

## **RESOLUTION NO. 11 OF 2013**

The Greater Syracuse Property Development Corporation met in Regular Session at 333 West Washington Street, Syracuse, New York, on February 12, 2013, at 12:30 P.M.

The meeting was called to order. Upon the roll being duly called, the following members were:

PRESENT: Daniel Barnaba, Mary Beth Primo, Dwight L. Hicks, James Corbett, Vito Sciscioli

ABSENT:

The following Resolution was offered and duly seconded, to wit:

### **RESOLUTION TO APPROVE REQUEST FOR QUALIFICATIONS FOR LEGAL SERVICES**

**WHEREAS**, the Greater Syracuse Property Development Corporation (the "Corporation") is in need of one or more legal service providers to provide legal services to the Corporation; and

**WHEREAS**, the Corporation on December 11, 2012 by Resolution No. 23 of 2012, formed a hiring committee to among other things develop a request for proposals or request for qualifications to be evaluated to assist the Board with selecting a provider or providers of legal representation for the Corporation; and

**WHEREAS**, the Hiring Committee has reviewed the attached request for qualifications and recommended to the Board that it be approved and made available to potential service providers; and

**WHEREAS**, the Members of the Corporation have received the proposed request for qualifications, have had the opportunity to review them and make amendments thereto and said proposed request for qualifications as amended are attached to this Resolution as Appendix "A".

**NOW, THEREFORE, BE IT RESOLVED** by the Corporation that:

1. The Corporation hereby approves of the request for qualifications as amended and attached to this resolution as Appendix "A"; and
2. The Corporation shall provide or make available the request for qualifications to potential service providers upon request by potential service providers; directly to service providers within 100 mile radius of Syracuse, New York that are certified by the State of New York as Minority or Women Business Enterprises; and directly to potential service providers as selected by the Chairs or staff of the Corporation; and
3. The Chair shall be responsible for ensuring that the request for qualifications is

adequately advertised and published.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

Yes: Daniel Barnaba, Mary Beth Primo, Dwight L. Hicks, James Corbett,  
Vito Sciscioli

No:

The foregoing Resolution was thereupon duly adopted.

**APPENDIX "A"**

**REQUEST FOR QUALIFICATIONS**  
**FOR**  
**GREATER SYRACUSE**  
**PROPERTY DEVELOPMENT CORPORATION**  
**LEGAL REPRESENTATION SERVICES**

**I. BACKGROUND**

The Greater Syracuse Property Development Corporation (the “Corporation”) was established pursuant to an Inter-municipal Agreement between the City of Syracuse and County of Onondaga as a not-for-profit corporation, land bank, pursuant to Article 16 of the New York Not-For-Profit Corporation Law (“NPCL”). The Corporation’s mission is to address the problems of vacant, abandoned, or tax delinquent property in the City of Syracuse and the County of Onondaga in a coordinated manner through the acquisition of real property pursuant to New York Not-for-Profit Corporations Law section 1608 and returning that property to productive use in order to strengthen the economy, improve the quality of life, and improve the financial conditions of the municipalities, through the use of the powers and tools granted to Land Banks by the Laws of the State of New York.

This is a newly established organization and one of the first five land banks in New York created under the recently adopted Land Bank Act. As such, it is currently developing its operating policies and procedures, which are anticipated to evolve and be refined extensively in the coming years. It is anticipated to engage in a broad variety of residential and commercial redevelopment projects in the coming year(s) including, but not limited to, acquisition of derelict and underutilized properties, management of occupied properties, rehabilitation of vacant and/or occupied properties, assembly of larger parcels, and marketing of properties for sale.

**II. GENERAL**

The intent and purpose of this Request for Qualifications (the “RFQ”) is to solicit responses for selection of an attorney, attorneys, or a firm to represent the Corporation in all legal matters. The Corporation is seeking representation in the following areas of law 1) Real Property transactions, property development and management; 2) Not-For Profit Corporate representation, and 3) Litigation.

