

BATTERY PARK CITY AUTHORITY
AND
BATTERY PARK CITY PARKS CONSERVANCY CORPORATION

REQUEST FOR PROPOSALS
FOR
LEGAL SERVICES

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I. SUMMARY

The Battery Park City Authority d/b/a Hugh L. Carey Battery Park City Authority (“BPCA”) and the Battery Park City Parks Conservancy Corporation (“BPCPC”, and with BPCA, the “Organization”) requests proposals (each individually, a “Proposal” or collectively, the “Proposals”) from law firms (each individually, a “Proposer” or collectively, the “Proposers”), large and small, that have demonstrable expertise in one or more of the following areas of law: (1) commercial and/or residential landlord/tenant; (2) real estate; (3) insurance and (4) labor and employment law, to provide legal services to the Organization (the “Legal Services”). Additional information with respect to the scope of the Legal Services is set forth on **Exhibit A** attached hereto. The purpose of this solicitation is to pre-qualify counsel as eligible to represent the Organization from time to time. Selected pre-qualified counsel will be retained for work that may arise during the next three to five years beginning on or about February 2015. Firms may apply to one practice area or multiple practice areas but may only submit one Proposal. Firms **may not** submit separate Proposals for each practice area for which the firm applies.

Minority-Owned Business Enterprises (“MBE”) and Women-Owned Business Enterprises (“WBE”) are encouraged to submit Proposals.

This request for proposals, the attachments and any additional information submitted herewith, (collectively, the “RFP”) does not obligate the Organization to complete the selection and contract award process. The Organization reserves the right to: 1) accept or reject any and all Proposals; 2) request additional information from any or all Proposers to assist the Organization in its evaluation process; 3) amend or withdraw this RFP prior to the announcement of the selected firm(s); and 4) award the proposed services, in whole or in part, to one or more firms. In case of an amendment to the RFP, all Proposers will be provided with a copy of any such amendment(s) and will be afforded the opportunity to revise their Proposals in response to the RFP amendment.

II. DESCRIPTION OF THE ORGANIZATION

BPCA is a public benefit corporation created in 1968 under the laws of the State of New York for the purpose of financing, developing, constructing, maintaining, and operating a planned community development of the Battery Park City site as a mixed commercial and residential community.

Under the Battery Park City Authority Act (the “Act”), BPCA has the following powers, among others: to borrow money and to issue negotiable bonds, notes or other obligations and to provide for the rights of the holders thereof; to acquire, lease, hold, mortgage and dispose of real property and personal property or any interest therein for its corporate purposes; to construct, improve, enlarge, operate and maintain Battery Park City; to make bylaws for the management and regulation of its affairs, and, subject to agreements with bondholders, for the regulation of Battery Park City; to make contracts and to execute all necessary or convenient instruments, including leases and subleases; to accept grants, loans and contributions from the United States, or the State of New York or the City of New York (the “City”), or any agency or instrumentality of any of them, or from any other source and to expend the proceeds for any corporate purpose; to fix, establish and collect rates, rentals, fees and other charges; and to do all things necessary or convenient to carry out the powers expressly granted by the Act. BPCA has no taxing power.

Since its inception, BPCA has caused the staged development of Battery Park City, in individual parcels, creating a richly diversified mixed use community providing residential and commercial space, with related amenities such as parks, plazas, recreational areas and a waterfront esplanade. Most individual parcels of land in Battery Park City were developed into residential and commercial buildings by tenants (“Ground Lease Tenants”) under long-term ground leases with BPCA. The Ground Lease Tenants are responsible for the maintenance, insurance and defense and indemnification of BPCA with regard to those leased parcels.

One of BPCA’s key responsibilities under the Act is to operate, maintain and repair the parks and open spaces in and around Battery Park City’s residential and commercial areas. This function has been delegated by BPCA to BPCPC

through a written Management Agreement. BPCPC carries out its mission by maintaining 36 acres of parks, playgrounds and open spaces, including the waterfront esplanade. BPCPC also develops programs and manages public events for the Battery Park City community. BPCA owns and has built out a commercial condominium unit in a residential building in Battery Park City, which serves as the BPCPC headquarters.

To obtain a copy of the Organization's most recently completed audited financial statements, please visit BPCA's official website at www.batteryparkcity.org. The audited financial statements and related reports found on BPCA's website will provide you with an overview of the operations for which BPCA is responsible and the areas of expertise in which the selected Proposer must be proficient. For an overview of BPCPC's operations, please visit its website at www.bpcparks.org.

