

## RESOLUTION NO. 13 OF 2015

The Troy Community Land Bank Corporation ("TCLB") met in Regular Session at 847 River Street, Troy, New York on February 18, 2015, at 8:30 a.m.

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

PRESENT:

ABSENT:

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

### RESOLUTION AWARDING A CONTRACT FOR LEGAL SERVICES TO \_\_\_\_\_

**WHEREAS**, a request for qualifications (hereinafter the "RFQ" for legal services was issued by the Troy Community Land Bank Corporation (hereinafter the "Corporation") and published and distributed on January 27, 2015 pursuant to Resolution 2 of 2015; and

WHEREAS, the Corporation received responses to the RFQ from Law Office of Catherine M. Hedgeman; Harris Beach, PLLC; Law Office of Sandra Rivera, PLLC; Martin, Shudt, Wallace, DiLorenzo & Johnson; and Towne, Ryan and Partners, P.C. (hereinafter collectively the "Applicants"); and

WHEREAS, the Corporation's hiring committee and Executive Committee reviewed the Applicants' responses to the RFQ; and

WHEREAS, the Corporation's Hiring Committee and Executive Committee now makes a recommendation to the Corporation that \_\_\_\_\_ (hereinafter the "Firm") be retained to provide legal services to the Corporation upon the following terms and conditions:

1. That the Firm shall bill the Corporation in not less than monthly intervals, with no payment due and no interest or late fees applied until six months has elapsed from the execution of the Contract, or the Corporation receives at least two-hundred and fifty thousand dollars in operating funds, whichever event occurs earlier;
2. The Firm shall bill the Corporation at the rate of \$\_\_\_\_\_ per hour for attorneys and \$\_\_\_\_\_ per hour for paralegals or law clerks;
3. Other terms and conditions as required by law or as deemed necessary by the Corporation's counsel.

WHEREAS, the firm is not a minority or women owned business enterprise (hereinafter M/WBE) and the firm has requested a full waiver of M/WBE requirements as it is not an M/WBE and it does not subcontract legal services.

NOW, THEREFORE, BE IT RESOLVED, by the Corporation that the contract for legal services as advertised pursuant to the RFQ (hereinafter the "Contract") shall be awarded to \_\_\_\_\_.

BE IT FURTHER RESOLVED, that the Contract shall contain the following terms and conditions:

1. That the Firm shall bill the Corporation in not less than monthly intervals, with no payment due and no interest or late fees applied until six months has elapsed from the execution of the Contract, or the Corporation receives at least two-hundred and fifty thousand dollars in operating funds, whichever event occurs earlier;

2. The Firm shall bill the Corporation at the rate of \$\_\_\_\_\_per hour for attorneys and \$\_\_\_\_\_ per hour for paralegals or law clerks;
3. The term of the Contract shall expire on \_\_\_\_\_
4. Other terms and conditions as required by law or as deemed necessary by the Corporation's Counsel.

BE IT FURTHER RESOLVED, that the Corporation has considered the Firm's request for a full waiver of M/WBE requirements and found the following:

1. The Firm is not M/WBE certified and does not contract for legal services;
2. There are five certified M/WBE law firms located within 50 miles of Albany, New York, they were sent copies of the RFQ. Two of the five firms responded to the RFQ:
3. The total value of the Contract at this time is unknown but it is estimated to be in excess of twenty-five thousand dollars (\$25,000);
4. The term of the Contract shall expire on \_\_\_\_\_ with an option for the Corporation to renew the Contract for an additional year thereafter;
5. The scope of the work to be performed pursuant to the Contract is highly specialized;
6. There is not a reasonable availability of lawyers or law firms on the list of certified M/WBE contractors to furnish the services requested in the RFQ.

BE IT FURTHER RESOLVED, that the Firm's request for a full waiver of the M/WBE requirements is granted.

BE IT FURTHER RESOLVED, that the Contract and any other documents necessary to implement this resolution shall be in a form that shall be satisfactory to the Corporation's counsel; and following such approval by counsel, the Corporation further authorizes its Chair to execute said Contract and other documents on behalf of the Corporation.

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

YES:

NO:

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 18<sup>th</sup> day of February 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 \_\_\_\_ day of February, 2015.

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Diane Cubit, Secretary