

Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

Proposal For: Government Relations and Lobbying Services
Submitted To: Erie County Water Authority
Submitted By: Harter Secrest & Emery LLP
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Table of Contents

Introduction	1
Harter Secrest & Emery LLP Overview	2
Contact Information	2
General Firm Description	3
Description of Firm	3
Description of Government Affairs Team	4
Relationships with Relevant Government Officials	4
Familiarity with Funding Mechanisms	5
Legislative Advocacy	5
Compliance	5
Firm Size	6
<i>Table 1: Number of Employees and Government Affairs Professionals</i>	6
Supervising Lobbyist and Team	6
<i>Table 2: HSE Team Members</i>	6
Lobbying for Government Agencies	6
Representative Engagements	8
References	10
<i>Table 3: Client References</i>	10
Public Entity Representation	10
<i>Table 4: Representative New York Public Entity Clients</i>	11
Pending Legal Actions Against the Firm	12
Potential Conflicts of Interests	12
Affirmative Action Policies	13
<i>Diversity Committee</i>	13
<i>Support of National and Regional Diversity Programs</i>	13
<i>Harter Secrest & Emery LLP Diversity Scholarship Program</i>	14
<i>Career Fairs</i>	14
<i>Workforce Diversity Network Participation</i>	14
Statement Regarding Overall Approach	14
Statement Regarding Attributes	15
Statement Regarding Client Involvement	15
Fee Structure	16
Conclusion	16
Appendix A - Attorney Bios, Respondent's Certification, and Insurance Forms	

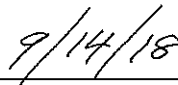
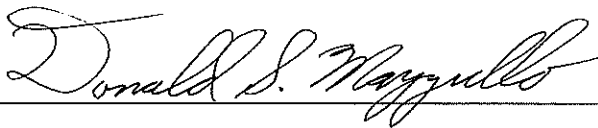
Introduction

Thank you for the invitation to respond to the request for proposal for Government Relations and Lobbying Services for Erie County Water Authority (the "Authority").

Harter Secrest & Emery LLP ("HSE") has represented public entities such as counties, cities, towns, villages, school districts, and public authorities since our firm's inception. Our relationships with many of these valued clients are long-standing, cross many disciplines, and run deep.

As you will note in the proposal, we gained a significant amount of invaluable experience over the last couple of years providing government affairs and lobbying services for the Authority. We would welcome the opportunity to leverage our knowledge to continue to serve the Authority's needs with unparalleled expertise and efficiency.

As a partner in Harter Secrest & Emery LLP, I have the authority to sign on behalf of and bind the company to statements made in this response.



Donald S. Mazzullo, Partner

Date:



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Harter Secrest & Emery LLP Overview

Harter Secrest & Emery LLP (“HSE”) is pleased to provide Erie County Water Authority (the “Authority”) with our qualifications to continue to provide government relations and lobbying services as outlined in your Request for Proposal dated August 16, 2018. HSE has substantial experience in this area, and as demonstrated in the following pages, our firm, and our team members bring unique knowledge, commitment, creativity, and experience to facilitate your success in the years to come.

Contact Information

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General Firm Description

Description of Firm

HSE is a full-service law firm founded in 1894, with offices in Rochester, Buffalo, Albany, Corning, and New York City. With over 120 lawyers, 15 paralegals, and nearly 100 support staff, we provide a full range of legal expertise through collaboration among 43 practice areas. From our beginnings as a two-attorney law firm, we have grown to be one of the largest law firms in Western New York, with highly sophisticated practice areas and a presence throughout the United States and abroad.

Our attorneys have extensive experience in government affairs, corporate law, securities, intellectual property, finance, labor, employee benefits and executive compensation, litigation, environmental, real estate, immigration, and trusts and estates, among others. In addition, there are cross-disciplinary practice areas such as our higher education, not-for-profit, health care, and telecommunications practices that serve the needs of specific industries.

Critical to our service culture is our "lockstep with accountability" compensation system, which dictates that all clients are clients of HSE and not any individual HSE attorney. In other words, HSE attorneys receive no compensation for business generation. We have found this compensation system fosters a team approach to the rendering of legal services. Our clients work with the right lawyer for each specific project or issue, producing great service and efficiency.


HSE hallmarks and capabilities include:

- A deep understanding of public entities and the issues they face;
- Practical experience from having represented and worked with a diverse array of such entities, including authorities, cities, towns, villages, school districts, fire departments, and institutions of higher education;
- Bench strength that ensures our clients receive prompt, responsive service;
- A wealth of talented lawyers who are attracted to our collaborative culture and sophisticated clients; and
- Finally, HSE offers competitive billing rates in accord with our geographic location.

HSE enjoys an impeccable reputation among our clients and colleagues, as evidenced by the numerous awards and recognitions received by the firm. Our reputation stems from exacting legal standards and our collegial, collaborative, and integrated approach. Recognition of our work includes:

- For the eighth consecutive year, we received the most *U.S. News - Best Lawyers*® "Best Law Firms" top-tier rankings in Western New York, as well as two national rankings in Corporate Law and Land Use & Zoning Law in the 2018 list.
- Forty-five of the firm's attorneys were selected, by their peers, for inclusion in *The Best Lawyers in America*® 2019 list.
- Thirty-nine attorneys were selected for inclusion in the 2018 Upstate New York Super Lawyers list and eighteen were selected for recognition as 2018 Upstate New York Rising Stars.





Description of Government Affairs Team

The HSE government affairs team has provided strategic consulting services and interaction with the state and federal government since 1984. Our team advocates for the introduction of bills, tracks the progress of proposed legislation and regulations, and lobbies to secure or modify legislation and administrative action on behalf of our clients. In addition, we confer with clients regarding the availability of, and access to, a variety of government funding mechanisms and other programs. Further, we work with all of our clients to ensure the strictest compliance with all applicable laws.

We also benefit from a strong statewide presence. Our primary government affairs office is located in Albany, one block from the state capital, and two members of our team (Amy J. Kellogg and Richard E. Scanlan, Jr.) are located there on a full-time basis. Our other two team members (Donald S. Mazzullo and John M. Jennings) work out of HSE's home office in Rochester, but they travel extensively to Buffalo, Albany, New York City, and Washington D.C. Thus, with little advance notice, we can send attorneys to the Capitol or to your offices in Erie County.

We have a diverse clientele, including institutions of higher education (University of Rochester, Roberts Wesleyan College), Fortune 500 companies (GlaxoSmithKline), unions (Amalgamated Transit Union, International Brotherhood of Electrical Workers Local 86), trade associations (Biotechnology Innovation Organization, United States Tire Manufacturers Association, New York State Telecommunications Association), and not-for-profits (New York Hall of Science, Greater Rochester Enterprise). Moreover, our clients represent many sectors of the economy, including education, high-technology and emerging industries, health care, telecommunications, manufacturing, agriculture, and transportation.

We have represented these clients regarding every possible type of interaction with government, from advocating for or against legislation to identifying and assisting with government funding mechanisms to providing advice and assistance with regard to regulatory matters.

Relationships with Relevant Government Officials

Each of the members of our team has developed significant relationships with elected and other government officials. Mr. Mazzullo has 30 years of experience in government relations, and he built HSE's government affairs practice from the ground up. During this time, he has worked closely with executive branch government officials in multiple administrations and with legislative officials on both sides of the aisle. A particular benefit of Mr. Mazzullo's long-time experience with New York government is that he has developed a wide range of contacts in various administrative agencies.

Each of the other members of the team has also developed excellent working relationships with state officials. We have worked with officials from all over the state, including many officials from the New York City region, given the statewide nature of our client base. Of course, we have worked extensively with officials representing or based in the Western New York region, and in particular Erie County.

We would be happy to respond directly to any inquiries regarding the nature of our relationships with particular public officials, consistent with procurement rules and regulations.



Familiarity with Funding Mechanisms

We anticipate the Authority would be interested in potential sources of funding from the state of New York. Each year, we are intimately involved in the New York State budget process. We work to ensure that our clients' projects are included in the budget, if appropriate. Further, we analyze the budget in detail to maximize the opportunities and minimize the threats to our clients. Additionally, we work with the Governor, Assembly, and Senate to secure discretionary funding for our clients.