III. SERVICES REQUIRED

- A.** If selected, Proposer will be responsible for the provision of Legal Services in one or more of the following areas of law: (1) commercial and/or residential landlord/tenant; (2) real estate; (3) insurance and (4) labor and employment law, each as described in **Exhibit A** attached hereto.

- B.** All work to be performed by the selected Proposer shall be performed under the supervision of a partner of the firm in the relevant practice area (the "Lead Partner") who must ensure that the work completed for the Organization is performed competently and in a timely manner.

- C.** If selected, Proposer shall provide the Organization with updates on all matters on a quarterly basis, or more frequently, upon request.

IV. KEY DATES, CONTRACT TERM AND MINIMUM QUALIFICATIONS

A. Key Dates

The following is a list of key dates, up to and including the date Proposals are due to be submitted, which is subject to change at the Organization's discretion:

- Request for Proposals issued: **Wednesday, December 10, 2014**
- Deadline to submit questions to the Organization: **Tuesday, December 30, 2014** by 4:00 p.m. (by email only)
All questions regarding this RFP should be submitted in writing via email to the "Designated Contact": Ms. Lauren Bruggess, Paralegal, Battery Park City Authority, at Lauren.Bruggess@bpca.ny.gov.
- Deadline for the Organization's response to substantive questions: **Tuesday, January 6, 2015** (by email)
- **DUE DATE FOR RESPONSES TO RFP: Tuesday, January 13, 2015 by 3:00 p.m. (the "Due Date")**
- Selection and notification of successful Proposer: To be determined
- Contract start date: On or about February 2015

B. Anticipated Contract Term

It is anticipated that the term of the contract or contracts awarded pursuant to this RFP (collectively, the "Contract") will be three to five years. The Organization reserves the right to terminate the Contract at any time, with or without cause, upon thirty (30) days written notice. The Organization reserves the right to terminate the Contract at any time, without prior notice, if the partner identified in the Proposal as the Lead Partner for any engagement ceases to be employed by the selected Proposer.

C. Minimum Qualification Requirements

The following are the Minimum Qualification Requirements for this RFP. **Proposals that fail to comply with these requirements will be rejected.**

- 1) The firm must have an office in New York State (a New York City office is preferred); and
- 2) Any person providing Legal Services relating to a matter that is or may reasonably be anticipated to result in litigation, including but not limited to appearing in court on behalf of the Organization, must be licensed in the State of New York. This requirement is not applicable to any person providing any Legal Services that do not concern litigation.

V. GENERAL REQUIREMENTS

A. Questions regarding MBE/WBE participation, joint ventures and sub-contracting goals

Please see **Exhibit B** (attached) for contractor requirements and procedures for business participation opportunities for New York State certified MBEs/WBEs and equal employment opportunities for minority group members and women.

For questions relating to MBE/WBE participation, joint ventures and sub-contracting goals ONLY, please contact "MBE/WBE Designated Contact" Mr. Anthony Peterson at 212.417.2337.

B. Restricted Period

Applicants are restricted from making contact with anyone other than the Designated Contact or MBE/WBE Designated Contact specified above during the period from the date of publication of the notice of this RFP in the New York State Contract Reporter through approval of the Contract by the Organization (the "Restricted Period"). Employees of the Organization are required to record certain contacts during the Restricted Period, including, but not limited to, any oral, written or electronic communication with a Proposer under circumstances where a reasonable person would infer that the communication was intended to influence the Organization's conduct or decision regarding the governmental procurement, and to make a determination of responsibility based, in part, upon any such contact. Failure to abide by this process may result in a finding that the firm is a non-responsive Proposer.

C. Submission of Proposals

Proposals are due no later than 3:00 p.m. on Tuesday, January 13, 2015.

Proposers must submit ten (10) paper copies of their Proposals and one (1) electronic CD-Rom copy in a sealed package clearly marked "**Proposal Enclosed - Legal Services**" to the Designated Contact **by messenger, overnight courier or certified mail** to the following address:

Ms. Lauren Brugess
Battery Park City Authority
200 Liberty Street, 24th Floor
New York, New York 10281

The Organization is not responsible for any internal or external delivery delays which may cause any Proposal to arrive beyond the stated Due Date. To be considered, Proposals **must** arrive at the time and place specified herein and be time stamped by BPCA's time stamp prior to the Due Date. Please leave ample time for building security, as late Proposals will not be accepted. Proposals submitted by fax or electronic transmission will NOT be accepted. A Proposer may, after submitting a Proposal, amend its Proposal by submitting a second, amended Proposal, clearly

labeled “**Amended Proposal Enclosed - Legal Services,**” as long as the amended Proposal is submitted by the Due Date.

