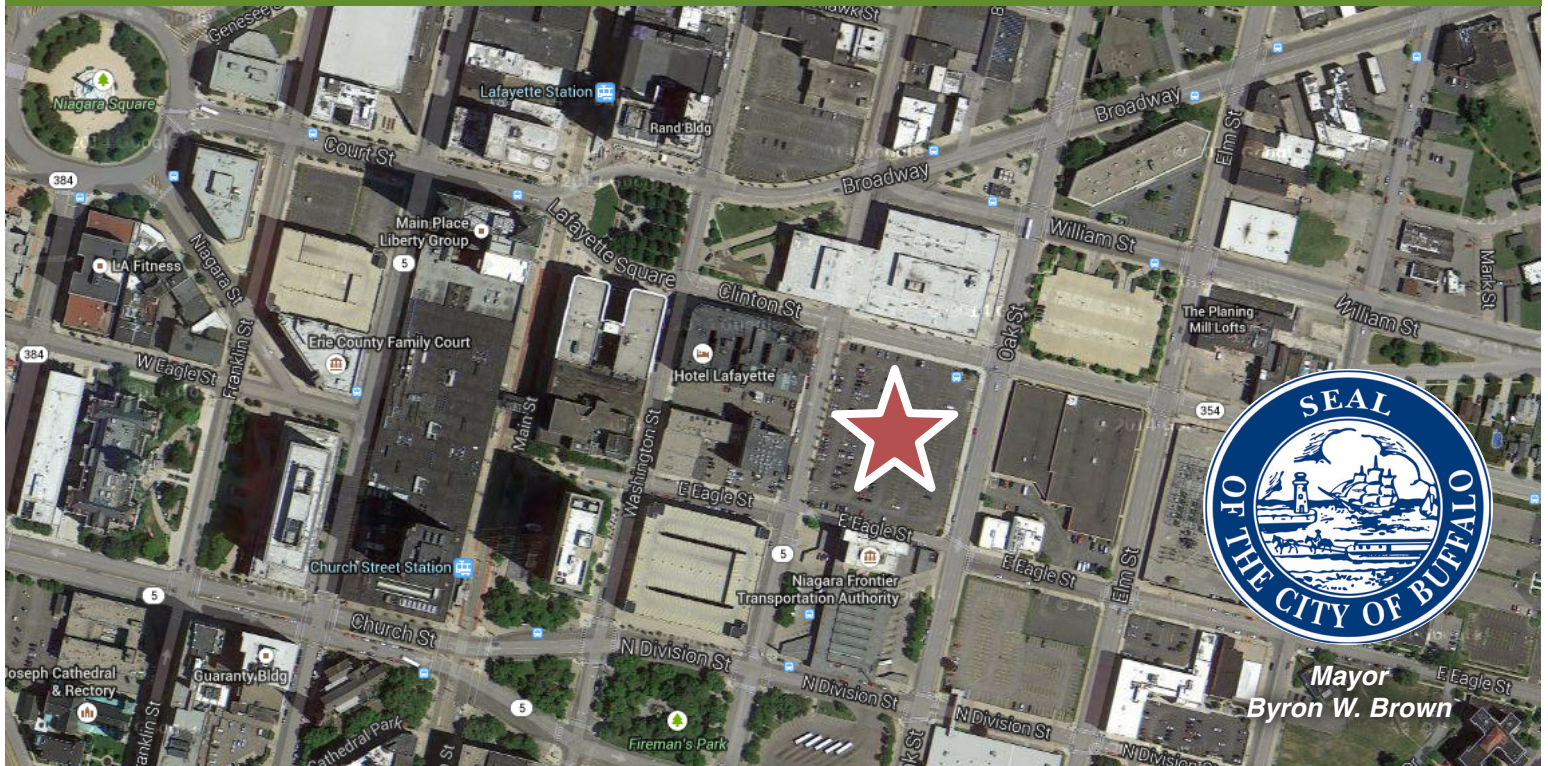


City of Buffalo

REQUEST FOR QUALIFICATIONS

201 Ellicott Street
Buffalo, NY



Issued:

Tuesday, June 16th, 2015

Proposal Submission Deadline: Wednesday, July 29th, 2015



CITY OF BUFFALO

MAYOR BYRON W. BROWN

OFFICE OF STRATEGIC PLANNING

Brendan R. Mehaffy, Executive Director

Table of Contents

I.	Invitation	2
II.	Context	4
III.	Erie Community College	7
IV.	Location and Description of Property	8
V.	Existing Conditions	9
VI.	Instructions for Developer's Submissions	10
VII.	Schedule	10
VIII.	Submission Requirements	11
IX.	Designated Developer Expectations	13
X.	Developer Financial Information	14
XI.	Contracting with Women and Minority Business Enterprises	14
XII.	Reservations	15
XIII.	Evaluation Criteria	15
XIV.	General Requirements	16

NOTICE: On Friday, May 8, 2015, the City of Buffalo ("City") released a Request for Proposal (RFP) for 201 Ellicott Street. Since then, a major downtown stakeholder, Erie Community College, has reached out to the City and requested to be part of the formal process to determine if 201 Ellicott meets their future space needs. Given this new opportunity for the development of the site, the City is replacing the RFP issued May 8th and issuing this Request for Qualifications to identify a Developer to be designated for the site.



Intersection of Clinton and Oak streets

I. Invitation

201 Ellicott Street is owned by the City of Buffalo (“City”) and is currently used as a surface parking lot. Downtown Buffalo is experiencing tremendous growth with an increase in demand for both apartment and condominium residential units. There is also a greater demand for retail offerings with the influx of new residents to Downtown as well as a growing workforce population. This growth provides the opportunity to put 201 Ellicott Street to a higher and better use.

Mayor Byron W. Brown’s Office of Strategic Planning is seeking qualifications from interested developers to demonstrate their capacity to develop a mixed-use project that includes a full line grocery store, a significant residential element (with a possibility for condominiums), and a required parking ramp. A proposed office use will only be considered if it results in new jobs for Downtown or a type of office space not currently available in the Downtown market. The Request for Qualifications (RFQ) process will result in the City designating a developer (“Designated Developer” or “Developer”) for 201 Ellicott Street.

