



BYRON W. BROWN  
MAYOR

**CITY OF BUFFALO**  
**DEPARTMENT OF LAW**



DAVID RODRIGUEZ  
ACTING CORPORATION  
COUNSEL

**CITY OF BUFFALO DEPARTMENT OF LAW**  
**GUIDELINES FOR OUTSIDE COUNSEL**

**I. INTRODUCTION**

**A. Applicability & Purpose**

Set forth herein are Guidelines that apply to all outside counsel retained by the City of Buffalo (the "City") through the Department of Law ("DOL"). These Guidelines are intended to ensure that outside counsel afford the City the high-quality legal service to which the City is entitled and account for their work in a professional and transparent manner, while at all times remaining mindful of the necessity of conserving public resources. Outside counsel will be given a copy of these Guidelines at the inception of an engagement, and will be expected to know and strictly adhere to the Guidelines and to require that any colleagues or support personnel also participating in the matter (e.g., timekeepers, billing staff who create invoices) do so as well. The Guidelines will apply to matters currently being handled by outside counsel.

**B. Requests for Modifications**

In the event that outside counsel believe that these Guidelines, or any part thereof, are inappropriate as to a given matter, counsel may bring their concerns or requests to the attention of the DOL staff attorney assigned to be the City's principal point of contact (the "Designated Contact") on that matter. The office of Corporation Counsel or its designee will consider and pass on any such concerns or requests. DOL reserves the right to supplement or otherwise modify these Guidelines on request of outside counsel or on its own accord, if circumstances not contemplated by these guidelines make the modifications advisable.

**II. RELATIONSHIP BETWEEN CITY & OUTSIDE COUNSEL**

**A. Decision making Authority**

The official duties of the Corporation Counsel include conducting all of the law business of the City. The Corporation Counsel retains the authority and discretion to engage outside counsel on particular matters as a means of assisting and augmenting its legal staff and thereby facilitating the discharge of these and other duties.

Although outside counsel thus engaged by the City are charged with handling assigned

matters in accordance with these Guidelines, the City remains responsible for making all substantive decisions in those matters. As noted above, in order to ensure effective communication between DOL and outside counsel concerning substantive decision making and other aspects of an engagement, a DOL staff attorney will be named as the Designated Contact for each matter sent to outside counsel.

## **B. Selection of Outside Counsel**

### **1. Matters Sent to Outside Counsel**

DOL strives to staff matters exclusively with in-house attorneys, if at all possible. From time to time, however, the Department has no choice but to refer certain matters to outside counsel. More specifically, DOL typically sends matters to outside counsel for three reasons: (1) the Department does not have attorneys who have the requisite expertise in the areas of law involved; (2) conflicts of interest prevent Department attorneys from handling the matters; and (3) the Department attorneys who would staff the matters cannot take on additional work due to their existing caseloads.

### **2. Factors Considered in Selecting Outside Counsel**

If a matter is to be sent to outside counsel, the Corporation Counsel, in consultation with the DOL division, if any, principally responsible for the matter, determines which counsel to engage, taking into account certain factors that bear upon the likelihood of advancing the City's interests and ultimately achieving the desired outcome. These factors include, but are not limited to: whether the prospective counsel under consideration have previously been engaged by the City and, if so, the quality and cost-effectiveness of counsel's prior performance; the expertise of the prospective counsel; the reputation of the prospective counsel within the legal community; the relevant experience of the prospective counsel before any court or other tribunal or body involved; and the prospective counsel's knowledge and understanding of the City and the particular client department at issue. Moreover, prospective counsel who might be strong candidates for an engagement under these factors must also accept DOL's fee restrictions, including caps on maximum hourly rates for lawyers and paralegals, and not have any conflicts of interest precluding them from taking on the engagement.

