Request for Proposals
For Professional Legal Services

Issued: December 15, 2016
Questions Due: January 6, 2017
Response Due: January 27, 2017
The Village of Fairport Office of Community + Economic Development houses the following entities, which are related through a common board of directors and staff:

The **Village of Fairport Urban Renewal Agency** (FURA) was established by New York State Legislature to revitalize and redevelop urban areas in Fairport, which is accomplished through several programs. The loan portfolio is comprised of residential and mixed-use commercial loans that improve the housing conditions of families and revitalize neighborhoods. FURA administers the Village of Fairport Section 8 Housing Choice Voucher Program, a program of the U.S. Department of Housing and Urban Development that assists very low-income families, the elderly, and the disabled to afford decent, safe, and sanitary housing in the private market. Additionally, the Homeowner Home Improvement Grant Program awards grants to income-eligible seniors and disabled homeowners for essential and/or safety-related home improvements or repairs.

The **Village of Fairport Industrial Development Agency** (FIDA), pursuant to the Authority granted by the State of New York, works to advance the job opportunities, health, general prosperity and economic welfare of the people of the Village of Fairport, by actively working to promote, attract, encourage and develop recreation, economically sound commerce and industry, for the purpose of preventing unemployment and economic deterioration. FIDA, utilizing the powers granted to it by New York State, provides financial assistance to qualified projects including conduit bond financing, lease/leasebacks, and exemptions from taxation.

The **Village of Fairport Local Development Corporation** (FLDC), a Not-For-Profit Local Development Corporation under Section 1411 of the Not-For-Profit Corporation law of the State of New York, was formed and operates exclusively to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, lessen the burdens of government, and act in the public interest by undertaking certain financings including, but not limited to the issuance of tax-exempt and taxable bonds, notes and other instruments. The loan portfolio includes financing for working capital and fixed assets.

Detailed information on the FURA, FIDA and FLDC can be found on the website [www.fairportoced.org](http://www.fairportoced.org).
PURPOSE OF REQUEST FOR PROPOSAL

The purpose of this Request for Proposal ("RFP") is to identify suitable attorney(s) to act on behalf of the Village of Fairport Urban Renewal Agency ("FURA"), the Village of Fairport Industrial Development Agency ("FIDA") and/or the Village of Fairport Local Development Corporation ("FLDC") in connection with specific legal issues that may arise from time to time including, but not limited to acting as 1) General Counsel; 2) Transaction/Loan Counsel; 3) Parliamentarian; and municipal law issues generally.

It is the responsibility of the respondent to inquire about and clarify any aspect of the RFP that is not understood. Any questions related to this RFP must be submitted in writing via email to Martha Malone, Executive Director, at marthamalone@fairportny.com and received no later than January 6, 2017. All questions will be answered in writing before January 13, 2017 and copies of the questions and answers will be distributed to all RFP recipients simultaneously.

INSTRUCTIONS

Separate Proposals Required – As separate legal entities, each entity (the FIDA, FURA and FLDC) requires a separate and distinct proposal for its board to consider.

Four (4) paper copies, and one (1) electronic copy of your response to this RFP and request for information contained herein should be submitted no later than January 27, 2017 by 4:00 pm local time to the following address:

Martha M. Malone, Executive Director
Fairport Office of Community + Economic Development
31 S. Main Street
Fairport, New York 14450

Packages must be marked: PROPOSAL - LEGAL SERVICES. Late proposals will not be accepted and will be marked “LATE” and returned unopened.

GENERAL TERMS AND CONDITIONS

The successful bidder(s) will be required to execute a contract with each entity (the FIDA, FURA and FLDC), in a form acceptable to each entity. The term of the contract will be for one year, renewable at the discretion of the entity up to four times for a possible total of five (5) years. Each entity, at their sole discretion, may terminate the contract at any time.

Submission of a response indicates acceptance by the firm of the conditions contained in this RFP, unless clearly and specifically noted in the proposal submitted and confirmed in the contract between the entity and the firm selected.

This RFP does not commit the entity to negotiate a contract, nor does it obligate the entity to pay for any costs incurred in preparation and submission of proposals or costs incurred prior to entering into a formal contract.
PROPOSED SERVICES

The following summarizes services that are anticipated to be required under this request for proposals:

1. Proactively advise the FURA/FIDA/FLDC in all corporate matters with respect to case law, statutes and regulations pertinent to the entity and its operations;

2. Proactively provide legal counsel and advice on compliance with various Federal and State laws and regulations, including the New York State Public Authorities Accountability Act (PAAA), Public Authorities Reform Act (PARA), and related best practices;

3. Proactively provide legal counsel and advice on compliance with the rules and regulations governing: tax incentive products, SEQRA, FOIL, Section 8 Housing Choice Voucher Program, Federal & State grant programs, historic tax credits, increment financing, and other economic development partners and programs;

4. Provide counsel and support to staff when they consult with prospective clients about possible deal structures, eligibility issues and other related matters;

5. Serve as counsel in connection with the negotiation and documentation of projects and loans including loan documentation, loan workouts, borrower bankruptcy filings, and general legal matters.

