



**Harlem Community
Development
Corporation**

BOARD OF DIRECTORS' MEETING

Friday, March 24, 2017

10:00 A.M.

AGENDA

CORPORATE ACTION:

Approval of minutes for the September 30, 2016 Board of Director's Meeting.

FOR CONSIDERATION:

Harlem Community Development Corporation ("Harlem CDC") – Approval of Harlem CDC's Fiscal Year 2017/2018 Operating and Weatherization Budgets; Authorization to Take Related Actions

Adoption of the New York State Urban Development Corporation, d/b/a Empire State Development Pre-Qualified Counsel List

FOR INFORMATION:

President's Report

NEW BUSINESS

OLD BUSINESS

ADJOURNMENT

**Harlem Community Development Corporation
Meeting of the Board of Directors
163 West 125th Street, 17th Floor
New York, NY 10027**

September 30, 2016

Minutes

In Attendance

Directors: Keith L. T. Wright, Acting Chairman
Freida Foster
Holley Drakeford
Dana Reed
Keisha Sutton-James

Designees: Earnestine Bell-Temple for Assembly Member Herman Farrell, Jr.
Deneane Brown for James S. Rubin, CEO of NYS HCR
Geoffrey Eaton for Congressman Charles Rangel
Arva Rice for Manhattan Borough President, Gale Brewer
Liznel Aybar-Ventura for NYS Assemblyman Daniel O'Donnell
Melinda Velez for Council Member Melissa Mark-Viverito
Kyshia Smith for Council Member Mark Levine
Eric Rivera for Senator Jose Serrano

**Harlem CDC
Officers:** Curtis L. Archer, President
Rose Jeffrey, Corporate Secretary

Harlem CDC Staff: Melvin Norris, Exec. V.P. & Director of Small Business Services

**ESDC Staff
& HCDC Counsel:** Eunice Jackson, Esq., Special Counsel

Guests Present: Destiny Burns, ESD
Marion Phillips, ESD

Videographer: Marcus Brown, Harlem CDC

Reporter: Nicole Ellis, MGR Reporting, Inc.

The meeting of the Board of Directors (the "Board" or the "Directors") of the Harlem Community Development Corporation ("Harlem CDC" or the "Corporation") was called to order at 10:35 A.M. by the Acting Chairman, Keith L.T. Wright ("the Chairman"). It was noted for the record that the meeting was being webcast and that the Directors have received all relevant written materials in advance of the meeting. It was also noted that, consistent with the Corporation's policy, Harlem CDC's Board meetings are public and members of the public are welcome to ask questions on the items on the Agenda. After each item is presented and any comments are

received from the Directors, the members of the public will be allowed to provide comments which will be limited to two minutes and should only address the items that are under consideration.

Before beginning the substantive portion of the meeting, the Chairman asked the Directors whether anyone had any potential conflicts of interest with respect to any of the items on the proposed agenda.

Hearing no response, the Chairman stated that the foregoing has been noted for the record.

Next, the Chairman called for a motion to approve the minutes of the August 12, 2016 Board of Directors meeting.

There being no questions or comments, upon motion duly made and seconded, the August 12, 2016 board meeting minutes were unanimously adopted.

The Chairman then called on Eunice Jackson to present the next item on the agenda, a request to amend the contract for real estate and tax legal services with the law firm of Bryant Rabbino, LLP.

Ms. Jackson stated that the board members were being asked to amend the existing contract for legal services with the Bryant Rabbino law firm which has been working with Harlem CDC for several years in respect to the tax credit sites which Harlem CDC owns. Ms. Jackson stated that there are five tax credit sites which are all in what is called the Post Year 2015, since the tax credits have expired. The firm has been working with Nixon Peabody to help Harlem CDC come up with a plan for handling the projects going forward.

Ms. Jackson further stated that this has been a complicated process and that legal services are still required. Ms. Jackson also stated that since there has been no consistent monthly billing on this contract, there will be no increase in the dollar amount which is currently \$150,000, but extending the contract term will allow the availability of the legal team when needed.

There being no questions or comments, upon motion duly made and seconded, the request to adopt the amended contract for real estate and tax legal services with the law firm of Bryant Rabbino, LLP was unanimously adopted.

HARLEM COMMUNITY DEVELOPMENT CORPORATION – Authorization to Amend a Contract for Real Estate and Tax Legal Services with the Law Firm of Bryant Rabbino, LLP; Authorization to Take Related Actions and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Bryant Rabbino, LLP and its subcontractor, Nixon Peabody LLP to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amendment to the agreement with Bryant Rabbino, LLP to extend the expiration date to July 31, 2018, on the terms and conditions, set forth in the Materials with such amendments and modifications as the President, or his designee(s) shall deem necessary and appropriate;

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

Next, the Acting Chairman asked Ms. Jackson to present the request to amend the agreement for legal services with Phillips Lytle, LLP and the Gibson Firm as subcontractor to Phillips Lytle.

