

***LANCASTER INDUSTRIAL DEVELOPMENT AGENCY  
LANCASTER NEW YORK***

**TOWN OF LANCASTER  
INDUSTRIAL DEVELOPMENT AGENCY**

Request for Proposals  
For Professional Legal Services  
**Transaction Counsel**

Issued: April 4, 2022

The purpose of this Request for Proposal ("RFP") is to identify suitable attorney(s) to act on behalf of the Town of Lancaster Industrial Development Agency ("LIDA"). The LIDA is the leading entity for this RFP. This is in connection with specific legal issues that may arise from time to time including, but not limited to, transactional contract work on behalf of the LIDA and various entities conducting work on behalf of, or at the direction of, the LIDA.

In order to respond, you must be an individual licensed attorney admitted to practice law in New York State, have familiarity with various laws including local municipal laws and ordinances for the Town and Village of Lancaster, applicable state and federal laws in relevant areas including state compliance laws, general municipal laws, NYS Corporate Laws, general New York business laws.

### **INSTRUCTIONS**

Three (3) paper copies of your response to this RFP and request for information contained herein should be submitted to the office of the Lancaster Industrial Development Agency no later than April 14, 2022 by 4:00 p.m. local time at the following address:

Lancaster Industrial Development Agency  
Attn: Leza Braun  
21 Central Avenue  
Lancaster, NY 14086

Packages must be marked: **PROPOSAL - FOR LEGAL SERVICES.** Late proposals will not be accepted and will be marked "LATE" and returned unopened.

The responses must contain a manual original signature of the attorney on a letter of transmittal.

We request that an electronic version of your RFP response also be provided to the LIDA via email addressed to **lruda@lancastervillage.org** A PDF is preferred. If emailed, the date of the receipt of the paper copies of the RFP response still must be in before the required date/time of receipt.

### **ADDITIONAL INFORMATION**

It is the responsibility of the respondent to inquire about and clarify any aspect of the RFP that is not understood **no later than 4:00 p.m. on April 14, 2022.** Written questions and requests for clarification should be directed to LIDA Board Member, Lynne Ruda, 21 Central Ave, Lancaster, NY 14086.

## **SCHEDULE**

The LIDA expects to select an attorney to perform legal services as necessary within a reasonable time following the submission deadline. In-person interviews may be necessary, but the LIDA reserves the right to conduct telephone interviews and make such inquiries as the LIDA determines to be appropriate.

## **GENERAL TERMS AND CONDITIONS**

Responses should be prepared simply and economically, and should provide

straight-forward and concise responses which satisfy the requirements of this RFP. Emphasis should be placed on completeness and clarity of content.

The successful bidder(s) will be required to execute a contract in a form acceptable to the LIDA. The term of the contract will be for one year, renewable at the discretion of the LIDA up to three times for a possible total of four (4) years. The LIDA, at its sole discretion, may terminate the contract at any time.

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

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

## **PROPOSED SERVICES**

### **Transaction Counsel**

1. Prepare Resolutions on Projects and Other Matters voted on by the LIDA.
2. Prepare all documentation required to successfully execute and deliver LIDA approved projects, not limited to execute Lease Agreements with successful applicants.
3. Successfully remit properties to project beneficiaries once LIDA benefits expire.

### **Historical Data**

The LIDA averages ten (10) real estate closings in a calendar year.

The LIDA holds about twelve (12) full board meetings annually, with the option of committee meetings and work sessions annually for a total of fifteen (15) meetings that it may require respondents to this RFP to attend.

## **PUBLIC RECORDS**

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 proprietary 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, 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.

## **REVIEW PROCESS**

### **A. Initial Review of Proposals**

A Selection Committee composed of LIDA staff members and LIDA Members 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:**

1. Submission of complete response by due date/time
2. Firm authorized to do business in New York State.
3. References provided.

The Selection Committee will then select the proposals which are most advantageous to the LIDA based on the sample scoring using the evaluation sheet presented in Appendix 1. The LIDA reserves the right to modify the scoring criteria and weighting at its discretion. Preference will be given to attorneys and firms with expertise and experience working with IDA boards, practicing in Economic Development and Public Incentives and Real Estate and Development.

### **B. Interviews / Reference Checks**

Based on the results of the initial review, the Selection Committee, at their discretion, may request a short list of firms to attend interviews and/or contact firm references. Presentations will provide firms with an opportunity to answer any questions that the Selection Committee may have on a firm's proposal. When discussions and negotiations are concluded, the LIDA may request revised proposals and/or best and final offers from the short-list of firms.

### **C. Final Review of Proposals**

The Selection Committee will then re-evaluate and re-score the short list of firms.

**D. Final Selection**

The Selection Committee will recommend that the firm(s) with the highest overall scores will be awarded the applicable contracts. The recommendations must be approved by the LIDA Board prior to the execution of a contract. It is anticipated that a winning applicant will be selected and notified by April 22, 2022.

**E. Right to Reject Proposals**

The issuance of this RFP constitutes only an invitation to present proposals. The LIDA reserves the right without prejudice to reject any or all proposals and to waive any formalities therein or in the selection process.

The LIDA and/or the selection committee reserve the right to determine, in their sole discretion, whether any aspect of the proposal satisfactorily meets the criteria established in the RFP. The LIDA and the selection committee also reserve the right to seek additional information and/or clarification from any respondent submitting a response, and the right to reject any or all responses, with or without cause. In the event that any response to this RFP is rejected for any reason, the LIDA shall have no liability to any respondent for any costs or expenses incurred in connection with the RFP or otherwise. Further, the LIDA reserves the right to award the contract pursuant to this RFP to any respondent regardless of the final score determined by the selection committee if doing so is deemed to be in the best interests of the LIDA.

