

THOMAS P. DiNAPOLI
STATE COMPTROLLER



110 STATE STREET
ALBANY, NEW YORK 12236

STATE OF NEW YORK
OFFICE OF THE STATE COMPTROLLER

Approved Date: 1/9/2024

To: Roxanne West
Executive Chamber
Executive Chamber
State Capitol Bldg.
Albany NY 12224

Subject: Outside legal services (C000289 \$1,500,000)
CRER ID: EXC01-0000031-1130000 **Sequence No.** 0
Determination: Approved

Grounds: Services Preceded Exemption Request

Restrictions: N/A

Your request for an exemption from giving notice in the New York State Contract Reporter for outside legal services has been approved. This approval is for exemption only; it does not constitute the prior approval of OSC, if required. For single or sole source exemptions, the reasonableness of cost must be included with the contract package.

In accordance with the statute, you are still required to publish a notice of either the letting or award of this proposed contract in the New York State Contract Reporter. The notice must state the reason for the exemption and be placed as soon as practicable. It will be your responsibility to maintain proof that this exemption was subsequently published in the newsletter.

A copy of this letter should accompany the transaction when submitted to our office for approval.

Sincerely,

BRIAN J FULLER
518/473-6761
bfuller@osc.ny.gov

cc.
Economic Development Program Specialist II
Empire State Development
contractreporter@empire.state.ny.us

PROCUREMENT LOBBYING FORM

1. Offerer/ Firm certifies that it understands and agrees to comply with the procedures of the NYS Chamber of the Budget relative to permissible contacts as required by State Finance Law Section 139-j (3) and Section 139-j (6) (b).

2. CONTRACTOR DISCLOSURE OF PRIOR NON-RESPONSIBILITY DETERMINATIONS
Pursuant to Procurement Lobbying Law (SFL §139-j)

- (a) 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?
☐ Yes ☒ **No**

If yes, please answer the following question:

- (b) Was the basis for the finding of non-responsibility due to a violation of State Finance Law §139-j?
☐ Yes ☐ No

If "Yes" was the basis for the finding of non-responsibility due to the intentional provision of false or incomplete information to a governmental entity?

☐ Yes ☐ No

If "Yes", please provide details regarding the finding of non-responsibility:

Governmental Entity: _____

Date of Finding of Non-Responsibility: _____

Basis of Finding of Non-Responsibility (attach additional sheets as necessary)

3. Has any governmental entity terminated or withheld a procurement contract with the above-named individual or entity due to the intentional provision of false or incomplete information?
☐ Yes ☒ **No**

If yes, provide details:

Governmental Entity: _____

Date of Termination or Withholding of Contract: _____

Basis of Termination or Withholding: (add additional pages if necessary)

4. Offerer/ Firm certifies that all information provided to the Chamber of the Budget, with respect to State Finance Law Section 139-k is complete, true and accurate.

Name of Offerer's Firm/Company: Wilmer Cutler Pickering Hale and Dorr LLP

Offerer's Business Address: 7 World Trade Center, 250 Greenwich Street, New York, New York 10007

Offerer's signature: 

Date:

10/11/2023

I understand that my signature represents that I am signing and responding to all certifications listed above.

Print Name: Boyd Johnson

Title of Person signing this form: Partner

OFFICE OF THE STATE COMPTROLLER
BUREAU OF CONTRACTS
GOVERNMENTAL ENTITY REPRESENTATION
CONCERNING COMPLIANCE WITH STATE FINANCE LAW §§139-j AND 139-k

