

# PIER A

## Request for Qualifications

November 23, 2009

### Hugh L. Carey Battery Park City Authority

**David A. Paterson**  
Governor, State of New York

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President and CEO



# PIER A

## REQUEST FOR QUALIFICATIONS

### I. INTRODUCTION

Battery Park City Authority ("BPCA") is seeking qualifications from interested parties ("Prospective Bidders" or "Respondents") to lease, operate and maintain Pier A located on the waterfront in Lower Manhattan. Through this Request for Qualifications ("RFQ"), BPCA aims to solicit qualifications from Prospective Bidders and generate programming concepts that aim to enhance the public profile of this historically significant structure, create a vital node of activity on the waterfront and serve as an asset to the local community and to New York City as a whole. Through its restoration and adaptive reuse, it is anticipated that a revitalized Pier A will become a focal point of new activity in Lower Manhattan that will serve as a catalyst for future economic development activity in the neighborhood.

Pier A is situated at the southwest tip of Manhattan, immediately to the west of historic Battery Park and to the south of Battery Park City. (See *Exhibit A – Context Map*). The waterfront location of Pier A provides it with sweeping views of the Statue of Liberty and New York Harbor. Construction of the Pier was completed in 1886, and it is the last surviving historic pier in Manhattan. Today, Pier A is listed on the National Register of Historic Places and has been designated as a landmark by the NY City Landmarks Commission. (See *Exhibit B - Historic Photographs*.)

### II. OBJECTIVE

Through this RFQ, BPCA is seeking qualifications and preliminary programming concepts from Prospective Bidders. BPCA invites Respondents to suggest innovative programming concepts that aim to activate Pier A and to draw local residents and visitors to the water's edge. Potential uses include food and beverage service, general retail, market space, water-dependent uses, tourist services and office space; however, BPCA is open to receiving additional and/or a combination of use concepts from Prospective Bidders. Preference will be given to programming concepts that provide for an active public use for the ground floor of the pier shed.

Respondents should anticipate having exclusive use of the approximately 38,725 square feet of indoor building space within Pier A (the "Premises"). Additionally, BPCA expects that specific use concepts may be enhanced through the utilization of some portions of the 34,000 square foot public Plaza and the 12,500 square foot public Promenade that surrounds the building on three sides (collectively, the "Outdoor Space"). Consequently, BPCA encourages Respondents to consider how they might incorporate the Outdoor Space into their specific use concepts (in a manner which is not inconsistent with its primary purpose as a freely-accessible public space), the approximate areas and hours of operation for such use, and the types of furnishings and finishes that would be required, and to include their suggestions in their RFQ Responses.

Through this RFQ, BPCA seeks to satisfy the following objectives:

- Identify experienced and qualified Prospective Bidders capable of successfully fitting out, operating and maintaining the Premises;
- Solicit innovative concepts for programming the Premises in a manner that will activate Pier A and its outdoor elements with the goal of enhancing waterfront access in Lower Manhattan; and
- Determine financially feasible and economically viable project approaches that will generate revenue to contribute toward the costs of rehabilitation and on-going maintenance of the Premises.

This RFQ is not intended to be a formal offering for the future lease of the Premises; rather it is intended to assess the qualifications of Prospective Bidders and to gauge interest in programming the Premises. Additionally, it is the intent of BPCA to identify and address any issues that may arise through the RFQ process prior to releasing a subsequent Request for Proposals ("RFP") for the Premises. **BPCA reserves the right, in its sole discretion, to identify a short list of qualified Respondents who will be invited to respond to a subsequent RFP for the lease and operation of Pier A or to restrict the right to respond to any future RFP for the Pier A Site to only those parties who respond to this RFQ. BPCA further reserves the right, in its sole discretion, to reject at any time any or all submitted responses to the RFQ, to withdraw the RFQ without notice, and/or to negotiate with respect to and lease Pier A (including to parties other than those responding to the RFQ) on terms other than those set forth herein. As a result, BPCA strongly encourages all parties interested in leasing the Premises to respond to this RFQ.** Finally, BPCA reserves the right to waive compliance with and/or change any of the terms of this RFQ.

Sections 139-j and 139-k of the New York State Finance Law impose certain restrictions on communications between BPCA and Prospective Bidders during the RFQ (and, if applicable, RFP) processes. A Respondent (or its representative) is restricted from making contacts during the period (Restricted Period) from the date of publication of the advertisement for the RFQ solicitation in the State Contract Reporter through final approval of the selection of a tenant of Pier A by BPCA (whether through this RFQ, or by means of a subsequent RFP), to other than the designated contact persons as identified in this RFQ (Designated Contacts), unless it is a contact that is included among certain statutory exceptions. BPCA employees are required to obtain and record certain information when contacted during the Restricted Period, and to make a determination of the responsibility of the Respondent pursuant to these two provisions. Certain findings of non-responsibility can result in a rejection for contract award, and in the event of two findings within a 4-year period, the proposer will be debarred from obtaining governmental procurement contracts. The Designated Contacts for this RFQ are Daniel Baldwin, who may be reached by email at [Daniel.Baldwin@batteryparkcity.org](mailto:Daniel.Baldwin@batteryparkcity.org) or by telephone at 212 417-4144 and Gwen Anderson, who may be reached by email at [Gwen.Anderson@batteryparkcity.org](mailto:Gwen.Anderson@batteryparkcity.org) or by telephone at 212 417-4333.

### **III. SITE DESCRIPTION**

Pier A has been unoccupied since 1993 and, until recently, has been in a state of disrepair. In late 2008, BPCA began working to rehabilitate the Pier to ensure its structural soundness. The goal of the restoration work is to provide the core and shell of a space that will be fit out and operated by a future tenant. Rehabilitation work includes the repair of the sub-piers, the installation of a new deck and the restoration of the core and shell to standards applicable to historic buildings.

BPCA leases the Premises from the City of New York (the "City") under a 49-year term ground lease that extends through October 6, 2057 (the "Ground Lease"). BPCA has the right to extend the Ground Lease for five additional 10-year periods. The rehabilitation of Pier A is being led by BPCA with funding provided by the City. The New York City Economic Development Corporation ("NYCEDC") administers the Ground Lease on behalf of the City, and all matters identified in this RFQ as requiring approval by BPCA likewise include approval by NYCEDC. It is anticipated that BPCA's rehabilitation work on Pier A will be completed by March 31, 2011. Once rehabilitation is complete, Pier A will be available for fit-out by a tenant selected by BPCA through a competitive bidding process (the "Selected Tenant").

The Premises consist of a three-story, 38,725 square foot building, which rests atop a pier that extends westward into the Hudson River. (See *Exhibit C – Location Map*.) The first and second floors of the building each contains approximately 15,000 square feet of space, while the third floor contains 8,725 square feet. (See *Exhibit D - Floor Plans*.) Adjacent to the Pier, primarily to the north and east, is a 34,000 square foot Plaza, and surrounding the Pier on the north, west and south sides is a 12,500 square foot outdoor Promenade. Access to the Premises is through the Plaza. (See *Exhibit E - Site Plan*.) The Plaza and the Promenade (collectively, the "Outdoor Space") are *not* part of the Premises to be leased to the Selected Tenant and are intended to be generally accessible to the public for pedestrian use and passive recreation; however, BPCA will be receptive to use concepts that contemplate uses of the Outdoor Space by the Selected Tenant which are not inconsistent with its primary purpose as a freely-accessible public space. (See 2<sup>nd</sup> paragraph under "Objective," above.) There will be no vehicles permitted on the Plaza except as approved in writing by BPCA. Except as otherwise provided for in connection with BPCA's approval of the Selected Tenant's use of these areas, all Outdoor Space will be maintained by BPCA.

Due to its landmark status and historical significance, Pier A falls under the jurisdiction of several regulating entities. Notable entities include the New York City Landmarks Preservation Commission (which governs the building exterior), the New York State Historic Preservation Office (which governs the building interior and exterior), the New York State Department of Environmental Conservation (which oversees certain waterfront development activity), and the New York City Office of Environmental Coordination (which administers Local Law 86 as it applies to projects receiving City funding). Except as otherwise noted, and except as they are applicable to tenant obligations as distinct from those of an owner, BPCA will bear the responsibility for complying with the requirements of these regulatory entities.

#### **IV. SITE CONDITIONS AND IMPROVEMENTS**

BPCA will provide the core and shell, along with basic operating systems and infrastructure connections for Pier A. The Selected Tenant will be responsible for all costs associated with fit-out and any additional building improvements necessary in order to support its proposed use. All improvements to the Premises must be approved by BPCA. BPCA anticipates that the Premises shall have been leased to the Selected Tenant and will be ready for fit out by April 1, 2011.