We have worked with numerous clients to secure funding to expand existing facilities and fund new facilities. This funding has ranged from a few hundred thousand dollars for energy renovation projects to multi-million dollar infrastructure development projects. Also, we have advocated successfully for clients to help them secure grants from various state agencies such as the Department of Transportation, Empire State Development Corporation, and the New York State Office of Science, Technology and Academic Research. In the last few years, we have assisted clients with the Regional Economic Development Council and the various funding mechanisms associated with that process.

Legislative Advocacy

The majority of our government affairs clients require constant communication regarding legislation that could affect their activities. During a normal two-year session, the state legislature introduces more than 20,000 bills. At the outset of our representation, we work with our clients to understand their operations and identify legislation that could affect them. We review every bill when introduced to determine if it is relevant to our clients. If so, we enter that bill into our sophisticated bill tracking system that provides daily updates. We then work with our clients to keep them apprised of these developments, and to create strategies to address the legislation. Moreover, we attend relevant committee meetings to lobby and better understand the development of legislation that matters to our clients. We also have sophisticated tools to track relevant federal legislation.

We prepare and distribute written reports and attend board meetings regularly to provide in-person analysis and advice.

We have successfully advocated for the passage of hundreds of bills, in areas such as education, energy, telecommunications, healthcare, transportation, insurance, and technology. In many cases, we have assisted with the entire life cycle of the legislation: working with the client to conceptualize legislation that meets their specific needs; securing majority support in both houses of the legislature; securing majority sponsorship; advocating through the committee process; and working with the Governor's office (and in particular, the counsel's office) to secure final approval.

At times, we work with other similarly situated parties to coordinate the effort to pass helpful legislation. Other times, we advocate to amend legislation when it could cause unintended negative consequences to our clients. We also work with our clients to draft persuasive memoranda so that the legislature understands our clients' positions regarding various issues.

Compliance

We pride ourselves on our detailed understanding of the interrelation between all of the various legal and ethical obligations under federal, state, and local laws. Members of our team regularly lecture on the following topics: the ethical obligations of public officials; the ethical rules associated with government

contracting; the tax considerations related to lobbying and political activities by not-for-profit entities; lobby law compliance; and campaign finance compliance. We regularly advise both government affairs clients and general clients of HSE regarding these topics. In particular, we provide each of our government affairs clients with all the documentation necessary to comply with the detailed filing requirements of the New York State Joint Commission on Public Ethics. During the past year, we have assisted the Authority with compliance issues, such as required filings with the New York State Joint Commission on Public Ethics.

Firm Size

The table below reflects the number of attorneys and staff in the Buffalo, Rochester, and Albany offices, including the number of government relations specialists and registered lobbyists:

Table 1: Number of Employees and Government Affairs Professionals

Office	Partners	Associates	Paralegals	Staff	Gov't Relations Specialists	Registered Lobbyists
Rochester, New York	44	39	16	92	2	2
Albany, New York	1	1	0	3	2	2
Buffalo, New York	13	17	1	7	0	0

Supervising Lobbyist and Team

HSE uses a team approach to client service. Every member of the HSE Government Affairs team is available to assist the Authority. However, Donald Mazzullo and John Jennings will provide the bulk of the services for the Authority because of their familiarity with issues in the Western New York region. In particular, we propose that Donald Mazzullo serve as the relationship manager for the services covered by this proposal to ensure the best coordination of resources. In this role, Mr. Mazzullo would oversee HSE's Government Affairs team and services to the Authority.

We intend to staff our Government Affairs service team with the following professionals. These individuals will be available as required or when requested. Their professional experience is detailed in the individual resumes provided as Exhibit A.

Table 2: HSE Team Members

ATTORNEY	STATUS	LOCATION	PRACTICE AREAS
Donald S. Mazzullo	Partner	Rochester/Albany	Government Affairs
Amy J. Kellogg	Partner	Albany	Government Affairs
John M. Jennings	Counsel	Rochester/Albany	Government Affairs
Richard E. Scanlan, Jr.	Legislative Specialist	Albany	Government Affairs

Lobbying for Government Agencies

The only government agency that we currently provide lobbying services for is the Authority. Since we first started working with the Authority in February of 2016, we have worked diligently to analyze and understand how best to represent the Authority's interests. We attended board meetings, met with senior

staff, and researched issues related to Authority business. Working with senior staff, we identified the New York State Water Infrastructure Investment Act grant program as a possible source of funding. The program deadline was in April, so we worked with Authority representatives to quickly identify a pair of projects and to put together the application packets.

Unfortunately, the Authority did not receive any funding in the 2016 funding round, so we immediately scheduled a series of meetings with key individuals in Albany to determine how the Authority could better position itself to receive funding. We met with several representatives from both the Department of Health and the Environmental Facilities Corporation (including its President and CEO), and we received important feedback regarding our application.

Using this knowledge, we worked with Authority personnel to identify a suitable project for the 2017 funding process - the replacement of a section of the transmission line in Amherst which had suffered a significant break the year before. We put together a draft application packet before the application process began, and we met with both local and state representatives regarding the project to solicit additional feedback. Locally, we met with Governor Cuomo's Western New York regional representative and with representatives of the Erie County Department of Health. At the state level, we met with representatives from the Environmental Facilities Corporation and the Department of Environmental Conservation. In addition, we asked representatives from the Department of Health to review our draft application materials.

Based upon the feedback we received, we assisted Authority personnel to revise and finalize all aspects of the application packet, including details such as: resolutions for the board regarding the application, budgeting, and environmental reviews; necessary documentation from the State Historic Preservation Office; Smart Growth Assessment documentation; and aspects of the project description in the application packet.

We submitted the application in June, and in October, Governor Cuomo announced that the Authority had been awarded approximately \$1.28 million in state funding for our project. Representatives of the Authority informed us that this was, apparently, one of the few times that the Authority had ever successfully received funding from the State.

This year, the Authority decided to apply for grant funding for a continuation of the 2017 replacement project. Our experience in 2017 made this process much more straightforward. As before, we convened meetings with both state and local officials regarding our project, helped to finalize the application packet, and the Authority submitted the paperwork in the first week of September. We do not know if this year's application will be successful, but given our experience last year, we are optimistic.

At the direction of the Authority, we primarily focused on grant funding opportunities, but we also engaged on some legislative issues during the two years. We lobbied in support of additional funding for water infrastructure grants in the 2016-2017 budget, and the final budget included an additional \$200 million for sewer and clean water funding. We successfully advocated for continued funding for this program in the 2017-2018 and 2018-2019 budgets. We also tracked and communicated with Authority staff regarding various pieces of legislation and other state actions during the course of the year.

In all, we have gained a significant amount of invaluable experience over the last several years representing the Authority and its interests.

Representative Engagements

1. Municipal Electric Utilities Association ("MEUA"): The MEUA represents over forty municipalities throughout New York that own and operate their own electric utility. We have represented the MEUA since 2011. We primarily provide legislative assistance to the MEUA, which includes educating legislators and other officials regarding how proposed legislation affects the interests of the MEUA members. We have also advised the MEUA regarding regulatory issues related to both the Public Service Commission and the New York Power Authority.

Although much of our work involves addressing legislation that our client opposes, we make affirmative legislative efforts as well. For instance, the Public Services Commission (PSC) regulates most of the municipalities, and it can be incredibly cost prohibitive for a municipality to undergo a full PSC ratemaking procedure when a rate change is warranted. We raised this concern with members of the legislature and with the Governor's office for several years. As a result of these efforts, the 2016-2017 budget contained a provision that provided municipalities with a streamlined ratemaking process for most rate changes.


2. Roberts Wesleyan College ("RWC"): RWC is a liberal arts college that has operated in the Rochester region for over 150 years. We have represented RWC since 2011, and our primary role is to assist the college in finding grants and other financial resources from the state government.

In the last several years, RWC has focused on expanding its science, technology, engineering, and math ("STEM") capabilities. In support of this, we have worked with RWC to engage with the Regional Economic Development Council process - to great success. RWC received funding awards for STEM upgrades four straight years: 2013 - \$250,000 towards the first stage for a new nursing education building; 2014 - \$250,000 towards the second stage of that project; 2015 - \$1,000,000 for the renovation and expansion of RWC's science building; and 2016 - \$145,000 towards information technology upgrades.

3. Genesee & Wyoming Railroad, Inc. ("GWRR"): GWRR is the largest short line railroad company in the world, and we have represented them since the mid-1980's. We primarily assist GWRR to access various forms of state funding. Over the years that we have worked with them, GWRR has received state funding from a variety of sources: dedicated rail funding programs through the Department of Transportation; member items; discretionary capital funding pots; the Regional Economic Development Council process; and others.