Business Unit (State Agencies): EXC01
Department ID (State Agencies):
Agency Code (2879-a Authorities):
Agency/Authority Name: Executive Chamber
Contractor Name: Wilmer Cutler Pickering Hale and Dorr LLP
NYS Vendor ID (if applicable):
Contract No. or P.O. No.: C000289
Contract Amendment No. (legal amendment number):
SFS Amendment Sequence No. (system assigned):
<p>I am a duly authorized representative of the above governmental entity. To the best of my knowledge, information and belief, pursuant to the requirements of State Finance Law (SFL) §§ 139-j and 139-k, the governmental entity for this procurement has:</p> <ul style="list-style-type: none"> Issued and complied with its policies and procedures with respect to permissible contacts and any determinations made for violations thereof and has included such policies and procedures as part of the solicitation/bid documents; Issued policies and procedures in connection with the recording of all “contacts” received during the “restricted period” as those terms are defined under SFL §§ 139-j and 139-k, and is not aware of any “contacts” that were not recorded as required and included in the procurement record submitted to OSC; Received from all offerors the required (i) disclosure regarding prior findings of non-responsibility for violations of SFL §§ 139-j or 139-k; (ii) written affirmation of understanding and agreement to comply with the governmental entity’s policies and procedures relating to permissible contacts; If any offerors have disclosed a prior finding of non-responsibility for violations of §§ 139-j or 139-k, I have noted them below: <ul style="list-style-type: none"> Received from the winning vendor a certification as to the completeness, truth and accuracy of all information provided to the governmental entity and included such documentation in the procurement record submitted to OSC; Included in the contract a provision authorizing termination if the certification referenced above is found to be intentionally false or intentionally incomplete; Reviewed the New York State Office of General Services published list of non-responsible and debarred vendors for violations of SFL §§ 139-j and 139-k and considered such information in its determination of responsibility of the proposed vendor; Except as otherwise indicated, found no knowing and willful violations of the requirements regarding permissible contacts or other provisions of SFL §§ 139-j or 139-k; If applicable, documented in the procurement record submitted to OSC (i) the basis for finding the proposed vendor in this procurement non-responsible for violations of SFL §§ 139-j or 139-k; (ii) the due process afforded such vendor; and (iii) that such finding was reported to OGS, as required.

Based upon the above information and representations, the governmental entity has determined, for purposes of SFL §§ 139-j and 139-k only, that the proposed vendor for the above identified governmental procurement is:

☒ Responsible

☐ Non-responsible

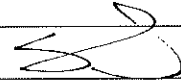
(This responsibility determination by the governmental entity must also be reported on the Vendor Responsibility Profile, if one is required for this transaction.)

- If applicable, documented in the procurement record submitted to OSC the basis for awarding a contract to the proposed vendor notwithstanding the governmental entity's determination that the proposed vendor is non-responsible for violations of SFL §§ 139-j or 139-k.
- Documented in the procurement record submitted to OSC (i) the basis for finding any other offerer in this procurement non-responsible for violations of SFL §§ 139-j or 139-k; (ii) the due process afforded such offerer; and (iii) that such finding was reported to OGS, as required.

Name(s) and Federal Identification number(s) and NYS Vendor ID (if available) of such Offerer(s)

Date: 12/20/23

Authorized Signatory:



Name (printed or typed): Jacob Sherwood

Title: Director of Financial Administration

Direct Telephone Number (including area code): 518-474-3036

Email Address: Jacob.Sherwood@exec.ny.gov

Mailing Address: NYS Executive Chamber, State Capitol, Room 252, Albany, NY 12224

FORM A

New York State Consultant Services
Contractor's Planned Employment
 From Contract Start Date Through the End of the Contract Term

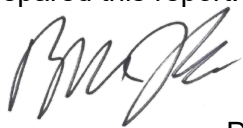
State Agency Name: Executive Chamber		Agency Business Unit: EXC01
State Agency Department ID:		
Contractor Name: Wilmer Cutler Pickering Hale and Dorr LLP		Contract Number: C000289
Contract Start Date: 7/1/2023		Contract End Date: 7/1/2024

Employment Category	Number of Employees	Number of Hours to be Worked	Amount Payable Under the Contract
Lawyers	8.00	700.00	\$1,100,000.00
Paralegals and legal assistants	3.00	400.00	\$400,000.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
	0.00	0.00	\$0.00
Total this Page	11.00	1,050.00	\$1,500,000.00
Grand Total	11.00	1,050.00	\$1,500,000.00

Name of person who prepared this report: Boyd Johnson

Title: Partner

Phone #: 212-295-6490

Preparer's Signature: 

Date Prepared:

12/10/2023

**Contractor Certification to Covered Agency**

(Pursuant to Section 5-a of the Tax Law, as amended, effective April 26, 2006)

ST-220-CA

(12/11)

For information, consult Publication 223, Questions and Answers Concerning Tax Law Section 5-a (see Need Help? on back).