A more specific description of the core and shell and infrastructure elements to be provided by BPCA is set forth below. Copies of plans and drawings associated with the improvements previously made or to be made by BPCA will be furnished to any Respondent upon request. Improvements to be provided by BPCA shall include:

- ***Structural.*** BPCA will construct a replacement pier deck to be installed over the existing deck. The Pier as reconstructed will have one center line of columns, restored from the existing multiple column lines. In addition the three middle bays of the Pier will be column-free. This will allow for a more flexible layout for future space planning. Wooden columns and beams supporting the second floor of the Pier will be steel reinforced to support higher live load (150 lbs/sf), thus opening the space for a larger variety of uses. Other structural features are:
  - 1<sup>st</sup> floor live load expected: 150 lbs/sf
  - 2<sup>nd</sup> floor live load expected: 150 lbs/sf
  - 3<sup>rd</sup> floor live load expected: 150 lbs/sf
  - Attic (above 2<sup>nd</sup> floor) live load expected: 50 lbs/sf (center) / 20 lbs/sf (edges)
  - Attic (above 3<sup>rd</sup> floor) live load expected: 50 lbs/sf
- ***Mechanical.*** Heating and cooling will be provided to the building by either a river water heat pump system or a conventional HVAC system, depending on budget, permitting and other factors. Supplemental heating will be provided by the boiler located in the attic. All toilets will be provided with exhaust systems for proper ventilation. Main distribution ductwork will be distributed to the building's major zones and capped off for the tenant to distribute. HVAC systems are being designed with the following capacities:
  - Expected refrigeration: 150 Tons
  - Expected heating: 2000 Mbh
- ***Restoration.*** New cladding was installed on approximately 90 percent of the building exterior in 1998-2000 and is in no need of repair. However, the west end of the Pier was unfinished and new siding will be fully designed and installed along with a new balustrade, railing and balcony. Much of the metal siding and architectural detail on the east elevation was left unfinished and will be installed. Throughout the building missing trim, panels, molding, cornices, gutters and other architectural details will be installed. Deteriorated wood elements such as windows and trim will be restored or replaced as needed and the historic exterior doors and frames will be restored. The standing seam tin plate roof will be repaired as needed and repainted.

Other than the staircase at the east end and adjacent wood wainscot, the first floor has no significant surviving original finishes; therefore no restoration work will occur except at the staircase. New finishes will be applied throughout the rest of the building.

The second floor has certain existing historic finishes which will be restored. The existing wood flooring will be refurbished, and new flooring will be reinstalled to match the existing. It is expected that the historic second floor partitions in the Pier will be repaired along with their interior windows and doors. Throughout the second floor, it is anticipated that historic plaster molding, wood chair rails and base molding will be refinished and reinstalled where currently removed, new molding will be provided where the original is missing, anaglypta paneling in parts of the corridors will be refurbished, and the Commissioner's Room in the western end of the floor will be restored to approximate its condition in 1930s.

- **Utilities.** The utilities to be provided are:  
Gas load requested: 1,200 cfm  
Electric load expected: 2000 amps
- **Sustainability.** Pier A is subject to New York City Local Law 86, which requires that the project attain LEED Silver or better certification, and that it achieve specified increases in energy efficiency. The core and shell is being designed and filed as a LEED CS (core and shell) project. BPCA will work with the Selected Tenant to determine the most practical and economical means for the Tenant to contribute to the effort to produce a green building.

The Selected Tenant will be responsible for the completion of the interior fit-out for the Premises, in active consultation with and subject to the approval of BPCA, which will require Selected Tenant to undertake the following:

- Provide and install electrical outlets as necessary.
- Design and construct any interior walls, as necessary.
- Provide and install interior lighting and related equipment.
- Provide for and install any additional temperature control systems required for the specific use contemplated.
- Provide and install all necessary signage.
- Provide and install all interior furnishings.
- Connect to the plumbing system provided, including all piping, fixtures, drainage and water.
- Provide for egress and occupancy in compliance with the Americans with Disabilities Act and all other applicable rules, laws and regulations.
- Provide and install grease traps throughout, as applicable, and in accordance with all applicable rules, laws and regulations.
- Purchase, install and maintain any kitchen equipment fixtures, if necessary for the specific use contemplated. Such equipment could include, but is not limited to: walk-in refrigerators, stoves, ovens, grilles, counters and exhaust and fire suppression systems. All equipment fixtures will become the property of the City, at the City's option, at the end of the lease term.
- Provide restrooms as necessary according to all applicable rules, laws and regulations.
- Provide a plan for servicing and loading of the Pier.

## V. SITE CONTEXT

Pier A is located along the waterfront in the Financial District neighborhood of Lower Manhattan. The Financial District, which is commonly defined as the area south of the Brooklyn Bridge, is the historical center of New York City and is located at the southernmost portion of the Borough of Manhattan. Today, the Financial District has the second largest concentration of office space in New York City, a burgeoning residential population, and substantial visitor traffic.

***Neighborhood Character.*** The Financial District is defined by tall commercial office towers, many containing prominent financial institutions, law firms and insurance companies. The Financial District is also home to several large educational, governmental and civic facilities, including City Hall. According to the Downtown Alliance, in 2008 the Financial District had nearly 317,000 office workers earning an average annual salary of \$163,000.

As a result of numerous condominium projects and office-to-condominium conversions, the Financial District has experienced significant growth in its residential population. These new residents have created a greater demand for diversity in retail, restaurant and entertainment venues and have broken the traditional 9-to-5 cycle of activity in the area. The Downtown Alliance estimates that there are nearly 54,000 residents living in the Financial District, with an average household income of approximately \$242,000.

The Financial District contains many notable landmarks (including Wall Street and the South Street Seaport Historic District), as well as prominent cultural institutions, which attract over eight million visitors annually. Historic Battery Park is immediately adjacent to Pier A and serves as the point of embarkation for visitors to the Statue of Liberty and Ellis Island.

***Zoning.*** Pier A is located in a C6-4 zoning district, which is a general commercial district that allows a wide range of commercial, community and retail uses. See Article III, Chapter 2 of the Zoning Resolution of the City of New York for further information.

In addition to the underlying C6-4 zoning district, the Premises are situated within the bounds of the Special Lower Manhattan Zoning District ("SLMZD"), which aims to improve the vitality of Lower Manhattan. The SLMZD includes requirements to improve retail continuity, pedestrian circulation space and subway station access. See Article IX, Chapter 1 of the Zoning Resolution of the City of New York for further information.

The Site is also subject to Special Regulations Applying to Waterfront Areas ("Waterfront Zoning"). Waterfront Zoning was adopted in 1993 in order to ensure the creation of quality publicly accessible spaces on New York City's waterfront. See Article VI, Chapter 2 of the Zoning Resolution of the City of New York for further information.

Additional information on zoning, including an online version of the Zoning Resolution of the City of New York, may be found on the Department of City Planning ("DCP") website at <http://www.nyc.gov/html/dcp/html/zonetext.shtml>.

**Transportation.** Thousands of people work and/or live within walking distance of the Financial District, and many more can easily access the area via public transportation. The Financial District is served by thirteen subway lines, including the 1, 2, 3, 4, 5, 6, A, C, E, J, M, Z, R, and W services. (See *Exhibit F – Transportation Map*.) Subway Stations closest to Pier A include the Bowling Green and Rector Street Stations. According to NYC Transit, approximately 316,000 passengers use subway services to Lower Manhattan on an average weekday. The Financial District is also served by seven bus lines, including the M1, M6, M9, M15, M20, M22 and B51 services.

Given its location at the tip of Manhattan, the Financial District serves as a hub for waterborne transportation for the City. The Staten Island Ferry transports approximately 65,000 daily passengers between Staten Island and Lower Manhattan. In addition, the World Financial Center Ferry Terminal, located in Battery Park City just north of North Cove Marina, and the Wall Street Ferry Terminal at Pier 11, located on the East River at the eastern terminus of Wall Street, serve as Financial District landings for several ferry operators, including New York Water Taxi, New York Waterway and SeaStreak. Ferry ridership peaks in the summer months.

## **VI. DEVELOPMENT REQUIREMENTS/CONSTRAINTS**

General market interest has been expressed in the Premises for uses that include food and beverage service, retail, market space, water-dependent uses, tourist services and office space. Prospective Bidders are encouraged, however, to propose any additional innovative programming concepts for the Premises that satisfy BPCA's goal of activating Pier A and enhancing the waterfront experience for local residents and visitors. BPCA anticipates having a single Tenant on the Premises; however BPCA is open to having a single master tenant that sublets portions of the Pier A space to one or more subtenants.

Proposed uses must comport with the Development Requirements /Constraints set forth below:

- **Approvals.** Programming must be consistent with all applicable zoning, environmental and regulatory controls. The Selected Tenant is responsible for obtaining all necessary permits and approvals from all applicable governmental authorities to operate on the Site. Once the Selected Tenant is chosen, its Site use plan and design must be reviewed and approved by BPCA. Any improvements to the Premises approved by BPCA and performed by the Selected Tenant during the term of the Space Lease must be in compliance with all applicable laws, rules and regulations. Any fixed structure or equipment shall become the property of the City of New York upon installation.
- **Use Considerations.** BPCA is seeking innovative concepts for programming the Premises in a manner that will activate Pier A and its outdoor elements with the goal of enhancing waterfront access in Lower Manhattan. As a result, while not a requirement, the use of Pier A to support a water-dependent or water-related activity would be a preferred outcome. (For example, use of a portion of the Premises to support a marine activity would be considered water-dependent.) Consequently, an overall use concept which provides for the inclusion of one or more elements of water-dependent or water-related use would be considered highly desirable in the ultimate choice of the Selected Tenant for Pier A.

Additionally, use concepts should accommodate the inclusion of a visitors' center, either in the building or in the Plaza (the form and parameters of which are to be determined in coordination with the Selected Tenant), which will provide information to tourists and which could act as a hub for ferry service that serves recreational waterfront sites and parks.