Ms. Jackson stated that similar to the previous item, Phillips Lytle has been working with Harlem CDC, since 2005/2006, when the Victoria Theatre was first put out on the street for a Request for Proposal. She stated that Phillip Lytle has been working well with Harlem CDC, since the time the Gibson Firm's principal, Peyton Gibson, was a partner at Phillip Lytle. Ms. Jackson mentioned that Ms. Gibson's firm, the Gibson Firm, is a New York State certified minority business company. Phillips Lytle is not an MWBE, but together Phillip Lytle and the Gibson Firm are helping Harlem CDC fulfill its MWBE goals for the State.

Ms. Jackson further stated that the purpose of the amendment is to extend the term of the contract to July 30, 2019 and to add an additional \$16,000 to the contract.

The Victoria Theater is currently under construction and periodically, requests are made for changes to the contract for the historic preservation of the project. This amendment would allow the Corporation to call on the firm when these needs arise.

There being no further questions or comments, upon motion duly made and seconded, the request to amend the agreement for legal services with Phillips Lytle, LLP and the Gibson Firm as subcontractor to Phillips Lytle was adopted.

HARLEM COMMUNITY DEVELOPMENT CORPORATION – Authorization to Amend the Agreement for Legal Services with Phillips Lytle LLP and The Gibson Firm as subcontractor to Phillips Lytle and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Phillips Lytle LLP and its subcontractor The Gibson Firm to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amendment to the agreement with Phillips Lytle LLP to extend the tentative completion or expiration date to July 30, 2019, with an option to extend the term an additional year at the discretion of the President of the Corporation, and to increase the contract amount by \$16,000 from \$230,000 to \$246,000, on the terms and conditions, set forth in the Materials with such amendments and modifications as the President, or his designee(s) shall deem necessary and appropriate;

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

Mr. Archer mentioned that the President’s Report was in the board books for informational purposes. He highlighted that on October 1, 2016 Harlem CDC will be collaborating with Harlem Congregation for Community Improvement for an annual housing Expo. It will be held on the 3rd and 8th floors in the State Office Building.

Mr. Archer also passed out a flyer regarding the major projects along 125th Street, which he stated has been recently updated. A discussion ensued regarding some of the proposed projects and the current status of those projects. Mr. Archer said that the flyer would be further updated to include other projects up to Third Avenue.

Mr. Archer encouraged the board members to let him know if they become aware of any spaces for rent so he can disseminate that information when inquiries come into the office from interested parties.

Mr. Eaton asked if there was any update on the Victoria Theatre Project and Mr. Archer mentioned that the project is moving ahead with some foundation work and removal of the asbestos.

Ms. Jackson mentioned that the Historic preservation items have been removed and put into storage.

There being no further business, upon motion duly made and seconded, the Harlem CDC Board of Directors meeting was adjourned at 10:48 A.M.

Respectfully Submitted by,

Rose Jeffrey
Corporate Secretary

Attachment B

Empire State Development
HCDC Weatherization Program
Operating Budget Plan FY 2017-18

	Budget Plan FY 2016-17	Budget Plan FY 2017-18
<u>PERSONAL SERVICES</u>		
Salaries	425,930	451,827
Fringe Benefits	178,891	171,694
TOTAL PERSONAL SERVICES	604,821	623,521
HEADCOUNT	10.0	8.0
<u>NON-PERSONAL SERVICES</u>		
Professional Fees		
Legal / Accounting Fees	13,500	19,306
Consultant Fees	0	0
Total Professional Fees	13,500	19,306
Other Non-Personal Services		
Employee Travel & Meals	15,000	16,000
On-line Services/ Due & Subscriptions	7,500	7,500
Office Occupancy Expenses	0	0
Insurance	19,929	11,129
Repairs/ Maint /Prop Mgmt/ Outside Serv.	477,706	459,000
Telephone/Fax/Internet	6,000	6,000
Office Supplies / Printing / Advertising	8,000	10,000
Computers/Software/Equipment	2,000	2,000
Total Other Non Personal Services	536,135	511,629
TOTAL NON-PERSONAL SERVICES	549,635	530,935
TOTAL OPERATING BUDGET	1,154,456	1,154,456

ATTACHMENT A
 ESD Pre-Qualified Counsel List
 Adopted February 16, 2017

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED † M/WBE CERT PENDING ** SDVOB CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
BANKRUPTCY	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Bryan Cave LLP		New York	
	Dentons US LLP		New York	
	Hodgson Russ LLP		Buffalo	Albany, New York, Saratoga Springs
	Law Offices of Donald J. Tobias		New York	
	Menter, Rudin & Trivelpiece, PC		Syracuse	Watertown
	Mintz Levin Cohen Ferris Glovsky and Popeo PC		New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Shearman & Sterling LLP		New York	
	Venable LLP		New York	
	Winston & Strawn LLP		New York	
BOND - SENIOR TIER	Dentons US LLP		New York	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hawkins Delafield & Wood LLP		New York	
	Holland & Knight LLP		New York	
	Mintz Levin Cohen Ferris Glovsky and Popeo		New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Squire Patton Boggs US LLP		New York	
	Winston & Strawn LLP		New York	

