

BATTERY PARK CITY AUTHORITY

REQUEST FOR PROPOSALS

FOR

LAND SURVEY, COMPREHENSIVE PROPERTY DESCRIPTIONS, AND RELATED SERVICES

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I. SUMMARY

Battery Park City Authority d/b/a Hugh L. Carey Battery Park City Authority (“BPCA”) requests proposals (each individually, a “Proposal” or collectively, the “Proposals”) from qualified persons or organizations (each individually, a “Proposer” or collectively, the “Proposers”) to provide a survey and comprehensive description of the land and improvements comprising Battery Park City (the “Project”). The complete scope of work requested is described in Exhibit B attached hereto (the “Scope of Work”) and includes, but is not limited to, providing survey drawings of Battery Park City that show the perimeter of the property owned by BPCA, the boundaries of all parcels leased by BPCA to third parties, all streets, parks and open spaces, the footprint of all buildings and other improvements, and all easements, restrictions and rights of way. The Scope of Work also includes creating a complete narrative report identifying all fee owners within Battery Park City, all subdivided or otherwise designated parcels, and all leases, easements, restrictions, rights of way and other matters of record affecting all property within Battery Park City. The survey drawings and narrative report should depict, compare, and analyze the boundaries of the “Battery Park project area” as defined in § 1972(5) of BPCA’s enabling statute (NY Public Authorities Law Sections 1970 et seq.) and the area demised to BPCA by the City of New York in the “Master Lease”, dated November 24, 1969. **For the avoidance of any doubt, all Proposals must include both land surveying and title search and analysis components.**

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

Battery Park City consists of approximately 92 acres of landfill - created, owned, and operated by BPCA. Battery Park City was developed primarily on a parcel by parcel basis pursuant to a number of ground leases with private developers over the past several decades. Development occurred in accordance with a plan of development that included approximately 36 acres of parkland and open spaces and provides for the construction by private developers of approximately 10.7 million square feet of office space, commodities trading facilities, retail space, a marina, two hotels, a multiplex cinema, museums, three public schools, a community center, a public library, four not-for profit condos owned by BPCA, and approximately 10.1 million square feet of residential units. All sites in Battery Park City have been designated for development, and their construction is substantially complete.

This request for proposals, the attachments and any additional information submitted herewith, (collectively, the “RFP”) does not obligate BPCA to complete the selection or award a contract. BPCA reserves the right to: 1) accept or reject any and all Proposals; 2) request additional information from any or all Proposers to assist BPCA in its evaluation process; 3) negotiate with one or more Proposers; 4) amend or withdraw this RFP prior to the announcement of the selected Proposer; and 5) award the proposed services, in whole or in part, to one or more Proposers. In case of an amendment to the RFP, all Proposers will be provided with a copy of any such amendment(s) and will be afforded the opportunity to revise their Proposals in response to the RFP amendment.

II. DESCRIPTION OF BPCA

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

Under the Battery Park City Authority Act (the “Act”), BPCA has the following powers, among others: to borrow money, to issue negotiable bonds, notes or other obligations, and to provide for the rights of the holders thereof; to acquire, lease, hold, mortgage and dispose of real property and personal property, or any interest therein, for its corporate purposes; to construct, improve, enlarge, operate and maintain Battery Park City; to make bylaws for the management and regulation of its affairs, and, subject to agreements with bondholders, for the regulation of Battery Park City; to make contracts and to execute all necessary or convenient instruments, including but not limited to leases and subleases; to accept grants, loans and contributions from the United States, the State of New York, the City of New York (the “City”) or any agency or instrumentality of any of them, or from any other source, and to expend the

proceeds for any corporate purpose; to fix, establish and collect rates, rentals, fees and other charges; and to do all things necessary or convenient to carry out the powers expressly granted by the Act. BPCA has no taxing power.

