



LOWER MANHATTAN DEVELOPMENT CORPORATION

REQUEST FOR PROPOSALS ACCOUNTING AND AUDITING SERVICES

*The Lower Manhattan Development Corporation, a subsidiary of
the New York State Urban Development Corporation
d/b/a Empire State Development Corporation,
seeks proposals to provide accounting and auditing services
relating to its fiscal year ending March 31, 2006.*

Lower Manhattan Development Corporation
John C. Whitehead, Chairman
Stefan Pryor, President

November 28, 2005

Deadline for responses: December 19, 2005, 5:00 PM EST

Questions must be submitted in writing no later than December 5, 2005 to Cristina Benson, Finance Director by email at cbenson@renewnyc.com. Addenda to this RFP, including responses to any questions, will be posted on the LMDC web site www.renewnyc.com by December 9, 2005. LMDC will not accept, and cannot respond to, questions via any other methods.

I. GENERAL INFORMATION

A. Mission and Structure of the Lower Manhattan Development Corporation

The Lower Manhattan Development Corporation (“LMDC”) was established in late 2001 to develop and revitalize Lower Manhattan in the aftermath of the September 11, 2001 terrorist attacks. As it relates to the work of LMDC, Lower Manhattan refers to all areas in Manhattan south of Houston Street.

LMDC is a subsidiary of the New York State Urban Development Corporation, doing business as Empire State Development Corporation (“ESDC”), a political subdivision and public benefit corporation of the State of New York, created by Chapter 24 of the Laws of New York, 1968, as amended. LMDC is governed by a sixteen member Board of Directors, eight of whom were nominated by the Governor of the State of New York and eight of whom were nominated by the Mayor of the City of New York.

LMDC is funded by federal appropriations administered by the United States Department of Housing and Urban Development (“HUD”) through its Community Development Block Grant (“CDBG”) program and the Federal Transit Administration. To date, approximately \$2 billion has been allocated to LMDC under such appropriations and another \$783 million is anticipated through a second grant. (See Defense Appropriations Act of 2002, Public Law 107-117 and Supplemental Appropriations Act of 2002 for Further Recovery from and Response to Terrorist Attacks on the United States, Public Law 107-206). Partial Action Plans relating to the expenditure of some of these funds are available on LMDC’s web site: <http://www.renewnyc.com>.

B. Overview of Services Requested and the Submission Process

In fulfilling its responsibility of financial management for the development and revitalization of Lower Manhattan, LMDC will need to obtain the services of one or more firms to provide accounting and auditing services in connection with the preparation of LMDC’s general purpose financial statements and reports in accordance with the Single Audit Act and Government Auditing Standards. LMDC may select one or more firms to provide some of the requested services, or LMDC may select a single firm to provide all services requested. Firms interested in submitting proposals to provide such services are required to follow the recommended guidelines and instructions contained in this Request for Proposals (“RFP”). In the event it becomes necessary to revise any part of this RFP, revisions will be provided by addenda posted on the LMDC web site: <http://www.renewnyc.com>.

Proposals should provide a straightforward, complete and concise description of the firm’s capabilities to satisfy the requirements of the RFP. Please prepare eight (8) copies of your proposal and work samples. Each copy of the proposal should be bound in a single volume and include any documentation you may wish to submit.

Firms submitting a proposal in response to this RFP may be required to give an oral presentation of their proposal to LMDC. This oral presentation may provide an opportunity for the firms to clarify or elaborate on the proposal but will in no way change the original submission. Engagement staff should be present at the oral presentation. LMDC's request for an oral presentation shall not constitute acceptance of a proposal.

Proposals must be received no later than 5:00 PM EST, December 19, 2005. Deliver all proposals to:

RFP/RFQ PROCESSOR
Lower Manhattan Development Corporation
One Liberty Plaza, 20th Floor
New York, NY 10006
Attn: Accounting and Auditing Services RFP

LMDC reserves the right to reject any or all proposals submitted if such election is deemed to be in the best interest of LMDC. LMDC assumes no obligation, no responsibility and no liability for costs incurred by the responding firms prior to the issuance of a contract.

The current schedule for this effort is as follows:

- November 28, 2005 – RFP Issued
- December 19, 2005 – Responses Due
- Week of January 6, 2006 – Oral presentations conducted if necessary
- January 9, 2006 – Firm Selected

Subject to annual review and approval by the LMDC Board of Directors, the selected firms will be retained for one year with an option for LMDC to renew for an additional two years, subject to annual review and yearly approval by the LMDC Board of Directors.