Public access to Proposals shall be governed by the relevant provisions of the Freedom of Information Law, Article 6 of the New York State Public Officers Law, and regulations adopted pursuant thereto.

D. Mandatory Forms

Proposers must complete and include with their Proposal all “Mandatory Forms,” which can be found at the following URL address: http://www.batteryparkcity.org/pdf_n/Mandatory_Forms_Packet.pdf, by the Due Date.

These Mandatory Forms include the following:

1) NYS Standard Vendor Responsibility Questionnaire – **one (1) original unbound set of a completed NYS Standard Vendor Responsibility Questionnaire with original ink signatures.** The NYS Standard Vendor Responsibility Questionnaire must be notarized and signed by the individual(s) authorized to bind the firm contractually. Indicate the title or position that the signer holds within the firm.

2) State Finance Law § 139 Form 1 – **one original unbound completed SFL 139 Form 1: Professional’s Certifications Pursuant to SFL §139-j and §139-k with original signature.** State Finance Law §139 Forms 1 must be signed by the individual(s) authorized to bind the firm contractually.

3) W-9 form.

4) Statement of Non-Collusion.

5) Diversity Forms.

VI. PROPOSAL FORMAT AND CONTENTS

A. Proposal Format

The Proposal must be printed on 8½” x 11” paper. Pages should be numbered. The Proposal will be evaluated on the basis of its content, not length and should be limited to no more than ten (10) pages per practice area, exclusive of the Transmittal Letter and the Appendices listed below. The Organization reserves the right to disqualify Proposals that fail to comply with any of these instructions.

B. Proposal Content

A Proposal in response to this RFP must include the following sections in the order listed:

1) Transmittal Letter, as follows:

The Proposal must include a signed Transmittal Letter from a person within the firm who is authorized to bind the firm, preferably the Lead Partner. **Transmittal Letters must be signed. Proposals with unsigned Transmittal Letters will be rejected.**

The Transmittal Letter must include a representation by the Proposer that, except as disclosed in the Proposal, no officer or employee of the Proposer is directly or indirectly a party to or in any other manner interested financially or otherwise in this RFP.

- 2) Executive Summary.
- 3) Firm's discussion of its understanding of the Services Required (see Section III). Specifically, the discussion should:

Indicate in which of the relevant practice areas your firm is interested in serving as counsel for the Organization. For each such practice area, provide the following:

- a. A description of your firm's relevant experience in such area. Please include a brief description of representative transactions and specify your firm's role with respect to each such transaction.
 - b. Indicate whether your firm has previously provided any legal services to the Organization and if so, describe the nature of these services.
 - c. Briefly describe your firm's background, size, and history as it may be relevant to the Services Required, with an emphasis on the practice area(s) of interest. If your offices are located in more than one location, indicate which office will provide the services.
 - d. Describe any relevant special services your firm provides, particularly those that may not be offered by other firms.
 - e. Please describe your firm's experience with public sector clients.
 - f. List all attorneys you intend to assign to the engagement and the area(s) of specialization for each attorney. Describe the anticipated role of each attorney who will be assigned to the engagement.
 - g. Identify the Lead Partner who will be the primary contact and lead attorney in providing services to the Organization, and who will be listed as a "key person" in any contract with the Organization.
 - h. Describe your firm's plan in the event the Lead Partner assigned to the engagement leaves the firm.
 - i. Describe your proposed team's experience with similar work for other public agencies and authorities, with a particular emphasis on New York State agencies and authorities.
- 4) Responses to the following questions with regard to your firm (this information should be provided only once for each Proposer):
 - a. Within the past three years, have there been any significant developments in your firm such as changes in the ownership or restructuring? Do you anticipate that there will be any significant changes in the near future? If so, please describe.
 - b. Describe the on-line services, publications, training/seminars and other resources maintained by your firm that would be available in the Organization.
 - c. Has your firm or any of the firm's partners or employees been disciplined or censured by any regulatory body within the last 5 years? If so, please describe the relevant facts.
 - d. Within the last 5 years, has your firm, or a partner or employee in your firm, been involved in litigation or other legal proceedings relating to the provision of any legal services? If so, please provide an explanation and the current status or disposition of the matter.
 - e. Are there any potential conflict of interest issues in representing the Organization?
 - f. How does your firm identify and manage conflicts of interest?
 - g. List any professional or personal relationships your firm's attorneys may have with the Organization's Board and/or employees of the Organization, as listed on **Exhibit C**.
 - h. In the past five years, have any public sector clients terminated their working relationship with your firm? If so, please provide a brief statement of the reasons. Provide the name of the client and the name, address and telephone number of each such client's in-house legal counsel.
 - i. Please provide any additional information which would serve to distinguish your firm from other firms and that you believe may be relevant to this RFP and your capability to perform the services requested.

