

ERIENET LOCAL DEVELOPMENT
CORPORATION
REQUEST FOR PROPOSALS (RFP)
PROPOSALS FOR LEGAL SERVICES –
GENERAL COUNSEL

RFP #2022-047VF

RFP DATE: OCTOBER 14, 2022
DUE DATE: NOVEMBER 2, 2022

ERIENET LDC
EDWARD A. RATH COUNTY OFFICE BUILDING
95 FRANKLIN STREET
BUFFALO, NEW YORK 14202
10TH FLOOR

INQUIRIES AND PROPOSALS SHOULD BE DIRECTED TO:

Courtney Scordato: courtney.scordato@erie.gov

REQUEST FOR PROPOSALS

ERIENET LOCAL DEVELOPMENT CORPORATION

REQUEST FOR PROPOSALS (RFP)

PROPOSAL FOR LEGAL SERVICES – GENERAL COUNSEL

1. GENERAL INFORMATION

ErieNet Local Development Corporation, hereinafter referred to as “ErieNet” or “the Corporation”, is seeking proposals from a qualified attorney or firm to provide comprehensive General Counsel Services on an indefinite delivery/indefinite quantity contract basis.

The intent of this Request for Proposals (RFP) is to award a contract to the responsible attorney or firm whose qualifications, and other factors considered, are the most advantageous to ErieNet.

ErieNet was formed as a Local Development Corporation in the State of New York. The mission of ErieNet is to deliver affordable broadband access to unserved areas; improve services in underserved communities; and enable world-class broadband investment and deployment county-wide. Through the development of a state-of-the-art fiber optic network, ErieNet will enhance economic development opportunities, promote better quality of life for Erie County residents, and position Erie County as a globally competitive community.

2. PROCUREMENT METHOD & AWARD

This contract will be awarded in accordance with the Competitive Proposal procurement methods per ErieNet’s Procurement Policy. The intent of this RFP is to award a contract to the responsible attorney or firm whose qualifications and other factors considered, are the most advantageous to ErieNet, based on the opinion of ErieNet’s Board members. Only ErieNet is in the position to determine its own best interest; therefore, ErieNet shall be the sole and final judge in determining the quality and appropriateness of candidates.

3. RESPONDENTS

Only attorneys who are currently licensed to practice law in New York and maintain an office in Buffalo, New York, or law firms including such attorneys, may respond to this RFP.

A. Submission instructions:

1. Schedule.

RFP Advertisement	10/14/2022
RFP Questions Due	10/21/2022

RFP Questions Response Due	10/26/2022
RFP Due Date	11/2/2022

Proposals must be submitted no later than 4:00 pm on November 2, 2022.

2. **Inquiries.** Inquiries concerning this RFP should be mailed to:

Courtney Scordato
 Erie County Dept. of Environment & Planning
 95 Franklin Street, 10th Floor
 Buffalo, New York 14202
 Courtney.Scordato@erie.gov

3. **Conditions of Proposal.** All costs incurred in the preparation of a proposal responding to this RFP will be the responsibility of the Offeror and will not be reimbursed by ErieNet.
4. **Instructions to Prospective Contractors.** Your proposal should be addressed as follows:

Courtney Scordato
 Erie County Dept. of Environment & Planning
 95 Franklin Street, 10th Floor
 Buffalo, New York 14202
 Courtney.Scordato@erie.gov

***It is important that the Offeror's proposal be submitted in a sealed envelope clearly marked in the lower left-hand corner with the following information:*

Request for Proposal
[TIME] [DATE]
SEALED PROPOSAL for Legal Services

Failure to do so may result in premature disclosure of your proposal. It is the responsibility of the Offeror to ensure that the proposal is received by ErieNet, by the date and time specified above. Late proposals will not be considered.

5. **Right to Reject.** ErieNet reserves the right to reject any and all proposals received in response to this RFP. A contract for the accepted proposal will be drafted based upon the factors described in this RFP.
6. **Small and/or Minority-Owned Businesses.** Efforts will be made by ErieNet to utilize small businesses, women and/or minority owned businesses.
7. **Notification of Award.** It is expected that a decision selecting the successful Attorney or Firm will be made within four (4) weeks of the closing date for the receipt of proposals. Upon conclusion of final negotiations with the successful

Offeror, all Offerors submitting proposals in response to this Request for Proposal will be informed, in writing, of the name of the successful consultant.

4. PURPOSE

ErieNet is seeking a qualified attorney or law firm to provide General Counsel Legal Services to represent the Corporation. The attorney or assigned attorneys will be a direct advisor(s) to the Corporation, its Board and staff throughout the term of the engagement.

The purpose of this RFP is to obtain meaningful, technical, competitive proposals so the Corporation may select an attorney or law firm that meets its needs and requirements in providing counsel related to corporate operations and legal services in relation to the development of a middle-mile fiber optic network. Single or multiple awards may be made through this solicitation. Proposers should be acquainted with the relevant local, state and federal laws and regulations pertaining to Local Development Corporations. Prior to submitting a proposal, proposers, at their own expense, must secure any personnel and licenses required to perform the scope of work.