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
BOND - JUNIOR TIER	Barclay Damon LLP		Buffalo	
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Bryant Rabbino LLP	*	New York	
	Buchanan, Ingersoll & Rooney PC		Buffalo	New York
	Burgher Gray Jaffe LLP	*	New York	
	D. Seaton & Associates, PA	*	New York	
	Day Pitney LLP		New York	
	Drohan Lee LLP	*	New York	
	Golden Holley James LLP	*	New York	
	Hardwick Law Firm, LLC	*	New York	
	Hodgson Russ LLP		Buffalo	Albany, New York, Saratoga Springs
	Law Offices of Barry D. Lites LLP	*	Huntington	New York
	Law Offices of Joseph C. Reid, PA	*	New York	
	Lewis & Munday PC	*	New York	
	Love & Long, LLP	*	New York	
	McGlashan Law Firm, PC	*	New York	
	Norton Rose Fulbright US LLP		New York	
	Pearlman & Miranda LLC	*	New York	
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Pugh, Jones & Johnson, PC	*	New York	
CONDEMNATION	Barclay Damon LLP		Buffalo	
	Berger & Webb, LLP		New York	
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Carter Ledyard & Milburn LLP		New York	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Love & Long, LLP	*	New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
CONSTRUCTION	Alisa Lukasiewicz PLLC	†	Buffalo	
	Barclay Damon LLP		Buffalo	New York
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Buchanan Ingersoll & Rooney PC		Buffalo	New York
	Carter Ledyard & Milburn LLP		New York	
	Goldberg Segalla		Buffalo	Albany, Garden City, New York, Rochester, Syracuse, White Plains
	Goulston & Storrs		New York	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hawkins Delafield & Wood LLP		New York	
	Hodgson Russ LLP		Buffalo	Albany, New York, Saratoga Springs
	Hoguet Newman Regal & Kenney, LLP	*	New York	
	Holland & Knight LLP		New York	
	Ingram Yuzek Gainen Caroll & Bertolotti LLP		New York	
	Kilpatrick Townsend & Stockton LLP		New York	
	Love & Long, LLP	*	New York	
	McNamee, Lochner, Titus & Williams, PC		Albany	Saratoga County
	Mintz Levin Cohen Ferris Glovsky and Popeo PC		New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Pannone Lopes Devereaux & West LLC		Albany	Uniondale, White Plains
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Rozario & Associates, PC	†	New York	
	Rupp Baase Pfalzgraf Cunningham LLC		Buffalo	Jamestown, Lockport, Rochester
	Saunders Kahler, LLP	*	Utica	
	Schiff Hardin LLP		New York	
	Schoeman Updike & Kaufman LLP	*	New York	
	Sive, Paget & Riesel PC		New York	
	Towne, Ryan & Partners, PC	*	Albany	Burnt Hills, Cobleskill, Poughkeepsie, Saratoga Springs
	Venable LLP		New York	
	Wasserman Grubin & Rogers, LLP		New York	
	Whiteman Osterman & Hanna LLP		Albany	Hudson

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED † M/WBE CERT PENDING ** SDVOB CERTIFIED		
		MAIN NY OFFICE	ADDITIONAL NY OFFICES	
ENVIRONMENTAL	Akerman LLP		New York	
	Barclay Damon LLP		Buffalo	
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Bryan Cave LLP		New York	
	Buchanan Ingersoll & Rooney PC		Buffalo	New York
	Carter Ledyard & Milburn LLP		New York	
	Greenberg Traurig, LLP		New York	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hodgson Russ LLP		Buffalo	Albany, New York, Saratoga Springs
	Holland & Knight LLP		New York	
	Kavinoky Cook LLP		Buffalo	
	Knauf Shaw LLP		Rochester	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Rupp Baase Pfalzgraf Cunningham LLC		Buffalo	Jamestown, Lockport, Rochester
	Sive, Paget & Riesel PC		New York	
	Towne, Ryan & Partners, PC	*	Albany	Burnt Hills, Cobleskill, Poughkeepsie, Saratoga Springs
	Venable LLP		New York	
	Whiteman Osterman & Hanna LLP		Albany	Hudson
FORECLOSURE	Bryan Cave LLP		New York	
	Buchanan Ingersoll & Rooney PC		Buffalo	New York
	Forchelli, Curto, Deegan, Schwartz, Mineo & Terrana, LLP		Uniondale	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Law Offices of Barry D. Lites LLP	*	Huntington	New York
	Law Offices of Donald J. Tobias		New York	
	McNamee, Lochner, Titus & Williams, PC		Albany	Saratoga County
	Menter, Rudin & Trivelpiece, PC		Syracuse	Watertown
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Phillips Lytle LLP		New York	Albany, Garden City, Jamestown, New York, Rochester
	Towne, Ryan & Partners, PC	*	Albany	Burnt Hills, Cobleskill, Poughkeepsie, Saratoga Springs