- ***Preservation of Historic Elements.*** Certain elements of the second floor layout have been identified as potentially of historic significance. (See *Exhibit G – Historic Elements*.) While Respondents are not required to address the treatment of these elements in their Responses to this RFQ, the Selected Tenant will ultimately be required to indicate in a satisfactory manner either (i) how these historic elements would be respected in conjunction with the proposed use of the second floor, or (ii) how the utility of the second floor would be significantly impaired by the retention of any or all of these historic elements, if the Respondent believes that its proposed use concept could not accommodate these elements.
- ***Terms of Lease.*** The Lease will provide for up to a 20-year term, and the lease rate must be consistent with market rates paid for properties of comparable size, location and quality. The Lease will be a triple-net structure, requiring the Selected Tenant to be responsible for all costs associated with the Premises, including, but not limited to, insurance, utilities, ongoing maintenance and capital repairs, except for costs of maintenance and repair of the Plaza and Promenade which are expressly assumed by BPCA. BPCA will pay no broker's commission in connection with the Lease.
- ***Maintenance and Operations.*** The Selected Tenant shall, at its sole cost and expense, maintain and operate the Site in good and safe condition and in accordance with industry standards and all applicable law. The Selected Tenant shall provide janitorial services for the Site. Using a private carter at its expense, the Selected Tenant must remove all waste, garbage, refuse, rubbish and litter from the Site on a schedule to be approved by BPCA. The Selected Tenant will be responsible for all capital maintenance costs for interior elements of the building, other than mechanical systems installed by BPCA.
- ***Site Access.*** The Selected Tenant will be required to provide BPCA with full and free access to the Site. Inspectors from BPCA will visit the Site unannounced to inspect operations and to ensure proper maintenance of the facility. Based on inspections, BPCA may issue directives regarding deficiencies that must be rectified in a timely manner to be detailed in the Lease.

## **VII. RFQ RESPONSE EXPECTATIONS**

In response to this RFQ, it is expected that Respondents submit (A) a Preliminary Use Concept/Project Description, (B) Financial Information/Proposed Rent Structure, and (C) a Respondent Qualification description.

## **A. Preliminary Use Concept/Project Description and Projected Start Date**

Respondents should submit a detailed narrative describing:

- (i) Programming concept and proposed use(s);
- (ii) Preliminary operational plan for the use of the Premises, including general hours of operation and other pertinent information;
- (iii) Demonstration of how the proposed use concept will activate Pier A and its surrounding public spaces, enhance public access to and experience of the waterfront, and achieve economic viability and sustainability;
- (iv) Description of any proposed programming concepts involving the use of portions of the Plaza and Promenade including a description of the approximate areas and hours of operation for such use, and the types of furnishings and finishes that the Respondent considers essential to support it ; and
- (v) Preliminary Fit-Out Schedule and Projected Operational Start Date.

## **B. Financial Information/Proposed Rent Structure**

Respondents should provide the following financial information, **in both hard-copy and electronic spreadsheet (i.e. Microsoft Excel) formats:**

- **Cash Flows Projections and Proposed Rent Structure** – While detailed financial proposals are not sought at this stage, Respondents should provide a sample set of cash flow projections for the 20-year operating period of the Premises based upon the Respondents' assumptions with respect to conditions for mid-calendar year 2011 (as a projected starting point), as those assumptions pertain to:
  - general market conditions,
  - industry-specific conditions pertinent to the Respondent's use concept,
  - the availability and cost of capital,
  - the availability and cost of materials and labor,
  - a range of fit-out costs appropriate for the Respondent's specific use concept, and
  - a range of estimated soft costs, fees and other costs appropriate for the Respondent's use concept.

Respondents should describe all assumptions upon which their calculations are based.

In addition, based upon the assumptions provided by Respondents as outlined above, Respondents should provide a suggested rent structure consistent with BPCA's expectation of receiving a lease rate which is commensurate with market rates paid for properties of comparable size, location and quality. The suggested rent structure should include (i) details regarding how the Respondent has utilized its assumptions to determine a reasonable lease rate for the Premises, (ii) a reasonable fee for use of the portion of the Outdoor Space which Respondent desires to use (if applicable), and (iii) details regarding proposed annual increases and a breakdown (if applicable) between fixed and percentage rent.

### **C. Respondent Description / Qualifications**

Each entity submitting a response should demonstrate sufficient professional ability to develop the Premises in a manner consistent with its proposed programming concept.

Respondents shall provide evidence of experience in the development, construction, management, marketing and design of projects of a scale, complexity and quality similar to that required by this RFQ. Specifically, each Respondent must describe two similar projects in which it was involved, with particular emphasis given to (i) urban projects of similar size and scale, (ii) waterfront projects, (iii) projects involving historic buildings, and (iv) projects involving significant collaboration with public sector agencies and community groups and organizations. The descriptions of each of the two similar projects must include:

- General project overview, including project elements, location, dates and key personnel;
- Overview of financing structures for the project;
- Descriptions of regulatory and community processes involved in the project;
- Descriptions of relevant measures of "success" for the project; and
- Identification of references for the project.

Additionally, each Respondent must provide the following information:

- Name, address, telephone number and qualifications of the individual or each member of the Respondent team.
- Background information on all members of the Respondent team including the relevant experience of all principal members involved in the development.
- Any additional documentation or information evidencing the strength of the Respondent and its ability to complete the project.
- Contact information of the Respondent's main point of contact.

### **D. Mandatory Forms**

Each Respondent must complete the mandatory forms package (see *Exhibit H – Mandatory Forms*), consisting of the Vendor Responsibility Questionnaire and the other forms listed in the instructions.

Public access to material submitted in response to this RFQ is governed by the relevant provisions of the Freedom of Information Law, which constitutes Article 6 of the New York State Public Officers Law ("FOIL"), and regulations adopted pursuant thereto. If any Respondent submits information that it believes to be a trade secret or otherwise exempt from disclosure under FOIL, it must specifically identify such information and state in writing the reasons why the information should be exempt from disclosure.

## **VIII. REVIEW / SELECTION CRITERIA**

BPCA will use the following criteria, in no particular order of priority, as a guideline to review submissions and, if appropriate, select a respondent with whom to pursue negotiations or create a short list of parties to receive a subsequent Pier A RFP:

*Qualifications* necessary for the successful implementation of the particular use concept proposed. Respondents, and specific individual personnel, should demonstrate experience; development, management and operational skills; and financial resources necessary to implement a high-quality project in a timely, successful and financially sustainable manner, and in compliance with all applicable laws.

*Financial Resources* of the Respondent and other unique attributes which may be relevant to the Respondents' capabilities with respect to implementation of the Pier A use concept proposed.

A *Programming Concept* that meets BPCA's use objectives and guidelines, as set forth in this RFQ, to the greatest extent possible.

*Economic Viability, Revenue-Generating Potential* and *Community Impact* of the use concept proposed. Programming should be economically viable and provide sufficient revenues that may be contributed toward the costs of rehabilitation and on-going maintenance of the Premises.

*Fit-out Schedule.* Respondent should demonstrate ability to complete the fit-out and begin operations of the Premises in a timely fashion.

## **IX. INFORMATIONAL MEETING/SITE VISIT**

Two information sessions on the Pier A RFQ will be held: one on Friday, December 11, 2009 at 10 a.m., and the other on Thursday, January 7, 2010 at 10:00 a.m. The information sessions will be held at Battery Park City Authority's Office, located at One World Financial Center, 24<sup>th</sup> Floor, New York, New York. The information sessions will be followed by visits to the Premises, where the exterior portions of the pier and building may be viewed. Due to construction activities within the Pier, access to the interior of the Pier will likely not be possible; however building plans and photographs will be available. Those who wish to attend the informational meetings and the related site visits must contact Leatha York at 212-417-4121 or [Leatha.York@batteryparkcity.org](mailto:Leatha.York@batteryparkcity.org) on or before Tuesday, December 8, 2009 for the December 11, 2009 session and on or before Monday, January 4, 2010 for the January 7, 2010 session. Attendance is not mandatory; however, interested parties are strongly encouraged to attend one of the informational meetings.

Respondents may submit questions and/or request clarifications from BPCA by contacting Daniel Baldwin at [Daniel.Baldwin@batteryparkcity.org](mailto:Daniel.Baldwin@batteryparkcity.org) or Gwen Anderson at [Gwen.Anderson@batteryparkcity.org](mailto:Gwen.Anderson@batteryparkcity.org).

## **X. HOW TO SUBMIT**

Six (6) hard copies and one (1) electronic version of the proposal (stored on diskette) identified by "Pier A" on the envelope must be submitted to and received by Battery Park City Authority no later than **Friday, January 29, 2010 at 4:00 p.m.** Such proposals must be delivered to the following address:

Battery Park City Authority  
One World Financial Center  
New York, New York 10281-1097  
Attention: Daniel Baldwin

## **XI. FURTHER INFORMATION**

For further information regarding the RFQ response requirements or the Premises, please contact:

Daniel Baldwin  
Battery Park City Authority  
One World Financial Center  
New York, New York 10281-1097  
212-417-2000  
[Daniel.Baldwin@batteryparkcity.org](mailto:Daniel.Baldwin@batteryparkcity.org)

Or

Gwen Anderson  
Battery Park City Authority  
One World Financial Center  
New York, New York 10281-1097  
212-417-2000  
[Gwen.Anderson@batteryparkcity.org](mailto:Gwen.Anderson@batteryparkcity.org)

# Request for Qualifications

## Pier A

## Exhibit A



Context Map

# Request for Qualifications

## Pier A

Exhibit B



10781-54

WHITEHALL BUILDING, BATTERY PARK AND ENTRANCE TO NORTH RIVER,  
NEW YORK.

