

RESOLUTION NO. 2 OF 2015

The Troy Community Land Bank Corporation met in Regular Session at 433 River Street, Troy, New York on January 21, 2015, at 8:30 a.m.

The meeting was called to order. Upon the roll being duly called, the following members were:

PRESENT: Brian Barker, Diane Cubit, Cynthia DeDominic, Heather King, Patrick Madden, Frank Sarratori, Dylan Turek, Suzanne Spellen, Richard Herrick.

ABSENT: John Carmello

The following Resolution was offered and duly seconded, to wit:

RESOLUTION APPROVE REQUEST FOR QUALIFICATIONS FOR LEGAL SERVICES

WHEREAS, the Troy Community Land Bank Corporation (the "Corporation") is in need of one or more legal service providers to provide legal services to the Corporation; and

WHEREAS, the Corporation on December 17, 2014 by Resolution 14 of 2014, formed a hiring committee to among other things develop a request for proposals or request for qualifications to be evaluated to assist the Board with selecting a provider or providers of legal representation for the Corporation; and

WHEREAS, the Hiring Committee has reviewed the attached request for qualifications and recommended it to the Board that it be approved and made available to potential service providers; and

WHEREAS, the Members of the Corporation have received the proposed request for qualifications, have had the opportunity to review them and made amendments thereto and said proposed request for qualifications as amended are attached to this Resolution as Appendix "A".

NOW, THEREFORE, BE IT RESOLVED by the Corporation that:

1. The Corporation hereby approves of the request for qualifications as amended and attached to this resolution as Appendix "A"; and
2. The Corporation shall provide or make available the request for qualifications to potential service providers upon request by potential service providers; directly to the service providers within 50 mile radius of Troy, New York that are certified by the State of New York as Minority or Women Business Enterprises; and directly to potential service providers as selected by the Chairs or staff of the Corporation; and
3. The Chair shall be responsible for ensuring that the request for qualifications is adequately advertised and published.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

YES: Brian Barker, Diane Cubit, Cynthia DeDominic, Heather King, Patrick Madden, Frank Sarratori, Dylan Turek, Suzanne Spellen, Richard Herrick.

NO: n / a

The foregoing Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF RENSSELAER) ss.:

I, the undersigned, Diane Cubit, Secretary of the Troy Community Land Bank Corporation, DO HEREBY CERTIFY:

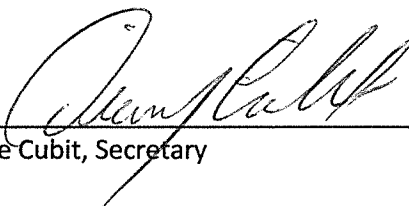
That I have compared the foregoing extract of the minutes of the meeting of the Troy Community Land Bank Corporation including the resolution contained therein, held on the 21st day of January 2015, with the original thereof on file in the office of the Troy Community Land Bank Corporation, and that the same is a true and correct copy of the proceedings of the Troy Community Land Bank Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Troy Community Land Bank Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice and the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Troy Community Land Bank Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Troy Community Land Bank Corporation this 21st day of January, 2015.



Diane Cubit, Secretary

REQUEST FOR QUALIFICATIONS
FOR
TROY COMMUNITY LAND BANK
LEGAL REPRESENTATION SERVICES

I. BACKGROUND

The Troy Community Land Bank (the “Corporation”) was established as a not-for-profit corporation, land bank, pursuant to Article 16 of the New York Not-For-Profit Corporation Law (“NPCL”). The Corporation’s mission is to address the problems of vacant, abandoned, or tax delinquent property in the City of Troy in a coordinated manner through the acquisition of real property pursuant to New York Not-for-Profit Corporations Law section 1608 and returning that property to productive use in order to strengthen the economy, improve the quality of life, and improve the financial conditions of the municipalities, through the use of the powers and tools granted to Land Banks by the Laws of the State of New York.

This is a newly established organization created under the Land Bank Act. As such, it is currently developing its operating policies and procedures, which are anticipated to evolve and be refined extensively in the coming years. It is anticipated to engage in a broad variety of residential and commercial redevelopment projects in the coming year(s) including, but not limited to, acquisition of derelict and underutilized properties, management of occupied properties, rehabilitation of vacant and/or occupied properties, assembly of larger parcels, and marketing of properties for sale.

II. GENERAL

The intent and purpose of this Request for Qualifications (the “RFQ”) is to solicit responses for selection of an attorney, attorneys, or a firm to represent the Corporation in all legal matters. The Corporation is seeking representation in the following areas of law 1) Real Property transactions, property development and management; 2) Not-For-Profit Corporate representation, and 3) Litigation.