This RFQ seeks a developer that can incorporate a grocery component into a multi-story, potentially multi-building, mixed-use project. Buffalo already provides examples of grocery stores that exist on sites as large as or smaller than 201 Ellicott. The Lexington Cooperative Market on Elmwood Avenue is on a 0.38 acre site and is now expanding to an additional 0.81 acre site on Hertel Avenue which includes a larger prepared foods section. TOPS Market has

multiple locations in the City with varying sizes including Seneca Street which is 0.81 acres and Jefferson Avenue which is 2.52 acres.

As part of developing a mixed-use project for the site, a Designated Developer will be asked to engage in a master planning process with Erie Community College ("ECC"). ECC, a major Downtown stakeholder, is currently in the process of developing a plan to determine the future space needs of the college; in terms of programs and locations. A major part of that work will focus on an enhanced ECC presence Downtown. Ongoing planning for the reorientation of many of the college's academic and non-academic programs has illustrated the need for more space Downtown than ECC currently has available. The Developer will be required to work with ECC through its master planning process to determine if ECC's needs can be incorporated into the mixed-use project at 201 Ellicott Street.

Compliance with the proposed City of Buffalo Green Code Unified Development Ordinance is expected, including but not limited to setback, height, transparency, pedestrian access and other building design standards; landscape, storm water management, outdoor lighting, parking (for both vehicles and bicycles), transportation demand management, signage and other site design standards. The proposed zoning under the Green Code UDO is N-1C (mixed-use core) which regulates mixed-uses. More details can be found at www.buffalogreencode.com or by contacting, John Fell, Senior Planner, City of Buffalo, (716) 851-4533, jfell@city-buffalo.com.



Buffalo skyline

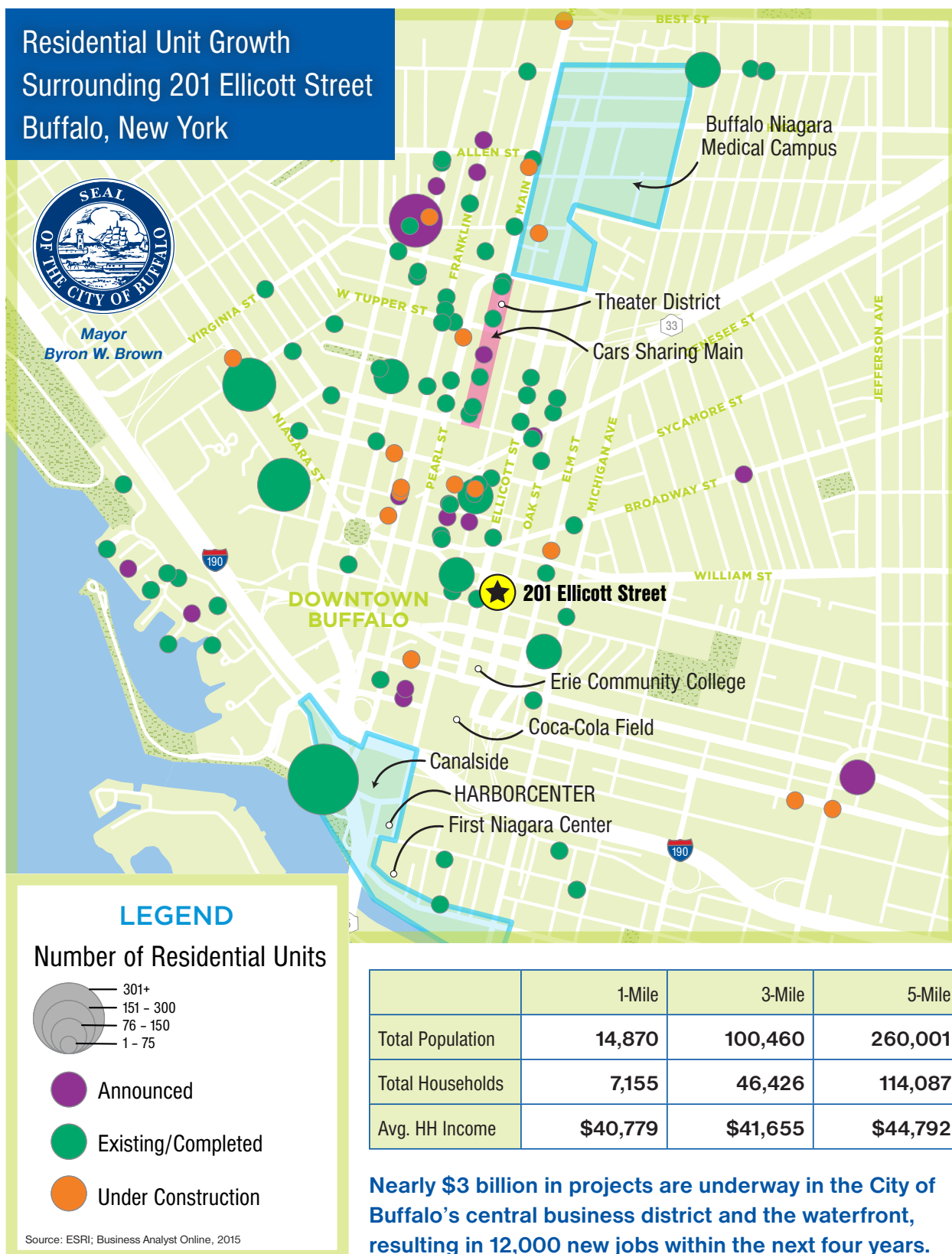
II. Context

Buffalo has one of the lowest effective tax rates in New York State, one of the strongest municipal bond ratings and fiscal health, and the City continues to revamp its development framework to better encourage investment and expedite the approval process. Adding to the positive environment for investment, New York Governor Andrew Cuomo committed \$1 Billion to the Buffalo area to further economic development.