### **3. Commitment of Outside Counsel to Diversity**

As a result of the above process, it is often the case that only a small number of outside counsel are highly qualified and eligible to handle the City matters in question. Whether the pool of highly qualified and eligible counsel is relatively small or large,<sup>1</sup> DOL will further consider the extent to which the candidates share the

City's and DOL's goals of facilitating the success of minority-owned businesses and promoting equal employment opportunities for all persons, irrespective of race, color, religion, sex, national origin, age, gender preference or disability.

In this regard, DOL actively seeks to engage minority-owned law firms on City matters, and requires all prospective counsel, whether or not minority-owned, to supply DOL with current demographic information for the full-time lawyers in their respective firms. See Exhibit A hereto, "LAW FIRM DEMOGRAPHIC INFORMATION". Firms are required to complete and submit the Law Firm Demographic Information form upon their initial engagement with the City and on an annual basis and/or as requested by the City.

Firms engaged by DOL are expected to make every reasonable effort to staff City matters with minority attorneys and to periodically update their Designated Contacts as to the number of minority attorneys assigned to City matters and the nature and extent of those attorneys' involvement in the matters.

### **C. Protocol**

Outside counsel should communicate directly with the Designated Contact regarding any aspect of an assigned matter. The Designated Contact (or his or her designee) will determine how counsel should proceed. For instance, counsel should consult with the Designated Contact regarding the various aspects of the matters to which counsel is assigned so that counsel and the City can jointly determine whether, for example, a particular research project is necessary, a particular deposition makes sense from an economic standpoint, or a particular document production can be completed more economically in-house. Should counsel have any substantive communications directly with any City employees outside of DOL, counsel shall report those communications to the Designated Contact that same day or as soon thereafter as is practicable.

Additionally, it is expected that outside counsel and the Designated Contact will work so closely together that periodic or specific status discussions or letters will not be necessary. As such, in all circumstances, it is essential that outside counsel keep the Designated Contact fully and currently informed about the status of matters and the import of that status, by means of prompt personal communications rather than letters summarizing work done over a period of time.

Outside counsel must not consult with any Assistant Corporation Counsel and or any Commissioners on general matters that have not been approved by the Office of Corporation Counsel. Assistant Corporation Counsels shall not seek outside legal consultations on matters not approved by Corporation Counsel and should strive to use inter office resources as much as practicable.

Outside counsel must send to the Designated Contact all documents that counsel intends to provide to, or file with, a court or a government agency that may potentially affect the final disposition of a matter, with enough lead-time to allow a meaningful review. In general, counsel should send such a document to the Designated Contact at least 48 hours before it is to be filed. Counsel should also send to the Designated Contact copies of final or as-filed documents, as well as copies of any memorandum, whether an internal research memorandum or one filed in a court, for which the City will incur a fee.

Outside counsel must immediately convey to the Designated Contact any settlement

demands and overtures. The Designated Contact will, in turn, consult with the appropriate City official(s) and will authorize settlement, if appropriate. Counsel may not enter into any settlement negotiations or settlements without prior approval of the Designated Contact. All submissions are to be in pdf. format via e-mail. Any other submission form must be approved by Designated Contact.

#### **D. Conflicts of Interest**

The City requires the undivided loyalty of its outside counsel and expects outside counsel to avoid actual and potential conflicts of interests. For purposes of these Guidelines, conflicts of interest include business conflicts as well as conflicts under applicable professional rules of ethics. It is the City's general policy not to waive conflicts, unless exceptional circumstances exist. A request that the City waive a conflict should be directed to the Corporation Counsel.

Outside counsel must investigate potential conflicts of interest before beginning working on a matter and must inform the Designated Contact of any potential or actual conflicts of interest as soon as counsel becomes aware thereof. Unless counsel specifically raises a conflict of interest, and DOL acknowledges and waives the conflict in writing, counsel will fully reimburse the City for additional costs subsequently incurred due to such conflict, including, where appropriate, the cost of substitute counsel becoming familiar with the matter. The City will not reimburse counsel for the time or cost of a conflicts check.

