



LOWER MANHATTAN DEVELOPMENT CORPORATION

REQUEST FOR QUALIFICATIONS for GENERAL LEGAL SERVICES

*The Lower Manhattan Development Corporation, a subsidiary of the
New York State Urban Development Corporation
d/b/a Empire State Development Corporation,
seeks statements of qualifications for
general legal services.*

Lower Manhattan Development Corporation
John C. Whitehead, Chairman
Kevin M. Rampe, President

November 10, 2003

Deadline for responses: December 1, 2003, 5:00 PM EST

Questions must be submitted in writing no later than November 17, 2003, 5:00 PM EST to Andrew Wu by mail or by facsimile (212-962-2431). Addenda to this RFQ, including responses to any questions, will be posted on the LMDC web site www.renewnyc.com by November 21, 2003, 5:00 PM EST.

LMDC will not accept, and cannot respond to, questions via other methods.

I. GENERAL INFORMATION

A. Mission and Structure of the Lower Manhattan Development Corporation

The Lower Manhattan Development Corporation (“LMDC”) was established in late 2001 to develop and revitalize Lower Manhattan in the aftermath of the September 11, 2001 terrorist attacks. LMDC defines Lower Manhattan to mean all areas in Manhattan south of Houston Street.

LMDC is a subsidiary of the New York State Urban Development Corporation, doing business as Empire State Development Corporation (“ESDC”), a political subdivision and public benefit corporation of the State of New York, created by Chapter 24 of the Laws of New York, 1968, as amended. LMDC is governed by a 16-member Board of Directors, of which half was nominated by the Governor of the State of New York and half by the Mayor of the City of New York.

LMDC is funded by federal appropriations administered by the United States Department of Housing and Urban Development (“HUD”) through its Community Development Block Grant (“CDBG”) program. To date, approximately \$2 billion has been allocated to LMDC and another \$783 million through a second grant. (*See* Defense Appropriations Act of 2002, Public Law 107-117 and Supplemental Appropriations Act of 2002 for Further Recovery from and Response to Terrorist Attacks on the United States, Public Law 107-206).

B. Overview of Services Requested and the Submission Process

In fulfilling its responsibility of coordinating activities for the planning, development, and revitalization of Lower Manhattan, LMDC will need to obtain the services of one or more firms with expertise in providing general legal services. LMDC seeks to create a pool of qualified firms from which it may select one or more firms to provide such services in the future. Firms interested in submitting a statement of qualifications to provide such services are required to follow the recommended guidelines and instructions contained in this Request for Qualifications (“RFQ”). In the event it becomes necessary to revise any part of this RFQ, revisions will be provided by addenda posted on the LMDC web site: <http://www.renewnyc.com>.

Statements of Qualification should provide a straightforward, complete and concise description of the firm’s capabilities and qualifications to provide legal services contemplated by this RFQ to the LMDC. Please prepare six (6) copies of your statement of qualifications and work samples. Each copy of the statement of qualifications should be bound in a single volume and include any documentation you may wish to submit.

Any firm submitting a statement of qualifications in response to this RFQ may be required to give an oral presentation of their qualifications to LMDC. This oral presentation may provide an opportunity for the firms to clarify or elaborate on their qualifications but will in no way change the original submission. Engagement staff should be present at the oral presentation. LMDC’s request for an oral presentation shall not constitute retention of the firm for future services.

Statements of qualifications must be received no later than **5:00 PM EST, December 1, 2003.**

Deliver all statements of qualifications to:

RFP/RFQ PROCESSOR

Lower Manhattan Development Corporation

One Liberty Plaza, 20th Floor

New York, NY 10006

Attn: LEGAL SERVICES RFQ

LMDC may reject any or all statements of qualifications submitted if such election is deemed to be in the best interest of LMDC. LMDC assumes no obligation, no responsibility and no liability for costs incurred by the responding firms prior to the issuance of a contract.

The current schedule for this effort is as follows:

- November 10, 2003 – RFQ Issued
- December 1, 2003 – Responses Due
- December 2003 – Oral presentations completed
- December 2003 – Qualified Firm(s) Selected

Subject to annual review and approval by the LMDC Board of Directors, the selected firm(s) will be retained for two (2) years with an option for LMDC to renew for an additional two (2) years.

II. ANTICIPATED SCOPE OF SERVICES

LMDC seeks one or more firms, with expertise in providing general legal services, to assist LMDC in its planning, development and revitalization work in Lower Manhattan. Specifically, LMDC would like to create a pool of firms with the requisite resources to handle such matters effectively and expeditiously, and would draw from this pool to obtain legal services on an as-needed and most likely, time sensitive basis. **A firm's selection into this pool does not necessarily guarantee actual retention of such firm for the proposed services.**

LMDC requests statements of qualifications for one or more firms to provide to LMDC in the future, as requested, legal services relating to its work in Lower Manhattan. Firms should be able to provide such services on more than one of the areas of law identified below that may arise:

- General corporate
- Real property and development and related ownership, operation, investment and/or leasing matters
- Regulatory compliance and governmental affairs
- Project development and/or bank finance
- Strategic tax planning
- Commercial litigation in respect of the foregoing matters

Representative examples of anticipated services include legal research (including memoranda of law), structure, negotiation and execution of complex transactions, and management, negotiation or resolution of disparate interests.