GWRR's needs with regard to capital projects varies, but back in 2013, it had two major projects that it needed to fund: the rehabilitation of a significant section of one of its rail lines in the Rochester region that ran from Caledonia to Dansville; and a new rail connection to the Norfolk-Southern line in Buffalo to help address clearance and congestion issues. The allocation for all freight rail projects in the state budget was \$20 million. From that allocation, the state awarded \$6.6 million for these two projects.

4. New York State Telecommunications Association ("NYSTA"): Since 1921, NYSTA has represented the interests of New York's premier telecommunications providers. We have represented this client since 1999, and we primarily represent NYSTA regarding legislative issues related to utilities. However, the client



periodically needs assistance with funding programs. A few years ago, we lobbied for the creation and funding of the \$500 million New N.Y. Broadband Program, and assisted several clients successfully participating in the program.

Last year, we assisted NYSTA with a significant legislative issue. We worked with Assembly and Senate bill sponsors to promote legislation to amend the Public Service Law to grant telecom providers equal access to commercial buildings on the same terms and conditions as cable TV providers. This legislation was critical to ensure that consumers are provided access to the services offered by telecom providers. The legislature passed the law last session, and Governor Cuomo signed it into law in August.

5. New York Hall of Science (“NYSCI”): NYSCI was founded at the 1964-65 World’s Fair and has evolved into New York City’s center for interactive science, serving half a million students, teachers, and families each year. We have assisted NYSCI to find various forms of state funding for critical projects since we first started representing them during the mid 1990’s.

Over the years we have represented them, NYSCI has received numerous capital and operating grants in the \$250,000-\$500,000 range. In 2016, we assisted their efforts to receive a \$500,000 capital grant for exhibit improvements. Last year, NYSCI received a \$70,000 grant for educational programming for elementary students.

We have purposely described these projects in a general fashion. If the Authority wishes to discuss specific clients and projects in a more detailed fashion, we would be glad to engage in such a discussion at the direction of the Authority, consistent with the requirements of procurement rules and regulations.

References

Table 3: Client References

CLIENT	CONTACT
Municipal Electric Utilities Association	Tony Modafferi Executive Director 6652 Hammersmith Drive East Syracuse, NY 13057 315-453-7851 tmodafferi@meua.org
Roberts Wesleyan College	Darrell Bell Vice President for Institutional Advancement 2301 Westside Drive Rochester, NY 14624 585-594-6200 Bell_darrell@roberts.edu
Genesee & Wyoming Railroad	Charles Hunter Assistant Vice President 802-527-3434 charles.hunter@gwrr.com
New York State Telecommunications Association	Robert Puckett Executive Director 20 Corporate Woods Blvd Albany, NY 12210 518-443-2703 rpuckett@nysta.com
New York Hall of Science	Dan Wempa Chief Operating Officer 47-01 111th St. Corona, NY, 11368 718-699-0005 ext. 351 dwempa@nysci.org

Public Entity Representation

As discussed above, we currently represent the Authority with regard to lobbying and government affairs matters. In addition, we currently represent the Municipal Electric Utilities Association, which represents over forty municipalities throughout New York that own and operate their own electric utility. HSE has additional experience regarding representing utilities through our long-term representation of the New York State Telecommunications Association, as well as regional telecommunications providers.

One of the hallmarks of HSE's government affairs team is that we are part of a large, full-service law firm. This benefits our lobbying clients because we can draw upon the legal and institutional knowledge of the other attorneys in our firm. This would be particularly valuable to the Authority because few law firms have as much experience representing water authorities as HSE. We have represented the Monroe County Water Authority in various capacities for more than thirty years.

More broadly, HSE provides all manner of legal services to dozens of public entities throughout the state. The following table, to the best of our ability, lists public entity clients to whom we have provided and/or to whom we currently provide legal services.

Table 4: Representative New York Public Entity Clients

NAME	TYPE
Erie County Water Authority	Public Authority
Monroe County Water Authority	Public Authority
Bergen, Town of	Municipality
Canadice, Town of	Municipality
Canandaigua, City of	Municipality
Chautauqua, County of	Municipality
Erie, County of	Municipality
Genesee, County of	Municipality
Hamlin, Town of	Municipality
Irondequoit, Town of	Municipality
LeRoy, Village of	Municipality
Lockport, City of	Municipality
Niagara, County of	Municipality
Ogden, Town of	Municipality
Schuyler, County of	Municipality
Warsaw, Village of	Municipality
Wolcott, Town of	Municipality
Yates, County of	Municipality
Barnard Fire District	Public Agency
Brighton Fire District	Public Agency
Fishers Fire District	Public Agency
Henrietta Fire District	Public Agency
St. Paul Fire District	Public Agency
Brockport, SUNY	Higher Education
Niagara County Community College	Higher Education
Buffalo City School District	Secondary School
Churchville-Chili Central School District	Secondary School
Clyde-Savannah Central School District	Secondary School

NAME	TYPE
East Rochester Union Free School District	Secondary School
Eden Central School District	Secondary School
Gates-Chili Central School District	Secondary School
Grand Island Central School District	Secondary School
Greece Central School District	Secondary School
Honeoye Central School District	Secondary School
Lackawanna City School District	Secondary School
Marion Central School District	Secondary School
Naples Central School District	Secondary School
Newark Central School District	Secondary School
Rochester City School District	Secondary School
Sodus Central School District	Secondary School
Victor Central School District	Secondary School
Wayne-Finger Lakes BOCES	Secondary School
Williamson Central School District	Secondary School

Pending Legal Actions Against the Firm


The only pending action in which money damages are sought against HSE is an adversary proceeding brought by a Trustee in bankruptcy who seeks return of approximately \$30,000 in legal fees paid by the bankrupt client. The Trustee claims that the fees were paid within 90 days before the filing of the bankruptcy and therefore are subject to being recouped. The Trustee does not fault our legal work or claim HSE did anything wrong -- this is strictly a timing of payment issue.

Potential Conflicts of Interests

We certify that the firm has performed a conflict of interest check before submitting this RFP response. We are not aware of any current or potential relationships that could affect our independence and objectivity because of a perceived or actual conflict of interest with the Authority. This has been the case throughout the time that we have represented the Authority.

The firm has a formal, computerized conflicts system that is maintained by our finance staff. Every new matter within the firm requires a conflict check before it can be opened. The attorney responsible for the opening of the file is ethically charged to address and resolve any potential conflict before proceeding with the new matter. Depending upon the complexity of the issue, this might involve input from one of our ethics counsel, who have received special training and are very experienced in the analysis of such matters.

We strive to prevent conflicts, and we will proceed with potential conflicting representations only after the affected clients have consented to our representation after full disclosure. If either client will not agree to waive the potential conflict, we will not represent either client on the particular matter.



Affirmative Action Policies

HSE is committed to the policy of equal employment opportunity. This policy expressly prohibits discrimination on the basis of sex, race, color, religion, creed, national origin, age, marital status, family status, sexual orientation, gender identity or expression, domestic violence victim status, disability, genetic predisposition or carrier status, criminal conviction, veteran status or status as a member of any other protected group or activity. Furthermore, the firm will reasonably accommodate qualified individuals with known disabilities unless doing so would result in an undue hardship to the firm. The firm's equal employment opportunity policy governs all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training.

Harter Secrest & Emery is committed to fostering an inclusive workplace, enhancing diversity, and providing a safe and healthy work environment in which all colleagues are treated equally—with respect and dignity.

Our greatest strength lies in our talented team, who are empowered to use their varied backgrounds and perspectives to provide high-quality, responsive and cost-effective service, to give back to our community, and to make HSE a great place to work.

In 2017, HSE was awarded the Diversity Award by the Western New York Chapter of the Women's Bar Association of the State of New York during the association's annual awards ceremony. We were the first recipient of the Award that recognizes individuals or organizations who have demonstrated a commitment to promoting full and equal participation in the legal profession through the encouragement and involvement of women, minorities, persons with disabilities, and/or persons of differing sexual orientations and gender identities.

Some examples of the way we support diversity in our communities and strive to achieve diversity at the firm include:

Diversity Committee

Our Diversity Committee's mission is to help the firm achieve and maintain a level of diversity that reflects the demographics of the communities we serve, while at the same time fostering an inclusive environment of appreciation and respect. The Committee meets monthly to review opportunities, plan and support diversity programs, develop events, and act as advocates for our diverse associates in the firm. In addition, the Diversity Committee disseminates a community calendar of multicultural events and assists with recruiting and retention initiatives.

