THE TRUST FOR GOVERNORS ISLAND

REQUEST FOR PROPOSALS

FOR

ON-CALL REAL ESTATE LEGAL COUNSEL SERVICES

Release Date: October 18, 2018

Questions Due: November 14, 2018

Submission Deadline: December 5, 2018

To Potential Respondents:

Governors Island Corporation d/b/a The Trust for Governors Island ("The Trust") invites law firms (each a "Respondent") to submit proposals (each a "Proposal"), in response to this Request for Proposals ("RFP"), for on-call real estate legal counsel services as described in more detail below (the "Legal Services"). It is anticipated that the Respondent(s) selected pursuant to this RFP will provide the Legal Services for a base term of three years with one, two-year extension period exercisable by The Trust. A copy of this RFP is also posted on The Trust's website at https://govisland.com/about/rfps.

I. BACKGROUND

Governors Island (the "Island") is a 172-acre island in New York Harbor nestled between Lower Manhattan and the Brooklyn waterfront. A former military base, the Island now serves as a popular seasonal destination, minutes by ferry from Lower Manhattan and Brooklyn. Nearly 800,000 people visited Governors Island during the 2017 season, drawn to the Island's new 43-acre park, historic buildings, environmental educational facilities, rich arts and culture program and a 22-acre National Monument managed by the National Park Service.

Governors Island is also an unparalleled development opportunity with major opportunities for adaptive reuse of the northern half of the Island and the rezoning and ground up development of the southern half of the Island. Specifically, the northern portion of the Island includes several existing tenants and features 1.5 million square feet in historic buildings that are being actively marketed. The southern portion of the Island is undergoing a rezoning that began in August 2018 and will entitle up to 4.5 million square feet of commercial, academic, cultural, and institutional development space. The selected law firm(s) will advance The Trust's mission of supporting these development efforts across the Island to complement and financially sustain the Island's popular park, public programming, and cultural amenities.

The Trust is a 501(c)(3) not-for-profit corporation and a component unit of the City of New York (the "City"). The Trust is responsible for the planning, preservation, redevelopment and ongoing operations and maintenance of 150 acres of Governors Island. Additional information on The Trust can be found by visiting The Trust's website at http://www.govisland.org.

II. <u>LEGAL SERVICES</u>

(a) General Real Estate Services and Development

The Legal Services to be provided by the selected Respondent(s) are general real estate counsel services, on an as-needed basis, as requested by The Trust during the three year contract term. The Trust, in its discretion, would have the right to extend the contract for one additional two year period.

Legal Services may include:

- a. Designation Letters and/or Development Agreements
- b. Leases and Maintenance Agreements
- c. Financing and deal structuring alternatives
- d. Zoning and land use/regulatory analysis

Prior to drafting and negotiating any such agreements, the selected Respondent(s) may also be asked to review and to provide feedback on developers' Proposals, particularly with respect to the legal feasibility of certain aspects of such Proposals, and any other legal issues that each Proposal may raise. This could include, but not be limited to, ensuring that the proposed developments comply with all governmental requirements and approvals. The Trust may also ask selected Respondents to review and comment on essential business terms for potential leasing opportunities.

The selected Respondent(s) may be asked to attend meetings and negotiations, as reasonably requested by The Trust, throughout the process of selecting and negotiating transactions with one or more potential tenants.

The selected Respondent(s) will be asked to collaborate with counsel for The Trust, the New York City Law Department and other City agencies.

(b) Other Legal Services

On-call real estate Legal Services are the only required Legal Services sought by this RFP. Nevertheless, The Trust is also providing an opportunity to Respondents, if they so choose, to make available other types of services to be provided to The Trust on an on-call basis. If any Respondent offers to provide other types of services, it should highlight such other practice areas to be made available in its Proposal. In such case, the Respondent should also indicate if such other services would be provided pursuant to the same fee schedule being submitted for the Legal Services. If not, Respondent should provide the fee schedule(s) applicable to such services.

III. RETAINER AGREEMENT/SPECIFIC LEGAL REQUIREMENTS.

If a Respondent is selected pursuant to this RFP, the award will be conditioned upon the selected Respondent entering into a written retainer agreement with The Trust, specifying the Legal Services to be performed. The retainer agreement will include but not be limited to the following required provisions:

(a) The selected Respondent, while acting as real estate counsel for The Trust, will not represent any other person or act in any other capacity in connection with any parties in negotiations with The Trust for the services that are the subject matter of this RFP.