III. SUBMISSION REQUIREMENTS

Please letter your responses exactly as the questions are presented herein, and limit to ten (10) one-sided pages, except for the sample(s) requested in item A.6 below, which must be included in a separate, bound appendix. While LMDC has no preference that all services be provided by the same firm, LMDC does expect each responding firm to be capable of providing legal services in respect of more than one of the areas of law identified in Section II above. Responding firms must specify which services they are qualified to provide, and may choose to submit qualifications to provide less than all of the anticipated scope of services. LMDC will review all such statements of qualifications without prejudice as to which services are proposed.

Interested firms are invited to submit statements of qualifications that contain the following information:

A. Experience, Structure, and Personnel

1. A history of the firm's experience providing legal services to economic development organizations, municipalities, other governmental entities, private developers, not-for-profits and civic organizations.
2. A description of legal services that can be provided, addressing the legal matters by category as follows: (a) general corporate, (b) real property and development and related ownership, operation, investment and/or leasing matters, (c) regulatory and governmental affairs, (d) project development and/or bank finance, (e) strategic tax planning and (f) litigation advice and representation in respect of the foregoing. This description should also address the firm's level of expertise and available resources.
3. A description of the firm's organizational structure (e.g., by department), including resumes of the partners, associates, and legal assistants who would regularly work on each of the matters set forth in item A.2 above.
4. A description of up to five (5) major projects that the firm has completed in respect of the matters set forth in item A.2 above. Include the client, the name of a contact person who is able to provide a reference, a description of the nature of the work, the size and complexity of the project, and the amount and the agreed fee arrangements.
5. Any other information that you believe would make the firm's work on behalf of LMDC superior to that of other firms or information about your firm's specialty or particular skill to perform a specific requested service.
6. No more than two (2) samples of work product or models/forms (limited to 20 pages collectively) prepared by your firm for economic development organizations, municipalities, other governmental entities, private developers, not-for-profits and civic organizations.

B. Fees

1. Whether the firm would be willing to agree to a fee cap consistent with the maximum rates noted below.
2. The normal hourly rate of each attorney and legal assistant whose resume is provided, and the rate that would be charged to LMDC.
3. A list of anticipated reimbursable expenses and the rate charged for each.
4. Any reduced fees offered to other municipalities, governmental entities, economic development or nonprofit organizations, and civic organizations.
5. Any other fees or charges.

NOTE: Although proposed fees will be taken into account, LMDC reserves the right to negotiate a lower or different fee structure with any firm that is selected. At present, the maximum rates payable by LMDC for legal services are as follows:

- \$300 per hour for partners
- \$275 per hour for senior associates
- \$250 per hour for junior associates
- \$ 90 per hour for legal assistants

C. Contact Information (NOTE: does not count toward ten (10)-page limit)

On a single cover sheet in your statement of qualifications, please provide:

1. The firm or individual name;
2. The firm's contact person;
3. License or certification information of firm partner(s) or associate(s) that are anticipated to work on a LMDC project;
4. Telephone, fax, and wireless numbers for firm partner(s) or associates(s) that are anticipated to work on a LMDC project;
5. E-mail address for firm partners or associates that are anticipated to work on an LMDC project;
6. The street address of lead firm or individual;
7. The year the firm or individual practice established;
8. The M/WBE status of the firm (Minority-owned Business Enterprise or Women-owned Business Enterprise, as certified by New York State);
9. The type of work or specialty and size of firm; and
10. The signature of the lead individual, and the date of the signature.

D. Conflicts of Interest (NOTE: does not count toward ten (10)-page limit)

1. Submit a statement describing any potential conflict of interest or appearance of impropriety, relating to other clients of the firm, or officers, directors, and employees of LMDC, that could be created by providing services to LMDC.
2. Indicate what procedures will be followed to detect and notify LMDC and to resolve any conflicts of interest.

3. Indicate any pending litigation and/or regulatory action by any oversight body or entity that could have an adverse material impact on the firm's ability to serve LMDC.
 4. Indicate if the firm has ever had a prior contract with any governmental entity terminated for any reason, and provide a detailed explanation.
 5. Submit a completed Standard Background Questionnaire (Attachment 1).
- E. Nondiscrimination Policy (NOTE: Does not count toward ten (10)-page limit)
1. Firms with fifty (50) or more employees shall submit a copy of their nondiscrimination or affirmative action plan.
 2. Firms with less than fifty (50) employees shall submit a statement of their commitment to equal opportunity and affirmative action from their chief executive officer.

All information and documents described in subsections A through E above must be included or addressed in the submission.