#### **E. Media Relations**

The City does not authorize outside counsel to comment publicly on City matters or to issue any statements or press releases in connection with any matter of engagement for the City, without the express advance consent of the City. Counsel should refer to the Designated Contact all media inquiries, or failing that, to City of Buffalo's Communications Director Peter Cutler 716-851-5841 or cell 716- 316-3721 .

### **III. PROJECTION OF FEES & EXPENSES**

#### **A. Setting of Rates**

At the time of initial engagement, outside counsel must furnish the Corporation Counsel with a schedule of hourly rates that counsel proposes to charge to the City for partners, associates, and paralegals, respectively, with an informative key describing the basis for distinguishing between rates, such as years in practice or years of service to counsel's firm. The rates ultimately agreed upon will apply for a period of no less than one year from the date of engagement, and counsel may only change these rates upon prior written approval of the Corporation Counsel. Proposed changes in the agreed upon rate(s)

(whether by general increase or by virtue of a lawyer's progressing to the next degree of seniority) shall be provided to the Corporation Counsel no later than 60 days before the proposed effective date.

The Corporation Counsel may request that outside counsel consider alternative fee arrangements, such as but not limited to, a fixed fee or retainer, for certain matters.

### **B. Submission of Budget**

For each matter, outside counsel are required to provide the Designated Contact with a budget. Legal fees may not exceed the budgeted amount without prior approval from the Designated Contact.

The budget must specifically include the work that outside counsel will perform, the identity and the billing rate of each attorney and paralegal assigned to the matter, and the amount of time counsel expects the work to take. Of course, outside counsel are expected to stay within their budgets absent truly unforeseen or exceptional circumstances. If it appears that outside counsel may exceed the budget on a particular matter, counsel must immediately notify the Designated Contact, provide a written explanation for the prospective variance, and obtain the approval of the Designated Contact for the enlarged budget.

If a staffing change affecting the budget should occur, counsel should update the budget and notify the Designated Contact in writing of the staffing change. (Please note that the City will not pay for time spent in preparing budgets or monthly bills.)

### **C. END OF CITY FISCAL YEAR FEE PROJECTIONS**

The City of Buffalo's fiscal year begins on the first day of July and ends on the last day of June of the following year. On many occasions, legal services provided by outside counsel continues from one fiscal year into the next fiscal year.

Outside counsel shall submit to the Office of Corporation Counsel a reasonable estimate of the time charges they expect will apply to all matters they are handling for the City up to the last day of June of the current fiscal year.

The projected fees shall be submitted no later than May 1<sup>st</sup> of the current fiscal year together with a summary of outstanding totals due from the City.

## **IV. STAFFING & SUPERVISION OF MATTERS SENT TO OUTSIDE COUNSEL**

### **A. Attorneys**

When it retains outside counsel to work on a City matter, DOL expects that the specific lawyer(s) with whom the engagement is established ("lead counsel") will be directly and intimately involved in that matter throughout its course, unless DOL agrees otherwise. DOL also expects outside counsel to consult with DOL regarding other lawyers they are considering assigning to work on any City matters. Lead counsel may not assign additional lawyers to any City matter without prior approval from the Designated Contact, and DOL will not consider time expenditures for such lawyers absent such approval.

Moreover, DOL expects that outside counsel will not:

- overstaff City matters;
- shift assigned personnel, except when absolutely necessary;
- charge for learning time of newly assigned lawyers when a shift in personnel is warranted;
- authorize premature or peripheral legal or factual research;
- hold non-substantive internal “conferences” about City matters;
- write status reports, unless requested;
- submit charges at a new rate prior to the new rate being approved by the City;
- charge for routinely digesting, abstracting, or summarizing documents and depositions, absent specific agreement otherwise; and
- handle specific tasks through persons who are either over-qualified (e.g., routine document review by a senior lawyer) or under-qualified (e.g., extensive research of general principles of law by junior associates).