Buffalo is growing at record pace with more than \$5 Billion in real estate investment since 2012, most of which is occurring Downtown. Three main developments are at the heart of Buffalo's economic revitalization: Canalside, Buffalo Niagara Medical Campus, and the Larkin District. Canalside is a \$250 million mixed-use entertainment destination on the Inner Harbor featuring the \$200+ million HARBORCENTER project. The HARBORCENTER project converted another City-owned surface parking lot into a world class hockey facility with hotel, retail and parking amenities in less than 2 years. The Buffalo Niagara Medical Campus has thus far had a \$1.5 Billion real estate impact on the region, and is expected to expand its employment to 20,000 professionals in the next few years. The Larkin District, formerly an abandoned industrial complex, is now a thriving public space and private sector business area. These new areas of development build off Buffalo's Central Business District, which is anchored by major employers such as M&T Bank, HSBC Bank, Delaware North Companies, Inc., Blue Cross Blue Shield of Western New York, Catholic Health, Hodgson Russ LLP, Phillips Lytle LLP, Erie Community College, and soon, IBM. Each of these employers have made major investments in their facilities recently including a new \$51 million investment in a regional headquarters for Catholic Health and a \$110 million investment in a new global headquarters for Delaware North Companies.

Downtown Buffalo offers a positive atmosphere for its expanding residential population and millions of visitors each year. There are numerous entertainment amenities including theaters, galleries, restaurants, bars, retail establishments, and professional sports teams including the Buffalo Sabres.

Buffalo's Theatre District is home to the historic 3,000 seat Shea's Performing Arts Center, the 710 Main Theatre (formerly Studio Arena), Alleyway Theatre, the Irish Classical Theatre, Main Street Cabaret, Road Less Traveled Productions and a recently announced AMC movie theatre.



Courtesy: Buffalo Niagara Enterprise

In 2014, 18 distinctive new restaurants opened Downtown, many centrally located near hotels that provide more than 1,800 visitor rooms.

With a 97% occupancy rate for rental apartment units, Downtown is the fastest growing residential area in the city. By 2018, there will be an additional 2,000 new residential units to accommodate Downtown's growing workforce.

The current Downtown workforce population of 58,000 will increase to 70,000 workers in just four years.

See Exhibit A for additional general information on the City of Buffalo.



Courtesy: Buffalo Niagara Enterprise



Erie Community College City Campus

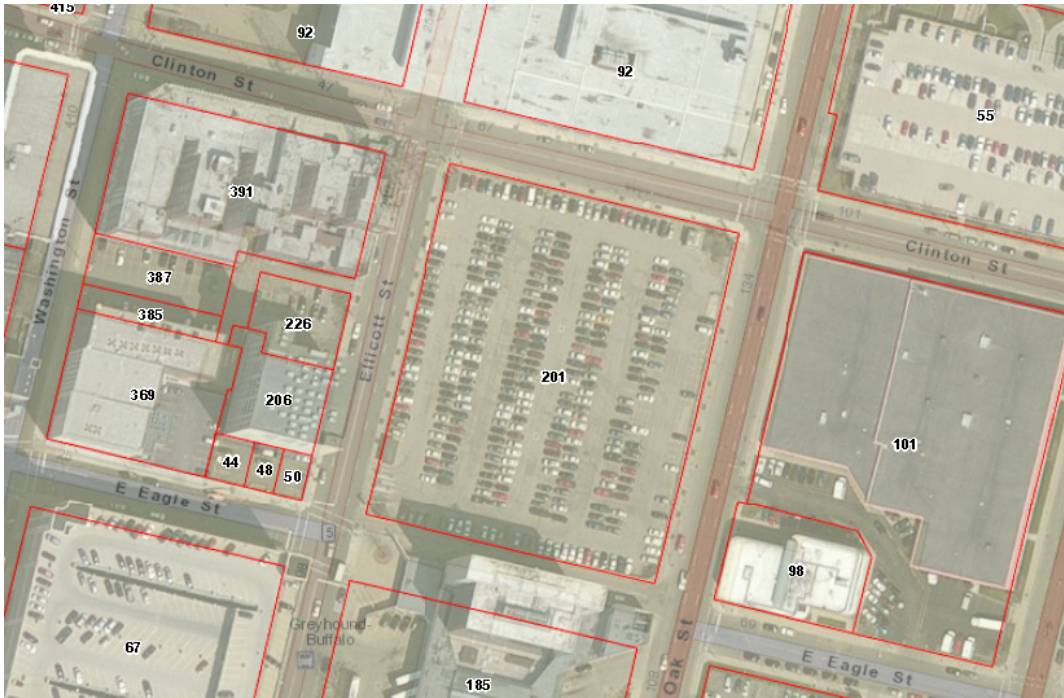
III. Erie Community College

ECC serves approximately 3,000 students and employs over 500 faculty and staff at its Downtown location. The college provides nearly 30 distinct academic programs in culinary arts, construction, medical services, nursing, education, liberal arts and general studies.

The City Campus also hosts non-academic training programs through its Workforce Development Center and Education 2 Recovery and GOALS programs. Many of the administrative functions of the college including the Office of the President, Senior Vice President of Operations, Chief Financial and Administrative Officer, Campus Security, Marketing and Public Relations and the ECC Foundation are located on the City Campus.

A full master plan, complete with an environmental scan, instructional space utilization study, existing building analysis, academic program analysis, and concept development for ECC would usually take 10 months to one year. However, the college has already completed several of these plan components in previous and ongoing work so that the time it would take to complete a master plan will be significantly reduced. Additionally the college will be able to advance portions of the plan to address specific issues. The intended outcome of the process will provide a plan for the consolidation of the bifurcated nursing program into one central City location; provide customer oriented delivery of student services, a 21st century learning resource library with a “student center” space and a reimagined workforce development facility. The College may bring to bear the possibility of applying to the SUNY Rental Aid for Community College Program whereby the state reimburses the College for up to 50% of leased space, providing a cost effective way to realize needed development of space.

For more information contact Michael Pietkiewicz, Senior Vice President of Operations, Erie Community College, pietkiewicz@ecc.edu, (716) 270-4670.



201 Ellicott Street

IV. Location and Description of Property

The Property consists of a 107,936 sq. ft. (2.54 ± acres) surface parking lot located at 201 Ellicott Street (SBL No. 111.13-13-1) bounded by Ellicott, Oak, Clinton and Eagle Streets. Title to the Property is currently held by the City of Buffalo.