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
INVESTMENTS	Bryant Rabbino LLP	*	New York	
	Buchanan Ingersoll & Rooney PC		Buffalo	New York
	Burgher Gray Jaffe LLP	*	New York	
	Carter Ledyard & Milburn LLP		New York	
	Colón & Peguero and Herrick Feinstein LLP	*	New York	
	Dentons US LLP		New York	
	Drohan Lee	*	New York	
	Harris Beach PLLC and McGlashan Law Firm, PC	*	Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hodgson Russ LLP		Buffalo	Albany, New York, Saratoga Springs
	Holland & Knight LLP		New York	
	Law Offices of Barry D. Lites LLP	*	Huntington	New York
	Lewis & Munday PC and Buckley King	*	New York	
	Lippes Mathias Wexler Friedman LLP		Buffalo	Albany, New York
	Love & Long, LLP	*	New York	
	McNamee, Lochner, Titus & Williams, PC		Albany	Saratoga County
	Miller Mayer, LLP		Ithaca	
	Mintz Levin Cohen Ferris Glovsky and Popeo PC		New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Peter Papagianakis Business Law Firm		New York	
	Schoeman Updike & Kaufman LLP	*	New York	
	Silverman Shin Byrne & Gilchrest PLLC	*	New York	
	The Nelson Law Firm, LLC		White Plains	
	Venable LLP		New York	

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
LABOR & EMPLOYMENT	Akerman LLP		New York	
	Alisa Lukasiewicz PLLC	†	Buffalo	
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Brown Hutchinson LLP	*	Rochester	
	Buchanan Ingersoll & Rooney PC		Buffalo	New York
	Carter Ledyard & Milburn LLP		New York	
	Drohan Lee LLP	*	New York	
	Goldberg Segalla		Buffalo	Albany, Garden City, New York, Rochester, Syracuse, White Plains
	Gordon Rees Scully Mansukhani, LLP		New York	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hodgson Russ LLP and Law Offices of Sandra Rivera, PLLC*	*	Buffalo	Albany, New York, Saratoga Springs
	Hoguet Newman Regal & Kenney, LLP	*	New York	
	Kavinoky Cook LLP		Buffalo	
	Law Offices of Donald J. Tobias		New York	
	McNamee, Lochner, Titus & Williams, PC		Albany	Saratoga County
	Mintz Levin Cohen Ferris Glovsky and Popeo PC		New York	
	Paulose PLLC	*		
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Pugh, Jones & Johnson, PC	*	New York	
	Putney, Twombly, Hall & Hirson LLP		New York	
	Rozario & Associates, PC	†	New York	
	Saunders Kahler, LLP	*	Utica	
	Schoeman Updike & Kaufman LLP	*	New York	
	Schroeder, Joseph & Associates, LLP	*	Buffalo	
	Towne, Ryan & Partners, PC	*	Albany	Burnt Hills, Cobleskill, Poughkeepsie, Saratoga Springs
	Tully Rinckey PLLC	**	Albany	Binghamton, Buffalo, Rochester, Syracuse
	Venable LLP		New York	
Whiteman Osterman & Hanna LLP		Albany	Hudson	
Wong Fleming, PC	*	New York		