## **B. Paralegals**

Examples of activities that a paralegal should generally perform are:

- preparing first drafts of basic forms and documents;
- preparing and filing UCC statements;
- ordering searches such as title or legal records searches;
- ordering public records documents for closings;
- organizing materials that require professional judgment (a detailed billing description is required - a billing description merely stating “organizing materials” will be interpreted as administrative and, thus, non-billable);
- preparing and filing a proof of claim in a bankruptcy case;
- organizing and re-organizing files that involve case documents such as separating and cataloguing responses to requests for production of documents (a detailed billing description is required - a billing description merely stating “organizing files” will be interpreted as administrative and, thus, non-billable);
- indexing file material if professional judgment with respect to categorization is required;
- preparing subpoenas or notices for deposition, entry of appearance, substitution of counsel, interrogatories, requests to produce, jury trial demands, and other routine litigation documents;
- summarizing answers to interrogatories;
- preparing records requests and subpoenas;
- summarizing employment and other records;
- abstracting or digesting depositions; and
- summarizing document production.

## **C. Experts, Consultants and Vendors**

The selection and retention of appraisers, experts, consultants and vendors such as appellate printing services, court reporters must be coordinated with and approved by the Designated Contact. Outside counsel must itemize these charges on their bills. Outside Counsel may send these directly to the City for payment, or include with their billing submission.

The City will pay the actual cost of services such as printing and the acquisition of specific materials by appraisers, experts, consultants and others if the Designated Contact approves such expenses in advance.

#### **D. Investigators & File Management/Copy Services**

The resources of the City of Buffalo Law Department's Investigations Division should be utilized for your projects to address the following needs:

- records search to locate a witness, also known as a Skip Trace
- copy of New York Secretary of State Driver's Abstract
- service of Subpoenas Duces Tecum and other pleadings upon professional and governmental offices located within Erie County

Requests are to be submitted to the Corporation Counsel utilizing the Investigator Request Form. See Exhibit B hereto. Request Forms should be faxed to (716) 851-4105 to the attention of the Corporation Counsel. A separate Request Form should be submitted for each person or record to be located or subpoena to be served. The Division will need no less than three business days after the date of receipt of the Request to complete it.

The resources of DOL should be the starting point for outside counsel's projects. For instance, it may be more efficient for DOL personnel to gather and review files. Likewise, for certain research activities (including legal research), or for business, economic, financial or historical information, outside counsel are expected to look to the information and experience available through DOL as a primary source. Accordingly, counsel must discuss in advance with the Designated Contact any significant research projects and other non-routine activities that may involve the expenditure of considerable time.

### **V. BILLABLE & NON-BILLABLE ITEMS**

#### **A. Expenses & Disbursements**

The City will reimburse outside counsel for out-of-pocket expenses that have received prior approval by the Designated Contact. The City will not pay for the following charges, unless prior approval has been obtained from the Designated Counsel and the appropriate portions of the bill specify that the charges have been "Authorized by [Designated Contact name]" and indicate the date of the authorization:

- secretarial, clerical or word processing services (normal, temporary or overtime);
- any other staff service charges, such as filing, document preparation or proofreading, regardless of when or how incurred;
- administrative services (including file creation, file organization and maintenance; "clearing conflicts" and personnel training);
- accounting services;
- photocopy expenses;
- facsimile charges
- local telephone expenses;
- office supplies;

- charges for business meals or refreshments (unless related to out-of-town travel);
- local travel expenses including mileage under 100 miles, toll charges, parking fees, train and cab fares;
- in-house messenger services;
- purchase of equipment such as copiers, fax machines, computers, software, postal machines, scanning equipment, CD writers, etc. (rental of equipment is discouraged, particularly if the rental fees involved would approach or exceed the cost of purchasing the equipment at issue);
- computerized research;
- normal postage;
- charges associated with preparing a bill or negotiating disputes over bills;
- meals and transportation charges
- library books, periodicals, etc.;
- hardware, software, database consultants or technical support;
- storage fees;
- cellular or mobile phone charges;
- secretaries, librarians, law clerks, billing clerks, case clerks, data processors or summer associates; and
- Costs associated with investigative services that should be handled by the City of Buffalo Law Department's Investigations Division

