

DATE: May 19, 2022

RESPONSES TO QUESTIONS: Commercial Real Estate Legal Counsel Services RFP

Questions listed in order received.

#	RFP REFERENCE	QUESTION(S)	RESPONSE
1)	N/A	What are the insurance requirements (policy minimums, aggregate coverages, presentation of proof)?	The Trust expects that Respondents will maintain Professional Liability coverage that complies with applicable law and prevailing commercial standards.
2)	Section VII(J)(a): “All Respondents and business partners must disclose with their proposal, the name of any officer, director, agent or employee who is also an employee or family member of an employee of the Trust.”	Is the Trust able to provide a list of employees of the Trust?	Each Respondent should provide a disclosure to the best of its knowledge and belief.
3)	Section VII(J)(a): “The Respondent should disclose in writing as part of their proposal any possible or potential conflicts of interest which are known to, or reasonably should be known to the Respondent, which may exist between Respondent’s firm, the City of New York and/or Governors Island Corporation d/b/a The Trust for Governors Island.”	What does it mean to be adverse to the City of New York?	Respondents should assess conflicts of interest related to the Project in accordance with applicable professional standards, including the New York Rules of Professional Conduct.

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4)	Section VII.B: “No Respondent will be selected if an individual who is a member or partner or otherwise a principal and/ or its management team is determined, in the Trust’s sole discretion, to be in arrears or in default of any debt, contract or obligation to or with the City or State of New York, or any other of their instrumentalities or otherwise to be a prohibited person as defined by the Trust. All principals, members or partners of a Respondent must complete a background questionnaire and are subject to investigation by the Trust and the City.”	For firms with large numbers of principals, members, or partners, for which of these are disclosure forms required? Additionally, can the Trust provide a copy of the questionnaire so that [Respondents] know what to expect?	For any Respondent selected to provide the Legal Services, background review and investigation will be conducted to the extent necessary to comply with any applicable City of New York procurement requirements.
5)	Section IV.B and Section VII	Section VII of the RFP contains a signature page, but Section IV.B. references only the Declaration of Understanding and the Doing Business Data Form as forms to be attached to the response. Should [Respondents] also attach a signed copy of Section VII?	Yes.
6)	N/A	It is possible that conflicts with representation of the Trust and [the Finalists for the Climate Center anchor] could arise prior to selection or in the course of the representation. Will the Trust agree to waivers for matters unrelated to the Project?	The Trust will consider requests for appropriate waivers in the normal course.

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7)	N/A	For purposes of ensuring the proposed developments comply with all governmental approvals and permits, should Respondents be prepared to provide zoning analysis and other land use legal advice?	Not substantially. The Trust expects any zoning or other land-use matters to be incidental to the representation.
8)	N/A	Have any of the Finalists proposed changes to the zoning regulations put in place for Governors Island? If so, will Respondents serve as land use counsel to the Trust?	Finalists have been encouraged to submit proposals that may be accomplished as-of-right. The Trust expects zoning or other land-use matters to be incidental to the representation.
9)	N/A	The Legal Services Description contemplates that a portion of the allocated ~\$150M NYC capital funding may be provided to tenant via a funding agreement executed in parallel to the ground lease. Is it anticipated that the funding would flow directly from the City to the tenant or would the Trust receive the funds and enter into a direct agreement with the tenant to disburse same?	This topic will be addressed within the scope of the representation contemplated by the RFP.
10)	Section VII(J)(b)	Please confirm that for purposes of Section VII, subsection J(b), “elected officials” means New York City and New York State elected officials.	Please disclose as to all known elected officials. For instance, the response may include elected officials of the Federal Government.
11)	Section VII(J)(c)	Please define “business partners.” Is this limited to any company with which the Respondent proposes to provide the services described in the RFP?	Please respond as to any business partner that will provide any services described in the RFP or that has any relationship of ownership or control with Respondent.

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12)	Section VII(J)(c)	Is it possible to provide a list of the members, directors, officers and employees [of the Trust] for purposes of [Respondent's] internal due diligence?	Each Respondent should provide a disclosure to the best of its knowledge and belief.
13)	N/A	Are there caps on rates that the New York City Law Department will approve for the project? Is there any general guidance that would inform the submission process?	There is no explicit cap, and Respondents are encouraged to submit their most competitive rates. The New York City Law Department approves fee arrangements on a case-by-case basis.