It is the intent of the Corporation to select one or more attorneys or firms to provide the following types of services as needed:

1. Not-For Profit Corporation Representation.
2. Representation in the areas of commercial and residential real estate transactions. Including sales, purchases, deeds, leases, land contracts, mortgages, notes, and workouts.

3. Representation in matters of real estate litigation. Including transactional disputes, eviction, foreclosure, and defense of negligence actions.
4. Representation in matters concerning real property development and management.
5. Representation of the Corporation in matters related to New York Public Authorities Law.
6. Representation in regards to the possible issuance of bonds.
7. Representation in matters of environmental law and the New York Environmental Quality Review Act (SEQRA).
8. Preparation of corporate policies and resolutions for monthly meetings, and representation at those meetings.
9. Representation in the areas of Freedom of Information Law and Open Meetings law.

III. QUALIFICATION REQUIREMENTS

In order to be considered for selection, your qualifications submittal must include the following:

1. An introduction to the individual or law firm, including name(s) and summary of relevant experience (including resumes) of individuals who will work with the Corporation in a professional capacity.
2. Physical location of all offices of the individual or firm with a description of the size and specific location of the office that will provide the proposed services.
3. If applicable, the names of subcontractors or joint venture partners who would be engaged by your firm including their background and relevant experience, key personnel, location of offices that would provide services, etc. (All as outlined for the primary Attorney or Firm).
4. A statement of interest in performing some or all of the proposed services outlined in section II.
5. A statement of qualifications to include recent specialized experience of the Attorney(s) or Firm and major subcontractors/joint venture partners in areas of representation sought.
6. A list of references including name, address, and phone number. References should include past and present clients.
7. A description of your proposed approach to providing the services requested. Your description should address such items as how you will staff the project and the need for subcontractor support.

8. An organization chart.
9. Evidence (if any) that your firm has established and implemented an Affirmative Action Program.
10. A completed M/WBE utilization plan, and/or request for waiver.
11. The fee basis for the services being proposed and the method of billing. All responses must include representation on a pro bono basis or allow for deferred compensation until such time as the Corporation obtains sufficient financial resources (or a mix of both); this is anticipated to be necessary for no more than the first six months of representation.

IV. QUALIFICATIONS SUBMISSION

1. Five hard copies and one electronic copy of the Qualifications must be submitted to:

Monica Kurzejeski, Acting Agent
Troy Community Land Bank Corporation
433 River Street, Suite 5000,
Troy, New York 12180.

Attn: Hiring Committee

Qualifications must be submitted on or before February 9, 2015 by ground delivery or in person. Please verify the receipt of qualifications by the Corporation. Untimely submittals will not be reviewed. Qualifications packages must be sealed and clearly marked on the lower left front with the RFQ title. Responses by Fax or electronic means will not be accepted.

2. Upon receipt of Qualifications, a Hiring Committee will review each submittal and may recommend a provider or providers for approval by the Board of the Corporation. The Corporation reserves the right, at any time, to reject any or all submissions of Qualifications, request Qualifications from and select a provider not previously submitting Qualifications, waive any requirements of the RFQ, alter the scope of services, or issue a subsequent Request for Proposals.
3. Firms should be willing and able to provide additional information that may be required by the Hiring Committee. Also, interviews and office visits may be requested at the discretion of the Hiring Committee.
4. The criteria that will be considered by the Hiring Committee will be the information submitted under items 1 through 11 of section III. Your proposal should address as many of

these items as practicable.

V. SCOPE OF SERVICES REQUIRED

Your submittal should represent as completely as practicable your experience in all areas of law relevant to the representation requested in section II.

VI. PROFESSIONAL SERVICE CONTRACT

After a provider or providers are recommended to the Board, and if the Board approves of the selection, the Board will authorize by resolution a professional service contract with the selected provider. The contract shall include all those provisions as required by law and those deemed necessary and appropriate by the Corporation. Specific terms of the contract may be negotiated with the selected provider prior to Board authorization of the final contract.

VII. PROFESSIONAL INSURANCE

All selected providers will be required to retain professional malpractice insurance in an amount to be determined by the board relative to the potential liability associated with services to be provided to the Corporation.

VIII. MINORITY AND WOMEN OWNED BUSINESS ENTERPRISES

1. Required Provisions. Any Selected Provider agrees to the below referenced provisions and further agrees that all such provisions shall be incorporated into any final services contract.
 - a. that it will comply with all federal, State and local laws, polices, orders, rules and regulations which prohibit unlawful discrimination, harassment or bullying because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action in working with contracting parties to ensure that Minority and Women owned Business Enterprises (MWBES), Minority Group Members and Women share in the economic opportunities generated by the TCLBC's projects of initiative, and/or the use of Land Bank funds.
 - b. At the request of the Corporation, the selected provider shall request each employment agency, labor union, or authorized representative of workers with which it has a collective bargaining or other agreement or understanding, to furnish a written statement that such employment agency, labor union, or representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability

or marital status and that such union of representative will affirmatively cooperate in the implementation of the proposer's obligations herein.