- 5) RFP Additional Information Request, as set forth below.
- 6) Firm's Cost Proposal, as described below.
- 7) Firm's response to the questions regarding the use of New York State businesses set forth in Section X of the RFP.

C. RFP Additional Information Request

1) Insurance:

- a. Do you impose any limitations on liability through your contracts?
- b. Describe the levels of coverage for any professional liability insurance your firm carries. List the insurance carrier(s).

2) Appendices:

- a. Include professional biographies (by practice area) for all attorneys listed in your Proposal.
- b. Attach a sample contract or retainer agreement your firm uses for the provision of services to governmental clients.

3) References:

Please provide at least three client (3) references for whom your firm has performed similar work to that requested in this RFP. For each client, please provide the name, address and telephone number for the client's in-house legal counsel.

D. Cost Proposal

Each "Cost Proposal" must state an hourly fee structure for the services contemplated herein. Each Cost Proposal must detail the hourly rates to be billed for work performed by partners, senior associates, junior associates, law clerks, paralegals and others (e.g., investigators).

In no event will BPCA pay a rate for any attorney, including a partner-level attorney, exceeding \$500/hour. It is anticipated that the hourly rates for non-partner attorneys and other members of the proposed team will be less than \$500/hour.

The Cost Proposal, regardless of whether it's bound, must be submitted in its own separate envelope within the sealed package containing all other Proposal documents. For the avoidance of doubt, the Cost Proposal must be submitted separately and unbound from the remainder of the Proposal documents. Please provide two (2) copies of the Cost Proposal.

VII. THE EVALUATION PROCESS

A. Objectives

The primary objective of the evaluation process is to select a firm that:

- Demonstrates a thorough understanding of the scope of the engagement and the specific responsibilities that it entails;
- Possesses adequate resources to handle assigned responsibilities and to handle unforeseen circumstances that may arise;
- Assigns highly skilled, experienced, diligent, responsible and professional personnel to perform the required services;

- Maintains high ethical standards and has an unblemished reputation; and
- Has no conflict of interest between its representation of the Organization and that of other clients.

The selection process will begin with the review and evaluation of each of the written Proposals to: (1) examine the responses for compliance with this RFP; and (2) identify the complying firms that have the highest probability of satisfactorily performing the Services Required at a reasonable cost to the Organization. The evaluation process will be conducted in a comprehensive and impartial manner. The evaluation process will be conducted by a committee of the Organization's employees selected by BPCA (the "Committee"). **The Committee will evaluate the Proposals based upon the evaluation criteria for selection set forth below.**

The Organization reserves the right to reject and return unopened to the Proposer any Proposal received after the Due Date. All timely submitted Proposals will be reviewed to determine if they contain all required submittals specified herein. Incomplete Proposals may be rejected.

B. Interviews

The Organization reserves the right to determine whether interviews will be necessary for any or all of the Proposers. The purpose of the interview is to further document a Proposer's ability to provide the Services Required, and to impart to the Committee an understanding of how specific services will be furnished. The proposed Lead Partner, as well all other key personnel proposed to provide the services must be present and participate in the interview. The firm will be evaluated on the basis of whether the interview substantiates the characteristics and attributes claimed by the Proposer in its written response to this RFP and any other information requested by the Committee prior to the interview.

C. Evaluation Criteria for Selection

Selection will be based upon the following criteria:

1) Technical evaluation factors:

- a. Demonstrated experience in the selected legal practice area(s): **30%**
- b. Experience and expertise of proposed team members, availability of partners and interview feedback (if applicable): **25%**
- c. Overall firm depth and resources: **15%**
- d. Demonstrated relevant experience with the Organization, municipalities or other similar governmental entities: **15%**
- e. Proposed MBE/WBE utilization plan (the "Utilization Plan") and/or firm MBE/WBE status: **15%**

2) Cost Proposal evaluation.

D. Basis for Contract Award

The Contract will be awarded to the highest technically rated Proposer whose Proposal is determined to be responsive and in the best interests of the Organization, subject to a determination that the Cost Proposal is fair, reasonable and provides the best value given the Services Required.