Support of National and Regional Diversity Programs

Representatives from the firm participate in conferences and workshops sponsored by many diverse organizations. During the last several years, we have supported:

- The Minority Bar Association of Western New York Annual Scholarship Dinner
- The Minority Corporate Counsel Association Annual Conference
- The National Bar Association
- The Rochester Black Bar Association

- The Rochester Black Business Association
- Buffalo Urban League Membership and Annual Awards Dinner
- Western New York Black MBA Association Annual Meeting
- Seneca Nation Athletic Dinner (Hall of Fame)

Harter Secrest & Emery LLP Diversity Scholarship Program

Established in 2005, this scholarship includes a \$7,500 award to be applied to the recipient's law school tuition, together with a paid summer associate position at the firm. The scholarship is awarded annually to a first-year student selected based on his or her academic record, professional accomplishments and other factors that indicate promise for a successful career in the legal profession. Two former scholarship recipients are now full-time associates at the firm.

Career Fairs

Each year, HSE recruits at diversity job fairs and conferences. The firm also invites students to interview with us from law schools that serve populations that have historically been under represented in the legal profession.

Workforce Diversity Network Participation

HSE is a member of the Workforce Diversity Network, a network of professionals and organizations dedicated to being a catalyst to professional development, understanding, promotion and management of diversity and inclusion as an essential part of business success.

Statement Regarding Overall Approach

Our highly successful approach has been honed by our decades of experience lobbying at the state and local level in New York, and by the fact that a diverse range of clients have engaged our services. We understand that each client is unique, and we tailor our approach to their unique needs. Assuming that the Authority's top priority would be accessing grant funding for capital projects, our overall approach to this representation would likely be similar to the approach we successfully used representing the Authority for the past several years (as discussed in more detail above). We would keep in close communication with Authority representatives regarding grant funding opportunities. We would provide assistance with determining which projects to pursue. We would meet with both local and state officials to solicit feedback and to keep them apprised regarding our projects. We would also assist with aspects of the grant application process.

Recognizing that the Authority has a new management structure, we would, of course, tailor our approach at their direction. In addition, we recognize that the Authority may want to engage more on the legislative front. We understand that there are several pieces of legislation and/or potential proposals that could benefit the operations of the Authority. As discussed above, we have a significant amount of experience with this, and we would be quite comfortable becoming more engaged regarding legislation that could benefit the Authority.



Statement Regarding Attributes

Our team is uniquely positioned to represent the interests of the Authority. Our experience demonstrates our team's ability to successfully assist our clients in every aspect of government affairs services. However, we have specific attributes that few, if any, other lobbying firms can match. We are based in the region, and we have an office in Buffalo, which minimizes logistical issues. We have extensive relationships with state and local officials in the Buffalo region. Moreover, we have other clients in the Buffalo region (Niagara Frontier Automobile Dealers Association, members of associations such as the municipalities in the Municipal Electric Utilities Association, etc.), which require us to maintain close ties to the region.

Substantively, it benefits our clients that we are part of a large, full-service law firm. Members of our team can draw upon the knowledge and experience of expert lawyers in many fields. In particular, our firm has provided all aspects of legal representation (but not lobbying services) for the Monroe County Water Authority for over 30 years. It has proved to be very helpful in our representation of the Authority to be able to draw upon that in-house expertise.

Finally, as discussed above, representing the Authority for the last few years has provided us with invaluable experience. We understand the Authority's operations, and we understand how to structure its projects to put them in the best position to receive grant funding awards. Our unique attributes, combined with our modest fee structure (discussed below), makes our team an outstanding, efficient, and cost-effective choice for the Authority.

Statement Regarding Client Involvement

Historically, clients that hire our team continue to engage our services for many years, and some of our clients have worked with us for decades. We enter every engagement with the goal of developing a long term successful relationship with clients. Accordingly, we carefully consider each representation we undertake, and we eschew the business model that relies upon a constant stream of new clients and churn.

Longstanding client relationships require a significant amount of work, especially at the front end of the representation where we must diligently work to understand the clients' operations, management, and needs. Moreover, we must be nimble and stay attuned to potential changes in the nature of our representation - as discussed above, we have clients who almost exclusively cared about funding who gradually become much more interested in legislation and vice versa. Accordingly, we keep in close communication with the key individuals from the client who can best understand how government resources can further that client's mission. More broadly, we understand the importance of assisting those individuals to communicate the importance of our joint efforts to other decision-makers within the organization. It is our practice and commitment to keep every client sufficiently informed of our activities so they have an understanding of our efforts on their behalf, at all times. This provides the opportunity to direct these efforts in a manner that best supports the client's mission. This totally interactive approach naturally requires us to provide whatever reports (verbal or otherwise) that the client needs. We also understand the value of assisting our clients to raise their profiles in the state, often by facilitating interactions between its decision-makers and state officials.

Fee Structure

The most common fee structure for government affairs and lobbying services is some form of monthly retainer or a combination of a monthly retainer and an hourly-based fee. Our retainer agreements are publicly available from the New York State Joint Commission on Public Ethics, and as you can see, our fees range from \$2,000 per month to \$8,000 per month.

Under our 2017-2018 retainer agreement, the Authority paid us \$3,000 per month (plus some limited expenses). We propose to continue representing the Authority under the same terms and conditions. Please do not hesitate to contact us if you would like to discuss this in further detail.

For legal services outside the scope of government relations services, HSE and the Authority would need to execute a separate engagement letter.

We strive to provide cost-effective legal services, working with our clients to help them obtain the maximum benefit for the dollars they spend. For instance:

- We will look to your staff to provide information and assistance where practical and feasible rather than duplicate your efforts with lawyer time;
- If questions are addressed to us which could be more inexpensively resolved through other resources, we will make you aware of the alternatives; and
- We will assign work to associates and paralegals with the appropriate level of experience and knowledge, where feasible.

We are confident that this mix of resources will work to our mutual benefit.

Conclusion

We appreciate the opportunity to share our firm's qualifications to provide government relations and lobbying services to the Erie County Water Authority. For the reasons described in this proposal, we believe we provide the highest quality, most responsive, and cost-effective services of any firm in the state.

As your counsel for the past several years, we have developed a great interest in the welfare of the Authority, and a strong rapport with its people. We hope to continue our role as a trusted advisor because we genuinely enjoy our work on your behalf and believe that our long-standing commitment to you allows us to serve you better than any other firm.

Thank you for considering Harter Secrest & Emery. We look forward to hearing from you.



DONALD S. MAZZULLO

Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

Don Mazzullo has represented a wide range of companies, not-for-profits, and associations in the state capital for 30 years. He started the government affairs practice group at Harter Secrest & Emery in 1984, and under his leadership, it has become an effective and respected lobbying firm. During that time, he has worked with hundreds of legislators on both sides of the aisle, has worked with several administrations, and has navigated numerous leadership changes in the Legislature.

Don has provided a full range of government and public affairs services, including advocating for the introduction or modification of bills, arranging for meetings with members of the legislature and executive officials, working with clients to develop legislative strategies, and overseeing the efforts of the other legislative specialists on behalf of the firm's clients. He also spends significant time ensuring compliance with New York's complicated lobbying regulations and assisting clients to do the same.

Don has represented a variety of clients in many industry sectors, including the New York State Restaurant Association, New York Biotechnology Association, Upstate Niagara Cooperative, Inc., O-AT-KA Milk Products Cooperative, GlaxoSmithKline, Delta Air Lines, Emerging Industries Alliance of New York State, New York State Chiropractic Association, Association of Safety Group Managers, Genesee & Wyoming Railroad, Amalgamated Transit Union, New York State Telecommunications Association, DaimlerChrysler Corporation, Cold Spring Harbor Laboratory, Genencor (A Danisco Company), OSI Pharmaceuticals, New York Hall of Science, and New York State Clinical Laboratory Association, together with numerous other private corporations and municipal, civic, and charitable organizations.

Honors and Awards

- AV Preeminent® Peer Review Rated by Martindale-Hubbell



DONALD S. MAZZULLO

PARTNER

dmazzullo@hselaw.com

tel: 585.231.1179

fax: 585.232.2152

Admissions

New York

Education

Harvard Law School, J.D.