ROTARY PHOTO, E.C.

Image credit: Picture Collection, The Branch Libraries, The New York Public Library, Astor, Lenox and Tilden Foundations



Image credit: Picture Collection, The Branch Libraries, The New York Public Library, Astor, Lenox and Tilden Foundations

## Historic Photographs

# Request for Qualifications

## Pier A

## Exhibit B Continued



Image credit: Photography Collection, Miriam and Ira D. Wallach Division of Art, Prints and Photographs, The New York Public Library, Astor, Lenox and Tilden Foundations



Image credit: The Historic American Engineering Record

Historic Photographs

# Request for Qualifications

## Pier A

Exhibit C

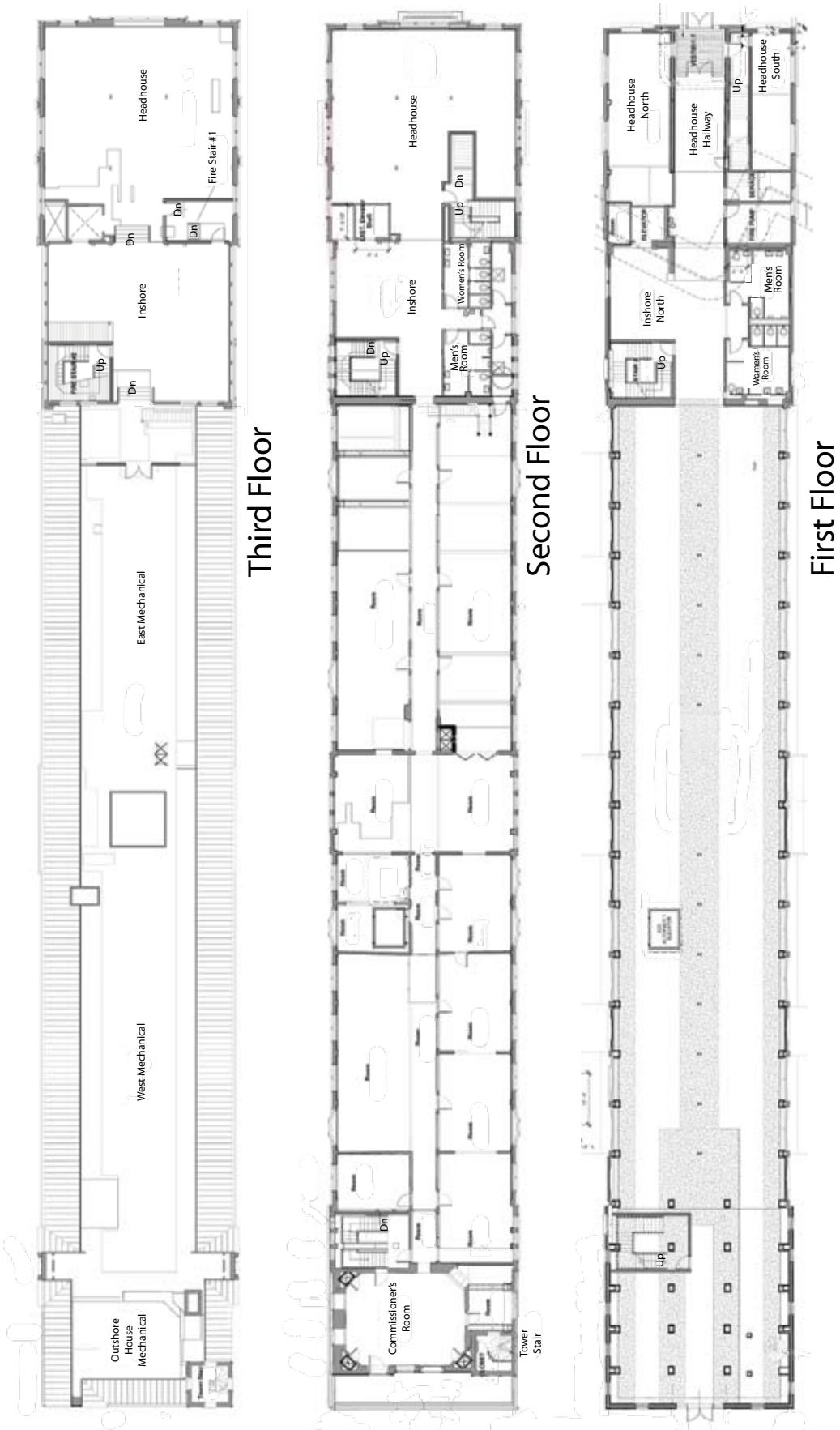


Location Plan

# Request for Qualifications

## Pier A

## Exhibit D

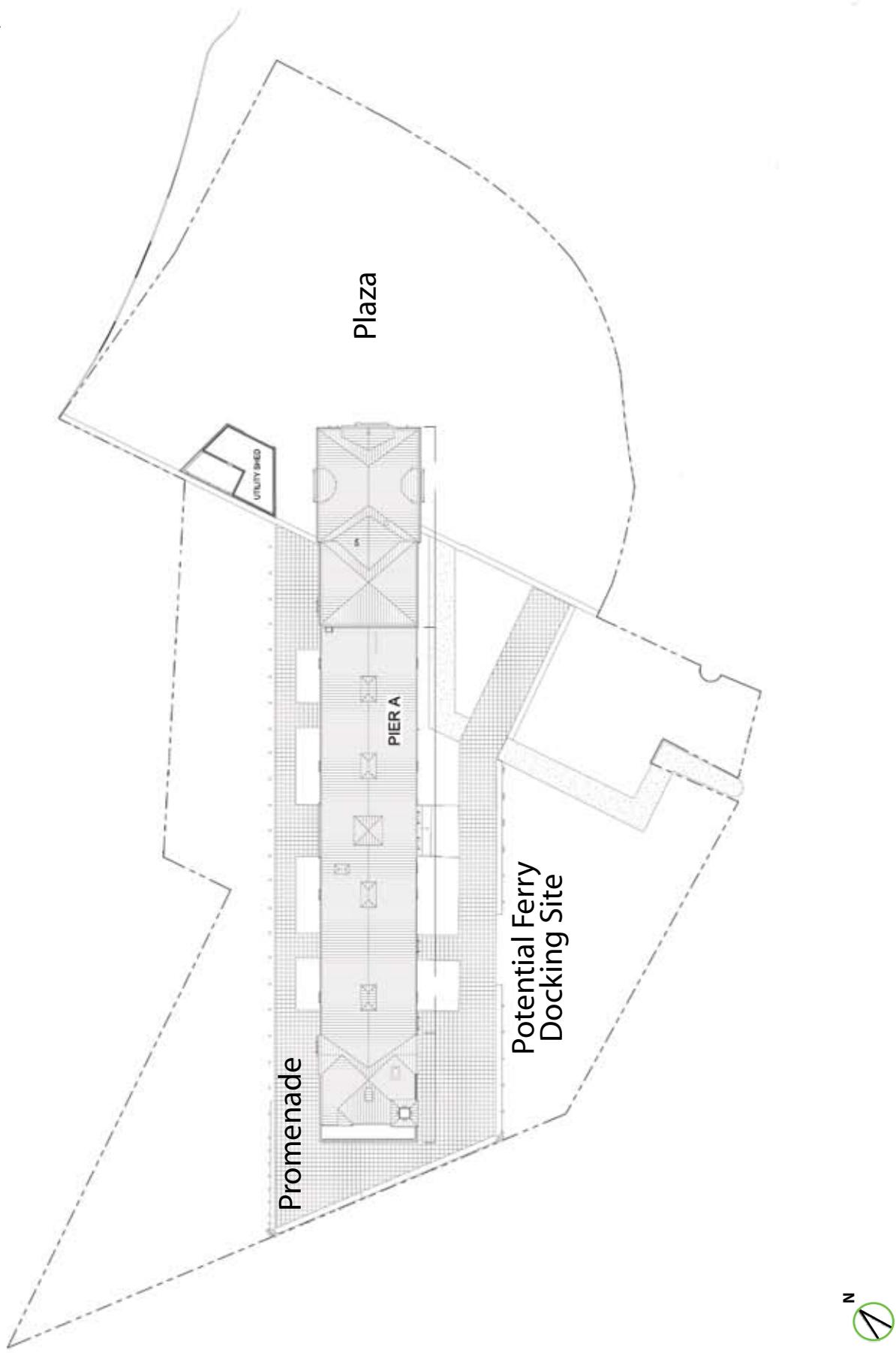


Floor Plans

# Request for Qualifications

## Pier A

Exhibit E



Site Plan

# Request for Qualifications

## Pier A

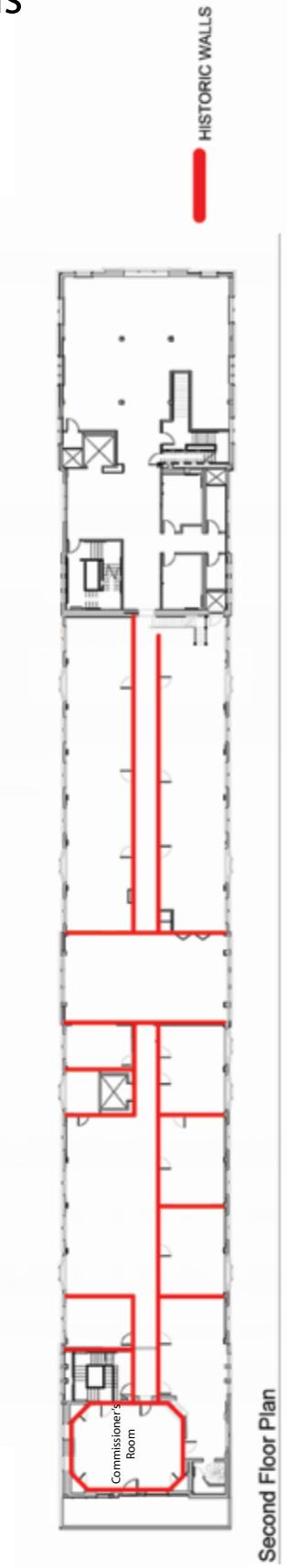
Exhibit F



Transportation

Request for Qualifications  
Pier A

Exhibit G



Second Floor Plan

Historic Elements



# Request for Qualifications

## Pier A

Exhibit H

### PIER A RFQ MANDATORY PACKET

#### CONTENTS:

1. INSTRUCTIONS FOR NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRES
2. NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY (7PGS.)
3. STATEMENT OF NON-COLLUSION (2 PGS.)
4. BATTERY PARK CITY AUTHORITY MBE/WBE REQUIRED PARTICIPATION PLAN
5. BATTERY PARK CITY AUTHORITY UTILIZATION PLAN WORKFORCE PERCENTAGE INFORMATION
6. NYS FINANCE LAW §139 MANDATORY FORMS PACKET INSTRUCTIONS
7. LANGUAGE FOR INCLUSION IN SOLICITATION
8. LANGUAGE TO OBTAIN OFFERER'S AFFIRMATION OF UNDERSTANDING OF AND AGREEMENT PURSUANT TO STATE FINANCE LAW §139-J (3) AND §139-J (6) (B)
9. LANGUAGE TO OBTAIN AN OFFERER'S CERTIFICATION OF COMPLIANCE WITH STATE FINANCE LAW §139-K(5)
10. LANGUAGE TO OBTAIN THE OFFERER'S DISCLOSURE OF PRIOR NON-RESPONSIBILITY DETERMINATIONS
11. OFFERER'S DISCLOSURE OF PRIOR NON-RESPONSIBILITY DETERMINATIONS (2 PGS.)
12. CONTRACT TERMINATION PROVISION
13. REQUEST FOR TAXPAYER ID NO., WITH INSTRUCTIONS (4 PGS.)

Mandatory Forms

# **Instructions for New York State Vendor Responsibility Questionnaires**

The four (4) questionnaires found on the New York State VendRep System are also available in paper format.

The questionnaires are intended to elicit information based on vendor type (For-Profit or Not-for-Profit) and activity (Construction or Non-Construction). Each vendor should select the questionnaire that most closely reflects its business characteristics or as directed by an agency's solicitation instructions. The available vendor questionnaires are:

- **For-Profit**
- **For-Profit Construction (CCA-2)**
- **Not-for-Profit**
- **Not-for-Profit Construction**

Business Entities may print the PDF version of a questionnaire form and complete it manually or may select the MS Word version and complete the questionnaire on a computer. Completing the questionnaire in MS Word allows the questionnaire to be saved on the user's computer and updated in the event that the vendor's information changes.

The person(s) completing the vendor responsibility questionnaire must be knowledgeable about the vendor's business and operations. The certification at the end of each questionnaire must be completed by an owner or officer of the Business Entity and must be notarized to be complete.

**Business Entities must answer every question contained in the selected questionnaire.<sup>1</sup>** Most questions require "Yes" or "No" answers and request additional information where necessary. For paper submissions, responses that require additional information must include an attachment containing this information. A Business Entity must provide all relevant information which can be obtained within the limits of the law. The Business Entity is not required to provide information regarding a determination or finding made in error which was subsequently corrected.

If the submitting Business Entity is a Joint Venture, one questionnaire must be submitted for the Joint Venture plus each Business Entity comprising the Joint Venture must also submit separate questionnaires.

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<sup>1</sup> If the Business Entity uses a Social Security Number (SSN) as its identification number, providing the SSN on the questionnaire is optional. Individuals and Sole Proprietors may use an SSN but are encouraged to obtain and use an Employer Identification Number.

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

<b>BUSINESS ENTITY INFORMATION</b>				
Legal Business Name		EIN		
Address of the Principal Place of Business/Executive Office		Phone Number	Fax Number	
E-mail		Website		
<b>Authorized Contact for this Questionnaire</b>				