Since its inception, BPCA has staged the development of Battery Park City in individual parcels, creating a richly diversified mixed use community that provides residential and commercial space with related amenities such as parks and open spaces, plazas, recreational areas and a waterfront esplanade. Most individual parcels of land in Battery Park City were developed into residential and commercial buildings by tenants under long-term ground leases with BPCA.

One of BPCA's key responsibilities under the Act is to operate, maintain and repair the parks and opens spaces in and around Battery Park City's residential and commercial areas. This function has been delegated by BPCA to the Battery Park City Parks Conservancy Corporation ("BPCPC") through a written Management Agreement. BPCPC carries out its mission by maintaining 36 acres of parks, playgrounds and open spaces, including a mile-long waterfront esplanade. BPCPC also develops programs and manages public events for the Battery Park City community. BPCA owns, and has built out, a commercial condominium unit in a residential building in Battery Park City which serves as BPCPC headquarters.

To obtain a copy of BPCA's most recently completed audited financial statements, please visit BPCA's official website at www.bpca.ny.gov. The audited financial statements and related reports found on BPCA's website will provide you with an overview of the operations for which BPCA is responsible. For an overview of BPCPC's operations, please visit its website at www.bpcpc.org.

III. SERVICES REQUIRED

If selected, Proposer will be responsible for providing all services necessary to perform and complete the Scope of Work, attached as Exhibit B.

All work to be performed by the selected Proposer shall be performed under the supervision of a Project Manager in charge of this engagement (the "Lead PM") who will be the primary point of contact for BPCA and who must ensure that the work completed for BPCA is performed competently and in a timely manner. If a Proposal involves joint venturing or subcontracting among two or more entities (a "Proposal Team") then the Proposal must clearly delineate the responsibilities of each member of the Proposal Team. However, Proposal Teams must identify a Lead PM for the Project, and the terms of the Proposal and any resulting contract must bind each organization comprising the Proposal Team. BPCA may consider Proposals with alternative arrangements, but at least one entity must assume full legal responsibility for performance of the contract.

To facilitate the Project, the selected Proposers/Proposal Team may obtain and review documents relevant to the Project that are within BPCA possession. However, BPCA makes no representations regarding the accuracy, relevancy or effectiveness of any information contained therein, and the selected Proposer/Proposal Team must independently verify all information within those documents. To aid Proposers/Proposal Teams in developing Proposals responding to this RFP, an initial index of relevant documents within BPCA's possession and available for use and review throughout the Project is attached as Exhibit C.

IV. KEY DATES, CONTRACT TERM AND MINIMUM QUALIFICATIONS

A. Key Dates

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

- Request for Proposals issued: **January 31, 2014**
- Conference for prospective Proposers/Proposal Teams: **March 7, 2014**

- Deadline to submit questions to BPCA: **March 12, 2014** by 4:00 p.m. (by email only)

All questions regarding this RFP should be submitted in writing via email to the “Designated Contact”: Lauren Bruggess, Battery Park City Authority, at lauren.bruggess@bpca.ny.gov.

- Deadline for BPCA’s response to substantive questions: **March 17, 2014** (by email)
- **DUE DATE FOR RESPONSES TO RFP: March 24, 2014 by 3:00 p.m. (the “Due Date”)**
- Selection and notification of successful Proposer/Proposal Team: To be determined.
- Contract start date: To be determined.

B. Anticipated Contract Term

It is anticipated that the term of the contract awarded pursuant to this RFP (the “Contract”) will be for a period of one year. BPCA reserves the right to terminate the Contract at any time, with or without cause, upon thirty (30) days written notice. BPCA reserves the right to terminate the Contract at any time, without prior notice, if the party identified in the Proposal as the Lead PM for this engagement ceases to be available to act in that capacity.

In addition, the Contract will provide that BPCA will own all rights to the materials delivered pursuant to the Scope of Work. In no event will the Proposer/Proposal Team be authorized to provide such materials or information to third parties without BPCA’s consent.