Unless otherwise covered by a specific agreement in advance, the City will pay for separately itemized expenses and disbursements only as follows:

- Paralegals. DOL will pay for paralegal assistance at the agreed upon rate.
- Messenger Services. DOL will reimburse outside counsel for actual charges billed to counsel for deliveries (including overnight express) that are necessary. DOL does not expect all documents to be hand-delivered or sent by over-night express; indeed, all decisions about modes of delivery, from hand delivery to electronic transmission, must be made with due regard for need, economy and good sense.
- Attorney Time. The City prefers to pay for only one attorney to attend depositions, meetings, or arguments. The City recognizes that an engagement may require additional people as identified in counsel's budget (e.g., for trials and major hearings). Counsel must obtain prior approval from the Designated Counsel if counsel plans to bill time for more than one attorney to attend a meeting, trial, or hearing. If counsel receives prior approval for more than one biller to attend any of the above listed events, counsel should note in the billing charge the approval date and the name of the Designated Contact.

The City will not pay charges, however designated on counsel's bill, attributable specially to weekend work (other than charges in the permitted categories detailed in this section, whenever they are incurred), or for air conditioning, heating, office machine attendants, lighting, parking, employee meals or transportation, clerical assistance, or other costs associated with the maintenance of a law office.

## **B. Vague Descriptions**

In addition to the above restrictions, DOL will not approve payment for vague categories of expenses described, for instance, as “miscellaneous” or “other.” Generic and general activity descriptions that lack specificity, such as the following examples, are not appropriate:

- Arrangements with \_\_\_\_\_
- Conference with \_\_\_\_\_
- Discussion with \_\_\_\_\_
- Meeting with \_\_\_\_\_
- Discovery
- Work on file
- Research
- Motion work
- Review/draft document
- Receipt of documents
- Prepare correspondence
- Review correspondence
- Review case and issues
- Telephone call
- Meeting preparation
- Closing preparation
- Update strategy
- Work on project
- General or miscellaneous Labor Services

Billings for telephone conversations must specifically describe the parties and purpose of the call. Any correspondence, pleading, and other document that is prepared or reviewed must be distinctly identified and described. The addition of “re” to a description is appropriate. (e.g., "Phone conference with witness Smith re what he saw at the scene"). Outside counsel must thoroughly describe any issue(s) requiring legal research time.

## **C. Prohibition Against Reimbursement for Unauthorized Legal Fees**

As described in these Guidelines, the cooperative and collaborative relationship between DOL and outside counsel assigned to City legal matters helps the City guide and monitor counsel's representation, and make key decisions as to the conduct and ultimate disposition of these matters.

For these reasons, DOL will normally not approve requests for reimbursement of legal fees and expenses already incurred by current or former City officials or employees

without the Corporation Counsel's prior approval of the retention of the outside lawyer(s). A current or former City official or employee may seek such reimbursement by submitting a written request to the Corporation Counsel demonstrating (1) that the failure to seek the Corporation Counsel's prior approval for the retention of the outside lawyer(s) was justifiable, (2) that the legal services for which fees and/or expenses were incurred related to conduct that was within the scope of the officer's or employee's employment, and (3) and that the fees and expenses were described and otherwise billed in a manner consistent with these Guidelines. (Lack of knowledge of either these Guidelines generally, or the ability to seek the Corporation Counsel's advance approval of outside counsel specifically, does not justify the failure to obtain such approval.) The Corporation Counsel will not unreasonably deny such requests and may approve such requests, in whole or in part, as deemed appropriate.