II. ANTICIPATED SCOPE OF SERVICES

LMDC is seeking one or more firms to assist in its planning, development and revitalization work in Lower Manhattan. Specifically, LMDC seeks services in connection with the preparation of LMDC's general purpose financial statements and reports in accordance with the Single Audit Act and Government Auditing Standards. LMDC requests proposals for one or more firms to provide services including but not limited to the scope of work described generally below.

A. Purpose and Project Area

LMDC seeks to select one or more firms to assist in the development of financial statements and conduct the independent audit of the LMDC commencing with the fiscal year ending March 31, 2006. In addition, the auditor will be engaged to conduct the Single Audit in compliance with Government Audit Standards pursuant to the Office of Management and Budget Circular A-133. The LMDC is inviting CPA firms with nonprofit clients to submit a proposal.

B. Scope of Project

ESDC performs certain administrative and financial functions on behalf of LMDC, namely the utilization of a General Ledger and Accounts Payable System as well as the processing of payroll, managed by ADP. LMDC prepares an annual budget for income and expense and monitors the actual income and expense with the prepared budget on a monthly basis. LMDC is exempt from New York State franchise tax and Federal income tax under provisions of Section 22 of the New York State Urban Development Corporation Act and Section 115 of the Internal Revenue Code.

LMDC has an Internal Audit unit, with responsibilities for performing internal audits of the LMDC. They may be able to provide some assistance to the auditors. HUD performs periodic audits of the LMDC in accordance with the CDBG grant funds.

1. Assistance with Financial Statements

LMDC's financial results are included as part of ESDC's. LMDC seeks services to assist in extracting its activities and results from the financial statements of ESDC and to generate its stand alone financial statements.

2. The Audit

The scope of the audit engagement will be to perform all necessary tasks required to render an opinion on the annual financial statement of LMDC. The audit will commence with the fiscal year ending March 31, 2006. The audit is to be conducted in accordance with generally accepted auditing standards. In addition to the annual audit, the auditor will be responsible for the Single Audit in connection with the use of an appropriated \$2.783 billion funds, a Federal Transit Administration Grant, and any other federal funds received by the LMDC.

The objective of each audit is to express an opinion on the financial statements of LMDC. Your opinion would depend on the results of your audit. In addition to the opinion, you are required to issue to the LMDC Board of Directors a Report on Compliance, including Compliance with Investment Guidelines, and on Internal Control over Financial Reporting Based on an Audit of Financial Standards Performed in Accordance with Government Auditing Standards.

3. Single Audit

LMDC is both a recipient of federal grant funds, and a grant making entity awarding funds to subrecipients, and complies with the federal Single Audit Act of 1984, as amended. Accordingly, the audit engagement will also require the preparation of a Single Audit in compliance with Government Audit Standards issued by the Comptroller General of the United States and pursuant to the Office of Management and Budget Circular A-133. The Single Audit is in connection with the above-referenced \$2.783 billion Community Development Block Grant to be distributed by HUD, a Federal Transit Administration Grant, and any other federal funds received by the LMDC.

4. Internal Controls Report

LMDC seeks assistance in the development of an Internal Control Report consistent with the recommendations of the NYS Public Authority Governance Advisory Committee and the Model Governance Principles for Authorities. This report shall state the responsibility of management for establishing and maintaining an adequate internal control structure and procedures for financial reporting, and contain an assessment of the effectiveness of the internal control structure and procedures financial reporting. The external auditor shall attest to, and report on, such assessment, and the audit committee shall review and approve such report.

C. Project Schedule

The successful firm(s) will be retained by LMDC for one year with an option for LMDC to renew for an additional two years, subject to annual review and yearly approval by the LMDC Board of Directors.

III. SUBMISSION REQUIREMENTS

Please letter your responses exactly as the questions are presented herein. Please limit your submission to ten (10) one-sided pages, not including work samples, which must be included in a separate, bound, appendix. Interested firms are invited to submit proposals that contain the following information:

A. Experience, Structure, and Personnel

1. A history of the firm's experience providing accounting and auditing services, including financial statement preparation to economic development organizations, municipalities, other governmental entities, private developers, not-for-profits and civic organizations.
2. A description of the firm's organizational structure, including resumes of the principals, project manager(s) and professional staff who would work directly with LMDC.
3. References of up to five (5) major projects that the firm has completed in the areas of accounting and auditing services. Include the client, the name of a contact person who is able to provide a reference, a description of the nature of the work, the size and complexity of the project, and the amount and the agreed fee arrangements.
4. Any other information that you believe would make the firm's work on behalf of LMDC superior to that of other firms or information about your firm's specialty or particular skill to perform a specific requested service.