C. Minimum Qualification Requirements

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

- 1) The Proposer or at least one member of the Proposal Team must have an office in New York State (a New York City office is preferred);
- 2) The Proposer and, if applicable, each member of the Proposal Team must be licensed to do business in the State and City of New York; and
- 3) The Proposer or a member of the Proposal Team must be licensed surveyors that have not less than five (5) years prior experience providing land surveys in New York City, including experience performing and providing surveys of urban park areas.
- 4) The Proposer or at least one member of the Proposal Team must have not less than five (5) years prior experience evaluating and reporting upon legal title to, and encumbrances upon, real property parcels in New York City, including legal expertise necessary to identify, assess and resolve conflicts, discrepancies, irregularities, and claims regarding property boundaries or title.
- 5) The proposed Lead PM, as well as other key personnel proposed to provide the services, must be present and participate in the conference for prospective Proposers/Proposal Teams.

V. GENERAL REQUIREMENTS

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

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

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

B. Restricted Period

Proposers (including all members of a Proposal Team) are restricted from making contact with anyone at BPCA or BPCPC or the members/directors of each respective Board, other than BPCA’s Designated Contact or the MBE/WBE Designated Contact, specified above, during the period from the date of publication of this RFP notice in the New York State Contract Reporter, through approval of the Contract by BPCA (the “Restricted Period”). Employees of BPCA and BPCPC are required to record certain contacts during the Restricted Period, including, but not limited to, any oral, written or electronic communication under circumstances where a reasonable person would infer that the communication was intended to influence BPCA’s conduct or decision regarding the procurement under this RFP. A determination of responsibility will be made based in part upon any such contact. Failure to abide by this process may result in a finding that the Proposer is a non-responsive Proposer.

C. Submission of Proposals

Proposals are due no later than 3:00 p.m. on March 24, 2014.

Proposers/Proposal Teams must submit ten (10) paper copies of their Proposals and one (1) electronic CD-Rom copy in a sealed package clearly marked “**Proposal Enclosed - Comprehensive Property Descriptions, Review, Analysis and Related Services**” to the Designated Contact **by messenger, overnight courier or certified mail to** the following address:

Lauren Brugess
Battery Park City Authority
One World Financial Center, 24th Floor
New York, NY 10281

BPCA is not responsible for any internal or external delivery delays which may cause any Proposal to arrive beyond the stated Due Date. To be considered, Proposals must arrive at the time and place specified herein and be time stamped by BPCA’s time stamp prior to the Due Date. Please leave ample time for building security, as late Proposals will not be accepted. Submission of a Proposal solely by fax or electronic transmission prior to the Due Date, without timely submission of paper copies as described above, will NOT constitute timely submission and will not be accepted. A Proposer/Proposal Team may, after submitting a Proposal, amend its Proposal by submitting a second, amended Proposal, clearly labeled “**Amended Proposal Enclosed - Comprehensive Property Descriptions, Review, Analysis and Related Services,**” as long as the amended Proposal is submitted by the Due Date.

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

D. Mandatory Forms

Proposers, including all members of a Proposal Team, must complete and include with their Proposal on or before the Due Date all “Mandatory Forms,” which can be found at the following URL address: http://www.batteryparkcity.org/pdf_n/Mandatory_Forms_Packet.pdf. These Mandatory Forms include the following:

1) NYS Standard Vendor Responsibility Questionnaire – **Submit with the Cost Proposal (as described below), one (1) original unbound set of a completed NYS Standard Vendor Responsibility Questionnaire with**

original ink signatures. Do not include the Standard Vendor Responsibility Questionnaire in the bound copies of the Cost Proposal. The NYS Standard Vendor Responsibility Questionnaire must be notarized and signed by the individual(s) authorized to bind the Proposer contractually. Indicate the title or position that the signer holds within the Proposer.

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

3) W-9 form.

4) Statement of Non-Collusion.

5) Diversity Forms.