Contractor name Wilmer Cutler Pickering Hale and Dorr LLP				For covered agency use only Contract number or description	
Contractor's principal place of business 2100 Pennsylvania Avenue NW		City Washington	State DC	ZIP code 20037	
Contractor's mailing address (if different than above)				Estimated contract value over the full term of contract (but not including renewals) \$	
Contractor's federal employer identification number (EIN) 04-1409810		Contractor's sales tax ID number (if different from contractor's EIN)			
Contractor's telephone number 202 247-2116		Covered agency name New York State Executive Chamber; New York State Department of Health			
Covered agency address State Capitol, NY-5, Albany, NY 12224				Covered agency telephone number 518 474-8390	

I, Dawn Rister, hereby affirm, under penalty of perjury, that I am Director of Tax
(name) (title)

of the above-named contractor, that I am authorized to make this certification on behalf of such contractor, and I further certify that:

(Mark an X in only one box)

☐ The contractor has filed Form ST-220-TD with the Department of Taxation and Finance in connection with this contract and, to the best of contractor's knowledge, the information provided on the Form ST-220-TD, is correct and complete.

☒ The contractor has previously filed Form ST-220-TD with the Tax Department in connection with Index No. 650220/2022
(insert contract number or description)

and, to the best of the contractor's knowledge, the information provided on that previously filed Form ST-220-TD, is correct and complete as of the current date, and thus the contractor is not required to file a new Form ST-220-TD at this time.

Sworn to this 16 day of October, 20 23

/s/ Dawn Rister
Signed on 2023/10/16 15:06:49 -8:00
(sign before a notary public)

Director of Tax
(title)

Instructions

General information

Tax Law section 5-a was amended, effective April 26, 2006. On or after that date, in all cases where a contract is subject to Tax Law section 5-a, a contractor must file (1) Form ST-220-CA, *Contractor Certification to Covered Agency*, with a covered agency, and (2) Form ST-220-TD with the Tax Department before a contract may take effect. The circumstances when a contract is subject to section 5-a are listed in Publication 223, Q&A 3. See *Need help?* for more information on how to obtain this publication. In addition, a contractor must file a new Form ST-220-CA with a covered agency before an existing contract with such agency may be renewed.

Note: Form ST-220-CA must be signed by a person authorized to make the certification on behalf of the contractor, and the acknowledgement on page 2 of this form must be completed before a notary public.

When to complete this form

As set forth in Publication 223, a contract is subject to section 5-a, and you must make the required certification(s), if:

- The procuring entity is a *covered agency* within the meaning of the statute (see Publication 223, Q&A 5);
- The contractor is a *contractor* within the meaning of the statute (see Publication 223, Q&A 6); and
- The contract is a *contract* within the meaning of the statute. This is the case when it (a) has a value in excess of \$100,000 and (b) is a contract for *commodities* or *services*, as such terms are defined for purposes of the statute (see Publication 223, Q&A 8 and 9).

Furthermore, the procuring entity must have begun the solicitation to purchase on or after January 1, 2005, and the resulting contract must have been awarded, amended, extended, renewed, or assigned *on or after April 26, 2006* (the effective date of the section 5-a amendments).



Individual, Corporation, Partnership, or LLC Acknowledgment

STATE OF Ohio }

SS.:

COUNTY OF Greene

On the 16 day of October in the year 2023, before me personally appeared Dawn Rister,

known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that

she resides at 2100 Pennsylvania Ave NW,Town of Washington,

County of _____,

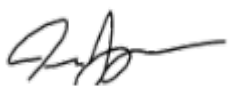
State of District of Columbia; and further that:[Mark an **X** in the appropriate box and complete the accompanying statement.]☐ (If an individual): he executed the foregoing instrument in his/her name and on his/her own behalf.