Name:		Phone Number	Fax Number	
Title		Email		
List any other DBA, Trade Name, Other Identity, or EIN used in the last five (5) years, the state or county where filed, and the status (active or inactive): (if applicable)				
Type	Name	EIN	State or County where filed	Status

<b>I. BUSINESS CHARACTERISTICS</b>				
<b>1.0 Business Entity Type – Please check appropriate box and provide additional information:</b>				
a) <input type="checkbox"/> Corporation (including PC)	Date of Incorporation			
b) <input type="checkbox"/> Limited Liability Co. (LLC or PLLC)	Date Organized			
c) <input type="checkbox"/> Limited Liability Partnership	Date of Registration			
d) <input type="checkbox"/> Limited Partnership	Date Established			
e) <input type="checkbox"/> General Partnership	Date Established	County (if formed in NYS)		
f) <input type="checkbox"/> Sole Proprietor	How many years in business?			
g) <input type="checkbox"/> Other	Date Established			
<b>If Other, explain:</b>				
<b>1.1 Was the Business Entity formed in New York State?</b>				<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>If 'No' indicate jurisdiction where Business Entity was formed:</b>				
<input type="checkbox"/> United States	State	_____		
<input type="checkbox"/> Other	Country	_____		
<b>1.2 Is the Business Entity currently registered to do business in New York State with the Department of State? Note: Select 'Not Required' if the Business Entity is a Sole Proprietor or General Partnership</b>				<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not required
<b>If 'No' explain why the Business Entity is not required to be registered in New York State.</b>				
<b>1.3 Is the Business Entity registered as a Sales Tax Vendor with the New York State Department of Taxation and Finance?</b>				<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>If 'No', explain and provide detail, such as "not required", "application in process", or other reason for not being registered.</b>				
<b>1.4 Is the Business Entity publicly traded?</b>				<input type="checkbox"/> Yes <input type="checkbox"/> No

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

<b>I. BUSINESS CHARACTERISTICS</b>		
<b>CIK Code or Ticker Symbol</b>		
<b>1.5 Is the responding Business Entity a Joint Venture? Note: If the Submitting Business Entity is a Joint Venture, also submit a questionnaire for each Business Entity comprising the Joint Venture</b>		<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>1.6 Does the Business Entity have a DUNS Number?</b>		<input type="checkbox"/> Yes <input type="checkbox"/> No
Enter DUNS Number		
<b>1.7 Is the Business Entity's Principal Place of Business/Executive Office in New York State? If 'No', does the Business Entity maintain an office in New York State?</b>		<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No
Provide the address and telephone number for one New York office.		
<b>1.8 Is the Business Entity a New York State Certified Minority Owned Business Enterprise (MBE), Women Owned Business Enterprise (WBE), New York State Small Business or a Federally Certified Disadvantaged Business Enterprise (DBE)?</b>		<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>If 'Yes', check all that apply:</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> New York State Certified Minority Owned Business Enterprise (MBE)</li> <li><input type="checkbox"/> New York State Certified Women Owned Business Enterprise (WBE)</li> <li><input type="checkbox"/> New York State Small Business</li> <li><input type="checkbox"/> Federally Certified Disadvantaged Business Enterprise (DBE)</li> </ul>		
<b>1.9 Identify Business Entity Officials and Principal Owners. For each person, include name, title and percentage of ownership, if applicable. Attach additional pages if necessary.</b>		
Name	Title	Percentage Ownership (Enter 0% if not applicable)
<b>II. AFFILIATES AND JOINT VENTURE RELATIONSHIPS</b>		
<b>2.0 Does the Business Entity have any Affiliates? Attach additional pages if necessary.</b>		<input type="checkbox"/> Yes <input type="checkbox"/> No
Affiliate Name	Affiliate EIN (If available)	Affiliate's Primary Business Activity
Explain relationship with the Affiliate and indicate percent ownership, if applicable (enter N/A, if not applicable):		
Are there any Business Entity Officials or Principal Owners that the Business Entity has in common with this Affiliate?		<input type="checkbox"/> Yes <input type="checkbox"/> No
Individual's Name	Position/Title with Affiliate	
<b>2.1 Has the Business Entity participated in any Joint Ventures within the past three (3) years? Attach additional pages if necessary</b>		<input type="checkbox"/> Yes <input type="checkbox"/> No
Joint Venture Name:	Joint Venture EIN (If available):	Identify parties to the Joint Venture:

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

**III. CONTRACT HISTORY**

**3.0 Has the Business Entity held any contracts with New York State government entities in the last three (3) years? If "Yes" attach a list including the Contract Number, Agency Name, Contract Amount, Contract Start Date, Contract End Date, and the Contract Description.**

Yes  No

**IV. INTEGRITY – CONTRACT BIDDING**

**Within the past five (5) years, has the Business Entity or any Affiliate**

- |  |  |
|--|--|
| <b>4.0 been suspended or debarred from any government contracting process or been disqualified on any government procurement?</b>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>4.1 been subject to a denial or revocation of a government prequalification?</b>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>4.2 been denied a contract award or had a bid rejected based upon a finding of non-responsibility by a government entity?</b>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>4.3 had a low bid rejected on a government contract for failure to make good faith efforts on any Minority Owned Business Enterprise, Women Owned Business Enterprise or Disadvantaged Business Enterprise goal or statutory affirmative action requirements on a previously held contract?</b> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>4.4 agreed to a voluntary exclusion from bidding/contracting with a government entity?</b>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>4.5 initiated a request to withdraw a bid submitted to a government entity or made any claim of an error on a bid submitted to a government entity?</b>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |

**For each "Yes" answer above provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.**

**V. INTEGRITY – CONTRACT AWARD**

**Within the past five (5) years, has the Business Entity or any Affiliate**

- |   |  |
|---|--|
| <b>5.0 been suspended, cancelled or terminated for cause on any government contract?</b>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>5.1 been subject to an administrative proceeding or civil action seeking specific performance or restitution in connection with any government contract?</b> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>5.2 entered into a formal monitoring agreement as a condition of a contract award from a government entity?</b>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
- For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.**

**VI. CERTIFICATIONS/LICENSES**

**Within the past five (5) years, has the Business Entity or any Affiliate**

- |   |  |
|---|--|
| <b>6.0 had a revocation, suspension or disbarment of any business or professional permit and/or license?</b>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>6.1 had a denial, decertification, revocation or forfeiture of New York State certification of Minority Owned Business Enterprise, Women Owned Business Enterprise or federal certification of Disadvantaged Business Enterprise status, for other than a change of ownership?</b> | <input type="checkbox"/> Yes <input type="checkbox"/> No |
- For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.**

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

**VII. LEGAL PROCEEDINGS****Within the past five (5) years, has the Business Entity or any Affiliate**

7.0 been the subject of an investigation, whether open or closed, by any government entity for a civil or criminal violation?	<input type="checkbox"/> Yes <input type="checkbox"/> No
7.1 been the subject of an indictment, grant of immunity, judgment or conviction (including entering into a plea bargain) for conduct constituting a crime?	<input type="checkbox"/> Yes <input type="checkbox"/> No
7.2 received any OSHA citation and Notification of Penalty containing a violation classified as serious or willful?	<input type="checkbox"/> Yes <input type="checkbox"/> No
7.3 had a government entity find a willful prevailing wage or supplemental payment violation?	<input type="checkbox"/> Yes <input type="checkbox"/> No
7.4 had any New York State Labor Law violation deemed willful?	<input type="checkbox"/> Yes <input type="checkbox"/> No
7.5 entered into a consent order with the New York State Department of Environmental Conservation, or a Federal, State or local government enforcement determination involving a violation of federal, state or local environmental laws?	<input type="checkbox"/> Yes <input type="checkbox"/> No
7.6 other than the previously disclosed:  (i) Been subject to the imposition of a fine or penalty in excess of \$1,000 imposed by any government entity as a result of the issuance of citation, summons or notice of violation, or pursuant to any administrative, regulatory, or judicial determination; or  (ii) Been charged or convicted of a criminal offense pursuant to any administrative and/or regulatory action taken by any government entity?	<input type="checkbox"/> Yes <input type="checkbox"/> No

For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.

**VIII. LEADERSHIP INTEGRITY****NOTE: If the Business Entity is a Joint Venture Entity, answer "N/A – Not Applicable" to questions 8.0 through 8.4.)****Within the past five (5) years has any individual previously identified, any other Business Entity Leader not previously identified, or any individual having the authority to sign, execute or approve bids, proposals, contracts or supporting documentation with New York State been subject to**

8.0 a sanction imposed relative to any business or professional permit and/or license?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
8.1 an investigation, whether open or closed, by any government entity for a civil or criminal violation for any business related conduct?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
8.2 an indictment, grant of immunity, judgment, or conviction of any business related conduct constituting a crime including, but not limited to, fraud, extortion, bribery, racketeering, price fixing, bid collusion or any crime related to truthfulness?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
8.3 a misdemeanor or felony charge, indictment or conviction for:  (i) any business-related activity including but not limited to fraud, coercion, extortion, bribe or bribe-receiving, giving or accepting unlawful gratuities, immigration or tax fraud, racketeering, mail fraud, wire fraud, price fixing or collusive bidding; or  (ii) any crime, whether or not business related, the underlying conduct of which related to truthfulness, including but not limited to the filing of false documents or false sworn statements, perjury or larceny?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
8.4 a debarment from any government contracting process?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A

For each "Yes" answer provide an explanation of the issue(s), the individual involved, the government entity involved, the relationship to the submitting Business Entity, relevant dates, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

**IX. FINANCIAL AND ORGANIZATIONAL CAPACITY**

9.0 Within the past five (5) years, has the Business Entity or any Affiliates received a formal unsatisfactory performance assessment(s) from any government entity on any contract?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.1 Within the past five (5) years, has the Business Entity or any Affiliates had any liquidated damages assessed over \$25,000?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, contracting party involved, the amount assessed and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.2 Within the past five (5) years, has the Business Entity or any Affiliates had any liens, claims or judgments (not including UCC filings) over \$25,000 filed against the Business Entity which remain undischarged or were unsatisfied for more than 90 days?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, the lien holder or claimant's name, the amount of the lien(s) and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.3 In the last seven (7) years, has the Business Entity or any Affiliates initiated or been the subject of any bankruptcy proceedings, whether or not closed, regardless of the date of filing, or is any bankruptcy proceeding pending?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" provide the Business Entity involved, the relationship to the submitting Business Entity, the Bankruptcy chapter number, the Court name, and the docket number. Indicate the current status of the proceedings as "Initiated," "Pending" or "Closed." Provide answer below or attach additional sheets with numbered responses.	
9.4 During the past three (3) years, has the Business Entity and any Affiliates failed to file or pay any tax returns required by federal, state or local tax laws?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" provide the Business Entity involved, the relationship to the submitting Business Entity, the taxing jurisdiction (federal, state or other), the type of tax, the liability years, the tax liability amount the Business Entity failed to file/pay and the current status of the tax liability. Provide answer below or attach additional sheets with numbered responses.	
9.5 During the past three (3) years, has the Business Entity and any Affiliates failed to file or pay any New York State unemployment insurance returns?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" provide the Business Entity involved, the relationship to the submitting Business Entity, the years the Business Entity failed to file/pay the insurance, explain the situation and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.6 During the past three (3) years, has the Business Entity or any Affiliates had any government audits? If "yes" did any audit reveal material weaknesses in the Business Entity's system of internal controls? If "Yes", did any audit reveal non-compliance with contractual agreements or any material disallowance (if not previously disclosed in 9.6)?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No
For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

**X. FREEDOM OF INFORMATION LAW (FOIL)**

**10.0** Indicate whether any information supplied herein is believed to be exempt from disclosure under the Freedom of Information Law (FOIL). Note: A determination of whether such information is exempt from FOIL will be made at the time of any request for disclosure under FOIL.

Yes  No

Indicate the question number(s) and explain the basis for the claim.

**NEW YORK STATE  
VENDOR RESPONSIBILITY QUESTIONNAIRE  
FOR-PROFIT BUSINESS ENTITY**

**Certification**

The undersigned: (1) recognizes that this questionnaire is submitted for the express purpose of assisting New York State contracting entities in making responsibility determinations regarding an award of a contract or approval of a subcontract; (2) recognizes that the Office of the State Comptroller (OSC) will rely on information disclosed in the questionnaire in making responsibility determinations and in approving a contract or subcontract; (3) acknowledges that the New York State contracting entities and OSC may, in their discretion, by means which they may choose, verify the truth and accuracy of all statements made herein; and (4) acknowledges that intentional submission of false or misleading information may constitute a misdemeanor or felony under New York State Penal Law, may be punishable by a fine and/or imprisonment under Federal Law, and may result in a finding of non-responsibility, contract suspension or contract termination.

**The undersigned certifies that he/she:**

- is knowledgeable about the submitting Business Entity's business and operations;
- has read and understands all of the questions contained in the questionnaire;
- has not altered the content of the questionnaire in any manner;
- has reviewed and/or supplied full and complete responses to each question;
- to the best of his/her knowledge, information and belief, confirms that the Business Entity's responses are true, accurate and complete, including all attachments, if applicable;
- understands that New York State will rely on the information disclosed in the questionnaire when entering into a contract with the Business Entity; and
- is under obligation to update the information provided herein to include any material changes to the Business Entity's responses at the time of bid/proposal submission through the contract award notification, and may be required to update the information at the request of the New York State contracting entities or OSC prior to the award and/or approval of a contract, or during the term of the contract.