VI. PROPOSAL FORMAT AND CONTENTS

A. Proposal Format

The Proposal must be printed on 8½” x 11” paper. Pages should be numbered. The Proposal will be evaluated on the basis of its content, not length and should be limited to no more than ten (10) pages, exclusive of the Transmittal Letter and the Appendices listed in Section VI.D.2 below. BPCA reserves the right to disqualify Proposals that fail to comply with any of these instructions.

B. Proposal Content

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

1) Transmittal Letter, as follows:

The Proposal must include a signed Transmittal Letter from a person within the Proposer who is authorized to bind the Proposer, preferably the Lead PM. Where a Proposal is submitted by a Proposal Team each member of the Proposal Team must either sign the Transmittal Letter or submit its own Transmittal Letter in a form that complies with the requirements of this RFP. **Transmittal Letters must be signed. Proposals with unsigned Transmittal Letters will be rejected.**

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

2) Executive Summary.

3) Discussion of Proposer’s/Proposal Team’s understanding of the services required to perform the Scope of Work.

4) Proposer’s/Proposal Team’s Responses to the RFP Questions and RFP Additional Information Request, set forth below.

5) Cost Proposal, including a cost breakdown for major tasks.

- 6) Technical description outlining proposed work methodology, including, but not limited to, information assembly process, phasing and sequencing of tasks, schedule and timeline for deliverables, issues to be addressed, and capacity to provide deliverables in paper and electronic format.
- 7) Description of significant land surveying services and related projects performed during the past five (5) years.
- 8) Description of similar title search and analysis services performed during the past five (5) years.
- 9) Identify the name and qualifications, including licenses and membership in professional organizations, of the surveyor or surveyors that will be responsible for overseeing all survey work , including field crew surveying practices, deed/map research, signing and stamping of survey drawings.
- 10) Name of company that will perform title search and analysis.

C. RFP Questions

- 1) Briefly describe Proposer's/Proposal Team's ownership structure as well as its background, size, and history as it may be relevant to the Scope of Work, with an emphasis on preparation of comprehensive property descriptions, including surveys and title search and analysis. If Proposer's/Proposal Team's offices are located in more than one city, indicate which office will provide the services for the Scope of Work.
- 2) Describe the relevant special services the Proposer/Proposal Team provides, particularly those that may not be offered by other Proposers/Proposal Teams.
- 3) Describe your experience and methodology for surveying, including your experience surveying urban areas, parks, piers and bulkhead lines.
- 4) Describe your experience and methodology for real property title searches and analysis, including your experience searching and analyzing title in New York City and, if applicable, within Battery Park City.
- 5) Within the past three years, have there been any significant developments in Proposer or any member of the Proposal Team, such as changes in ownership or restructuring? Do you anticipate any significant changes in the near future? If so, please describe.
- 6) How does the Proposer/the Proposal Team identify and manage conflicts of interest?
- 7) Has Proposer, any member of the Proposal Team or any of their respective owners, partners, members or employees been disciplined or censured by any regulatory body within the last 5 years? If so, please describe the relevant facts.
- 8) Within the last five years, has Proposer, any member of the Proposal Team or any of their respective owners, partners, members or employees been involved in litigation or other legal proceedings relating to the provision of land survey services, title searches and analysis or other services within the Scope of Work? If so, please provide an explanation and the current status or disposition of the matter.
- 9) Are there any potential conflicts of interest issues in performing the Scope of Work on behalf of BPCA or BPCPC?
- 10) List any professional or personal relationships Proposer's/Proposal Team's respective owners, partners, members or employees may have with the Board or staff of BPCA or BPCPC.