IV. CRITERIA FOR SELECTION

In evaluating statements of qualifications submitted pursuant to this request, LMDC places high value on the following factors, not necessarily in order of importance:

- General knowledge of LMDC's planning and development activities.
- Approaches in methodology with respect to the anticipated scope of legal services that demonstrate maximum comprehension of and ability to provide such services to LMDC.
- Experience of firm and attorneys to be assigned to a LMDC project in general, and in particular, providing legal services in respect of the matters contemplated by this RFQ to municipalities, economic development organizations, or other governmental entities.
- Quality of work product as demonstrated through(i) submitted work product and (ii) legal representation of ESDC or other urban development corporations.
- Demonstrated knowledge of matters contemplated by this RFQ and requisite commitment of time and resources.
- Experience of the firm with comparable organizations and types of services.
- Innovative or outstanding legal representation by firm that demonstrates the firm's unique qualifications to serve as outside counsel in respect of the matters contemplated by this RFQ.
- Number, complexity, and nature of matters contemplated by this RFQ handled by the firm.
- Selected firm's staff ability, availability and facility for working with LMDC directors, officers, staff and consultants.
- Conformity with or exceeding applicable LMDC's policies as noted herein, including specific policies relating to nondiscrimination and affirmative subcontracting goals.

- Proposed fee structure and willingness to work with LMDC in minimizing fees relating to services the firm(s) would provide.
- An oral presentation by engagement staff, if requested by LMDC, will be taken into consideration when selecting any firm(s).

V. CONTRACT REQUIREMENTS

Selected firm(s) will be required to enter into a formal contract with LMDC. The contents of the statement of qualifications prepared by the selected firm(s), with any amendments approved by LMDC, will become a part of the contract awarded as a result of this RFQ process. **Entering into such a contract does not guarantee that selected firms will be requested to perform any legal services during the term of the contract.**

The selected firm(s) will be required to:

- Work with LMDC staff and its consultants to provide legal advice to LMDC.
- Maintain accurate accounting records and other evidence pertaining to costs incurred in providing services, and on LMDC request, to make such records available to LMDC at all reasonable times during the contract period and for six (6) years after the date of the final payment to the firms under the contract.
- Assume sole responsibility for the complete effort as required by this RFQ, and be the sole point of contact with regard to contractual matters.
- Refrain from assigning, transferring, conveying, subletting or otherwise disposing of the contract or its rights, titles or interest therein or its power to execute such agreement to any other person, firm, partnership, company, or corporation without the prior consent and approval in writing of LMDC.
- Comply with applicable law governing projects initiated or supported by LMDC, including all applicable HUD requirements and regulations.

LMDC may select more than one firm that responds to this RFQ to create a pool of qualified firms from which to draw from for LMDC's future legal services needs.

LMDC may terminate any contract entered into as a result of this RFQ at any time, provided that written notice has been given to the contractor at least thirty (30) days prior to such proposed termination date.

VI. MISCELLANEOUS CONDITIONS

A. Obligation Only on Formal Contract

The issuance of this RFQ and the submission of a response by any candidate firms or the acceptance of such response by LMDC do not obligate LMDC in any manner. Legal obligations will only arise on the execution of a formal contract by LMDC and the firms selected by LMDC. Responses to this RFQ will be prepared at the sole cost and expense of the candidate firms. No materials submitted in response to this RFQ will be returned.

B. LMDC Reservation of Rights

LMDC may (i) amend, modify, or withdraw this RFQ, (ii) revise requirements of this RFQ, (iii) require supplemental statements or information from any firm, (iv) accept or reject any or all responses hereto, (v) extend the deadline for submission of responses thereto, (vi) negotiate or hold discussions with any respondent and to waive defects and allow corrections of deficient responses which do not completely conform to the instructions contained herein, and (vii) cancel this RFQ, in whole or in part, if LMDC deems it in its best interest to do so. LMDC may exercise the foregoing rights at any time without notice and without liability to any proposing firm or any other party for their expenses incurred in the preparation of the responses hereto or otherwise.

C. Nondiscrimination and Affirmative Action Policies

It is the policy of the State of New York, ESDC, and LMDC to comply with all federal, state and local laws, policies, orders, rules and regulations which prohibit unlawful discrimination because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action in working with contracting parties to ensure that Minority and Women-owned Business Enterprises ("M/WBEs"), Minority Group Members and women share in the economic opportunities generated by LMDC's participation in projects or initiatives, and/or the use of LMDC funds. LMDC is a subsidiary of ESDC and its non-discrimination and affirmative action policy will apply to this RFQ and any resulting contract(s). LMDC has established a 20% M/WBE participation goal for the entire redevelopment project. The selected firm shall be required to use its best efforts to provide for the meaningful participation of United States M/WBEs, Minority Group Members and women in the execution of this contract. A copy of each responding firm's equal employment opportunity policy statement, Attachment 1 relating to the anticipated workforce to be utilized on the contract and Attachment 2 relating to the anticipated participation as subcontractors of M/WBEs, shall be included as part of the response to the RFQ. The ESDC Affirmative Action Unit ("AAU") is available to assist you in identifying M/WBEs certified by the State of New York that can provide goods and services in connection with the contract. If you require M/WBE listings, please call the AAU at (212) 803-3224.