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
REAL ESTATE & LAND USE	Alisa Lukasiewicz PLLC	†	Buffalo	
	Barclay Damon LLP		Buffalo	
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Bryan Cave LLP		New York	
	Bryant Rabbino LLP	*	New York	
	Buchanan Ingersoll & Rooney PC		Buffalo	New York
	Carter Ledyard & Milburn LLP		New York	
	Divitta Alexander PLLC	*	Buffalo	
	Drohan Lee LLP	*	New York	
	Forchelli, Curto, Deegan, Schwartz, Mineo & Terrana, LLP		Uniondale	
	Goulston & Storrs		New York	
	Hardwick Law Firm, LLC	*	New York	
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hawkins Delafield & Wood LLP		New York	
	Herrick Feinstein LLP		New York	
	Hodgson Russ LLP and Law Offices of Sandra Rivera, PLLC	*	Buffalo	Albany, New York, Saratoga Springs
	Holland & Knight LLP		New York	
	Ingram Yuzeck Gainen Caroll & Bertolotti LLP		New York	
	Kavinoky Cook LLP		Buffalo	
	Knauf Shaw LLP		Rochester	
	Law Offices of Barry D. Lites LLP	*	Huntington	New York
	Law Offices of Donald J. Tobias		New York	
	Love & Long, LLP	*	New York	
	Menter, Rudin & Trivelpiece, PC		Syracuse	Watertown
	Mintz Levin Cohen Ferris Glosky and Popeo PC		New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Pannone Lopes Devereaux & West LLC		Albany	Uniondale, White Plains
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Rozario & Associates, PC	†	New York	
	Rupp Baase Pfalzgraf Cunningham LLC		Buffalo	Jamestown, Lockport, Rochester
	Saunders Kahler, LLP	*	Utica	
	Schiff Hardin LLP		New York	
	Schoeman Updike & Kaufman LLP	*	New York	
	Shearman & Sterling LLP		New York	
	Sive, Paget & Riesel PC		New York	
	Skadden, Arps, Slate, Meagher & Flom LLP		New York	
	Towne, Ryan & Partners, PC	*	Albany	Burnt Hills, Cobleskill, Poughkeepsie, Saratoga Springs
	Venable LLP		New York	
	Whiteman Osterman & Hanna LLP		Albany	Hudson
	Windels Marx Lane & Mittendorf, LLP		New York	

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
REGULATORY LITIGATION	Alisa Lukasiewicz PLLC	†	Buffalo	
	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Bryan Cave LLP		New York	
	Carter Ledyard & Milburn LLP		New York	
	Goldberg Segalla		Buffalo	Albany, Garden City, New York, Rochester, Syracuse, White Plains
	Harris Beach PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hodgson Russ LLP and Law Offices of Sandra Rivera, PLLC	*	Buffalo	Albany, New York, Saratoga Springs
	Hoguet Newman Regal & Kenney, LLP	*	New York	
	Kavinoky Cook LLP		Buffalo	
	Law Offices of Donald J. Tobias		New York	
	McNamee, Lochner, Titus & Williams, PC		Albany	Saratoga County
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Pannone Lopes Devereaux & West LLC		Albany	Uniondale, White Plains
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Rupp Baase Pfalzgraf Cunningham LLC		Buffalo	Jamestown, Lockport, Rochester
	Sive, Paget & Riesel PC		New York	
	Towne, Ryan & Partners, PC	*	Albany	Burnt Hills, Cobleskill, Poughkeepsie, Saratoga Springs
	Venable LLP		New York	
	Whiteman Osterman & Hanna LLP		Albany	Hudson

PRACTICE AREA	FIRM NAME	* M/WBE CERTIFIED	MAIN NY OFFICE	ADDITIONAL NY OFFICES
		† M/WBE CERT PENDING		
		** SDVOB CERTIFIED		
TAXATION	Bond, Schoeneck & King, PLLC		Syracuse	Albany, Buffalo, Garden City, Ithaca, New York, Oswego, Rochester, Utica
	Carter Ledyard & Milburn LLP		New York	
	Harris Beach, PLLC		Rochester	Albany, Buffalo, Ithaca, Melville, New York, Saratoga Springs, Syracuse, Uniondale, White Plains
	Hodgson Russ LLP and Law Offices of Sandra Rivera, PLLC	*	Buffalo	Albany, New York, Saratoga Springs
	Mintz Levin Cohen Ferris Glovsky and Popeo PC		New York	
	Nixon Peabody LLP		New York	Buffalo, Rochester
	Norton Rose Fulbright US LLP		New York	
	Pearlman & Miranda LLC	*	New York	
	Phillips Lytle LLP		Buffalo	Albany, Garden City, Jamestown, New York, Rochester
	Whiteman Osterman & Hanna LLP		Albany	Hudson
	Winston & Strawn LLP		New York	



FOR CONSIDERATION

March 24, 2017

TO: The Directors

FROM: Curtis Archer, President

SUBJECT: Pre-Qualified Legal Counsel List

REQUEST FOR: Adoption of the New York State Urban Development Corporation, d/b/a Empire State Development Pre-Qualified Counsel List

I. Background

Among its many functions, the NYS Urban Development Corporation, d/b/a Empire State Development (“ESD”) and its subsidiaries, which include Harlem Urban Development Corporation (the “Corporation”), implement or facilitate a number of large and complex economic development projects and initiatives. The size, nature, complexity and timing of these projects typically require ESD and the Corporation to call on the assistance of outside counsel in various areas of expertise. To permit ESD and its subsidiaries to respond to the needs of these projects expeditiously, while having available the benefits of a broad solicitation of qualified outside law firms, ESD’s legal department staff maintains a list of pre-qualified counsel.