☐ (If a corporation): he is the _____ of _____, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, he is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.

☒ (If a partnership): she is a Director of Tax of WilmerHale, the partnership described in said instrument; that, by the terms of said partnership, she is authorized to execute the foregoing instrument on behalf of the partnership for purposes set forth therein; and that, pursuant to that authority, she executed the foregoing instrument in the name of and on behalf of said partnership as the act and deed of said partnership.

☐ (If a limited liability company): he is a duly authorized member of _____, LLC, the limited liability company described in said instrument; that he is authorized to execute the foregoing instrument on behalf of the limited liability company for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument on behalf of said limited liability company as the act and deed of said limited liability company.

Notary Public



Signed on 2023/10/16 15:06:49 -8:00

Registration No. 2020-RE-814140

Privacy notification

The Commissioner of Taxation and Finance may collect and maintain personal information pursuant to the New York State Tax Law, including but not limited to, sections 5-a, 171, 171-a, 287, 308, 429, 475, 505, 697, 1096, 1142, and 1415 of that Law; and may require disclosure of social security numbers pursuant to 42 USC 405(c)(2)(C)(i).

This information will be used to determine and administer tax liabilities and, when authorized by law, for certain tax offset and exchange of tax information programs as well as for any other lawful purpose.

Information concerning quarterly wages paid to employees is provided to certain state agencies for purposes of fraud prevention, support enforcement, evaluation of the effectiveness of certain employment and training programs and other purposes authorized by law.

Failure to provide the required information may subject you to civil or criminal penalties, or both, under the Tax Law.

This information is maintained by the Manager of Document Management, NYS Tax Department, W A Harriman Campus, Albany NY 12227; telephone (518) 457-5181.

Notarial act performed by audio-visual communication

Need help?

Visit our Web site at **www.tax.ny.gov**

- get information and manage your taxes online
- check for new online services and features



Telephone assistance

Sales Tax Information Center: (518) 485-2889

To order forms and publications: (518) 457-5431

Text Telephone (TTY) Hotline (for persons with hearing and speech disabilities using a TTY): (518) 485-5082



Persons with disabilities: In compliance with the

Americans with Disabilities Act, we will ensure that our lobbies, offices, meeting rooms, and other facilities are accessible to persons with disabilities. If you have questions about special accommodations for persons with disabilities, call the information center.



SEXUAL HARASSMENT PREVENTION CERTIFICATION

State Finance Law §139-I requires firms on state procurements to certify that they have a written policy addressing sexual harassment prevention in the workplace and provide annual sexual harassment training to all its employees.

By submission of this bid, each Consultant/Firm and each person signing on behalf of any Consultant/Firm certifies, and in the case of a joint bid each party thereto certifies its own organization, under penalty of perjury, that the Consultant/Firm has and has implemented a written policy addressing sexual harassment prevention in the workplace and provides annual sexual harassment prevention training to all of its employees. Such policy shall, at a minimum, meet the requirements of section two hundred one-g of the labor law.

The Firm’s signature below certifies its compliance with State Finance Law §139-I.

Consultant/Firm Name:	wilmerHale	
Name, Title:	Keith R. Stemple, Chief Legal Personnel and Development & Practice Management Officer	
Signature:	<u>Keith Stemple</u>	Date: <u>10/6/2023</u>

**CERTIFICATION UNDER EXECUTIVE ORDER NO. 16 PROHIBITING STATE AGENCIES
AND AUTHORITIES FROM CONTRACTING WITH BUSINESSES CONDUCTING
BUSINESS IN RUSSIA**

Executive Order No. 16 provides that “all Affected State Entities are directed to refrain from entering into any new contract or renewing any existing contract with an entity conducting business operations in Russia.” The complete text of Executive Order No. 16 can be found [here](#).