VIII. NON-COLLUSION

By submitting a Proposal, Proposers hereby warrant and represent that any ensuing Contract has not been solicited or secured directly or indirectly in a manner contrary to the laws of the State of New York, and that said laws have not been violated and shall not be violated as they relate to the procurement or the performance of the Contract by any conduct, including the paying or giving of any fee, commission, compensation, gift, or gratuity or consideration of any kind, directly or indirectly, to any member of the board of directors, employee, officer or official of the Organization.

IX. IRAN DIVESTMENT ACT

By submitting a Proposal or by assuming the responsibility of any Contract awarded hereunder, Proposers hereby certify that they are not on the “Entities Determined To Be Non-Responsive Bidders/Offerers Pursuant to The New York State Iran Divestment Act of 2012” list (“Prohibited Entities List”) posted on the New York State Office of General Services website at: <http://www.ogs.ny.gov/about/regs/docs/ListofEntities.pdf> and further certify that they will not utilize any subconsultant that is identified on the Prohibited Entities List on this Contract. The selected Proposer agrees that should it seek to renew or extend any Contract awarded hereunder, it must provide the same certification at the time the Contract is renewed or extended. The selected Proposer also agrees that any proposed assignee of the Contract will be required to certify that it is not on the Prohibited Entities List before BPCA may approve a request for assignment of the Contract.

During the term of any Contract awarded hereunder, should BPCA receive information that a person (as defined in State Finance Law §165-a) is in violation of the above-referenced certifications, BPCA will review such information and offer the person an opportunity to respond. If the person fails to demonstrate that it has ceased its engagement in the investment activity which is in violation of the New York State Iran Divestment Act of 2012 within 90 days after the determination of such violation, then BPCA shall take such action as may be appropriate and provided for by law, rule, or contract, including, but not limited to, seeking compliance, recovering damages, or declaring the selected Proposer in default of the awarded Contract.

BPCA reserves the right to reject any request for renewal, extension, or assignment for an entity that appears on the Prohibited Entities List prior to the renewal, extension, or assignment of the Contract, and to pursue a responsibility review with the selected Proposer should it appear on the Prohibited Entities List hereafter.

X. ENCOURAGING USE OF NEW YORK STATE BUSINESSES IN CONTRACT PERFORMANCE

New York State businesses have a substantial presence in State contracts and strongly contribute to the economies of the state and the nation. In recognition of their economic activity and leadership in doing business in New York State, Proposers for this Contract for commodities, services or technology are strongly encouraged and expected to consider New York State businesses in the fulfillment of the requirements of the Contract. Such partnering may be as subcontractors, suppliers, protégés or other supporting roles.

Proposers need to be aware that all authorized users of this Contract will be strongly encouraged, to the maximum extent practical and consistent with legal requirements, to use responsible and responsive New York State businesses in purchasing commodities that are of equal quality and functionality and in utilizing services and technology. Furthermore, Proposers are reminded that they must continue to utilize small, minority and women-owned businesses, consistent with current State law.

Utilizing New York State businesses in State contracts will help create more private sector jobs, rebuild New York’s infrastructure, and maximize economic activity to the mutual benefit of the contractor and its New York State business partners. New York State businesses will promote the contractor’s optimal performance under the Contract, thereby fully benefiting the public sector programs that are supported by associated procurements.

Public procurements can drive and improve the State’s economic engine through promotion of the use of New York

businesses by its contractors. The State therefore expects bidders/proposers to provide maximum assistance to New York businesses in their contracts. The potential participation by all kinds of New York businesses will deliver great value to the State and its taxpayers.

Proposers can demonstrate their commitment to the use of New York State businesses by responding to the question below. If yes, identify New York State businesses that will be used and attach identifying information.

Will New York State businesses be used in the performance of this contract? Yes No

EXHIBIT A

Scope of Services

The scope of the Legal Services is described more fully below. The case volume for each practice area has tended to vary greatly over the past few years.

Commercial and/or residential landlord/tenant – includes, but is not limited to, representing the Organization in matters relating to individual residential units within condominium buildings (closings), enforcement of lease provisions, non-payment proceedings and related work and litigation, including litigation in housing court. The Organization does not negotiate leases with individual residential tenants.

Real estate – includes, but is not limited to, any matter involving the Organization’s real property assets, including, but not limited to, the acquisition, sale and leasing of real property by the Organization, all negotiations related thereto, compliance, enforcement of lease provisions, property maintenance, title disputes, land use and zoning, and condominium conversions.

Insurance – includes, but is not limited to, any matter involving insurance for which the Organization may require legal representation and/or consultation, including, but not limited to, policy negotiation and interpretation, insurance coverage disputes, and advice on specific project coverage requirements. At this time, the Organization is not seeking counsel for tort-related claims.