- (b) The Trust may cancel the retainer agreement at any time upon 30 days' written notice to the selected firm.
- (c) The selected Respondent will make a general statement that its hiring and other employee practices are non-discriminatory and otherwise in accordance with the law.
- (d) This retainer agreement is for on-call real estate services and does not in any way obligate The Trust to use Respondent's services for other matters.
- (e) The selected Respondent will comply with Mayor's Executive Order 50 (1980) as amended, and the regulations thereunder, with respect to equal employment opportunity, attached hereto as Exhibit A.

Unless a specific exception is noted, submission of a Proposal in response to this RFP will constitute agreement on the part of the Respondents that the above items will be incorporated into any resulting retainer agreement with that firm.

IV. PRE-SUBMISSION QUESTIONS.

Respondents may submit questions and/or request clarifications from The Trust no later than **November 14, 2018**. Questions should be directed to Marni Friedlander, General Counsel, at info@govisland.org. Answers to all questions will be posted by **November 20, 2018** to https://govisland.com/about/rfps.

V. PROPOSAL CONTENTS

To be responsive to this RFP, Proposals should be typed in clear black ink on letter-size (8.5" x 11") paper. Use the section headings described below. All pages should be numbered consecutively.

(a) Name, Address, and Contact Information

The Proposal should set forth the full name, address and telephone number, fax number, and e-mail address of the point of contact for the Respondent. The Proposal should also indicate who will serve as the primary point of contact for all communications with The Trust.

(b) **Description of Organization**

The Proposal should contain a description of the Respondent's firm, including a history of the organization (when, where and how formed); size of the firm; the number of partners, associates, paralegals and other staff; a description of how the Respondent is organized (e.g., by department, by practicing group, etc.); where the firm is based, whether it has a New York office, and the size of the New York office; and the firm's resources for handling real estate matters described herein. The Proposal should also contain a description of the Respondent's equal employment opportunity policy and program, if any.

(c) Qualification Statement

The Proposal should demonstrate that the Respondent possesses the following minimum qualifications, which will be required of any firm to whom an award is made:

- (1) Extensive experience in advising on and negotiating, preparing, and reviewing documents for real estate development matters, with particular experience or familiarity with:
 - (i) New York City projects;
 - (ii) Projects undertaken for public/private developments; and/or
 - (iii) Large scale, complex, mixed-use development projects.
- (2) Familiarity with the needs and limitations of non-profits and/or public/quasi-public organizations.

The Proposal should include, at a minimum, the following information:

- (1) A summary of Respondent's relevant experience in representing municipalities, other public/quasi-public organizations, and not-for-profit corporations (particularly agencies and organizations based in New York City), with respect to large scale, complex real estate development projects, providing for each project the name and telephone number of a contact person for the client, a project description, and a list of the persons directly involved and their roles. Please note that The Trust may choose to speak to any, all, or none of the persons whose names and numbers have been provided.
- (2) A complete listing of all attorneys who would be involved in rendering the Legal Services being requested by The Trust, together with an indication of their titles and responsibilities, a description of their qualifications and past relevant experience, and an estimate of the availability of each of these individuals to provide the Legal Services requested herein. The Proposal should include a resume and/or detailed statement of professional experience for each such person, including a statement of educational background. The Proposal should also identify the name and provide contact information of the attorney who will be The Trust's primary contact concerning the engagement.
- (3) A narrative description of Respondent's understanding, methodology, and approach to the Legal Services.
- (4) If the Respondent is also proposing to offer non-real estate services, a summary of the other practice areas being offered. Respondent should note the hourly rates for such services if they differ from the rates being quoted for the Legal Services.

(d) Fees and Charges

The Proposal should set forth the Respondent's fee schedule and other expenses and/or charges. The Proposal should state the structure and amount, or basis for calculation, of the Respondent firm's proposed fees and expenses for: (i) partners, associates, paralegals and other support staff; and (ii) other administrative, disbursement, or overhead charges, if applicable. Include, if applicable, a description of how such fees and expenses might vary.

Please be advised that the hourly rates that The Trust will pay for outside Legal Services must be approved by the City's Law Department.

(e) Interviews / Supplemental Information

The Trust may wish to interview Respondents. Respondents should to make themselves available for any such interviews during two dates and times to be determined by The Trust. The Trust, in its sole discretion, may limit interviews to any number of selected Respondents. Interviews may be held at The Trust's offices on Governors Island, or such other location as may be determined by The Trust.