In 2012 ESD adopted a list of pre-qualified counsel that was scheduled to expire on March 31, 2017. Given the March 31, 2017 expiration date, in 2016 ESD staff conducted a broad solicitation of interested law firms. ESD staff reviewed the submissions and compiled a list of outside law firms, which they recommended to the ESD Directors for adoption. On February 16, 2017, the ESD Directors adopted the list of pre-qualified counsel, which is effective for three years, subject to extension by an additional year, in the discretion of the General Counsel of ESD. On September 28, 2012 the Corporation adopted ESD’s Pre-Qualified Counsel List. Given the expiration of the ESD pre-qualified counsel list, staff recommends adoption for a period of three years subject to extension by an additional year at the discretion of the General Counsel of ESD of the ESD pre-qualified counsel list, adopted by ESD on February 16, 2017.

II. The Solicitation

On June 27, 2016, ESD staff placed an advertisement in the New York State Contract Reporter requesting proposals from law firms in the following areas of law (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental;(4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8); (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation.

In addition, ESD staff contacted the following organizations, individuals and law firms via email to advise them of the Contract Reporter opportunity:

- All law firms on ESD's list of prequalified counsel that was approved by the ESD Board in 2012 and all law firms on the list of prequalified investment counsel approved by the Board in 2014;
- All law firms that are State-certified Minority or Women-Owned Business Enterprises ("MWBEs");
- All law firms that are State-certified Service-Disabled Veteran-Owned Businesses ("SDVOBs")
- Amistad Long Island Black Bar Association
- Arab American Bar Association
- Asian American Bar Association of New York
- Association of Black Women Attorneys
- Capital District Black and Hispanic Bar Association
- Dominican Bar Association
- Neysa Alsina, NY Regional President of the Hispanic National Bar Association
- Korean American Lawyers Association of Greater New York
- Latino Lawyers Association of Queens County
- Long Island Hispanic Bar Association
- Metropolitan Black Bar Association
- Muslim Bar Association of New York
- Nigerian Lawyers Association, Inc.
- The Puerto Rican Bar Association
- South Asian Bar Association of New York
- Westchester Black Bar Association
- Women's Bar Association of the State of New York

Seventy-eight firms responded to the solicitation. Because a number of firms on the 2012 pre-qualified list failed to respond, ESD publicly re-opened the solicitation on August 2, 2016, with proposals due on August 17. Nine additional firms responded to the re-opened RFP, including some that were previously listed on the 2012 list and some new firms. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible for environmental, litigation, contractor and supplier diversity, and employment matters and the Deputy General Counsel. The Review Committee's recommendations were discussed with the General Counsel. The responses were evaluated on the following criteria:

- (1) relevant firm experience and the qualifications and experience of the staff proposed to be assigned to the ESD engagement (50%);
- (2) anticipated cost of services and willingness to work with ESD to minimize costs (20%);
- (3) overall organization, completeness, and quality of the proposal, including cohesiveness, clarity of response and demonstrated understanding of ESD, its mission and activities {20%}; and

(4) demonstrated commitment of time and resources to ESD or other State agencies or other public entities (10%).

In some cases, additional information was requested to clarify an initial submission. Thirteen firms were selected for interviews.

Based on the review, ESD staff recommended the approval as pre-qualified legal counsel to ESD, in the indicated areas of expertise, the firms listed on Attachment A to these materials.

III. Financial Commitment and Selection from the List

The Directors are not now being asked to authorize the retention of any firm in connection with any matter. Instead, the requested approval would serve to make available to the Corporation a selection of law firms that have been identified through a broad solicitation process. In the future, this would allow staff to select from among the pre-qualified firms, and after evaluation of those firms for a particular project, to make a recommendation to the Directors (or to the President and CEO or his or her designee, depending on the proposed dollar amount and length of the contract) for retention in connection with such project, without the need for conducting individual solicitations in each instance. This should save for each project the two or more months that is normally needed to conduct a solicitation, perform the necessary review and formulate a recommendation.

In the event that the principal partners and attorneys identified as being responsible for the Corporation's matters or other key members of a pre-qualified firm's team in a particular area of expertise leave the prequalified law firm, the pre-qualification will "follow" these key law firm member(s). Similarly, if a pre-qualified firm combines with another firm and such principal partners and other attorneys remain with the newly combined firm, the newly combined firm will be considered to be pre-qualified in that area of expertise.

In addition, staff recommends that the President, in consultation with ESD's legal department, be given the authority to refer to any such counsel matters in related areas of expertise, as s/he may deem appropriate and advisable in connection with any project. For example, in the event that a tax issue arises in connection with a real estate transaction, the President, in his/her discretion could call on the expertise of tax attorneys with the pre-qualified firm that was selected to handle the real estate aspects of the transaction.

Every firm on the proposed pre-qualified list has agreed to bill at or below ESD's maximum rate policy.