5. SCOPE OF SERVICES

The Offeror shall be readily available to perform the following legal services, as requested by the Executive Director and/or Board of Directors:

- Serve as corporate counsel to the Corporation.
- Represent the Corporation involving the negotiation, preparation, review and enforcement of all contracts, professional services agreements, purchase contracts and other contractual arrangements pertinent the Corporation's operation.
- Advise the Corporation on required or recommended policies, procedures and governance documents and counsel Corporation staff and Board of Directors on adherence to such policies, procedures and governance documents.
- Attend and represent the Corporation at monthly Board, Committee, and Special Meetings whether virtually or in person. Attend such other committee meetings as requested by the Executive Director and/or Board of Directors.
- Attend and represent the Corporation at such meetings as requested by the Executive Director and/or Board of Directors.
- Review monthly Board Meeting resolutions and actions prepared by Corporation staff for accuracy and compliance with Corporation policies.
- Provide general guidance regarding public authority non-profit policy and best

practices.

- Advise the Corporation on the applicable requirements of the Public Authorities Law and related filings.
- Advise on employment and personnel matters of the Corporation.
- Consult with and advise the Corporation on funding and grant opportunities and compliance with funding and grant agreements.
- Advise the Corporation's staff and Board of Directors regarding Corporation day-to-day matters.
- Provide updates to the Corporation on legislation (pending or enacted) which impact the Corporation's operations.
- Prepare any required filings with Federal and State agencies.
- Represent ErieNet throughout the course of any litigation or other contested proceeding before a tribunal.
- Review operating agreements with customers, users, and providers, including intermunicipal agreements.
- Provide other General Counsel legal services that may not be contained in this RFP.

Although it is preferable for an attorney or firm to submit a proposal covering all of the above areas, Corporation will consider proposals for subsets of these areas.

Offeror shall be prepared to submit detailed billing statements for all services billed at an hourly rate, if any, broken down into time increments of no more than a quarter hour. Offeror shall also include summaries of work performed and time spent on services performed under the flat monthly fee, as discussed below.

6. PROPOSAL CONTENTS

The Offeror, in its proposal, shall, at a minimum, include the following:

A. Legal Experience

The Offeror should describe its legal experience, including the names, addresses, contact persons, and telephone numbers of at least three clients, preferably including clients similar to ErieNet. Experience should include the following categories:

1. Experience advising nonprofit organizations and/or public authorities.
2. Experience advising clients conducting similar programs and government-funded services.
3. Experience in human resources, labor and employment matters.
4. Experience in litigation matters.

B. Organization, Size, Structure, and Areas of Practice

If the Offeror is a firm, it should describe its organization, size, structure, areas of practice, and office location(s). Indicate, if appropriate, if the firm is a small or minority/owned business. Also include a copy of Equal Opportunity/Affirmative Action Policy, if the firm has one.

C. Attorney Qualifications

The Offeror should have experience in the following areas: non-profit and tax-exempt organizations; real estate; government grants and contracts; real property actions and proceedings law; labor and employment; and general business operations. The Offeror should describe the qualifications of attorneys to be assigned to the representation. Descriptions should include:

1. Professional and education background of each attorney.
2. Overall supervision to be exercised.
3. Prior experience of the individual attorneys with respect to the required experience listed above. Only include resumes of attorneys likely to be assigned to the representation. Education, position in firm, years and types of experience, and continuing professional education will be considered.

D. Price

The Offeror's proposed price should include:

1. Information on the hourly billing rates of each attorney or other legal staff who is expected to work on this representation and charges for expenses, if any, such as legal research, copies, and faxes; and
2. A monthly flat fee that would be charged to advise on routine matters that could be handled over the telephone or otherwise without extensive research or other legal work; and
3. A monthly flat fee that would be charged for attendance at board/committee meetings and review of the items to be considered by the board.

*** ErieNet reserves the right to negotiate with the Offeror on the structure of the*

billing and/or retainer fee.

E. Conflict of Interest

The Offeror must describe any existing or potential conflicts of interest or any conflicts which might arise and provide assurance that there are no unresolved conflicts of interest between Offeror and the Corporation. In addition to disclosing any prior representation of the Corporation, any Boards of Directors, or any municipality located in Erie County, the Offeror or attorney should disclose matters where they have previously been adverse to the Corporation, any representation before the Corporation or any offices, bodies or boards associated therewith or thereunder, as well as any other matters that could impact a conflict analysis for this potential client.

F. Proposal Evaluation

1. **Submission of Proposals.** All proposals shall include an original and three copies.
2. **Evaluation Procedure and Criteria.** ErieNet's Executive Director and/or Board of Directors and appropriate staff will review proposals and make recommendations to the Board of Directors for final approval. The Executive Director and/or Board of Directors may request a meeting with some qualified Offerors prior to final selection. Proposals will be reviewed in accordance with the following criteria:
 - Proposed approach to scope of work.
 - Level of experience of the individual(s) identified to work on this matter.
 - The Offeror's experience with similar clients and legal matters.
 - Cost.

G. Insurance Requirements

Professional/Malpractice Liability Insurance. With respect to any damage caused by any error, omission or any negligent acts of retained counsel, performed under the retainer agreement, retained counsel shall carry Professional/Malpractice Liability insurance providing not less than one million dollars (\$1,000,000) of coverage per claim for any wrongful act. A certificate of insurance evidencing such coverage shall be submitted by the retained counsel and must name the ErieNet Local Development Corporation as certificate holder. It is agreed and understood that the scope and limits of insurance specified hereunder are minimum requirements and shall in no way limit or exclude the Corporation from additional limits and coverage provided.