Spring Hill College, Mobile,

Alabama, B.A., *summa cum laude*



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Amy Kellogg's law practice focuses on representing a variety of New York State professional associations, businesses and not for profits before New York State Government, including the State Legislature, Governor's Office and State Agencies. Amy is a former Legislative Aide to New York Assemblywoman Helene E. Weinstein, Chair of the Assembly Ways & Means Committee. Her practice includes:

- Providing lobbying and government-related services.
- Monitoring, analyzing, and reporting on the status of pending legislation.
- Communicating clients' positions to members of the State Legislature, state agencies, and the Governor's Office.
- Drafting legislation on behalf of clients.
- Researching and ensuring compliance with state and federal lobby and election laws.
- Assisting clients with strategy regarding the availability of and access to a variety of government funding-mechanisms and other programs.
- Advising clients regarding a myriad of government relations compliance issues, from procurement regulations to campaign finance laws.

Professional and Civic Affiliations

- Chair, American Bar Association Business Law Section Government Affairs Practice Committee
- Board Member, National Association of State Lobbyists
- Member, Potsdam College Foundation Board of Trustees
- Member, Albany Law School Government Law Center Advisory Board
- Member, American Bar Association
- Past President, National Alumni Association of Albany Law
- Immediate Past President, State University of New York at Potsdam Alumni Board of Trustees
- Past State President, New York State Women, Inc.

Honors and Awards

- Donald D. DeAngelis '60 Excellence in Alumni Service Award recipient, Albany Law School, 2018
- Participant, American Israeli Education Foundation (AIEF) Northeast Progressive Leaders Delegation trip to Israel, December 2017
- Distinguished Service Award recipient, State University of New York at Potsdam Alumni Board of Trustees, 2016



AMY J. KELLOGG

PARTNER

akellogg@hselaw.com

tel: 518.434.4377

fax: 518.449.4025

Admissions

New York

Education

Albany Law School, *cum laude*,
J.D.

SUNY Potsdam, *summa cum laude*,
B.A.

- Selected to the Upstate New York Super Lawyers Rising Stars list, 2013-2017

Presentations

- Panelist, "The Biggest Issues States Face in 2017 by the Numbers and How This Will Impact 2018," Professional Women in Advocacy Conference, November 2017
- Moderator, "Dodd Frank: Will It Stay or Will It Go? Possible Reforms to the Legislation and Regulations," ABA Business Law Section CLE, 2017 Annual Meeting
- Moderator, "Post-Election Analysis: New President; New Congress; What Does It Mean for Business Lawyers?" ABA Business Law Section CLE, 2017 Spring Meeting
- Moderator, "Elections Have Consequences: An Examination of the 2016 Elections, the Respective Candidates' Post-Election Legislative Agendas and the Impact on You and Your Clients," ABA Business Law Section CLE, 2016 Annual Meeting
- Panelist, "Decision 2016: Political Campaign Activities by Nonprofit Organizations in the U.S. and Canada - Rules, Limitations, and Reporting Obligations," ABA Business Law Section CLE, 2016 Spring Meeting
- Moderator and Program Chair, "Political Law Update 2015," ABA Business Law Section CLE, 2015 Annual Meeting
- Moderator and Program Chair, "How Business Can Ethically and Legally Interact with Government," ABA Business Law Section CLE, 2015 Annual Meeting
- Moderator and Program Chair, "Campaign Finance Update for the Business Lawyer," ABA Business Law Section CLE, 2014 Annual Meeting
- Moderator and Program Chair, "Scandal Scarred: Managing Your Clients Through a Political or Government Scandal," ABA Business Law Section CLE, 2014 Spring Meeting
- Moderator and Program Chair, "The Business of Healthcare: The Development of Healthcare Exchanges in the Wake of the Supreme Court's Obamacare Decision," ABA Business Law Section CLE, 2013 Annual Meeting
- Moderator, "Ethics in Lobbying and Government Affairs Practice," ABA Business Law Section CLE, 2012 Business Law Section Fall Meeting
- Moderator and Program Chair, "The Business of Healthcare: An Update on the Development of State Based Health Care Exchanges," ABA Business Law Section CLE, 2012 Business Law Section Spring Meeting
- Moderator and Program Chair, "The Business of Healthcare: The Development of State Based Health Care Exchanges," ABA Business Law Section CLE, 2011 Annual Meeting

Publications

- "The New York State Legislature: A Look at the History and the Process," 4 *Alb. Gov't L. Rev.* 662, 2011



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John Jennings practices in the Government Affairs department of the Business Unit. He focuses on representing a variety of businesses and professional associations in the New York State Legislature. His practice includes:

- Drafting legislation on behalf of clients.
- Monitoring and reporting on the status of pending legislation.
- Analyzing potential effects of pending legislation on clients' interests.
- Communicating clients' positions to members of the State Legislature, State Agencies, and the Governor's Office.
- Assisting clients with strategy regarding the availability of and access to a variety of government funding mechanisms and other programs.
- Advising clients regarding a myriad of government relations compliance issues, from procurement regulations to campaign finance laws.

Before John joined the Government Affairs department, he practiced for several years in the trial department, where he honed his writing and advocacy skills representing clients in commercial litigation matters.

Professional and Civic Affiliations

- Adjunct Instructor, Political Science at Roberts Wesleyan College
- Member, American Bar Association Government Affairs Professionals Committee
- Board of Directors, Cameron Community Ministries
- Member, *Buffalo Law Review* Alumni Board of Consultants
- Member, Roberts Wesleyan College Executive Advisory Board
- Volunteer, Veterans Outreach Center
- Active participant in local politics

Honors and Awards

- 2013 Roger J. Robach Conservative of the Year, awarded by the Monroe County Conservative Party
- G.O.L.D. (Graduate of the Last Decade) Award (2009), Roberts Wesleyan College. Awarded for professional excellence, community involvement, active participation in the ongoing work of Roberts Wesleyan College and maintenance of a lifestyle that's in harmony with the spirit and philosophy of the college.
- Editor-in-Chief, *Buffalo Law Review*, SUNY Buffalo Law School



JOHN M. JENNINGS

COUNSEL

jjennings@hselaw.com

tel: 585.231.1112

fax: 585.232.2152

Admissions

New York
New York State courts
U.S. District Court for the Northern
and Western Districts of New York

Education

SUNY Buffalo Law School, J.D.,
magna cum laude
Roberts Wesleyan College, B.A.,
magna cum laude

Presentations

- "The Importance of Being Registered: Client Advocate or Accidental Lobbyist?," National Cannabis Bar Association Annual Conference, May 2018
- "Government Contracts, Lobbying, and Other Ways You Can Get Yourself Into Trouble," New York BIO Annual Conference, May 2018
- "Albany: What Really Happens in the Room Where it Happens," Harter Secrest & Emery's Labor and Employment Law Conference, April 26, 2018
- "Show Me the Money: Introducing New York City and State's \$1.2 Billion in Life Science Economic Development," New York BIO Round Table at the New York Center of Excellence in Bioinformatics and Life Sciences, September 2017
- "New York Life Science Initiatives," with Maria K. Mitchell, Senior Vice President Life Sciences, New York Empire State Development Corporation, New York BIO Annual Conference, 2017
- "Municipal Procurement: Pitfalls and Windfalls," Association of Town Clerks Annual Conference, April 2017
- "Lobbying, Advocacy, and Staying Out of Jail," Corning Area Chamber of Commerce, March 2017
- "Medical Cannabis: The Convergence of Healthcare, Business, and the Emerging Cannabis Industry," NY BIO Annual Conference, May 2016
- "The Role of the Town Clerk in Referendum Elections," New York State Town Clerks Association Annual Conference, April 2016
- "What Towns Should Know About Lobbying, Ethics, and the New York State Commission on Public Integrity," 2016 New York State Association of Towns Annual Conference and Training School, February 2016
- "Dealing with Government in an Ethical Fashion," Albany Law School Hot Topics CLE, May 2015
- "Town Referendum Elections: Let's Not Get Sued!" 2015 New York State Association of Towns Annual Conference and Training School, February 2015
- "START-UP New York Update," 49th Annual Tax Institute, Monroe County Bar Association, November 2014
- "Ten Years - No Taxes? Yes, Please!" Roundtable discussion regarding the STARTUP NY economic development program with Adam Spence, Senior Vice President STARTUP NY, Eva Brown Cramer, Vice President SUNY Downstate Medical Center, and Nathan Tinker, Executive Director of New York Bio, September 2014
- "So You Have to Run a Referendum Election..." 32nd Annual New York State Town Clerks Association Conference, April 2014
- "A Tempest in a Teapot? Lessons for Tax Exempt Organizations from the IRS 'Tea Party'," 48th Annual Tax Institute, Monroe County Bar Association, November 2013
- "Municipal Ethics: A Lobbyist's Thoughts on How to Run a Village While Staying out of Trouble," Municipal Electric Utilities Association Accounting Workshop, October 2013