IV. Environmental Review

On behalf of the Corporation, ESD staff has determined that the requested authorization does not constitute an action as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York State Department of Environmental

Conservation. No further environmental review is required in connection with the requested authorization.

V. Recommendation and Requested Action

Staff recommends and the Board is requested to adopt the ESD list of approved firms, included in Attachment A to these materials, as pre-qualified counsel in the area of expertise identified in such Attachment A (and in each case related litigation) and, in the discretion of the President, in consultation with ESD's legal department, such related areas of expertise as s/he may deem appropriate and advisable in connection with any project, for the term of three years until the first meeting of the ESD Directors in March 2020, with the option to extend the duration of the list for an additional year at the discretion of ESD's General Counsel.

Attachment
Resolution
Attachment A

March 24, 2017

HARLEM URBAN DEVELOPMENT CORPORATION – Pre-Qualified Legal Counsel List - Adoption of the New York State Urban Development Corporation, d/b/a Empire State Development Pre-Qualified Counsel List

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, the list of law firms set forth in Attachment A, approved at the February 16, 2017 meeting of the Board of Directors of the New York State Urban Development Corporation, d/b/a Empire State Development (“ESD”), as pre-qualified counsel in the various areas of expertise (and, in each case, related litigation), be adopted by the Corporation as the Corporation’s list of pre-qualified counsel in the various areas of expertise (and, in each case, related litigation) and in such other areas as the President, in consultation with the ESD legal department may in his or her sole discretion deem appropriate or advisable in connection with any particular project or matter, such list to remain in effect until the first meeting of the Directors of ESD occurring in March 2020 or, in the discretion of the ESD General Counsel, until the meeting of the ESD Directors first occurring in March 2021.

* * *

Attachment A

Empire State Development
Harlem Community Dev Corp
Operating Budget Plan FY 2017-18

	Budget Plan FY 2016-17	Budget Plan FY 2017-18
<u>PERSONAL SERVICES</u>		
Salaries	773,858	789,416
Fringe Benefits	317,282	299,978
TOTAL PERSONAL SERVICES	1,091,140	1,089,394
HEADCOUNT	9.0	9.0
<u>NON-PERSONAL SERVICES</u>		
Professional Fees		
Legal / Accounting Fees	68,500	60,000
Consultant Fees	9,000	5,000
Total Professional Fees	77,500	65,000
Other Non-Personal Services		
Employee Travel & Meals	6,500	5,500
On-line Services/ Due & Subscriptions	9,000	9,000
Office Occupancy Expenses	11,000	11,000
Insurance	42,826	65,280
Repairs/ Maint /Prop Mgmt/ Outside Serv.	23,400	23,400
Telephone/Fax/Internet	22,000	20,000
Office Supplies / Printing / Advertising	30,000	30,000
Computers/Software/Equipment	10,000	5,000
Total Other Non Personal Services	154,726	169,180
TOTAL NON-PERSONAL SERVICES	232,226	234,180
TOTAL OPERATING BUDGET	1,323,366	1,323,574



FOR CONSIDERATION

March 24, 2017

TO: The Directors
FROM: Curtis L. Archer, President
SUBJECT: Harlem Community Development Corporation
FY 2017-18 Budgets

REQUEST FOR: Harlem Community Development Corporation ("Harlem CDC" or the "Corporation") – Approval of Harlem CDC's Fiscal Year ("FY") 2017-18 (April 1, 2017 - March 31, 2018) Operating Budget; Approval of Weatherization Division Budget; and Authorization to Take Related Actions

I. Requested Action

New York State Finance Law requires that prior to the commencement on April 1 of each new fiscal year, the Directors of Harlem Community Development Corporation ("Harlem CDC" or the "Corporation") adopt an annual operating and Weatherization Division budget. It is requested that the directors (the "Directors") of Harlem CDC approve Harlem CDC's FY 2017-18 Operating Budget ("Operating Budget") and the FY 2017-18 Weatherization Division Budget ("Weatherization Budget").

II. Background

The Harlem Community Development Corporation was created by the Legislature in 1995 as a subsidiary of the New York State Urban Development Corporation now d/b/a Empire State Development ("ESD") to formulate and implement a comprehensive development program, promote effective community participation and foster economic growth and community revitalization in the greater Harlem community. Its goal in this regard is to attract new businesses, retain and grow existing businesses, provide access to homeownership opportunities, create employment opportunities and improve the quality of life and the environment in partnership with Upper Manhattan residents, business and property owners and other agencies.

Harlem CDC also seeks to empower local Harlem businesses and entrepreneurs so that they can more fully participate in new and ongoing business opportunities.