#### **D. Prohibition Against Reimbursement for Administrative or Clerical Functions**

The City will only pay for work performed by professionals (i.e., attorneys or paralegals), and will not pay an hourly or flat rate or fee for work that is secretarial, clerical, or administrative in nature, irrespective of the seniority of the person performing the task. Examples of such secretarial, clerical, or administrative work include but not limited to:

- scheduling meetings and appointments;
- making travel arrangements;
- maintaining calendars;
- filing, organizing or reorganizing files;
- date-stamping or Bates stamping documents;
- tabbing or indexing file materials (unless professional judgment as to the index categories must be used);
- faxing documents;
- photocopying documents;
- proofreading documents;
- scanning or coding documents;
- pick-up or delivery of documents and records;
- preparing documents for mailing or shipping;
- creating and organizing binders, notebooks (witness and trial), folders, files, etc.;
- ordering vendor services and providing instructions to vendors;
- processing vendor bills;
- collating;
- data processing;
- notice of filing;
- organizing files for storage;
- updating lists;
- copying and binding documents;
- inventorying documents;
- preparing enclosure or transmittal letters;
- preparing invoices and negotiating billing questions;
- “file opening” and “file closing”;
- preparation of proofs of service; and

- locating addresses and telephone numbers.

## **E. Legal Research**

Outside counsel should obtain prior approval from the Designated Contact before conducting a legal research project that is expected to exceed ten hours. When seeking approval, counsel should be prepared to address the following issues:

- the purpose of the research;
- who will perform the research;
- whether the research can be performed effectively by lower-level personnel;
- whether the firm has previously conducted research on these or similar issues;
- whether the attorney has access to prior research on the same topic; and
- the approximate number of hours needed to complete the research.

Outside counsel should not charge the City for routine research. DOL considers as routine research concerning any matters of common knowledge among reasonably experienced counsel in the Buffalo-land area. Where circumstances exist that enable counsel to use counsel's data banks, counsel should only charge the City for research connected with updating previously researched materials. DOL expects that counsel will use paralegals or junior associates for research matters, and avoid having partners or senior associates devote extensive time to research. Counsel should forward copies of research products that are prepared for a City matter to the Designated Contact.

## **F. Office Conferences**

Intra-office conferences that deal with substantive issues pertaining to the matter are reimbursable when outside counsel provides a thorough description of the purpose of the conference. Generally, no more than two staff members should bill for an intra-office conference. The City will only pay for reasonable amounts of time expended on such conferences.

## **G. Reviewing Files**

Outside counsel shall not charge the City for general diary or status file reviews. Similarly, counsel shall not bill the City if an event does not precipitate a file review (such as a telephone call or receipt of correspondence) or does not result in the creation of any tangible work product. The City will not pay for the review of a file by a party who is merely supervising the work of another law firm employee. DOL considers such supervision to be part of the firm's overhead and already contained in the firm's hourly rate structure. DOL will not authorize payment for a billing charge that states "file review" without more detail as to the purpose.

The City will not pay for time spent by newly assigned attorneys or paralegals to familiarize themselves with a matter on which staffing has changed while the matter is in progress. If, however, the change in staff was made at the request of the Designated

Contact, the City will pay reasonable costs associated with reviewing the files. Any billing entry for file reviews associated with staff changes should state that the Designated Contact approved the staff change and the associated file review.

## **VI. PREPARATION OF INVOICES**

### **A. Timeline & Format**

The City will pay only for hours and appropriate disbursements incurred in the month prior to the billing date for matters that are active. Charges that are 90 days or older may incur excessive payment delays.

Outside counsel must send a separate invoice for each matter to which counsel is assigned. DOL requests that counsel send its invoices directly to Office of Corporation Counsel. The format of the itemized statement must include the following information for each matter:

- The name or title of the matter;
- Case number and description of matter;
- A unique invoice number for the particular bill;
- Your taxpayer identification number;
- The name of the Designated Contact;
- Law Department Division;
- Law Department Deputy and/or Chief;
- Designated/Billing Contact;
- The inclusive dates of the month covered by the bill;
- Date of invoice;
- Date(s) of the service;
- Hourly rate or each attorney, paralegal, expert or other professional;
- Name of the person(s) who performed the work billed;
- Full description of each charge (For each charge requiring prior approval - notation of prior approval date and name of Designated Contact giving approval);
- Time spent in .10 increments;
- Itemized description of all disbursements and the actual or permissible charge for each disbursement; and
- Timekeeper Summary.