(f) Pending Legal Matters/Conflicts of Interest/Background Investigations

- (1) The Proposal should identify any legal proceedings pending to which the Respondent is a party, and any such proceeding known to be contemplated by government authorities or private parties involving the Respondent.
- (2) The Proposal must disclose any civil or criminal actions, suits, proceedings, arbitrations, or investigations of, against, or involving the Respondent and/or its members or employees (in their capacities as members or employees) occurring over the past five years or, to knowledge, threatened, by or before any bar association, governmental or non-governmental authority or agency (including, without limitation, any court of competent jurisdiction, any regulatory agency, or any relevant arbitral body).
- (3) The Proposal must also disclose any actual or potential conflicts of interest the Respondent would have as a result of its association with, or representation of, The Trust, the City, or any City agency. In this regard, please provide the names of any parties that the Respondent reasonably thinks may respond to the Request for Proposals for the Project and that the Respondent has represented and/or currently represents.

(g) <u>Local Law 34</u>

Pursuant to Local Law 34 of 2007, amending the City's Campaign Finance Law, the City is required to establish a computerized database containing the names of any "person" that has "business dealings with the city" as such terms are defined in the Local Law. Proposers responding

to this RFP are required to complete a Doing Business Data Form, which form is attached hereto as <u>Exhibit B</u>, return it with their Proposals in a separate envelope. If The Trust determines that a Proposer has failed to submit a Data Form or has submitted a Data Form that is not complete, the Proposer will be notified by The Trust and will be given four (4) calendar days from receipt of notification to cure the specified deficiencies and return a complete Data Form to The Trust. Failure to do so will result in a determination that the applicable RFP Proposal is non-responsive.

VI. PROPOSAL SUBMISSION

All Proposals must be submitted in accordance with the following procedure:

- (1) The Proposal should not exceed thirty (30) pages.
- (2) Five (5) copies of the Proposal must be received, either by hand delivery or by reputable overnight courier service, in a sealed envelope marked "Governors Island Real Estate Legal Counsel Proposal", on or before the time and date and at the place specified below:

Date Due: December 5, 2018

Time Due: 3:00 PM

Place Due: The Trust for Governors Island

10 South Street, Slip 7

New York, New York 10004 Attention: General Counsel

- (3) The Proposal must be signed by a partner or other principal of the Respondent, and must contain the name, title, address, telephone number, facsimile number, and e-mail address of an individual with authority to contractually bind the Respondent, and who may be contacted during the period of the Proposal evaluation.
- (4) At least one copy of each Proposal should either be unbound or be in a binder from which pages are removable.
- (5) One flash or thumb drive of its entire Proposal in searchable PDF format must be included.

Proposals that do not comply with the directions above may, in The Trust's sole discretion, not be considered.

VII. EVALUATION AND SELECTION PROCESS

A selection committee will evaluate the Proposals and will use the following criteria to evaluate the Proposals received:

- (1) Prior experience in performing services for governmental or public/quasi-governmental entities in connection with mixed use real estate matters;
- (2) Respondent's fee schedule and other expenses/charges;
- (3) Respondent's overall expertise and organizational strength, including availability of staff to perform the Legal Services;
- (4) Quality of legal reputation, generally and specifically with respect to the areas of law that are relevant to this RFP, and quality of references of Respondent; and
- (5) Other information concerning the Respondent as may be disclosed in its Proposal or otherwise available to The Trust.

The Trust may, in its sole discretion, request clarification or supplemental information after the submission due date from one or more Respondents. The Trust may also, in its sole discretion, request best and final offers from one or more Respondents prior to the making of any selection(s) pursuant to this RFP.

VIII. RFP POLICIES AND PROCEDURES

- (a) The Trust is not required to accept the Proposal that includes the lowest fee schedule.
- (b) The Trust reserves the right to postpone or cancel this RFP or reject all Proposals.
- (c) Neither the City nor The Trust will be liable for any cost incurred by Respondent(s) in the preparation of their Proposals relating to this RFP, or for any other work or services that they may have performed or caused to be performed in connection therewith.
- (d) All RFP submission materials become the property of The Trust. The Trust is subject to the New York State Freedom of Information Law ("FOIL"), which governs the process for the public disclosure of certain records maintained by The Trust. (See Public Officers Law, Sections 87 and 89.) Proposal submission material will generally be made available for inspection and copying by interested parties upon written request, except when specifically exempted from disclosure under the requirements of FOIL. Individuals or firms that submit Proposals to The Trust may request that The Trust except all or part of such a Proposal from public disclosure, on the grounds that the Proposal contains trade secrets, proprietary information, or

that the information, if disclosed, would cause substantial injury to the competitive position of the individual or firm submitting the information. Such exception may extend to information contained in the request itself, if public disclosure would defeat the purpose for which the exception is sought. The request for such an exception must be in writing and state, in detail, the specific reasons for the requested exception. It must also specify the Proposal or portions thereof for which the exception is requested. If The Trust determines that the requested exemption from public disclosure qualifies for an exemption from disclosure under FOIL, The Trust will grant such requested exception to the extent permitted under FOIL.