It is the intent of the Corporation to select one or more attorneys or firms to provide the following types of services as needed:

1. Not-For Profit Corporation Representation.

2. Representation in the areas of commercial and residential real estate transactions. Including sales, purchases, deeds, leases, land contracts, mortgages, notes, and workouts.
3. Representation in matters of real estate litigation. Including transactional disputes, eviction, foreclosure, and defense of negligence actions.
4. Representation in matters concerning real property development and management.
5. Representation of the Corporation in matters related to New York Public Authorities Law.
6. Representation in regards to the issuance of bonds.
7. Representation in matters of environmental law and the New York Environmental Quality Review Act (SEQRA).
8. Preparation of corporate policies and resolutions for monthly meetings, and representation at those meetings.
9. Representation in the areas of Freedom of Information Law and Open Meetings law.

### **III. QUALIFICATION REQUIREMENTS**

In order to be considered for selection, your qualifications submittal must include the following:

1. An introduction to the individual or law firm, including name(s) and summary of relevant experience (including resumes) of individuals who will work with the Corporation in a professional capacity.
2. Physical location of all offices of the individual or firm with a description of the size and specific location of the office that will provide the proposed services.
3. If applicable, the names of subcontractors or joint venture partners who would be engaged by your firm including their background and relevant experience, key personnel, location of offices that would provide services, etc. (All as outlined for the primary Attorney or Firm).
4. A statement of interest in performing some or all of the proposed services outlined in section II.
5. A statement of qualifications to include recent specialized experience of the Attorney(s) or Firm and major subcontractors/joint venture partners in areas of representation sought.
6. A list of references including name, address, and phone number. References should include past and present clients.

7. A description of your proposed approach to providing the services requested. Your description should address such items as how you will staff the project and the need for subcontractor support.
8. An organization chart.
9. Evidence (if any) that your firm has established and implemented an Affirmative Action Program.
10. A completed M/WBE utilization plan, and/or request for waiver.
11. The fee basis for the services being proposed and the method of billing. All responses must include representation on a pro bono basis or allow for deferred compensation until such time as the Corporation obtains sufficient financial resources (or a mix of both); this is anticipated to be necessary for no more than the first six months of representation.

#### IV. QUALIFICATIONS SUBMISSION

1. Five hard copies and one electronic copy of the Qualifications must be submitted to:

Katelyn Wright  
Greater Syracuse Property Development Corporation  
c/o Bureau of Planning & Sustainability  
City Hall Commons  
201 E. Washington Street, Suite 500  
Syracuse, NY 13202

[GSPDC@SyrGov.net](mailto:GSPDC@SyrGov.net)

Qualifications may be submitted on or before March 7, 2013 by ground delivery or in person. *Please verify the receipt of qualifications by the Corporation. Untimely submittals will not be reviewed.* Qualifications packages must be sealed and clearly marked on the lower left front with the RFQ title. Responses by Fax will not be accepted.

2. Upon receipt of Qualifications, a Hiring Committee will review each submittal and may recommend a provider or providers for approval by the Board of the Corporation. The Corporation reserves the right, at any time, to reject any or all submissions of Qualifications, request Qualifications from and select a provider not previously submitting Qualifications, waive any requirements of the RFQ, alter the scope of services, or issue a subsequent Request for Proposals.
3. Firms should be willing and able to provide additional information that may be required by the Hiring Committee. Also, interviews and office visits may be requested at the discretion

of the Hiring Committee.

4. The criteria that will be considered by the Hiring Committee will be the information submitted under items 1 through 11 of section III. Your proposal should address as many of these items as practicable.

**V. SCOPE OF SERVICES REQUIRED**

Your submittal should represent as completely as practicable your experience in all areas of law relevant to the representation requested in section II.

**VI. PROFESSIONAL SERVICE CONTRACT**

After a provider or providers are recommended to the Board, and if the Board approves of the selection, the Board will authorize by resolution a professional service contract with the selected provider. The contract shall include all those provisions as required by law and those deemed necessary and appropriate by the Corporation's counsel. Specific terms of the contract may be negotiated with the selected provider prior to Board authorization of the final contract.

**VII. PROFESSIONAL INSURANCE**

All selected providers will be required to retain professional malpractice insurance in an amount to be determined by the board relative to the potential liability associated with services to be provided to the Corporation.