B. Methodological Approach

1. A description of how the firm intends to address the anticipated scope of services set forth in Section II of this RFP.
2. A statement explaining the firm's approach to accounting and auditing services, including methods, analytical techniques, or models, etc. that would be employed.

C. Fee

1. Total estimated firm fee for completion of the project, and whether the firm would be willing to agree to a cap.
2. Provide a detailed schedule of proposed fees and estimated hours for each of the four tasks described in Section II, Scope of Project.
3. The normal hourly rate of each principal and staff member whose resume is provided or whose job category may be required, and the rate used in the proposal.
4. A list of anticipated reimbursable expenses and the rate charged for each.
5. Any reduced fees offered to other municipalities, governmental entities, economic development or nonprofit organizations, and civic organizations.
6. Any other fees or charges.

NOTE: The fee proposal must be submitted in a separate, clearly marked, sealed envelope. The fees will not be opened until all proposals have been initially evaluated. Although proposed fees will be taken into account, LMDC reserves the right to negotiate a lower or different fee structure with any firm that is selected.

D. Contact Information (NOTE: does not count toward 10-page limit)

On a single cover sheet in your proposal, please provide:

1. The lead firm or individual name;
2. The lead firm's contact person;
3. License or certification information of lead firm principal or individuals working on the LMDC project;
4. Telephone, fax, and wireless numbers for firm principals or individuals working on the LMDC project;
5. E-mail address for firm principals or individuals working on the LMDC project;
6. The Street address of lead firm or individual;
7. The year the firm or individual practice established;
8. The MBE/WBE status of the firms (Minority-owned Business Enterprise or Women-owned Business Enterprise, as certified by New York State);
9. The type of work or specialty and size of firm; and
10. The signature of the lead individual, and the date of the signature.

E. Conflicts of Interest (NOTE: does not count toward 10-page limit)

1. Submit a statement describing any potential conflict of interest or appearance of impropriety, relating to other clients of the firm, or officers, directors, and employees of LMDC, that could be created by providing services to LMDC.
2. Indicate what procedures will be followed to detect and notify LMDC and to resolve any conflicts of interest.

3. Indicate any pending litigation and/or regulatory action by any oversight body or entity that could have an adverse material impact on the firm's ability to serve LMDC.
 4. Indicate if the firm has ever had a prior contract with any governmental entity terminated for any reason, and provide an explanation.
 5. Submit a completed Standard Background Questionnaire (Attachment 3).
 6. Submit a completed Contractor Disclosure Contracts Form and the Contractor Disclosure of prior Non-Responsibility Determinations form (Attachment 5) in compliance with New York State Executive Order 127.
- F. Non-discrimination Policy (NOTE: Does not count toward 10-page limit)
1. Firms with 50 or more employees shall submit a copy of their nondiscrimination or affirmative action plan.
 2. Firms with less than 50 employees shall submit a statement of their commitment to equal opportunity and affirmative action from their chief executive officer.
 3. Each responding firm must also complete and submit both
 - (a) Attachment 1 relating to the anticipated workforce to be utilized on the contract, and
 - (b) Attachment 2 relating to the anticipated participation of minority and women-owned business enterprises as subcontractors, if any.

All information and documents described in subsections A through D above must be included or addressed in the submission.

IV. CRITERIA FOR SELECTION

In evaluating proposals submitted pursuant to this request, LMDC places high value on the following factors, not necessarily in order of importance:

- Approaches in methodology with respect to the anticipated scope of services that demonstrate maximum comprehension of and ability to provide such services to LMDC.
- Experience of firm and employees to be assigned to the project in general, and in particular, providing accounting and auditing services and financial statement preparation to municipalities, economic development organizations, or other governmental entities.
- Quality of references.
- Demonstrated knowledge of nonprofit audits.
- Experience of the firm with comparable projects.
- Innovative or outstanding work by firm that demonstrates the firm's unique qualifications to provide accounting and auditing services.
- Number, complexity, and nature of audits handled by the firm.