(e) Law firms who have been certified with the New York City Department of Small Business Services as Minority and Women Owned Business Enterprises ("M/WBE") are strongly encouraged to apply. To find out more about M/WBE certification, please visit www.nyc.gov/getcertified.

EXHIBIT A

E.O. 50 SUPPLY & SERVICE RIDER

EQUAL EMPLOYMENT OPPORTUNITY

Note:	For purposes of	this rider, t	the "Contract	or" means $_$		[law firm]	\mid and the
"Depai	rtment" or "City"	means "The	e Trust for Go	vernors Islan	nd".)		

This contract is subject to the requirements of Executive Order No. 50 (April 25, 1980) (§10-14) as revised ("E.O. 50") and the Rules and Regulation promulgated thereunder. No contract will be awarded unless and until these requirements have been complied with in their entirety. By signing this contract, the Contractor agrees that:

- (1) it will not engage in any unlawful discrimination against any employee or applicant for employment because of race, creed, color, national origin, sex, age, disability, marital status or sexual orientation with respect to all employment decisions including, but not limited to, recruitment, hiring, upgrading, demotion, downgrading, transfer, training, rates of pay or other forms of compensation, layoff, termination, and all other terms and conditions or employment:
- (2) when it subcontracts it will not engage in any unlawful discrimination in the selection of subcontractors on the basis of the race, color, creed, national origin, sex, age disability, marital status or sexual orientation of the owner, manager or any officer, director, agent or employee of such, subcontractors.
- (3) it will state in all solicitations or advertisements for employees placed by or on behalf of the Contractor that all qualified applicants will receive consideration for employment without unlawful discrimination based on race, creed, color, national origin, sex, age, disability, marital status or sexual orientation, or that it is an equal employment opportunity employer;
- (4) it will send to each labor organization or representative of workers with which it has a collective bargaining agreement or other contract or memorandum of understanding, written notification of its equal employment opportunity commitments under E.O. 50 and the rules and regulations promulgated thereunder; and
- (5) it will furnish all information and reports including an Employment Report before the award of the contract which are required by E.O. 50, the rules and regulations promulgated thereunder, and orders of the Director of the of the New York City Department of Small Business Services, Division of Labor Services ("DLS"), and

will permit access to its books, records and accounts by the Bureau for the purposes of investigation to ascertain compliance with such rules, regulations, and orders.

The Contractor understands that in the event of its noncompliance with the nondiscrimination clauses of this contract or with any of such rules, regulations, or orders such noncompliance shall constitute a material breach of the contract and noncompliance with E.O. 50 and the rules and regulations promulgated thereunder. After a hearing held pursuant to the rules of DLS, the Director may direct the imposition upon the Contractor of any or all of the following sanctions:

- (i) disapproval of the Contractor;
- (ii) suspension or termination of the contract;
- (iii) declaring the Contractor in default; or
- (iv) in lieu of any of the foregoing sanctions, the Director may impose an employment program.

The Director of DLS may recommend to the contracting agency head that a Board of Responsibility. be convened for purposes of declaring a Contractor who has repeatedly failed to comply with E.O. 50 and the rules and regulations promulgated thereunder to be nonresponsible.

The Contractor agrees to include the provisions of the foregoing paragraphs in every subcontract or purchase order in excess of \$50,000 to which it becomes a party unless exempted by E.O. 50 and the rules and regulations promulgated thereunder, so that such provisions will be binding upon each subcontractor or vendor. The Contractor will take such action with respect to any subcontract or purchase order as may be directed by the Director of DLS as a means of enforcing such provisions including sanctions for noncompliance.

The Contractor further agrees that it will refrain from entering into any contract or contact modification subject to E.O. 50 (§10-14) and the rules and regulations promulgated thereunder with a subcontractor who is not in compliance with the requirements of E.O. 50 (§10-14) and the rules and regulations promulgated thereunder.