**VIII. MINORITY AND WOMEN OWNED BUSINESS ENTERPRISES**

1. Required Provisions. Any Selected Provider agrees to the below referenced provisions and further agrees that all such provisions shall be incorporated into any final services contract.
  - a. That it will not discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, age, disability or marital status, and will undertake or continue existing programs of affirmative action to ensure that minority group members and women are afforded equal employment opportunities without discrimination. For purposes of this section affirmative action shall mean recruitment, employment, job assignment, promotion, upgradings, demotion, transfer, layoff, or termination and rates of pay or other forms of compensation.
  - b. At the request of the Corporation, the selected provider shall request each employment agency, labor union, or authorized representative of workers with which

it has a collective bargaining or other agreement or understanding, to furnish a written statement that such employment agency, labor union, or representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability or marital status and that such union or representative will affirmatively cooperate in the implementation of the proposer's obligations herein.

- c. The selected provider shall state in all solicitations or advertisements for employees, that, in the performance of the contract, all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status.
2. Except that the provisions of this section shall not be binding upon the selected provider in the performance of work or provision of services unrelated, separate, and distinct from the contract for services with the Corporation.
  3. Copies of related Documents:
    - a. A directory of MWBE certified businesses may be found at:  
<https://ny.newnycontracts.com>.
    - b. A copy of the MWBE required regulations may be found at:  
[http://www.esd.ny.gov/MWBE/Data/122210\\_MWBE15-AREgs.pdf](http://www.esd.ny.gov/MWBE/Data/122210_MWBE15-AREgs.pdf)
    - c. The Proposer acknowledges and agrees that it has reviewed the above referenced documents and that its response will be in compliance therein.
  4. Corporation MWBE Goals. The Corporation has established a goals for MWBE procurement goals for non-construction related services as follows:
    - a. certified minority-owned business enterprises: nineteen and sixty hundredths percent (19.60%);
    - b. certified women-owned business enterprises: seventeen and forty-four hundredths percent (17.44%).
  5. These are the MWBE goals set by the Corporation for the contract(s) to be awarded. The proposed provider should address these goals in its response.
  6. Utilization Plan. Submissions must include a utilization plan for achieving the goals established by the Corporation for certified minority and women owned businesses enterprises in relation to the contract. A form for the utilization plan is attached as Exhibit "A".



7. Waivers. The Corporation may grant a partial or total waiver of goal requirements upon the submission of a waiver form by the proposed provider documenting good faith efforts to meet the goal requirements of the contract upon the consideration of the following factors:
  - a. The number of certified minority or women owned business enterprises available to perform on subcontractable scopes of the contract;
  - b. The total value of the contract;
  - c. The contract scope of work to be performed;
  - d. The project size;
  - e. The availability of other businesses located in the region qualified to do the work to be performed; and
  - f. The ability of certified minority and women owned business enterprises located outside the region to perform the contract.

If the goal requirements cannot be met by the proposed provider in the proposed provider's utilization plan, the proposed provider should request for a partial or total waiver of goal requirements at the time of submission. A waiver form is provided as Exhibit "B". All requested information must be included if a waiver is to be granted.

## Exhibit "A" – MWBE Utilization Plan

### Greater Syracuse Property Development Corporation

#### M/WBE Utilization Plan

INSTRUCTIONS: This form MUST be submitted with any bid, or proposal prior to the contract award. This Utilization Plan must contain a detailed description of the supplies and/or services to be provided by each NYS-certified Minority and Women-owned Business Enterprise (M/WBE), including the offeror if a NYS-certified MWBE, and estimated (or actual if known) annual dollar value under the contract and reflect the MWBE participation goals specified in the contract or procurement document.

Will there be M/WBE participation for services under this contract?  
 Yes complete this form  No, please complete request for waiver form.

\*Please note if the percentage of M/WBE participation in your utilization plan does not equal or exceed the contract goals you must complete a partial waiver form in addition to this utilization plan.