- 11) List and describe the role of all the professionals, including surveyors and persons performing title search and analysis services, and other senior personnel you intend to assign to this engagement and the area(s) of specialization for each such person.
- 12) Identify the Lead PM who will be the primary contact in providing services to BPCA, and who will be listed as a “key person” in any contract with BPCA.
- 13) Describe Proposer’s/Proposal Team’s experience with similar work for other public agencies and authorities, with a particular emphasis on New York State agencies and authorities.
- 14) Describe Proposer’s/Proposal Team’s “backup plan” in the event one or more of the surveyors, title searchers or other professionals assigned to this engagement leave the Proposer/Proposal Team.
- 15) In the past five years, have any public sector clients terminated their working relationship with Proposer or any member of the Proposal Team? If so, please provide a brief statement of the reasons. Provide the name of the client and each such client’s in-house counsel’s name, address and telephone number.
- 16) Please provide any additional information which would serve to distinguish the Proposer/Proposal Team from other Proposers/Proposal Teams and that you believe may be relevant to this RFP and your capability to perform the Scope of Work.
- 17) Please provide an estimate of the time required to complete the initial Research and Planning phase of the Project, as described in the Scope of Work. Excluding survey work, describe the additional investigative efforts required to complete the title search and analysis and real property description narrative component of the Project.
- 18) Excluding the initial Research and Planning phase, submit a bar chart schedule for completion of the title search and analysis, land survey, and narrative report services. This should include sequencing and phasing of the Project, manpower staffing level, work shifts, and show all project milestones and successful overall completion.
- 19) Describe the electronic format (referred to as the “electronic deliverable” in the Scope of Work) that the Proposer/Proposal Team intends to use for its report, including any search, updating or other interactive features.
- 20) Identify and briefly describe any ways in which the Scope of Work or required deliverables could be improved, enhanced or otherwise made more useful for BPCA?
- 21) Please provide any additional information which would serve to distinguish the Proposer/the Proposal Team from other Proposers/Proposal Teams and that you believe may be relevant to this RFP and your capability to perform the services requested.

D. RFP Additional Information Request

1) Insurance:

Describe the levels of coverage for any professional liability insurance Proposer/Proposal Team carries. List the insurance carrier(s).

The following insurance requirements will be mandatory coverage required for the selected Proposer and, if applicable, each member of the selected Proposal Team:

- General Commercial
Each Occurrence: \$1,000,000
Aggregate: \$2,000,000
- Products/Completed Operations: \$2,000,000
- Automobile Liability: \$1,000,000
- Workers' Compensation: Statutory Limits
- Employer's Liability: \$1,000,000
- Umbrella Liability: \$2,000,000
- Professional Liability: \$1,000,000
- Valuable Papers: \$200,000

Proof of insurance must be submitted prior to award of the Contract.

BPCA, BPCPC and the State of New York are to be listed as Additional Insured on CG 2010 (11/85) or its equivalent and should be included on all levels of insurance held by sub-consultants. Policies should contain no limitations/exclusions for Labor Law claims. **The costs of the insurance shall be included in the Cost Proposal.**

2) Appendices:

- a. Include professional biographies for all surveyors, the Lead PM and all personnel listed in the Proposal.
- b. Provide a copy of each addenda to this RFP submitted by BPCA with regard to this Proposal, if applicable, and a signed acknowledgment of receipt of each addenda.
- c. Attach a proposed form of contract or retainer agreement for performing the Scope of Work. Note whether it purports to impose any limitation of liability.

3) References:

Please provide at least three (3) client references for whom the Proposer/Proposal Team has performed similar work to the Scope of Work, including the name, address and telephone number for such clients.

4) Financial Statements

Please provide a copy of the Proposer's, or each member of the Proposal Team's, most recent Audited Financial Statement (within the last year). If the Proposer or each member of the Proposal Team is unable to provide a Financial Statement, please provide a reason for such unavailability.

E. Cost Proposal

The Cost Proposal must include:

- proposed billing rates for the personnel of each Proposer/Proposal Team member, along with assumed time required and not-to-exceed total fees to perform each task (or phase) of the Scope of Work;
- a total not-to-exceed amount for reimbursable costs associated with performance of the Scope of Work;
- a proposed maximum fee, excluding reimbursable costs, for performance of all services contemplated herein; and

- a proposed total cost for the interactive electronic deliverable, which is distinct and severable from all other costs related to performance of the Scope of Work.