### **B. Return of Invoices for Correction**

DOL will automatically return invoices for correction or completion if any of the following circumstances are present:

- No matter title or unique invoice number;
- Block billed fees;
- Billing errors; and
- Math errors.

After correcting improper charges, outside counsel may submit a corrected invoice for processing.

### **C. Minimum Charges**

Outside counsel can complete many routine tasks (e.g., phone calls, letters) in less than 6 minutes. Accordingly, the only acceptable minimum billing time charge is .10 (one-tenth of an hour). For tasks that exceed 6 minutes, outside counsel should only bill the City for the actual time spent rendering the service.

### **D. Prohibition Against Block Billing**

The City will not pay for “block billed entries,” that is, a line item with a single time charge for multiple activities or disbursements. A time charge must accompany each fee activity, and outside counsel must itemize each disbursement entry. For example, the following formats would not be acceptable:

- 10/2/00 Phone conference with Hargrove re deposition; conference with client re same; prepare substantive changes to Answer; attend deposition of Hargrove.
  - 7.00 Hours
  - 10/2/00 Out-of-Town travel expenses \$125.00

The following examples represent a proper breakdown of those activities and disbursements:

- 10/2/00 Phone conference with witness Hargrove re deposition (.20); conference with client re same (.50); prepare substantive changes to Answer (3.20); attend deposition of Hargrove (3.00): total 7.90

Outside counsel should clearly show the total of the current bill and also include a running total for the matter to date. Prior balances or payment history should be shown, if at all, on a separate page. Outside counsel must include with the statement both time sheet or diary detail for time charges and copies of invoices or internal data compilations for all disbursements.

## **VII. INVOICE SUBMISSION INSTRUCTIONS**

**All invoices should be submitted to Office of Corporation Counsel, 1101 City Hall, 65 Niagara Square, Buffalo NY 14202.**

## **VIII. ACCEPTANCE OF TERMS**

These Guidelines constitute the terms and conditions of the City of Buffalo’s retention of outside counsel. Outside counsel’s acceptance of an offer of engagement constitutes an agreement to comply with the terms and conditions set forth in these Guidelines. See Exhibit C hereto. Outside counsel must discuss questions concerning the applicability of these Guidelines with the Designated Contact before proceeding on a course of action not specifically authorized.

**CITY OF BUFFALO DEPARTMENT OF LAW  
GUIDELINES FOR OUTSIDE COUNSEL -- EXHIBIT A  
LAW FIRM DEMOGRAPHIC INFORMATION**

The City of Buffalo is committed to facilitating the success of minority- and women-owned businesses and to promoting equal employment opportunities for all persons, regardless of race, color, religion, sex, national origin, age or disability. In furtherance of this commitment, and in the consideration of your law firm for possible engagement by the City of Buffalo, the Department of Law requires that your firm provide the demographic information requested below.

**FEMALE MALE  
DEMOGRAPHIC CATEGORY  
(BY LAWYER CLASSIFICATION) # % # %**

**Partners**  
White  
Black  
Hispanic  
American Indian / Alaskan  
Asian / Pacific Islander  
Multi-racial  
Openly GLBT (Gay, Lesbian, Bi-sexual, Transgender)

**Associates**  
White  
Black  
Hispanic  
American Indian / Alaskan  
Asian / Pacific Islander  
Multi-racial  
Openly GLBT (Gay, Lesbian, Bi-sexual, Transgender)

**All Full-Time Lawyers**  
White  
Black  
Hispanic  
American Indian / Alaskan  
Asian / Pacific Islander  
Multi-racial  
Openly GLBT (Gay, Lesbian, Bi-sexual, Transgender)