III. HCDC FY 2017-18 Operating Budget Summary

Pursuant to State Finance Law, Harlem CDC's annual budget must be approved by its Board of Directors. A copy of Harlem CDC's proposed FY 2017-18 Operating Budget is included as Attachment A. The Operating Budget proposes a total of \$1,089,394 in personal services (salaries and fringe benefits for nine employees) and a total of \$234,180 in non-personal services (primarily professional fees, insurance, office maintenance and other administrative expenses). The total of all personal service and non-personal service amounts for the Operating Budget is \$1,323,574. Consistent with previous years, the Operating Budget will be advanced with ESD Corporate Funds.

Harlem CDC will use the budgeted amounts to:

- Provide one-on-one housing counseling to home owners who are seeking mortgage modifications and advice on avoiding foreclosure, and to renters who are seeking to become home owners.
- Work with I Love NY and local stakeholders to plan and implement marketing and promotion initiatives to enhance tourism in Upper Manhattan as a component of economic development.
- Provide Intake and counseling while coordinating with ESD on Minority and Women's Business Enterprise certification.
- Provide additional financial resources to small business loan programs that serve businesses and entrepreneurs in Harlem CDC's catchment area.
- Plan and present, in partnership with the Small Business Administration, lending institutions and other community revitalization partners, workshops and forums that will assist small businesses and entrepreneurs located within Harlem CDC's catchment area.
- Explore options for community and economic development initiatives in East Harlem.
- Undertake job readiness training and work skills enhancement for local residents.
- Present, in partnership with lending institutions and other community revitalization partners, home buyer and financial literacy seminars and workshops.
- Promote participation, and wherever possible ownership, by Harlem-based organizations, in projects that receive financial assistance from New York State.
- Provide technical assistance and co-sponsorship, where appropriate, to Business Improvement Districts, Local Development Corporations and related entities within Harlem CDC's catchment area to advance new economic development initiatives.

IV. HCDC FY 2017-18 Weatherization Budget Summary

The Weatherization Assistance Program ("WAP") is funded by the US Department of Energy and the US Department of Health and Human Services through the NYS Homes and Community Renewal ("HCR"). A copy of the proposed FY 2017-18 Weatherization Division Budget is included as Attachment B. The Weatherization Division Budget proposes a total of \$623,521 in personal services (salaries and fringe benefits for eight employees) and a total of \$530,935 in non-personal services (primarily program management fees, office maintenance and other administrative expenses). The total of all personal service and non-personal service amounts for FY 2017-18 Weatherization Budget is \$1,154,456.

The Weatherization Division will continue to maximize the benefits available through WAP to promote the health and safety and well-being of low-income residents of multi-family rental and co-operative buildings and:

- Complete and issue RFP's for contracting weatherization work to be performed in all buildings in the WAP pipeline.
- Complete work-scopes and award contracts to ensure completion of all assigned units.
- Complete all work and get HCR certification on all units for the contract year.
- Continue to provide staff with training to ensure contract renewal and progress towards becoming a self-auditing weatherization agency.

V. Recommendation

It is recommended that the Directors approve the Harlem CDC FY 2017-18 Operating Budget and that the Directors approve the Harlem CDC FY 2017-18 Weatherization Division Budget.

VI. Attachments

Resolution

Attachment A-Harlem CDC's FY 2017-18 Operating Budget

Attachment B-Harlem CDC's FY 2017-18 Weatherization Division Budget



March 24, 2017

Harlem Community Development Corporation ("Harlem CDC") – Approval of Harlem CDC's Fiscal Year 2017-18 Operating Budget; Authorization to Take Related Actions

RESOLVED, that based upon the materials presented at this meeting (the 'Materials'), a copy of which is ordered filed with the records of the Corporation, the Board of Directors of the Corporation does hereby authorize, approve and adopt the Harlem Community Development Corporation's FY 2017-18 Operating Budget, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the President of the Corporation and/or President's designee(s) be, and each of them, hereby is authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the Corporation's FY 2017-18 Operating Budget; and be it further

RESOLVED, that the President of the Corporation and/or the President's designee(s), and each of them, hereby is authorized and directed to execute and deliver all documents and to take all related actions as each of them deems necessary or appropriate to effectuate the forgoing.



March 24, 2017

Harlem Community Development Corporation ("Harlem CDC") – Approval of Harlem CDC's Fiscal Year 2017-18 Weatherization Division Budget; Authorization to Take Related Actions

RESOLVED, that based upon the materials presented at this meeting (the "Materials"), a copy of which is ordered filed with the records of the Corporation, the Board of Directors of the Corporation does hereby authorize, approve and adopt the Harlem Community Development Corporation's FY 2017-18 Weatherization Budget, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the President of the Corporation and/or President's designee(s) be, and each of them, hereby is authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the Weatherization Division's FY 2017-18 Budget; and be it further

RESOLVED, that the President of the Corporation and/or the President's designee(s), and each of them, hereby is authorized and directed to execute and deliver all documents and to take all related actions as each of them deems necessary or appropriate to effectuate the forgoing.