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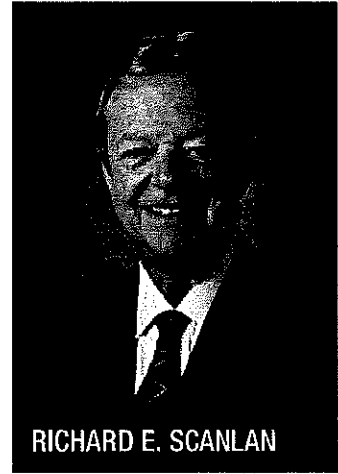
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RICHARD E. SCANLAN

Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

Richard Scanlan has represented a wide range of national, state and local special interest groups, corporations and government officials for almost 40 years. He began his career as legislative assistant to Senator Marlow W. Cook (R-Ky). After leaving Senator Cook's office, Richard established the state government relations program for a large energy generation equipment manufacturer, coordinated hiring of legislative counsels in numerous state capitals and hired public relations firms to develop strategies to oppose statewide nuclear initiatives in some dozen states. Next, he worked for the Tobacco Institute for over 10 years, where he implemented their legislative program in 26 state capitals east of the Mississippi. In 1990, Richard teamed up with Don Mazzullo and joined HSE. Richard has provided a full range of government/public affairs services, including testifying before legislative bodies, public speaking and advocacy, legislative representation and coordination, communication with print and electronic media, program development and maintenance and formulation of support systems for a diverse range of clients.



RICHARD E. SCANLAN

LEGISLATIVE SPECIALIST

rscanlan@hselaw.com

tel: 518.434.4377

fax: 518.449.4025

Education

Catholic University of America,
Washington, DC, B.A.

George Washington University,
Washington, DC, M.B.A. candidate



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RESPONDENT'S CERTIFICATION


I have carefully examined the Request for Proposals (RFP) and any other documents accompanying or made a part of this Request for Proposals for (RFP) Government Relations and Lobbying Services.

I hereby propose to furnish the service(s) and/or product(s), etc. specified in my response to the Request for Proposals for the Erie County Water Authority (Authority) – Request for Proposals (RFP) Government Relations and Lobbying Services at the prices or rates quoted in my proposal. I agree that my proposal will remain firm for a period of up to ninety (90) days after date Offer submits its proposal, in order to allow the Authority adequate time to evaluate all proposals it receives.

I agree to abide by all conditions of the Request for Proposals issued by the Authority.

I certify that all information contained in this response to the Request for Proposals is truthful to the best of my knowledge and belief. I further certify that I am authorized to submit this response to the Request for Proposals on behalf of the agent/broker and/or insurer(s) as its act and deed and that the same is ready, willing and able to perform if awarded the contract.

I further certify, under oath, that this proposal is made without prior understanding, agreement, connection, discussion, or collusion with any other person, firm or corporation submitting a proposal for the same service(s), product(s), coverage(s), etc. unless a joint proposal is disclosed by the respondents and the joint proposers act as a syndicate, and the individual parties in the joint proposal, as well as the syndicate, abide by all the terms and conditions set forth in this RFP; and, that the undersigned executed this Respondent's Certification with full knowledge and understanding of the matters therein contained and was duly authorized to do so.

NAME OF BUSINESS:	<u>Harter Secrest & Emery LLP</u>
BY:	<u>Donald S. Mazzullo</u>
SIGNATURE:	<u></u>
NAME & TITLE, TYPED OR PRINTED:	<u>Donald S. Mazzullo, Partner</u>
MAILING ADDRESS:	<u>1600 Bausch & Lomb Place</u>
CITY, STATE, ZIP CODE:	<u>Rochester, New York 14604</u>
TELEPHONE NUMBER:	<u>585.231.1179</u>

**BACKGROUND
FORMS A, B and C**

Pursuant to New York State Finance Law §§139-j and 139-k, this solicitation for a Request for Proposals (RFP) Government Relations and Lobbying Services includes and imposes certain restrictions on communications between a Governmental Entity and an Offerer/bidder during the procurement process. An Offerer/bidder is restricted from making contacts from the earliest notice of intent to solicit offers through final award and approval of the Procurement Contract by the Governmental Entity. The designated contact is identified on the cover page of this solicitation. Governmental Entity employees are also required to obtain certain information when contacted during the restricted period and make a determination of the responsibility of the Offerer/bidder pursuant to these two statutes. Certain findings of non-responsibility can result in rejection for contract award and in the event of two findings within a 4 year period; the Offerer/bidder is debarred from obtaining governmental Procurement Contracts. Further information about these requirements can be found in §§ 139-j and 139-k of the New York State Finance Law and the Erie County Water Authority's Procurement Disclosure Policy.

FORM A

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

Instructions:

A Governmental Entity must obtain the required affirmation of understanding and agreement to comply with procedures on procurement lobbying restrictions regarding permissible Contacts in the restricted period for a procurement contract in accordance with State Finance Law §§139-j and 139-k. It is required that this affirmation be obtained as early as possible in the procurement process, but no later than the date the Offerer submits its proposal.

Offerer affirms that it understands and agrees to comply with the procedures of the Government Entity relative to permissible Contracts as required by State Finance Law §139-j(3) and §139-j(6)(b).

By:  Date: September 14, 2018

Name: Donald S. Mazzullo

Title: Partner

Contractor Name: Harter Secrest & Emery LLP

Contractor Address: 1600 Bausch & Lomb Place, Rochester, New York 14604

FORM B

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

Instructions:

A Governmental Entity must obtain the required certification that the information is complete, true and accurate regarding any prior findings of non-responsibility, such as non-responsibility pursuant to State Finance Law §139-j. The Offerer must agree to the certification and provide it to the procuring Governmental Entity. It is required that the certification be obtained as early as possible in the process, but no later than the date of Offerer submits its proposal.

Offerer Certification:

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

By:  Date: September 14, 2018

Name: Donald S. Mazzullo

Title: Partner

Contractor Name: Harter Secrest & Emery LLP

Contractor Address: 1600 Bausch & Lomb Place, Rochester, New York 14604

**Offerer Disclosure of Prior
Non-Responsibility Determinations**

Background:

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

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

Instructions:

A Governmental Entity must include a disclosure request regarding prior non-responsibility determinations in accordance with State Finance Law §139-k in its solicitation of proposals or bid documents or specifications or contract documents, as applicable, for procurement contracts. The attached form is to be completed and submitted by the individual or entity seeking to enter into a Procurement Contract. It shall be submitted to the Governmental Entity conducting the Governmental Procurement no later than the date the Offerer submits its proposal.

FORM C

Offerer Disclosure of Prior Non-Responsibility Determinations

Name of Individual or Entity Seeking to Enter into the Procurement Contract:

Harter Secrest & Emery LLP

Address: 1600 Bausch & Lomb Place, Rochester, New York 14604

Name and Title of Person Submitting this Form: Donald S. Mazzullo, Partner

Contract Procurement Number: Project No: 201800178

Date: September 14, 2018

1. Has any Governmental Entity made a finding of non-responsibility regarding the individual or entity seeking to enter into the Procurement Contract in the previous four years? (Please circle):

No

Yes

If yes, please answer the next questions:

2. Was the basis for the finding of non-responsibility due to a violation of State Finance Law §139-j (Please circle):

No

Yes

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

No

Yes

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

Governmental Entity: _____

Date of Finding of Non-Responsibility: _____

Basis of Finding of Non-Responsibility: _____

(Add additional pages as necessary)

FORM C

5. Has any Governmental Entity or other governmental agency terminated or withheld a Procurement Contract with the above-named individual or entity due to the intentional provision of false or incomplete information? (Please circle):

No

Yes

6. If yes, please answer the next questions:

Governmental Entity: _____

Date of Termination or Withholding of Contract: _____

Basis of Termination or Withholding: _____

(Add additional pages as necessary)