**BY:** \_\_\_\_\_

**FIRM:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

**CITY OF BUFFALO DEPARTMENT OF LAW  
GUIDELINES FOR OUTSIDE COUNSEL -- EXHIBIT B  
INVESTIGATOR REQUEST FORM**

CITY OF BUFFALO LAW DEPARTMENT  
INVESTIGATIONS DIVISION

**Investigator Request Form (for use by Outside Counsel)**  
**FAX TO (716) 851-4105 ATTN: CORPORATION COUNSEL**

CASE NAME: \_\_\_\_\_ CASE #: \_\_\_\_\_  
REQUESTOR NAME: \_\_\_\_\_  
FIRM NAME: \_\_\_\_\_  
ADDRESS: \_\_\_\_\_  
PHONE #: (\_\_\_\_) \_\_\_\_\_  
DATE OF REQUEST: \_\_\_\_\_ DATE NEEDED: \_\_\_\_\_  
SEE ATTACHMENTS? \_\_\_ YES \_\_\_ NO (NUMBER OF PAGES \_\_\_\_\_)  
CALL REQUESTOR FIRST? \_\_\_ YES \_\_\_ NO

**TYPE OF REQUEST**

- \_\_\_ RECORDS SEARCH TO LOCATE WITNESS (SKIP TRACE)
- \_\_\_ NEW YORK SECRETARY OF STATE DRIVER'S ABSTRACT
- \_\_\_ SERVICE OF SUBPOENA DUCES TECUM WITHIN ERIE COUNTY

Please include as many identifiers as possible, such as NAME, ALIAS, ADDRESS, PHONE#, SEX, RACE, DATE OF BIRTH, SOCIAL SECURITY#, DRIVERS LICENSE#, IR#, CB#, EMPLOYER, etc.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*(For internal use only)*

DATE RECEIVED: \_\_\_\_\_ ASSIGNED BY: \_\_\_\_\_  
DATE ASSIGNED: \_\_\_\_\_ ASSIGNED TO: \_\_\_\_\_  
NAME PHONE # \_\_\_\_\_  
DATE COMPLETED: \_\_\_\_\_ TRACKING #: \_\_\_\_\_

**CITY OF BUFFALO DEPARTMENT OF LAW  
GUIDELINES FOR OUTSIDE COUNSEL -- EXHIBIT C  
ACKNOWLEDGEMENT OF RECEIPT & ACCEPTANCE OF TERMS**

I hereby acknowledge receipt of the Guidelines. I have read, understand and agree on behalf of the firm, to comply with the Guidelines. I represent to you that all attorneys, paralegals, paraprofessionals, employees, agents, servants, and workers of the firm, shall use their best efforts to comply with the Guidelines.

BY: \_\_\_\_\_  
FIRM: \_\_\_\_\_  
DATE: \_\_\_\_\_

**ACCEPTANCE OF PAYMENT/  
RIGHT TO AUDIT BY THE CITY OF BUFFALO**

I hereby acknowledge and agree, on behalf of the firm, that payment by the City of Buffalo of any bill, at any time, does not constitute a course of dealing and does not constitute a waiver of the City of Buffalo's right to subsequently question, dispute, request reimbursement of, compromise, or request repayment or future credit for any bill or invoice previously paid. I also agree and understand, on behalf of the firm, that the City of Buffalo has the right to audit all bills or files that are or have been the subject matter of billing by my firm to the City of Buffalo. I understand and agree that such an audit may require the firm to produce any and all documentation which would support the billing submitted by the firm and also that the firm would produce any individual who has submitted billing on behalf of the firm, as well as any firm personnel who would have knowledge or information regarding any billing and that the firm shall produce those individuals to answer any questions referable to the billings. I also agree and acknowledge that the City of Buffalo may utilize its personnel, or any other party, person, corporation or entity designated by the City of Buffalo to conduct any such audit.

BY: \_\_\_\_\_  
FIRM: \_\_\_\_\_  
DATE: \_\_\_\_\_