VII. THE EVALUATION PROCESS

A. Objectives

The primary objective of the evaluation process is to select a Proposer/Proposal Team that:

- demonstrates a thorough understanding of the Scope of Work and the specific responsibilities that it entails;
- possesses adequate resources to handle assigned responsibilities and to handle unforeseen circumstances that may arise;
- assigns highly skilled, experienced, diligent, responsible and professional personnel to perform the services required to complete the Scope of Work;
- maintains high ethical standards and has an unblemished reputation; and
- has no conflict of interest between its work on behalf of BPCA and BPCPC and that of other clients.

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

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

B. Interviews

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

C. Evaluation Criteria for Selection

Selection will be based upon the following criteria:

- 1) Cost Proposal: **25%**
- 2) Quality and, ease of use (e.g., searchability, interactiveness and updatability)
of proposed electronic deliverable: **20%***
- 3) Relevant experience and expertise in required services for similar
properties and like assignments: **25%**

- 4) Resources, interview feedback, quality/experience of assigned staff,
schedule and approach to work: **20%**
- 5) Proposed MBE/WBE utilization plan (the “Utilization Plan”) and/or
Firm MBE/WBE status: **10%**

*BPCA reserves the right to remove Evaluation Criteria #2 (quality and ease of use of proposed electronic deliverable) from the Evaluation Criteria if required by overall costs. If BPCA elects to remove Evaluation Criteria #2, BPCA will evaluate all Cost Proposals minus the cost of the electronic deliverable.

D. Basis for Contract Award

The Contract will be awarded by BPCA to the highest rated Proposer/Proposal Team whose Proposal is determined to be responsive and in the best interests of BPCA, subject to a determination that the Cost Proposal is fair and reasonable.

VIII. NON-COLLUSION

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

IX. IRAN DISINVESTMENT ACT

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

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

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

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

New York State businesses have a substantial presence in State contracts and strongly contribute to the economies of

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

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

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

Public procurements can drive and improve the State's economic engine through promotion of the use of New York businesses by its contractors. The State therefore expects bidders/proposers to provide maximum assistance to New York businesses in their contracts. The potential participation by all kinds of New York businesses will deliver great value to the State and its taxpayers.

Proposers can demonstrate their commitment to the use of New York State businesses by responding to the question below:

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

If yes, identify New York State businesses that will be used and attach identifying information.

EXHIBIT A

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

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

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

Business Participation Opportunities for MBE/WBEs

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

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

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

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

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

- A. Proposers/Proposal Teams are required to submit a Utilization Plan with their bid or Proposal. Any modifications or changes to the Utilization Plan after the Contract award and during the term of the Contract must be reported on a revised Utilization Plan and submitted to BPCA.
- B. BPCA will review the submitted Utilization Plan and advise the Proposer/Proposal Team of BPCA’s acceptance or issue a notice of deficiency within 30 days of receipt.

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

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

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

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

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

Equal Employment Opportunity Requirements

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

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

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

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

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

EXHIBIT B

SCOPE OF WORK

The successful Proposer/Proposal Team will be required to perform all work and services, and provide all materials, necessary to deliver the items identified below. In addition, the successful Proposer/Proposal Team will be expected to consult and meet with BPCA from time to time as requested by BPCA during the term of the Contract.

In addition to hard and electronic copies of the report and survey drawings, BPCA seeks a “user-friendly” electronic deliverable that can be searched for location-specific information and through which BPCA and BPCPC (the entity responsible for maintaining 36 acres of parks, playgrounds and open spaces) staff can access all survey and title materials relevant to a particular location. Though not required and subject to appropriate controls, the ability to input and update information would be useful. The electronic deliverable must be accessible on a Windows 7 operating system and should accommodate use by all BPCA and BPCPC departments for a diversity of daily operations.