Signature of Owner/Officer \_\_\_\_\_

Printed Name of Signatory \_\_\_\_\_

Title \_\_\_\_\_

Name of Business \_\_\_\_\_

Address \_\_\_\_\_

City, State, Zip \_\_\_\_\_

Sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_;

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

Statement of Non-Collusion

**STATEMENT OF NON-COLLUSION:**

- I. By submission of this Proposal, Proposer and each person signing on behalf of Proposer certifies, (and in the case of a joint Proposal each party thereto certifies) as to its own organization, under penalty of perjury, that to the best of his knowledge and belief:
  - A) The prices in this Proposal have been arrived at independently without collusion, consultation, communication or agreement, for the purpose of restricting competition, as to any matter relating to such prices with any other Proposer or with any competitor.
  - B) Unless otherwise required by law, the prices which have been quoted in this Proposal have not been knowingly disclosed by the Proposer and will not knowingly be disclosed by the Proposer prior to opening, directly or indirectly to any other Proposer or to any competitor.
  - C) No attempt has been made or will be made by Proposer to induce any other person, partnership, firm or corporation to submit or not to submit a Proposal for the purpose of restricting competition.
- II. A Proposal shall not be considered for award nor shall any award be made where sub-paragraphs IA, IB, and IC above have not been compiled with provided however, that if in any case Proposer cannot make the foregoing certification and the Proposer shall so state and shall furnish with its Proposal a signed statement which sets forth in detail the reasons therefore. Where sub-paragraphs IA, IB, and IC above have not been compiled with, Proposal shall not be considered for award nor shall any award be made unless the Authority determines that such disclosure was not made for the purpose of restricting competition.  
The fact that a Proposer (a) has published price lists, rates, or tariffs covering items Being procured, (b) has informed prospective customers of proposed or pending Publication of a new or revised price lists for such item, or (c) has sold the same items To other customers at the same prices being proposed, does not constitute, without more, a disclosure within the meaning of paragraph A above.
- III. This Proposal, if made by a corporate Proposer, shall be deemed to have been authorized by the board of directors of the Proposer and such authorization shall be deemed to include the signing and submission of the Proposal and the inclusion thereof of the statement of non-collusion as the act and deed of the corporation.

(Insert Name of Proposer and Sign Below)

By: \_\_\_\_\_

(PRINT Full legal name of person, firm, partnership or corporation)

\_\_\_\_\_  
(Signature and Title)

Address \_\_\_\_\_

City and State \_\_\_\_\_

Corporate I.D. Number \_\_\_\_\_

Federal I.D. Number \_\_\_\_\_

Date \_\_\_\_\_

### **Statement of Non-Collusion**

**Statement of Non-Collusion Continued**

If the Proposer is an individual, the Proposer's legal residence is as follows:

**Street Address** \_\_\_\_\_ **City** \_\_\_\_\_ **State** \_\_\_\_\_

If Proposer is a Firm or Partnership, complete the following:

If Proposer is a **Corporation** complete the following:

NAME OF ALL-OFFICERS	LEGAL RESIDENCE
President	
Vice President	
Secretary	
Treasurer	
Title	
Title	

**MBE/WBE Required Participation Plan**

**Exhibit  
Part 3**

**BATTERY PARK CITY AUTHORITY  
MBE/WBE REQUIRED PARTICIPATION PLAN**

Please fill out utilization plan for MBE/WBE(s) participation and use the same format for all additional MBE/WBE sub-contractors

<b>CONTRACTOR:</b>	<b>DATE</b>
<b>NAME:</b>	
<b>ADDRESS:</b>	
<b>CONTACT PERSON:</b>	<b>PHONE #</b>
<b>FEDERAL I.D. NO:</b>	<b>FAX #</b>

**MBE/WBE INFORMATION**

<b>SUB-CONTRACTOR:</b>	<b>FEDERAL I.D. #</b>
<b>NAME:</b>	<b>WORK TO BEGIN:</b>
<b>ADDRESS:</b>	
<b>PHONE NUMBER:</b>	<b>TO FINISH ON:</b>
<b>CONTACT PERSON:</b>	
<b>ESTIMATED DOLLAR AMOUNT TO BE AWARDED TO MBE/WBE:</b>	
<b>SCOPE OF WORK TO BE DONE BY MBE/WBE</b>	

**MBE/WBE INFORMATION**

<b>SUB-CONTRACTOR:</b>	<b>FEDERAL I.D.#</b>
<b>NAME:</b>	<b>WORK TO BEGIN</b>
<b>ADDRESS:</b>	
<b>PHONE NUMBER:</b>	
<b>CONTACT PERSON:</b>	<b>TO FINISH ON:</b>
<b>ESTIMATED DOLLAR AMOUNT TO BE AWARDED TO MBE/WBE:</b>	
<b>SCOPE OF WORK TO BE DONE BY MBE/WBE:</b>	

**MBE/WBE Utilization Plan**

**Exhibit  
Part 4**

**BATTERY PARK CITY AUTHORITY  
UTILIZATION PLAN  
WORKFORCE PERCENTAGE INFORMATION**

Please fill out utilization plan for minority and female employees of Consultant.

<b>TRADE(S):</b>	
<b>MINORITY WORKFORCE:</b>	<b>%</b>
<b>FEMALE WORKFORCE</b>	<b>%</b>

## **NYS FINANCE LAW §139 MANDATORY FORMS PACKET INSTRUCTIONS**

In your packet, you have 5 forms:

1. Language for Inclusion in Solicitation

\*This document must be included in all RFP's, Bid documents or Mandatory Forms packet if there is no RFP. (1 page)

2. Language to Obtain Offerer's Affirmation of Understanding of and Agreement pursuant to State Finance Law §139-j (3) and §139-j (6) (b)

\*This form must be included in the Mandatory Forms Packet. (1 page)

3. Language to Obtain an Offerer's Certification of Compliance with State Finance Law §139-k(5)

\*This form must be included in the Mandatory Forms Packet. (1 page)

4. Language to Obtain the Offerer's Disclosure of Prior Non-Responsibility Determinations

\*This form must be included in the Mandatory Forms Packet. (3 pages)

5. Contract Termination Provision

\*This document must be included in the Mandatory Forms Packet.

**This document must be included in RFP's, bid documents, or Mandatory Forms Packet, if there is no RFP.**

## **Language for Inclusion in Solicitation**

### **Background:**

State Finance Law §139-j (6) requires that a Governmental Entity incorporate a summary of its policy and prohibitions regarding permissible contacts during a covered procurement.

### **BPCA PERMISSIVE CONTACTS POLICY:**

Pursuant to State Finance Law, §139-j and 139-k, this solicitation, RFP, or Invitation for Bids includes and imposes certain restrictions on communications between Battery Park City Authority and its subsidiaries and affiliates and an Offerer (Contractor/Consultant or their representative) during the procurement process. An Offerer/bidder (or its representative) is restricted from making contacts from the earliest notice of intent to solicit offers [i.e. from Contract Reporter ad publication] through final award and approval of the Procurement Contract by BPCA ("Restricted Period") to other than designated staff unless it is a contact that is included among certain statutory exceptions set forth in State Finance Law § 139-j (3) (a). The designated staff contact person is identified in this solicitation. BPCA employees are also required to obtain and record certain information when contacted during the restricted period, and make a determination of the responsibility of the Offerer/bidder pursuant to these two statutes. Certain findings of non-responsibility can result in rejection for contract award, and in the event of two findings within a 4 year period, the Offerer/bidder will be debarred from obtaining governmental Procurement Contracts.

**This form must be included in Mandatory Forms Packet**

**Language to Obtain Offerer's Affirmation of Understanding of and  
Agreement pursuant to State Finance Law §139-j (3) and §139-j (6) (b)**

**Background:**

State Finance Law §139-j (6) (b) provides that:

Every Governmental Entity shall seek written affirmations from all Offerers as to the Offerer's understanding of and agreement to comply with the Governmental Entity's procedures relating to permissible contacts during a Governmental Procurement pursuant subdivision three of this section.

Offerer affirms that it understands and agrees to comply with the procedures of the Government Entity relative to permissible contacts as required by State Finance Law §139-j (6)(b).

Offerer's Name: \_\_\_\_\_ Date: \_\_\_\_\_  
(Company)

By: \_\_\_\_\_  
(Signature)

Name: \_\_\_\_\_  
(Printed)  
Title: \_\_\_\_\_

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

**This form must be included in the Mandatory Forms Packet**

**Language to Obtain an Offerer's Certification of Compliance  
with State Finance Law §139-k(5)**

**Background:**

New York State Finance Law §139-k(5) requires that every Procurement Contract awarded is subject to the provisions of State Finance Law §139-k or 139-j shall contain a certification by the Offerer that all information provided to the procuring Governmental Entity with respect to State Finance Law §139-k is complete, true and accurate.

