



Westchester Community College

State University of New York

OnBase: 81738

December 23, 2020

To: Board of Acquisition & Contract

From: Dr. Belinda S. Miles
President

Re: Amending a resolution authorizing an agreement with ADP, LLC for payroll services, tax services and W-2 services for Westchester Community College in order to include the right of assignment by ADP to any of its affiliates.

On December 12, 2019, your Honorable Board approved a Resolution that authorized the County of Westchester, acting by and through Westchester Community College (the "College"), to enter into an agreement with ADP, LLC ("ADP") for payroll services, tax services and W-2 services for the College for the period from January 1, 2020 through December 31, 2024. The agreement has not been executed.

ADP has insisted that the following clause be included in the agreement: "Neither this Agreement, nor any of the rights or obligations under this Agreement, may be assigned by any party without the prior written consent of the other party, such consent not to be unreasonably withheld. However, Client may assign any or all of its rights and obligations to any other Client Group member and ADP may assign any or all of its rights and obligations to any Affiliate of ADP provided that any such assignment shall not release the assigning party from its obligations under this Agreement. This Agreement is binding upon and inures to the benefit of the parties hereto and their respective successors and permitted assigns."

For that reason, it is necessary to amend the prior Resolution to specifically authorize the above provision. All other terms and conditions of the December 12, 2019 Resolution will remain in effect.

Approval of the attached Resolution by your Honorable Board is requested.

RESOLUTION

Upon a communication from the President of Westchester Community College, be it hereby

RESOLVED, that the Resolution approved on December 12, 2019, authorizing the County of Westchester, acting by and through Westchester Community College (the “College”) to enter into an agreement with ADP, LLC for payroll services, tax services and W-2 services for Westchester Community College for the period January 1, 2020 through December 31, 2024 is amended to specifically authorize the inclusion of the following language in the agreement: “Neither this Agreement, nor any of the rights or obligations under this Agreement, may be assigned by any party without the prior written consent of the other party, such consent not to be unreasonably withheld. However, Client may assign any or all of its rights and obligations to any other Client Group member and ADP may assign any or all of its rights and obligations to any Affiliate of ADP provided that any such assignment shall not release the assigning party from its obligations under this Agreement. This Agreement is binding upon and inures to the benefit of the parties hereto and their respective successors and permitted assigns.”; and be it further

RESOLVED, that all other terms and conditions of the December 12, 2019 Resolution shall remain in effect; and be it further

RESOLVED, that the County Executive or his duly authorized designee is hereby authorized and empowered to execute all instruments and to take all actions necessary to implement this Resolution.

Account to be Charged/credited	Fund	Dept	Major Program, Program & Phase Or Unit	Object/ Sub Object	Trust Account	Dollars

Budget Funding Year(s) _____ Start Date _____ End Date _____
 (must match resolution)

Funding Source Tax Dollars _____
 State Aid _____
 \$ _____ Federal Aid _____
 (must match resolution) Other _____

APPROVED BOARD OF ACQUISITION & CONTRACT - 01/07/2021 - V. RODRIGUEZ, SECRETARY