The parcel is two blocks east of the Lafayette Square station of the Light Rail Rapid Transit (LRRT) Line which travels the length of Main Street in the City. Main Street at grade is a fare-free zone. The Main Street corridor, also known as the Knowledge Corridor, has the region's highest transit ridership and largest concentrations of employment, population and university/college enrollment. The ECC City Campus is just three blocks south of the site. Estimated annual ridership from April 1, 2011 to March 31, 2012 totaled 7,093,198 with estimated weekday ridership at 23,847 over the same time period.

The parcel is one block south of Broadway, a major bus route and east-west connector in the City. The eastern edge of the Property abuts Oak Street, a heavily trafficked thoroughfare which maintains an annual average daily traffic (AADT) of 16,051 vehicles. Oak Street connects to the Rte. 33, the I-190 thruway and other major arterials. There are two alternate high traffic roadways: Elm Street and Ellicott Street which have an AADT of 15,082 and 4,500 vehicles respectively. The parcel is less than four miles from the Peace Bridge, an international bridge connecting Canada and the United States.

The parcel is adjacent to the Niagara Frontier Transportation Authority (NFTA) Bus Terminal which is a hub for local, regional and national bus transportation. Coach USA, Greyhound, Megabus and other national companies provide service throughout the day and night.



Intersection of Eagle and Oak streets

V. Existing Conditions

1. Parking

The City-owned parking lot currently provides 380 spaces and is managed by Buffalo Civic Auto Ramps (BCAR), a non-profit corporation. A majority of the spaces are reserved monthly by tenants of the Hotel @ the Lafayette and M&T Bank employees.

The City intends to place institutional controls over the parking component to protect the availability of parking spaces for current users and for the public generally, through either a public-private partnership or as the owner and/or funder of a parking ramp structure to be integrated into the proposed development. Any submission must show a proposed parking plan that meets current and future parking demand.

For information on parking please contact: Kevin Helfer, Commissioner of Parking, (716) 851-5182, khelfer@city-buffalo.com; or Buffalo Civic Auto Ramps, (716) 849-5812.

2. National Fuel Regulator Substation

A National Fuel Gas regulator substation is located on the Property and is reserved through a permanent easement. Photographs of the substation are attached in Exhibit B. Submissions should comply with the requirements of the easement or alternative arrangements may be made with National Fuel. A copy of the easement will be made available to registered parties upon request. See Section VI, Instructions for Developer's Submissions, for registration instructions.

For additional details please contact James Burbige, National Fuel, Engineering Department, BurbigeJ@natfuel.com, (716) 857-7537.

3. Real Property Taxes

SBL 111.13-13-1. Current Assessment: \$2,158,700.

VI. Instructions for Developer's Submissions

Each development team responding to this RFQ is required to provide a Statement of Qualifications as described in this section. RFQ submissions must be typewritten or computer generated and submitted in an 8 ½"x11" bound document format as well as an electronic file on disc or flash drive. If submitted under separate cover, appended studies and graphics should be clearly labeled to identify the development team.

Submissions must be received by registered mail or hand delivered and registered at the reception desk at the address below by 12:00 p.m., Wednesday, July 29, 2015.

Brendan R. Mehaffy, Executive Director
Mayor's Office of Strategic Planning
920 City Hall
Buffalo, New York 14202

All questions or inquiries regarding the RFQ must be submitted in writing to Rebecca Gandour, Director of Development at rgandour@city-buffalo.com. Questions and inquiries will be accepted until Friday, July 22, 2015 at 12:00 p.m. Questions and responses will be posted on a continuing basis at www.city-buffalo.com/201Ellicott. Depending on the volume and complexity of questions, the Mayor's Office of Strategic Planning cannot guarantee that questions and inquiries submitted after July 22, 2015 at 12:00 p.m. will be responded to prior to the submission deadline of Wednesday, July 29, 2015.

VII. Schedule

May 8, 2015	Original Request for Proposal Issue Date
June 16, 2015	RFP replaced with Request for Qualifications
July 22, 2015	Deadline for Written Inquiries
July 29, 2015	Statement of Qualifications Deadline
August 2015	City of Buffalo Qualifications Review
September 2015	City of Buffalo Designates Developer

Notwithstanding anything contained in this Request for Qualifications which could be construed to the contrary, the City reserves the unilateral right to amend this Request for Qualifications at any time prior to the submission deadline. Amendments will be posted on the City's website. Parties interested in submitting are responsible for providing accurate contact information to the City. City reserves the right to waive irregularities and or minor non-compliance in submitted qualifications. City reserves the right to unilaterally cancel this Request for Qualifications and/or cancel all project objectives at any time up to the time a contract is awarded.

VIII. Submission Requirements

Submissions must include the following information in a brief and concise format. The City of Buffalo reserves the right to request additional information during the review of qualifications and to reject any and all submissions.

1. Developer Qualifications and Relevant Experience/Projects

As part of demonstrating qualifications for the project, please provide the following information:

- a. A brief history of the Developer which lists principals with at least 20% owner interest in the company;
- b. A listing of team members, including the primary contact person and each team member's responsibilities with respect to the development project;
- c. A summary of the Developer's qualifications and past experience relevant to the proposed development project;
- d. The Developer's experience in working and partnering with communities as well as both public and private partners; and
- e. Provide three (3) references from similar projects previously undertaken by the Developer.

2. Financial Ability

The Developer will be expected to finance construction of the project including acquisition cost of the land. Unless otherwise permitted by law, the City of Buffalo is required to dispose of real property at the highest marketable value and that requirement should be considered by the Developer in preparing the development costs. Sale of the property is subject to City of Buffalo Common Council approval.

- a. Entity: Indicate type of entity in which the real property interest will be vested; whether existing or to be formed; principals and financial statements;
- b. Letter/Certificate of Good Standing: Issued by bank or lending institution that provides information with regards to length of time for which Developer has held an account, proof of funds and demonstrates financial capacity;
- c. Public Funding: Identify any proposed or anticipated public funding requests including, but not necessarily limited to, any request for infrastructure improvements, property tax exemptions, sales tax exemptions on building materials, and PILOT Agreements.