- Selected firm's staff ability, availability and facility for working with LMDC directors, officers, staff and consultants.
- Conformity with or exceeding of applicable LMDC's policies as noted herein, including specific policies relating to nondiscrimination and affirmative subcontracting goals.
- Projected cost of services.

V. CONTRACT TERMS AND REQUIREMENTS

The contents of the proposal prepared by the successful firms, with any amendments approved by LMDC, will become a part of the contract that is signed as a result of this RFP Process. The terms outlined throughout this RFP should be considered all inclusive.

The selected firms will be required to:

- Work with LMDC staff and its consultants to provide accounting and auditing services to LMDC on matters that may arise in connection with the planning, development, and revitalization of Lower Manhattan.
- Maintain accurate accounting records and other evidence pertaining to costs incurred in providing services, and on LMDC request, to make such records available to LMDC at all reasonable times during the contract period and for six (6) years after the date of the final payment to the firms under the contract.
- Assume sole responsibility for the complete effort as required by this RFP, and be the sole point of contact with regard to contractual matters.
- Refrain from assigning, transferring, conveying, subletting or otherwise disposing of the contract or its rights, titles or interest therein or its power to execute such agreement to any other person, firm, partnership, company, or corporation without the prior consent and approval in writing of LMDC.
- Comply with applicable law governing projects initiated or supported by LMDC, including all applicable HUD requirements and regulations.

LMDC may hire more than one firm that responds to this RFP. LMDC has no preference that all services be provided by the same firm and firms may choose to submit qualifications to provide less than all of the anticipated scope of services. Responding firms must specify which services they are proposing to provide. LMDC will review all proposals without prejudice regarding which services are proposed.

LMDC reserves the right to terminate any contract entered into as a result of this RFP at any time, provided that written notice has been given to the firm at least thirty (30) days prior to such proposed termination date.

VI. MISCELLANEOUS CONDITIONS

A. Obligation Only on Formal Contract

The issuance of this RFP, the submission of a response by any firm, and the acceptance of such response by LMDC do not obligate LMDC in any manner. Legal obligations will only arise on the execution of a formal contract by LMDC and the firm(s) selected by LMDC. LMDC's formal contract will consist of more than one schedule, including one substantially in the form of the accompanying "Schedule A" (Attachment 4). LMDC provides this form for informational purposes only and may amend its schedules from time to time.

Responses to this RFP will be prepared at the sole cost and expense of the proposing firms. No materials submitted in response to this RFP will be returned.

B. LMDC Reservation of Rights

LMDC may (i) amend, modify, or withdraw this RFP, (ii) revise requirements of this RFP, (iii) require supplemental statements or information from any firm, (iv) accept or reject any or all responses hereto, (v) extend the deadline for submission of responses thereto, (vi) negotiate or hold discussions with any respondent and to waive defects and allow corrections of deficient responses which do not completely conform to the instructions contained herein, and (vii) cancel this RFP, in whole or in part, if LMDC deems it in its best interest to do so. LMDC may exercise the foregoing rights at any time without notice and without liability to any proposing firm or any other party for their expenses incurred in the preparation of the responses hereto or otherwise.

C. Nondiscrimination and Affirmative Action Policies

It is the policy of the State of New York and LMDC to comply with all federal, state and local laws, policies, orders, rules and regulations which prohibit unlawful discrimination because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action in working with contracting parties to ensure that Minority and Women-owned Business Enterprises ("M/WBEs"), Minority Group Members and women share in the economic opportunities generated by LMDC's participation in projects or initiatives, and/or the use of LMDC funds. As a subsidiary of ESDC, LMDC follows ESDC's non-discrimination and affirmative action policy which will apply to any contract entered into as a result of this RFP. LMDC has established a 20% M/WBE participation goal for its entire redevelopment project. The selected firm(s) shall be required to use best efforts to provide for the meaningful participation of United States M/WBE's, Minority Group Members and women in the execution of this contract. A copy of each responding firm's equal employment opportunity policy statement, Attachment 1 relating to the anticipated workforce to be utilized on the contract and Attachment 2 relating to the anticipated participation by M/WBEs as subcontractors, shall be included as part of the response to the RFP. The ESDC Affirmative Action Unit ("AAU") is available to assist you in identifying M/WBEs certified by the State of New York that can

provide goods and services in connection with the contract anticipated by this RFP. If you require M/WBE listings, please call the AAU at (212) 803-3224.