The Executive Order remains in effect while sanctions imposed by the federal government are in effect. Accordingly, Firms who may be excluded from award because of current business operations in Russia are nevertheless encouraged to respond to solicitations to preserve their contracting opportunities in case the sanctions are lifted during a solicitation or even after award in the case of some solicitations.

As defined in Executive Order No. 16, an “entity conducting business operations in Russia” means an institution or company, wherever located, conducting any commercial activity in Russia or transacting business with the Russian Government or with commercial entities headquartered in Russia or with their principal place of business in Russia in the form of contracting, sales, purchasing, investment, or any business partnership.

Is Consultant/Firm an entity conducting business operations in Russia, as defined above? Please answer by checking one of the following boxes:

- ☐ No, Vendor does not conduct business operations in Russia within the meaning of Executive Order No. 16.
- ☒ 2.a. Yes, Vendor conducts business operations in Russia within the meaning of Executive Order No. 16 but has taken steps to wind down business operations in Russia or is in the process of winding down business operations in Russia. (Please provide a detailed description of the wind down process and a schedule for completion.)

The firm has been representing a Russian company for several years in an international arbitration; post-hearing briefs were filed in August 2022. The proceedings are closed, and we are awaiting the arbitration award which should conclude our representation. We are counseling some clients about exiting their commercial activities in Russia. We coordinate some trademark prosecution matters in Russia which are handled via local counsel or other vendors.

- ☐ 2.b. Yes, Vendor conducts business operations in Russia within the meaning of Executive Order No. 16 but only to the extent necessary to provide vital health and safety services within Russia or to comply with federal law, regulations, executive orders, or directives. (Please provide a detailed description of the services being provided or the relevant laws, regulations, etc.)
- ☐ 3. Yes, Vendor conducts business operations in Russia within the meaning of Executive Order No. 16

The undersigned certifies under penalties of perjury that they are knowledgeable about the Firm’s business and operations and that the answer provided herein is true to the best of their knowledge and belief.

Consultant/Firm
Name:

WilmerHale

Boyd Johnson, Partner

Name, Title:

Signature:

A handwritten signature in black ink, appearing to read 'Boyd Johnson', written over a horizontal line.

Date: 10/11/2023

FORM 5.1: WORKFORCE COMPOSITION FORM

INSTRUCTIONS: All Firms submitting responses to this procurement must complete and submit this Workforce Composition Form as part of their proposal. Firms should include only the staff that will provide services under this procurement.

Firm Name: Wilmer Cutler Pickering Hale and Dorr LLP

Federal Identification No.: 04-1409810

Address: 7 World Trade Center, 250 Greenwich Street

Procurement No.:

City, State, Zip Code: New York, NY 10007

Description of Work:

Enter the total number of incumbents by race, sex, and ethnic group status in each of the EEO – Job Categories identified. See below for information regarding race/ethnicity identification and protected class group members.

EEO – JOB CATEGORY	TOTAL	MALE (M)	FEMALE (F)	WHITE		BLACK		HISPANIC		ASIAN		NATIVE AMERICAN		DISABLED		VETERAN	
				M	F	M	F	M	F	M	F	M	F	M	F	M	F
Officials/Administrators																	
Professionals	39	22	17	14	10	3	2	0	1	3	3	0	0	0	0	0	0
Technicians																	
Sales Workers																	
Office/Clerical	11	2	9	2	5	0	1	0	1	0	1	0	0	0	0	0	0
Craft Workers																	
Laborers																	
Service Workers																	

<p>_____ PREPARED BY (Signature) <i>Boyd Johnson</i></p> <p><i>Boyd Johnson</i> PRINTED OR TYPED NAME AND TITLE OF PREPARER</p>	<p style="text-align: center;"><u>11/13/2023</u> Date</p> <p><i>912-295-6490</i> TELEPHONE NO.</p> <p><i>Boyd.Johnson@wilmerhale.com</i> EMAIL ADDRESS</p>
---	--

CLASS DEFINITIONS

Hispanic – All persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish culture or origin, regardless of race.

American Indian or Alaskan Native – All persons having origins in any of the original peoples of North America, and who maintain cultural identification through tribal affiliation or community recognition.