3. Approach to Development Issues

At this point the City is not seeking final proposals, but a Developer experienced enough to creatively develop this site to its highest and best use. This section is intended to demonstrate the general approach that the developer is currently considering for developing the site. While the concept will understandably change during the development process, the ultimate project will be expected to reflect the same approach to developing the site. To that end, the Developer should explain their approach and initial thoughts regarding the following:

- a. Preliminary Site Design: Discussion of four elements (full line grocery, residential, parking ramp and ECC master planning process);

- b. Market Analysis: Demonstrate understanding of local market;
- c. Tenant Outreach: Discussion of outreach to potential tenants in particular, but not exclusively, for desired grocery;
- d. M/WBE Participation: Identify how the Developer would ensure meaningful participation from certified Minority and Women-Owned Business Enterprises (M/WBE) and minority and women workforce participation at all project levels, including, financing, management, design, and construction;
- e. Meet Environmental Standards: Discussion should focus on the Developer's commitment to sustainable design and development principles;
- f. Outlining a plan to work and partner with the surrounding community: Including collaboration with both public and private institutions, if applicable;
- g. Public Parking Ramp: Discussion of public private partnership or exclusively private endeavor; and
- h. Project Schedule: Provide a schedule for the overall project detailing such milestones as ECC master planning process, design development, financing commitments, construction, project completion, etc. Schedule is an important consideration in the selection of a Developer for the site. Every effort should be made to develop the most accurate estimate for development.

IX. Designated Developer Expectations

The City will enter into a Designated Developer Agreement (DDA) with Developer who will retain that status for a period of six (6) months. The designation will be subject to the following terms and conditions:

1. The successful negotiation of a DDA for approval by the City of Buffalo Common Council.
2. Payment of a designation fee of One Thousand Dollars (\$1,000.00) per month by Developer to the City payable within five (5) days from the date of designation – by Council - and due thereafter the first day of every month. In the event Developer shall acquire said property pursuant to the DDA to be negotiated by Developer and the City, said option fee shall be credited towards the purchase price. In the event that Developer shall not proceed with the development of the property within the designation period, Developer shall forfeit all monies paid on account and the City shall retain all such monies.
3. Developer is responsible for performing any soil test borings and soil investigations, as per license agreement to be granted by the City, for the purpose of determining, to Developer's satisfaction, the suitability of the site for its intended use, and the presence or absence of hazardous substances as such term is used in the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, (C.E.R.C.L.A) 42 U.S.C. § 9601 et seq.; The Hazardous Materials Transportation Act, as amended, 49 U.S.C. § 1801 et seq.; The Resource Conservation and Recovery Act, as amended, 42 U.S.C § 6901 et seq.; Articles 15 and 27 of the New York State Environmental Conservation Law or any other federal, state, or local law, regulation, rule, ordinance, by-law, policy guidance, procedure, interpretation, decision, order, or directive, whether existing as of the date hereof, previously enforced or subsequently enacted.
4. Individuals and/or corporations having outstanding taxes, water bills, parking tickets, user fee and/or demolition liens or any other liens or obligations owed to the City of Buffalo, or code violations existing on any property owned by them, are not eligible for designation.
5. Work with ECC during master planning process.
6. Bi-weekly meetings with the Office of Strategic Planning to provide updates on progress and discuss parking proposal.
7. Developer will be required to submit a final project proposal to City at the end of the designation period.
8. Developer or development team will sign a full indemnity and release prior to conveying title.
9. An acceptable appraisal establishing a sale price must be prepared (paid for by Developer) and the incorporation of a public parking ramp; and
10. Performance Bonds will be required during the development period in an amount sufficient to secure performance. Liquidated damages will be assessed upon failure to meet substantial project completion milestones.

X. Developer Financial Information

As part of the review process, the Developer must be prepared to submit financial information.

NOTE: The release of this financial information will be restricted subject to the City's compliance with the Freedom of Information Law and other State and Federal statutes.

The Developer must be prepared to provide the following within a week of a request from the City of Buffalo:

1. Current financial statements: Developer should submit a current financial statement plus a financial statement for the previous two years. In the case of newly formed development entities, the qualifications should include a financial statement of the general partners or corporate affiliate(s), prepared by a Certified Public Accountant and including the most recent audit of all parties. The statement should show the assets, liabilities, and net worth of the Developer;
2. Other disclosures: Include any prior negative financial history involving the Developer and/or its owners, partners, shareholders and board members. Upon request, the Developer must address the following questions:
 - a. Has the Developer or any of the affiliated individuals listed defaulted on a real estate obligation? If so, please explain;
 - b. Has the Developer or any of the affiliated individuals listed been delinquent on a commercial or housing development debt? If so, please explain;
 - c. Has the Developer or any of the affiliated individuals listed been the defendant in any legal suit or action brought by a governmental entity or affiliated agency? If so, please explain;
 - d. Has the Developer or any of the affiliated individual's listed declared bankruptcy or made compromised settlements with creditors? If so, please explain;
 - e. Are there any current legal proceedings or judgments recorded against the Developer or any of the affiliated individuals listed? If so, please explain; and
 - f. Has the Developer ever been debarred or prohibited from bidding on work by any state or federal agencies such as the U.S. Department of Housing and Urban Development, U.S. Small Business Administration, Erie County, or the Dormitory Authority of New York State? If so, please explain.

XI. Contracting with Women and Minority Business Enterprises

In accordance with Mayor Byron W. Brown's commitment to inclusive economic development, and Governor Cuomo's Executive Order No. 8 establishing a policy to promote equal opportunity in contracting for all persons, without discrimination for minority group members and women and business enterprises owned by them, and to eradicate the barriers that have impaired access by minority and women-owned business enterprises to State contracting opportunities, the City of Buffalo seeks to encourage meaningful partnerships with and participation from certified Minority and Women-Owned Business Enterprises (M/WBE) at all project levels.