Labor and employment – includes, but is not limited to, advice on internal employee matters, including severance-related matters, aid in drafting policies and best practices, litigation support, administrative hearings, arbitration and mediation. At this time, the Organization does not anticipate any employment contract drafting and negotiation work.

EXHIBIT B

CONTRACTOR REQUIREMENTS AND PROCEDURES FOR BUSINESS PARTICIPATION OPPORTUNITIES FOR NEW YORK STATE CERTIFIED MBEs/WBEs AND EQUAL EMPLOYMENT OPPORTUNITIES FOR MINORITY GROUP MEMBERS AND WOMEN

Pursuant to New York State Executive Law Article 15-A, BPCA recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified MBE/WBEs and the employment of minority group members and women in the performance of BPCA contracts.

In 2006, the State of New York commissioned a disparity study to evaluate whether minority and women-owned business enterprises had a full and fair opportunity to participate in state contracting. The findings of the study were published on April 29, 2010, under the title “The State of Minority and Women-Owned Business Enterprises: Evidence from New York” (the “Disparity Study”). The report found evidence of statistically significant disparities between the level of participation of minority- and women-owned business enterprises in state procurement contracting versus the number of minority- and women-owned business enterprises that were ready, willing and able to participate in state procurements. As a result of these findings, the Disparity Study made recommendations concerning the implementation and operation of the statewide certified minority- and women-owned business enterprises program. The recommendations from the Disparity Study culminated in the enactment and the implementation of New York State Executive Law Article 15-A, which requires, among other things, that BPCA establish goals for maximum feasible participation of New York State Certified MBEs/WBEs and the employment of minority groups members and women in the performance of New York State contracts.

Business Participation Opportunities for MBE/WBEs

For purposes of this solicitation, BPCA hereby establishes an overall goal of **20%** for MBE/WBE participation, **10%** for MBE participation and **10%** for WBE participation (based on the current availability of qualified MBEs and WBEs). A contractor (“Contractor”) on the Contract must document good faith efforts to provide meaningful participation by MBE/WBEs as subcontractors or suppliers in the performance of the Contract and Contractor agrees that BPCA may withhold payment pending receipt of the required MBE/WBE documentation. The directory of New York State Certified MBE/WBEs can be viewed at: <http://www.esd.ny.gov/mwbe.html>.

For guidance on how BPCA will determine a Contractor’s “good faith efforts,” refer to 5 NYCRR §142.8.

In accordance with 5 NYCRR §142.13, Contractor acknowledges that if it is found to have willfully and intentionally failed to comply with the MBE/WBE participation goals set forth in the Contract, such finding constitutes a breach of Contract and BPCA may withhold payment from the Contractor as liquidated damages.

Such liquidated damages shall be calculated as an amount equaling the difference between: (1) all sums identified for payment to MBE/WBEs had the Contractor achieved the contractual MBE/WBE goals; and (2) all sums actually paid to MBEs/WBEs for work performed or materials supplied under the Contract.

By submitting a bid or Proposal, a Proposer agrees to submit the following documents and information as evidence of compliance with the foregoing:

A. Proposers are required to submit a Utilization Plan with their bid or Proposal. Any modifications or changes to the Utilization Plan after the Contract award and during the term of the Contract must be reported on a revised Utilization Plan and submitted to BPCA.

B. BPCA will review the submitted Utilization Plan and advise the Proposer of BPCA’s acceptance or issue a notice of deficiency within 30 days of receipt.

C. If a notice of deficiency is issued, Proposer agrees that it shall respond to the notice of deficiency within seven (7) business days of receipt by submitting to BPCA, at the address specified in this RFP, or by facsimile at 212-417-2279 a written remedy in response to the notice of deficiency. If the written remedy that is submitted is not timely or is found by BPCA to be inadequate, BPCA shall notify the Proposer and direct the Proposer to submit, within five (5) business days, a request for a partial or total waiver of MBE/WBE participation goals. Failure to file the waiver form in a timely manner may be grounds for disqualification of the bid or Proposal.

D. BPCA may disqualify a Proposer as being non-responsive under the following circumstances:

- 1) If a Proposer fails to submit a Utilization Plan;
- 2) If a Proposer fails to submit a written remedy to a notice of deficiency;
- 3) If a Proposer fails to submit a request for waiver; or
- 4) If BPCA determines that the Proposer has failed to document good faith efforts.

Contractors shall attempt to utilize, in good faith, any MBE/WBE identified within its Utilization Plan, during the performance of the Contract. Requests for a partial or total waiver of established goal requirements made subsequent to the Contract award may be made at any time during the term of the Contract to BPCA, but must be made no later than prior to the submission of a request for final payment on the Contract.