EXHIBIT B

DOING BUSINESS DATA FORM

(Immediately follows)



Doing Business Data Form

						_
To be completed by the Cit	y agency prior to distribution	Agency		Transaction ID)	
Check One	Transaction Type (check one)					
☐ Proposal ☐ Award	□ Concession □ Economic	Development Agreement	☐ Franchise	☐ Grant	☐ Pension Investment Contract	☐ Contract
either type responses directly	for or proposing on an award or a into this fillable form or print anson is required for a proposal to be	wers by hand in black ink,	and be sure to fill	I out the certi	fication box on the last page. Su	bmission of a
Data Form will be included in	nation to be provided on principa a public database of people who this form will be disclosed to the	do business with the City	of New York, as	will the organ	izations that own 10% or more o	of the enitity. No
	Data Form to the City office the or 212-788-8104 with any question.					
Entity Information				If you are o	completing this form by hand, ple	ease print clearly
Entity EIN/TIN	Entity Na	me				
Filing Status		(Select One)				
NEW: Data Forms submitted listing of organizations , as wor more ownership of the end of ownership is submitted thupdate form, a no change for	vell as individuals, with 10% tity. Until such certification rough a change, new or	 □ Entity has never completed a Doing Business Data Form. Fill out the entire form. □ Change from previous Data Form dated Fill out only those sections that have changed, and indicate the name of the persons who no longer hold positions with the entity. □ No Change from previous Data Form dated Skip to the bottom of the last page. 				
update form, a no change for	тт wiii посъе ассерted.	in No Shange nom pre	vidus Dala FUIIII (uaieu	Skip to the bottom of	me iast page.
Entity is a Non-Profit	□ Yes □ No					
Entity Type	any type) □ Joint Venture □	LLC ☐ Partnership (any	type) 🗆 Sole P	roprietor \square	Other (specify)	
Address						
City			State		Zip	
Phone	E-mail					
name of the person being replected the control of the person being replected the control of the		moved from the <i>Doing Bus</i>	siness Database, a		the date that the change became	
-	er, such as the President, Executive Dire					
First Name	MI _	Last			Birth Date (mm/dd/yy)	
Office Title		Employer (if n	ot employed by e	ntity)		
Home Address						
☐ This person replaced forme	er CEO				on date	
Chief Financial Officer (CFO) or equivalent officer such as the Treasurer, Comptroller, Finar	ncial Director or VP for Finance.			☐ This posit	ion does not exist
First Name	MI _	Last			Birth Date (mm/dd/yy)	
Office Title		Employer (if n	ot employed by e	ntity)		
Home Address						
☐ This person replaced forme	er CFO				on date	
Chief Operating Officer (CO	O) or equivalent officer er, such as the Chief Planning Officer, Di	rector of Operations or VP for Op	perations.		☐ This posit	ion does not exist
First Name	MI _	Last			Birth Date (mm/dd/yy)	
Office Title		Employer (if n	ot employed by e	ntity)		
Home Address						
☐ This person replaced forme	er COO				on date	

Principal Owners

Please fill in the required identification information for all individuals or organizations that, through stock shares, partnership agreements or other means, **own or control** 10% or more of the entity. If no individual or organization owners exist, please check the appropriate box to indicate why and skip to the **Senior Managers** section. If the entity is owned by other companies that control 10% or more of the entity, those companies must be listed. If an owner was identified on the previous page, fill in his/her name and write "See above." If the entity is filing a Change Form, list any individuals or organizations that are no longer owners at the bottom of this section. If more space is needed, attach additional pages labeled "Additional Owners."

If more space is needed, attach addition	al pages labeled "Additional Owners."	
There are no owners listed because (s ☐ The entity is not-for-profit	select one): ☐ The entity is an individual	☐ No individual or organization owns 10% or more of the entity
Other (explain)		
Individual Owners (who own or contro	ol 10% or more of the entity)	
First Name	MI Last	Birth Date (mm/dd/yy)
Office Title	Emŗ	ployer (if not employed by entity)
Home Address		
First Name	MI Last	Birth Date (mm/dd/yy)
Office Title	Emŗ	oloyer (if not employed by entity)
Home Address		
Organization Owners (that own or cor	ntrol 10% or more of the entity)	
Organization Name		
Organization Name		
Organization Name		
Remove the following previously-repo	orted Principal Owners	
Name		Removal Date
Name		Removal Date
Name		Removal Date
		evious page, fill in his/her name and write "See above." If the entity is filing a Change Form, n. If more space is needed, attach additional pages labeled "Additional Senior Managers."
•	MI Last	Birth Date (mm/dd/yy)
		bloyer (if not employed by entity)
Home Address	LIII,	nover (it not employed by entity)
	MI Last	_ Birth Date (mm/dd/yy)
		bloyer (if not employed by entity)
		in not employed by entity,
		Birth Date (mm/dd/yy)
		bloyer (if not employed by entity)
Home Address	•	
Remove the following previously-repo		
	•	removal date
		removal date
Certification I certify that the information submitted	on these two pages and addition	nal pages is accurate and complete. I understand that willful or fraudulent submission of a e and therefore denied future City awards.
Name		Title
Entity Name		Work Phone #
0.1		5.