## **PROPOSAL REQUIREMENTS**

- A. **Qualifications** - The LIDA intends to engage a person(s)/ firm(s) that possesses the professional, financial and administrative capabilities to provide the proposed services.
- B. **Transmittal Letter** - Each response should be accompanied by a letter of transmittal not exceeding three (3) pages which summarizes key points of the response and which is signed by the applying attorney.
- C. **Questions** - **For each area bidding on Transaction Counsel, please provide the following:**
- 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 LIDA. Indicate the primary office and personnel that served 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. Please attach biographies of attorneys not identified in 1 above.
  - 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 LIDA, (ii) any family relationship that any employee of the firm has with any LIDA public servant that may create a conflict of interest or the appearance of a conflict of interest in acting on behalf of the LIDA, 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 LIDA. Please describe any procedures the firm either has, or would adopt, to assure the LIDA that a conflict of interest would either not exist or not be a significant problem for the firm or LIDA.

- D. Compensation - Please set forth the attorney's fee schedule per the COST STRUCTURE listed below and describe how time is to be billed (i.e., to the nearest tenth of an hour, quarter of an 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 LIDA 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.

#### COST STRUCTURE

##### **Bidders may bid on the position of Transaction Counsel**

#### Transaction Counsel

List the hourly rate and/or fee schedule to perform Transaction Counsel functions.

- E. Expenses and Costs: Any additional costs or fees should be listed in the RFP.
- F. Pricing and Fees: Expenses and Costs listed in your proposal shall be in effect for ninety (90) days from the date of final submission for the purposes of this RFP.
- G. Insurance: The bidder agrees to procure and maintain, for the term of the Contract, insurance with insurance companies authorized to do business in New York State. Please provide your anticipated insurance coverage for this contract and indicate your agreement to add the LIDA to the policy for the term of the contract
- H. References: Provide the names and contact information of client references. Ideally, these references should be for clients similar to the LIDA and have worked with some or all of the key attorneys identified for this RFP.
- a. Transaction Counsel bidders: Provide up to three (3) references

Firms should indicate whether the firm, or any of its Partners, Associates or employees, or anyone acting on its behalf in the last five (5) years, has:

1. Ever been convicted of any crime or offense arising directly or indirectly from the conduct of the firm's business, or whether any of the firm's Partner's, Associates, employees, or persons exercising substantial policy discretion has ever been convicted or any crime or offense involving financial misconduct or fraud and, if so, a detailed description of any such convictions and surrounding circumstances.
2. Ever been indicted or otherwise charged in connection with any criminal matter arising directly or indirectly from the conduct of the firm's business, and, if so, please describe any such indictments, charges, dispositions and surrounding circumstances in detail.
3. Ever been subject to any disciplinary proceeding arising directly or indirectly from the conduct of the firm's business and, if so, please describe any such charges, dispositions and surrounding circumstances in detail.
4. Ever received an adverse determination with respect to actions, proceedings, claims or complaints concerning violations of Federal, State or local equal employment opportunity or

pay equity laws or regulations, and, if so, please describe any such adverse determinations in detail.

- I. Additional Information. Required information shall include the name, title and department of any employee, attorney or individual of your firm who was a Town of Lancaster or LIDA employee or Board Member in the one-year period preceding the date of your response to this RFP.
- J. Marketing Materials/Brochures/Website: While not required as part of the submission, a copy of any marketing materials, brochures, and/or inclusion of web link information which further expands upon the qualifications and experience of the respondent is appreciated.

Thank you for expressing an interest in providing legal services on behalf of the Lancaster Industrial Development Agency and we look forward to your participation in this RFP.



## Appendix 1 – General Counsel – Evaluation Form

General Counsel	Max Points	Points Rec'd	Comments
<p><b>A) Qualifications and experience of the Partners and Associates to be assigned to the engagement. (40 points)</b></p> <p>1. <u>Economic Development Programs</u>: Assigned Partners and Associates experience with the rules and regulations governing: IDA tax incentive products, SEQRA, Federal &amp; State grant programs, foreign trade zones, historic tax credits, brownfield cleanup programs, UDAG reflow funds, local development corporations, increment financing and other economic development partners and programs.</p> <p>2. <u>Similar Clients</u>: Assigned Partners and Associates most significant clients that are similar to the LIDA and its affiliated economic development corporations.</p> <p>3. <u>Specialized Knowledge</u>: Assigned Partners and Associates experience in their respective areas of expertise.</p> <p>4. <u>Other Legal Matters</u>: Assigned Partners and Associates experience with: litigation/insurance, General Municipal Law, PAAA &amp; corporate governance.</p>	15		
<p><b>B) Fees (25 points)</b></p>	25		
<p><b>C) Qualifications and experience of the Firm (25 points):</b></p> <p>1. <u>Firm's Similar Clients/Client Service</u>: Firm's most significant clients that are similar to the LIDA and its affiliated economic development corporations. Client Satisfaction programs / measures.</p> <p>2. <u>Firm's Structure</u>: Location of key attorneys, head office, number and size of local/regional office(s) and length of time in business.</p> <p>3. <u>Firm's Bench Strength</u>: Breadth and depth of the firm's specialized resources to handle unique legal matters. Firm's alliances or affiliations with other firms or organizations to share knowledge and resources.</p> <p>4. <u>Absence of Conflict of Interest</u>:</p>	10		
	6		
	6		
	3		