For purposes of this solicitation, the City of Buffalo hereby establishes Minority Business Enterprise (MBE) and minority workforce utilization goals of 25% and Women Business Enterprise (WBE) and women workforce utilization

goals of 5% during the complete development of the project, which includes the pre-construction, construction and operation-maintenance phases. The Developer as well as contractors must document good faith efforts to provide meaningful participation by M/WBEs as subcontractors or suppliers in the performance of the contract.

XII. Reservations

1. The City reserves the right to stop the selection process at any time with or without cause. The City also reserves the right to reject any or all submittals.
2. The City reserves the right to seek additional information from respondents and related entities.
3. The City reserves the right to reject members of a development team.
4. All decisions related to this RFQ are subject to all applicable federal, state and local laws and regulations, and the policies and procedures of the City of Buffalo.
5. All costs associated with the preparation of the submittal, as well as any other related materials, shall be borne by the respondent.

XIII. Evaluation Criteria

The City will consider entering into a Designated Developer Agreement with the applicant whose submission best meets the following selection criteria and offers the greatest prospects of successful completion:

1. Completeness of the Submittal: All required documents have been submitted and the submission presented in a clear and concise manner;
2. Experience and Qualifications: Respondent and any affiliated partners have successfully completed project(s) similar in size and scope or have completed similar project(s) but smaller in size and scope or have otherwise demonstrated capability to complete a project as solicited in this RFQ;
3. Financial Ability: Respondent has demonstrated ability to offer highest marketable value as established by acceptable appraisal to City of Buffalo (paid for by Developer) and to complete project; and
4. Approach to Development Issues
 - a. Overall approach to developing the site; and
 - b. Development approach described in response to VIII (3) of this RFQ.

XIV. General Requirements

1. Non-Discrimination

The successful Developer(s) shall not discriminate against any employee or applicant for employment because of race, color, creed, religion, ancestry, sex, national origin, affection preference, disability, age, marital status or status with regard to public assistance or as a disabled veteran or veteran of the Vietnam era. Such prohibition against discrimination shall include, but not be limited to, the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other forms of compensation and selection for training, including apprenticeship.

The successful Developer(s) shall agree to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the City, setting forth this nondiscrimination clause. In addition, the Developer(s) shall, in all solicitations or advertisements for employees placed by or on behalf of the Developer(s), state that all qualified applicants will receive consideration for employment without regard to race, creed, religion, ancestry, sex, national origin, affectional preference, disability, age, marital status or status with regard to public assistance or status as disabled veteran or veteran of the Vietnam era, and comply in all other aspects with the requirements of the Buffalo City Code and Ordinances.

2. Americans with Disabilities Act Compliance Provisions

Any Developer(s) awarded a contract pursuant to the RFQ are required to abide by the regulations of the Americans with Disabilities Act of 1990 (ADA) which prohibits discrimination against individuals with disabilities. The contractor will not discriminate against any employee or applicant for employment because of their disability and will take affirmative action to ensure that all employment practices are free from such discrimination. Such employment practices include but are not limited to the following: hiring, promotion, demotion, transfer, recruitment or recruitment advertising, layoff, discharge, compensation and fringe benefits, classification, referral and training. The ADA also requires vendors associated with the City of Buffalo to provide qualified applicants and employees with disabilities with reasonable accommodation that does not impose undue hardship. Developer(s) also agree to post in a conspicuous place, accessible to employees and applicants, notices of their policy on non-discrimination.

In the event of the contractor's noncompliance with the non-discrimination clauses in the contract, the contract may be canceled, terminated, or suspended, in whole or in part, and the contractor may be declared ineligible by the Buffalo Common Council from any further participation in City contracts in addition to other remedies as provided by law.

3. Applicable Law

The laws of the State of New York shall govern all interpretations of the awarded contract, and the appropriate venue and jurisdiction for any litigation which may arise thereunder will be in courts located within the City of Buffalo, County of Erie and State of New York, regardless of the place of business, residence or incorporation of the Developer. Each party agrees that all claims and matters shall be heard and determined in such court and each party waives any right to object to such filing on venue, forum non-conveniens or similar grounds.

4. Conflict and Priority

In the event that a conflict is found between provisions in any contract arising from this RFQ, the successful Developer's submission or the City's RFQ, the provisions in the following rank order shall take precedence: 1) Contract; 2) RFQ; and 3) Developer's submission.

5. Ownership of Materials

All finished or unfinished documents, data, studies, surveys, maps, models, photographs, reports or other materials resulting from any contract arising from this RFQ shall be the property of the City. The City may use, extend, or enlarge any document produced under the contract without the consent, permission of, or further compensation to the Developer.

6. Disclaimer

This RFQ and the process it describes are proprietary to the City and are for the sole and exclusive benefit of the City. This RFQ is not binding on the City. No other party, including any Developer responding to this RFQ or further Developers to any RFQ that may be issued by the City, is intended to be granted any rights hereunder. Any response to this RFQ, including written documents and verbal communication, with the exception in only certain instances of materials marked as trade secrets or confidential, may be subject to public disclosure by the City, or any authorized agent of the City. Any materials submitted or ideas elicited in response to this RFQ shall be the sole and absolute property of the City with the City having title thereto and unrestricted use thereof.

7. Publicity

All publicity (including, but not limited to, news releases, news conferences, and commercial advertising) relating to this RFQ and/or the services or products sought by this RFQ and/or any contract awarded pursuant to this RFQ shall require the prior written approval of the City.

8. Freedom of Information Law

The City of Buffalo is subject to the provisions of Article 6 Section 89 of New York State Public Officer's Law, entitled the Freedom of Information Law. All submissions, in their entirety, submitted in response to this Request for Qualifications shall constitute a record subject to public disclosure pursuant to the Freedom of Information Law. It is the sole responsibility of each Developer to this Request for Qualifications to identify those portions deemed to constitute a "trade secret" or proprietary information of the commercial enterprise. Any such information shall be clearly marked "CONFIDENTIAL". The phrase trade secret is more extensively defined to include a formula, process, device or compilation of information used in one's business which confers a competitive advantage over those in similar businesses who do not know it or use it. The subject of the trade secret must not be of public knowledge or of a general knowledge in the trade or business. A corresponding letter, on company letterhead, must be provided describing the factors and extent to which the disclosure of the "CONFIDENTIAL" information would cause substantial injury to the competitive position of the commercial enterprise. The entire submission shall not be marked "CONFIDENTIAL". Any portion of the submission that is not clearly identified as "CONFIDENTIAL" may be disclosed pursuant to the Freedom of Information Law. THE CITY OF BUFFALO DOES NOT ASSUME ANY RESPONSIBILITY WHATSOEVER TO ANY OFFEROR IN THE DISCLOSURE OF RECORDS PURSUANT TO THE FREEDOM OF INFORMATION LAW, COURT ORDER, OR ANY OTHER METHOD OF DISCLOSURE PROVIDED FOR UNDER THE LAW.