6. Attend Board meetings and, on occasion, committee meetings to provide guidance to Board members on proper procedures of meetings;

7. Prepare Resolutions on Projects and Other Matters voted on by the FURA/FIDA/FLDC Board of Directors;

8. Prepare all documentation required to successfully execute and deliver FURA/FIDA/FLDC approved projects, not limited to executed Lease or Loan Agreements;

9. If applicable, transition outstanding legal matters from the current General Counsel and/or conflict counsel.
PROPOSAL REQUIREMENTS

Please provide the following:

1. Qualifications and Experience of the Firm

a) Firm’s Similar Clients/Client Service: List the firm’s most significant clients serviced within the last five (5) years that are similar to the FURA/FIDA/FLDC. Indicate the primary office and personnel that serviced these clients. Also, describe if the firm has any programs, policies or measures in place to ensure timely responses and client satisfaction.

b) Firm’s Structure: Describe the firm’s head office location and the number and size of its local/regional office(s) and length of time in business.

c) Firm’s Bench Strength: Indicate the breadth and depth of the firm’s specialized resources to handle unique legal matters. Identify the firm’s alliances or affiliations with other firms or organizations to share knowledge and resources.

d) Conflict of Interest: Provide a description of (i) any material arrangements, relationships or other employment that the firm or any firm employee has with any persons or entities that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of the FURA/FIDA/FLDC, (ii) any family relationship that any employee of the firm has with any FURA/FIDA/FLDC public servant that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of the FURA/FIDA/FLDC, and (iii) any other matter that the firm believes may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of the FURA/FIDA/FLDC. Please describe any procedures the firm either has, or would adopt, to assure the FURA/FIDA/FLDC that a conflict of interest would either not exist or not be a significant problem for the firm or FURA/FIDA/FLDC.

2. Compensation

a) Fee Schedule: Please set forth the attorney’s fee schedule and describe how time is to be billed (i.e., to the nearest tenth of an hour, quarter of an hour, half hour, etc.) If more than one person from a firm is expected to work on behalf of legal matters described herein, identify those attorneys or paralegals by individual name, type of FURA/FIDA/FLDC legal matters they would work on, and their billing rate. Identify when the attorney was admitted to practice in the state of New York, their ownership status in the law firm, and how long so-designated at the firm. If a paralegal, please set forth the number of years of experience the paralegal has in New York practice. For loan closing services, bidders must provide proposed flat fee to be billed to FURA/FLDC clients.

b) Expenses and Costs: Your proposal should include any additional costs or fees your firm charges for postage and mailing, or any other costs and fees which are not part of the above compensation, if applicable. In addition, firms hired, on occasion, are required to submit responses to our outside auditors regarding pending or threatened litigation or the scope of the work performed by the firm. If your firm charges for such a response, the amount of such charge should be reflected in your proposal.
Review of Proposals

The Executive Director and the Governance Committee of the Board of Directors will initially evaluate each firm’s proposal. Proposals that do not meet the following minimum requirements and those which are not responsive or not responsible (which includes, but is not limited to, the bidder’s qualifications, financial stability, legal authority, integrity and performance) will not be given further consideration.

Minimum Requirements:
   a) Submission of complete response by due date/time.
   b) Firm authorized to do business in New York State.

Final selection will be made by resolution of the full Board of Directors of FURA/FIDA/FLDC.

Right to Reject Proposals

The FURA/FIDA/FLDC reserves the right without prejudice to reject any or all proposals and to waive any informalities therein or in the selection process.

During the evaluation process, the Governance Committee reserves the right, where it may serve the FURA/FIDA/FLDC’s best interest, to request additional information or clarifications from firms, or to allow corrections of errors or omissions.

The FURA/FIDA/FLDC reserves the right to retain all proposals submitted and use any idea in a proposal regardless of whether that proposal is selected.

Proposals submitted under this request for proposal are subject to public disclosure under the New York State Freedom of Information Law. If bidders do not want certain data disclosed for any purpose other than for evaluating the proposal, the bidder must identify the reason for the restriction and the pages of the proposal which they wish to have restricted, if allowed by law.

Thank you for expressing an interest in providing legal services on behalf of the Village of Fairport Urban Renewal Agency, Village of Fairport Industrial Development Agency and the Village of Fairport Local Development Corporation.