Vietnam Era Veteran – A veteran who served at any time between and including January 1, 1963 and May 7, 1975.

Black (Not of Hispanic origin) – All persons having origins in any of the Black racial groups of Africa.

Asian or Pacific Islander – All persons having origins in any of the original peoples of the Far East, Southeast Asia, the Indian Subcontinent, or the Pacific Islands. This area includes, for example, China, India, Japan, Korea, the Philippine Islands, and Samoa.

Disabled Individual – Any person having a physical or mental impairment that substantially limits one or more major life activity, has a record of such an impairment; or is regarded as having such an impairment.

**FORM 5.2: MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISES –
EQUAL EMPLOYMENT OPPORTUNITY POLICY STATEMENT**

M/WBE AND EEO POLICY STATEMENT

I, Boyd Johnson, the (awardee/contractor) Contractor agree to adopt the following policies with respect to the project being developed or services rendered at Wilmer Cutler Pickering Hale and Dorn LLP.

M/WBE

This organization will and will cause its contractors and subcontractors to take good faith actions to achieve the M/WBE contract participations goals set by the State for that area in which the State-funded project is located, by taking the following steps:

- (1) Actively and affirmatively solicit bids for contracts and subcontracts from qualified State certified MBEs or WBEs, including solicitations to M/WBE contractor associations.
- (2) Request a list of State-certified M/WBEs from AGENCY and solicit bids from them directly.
- (3) Ensure that plans, specifications, request for proposals and other documents used to secure bids will be made available in sufficient time for review by prospective M/WBEs.
- (4) Where feasible, divide the work into smaller portions to enhanced participations by M/WBEs and encourage the formation of joint venture and other partnerships among M/WBE contractors to enhance their participation.
- (5) Document and maintain records of bid solicitation, including those to M/WBEs and the results thereof. The Contractor will also maintain records of actions that its subcontractors have taken toward meeting M/WBE contract participation goals.
- (6) Ensure that progress payments to M/WBEs are made on a timely basis so that undue financial hardship is avoided, and that bonding and other credit requirements are waived or appropriate alternatives developed to encourage M/WBE participation.

EEO

(a) This organization will not discriminate against any employee or applicant for employment because of race, creed, color, national origin, sex, age, disability or marital status, will undertake or continue existing programs of affirmative action to ensure that minority group members are afforded equal employment opportunities without discrimination, and shall make and document its conscientious and active efforts to employ and utilize minority group members and women in its work force on state contracts.

(b) This organization shall state in all solicitation or advertisements for employees that in the performance of the State contract all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex disability or marital status.

(c) At the request of the contracting agency, this organization shall request each employment agency, labor union, or authorized representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability or marital status and that such union or representative will affirmatively cooperate in the implementation of this organization's obligations herein.

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

(e) This organization will include the provisions of sections (a) through (d) of this agreement in every subcontract in such a manner that the requirements of the subChambers will be binding upon each subcontractor as to work in connection with the State contract.

Agreed to this 13 day of November, 20-23

By: [Signature]

Print: Boyd Johnson Title: Partner

_____ is designated as the Minority Business
Enterprise Liaison
(Name of Designated Liaison)

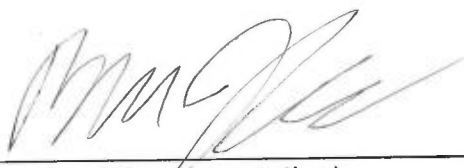
responsible for administering the Minority and Women-Owned Business Enterprises-
Equal Employment
Opportunity (M/WBE-EEO) program.

M/WBE Contract Goals

_____0___percent Minority and Women's Business Enterprise Participation

_____0___percent Minority Business Enterprise Participation

_____0___percent Women's Business Enterprise Participation



(Authorized Representative)

Title: Partner

Date: 11/13/2023



SUSAN A. DALESSANDRO
NOTARY PUBLIC, State of New York
No. 01DA4954898
Qualified in Richmond County
Commission Expires Aug. 21, 2025