

Robert P. Astorino  
County Executive

Office of the County Attorney

Robert F. Meehan  
County Attorney

13266

September 8, 2010

To: Honorable Board of Acquisition & Contract

From: Robert F. Meehan  
County Attorney

Ann Marie Berg  
Commissioner, Dept. of Finance

Re: **Resolution Authorizing the County of Westchester (the “County”) to enter into contracts with the Law Firms of Hawkins, Delafield & Wood LLP, Fulbright & Jaworski LLP, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C., and Nixon Peabody LLP to serve as the County’s Bond Counsel for the period commencing August 1, 2010 through July 31, 2013 in an aggregate amount not to exceed Four Hundred Thousand (\$400,000.00) Dollars per year, for a total aggregate contract amount not to exceed One Million Two Hundred Thousand (\$1,200,000.00) Dollars**

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Authority is requested to enter into an agreement with each of the following four (4) law firms to serve as bond counsel: Hawkins, Delafield & Wood LLP; Fulbright & Jaworski LLP; Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C., and Nixon Peabody LLP. Each firm will serve in an “of counsel” capacity to the County Attorney for the period commencing August 1, 2010 through July 31, 2013, in an aggregate amount not to exceed Four Hundred Thousand (\$400,000.00) Dollars per year, for a total aggregate contract amount not to exceed One Million Two Hundred Thousand (\$1,200,000.00) Dollars, subject to appropriation. A fee schedule for each of the law firms is attached to the Resolution submitted herewith. Authority is requested to enter into agreements for an aggregate dollar amount in order to allow for the necessary flexibility to make assignments amongst the four law firms.

On September 7, 2010, the Honorable Westchester County Board of Legislators (“Board of Legislators”) by Act No. 98 -2010 authorized the County to retain the above law firms in accordance with the above terms.

By way of background, on February 22, 2010, the Board of Legislators approved Act No. 1-2010, which authorized the County to retain Hawkins, Delafield & Wood LLP, Fulbright & Jaworski LLP, and Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C., to serve as bond counsel for the period from February 1, 2010 through July 31, 2010. In anticipation of the expiration of those agreements, a request for proposals (“RFP”) seeking bond counsel to serve in an “of counsel” capacity to the County Attorney was posted on the County website on April 19, 2010, and was advertised in *The Bond Buyer* and *The New York Law Journal*. The RFP was additionally mailed to fifteen firms, of which thirteen submitted a proposal in response to the RFP.

To evaluate each proposal, the Law Department in conjunction with the Finance Department, used the following evaluation criteria in selecting a proposer: proposer’s demonstrated capability to provide the legal services; evaluation of the professional qualifications, personal background and resume(s) of individuals involved in providing legal services; proposer’s experience to perform the proposed legal services; proposer’s financial ability to provide the legal services, and evaluation of the proposer’s fee submission.

Upon my review of the credentials and experience of the various proposers with the Commissioner of Finance, I believe that entering into contracts with the four above indicated law firms to serve as bond counsel is in the best interests of the County.

The goals and objectives of these contracts are to provide the County with the bond counsel expertise that it does not have in-house and which is necessary to represent and assist the County in all matters relating to the issuance of general obligation bonds (e.g.: taxable, tax-exempt and/or Build America Bonds), revenue bonds and/or other methods of financing public projects, including, but not limited to, tax anticipation notes, bond anticipation notes and revenue anticipation notes; debt sold through the New York State Environmental Facilities Corporation, and financial matters related to the Westchester County Health Care Corporation.

The services provided under Agreement will be tracked and monitored by both the Finance Department and the attorneys in the Law Department tasked with working with these firms.

Based upon the foregoing, your favorable action on the annexed Resolution is urged and recommended.

RFM/TSA/nn  
Attachment



**SCHEDULE OF FEES**

**Firm:**

Nixon Peabody LLP  
30 Jericho Quadrangle, Suite 300  
Jericho, New York 11753

**Fee for Prep of Each Bond Act:** \$250

**Max Fee Per Issuance of Notes:**

Base fee of \$300 per issue plus a fee based on a schedule of:  
- \$1.25 per \$1,000 principal amt for first \$2,500,000  
- \$1.00 per \$1,000 principal amt for next \$2,500,000  
- 75¢ per \$1,000 principal amt for next \$5,000,000 and  
- 50¢ per \$1,000 principal amt in excess of \$10,000,000

Max fee for issuance of notes - \$25,000

**Max Fee Per Issuance of Bonds:**

Base fee of \$1,000 plus:  
- \$1.25 per \$1,000 principal amt for first \$5,000,000  
- \$1.00 per \$1,000 principal amt for next \$5,000,000  
- 75¢ per \$1,000 principal amt for next \$5,000,000 and  
- 50¢ per \$1,000 principal amt in excess of \$15,000,000

Max fee for issuance of bonds - \$25,000

**Max Fee Per Issuance of Refunding Bonds:** \$25,000

**Max Fee Per Issuance of Debt through NYSEFC:** \$15,000 to \$20,000

**Hourly Rates for Other Services:**

Attorney rates range from \$465 - \$715 (subject to yearly increase) and \$230 for paralegal  
\$300 per resolution

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**Firm:**

Mintz Levin PC  
666 Third Avenue  
New York, New York 10017

**Fee for Prep of Each Bond Act:** \$750

**Max Fee Per Issuance of Notes:** \$20,000 (would escalate by 5% in yr 3)

**Max Fee Per Issuance of Bonds:** \$30,000 (would escalate by 5% in yr 3)

**Max Fee Per Issuance of Refunding Bonds:** \$35,000 (would escalate by 5% in yr 3)

**Max Fee Per Issuance of Debt through NYSEFC:** \$15,000 (would escalate by 5% in yr 3)

**Hourly Rates for Other Services:** Ranges from \$297 - \$585 for attorneys and \$190 - \$275 for  
paraprofessionals (would escalate by 5% in yr 3)

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**Firm:**

Hawkins Delafield & Wood LLP  
One Chase Manhattan Plaza  
New York, New York 10005

**Fee for Prep of Each Bond Act:** \$750

**Max Fee Per Issuance of Notes:** \$25,000

**Max Fee Per Issuance of Bonds:** \$50,000

**Max Fee Per Issuance of Refunding Bonds:** \$50,000

**Max Fee Per Issuance of Debt through NYSEFC:** \$20,000

**Hourly Rates for Other Services:** Blended hourly rate of \$295 /hr for partner and \$195 /hr for associate

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**Firm:**

Fulbright & Jaworski LLP  
666 Fifth Avenue  
New York, New York 10103

**Fee for Prep of Each Bond Act:**

Bond Act - \$900  
Guarantee Act - \$900

**Max Fee Per Issuance of Notes:** 35¢ per \$1,000 face amount plus hourly charges for review of the offering document, tax matter review, and closing documents with max fee NTE \$30,000

**Max Fee Per Issuance of Bonds:** 75¢ per \$1,000 face amount plus hourly charges with max fee NTE \$40,000

**Max Fee Per Issuance of Refunding Bonds:** 95¢ per \$1,000 face amount plus hourly charges with max fee NTE \$55,000

**Max Fee Per Issuance of Debt through NYSEFC:** 75¢ per \$1,000 face amount for long term financings and 35¢ per \$1,000 face amount for short term financings plus, in each case, hourly charges subject to a max fee of \$55,000 for long term and \$25,000 for short term financings.

**Hourly Rates for Other Services:**

Partners & Counsel- \$405  
Associates - \$235  
Paralegals - \$125  
(discounted rates)