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

By: Donald S. Mazzullo Date: September 14, 2018
Signature

Name: Donald S. Mazzullo

Title: Partner



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
1/31/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must have **ADDITIONAL INSURED** provisions or be endorsed. If **SUBROGATION IS WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Arthur J. Gallagher Risk Management Services, Inc. 250 Park Avenue, 5th Floor New York NY 10177	CONTACT NAME: Brooke Wenzel PHONE (A/C, No, Ext): 212-981-2919 E-MAIL ADDRESS: Brooke_Wenzel@ajg.com	FAX (A/C, No):
	INSURER(S) AFFORDING COVERAGE	
INSURED Harter Secrest and Emery LLP 1600 Bausch & Lomb Place Rochester, NY 14604	INSURER A: Great Northern Insurance Company	NAIC # 20303
	INSURER B: Chubb Indemnity Insurance Company	NAIC # 12777
	INSURER C:	
	INSURER D:	
	INSURER E:	
	INSURER F:	

COVERAGES **CERTIFICATE NUMBER:** 986675584 **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			35879615	2/13/2018	2/13/2019	EACH OCCURRENCE \$1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$1,000,000 MED EXP (Any one person) \$10,000 PERSONAL & ADV INJURY \$1,000,000 GENERAL AGGREGATE \$2,000,000 PRODUCTS - COMP/OP AGG \$2,000,000 \$
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS NON-OWNED AUTOS ONLY			(18)7356-50-70	2/13/2018	2/13/2019	COMBINED SINGLE LIMIT (Ea accident) \$1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A	71725206	2/13/2018	2/13/2019	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$500,000 E.L. DISEASE - EA EMPLOYEE \$500,000 E.L. DISEASE - POLICY LIMIT \$500,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Re: Project Number: 201600043
Erie County Water Authority, its officers, agents & employees are included as Additional Insured with respect to General Liability Coverage as evidenced herein on a Primary/Non-Contributory basis as required by written contract.

CERTIFICATE HOLDER Erie County Water Authority Attn: Mr. Anthony Alessi, ECWA Claims Representati 295 Main Street - Room 350 Buffalo NY 14203-2494 USA	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE
--	--

SCHEDULE FOR POLICY PERIOD ENDING ON
January 1, 2019

NOTICE

THIS POLICY IS ISSUED BY YOUR RISK RETENTION GROUP. YOUR RISK RETENTION GROUP MAY NOT BE SUBJECT TO ALL OF THE INSURANCE LAWS AND REGULATIONS OF YOUR STATE. STATE INSURANCE INSOLVENCY GUARANTY FUNDS ARE NOT AVAILABLE FOR YOUR RISK RETENTION GROUP.

THIS SCHEDULE, INCLUDING ALL ENDORSEMENTS LISTED HEREIN, IS INCORPORATED IN AND MADE A PART OF THE POLICY TO WHICH IT APPLIES. IT ENTIRELY REPLACES ANY SCHEDULE PREVIOUSLY ISSUED IN CONNECTION WITH ANY EARLIER POLICY YEAR. THE POLICY TO WHICH THIS SCHEDULE APPLIES IS A COSTS INCLUSIVE POLICY. THE POLICY IS ALSO SUBJECT TO A RETROSPECTIVE PREMIUM OBLIGATION IN ACCORDANCE WITH THE ATTACHED RETROSPECTIVE PREMIUM ENDORSEMENT.

1. POLICY NUMBER: ALA 1245

2. NAME(S) OF THE FIRM:
HARTER SECREST & EMERY LLP

3. PREDECESSORS: See Attachment 1

4. PRINCIPAL ADDRESS OF THE FIRM: 1600 Bausch & Lomb Place
Rochester, NY 14604-2711

5. PERIOD OF INSURANCE:

From: April 1, 1988 at 12:01 A.M. local time at the principal address of the FIRM.

To: the effective date of cancellation of this Policy pursuant to Clause IV-4(a) or termination pursuant to Clause IV-3(c) or Clause IV-7(a).

6. ANNUAL PREMIUM:

For the POLICY YEAR ending at 12:01 A.M. local time at the principal address of the FIRM on January 1, 2019, \$618,636.00 payable as set forth below.

7. Premiums are payable by two methods through The Bank of New York Mellon: (i) Wire Transfer (ABA #: 021000018, Account #: 0026408400) or (ii) ACH Payment (ABA #: 043000106, Account #: 8901168009).

8. PER CLAIM SUM INSURED	\$ 20,000,000
(inclusive of costs, charges, and expenses)	
AGGREGATE SUM INSURED	\$ 40,000,000
(inclusive of costs, charges, and expenses)	
CONDITIONAL ADDITIONAL CIRCUMSTANCE LIMIT	\$ 4,000,000
(inclusive of costs, charges, and expenses)	
EXTENDED REPORTING PERIOD SUM INSURED	\$ 20,000,000
(inclusive of costs, charges, and expenses)	
RETURN OF FEES LIMIT	\$ 2,000,000
(inclusive of costs, charges, and expenses)	(each claim and in the aggregate)

9. RETENTION:

- A. Single Claim Retention: \$ 500,000
(Clause IV-2(a)(i))
- B. Aggregate Annual Retention: \$ 1,000,000
(Clause IV-2(a)(ii))
- C. Maintenance Retention: \$ 100,000
(Clause IV-2(a)(ii))

10. DATE OF APPLICATION: March 7, 1988

11. ANNIVERSARY DATE: January 1, 2019

12. A. EXCLUSION 9 EFFECTIVE DATE: September 30, 1987

B. AMENDED EXCLUSION 9 EFFECTIVE DATE: May 31, 1991

13. APPLICABLE ENDORSEMENTS:

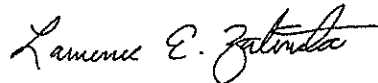
Retrospective Premium Endorsement

Endorsement Regarding Coverage for Electronic Data Risk Events - A and B

Copies of all initial application materials (or with respect to renewals of coverage, renewal application materials) and materials relating to any special endorsements issued are incorporated herein and, by reference, are made a part of this Schedule and the Policy, LPL POL 091617.

ATTORNEYS' LIABILITY ASSURANCE SOCIETY, INC.,
A RISK RETENTION GROUP

By



Its President

**ATTORNEYS' LIABILITY ASSURANCE SOCIETY, INC.,
A RISK RETENTION GROUP**

ATTACHMENT NO. 1 TO POLICY ALA 1245

Predecessors:

Harter, Secret & Emery, A Partnership Including Professional Associations

Harter, Secret & Emery, LLP

Strong, Wright, Combs, Wiser & Shaw

Wiser, Shaw, Freeman, Ickes, & Williams

Wiser, Shaw, Freeman, Van Graafeiland, Harter, & Secret

STATE OF NEW YORK
WORKERS' COMPENSATION BOARD

CERTIFICATE OF NYS WORKERS' COMPENSATION INSURANCE COVERAGE

<p>1a. Legal Name & Address of Insured (Use street address only)</p> <p><u>Harter Secrest & Emery LLP</u></p> <p><u>1600 Bausch and Lomb place</u></p> <p><u>Rochester, NY 14604</u></p> <p><i>Work Location of Insured (Only required if coverage is specifically limited to certain locations in New York State, i.e., a Wrap-Up Policy)</i></p>	<p>1b. Business Telephone Number of Insured <u>(585) 231-6500</u></p> <p>1c. NYS Unemployment Insurance Employer Registration Number of Insured</p> <p>1d. Federal Employer Identification Number of Insured or Social Security Number</p> <p><u>160766172</u></p>
<p>2. Name and Address of the Entity Requesting Proof of Coverage (Entity Being Listed as the Certificate Holder)</p> <p><u>Erie County Water Authority</u></p> <p><u>Attn: Mr. Anthony Alessi, ECWA Claims Representative</u> <u>295 Main Street- Room 350</u> <u>Buffalo NY, 14230-2494 USA</u></p>	<p>3a. Name of Insurance Carrier</p> <p><u>Chubb Indemnity Insurance</u></p> <p>3b. Policy Number of entity listed in box "1a"</p> <p><u>(17) 7172-52-06</u></p> <p>3c. Policy effective period</p> <p><u>02/13/18</u> to <u>02/13/19</u></p> <p>3d. The Proprietor, Partners or Executive Officers are</p> <p><input checked="" type="checkbox"/> included. (Only check box if all partners/officers included)</p> <p><input type="checkbox"/> all excluded or certain partners/officers excluded.</p>

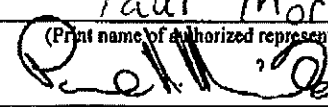
This certifies that the insurance carrier indicated above in box "3" insures the business referenced above in box "1a" for workers' compensation under the New York State Workers' Compensation Law. (To use this form, New York (NY) must be listed under **Item 3A** on the **INFORMATION PAGE** of the workers' compensation insurance policy). The Insurance Carrier or its licensed agent will send this Certificate of Insurance to the entity listed above as the certificate holder in box "2".