9. Conflicts of Interest

Confidentiality and lack of potential conflicts of interest is vital to maintaining the integrity of every contract entered into with the City. Therefore, each Developer must disclose any perceived, potential or actual conflicts of interests and/or relationships/connections. Such relationships may include, but are not limited to, connections to persons and organizations within the City of Buffalo through:

- a. Professional or Political associations
- b. Political donations
- c. Blood or Marriage
- d. Friendships
- e. City of Buffalo employees who currently work for your company, or come to work for your company during the RFQ process, and after (should you receive a contract from the City of Buffalo) as employees or consultants
- f. Union Affiliations/Memberships
- g. Board Member

Each Proposer further agrees that no member of the governing body, officer, employee or agent of the City shall have any pecuniary interest or otherwise, direct or indirect, in the any contract arising from this RFQ.

10. Statement of Compliance and Conflicts of Interest

Your signature below denotes that your organization, company or corporation and/or the officers, directors, employees or agents thereof have reviewed and agreed to comply with State Finance Law §139-k. No past or present lobbyist, employee, officer or board member of your organization, company or corporation may contact any past or present City of Buffalo Employee, Union Leader, Elected Official (City or otherwise) in an attempt to influence the outcome of the RFQ decision.

Additionally, any potential or identified conflicts of interest shall be disclosed. As conflicts are discovered, they must be disclosed in writing, to the designated contact person identified in the RFQ, during the entire RFQ, award, contract negotiation, ratification, and execution process and even after contract award.

Conflict or Potential Conflict:

Signature: _____

Company: _____

Title: _____

Date: _____

Non-Collusion Certification

By submission of this RFQ, each respondent and each person signing on behalf of any respondent certifies, and in the case of a joint submission, each party thereto certifies as to its own organization, under penalty of perjury, that to the best of their knowledge and belief:

- (1) The prices in this submission 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 respondent or with any competitor;
- (2) Unless otherwise required by law, the prices which have been quoted in this submission have not been knowingly disclosed by the respondent and will not knowingly be disclosed by the respondent prior to opening, directly or indirectly, to any other respondent or to any competitor;
- (3) No attempt has been made or will be made by the respondent to induce any other person, partnership or corporation to complete a submission for the purpose of restricting competition.

Firm or Corporation Name: _____

Principal Address: _____

Street

City

State

Zip Code

Signature of Individual, Partners, or Officers:

Signature

Title

Type or Print Name Above

Signature

Title

Type or Print Name Above

Respondent Affirmative Action Statement

The _____
Company Name

hereby states that we will make good faith efforts to ensure a diverse workforce and minority business participation for this project in accordance with the City of Buffalo Charter, Chapter 96, Bonds and Contracts.

We will work toward a minority workforce goal of 25%, and woman workforce goal of 5%. In addition, we will work toward a business utilization goal for minority business enterprise of 25% and woman business enterprise of 5%.

Signature of Authorized Representative of Respondent

Date

SUBMISSIONS FAILING TO INCLUDE OR COMPLETE ANY OF THE ABOVE ITEMS WILL BE CONSIDERED NON-RESPONSIVE AND WILL NOT BE ACCEPTED.

EEO-2

Exhibit A – Buffalo is on the Move

[SEE ATTACHMENT]

Silver bullets don't bring shine back – but years of hard work can, and nowhere is this more evident than in the City of Buffalo. Here, a spirit of collaboration emanates from a shared vision, with strategic goals for business and community development that are fueled by wind, water and more than \$5 billion in economic development projects announced, under construction or complete since 2012.

A returned focus on the vitality of urban neighborhoods has triggered wide-spread revitalization that has involved public improvements, private development and resident-driven initiatives aimed to strengthen the city as the vibrant hub of the region. A new Buffalo is rapidly taking shape: It's a city enjoying success today and positioned for long-term growth tomorrow in advanced manufacturing, life sciences and biotechnologies, finance, education, advanced agriculture—all within one of the most affordable and enjoyable regions of the country.

As a result, state-of-the-art, multidisciplinary entities are having a tremendous impact on Buffalo Niagara's economy:

- more than \$1.5 billion invested, including the relocation of the highly ranked University at Buffalo medical school and the John R. Oishei Children's Hospital to the BNMC
- 5,000 jobs created or relocated to this innovation hub since 2003
- another 5,000-7,000 more jobs on BNMC expected in the next few years

A More Diversified Region, a More Secure Future

While the success of the BNMC has been unprecedented, the City of Buffalo's business, government, education, non-profit and philanthropic leaders learned long ago that economic diversification is

Buffalo is on the Move

City of Buffalo's Transformation



Mayor
Byron W. Brown



A Vision for the Future, Realized Today

A driving force behind the region's remarkable resurgence has been the Buffalo Niagara Medical Campus (BNMC). Conceived in 2003 with a 20-year master plan focused on bioinformatics, life sciences, clinical care, innovation, and research, the BNMC's goals were achieved in only eight years – thanks to collaborative public-private partnerships supported by essential seed funding and streamlined processes to get new projects off the ground.

critical for sustained strength. That's why Buffalo's growth isn't limited to one economic engine. Instead, a high level of creative cooperation is resulting in a total evolution of the region's economy, with another almost \$3 billion in projects underway in the City of Buffalo's central business district and the waterfront. These projects will result in 12,000 new jobs for the downtown area within four years.