- c. The selected provider shall state in all solicitations or advertisements for employees, that, in the performance of the contract, all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status.
2. Except that the provisions of this section shall not be binding upon the selected provider in the performance of work or provision of services unrelated, separate, and distinct from the contract for services with the Corporation.
3. Copies of related Documents:
 - a. A directory of MWBE certified businesses may be found at: <https://ny.newnycontracts.com>.
 - b. A copy of the MWBE required regulations may be found at: http://www.esd.ny.gov/MWBE/Data/122210_MWBE15-ARegs.pdf
 - c. The Proposer acknowledges and agrees that it has reviewed the above referenced documents and that its response will be in compliance therein.
4. Corporation MWBE Goals. The Corporation has established a goals for MWBE procurement goals for non-construction related services as follows:
 - a. Certified minority-owned business enterprises: twenty percent (20%);
 - b. Certified women-owned business enterprises: twenty (20%).
5. These are the MWBE goals set by the Corporation for the contract(s) to be awarded. The proposed provider should address these goals in its response.
6. Utilization Plan. Submissions must include a utilization plan for achieving the goals established by the Corporation for certified minority and women owned businesses enterprises in relation to the contract. . A form for the utilization plan is attached as Exhibit "A".
7. Waivers. The Corporation may grant a partial or total waiver of goal requirements upon the submission of a waiver form by the proposed provider documenting good faith efforts to meet the goal requirements of the contract upon the consideration of the following factors:
 - a. The number of certified minority or women owned business enterprises available to perform on subcontractable scopes of the contract;

- b. The total value of the contract;
- c. The contract scope of work to be performed;
- d. The project size;
- e. The availability of other businesses located in the region qualified to do the work to be performed; and
- f. The ability of certified minority and women owned business enterprises located outside the region to perform the contract.

If the goal requirements cannot be met by the proposed provider in the proposed provider's utilization plan, the proposed provider should request for a partial or total waiver of goal requirements at the time of submission. A waiver form is provided as Exhibit "B". All requested information must be included if a waiver is to be granted.

REQUEST FOR WAIVER – Exhibit B

Please see page two for documentation requirements. By submitting this form and the required information, the offeror/contractor certifies that every Good Faith Effort has been taken to promote M/WBE participation pursuant to the M/WBE participation requirements set forth under the contract.

Contract Overview

Offeror/Contractor Name: _____ Telephone: _____
Address: _____ Federal ID No. _____ SFS Vendor ID: _____
City, State, Zip: _____ Solicitation/Contract No.: _____
Type of Procurement: Competitive Bid Other Bid Response Due Date: _____ Est. or Actual Cost: _____

Waiver Request: Fill ALL boxes with an X or N/A and provide justification (attach additional pages if needed):

1. MBE Waiver- A waiver of the MBE Goal for this procurement is requested. Total Partial
2. WBE Waiver - A waiver of the WBE Goal for this procurement is requested. Total Partial
3. Waiver- Pending ESD Certification - Check here if subcontractors or suppliers of Contractor are not certified M/WBE but an application for certification has been filled with Empire State Development). Subcontractor/Supplier Name: _____ Date of filing: _____ Reference submission instruction on page 2, item 1.
4. Vendor does not subcontract construction/professional services.
5. Vendor subcontracts some of this type of work but at lower % than bids/solicitation describes.
6. Vendor has solicited NYS Certified M/WBE firms for purposes in complying with participation goals without success. Please see requirements: Reference submission instruction on page 2, items 2-10.
7. Other: _____

Provide a summary of your justification for requesting a waiver.

By checking this box you verify that you went through the NYS ESD M/WBE Directory of Certified firms to view companies that you may be currently using or may use on this bid. SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR/CONTRACTOR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE 15-A, 5 NYCRR PART 142, AND THE ABOVE REFERENCED SOLICITATION. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NONCOMPLIANCE AND/OR TERMINATION OF THE CONTRACT.

REQUEST FOR WAIVER – Exhibit B

VENDOR CERTIFICATION: I hereby affirm that the information supplied in support of this waiver request is true and correct, and that this request is made in good faith.