Contractors are required to submit a Contractor's MBE/WBE Contractor Compliance & Payment Report to BPCA on a monthly basis over the term of the Contract documenting the progress made toward achievement of the MBE/WBE goals of the Contract.

Equal Employment Opportunity Requirements

The Contractor is required to ensure that it shall undertake or continue programs to ensure that minority group members and women are afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status. For these purposes, equal opportunity shall apply in the areas of recruitment, employment, job assignment, promotion, upgrading, demotion, transfer, layoff, termination, and rates of pay or other forms of compensation. This requirement does not apply to: (i) work, goods, or services unrelated to the Contract or (ii) employment outside New York State.

Proposer further agrees, where applicable, to submit with the Proposal, a staffing plan identifying the anticipated work force to be utilized on the Contract and if awarded a Contract, will, upon request, submit to the Organization a workforce utilization report identifying the workforce actually utilized on the Contract, if known.

Further, pursuant to Article 15 of the Executive Law (the "Human Rights Law"), all other New York State and Federal statutory and constitutional non-discrimination provisions, the Contractor and sub-contractors will not discriminate against any employee or applicant for employment because of race, creed (religion), color, sex, national origin, sexual orientation, military status, age, disability, predisposing genetic characteristic, marital status or domestic violence victim status, and shall also follow the requirements of the Human Rights Law with regard to non-discrimination on the basis of prior criminal conviction and prior arrest.

Please Note: Failure to comply with the foregoing requirements may result in a finding of non-responsiveness, non-responsibility and/or a breach of the Contract, leading to the withholding of funds, suspension or termination of the Contract or such other actions or enforcement proceedings as are allowed by the Contract.

For questions on MBE/WBE participation, joint ventures and sub-contracting goals ONLY, please contact Mr. Anthony Peterson at 212.417.2337.

EXHIBIT C

LIST OF BOARD MEMBERS

Dennis Mehiel
Frank Branchini
Don Capoccia
Martha Gallo
Lester Petracca

LIST OF ORGANIZATION EMPLOYEES

(please see attached)

Battery Park City Authority

Employee List

NAME	EMPLOYEE ID	TITLE	DEPARTMENT, LOCATION
Alvarez, Elsa	98446	Financial Analyst	FINANCE, WFC
Anderson, Davina	983562	Admin. Asst.	LEGAL, WFC
Bailey, Kathleen	98386	Admin. Asst.	FINANCE, WFC
Blake-Reeder, Nidia	013615	Permits Coordinator	AFFIRM, WFC
Brotman, Marc	983581	Assoc. General Counsel	LEGAL, WFC
Brugess, Lauren	98348	Paralegal	LEGAL, WFC
Buquicchio, Anthony	983580	Dir., Site Mgmt & Security	REAL PRPTY, WFC
Connor, Eric	983582	Intern - Finance	AFFIRM, WFC
Crabb, Deshay	98346	Facility Safety Manager	REAL PRPTY, REGATTA
Curiale, Daniel J	983567	Dir, Financial Reporting	FINANCE, WFC
Dawson, Gwen	98857	Snr, V.P. Real Prop Mgt.	REAL PRPTY, WFC
Dopson, Tonia	983596	Intern - External Affairs	AFFIRM, WFC
Ellison, AnnMaria	98389	Special Assistant	LEGAL, WFC
Forst, Robin	983594	V P External Affairs	AFFIRM, WFC
Ganci, Joseph	983605	Director, Design	REAL PRPTY, WFC
Garcia, Julissa	983607	Admin. /Asst. Permit Cord	PUBLIC INFOM, WFC
Garcia, Luis	047340	Assistant Treasurer	FINANCE, WFC
Gordon, Neresia M.	049535	Network Security Manager	MIS, WFC
Henry, Sonia A.	053531	Dir., Human Resources	HR, WFC
Howard, Angela	983571	Snr. Dir., Project Mgmt.	REAL PRPTY, WFC
Hurley, Cherish	983586	Intern - Human Resources	HR, WFC
Hyman, Shari	983597	President & COO	EXEC, WFC
Jinwright, Kendall Christ	983612	Intern - Human Resources	HR, WFC
Jones, Benjamin	983609	VP, Administration	ADMIN, WFC
Kim, Susie	983608	Assoc. General Counsel	LEGAL, WFC
Koenig, Karl	98858	Controller	FINANCE, WFC
LaMancusa, Michael	983595	Contracts Admin.	REAL PRPTY, WFC
Lee, Della	053655	Admin. Asst.	REAL PRPTY, WFC
Maisonet, Evelin	983560	Accounts Payable Coord.	FINANCE, WFC
McCabe, Kevin	983565	Special Assistant	EXEC, WFC
McIntyre, Brenda	983569	Snr. ,V.P. Human Resource	HR, WFC
McNeill, Shinay	983577	Administrative Assistant	HR, WFC
Narcisse, Bertha L.	080426	Payroll Accountant	FINANCE, WFC
Nesmith, Robert	983573	Chief Contracting Officer	ADMIN, WFC
Ng, SiuMay	983599	Sr. Programmer Analyst	MIS, WFC
Pena, Dahlia	085228	Senior Accountant	FINANCE, WFC
Peterson, Anthony J.	085756	Dep. Chief Cont. Officer	ADMIN, WFC
Pustilnik, Alix	983601	General Counsel	LEGAL, WFC
Quon, Robert	983590	Deputy IT Manager	MIS, WFC
Robinson, Anthony M.	089312	Office Manager	ADMIN, WFC
Rodriguez, Andrea	983574	Human Resources Assistant	HR, WFC
Rowe, Decorey	983553	Part-time Facilities Asst	SITEOPS, REGATTA
Serpico, Robert M.	092053	Exec. V.P. Fin. /CFO	REAL PRPTY, WFC