The area to be surveyed and described is approximately ninety-two (92) acres and more specifically includes the area roughly bounded by the North Esplanade to the North, Pier A to the South, and NY State Highway 9A to the East (the “Project Area”).

I. RESEARCH AND PLANNING

Before commencing any survey work, the successful Proposer/Proposal Team shall:

- review initial documents identified in Exhibit C, including the BPCA Master Lease and initial ground subleases containing the property descriptions of each parcel,
- request additional records, easements, leases and other documents from BPCA as needed, which BPCA shall endeavor to make available to the extent that they exist and are available to BPCA; however, the performance of the remainder of the Scope of Work shall not depend on BPCA’s provision of these materials,
- obtain all information and materials not made available by BPCA that are relevant to, or necessary for, performing the Scope of Work,
- perform its own independent verification of any materials provided by BPCA before relying on such materials in performing the Scope of Work, and
- attend meeting(s) with BPCA to finalize completion of the Research and Planning phase and present an overview of its survey plan.

BPCA understands that identifying and obtaining documents required for performance of Sections II and III of the Scope of Work may be an on-going process throughout performance of the Project. The selected Proposer/Proposal Team may request further documents from BPCA as the need arises, which BPCA shall endeavor to accommodate to the extent such documents exists and are available to BPCA.

II. COMPREHENSIVE PROPERTY DESCRIPTION REPORT

The selected Proposer/Proposal Team shall deliver hard and electronic copies of a complete narrative report, incorporating the relevant elements of a non-insured title report and real property survey report, as adapted to the legal and historical context of BPCA and Battery Park City, identifying:

- a. all current owners of fee interests and other real property interests within the “Battery Park project area” as defined above, except for individual owners of residential units,
- b. all transfers of fee interests (excluding individual residential condominium unit transfers) since January 1, 1968,
- c. all subdivided or otherwise designated parcels,
- d. all leases, easements, restrictions, rights of way, encumbrances and other matters of record affecting any of BPCA’s property,
- e. all gaps or gores, and any boundary or title discrepancies, conflicts, irregularities or claims, including a brief summary, analysis and, where possible, resolution,
- f. all monuments located, placed or unable to be located, and
- g. all other matters relevant to a complete and accurate understanding the state of title to property within Battery Park City.

The report shall include as appendices copies of all deeds and other documents referenced.

III. SURVEY

The successful Proposer/Proposer Team will be expected to perform and deliver surveys of property within Battery Park City, in both hard copy and electronic format, that show:

- a. the “Battery Park project area” as defined in § 1972(5) of BPCA’s enabling statute (NY Public Authorities Law §§ 1970 et seq.),
- b. the property demised under the BPCA Master Lease,
- c. any differences and/or discrepancies in the "Battery Park project area" described in item III(a) and the property demised under the BPCA Master Lease described in item III(b),
- d. the property currently owned by BPCA,
- e. the property demised under the BPCA Ground Leases,
- f. the boundaries of all subdivided or otherwise designated parcels, whether leased, deeded or constituting any other property interest,
- g. the boundaries of all parcels leased by BPCA to third parties,
- h. the boundaries and ownership of all streets, sidewalks, pedestrian plazas and other improved areas,
- i. all designated and mapped parkland,
- j. the footprint of all buildings and other improvements, including all encroachments,
- k. all easements, restrictions, rights of way and other title matters, including underground utilities,
- l. all covenants and restrictions applicable to any designated parcels,
- m. all zoning classifications of BPCA owned or leased property,

- n. all gaps or gores, and any boundary or title discrepancies, conflicts, irregularities, and shall incorporate the results of the Proposer's/Proposal Team's legal analysis and, where applicable, options for resolution, and
- o. all other matters relevant to a complete and accurate understanding of the state of title to parcels within Battery Park City.