From California's Silicon Valley to Canada, and from life sciences technology to shipping, businesses like Sentient, Welded Tube of Canada, SORAA and Silevo are relocating and expanding here because Buffalo offers everything they need to succeed: a skilled and

dedicated workforce, highly competitive commercial and industrial real estate costs, low-cost energy, research and development partnerships, proximity to numerous major North American cities and a vast transportation network for imports, exports and cross-continental shipping. The city also offers reasonable business development costs and easy access to major markets like New York, Chicago, Boston and Toronto without the hassles or high costs of locating in major metropolitan areas.

The city's slow-but-steady growth over the last decade also meant that while other areas experienced "boom and bust" economies, Buffalo's housing market continued to strengthen and our employment rates remained stable. Commercial property tax rates have been reduced nearly twenty-eight percent since 2006. In addition, our strong bi-national business ties and our proximity to Canada's largest city benefited our city in everything from retail to restaurants to manufacturing.

And, thanks to our geography—within the largest freshwater basin in the world and surrounded by two Great Lakes and the mighty Niagara River—the region is uniquely positioned to support forward-looking energy production, like wind and solar energy, and to supply inexpensive hydroelectric power to new and expanding manufacturers in Buffalo.

City Growth Accelerated by Strong Leadership

In 2012, Buffalo Niagara Partnership, at the request of Mayor Byron W. Brown, formed the Buffalo Building Reuse Project (BBRP). This initiative developed strategies that are driving investment in the adaptive reuse of Downtown's underutilized buildings. Mayor Byron Brown has committed \$11.25 million in infrastructure and project assistance to Downtown Buffalo and an additional \$8.8 million to bring two way traffic back to the 600 block of Main Street.

Also in 2012, New York State pledged \$1 billion in state funding for growth in key industries and to leverage an additional \$5 billion in private investment. This unprecedented state commitment to the continued revitalization of the western New York economy means that new and relocating businesses get the support they need for companies to take root and grow. Investments from the "Buffalo Billion" are decided through collaborations like the Western New York Regional Economic Development Council, with input from the Buffalo Niagara Enterprise (BNE), City of Buffalo and other partners and will continue to be for several years to come.



An Abundance of Cultural and Natural Assets

Along with significant business investment has been the tangential redevelopment of dozens of historically significant and architecturally outstanding buildings by Frank Lloyd Wright, H.H. Richardson, Louis Sullivan and Louise Blanchard Bethune, to name a few. Long overlooked and underused, today these gems are revitalized as high-end luxury condominiums, affordable and attractive student housing, Class A office space, hotels, legal and financial services offices, high-tech incubators and shared workspace setups, restaurants, retail and more.

In the last decade, brownfield redevelopment and innovative reuse projects have also led to renewed access to the waterfront, including Canalside – a waterfront park and public space at the original terminus of the Erie Canal. Here, hundreds of thousands of people gather throughout the year to enjoy concerts, festivals, boating, special events at the historic grain silos and more.

Buffalo Niagara: Brighter than Ever

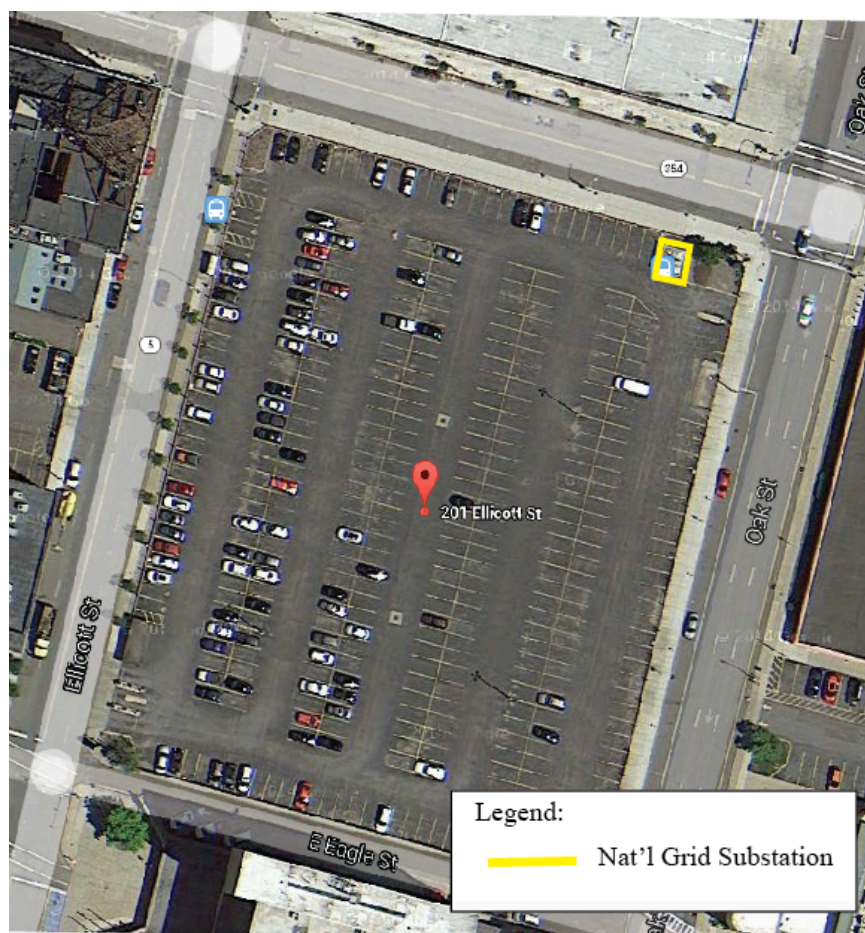
A new wave of Buffalo natives and newcomers are leveraging our city's affordability: It enables entrepreneurial risk; it enables creative change-makers to have a role in our collective success; and it enables our region's influx of New Americans to find a welcoming home and create new professional opportunities here. Together, we're enjoying a multi-generational and multi-cultural spirit of progress unlike any in our city's history.

Buffalo Niagara::Where Life Works.

2015 © Buffalo Niagara Enterprise



Exhibit B – National Fuel Regulator Substation



THIS PAGE INTENTIONALLY LEFT BLANK

THE CITY OF BUFFALO
OFFICE OF STRATEGIC PLANNING
MAYOR BYRON W. BROWN