The Insurance Carrier will also notify the above certificate holder within 10 days IF a policy is canceled due to nonpayment of premiums or within 30 days IF there are reasons other than nonpayment of premiums that cancel the policy or eliminate the insured from the coverage indicated on this Certificate. (These notices may be sent by regular mail.) Otherwise, this Certificate is valid for one year after this form is approved by the insurance carrier or its licensed agent, or until the policy expiration date listed in box "3c", whichever is earlier.

Please Note: Upon the cancellation of the workers' compensation policy indicated on this form, if the business continues to be named on a permit, license or contract issued by a certificate holder, the business must provide that certificate holder with a new Certificate of Workers' Compensation Coverage or other authorized proof that the business is complying with the mandatory coverage requirements of the New York State Workers' Compensation Law.

Under penalty of perjury, I certify that I am an authorized representative or licensed agent of the insurance carrier referenced above and that the named insured has the coverage as depicted on this form.

Approved by: _____
Paul Morissette
(Print name of authorized representative or licensed agent of insurance carrier)

Approved by: _____

(Signature) 02/13/18
(Date)

Title: _____

Telephone Number of authorized representative or licensed agent of insurance carrier: _____

Please Note: Only insurance carriers and their licensed agents are authorized to issue Form C-105.2. Insurance brokers are NOT authorized to issue it.

C-105.2 (9-07)

www.wcb.state.ny.us

Workers' Compensation Law

Section 57. Restriction on issue of permits and the entering into contracts unless compensation is secured.

1. The head of a state or municipal department, board, commission or office authorized or required by law to issue any permit for or in connection with any work involving the employment of employees in a hazardous employment defined by this chapter, and notwithstanding any general or special statute requiring or authorizing the issue of such permits, shall not issue such permit unless proof duly subscribed by an insurance carrier is produced in a form satisfactory to the chair, that compensation for all employees has been secured as provided by this chapter. Nothing herein, however, shall be construed as creating any liability on the part of such state or municipal department, board, commission or office to pay any compensation to any such employee if so employed.

2. The head of a state or municipal department, board, commission or office authorized or required by law to enter into any contract for or in connection with any work involving the employment of employees in a hazardous employment defined by this chapter, notwithstanding any general or special statute requiring or authorizing any such contract, shall not enter into any such contract unless proof duly subscribed by an insurance carrier is produced in a form satisfactory to the chair, that compensation for all employees has been secured as provided by this chapter.



CERTIFICATE OF INSURANCE COVERAGE
DISABILITY AND PAID FAMILY LEAVE BENEFITS LAW

PART 1. To be completed by Disability and Paid Family Leave Benefits Carrier or Licensed Insurance Agent of that Carrier

1a. Legal Name & Address of Insured (use street address only)
Harter Secrest & Emery LLP
1600 Bausch and Lomb Place
Rochester, New York 14604
Work Location of Insured (Only required if coverage is specifically limited to certain locations in New York State, i.e., Wrap-Up Policy)
1b. Business Telephone Number of Insured
1c. Federal Employer Identification Number of Insured or Social Security Number
16-0766172

2. Name and Address of Entity Requesting Proof of Coverage (Entity Being Listed as the Certificate Holder)
Erie County Water Authority
295 Main St-Room 350
Buffalo, NY 14230
3a. Name of Insurance Carrier
The Prudential Insurance Company of America
3b. Policy Number of Entity Listed in Box "1a"
CG-60248-NY
3c. Policy effective period
01/01/2018 to 12/31/2018

4. Policy provides the following benefits:
[X] A. Both disability and paid family leave benefits.
[] B. Disability benefits only.
[] C. Paid family leave benefits only.
5. Policy covers:
[X] A. All of the employer's employees eligible under the NYS Disability and Paid Family Leave Benefits Law.
[] B. Only the following class or classes of employer's employees:

Under penalty of perjury, I certify that I am an authorized representative or licensed agent of the insurance carrier referenced above and that the named insured has NYS Disability and/or Paid Family Leave Benefits Insurance coverage as described above.

Date Signed September 13, 2018 By [Signature]
(Signature of insurance carrier's authorized representative or NYS Licensed Insurance Agent of that insurance carrier)

Telephone Number 215-658-5178 Name and Title H. Richard Brummett - Statutory Disability Coordinator

IMPORTANT: If Boxes 4A and 5A are checked, and this form is signed by the insurance carrier's authorized representative or NYS Licensed Insurance Agent of that carrier, this certificate is COMPLETE. Mail it directly to the certificate holder.

If Box 4B, 4C or 5B is checked, this certificate is NOT COMPLETE for purposes of Section 220, Subd. 8 of the NYS Disability and Paid Family Leave Benefits Law. It must be mailed for completion to the Workers' Compensation Board, Plans Acceptance Unit, PO Box 5200, Binghamton, NY 13902-5200.

PART 2. To be completed by the NYS Workers' Compensation Board (Only if Box 4C or 5B of Part 1 has been checked)

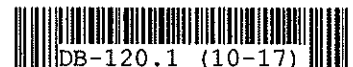
State of New York Workers' Compensation Board

According to information maintained by the NYS Workers' Compensation Board, the above-named employer has complied with the NYS Disability and Paid Family Leave Benefits Law with respect to all of his/her employees.

Date Signed By (Signature of Authorized NYS Workers' Compensation Board Employee)

Telephone Number Name and Title

Please Note: Only insurance carriers licensed to write NYS disability and paid family leave benefits insurance policies and NYS licensed insurance agents of those insurance carriers are authorized to issue Form DB-120.1. Insurance brokers are NOT authorized to issue this form.



Additional Instructions for Form DB-120.1

By signing this form, the insurance carrier identified in Box 3 on this form is certifying that it is insuring the business referenced in box "1a" for disability and/or paid family leave benefits under the New York State Disability and Paid Family Leave Benefits Law. The Insurance Carrier or its licensed agent will send this Certificate of Insurance to the entity listed as the certificate holder in Box 2.

The insurance carrier must notify the above certificate holder and the Workers' Compensation Board within 10 days IF a policy is cancelled due to nonpayment of premiums or within 30 days IF there are reasons other than nonpayment of premiums that cancel the policy or eliminate the insured from coverage indicated on this Certificate. (These notices may be sent by regular mail.) Otherwise, this Certificate is valid for one year after this form is approved by the insurance carrier or its licensed agent, or until the policy expiration date listed in Box 3c, whichever is earlier

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy listed, nor does it confer any rights or responsibilities beyond those contained in the referenced policy.

This certificate may be used as evidence of a Disability and/or Paid Family Leave Benefits contract of insurance only while the underlying policy is in effect.

Please Note: Upon the cancellation of the disability and/or paid family leave benefits policy indicated on this form, if the business continues to be named on a permit, license or contract issued by a certificate holder, the business must provide that certificate holder with a new Certificate of NYS Disability and/or Paid Family Leave Benefits Coverage or other authorized proof that the business is complying with the mandatory coverage requirements of the New York State Disability and Paid Family Leave Benefits Law.

DISABILITY AND PAID FAMILY LEAVE BENEFITS LAW

§220. Subd. 8

(a) The head of a state or municipal department, board, commission or office authorized or required by law to issue any permit for or in connection with any work involving the employment of employees in employment as defined in this article, and notwithstanding any general or special statute requiring or authorizing the issue of such permits, shall not issue such permit unless proof duly subscribed by an insurance carrier is produced in a form satisfactory to the chair, that the payment of disability benefits and after January first, two thousand and twenty-one, the payment of family leave benefits for all employees has been secured as provided by this article. Nothing herein, however, shall be construed as creating any liability on the part of such state or municipal department, board, commission or office to pay any disability benefits to any such employee if so employed.

(b) The head of a state or municipal department, board, commission or office authorized or required by law to enter into any contract for or in connection with any work involving the employment of employees in employment as defined in this article and notwithstanding any general or special statute requiring or authorizing any such contract, shall not enter into any such contract unless proof duly subscribed by an insurance carrier is produced in a form satisfactory to the chair, that the payment of disability benefits and after January first, two thousand eighteen, the payment of family leave benefits for all employees has been secured as provided by this article.