Surveys must be certified for BPCA, meet the Minimum Standard Detail Requirements for ALTA/ASCM Land Title Surveys effective February 23, 2011, including at least items 1, 3, 7(a), 8, 11, and 14 from Table A, and include metes and bounds descriptions for each parcel, easement, restriction, right of way or other interest shown, referencing with horizontal coordinates bulk heads, piers, monuments and control bench marks.

All survey work must be performed by or, to the extent lawful, under the supervision of a licensed surveyor authorized to practice in the State and City of New York.

The following survey format requirements shall apply:

- (i) Required surveyor identification, seal, legend, map notes, etc.
- (ii) The horizontal datum shall be in New York State 83.
- (iii) The Vertical datum shall be New York City Manhattan datum with NAVD 88 conversion shown,
- (iv) All entries that illustrate elements of construction must be input using vertical and horizontal dimensional data from a field survey. Scanning and digitizing are not acceptable means of documentation.
- (v) Digital submittals shall include, but not be limited to, PDF, DWG, and DWF files of the plots and survey data. No third party and unlicensed AutoCad font, hatch patterns and linetypes be used. Custom objects generated by other software shall be converted to a format savable by standard AutoCad without the use of plug-ins. Drawing layers shall be based on the AIA CAD layer guidelines.
- (vi) Hard copy submittals shall be signed and sealed half-size (11"x17") and full size (24" x 36") plots with written and graphic scales noted for all milestone submissions.

IV. FINAL PRESENTATION(S)

Upon completion of the Land Survey and Comprehensive Property Description Report, the selected Proposer/Proposal Team shall:

- a. attend at least one but no more than three meetings, as requested by BPCA, to present the results and answer questions regarding the results of its title searches, analysis, surveys, and reports,
- b. explain any indexes and/or databases provided in, or relating to, the surveys and reports, and
- c. demonstrate and explain the operation and features of the electronic deliverable.

EXHIBIT C

Index of BPCA Documents Available for Use and Review*

MASTER LEASE

Agreement of Lease between City of New York and Battery Park City Authority, dated November 24, 1969, and all subsequent amendments.

BATTERY PARK CITY DRAFT SUMMARY REPORT AND 1979 MASTER PLAN

INITIAL GROUND (SUB)LEASES (Amendments, alterations, and/or other revisions to the (sub)leases listed below may exist but may not be within BPCA's possession)

Commercial Buildings

WFC1	200 Liberty St
WFC2	225 Liberty St
WFC3	200 Vesey St.
WFC4	250 Vesey St
15	One No. End Ave
26	200 West St

Residential Buildings

POD III	345-95 So End Ave
A	280 Rector Pl.
B	200 Rector Pl.
C	250 South End Ave
D	225 Rector Pl
E/F	320 Albany St
G	300 Albany St
H/I	333 Rector Pl
J	377 Rector Pl
K	380 Rector Pl
L	300 Rector Pl
1	25 Battery Pl
2A	30 West St
3	70 Little West St
4	99 Battery Pl
10	21 South End
11	2 South End Ave
12	70 Battery Pl
13	50 Battery Pl
16/17	1 River Terrace
18A	20 River Terrace
18B	211 North End Ave
19A	22 River Terrace
19B	325 North End Ave
20A/C	400 Chambers St
20 B	455 North End Ave

21A	41 River Terrace
22	450 North End Ave
23	300 North End Ave
24	200 North End Ave

Hotels (Mixed-Use)

25	102 North End Ave
1	25 Battery Pl

Schools

22	201 Warren St
2B	55 Battery Pl
21B	345 Chambers St

Museums

14A	36 Battery Pl
14B	36 Battery Pl

***As noted, this Index is not exhaustive of all documents in BPCA's possession that may be relevant or necessary to completion of the Scope of Work. BPCA shall endeavor to make available any additional documents requested by the selected Proposer/Proposal Team, but the selected Proposer/Proposal Team must independently verify any materials provided by BPCA before relying on such materials in performing the Scope of Work.**