibus Procurement Act of 1992 Requirements)
8. Appendix "G" (EEO Requirements)

8. CHANGE ORDERS

- A. Change Orders to existing contracts are justified in the following cases:
 1. To incorporate additional work related to the original scope, to delete work or otherwise modify original work scope
 2. To exercise options previously included in the original contract to perform additional work or to extend the contract term
 3. Emergency conditions, defined in section 3. L which requires the immediate performance of work by a firm already under contract;
 4. Re-bidding would not be practical or in the best interests of the Authority's customers; and
 5. Meet the Authority's M/WBE goals in accordance with Executive Law Article 15-A.
- B. All Change Orders must be approved in accordance with the Authority's Expenditure Authorization Procedures, and should include specific schedules for completion of work at the earliest possible time.

9. EMPLOYMENT OF FORMER OFFICERS AND EMPLOYEES

- A. Former Authority officers and employees are eligible to be considered for employment as contractors and/or consultants, provided that: they meet all criteria for contractors and/or consultants generally as specified in these Guidelines; their employment is not barred by N.Y. Public Officers Law § 73 (8); if requested, they obtain an opinion by the state Ethics Commission that such employment is permissible; and upon the approval of the President.
- B. Pursuant to the provisions of N.Y. Public Officers Law § 73 (8):

1. No Authority officer or employee is eligible, within a period of two years after the termination of Authority service, to appear or practice before the Authority or receive compensation for any services rendered on behalf of any person, firm, corporation or association, in relation to any case, proceeding or application or other matter before the Authority.
2. No Authority officer or employee is eligible, at any time after the termination of Authority service to appear, practice, communicate or otherwise render services before the Authority or any other state agency or receive compensation for any such services rendered on behalf of any person, firm, corporation or other entity in relation to any case, proceeding, application or transaction with respect to which such person was directly concerned and personally participated in during the period of service, or which was under his or her active consideration.

10. MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISE (M/WBE) REQUIREMENTS

It is the objective of the Authority to continue to foster the development of business opportunities on Authority contracts for M/WBE firms. Article 15-A of the Executive Law established a state-wide office of M/WBE development which is responsible for developing rules and regulations for implementation of this new statute, certification of M/WBE firms, reviewing and monitoring goal plans, compliance reports, as well as contract provisions to be included in all non-construction contracts over \$25,000 and construction contracts over \$100,000. The definition of an M/WBE firm is included in section 3. C. of these Guidelines. It is the Authority's objective to solicit proposals from certified M/WBE firms, which are qualified to perform the required work. In addition, specific goals may be included in certain contracts for consulting work, construction and procurement of goods and other services requiring the contractor/vendor to sub-contract a portion of the work to certified M/WBE firms, as required by law. Bidders' proposals shall include Preliminary Subcontracting Plans as part of their proposal, where required, for M/WBE firms and failure of such bidders to meet these requirements may be grounds for rejection of the proposal, or cancellation of the contract if a contractor did not make a good faith effort to meet its goals after contract award.

11. REPORTING REQUIREMENTS

- A. At the Headquarters offices, the Procurement Division shall maintain records of such Procurement Contracts including bidder's names, the selection processes used, and the status of existing contracts including goods provided and/or services performed and fees earned, billed and paid. At the project sites, such records shall be kept by the Procurement Departments. After the end of each calendar year, the Vice President - Procurement and Real Estate shall prepare and submit to the Trustees for their approval an annual report which shall include:

1. A copy of the Guidelines,

2. An explanation of the Guidelines and any amendments thereto since the last annual report,
 3. A list of all Procurement Contracts entered into since the last annual report, including all contracts entered into with New York State business enterprises and the subject matter and value thereof and all contracts entered into with foreign business enterprises, and the subject matter and value thereof,
 4. A list of fees, commissions or other charges paid
 5. A description of work performed, the date of the contract and its duration, the total amount of the contract, the amount spent on the contract during the reporting period and for the term of the contract to date and the status of the existing Procurement Contracts,
 6. Method of awarding the contract (e.g., competitive bidding, sole source or competitive search), and
 7. Reasons why any procurements over \$15,000 were not noticed in the Contract Reporter.
- B. Such annual report, as approved by the Trustees, shall be submitted to the Division of Budget within one hundred twenty (120) days after the end of such calendar year and copies shall be distributed to the Department of Audit and Control, the Department of Economic Development, the Senate Finance Committee, and the Assembly Ways and Means Committee. Copies shall be made available to the public upon reasonable written request therefor.

12. THIRD PARTY RIGHTS: VALIDITY OF CONTRACTS

- A. These Guidelines are intended for the guidance of officers and employees of the Authority only, and nothing contained herein is intended or shall be construed to confer upon any person, firm or corporation any right, remedy, claim or benefit under, or by reason, of any requirement or provision hereof.
- B. Nothing contained in these Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract or agreement made or entered into in violation of, or without compliance with, the provisions of these Guidelines.