Signature _____ Date _____ Sworn to before me this _____ day of _____ 20____

Print Name _____ Notary Public _____

Title _____ Seal: _____

Company _____

REQUIREMENTS AND DOCUMENT SUBMISSION INSTRUCTIONS

To be considered, the Request for Waiver form must be accompanied by supporting documentation for items 1-10, as listed below. If a Waiver Pending ESD Certification is requested, please see note below. Copies of the following information and all relevant supporting documentation must be submitted along with the request. Supporting Documentation:

1. Provide any other information you deem relevant which may help us in evaluating your request for a waiver.
2. Provide the names of general circulation, trade association, and MWBE-oriented publications in which you solicited certified MWBEs for the purposes of complying with your participation goals.
3. Provide a list identifying the date(s) that all solicitations for certified MWBE participation were published in any of the above publications and the text of said solicitation(s).
4. Provide a list of all certified MWBEs appearing in the NYS Directory of Certified Firms that were solicited in writing for purposes of complying with the certified MWBE participation levels.
5. Provide copies of notices, dates of contact, letters and other correspondence as proof that solicitations were made in writing and copies of such solicitations, or a sample copy of the solicitation, if an identical solicitation was made to all certified MWBEs.
6. Provide copies of responses made by certified MWBEs to your solicitations.
7. Provide a description of any contract documents, plans or specifications made available to certified MWBEs for purposes of soliciting their bids, and the date and manner in which these documents were made available.
8. Provide documentation of any negotiations between the Offeror/Contractor, and/or MWBE(s) undertaken for purposes of complying with the certified MWBE participations goals.
9. Provide the name, title, address, telephone number, and email address of the Offeror/Contractor's representative authorized to discuss this waiver request.
10. Copy of notice of application receipt issued by Empire State Development (ESD).

NOTE: Unless a Total Waiver has been granted, Offeror/Contractor will be required to submit all reports and documents pursuant to the provisions set forth in the Contract, as deemed appropriate by the State, to determine MWBE compliance.

FOR AUTHORIZED USE ONLY			
Reviewed By:	Date:	Waiver Granted:	No
<input type="checkbox"/> Total Waiver	<input type="checkbox"/> Conditional Waiver	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<input type="checkbox"/> Partial Waiver	<input type="checkbox"/> ESD Certification Waiver	Date of Deficiency Issued:	

M/WBE UTILIZATION PLAN – Exhibit A

INSTRUCTIONS: This form must be submitted with any bid, proposal, or proposed negotiated contract or within a reasonable time thereafter, but prior to contract award. This MWBE Utilization Plan must contain a detailed description of the supplies and/or services to be provided by each certified Minority and Women-owned Business Enterprise (M/WBE) under the contract. Attach additional sheets if necessary.

Federal Employer Identification No. (FEIN): _____

Offeror's Name: _____

Offeror's Address: _____

City, State, Zip Code: _____

Telephone No.: _____

Region/Location of Work: _____

Solicitation No.: _____

Project No.: _____

M/WBE Goals in the Contract: MBE - _____ % WBE - _____ %

1. Certified M/WBE Subcontractors/Suppliers Federal Employer Identification Number (FEIN), Name, Address, Phone, Fax and Email Address.	2. Classification	3. Federal ID No.	4. Detailed Description of Work (Attach additional sheets, if necessary)	5. Dollar Value of Subcontracts / Supplies / Services and intended performance dates of each component of the contract.
A.	<u>NYS ESD CERTIFIED</u> <input type="checkbox"/> MBE <input type="checkbox"/> WBE			
B.	<u>NYS ESD CERTIFIED</u> <input type="checkbox"/> MBE <input type="checkbox"/> WBE			

6. IF UNABLE TO FULLY MEET THE MBE AND WBE GOALS SET FORTH IN THE CONTRACT, OFFEROR MUST SUBMIT A WAIVER REQUEST FORM (FORM E4).

PREPARED BY (Signature): _____ **DATE:** _____

TELEPHONE NO.: _____ **EMAIL ADDRESS:** _____

**** FOR TCLB-M/WBE USE ONLY ****

REVIEWED BY: _____ DATE: _____

UTILIZATION PLAN APPROVED?

YES NO Date: _____

Contract No.: _____

Project No. (if applicable): _____

Contract Award Date: _____

Estimated Date of Completion: _____

Amount Obligated Under the Contract: _____

Description of Work: _____

NOTICE OF DEFICIENCY ISSUED?

YES NO Date of Issue: _____

NOTICE OF ACCEPTANCE ISSUED?

YES NO Date of Issue: _____

Preparer's Name (Print or Type): _____

Preparer's Title: _____

Date: _____

SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE 15-A, 5 NYCRR PART 143, AND THE ABOVE-REFERENCED SOLICITATION. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NONCOMPLIANCE AND POSSIBLE TERMINATION OF YOUR CONTRACT.