Services to be provided: \_\_\_\_\_ Solicitation Number \_\_\_\_\_

Total Contract Amount: \_\_\_\_\_ MBE \$ Goal: \_\_\_\_\_ WBE \$ Goal: \_\_\_\_\_

#### General/Prime Contractor Information

Offeror/ Contractor Name: \_\_\_\_\_

Address: \_\_\_\_\_ Email: \_\_\_\_\_

Business Phone: \_\_\_\_\_ Cell Phone: \_\_\_\_\_ Other: \_\_\_\_\_

Tax I.D. or SS #: \_\_\_\_\_

General/Prime Contractor is MBE  WBE  Dual  Not W/MBE  (check one)

List below the names of all proposed Minority/Women Business Enterprises joint venture enterprises, subcontractors, consultants, or suppliers, that are certified by the State of New York, the services they will provide, the amount of money they will receive, the date the project will start and its estimated date of completion.

<p>Name: _____</p> <p>Address: _____</p> <p>City, State, Zip: _____</p> <p>Telephone: _____</p> <p>Email: _____</p> <p>Federal ID No. _____</p>	<input type="checkbox"/> MBE <input type="checkbox"/> WBE <input type="checkbox"/> Dual	<p><b>Description of Scope of Work Subcontracts/Supplies/Services</b></p> <p><input type="checkbox"/> Direct (Spending directly fulfilling contract obligations) Description: _____</p> <p><input type="checkbox"/> Indirect (Spending in Support of Company operations) Description: _____</p> <p><input type="checkbox"/> Copies of Written Agreements attached</p>	<p>Value \$ _____</p> <p>Percentage of Contract _____%</p>
<p>Name: _____</p> <p>Address: _____</p> <p>City, State, Zip: _____</p> <p>Telephone: _____</p> <p>Email: _____</p> <p>Federal ID No. _____</p>	<input type="checkbox"/> MBE <input type="checkbox"/> WBE <input type="checkbox"/> Dual	<p><input type="checkbox"/> Direct (Spending directly fulfilling contract obligations) Description: _____</p> <p><input type="checkbox"/> Indirect (Spending in Support of Company operations) Description: _____</p> <p><input type="checkbox"/> Copies of Written Agreements attached</p>	<p>Value \$ _____</p> <p>Percentage of Contract _____%</p>

**Exhibit "A" – MWBE Utilization Plan**

Vendor Certification: I hereby certify that the information supplied in this utilization plan is true and correct.

**SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR/CONTRACTOR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE 15-A, 5 NYCRR PART 142, AND THE ABOVE REFERENCED SOLICITATION. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NON-COMPLIANCE AND/OR TERMINATION OF THE CONTRACT.**

Signature : \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_ Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_ Email: \_\_\_\_\_

**Exhibit "B"**

**REQUEST FOR WAIVER**

Please see page two for documentation requirements. By submitting this form and the required information, the offeror/contractor certifies that every Good Faith Effort has been taken to promote M/WBE participation pursuant to the M/WBE participation set forth under the contract or proposal.

**Contract Overview**

Offeror/Contractor Name: \_\_\_\_\_ Telephone: \_\_\_\_\_  
Address: \_\_\_\_\_ Federal ID No. \_\_\_\_\_ SFS Vendor ID: \_\_\_\_\_  
City, State, Zip: \_\_\_\_\_ Solicitation/Contract No. \_\_\_\_\_  
Email: \_\_\_\_\_

Type of Procurement: Competitive Bid  Other  Bid Response Due Date: \_\_\_\_\_ Est. or Actual Cost \_\_\_\_\_

**Waiver Request Fill All Boxes with an X or N/A and provide justification (attach additional pages if needed)**

- 1.  MBE Waiver- A waiver of the MBE Goal for this procurement is requested.  Total  Partial
- 2.  WBE Waiver - A waiver of the WBE Goal for this procurement is requested.  Total  Partial
- 3.  Waiver- Pending ESD Certification - Check here if subcontractors or suppliers of Contractor are not certified M/WBE but an application for certification has been filled with Empire State Development.  
Subcontractor/Supplier Name: \_\_\_\_\_ Date of filing: \_\_\_\_\_ Reference submission instruction on page 2, item 1.
- 4.  Vendor does not subcontract construction/professional services.
- 5.  Vendor subcontracts some of this type of work but at lower than bids/solicitation describes.
- 6.  Vendor has solicited NYS Certified M/WBE firms for purposes in complying with participation goals without success.  
Please see requirements: Reference submission Instruction on page 2, items 2-10.
- 7.  Other: \_\_\_\_\_

Provide a summary of your justification for requesting a waiver.

