

SARATOGA COUNTY PROSPERITY PARTNERSHIP, INC.

Request for Proposals: Legal Services

July 7, 2014

Background:

Pursuant to Saratoga County Board of Supervisors resolution number 106-2014 adopted on May 20, 2014 (the "County Resolution"), the County of Saratoga, New York (the "County") authorized, among other things, the establishment of the Saratoga County Prosperity Partnership, Inc. (the "Corporation") as a local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation law ("N-PCL"). Pursuant to the County Resolution and N-PCL Section 1411 (hereinafter referred to as the "Act"), a Certificate of Incorporation (the "Certificate") establishing the Corporation was filed on May 29, 2014.

The Corporation is a "local authority" as defined pursuant to Section 2 of the Public Authorities Law ("PAL") of the State, the provisions of the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York ("PAAA") and has adopted certain policies, standards and procedures to comply with the provisions of the PAAA, Open Meetings Law and Freedom of Information Law. The County serves as the sole member of the Corporation, and as of the date hereof has appointed ten (10) directors to oversee the Corporation's programs and management. Among the top priorities of the Corporation are the pursuit of the vision, guiding principle and goals set forth within the Economic Development Strategic Plan, dated March 2014, as developed for the County by TIP Strategies (the "Plan").

The Corporation's organizational activities will continue over the next few months, including the hiring of key staff and development of priority programs and projects.

The Corporation is seeking proposals and statement of qualifications from qualified firms to provide legal services as described herein.

Scope of Services:

The Corporation seeks to engage a qualified law firm or firms to provide a Scope of Services that may include from time to time, and at the Corporation's request and direction, services that relate to not only PAAA, but also the Public Authority Reform Act of 2009 ("PARA"), the Open Meetings Law, FOIL, Procurement Lobbying Act, and other statutory and regulatory matters affecting the Corporation's operations and activities; general economic development matters that may include program administration, grant writing and other technical services the Corporation may require from time to time; and transaction counsel services, including the provision of legal services in connection with the Corporation's deployment of economic development projects, real estate acquisition and disposition, lending, environmental issues and regulatory compliance. The Corporation's desired Scope of Services will include, but not be limited to:

- i) General Corporate Matters – the Corporation requires legal services for ongoing governance, financial, human resource, labor and operational matters, including by-law and policy review and adoption, assistance with committees and programming, Corporation programmatic funding matters and general contractual matters.
- ii) General Compliance Matters – the Corporation requires legal services for ongoing compliance matters, including PAAA and PARA compliance, procurement and property disposition compliance, and ongoing compliance with SEQRA, FOIL, Open Meetings and other regulatory matters affecting the Client’s ongoing operations.
- iii) General Economic Development Matters – the Corporation may require legal and non-legal technical services in furtherance of the Corporation’s programs, including program development, grant writing and technical guidance in connection with the deployment of Corporation programs with other Federal, State and local financial incentives. Respondents should outline whether they can provide non-attorney specialists that can provide cost-effective economic development support services that include grant writing and compliance activities in furtherance of PAAA and PARA (including support with PARIS reporting); and
- iv) Transaction Counsel Services – the Corporation seeks transaction counsel services that will entail working on behalf of the Corporation in connection with economic development projects that may include real estate acquisition, lending, non-recourse and recourse bond issuances, bundling of incentives and tax credit financings.

Proposals and Qualifications:

Proposals for the Scope of Services are sought for a 3-year period to be renewable by the parties annually. The closing date for receipt of Proposals is July 23, 2014. Following review, selected firms may be invited to meet with Corporation board members prior to final selection. The engaged firm will be expected to attend regular meetings of the Corporation’s Board of Directors and various subcommittees.

The Proposal should include at least the following:

1. **Firm Description**
 - a. Specify the names, addresses and brief biographies of the lead attorney and other involved attorneys.
 - b. Describe the firm’s history and its current practice areas.
2. **Experience**
 - a. List the names of industrial development agencies, local development corporations or other similar public authorities in New York State for which you presently serve as general, transaction or bond counsel. List specifics with respect

to experience regarding LDC formation, organization, administration, and compliance with PAAA and PARA.

- b. Describe your firm's recent experience providing general counsel services to the clients listed in Part 2(a).
- c. Describe your firm's recent experience in drafting legislation for submission by the clients listed in Part 2(a) to the State or County Legislatures, or defending such clients in litigation or regulatory proceedings.
- d. Describe your firm's experience handling LDC loan programs and transactions, along with any experience handling public funding contracts between municipalities and LDCs.
- e. If Redbook qualified, list examples of up to five recent bond issues in which you have participated as bond counsel for the clients listed in Part 2(a), and provide a brief description of the financings.
- f. Provide the firm's track record in working with federal, state, regional governmental agencies and foundations on grant writing and program administration. Please provide a list of relevant awarded projects citing the amount, date of funding received the source of funding (agency) and community. Also client contact names, titles, and phone numbers.
- g. Provide current list of municipal and other economic development entities or organizations represented within 50 miles of Saratoga County (name of community, description of work).
- h. Provide list of clients that firm submitted CFA applications and outcome during the past 3 years.
- i. Provide up to three references, with names, addresses, telephone numbers and email addresses, from the clients listed in Part 2(a).

3. Costs

- a. Describe how your firm would propose to be compensated for legal counsel activities.

4. Additional Questions

- a. Describe how your firm would regularly provide information to the Corporation regarding major pending or enacted legislation and regulations that might affect the Corporation's programs, activities, bond issuances or other operations.
- b. Describe your firm's professional liability insurance coverage and any pending claims against the firm by entities similar to the Corporation.
- c. Describe any pending professional discipline claims against the firm or its attorneys involving entities similar to the Corporation.
- d. Describe any unique qualities of the firm that might be relevant to this representation.

5. Submission of the Proposal

- a. The Proposal should not exceed 20 pages.

- b. Please provide one original and ten (10) copies of the Proposal.
- c. Date Due: July 23, 2104.
- d. Time Due: 3 P.M.
- e. Place Due: Saratoga County Administrator's Office, 40 McMaster Street, Ballston Spa, New York 12020. Attn: John Lawler, Chairman

The Corporation reserves the right to modify or withdraw this Request, to waive any requirements of it, to require supplemental information, and to reject any or all Proposals if the Corporation, in its sole discretion, deems it in the public interest to do so.

Any Proposal will be prepared at the sole expense of the law firm. Responses will be subject to disclosure under FOIL.

Proposals shall include the following:

- a. Cover Letter: One page cover letter which includes the mailing and e-mail addresses and telephone and fax number of the person(s) to be used for contact and who is authorized to represent the firm or group.
- b. Table of Contents: An index of material included in the proposal.
- c. Statement of Interest: A statement of interest describing interest in item(s) selected from tasks outlined in the "Scope of Services" subsection above.
- d. Statement of Qualifications: A statement of the firm's or group's qualifications covering the items listed in the "Qualifications" subsection above.
- e. Management and Staff: Describe the organizational structure that is proposed to implement the project, including support staff, and any subcontractors. Include resumes of key project personnel.
- f. Workload Management: Outlined workload management techniques that will allow ongoing assessments of current workloads.

All questions regarding this solicitation and the projects enumerated herein should be directed in writing to:

John Lawler, Chairman, Saratoga County Prosperity Partnership, Inc., Attn: Office of County Administrator, 40 McMaster Street, Ballston Spa, New York 12020