**Include the following language for certification by the Offerer:**

Contractor/Consultant Certification:

*I certify that all information provided to Battery Park City Authority, its subsidiaries and affiliates with respect to State Finance Law §139-k is complete, true and accurate.*

Offerer's Name: \_\_\_\_\_  
(Company)

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

By: \_\_\_\_\_  
(Signature)

Name: \_\_\_\_\_  
(Printed)

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

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

**This form must be included in the Mandatory Forms Packet**

## **Language to Obtain the Offerer's Disclosure of Prior Non-Responsibility Determinations**

### **Background:**

New York State Finance Law §139-k (2) obligates Battery Park City Authority to obtain specific information regarding prior non-responsibility determinations with respect to State Finance Law §139-j. This information must be collected in addition to the information that is separately obtained pursuant to State Finance Law §163(9). In accordance with State Finance Law §139-k, an Offerer must be asked to disclose whether there has been a finding of non-responsibility made within the previous four (4) years by any Governmental Entity due to: (a) a violation of State Finance Law §139-j or (b) the intentional provision of false or incomplete information to a Governmental Entity. The terms "Offerer" and "Governmental Entity" are defined in State Finance Law § 139-k (1). State Finance Law §139-j sets forth detailed requirements about the restrictions on Contacts during the procurement process. A violation of State Finance Law §139-j includes, but is not limited to, an impermissible Contact during the Restricted Period (for example, contacting a person or entity other than the Designated Contact Person, when such contact does not fall within one of the exemptions).

As part of its responsibility determination, State Finance Law §139-k (3) mandates consideration of whether an Offerer fails to timely disclose accurate or complete information regarding the above non-responsibility determination. In accordance with law, no Procurement Contract shall be awarded to any Offerer that fails to timely disclose accurate or complete information under this section, unless a finding is made that the award of the Procurement Contract to the Offerer is necessary to protect public property or public health, or public safety, and that the Offerer is the only source capable of supplying the required Article of Procurement within the necessary timeframe. See State Finance Law §139-j (10) (b) and 139-k (3).

## **Offerer's Disclosure of Prior Non-Responsibility Determinations**

Name of individual or Entity/Offerer Seeking to Enter into the Procurement Contract.

Address:

Name and Title of Person Submitting this Form:

Project Name:

Date:

1. Has any Governmental Entity made a finding of non-responsibility regarding the individual (you) or entity (your company/firm) seeking to enter into the Procurement Contract in the previous four (4) years?

(Please circle): No      Yes

If yes, please answer the next questions:

2. Was the basis for the finding of non-responsibility due to a violation of State Finance Law §139-j?

(Please circle): No      Yes

3. Was the basis for the finding of non-responsibility due to the intentional provision of false or incomplete information to a Governmental Entity?

(Please circle): No      Yes

4. If you answered yes to any of the above questions, please provide details regarding the finding of non-responsibility below.

Governmental Entity:

Date of Finding of Non-Responsibility:

Basis of Finding of Non-Responsibility:

(Add additional pages as necessary)

5. Has any Governmental Entity or other governmental agency terminated or withheld a Procurement Contract with the above-named individual or entity due to the intentional provision of false or incomplete information? (Please circle): No      Yes

6. If yes, please provide details below.

Governmental Entity: \_\_\_\_\_

Date of Termination or Withholding of Contract: \_\_\_\_\_

Basis of Termination or Withholding: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Add additional pages as necessary)

Offerer certifies that all information provided to the Governmental Entity with respect to State Finance Law §139-k is complete, true and accurate.

By: \_\_\_\_\_  
(Signature)

Name: \_\_\_\_\_  
(Print Name)

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

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

**This document must be included in the Mandatory Forms Packet**

### **Contract Termination Provision**

#### **Background:**

A Contract Termination Provision shall be included in each Procurement Contract governed by State Finance Law §139-k. New York State Finance Law §139-k(5) provides that every procurement contract award subject to the provisions of State Finance Law §139-k and 139-j shall contain a provision authorizing Battery Park City Authority, and its subsidiaries and affiliates, to terminate the contract in the event that the certification under §139-k is found to be intentionally false or intentionally incomplete. This statutory contract language authorizes termination. "Governmental Entity" and "procurement contract" are defined in State Finance Law §139-k (1) and includes BPCA, its subsidiaries and affiliates.

### **Contract Termination Provision**

The Battery Park City Authority reserves the right to terminate this contract in the event it is found that the certification filed by Contractor/Consultant pursuant to New York State Finance Law §139-k was intentionally false or intentionally incomplete. Upon such finding, Battery Park City Authority may exercise its termination right by providing written notification to the Contractor/Consultant in accordance with the written notification terms of this contract. If a contract is terminated in accordance with State Finance Law §139-k (5), Battery Park City Authority, its subsidiaries and affiliates, will include a statement in Battery Park City Authority's procurement record describing the basis for any action taken under the termination provision.

## Request for Taxpayer Identification Number and Certification

Give form to the  
requester. Do not  
send to the IRS.

Print or type  See Specific Instructions on page 2.	Name (as shown on your income tax return)		
	Business name, if different from above		
	Check appropriate box: <input type="checkbox"/> Individual/Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ► ..... <input type="checkbox"/> Other (see instructions) ►		
	Address (number, street, and apt. or suite no.)		Requester's name and address (optional)
	City, state, and ZIP code		
	List account number(s) here (optional)		

### **Part I Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

or

Employer identification number

### **Part II Certification**

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ►
--------------	-------------------------------

Date ►

### **General Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

#### **Purpose of Form**

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

**Note.** If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,

- The U.S. grantor or other owner of a grantor trust and not the trust, and
- The U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester the appropriate completed Form W-8.

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

#### **Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),
3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See the instructions below and the separate Instructions for the Requester of Form W-9.

Also see *Special rules for partnerships* on page 1.

## **Penalties**

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## **Specific Instructions**

### **Name**

If you are an individual, you must generally enter the name shown on your income tax return. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

**Sole proprietor.** Enter your individual name as shown on your income tax return on the "Name" line. You may enter your business, trade, or "doing business as (DBA)" name on the "Business name" line.

**Limited liability company (LLC).** Check the "Limited liability company" box only and enter the appropriate code for the tax classification ("D" for disregarded entity, "C" for corporation, "P" for partnership) in the space provided.

For a single-member LLC (including a foreign LLC with a domestic owner) that is disregarded as an entity separate from its owner under Regulations section 301.7701-3, enter the owner's name on the "Name" line. Enter the LLC's name on the "Business name" line.

For an LLC classified as a partnership or a corporation, enter the LLC's name on the "Name" line and any business, trade, or DBA name on the "Business name" line.

**Other entities.** Enter your business name as shown on required federal tax documents on the "Name" line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the "Business name" line.

**Note.** You are requested to check the appropriate box for your status (individual/sole proprietor, corporation, etc.).

### **Exempt Payee**

If you are exempt from backup withholding, enter your name as described above and check the appropriate box for your status, then check the "Exempt payee" box in the line following the business name, sign and date the form.

Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends.

**Note.** If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

The following payees are exempt from backup withholding:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2),

2. The United States or any of its agencies or instrumentalities,

3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,

4. A foreign government or any of its political subdivisions, agencies, or instrumentalities, or

5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation,

7. A foreign central bank of issue,

8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States,

9. A futures commission merchant registered with the Commodity Futures Trading Commission,

10. A real estate investment trust,

11. An entity registered at all times during the tax year under the Investment Company Act of 1940,

12. A common trust fund operated by a bank under section 584(a),

13. A financial institution,

14. A middleman known in the investment community as a nominee or custodian, or

15. A trust exempt from tax under section 664 or described in section 4947.

The chart below shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 15.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 9
Broker transactions	Exempt payees 1 through 13. Also, a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker
Barter exchange transactions and patronage dividends	Exempt payees 1 through 5
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 7 <sup>2</sup>

<sup>1</sup>See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup>However, the following payments made to a corporation (including gross proceeds paid to an attorney under section 6045(f), even if the attorney is a corporation) and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, and payments for services paid by a federal executive agency.

## Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited liability company (LLC)* on page 2), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note.** See the chart on page 4 for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at [www.ssa.gov](http://www.ssa.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/businesses](http://www.irs.gov/businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting [www.irs.gov](http://www.irs.gov) or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note.** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, and 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). Exempt payees, see *Exempt Payee* on page 2.

**Signature requirements.** Complete the certification as indicated in 1 through 5 below.

**1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.

**2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

**3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.

**4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

**5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

### What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee <sup>3</sup>
5. Sole proprietorship or disregarded entity owned by an individual	The actual owner <sup>4</sup>
6. Disregarded entity not owned by an individual	The owner <sup>5</sup>
7. A valid trust, estate, or pension trust	
8. Corporate or LLC electing corporate status on Form 8832	
9. Association, club, religious, charitable, educational, or other tax-exempt organization	
10. Partnership or multi-member LLC	
11. A broker or registered nominee	
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	

For this type of account:	Give name and EIN of:
6. Disregarded entity not owned by an individual	The owner
7. A valid trust, estate, or pension trust	Legal entity <sup>6</sup>
8. Corporate or LLC electing corporate status on Form 8832	The corporation
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership or multi-member LLC	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or "DBA" name on the second name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 1.

**Note.** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

### Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons who must file information returns with the IRS to report interest, dividends, and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA, or Archer MSA or HSA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia, and U.S. possessions to carry out their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 28% of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.

### Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, social security number (SSN), or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

Call the IRS at 1-800-829-1040 if you think your identity has been used inappropriately for tax purposes.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS personal property to the Treasury Inspector General for Tax Administration at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: [spam@uce.gov](mailto:spam@uce.gov) or contact them at [www.consumer.gov/idtheft](http://www.consumer.gov/idtheft) or 1-877-IDTHEFT(438-4338).

Visit the IRS website at [www.irs.gov](http://www.irs.gov) to learn more about identity theft and how to reduce your risk.