By checking this box you verify that you went through the NYS ESD M/WBE Directory of Certified firms to view companies that you may be currently using or may use on this bid.

SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR/CONTRACTOR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE IS-A, 5 NYCRR PART 142, AND THE ABOVE REFERENCED SOLICITATION. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NONCOMPLIANCE AND/OR TERMINATION OF THE CONTRACT

**Exhibit "B"**  
**REQUEST FOR WAIVER**

**Vendor Certification:** I HEREBY AFFIRM THAT THE INFORMATION SUPPLIED IN SUPPORT OF THIS WAIVER REQUEST IS TRUE AND CORRECT AND THAT THIS REQUEST IS MADE IN GOOD FAITH

sworn to before me this \_\_\_ day of \_\_\_ 20\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Print Name

Seal:

\_\_\_\_\_  
Title

\_\_\_\_\_  
Company

**REQUIREMENTS AND DOCUMENT SUBMISSION INSTRUCTIONS**

To be considered, the Request for Waiver form must be accompanied by supporting documentation for items 1-10, as listed below. If a Waiver Pending ESD Certification is requested, please see note below. Copies of the following Information and all relevant supporting documentation must be submitted along with the request.

Supporting Documentation:

1. Provide any other information you deem relevant which may help us in evaluating your request for a waiver.
2. Provide the names of general circulation, trade association, and MWBE-oriented publications in which you solicited certified MWBEs for the purposes of complying with your participation goals.
3. Provide a list identifying the date(s) that all solicitations for certified MWBE participation were published in any of the above publications and the text of said solicitation(s).
4. Provide a list of all certified MWBEs appearing In *the* NYS Directory of Certified Firms that were solicited in writing for purposes of complying with the certified MWBE participation levels.
5. Provide copies of notices, dates of contact, letters and other correspondence as proof that solicitations were made in writing and copies of such solicitations, *or* a sample copy of the solicitation, if an identical solicitation was made to all *certified* MWBEs.
6. Provide copies of responses made by certified MWBEs to your solicitations.
7. Provide a description of any contract documents, plans or specifications made available to certified MWBEs for purposes of soliciting their bids, and the date and manner in which these documents were made available.
8. Provide documentation of any negotiations between the Offeror/Contractor, and/or MWBE(s) undertaken for purposes of complying with the certified MWBE participations goals.
9. Provide the name, title, address, telephone number, and email address of the Offeror/contractor's representative authorized to discuss this waiver request.
10. Copy of notice of application receipt for MWBE certification issued by Empire State Development (ESD).

Note: Unless a Total Waiver has been granted, Offeror/Contractor will be required to submit all reports and documents pursuant to the provisions set forth in the Contract, as deemed appropriate by the Corporation and the State, to determine MWBE compliance.

**FOR AUTHORIZATION USE ONLY**

Reviewed By: \_\_\_\_\_ Date: \_\_\_\_\_ Waiver Granted: Yes \_\_\_ No \_\_\_  
\_ Total Waiver    \_ Partial Waiver    \_ Conditional Waiver    \_ ESD Certification Waiver

STATE OF NEW YORK     )  
COUNTY OF ONONDAGA ) ss.:

I, the undersigned, Dwight L. Hicks, Secretary of the Greater Syracuse Property Development Corporation, DO HEREBY CERTIFY:

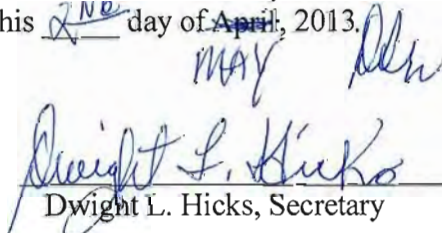
That I have compared the foregoing extract of the minutes of the meeting of the Greater Syracuse Property Development Corporation including the resolution contained therein, held on the 12th day of February 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Greater Syracuse Property Development Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Greater Syracuse Property Development Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Greater Syracuse Property Development Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Greater Syracuse Property Development Corporation this ~~12~~<sup>7<sup>th</sup></sup> day of ~~April~~<sup>MAY</sup>, 2013.

  
Dwight L. Hicks, Secretary