Battery Park City Authority

Employee List

NAME	EMPLOYEE ID	TITLE	DEPARTMENT, LOCATION
Sewraj-Kumar, Rekha	98575	Manager, Accounting	FINANCE, WFC
Singh, Seema	983558	Deputy General Counsel	LEGAL, WFC
Soriero, Linda M.	093690	Financial Assistant	FINANCE, WFC
Stewart, Jessica	983611	Intern - Human Resources	HR, WFC
Tam, John	983587	MIS Director	MIS, WFC
Torres, Alexis	983598	Spcl Advisor to the Pres	EXEC, WFC
Wade, Sharon B.	096151	Executive Assistant	REAL PRPTY, WFC
Whitehead, Angela	983578	Employee Relations Coord.	HR, WFC
Windman, Kenneth	097450	Director, Facilities	REAL PRPTY, WFC
Zheng, Bingxin	983593	Junior Accountant	FINANCE, WFC
Total Employees			53

BPC Parks Full Time

First Name	Last Name
1 Dana	Anders
2 Anthony	Andriano
3 Stephen	Arciold
4 Freddy	Belliard
5 Scott	Birdseye
6 Nancy	Buivid
7 Monica	Centeno
8 Betty	Chin
9 Adam	Choper
10 Carlton	Chotalal
11 Kevin	Colon
12 Marie	Corneille
13 Gilbert	DePadua
14 Paul	Diaz-Larui
15 Abigail	Ehrlich
16 Richard L.	Faraino
17 Eric	Fleisher
18 Lenron	Goode
19 Patrick	Greene
20 Ned	Greenberg
21 Evelyn	Gregg
22 Robert	Hansen
23 Nicole	Heater
24 Sankar	Heerah
25 Craig	Hudon
26 Tessa	Huxley
27 Amy	Jogie
28 Roland	Kemp
29 Kurtis	King
30 Betzayda	Laboy
31 Leandro	Lafuente
32 Tony	Lee
33 Marianna	Lerner
34 Triny	Lima
35 Luis	Lopez
36 Robert	Maggi
37 Evonne	Marche
38 Rickeshia	Martin
39 Phillip	Mason
40 Ellen	McCarthy
41 Princess	McNeill
42 Vanessa	Mesine
43 Ronnie	Mohammed
44 Yoshihiro	Nishida
45 Hector	Oyola
46 Willem	Paillant
47 Gladys	Pearlman
48 Churaman	Persaud
49 Bruno	Pomponio
50 Sandra	Power
51 Madelin	Ramirez
52 Manuel	Rivera
53 Nelson	Rogers
54 Jose	Rosado
55 Holly	Ross
56 Sebastian	Rozalski
57 Carlos	Santiago
58 Jean	Schwartz
59 Lindsey	Senn
60 Sean	Simon

61 Kemnarine	Singh
62 Timothy	Skipper
63 Kareem	Starks
64 Jerome	Sturiano
65 Ryan	Torres
66 Kenneth	Toto
67 Douglas	Van Horn
68 Noe	Velasquez
69 Antonio	Velez
70 Evangelio	Villalobos
71 Peter	Wheelwright
72 Arthur	White
73 Eric	White
74 Al	Wright
75 Jouli B.	Yohannes