

RESOLUTION NO. 2002- 132

AUTHORIZING CONTRACT 2002-062 WITH ECKERT SEAMANS CHERIN & MELLOTT, LLC FOR THE PROVISION OF LESSEE TRANSACTION COUNSEL SERVICES IN AN AMOUNT NOT TO EXCEED \$230,000.00 (PAYABLE FROM THE PROCEEDS OF THE TRANSACTION)

WHEREAS, the Authority requires special legal advice counsel for various lease/leaseback transactions; and

WHEREAS, the proposal of Eckert Seamans Cherin & Mellott, LLC with offices at U.S. Steel Tower, 600 Grant Street, 44th Floor, Pittsburg, PA 15219, to perform said services was received on May 9, 2002, in response to a competitive solicitation; and,

WHEREAS, Eckert Seamans Cherin & Mellott, LLC was selected as the most qualified firm offering to perform such services; and,

WHEREAS, after discussions and negotiations, Eckert Seamans Cherin & Mellott, LLC submitted a best and final proposal to perform such services; and

WHEREAS, the General Manager deems acceptance of the offer of Eckert Seamans Cherin & Mellott, LLC as negotiated, to be in the best interest of the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That the offer of Eckert Seamans Cherin & Mellott, LLC to provide lessee transaction counsel services, as negotiated, be and the same is hereby accepted.

Section 2. That the General Manager of the Authority be and is hereby authorized to enter into a contract with Eckert Seamans Cherin & Mellott, LLC as lessee transaction counsel for various lease/leaseback transactions which will require special legal advice.

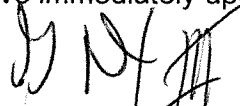
Section 3. That said contract shall be payable from the proceeds of the transaction in the amount not to exceed two hundred thirty thousand and 00/100 dollars (\$230,000.00). An hourly rate of \$240.00 is approved notwithstanding the terms set forth in Resolution 1991-129, Retention of Outside Legal Counsel. If the transaction is not executed as a result of GCRTA action, costs shall be paid from the General Fund, Legal Department Budget and shall not exceed seventy thousand and 00/100 dollars (\$70,000.00). This may require additional budget appropriation by the Board of Trustees

Section 4. That said contract shall be binding upon and an obligation of the Authority contingent upon compliance by the contractor to the specifications and addenda, if any; the Affirmative Action Plan adopted by the Board of Trustees in Resolution 2002-120; bonding and insurance requirements; and all applicable laws relating to the contractual obligations of the Authority.

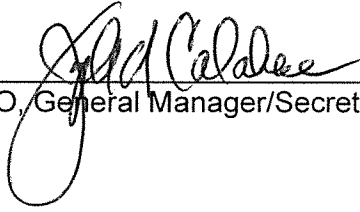
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Section 5. That this resolution shall become effective immediately upon its adoption.

Adopted: July 16, 2002



President

Attest: 

CEO, General Manager/Secretary-Treasurer



Greater Cleveland Regional Transit Authority
STAFF SUMMARY AND COMMENTS

TITLE/DESCRIPTION: AUTHORIZING CONTRACT 2002-062 WITH ECKERT SEAMANS CHERIN & MELLOTT, LLC FOR THE PROVISION OF LESSEE TRANSACTION COUNSEL SERVICES IN AN AMOUNT NOT TO EXCEED \$230,000.00 (PAYABLE FROM THE PROCEEDS OF THE TRANSACTION)	Resolution No.: 2002- 132
	Date: July 16, 2002
	Initiator: Finance & Administration Division
ACTION REQUEST: <input checked="" type="checkbox"/> Approval <input type="checkbox"/> Review/Comment <input type="checkbox"/> Information Only <input type="checkbox"/> Other _____	

1.0 PURPOSE/SCOPE: This action will allow the Authority to enter into a contract with Eckert Seamans Cherin & Mellott, LLC to provide lessee transaction counsel services for various lease/leaseback transactions which will require special legal advice.

2.0 DESCRIPTION/JUSTIFICATION: The Authority, under Resolution 2001-142, authorized the General Manager to develop a plan for lease/leaseback and/or sale/leaseback transactions. The services of a Lessee Transaction Counsel are required to prepare all legal documentation associated with the various lease/leaseback transactions.

3.0 PROCUREMENT BACKGROUND: Pursuant to GCRTA Procurement Policies and Procedures; Bylaws of the Greater Cleveland Regional Transit Authority; and Resolution No. 1992-3 Acquisition and Administration of Outside Legal Counsel and Resolution 1991-129 Adopting Policies and a Fee Schedule for the Retention of Outside Legal Counsel by the Authority; the General Manager is authorized to enter into contracts for legal services pursuant to the fee schedule as identified in Resolution 1991-129. Given the requirement for special legal expertise in the negotiations of lease/leaseback transactions in the mass transit industry, the fee proposed and negotiated, with Eckert Seamans Cherin & Mellott, is not to exceed \$240.00 per hour but does exceed the hourly fee schedule specified in Resolution 1991-129, Retention of Outside Legal Counsel.

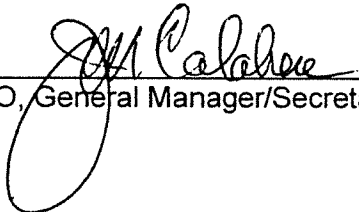
A total of 18 Request for Proposals were mailed to potential offerors, and 7 proposals were received, and evaluated in accordance with the Authority's Procurement Policy and Procedures. After negotiations, the best and final offer of Eckert Seamans Cherin & Mellott, LLC was accepted as the most advantageous to the Authority. Eckert Seamans Cherin & Mellott, LLC has provided mass transit leveraged leasing arrangements for the Metropolitan Atlanta Regional Transit Authority (MARTA), Port Authority for Allegheny County, and Southeast Pennsylvania Transportation Authority, and others.

A cost/price analysis has been performed and the Procurement Department has determined the negotiated rates to be fair and reasonable.

4.0 DBE/AFFIRMATIVE ACTION BACKGROUND: All Affirmative Action requirements have been met. A 0% DBE goal was established for this procurement due to the lack of subcontracting opportunities.

- 5.0 POLICY IMPACT: Does Not Apply.
- 6.0 ECONOMIC IMPACT: This procurement shall be payable from the proceeds of the transaction. If the transaction is not executed as a result of GCRTA action, the contract shall be paid from the General Fund, Legal Department Budget, in an amount not to exceed \$70,000.00. This may require additional budget appropriation by the Board of Trustees.
- 7.0 ALTERNATIVES: Reject all proposals. Rejection of this resolution would deprive the Authority of a significant potential source of revenue.
- 8.0 RECOMMENDATION: The lease/leaseback plan was reviewed by the Finance Committee of the Board of Trustees on July 2, 2002, and recommended to the full Board. It is recommended that the proposal of Eckert Seamans Cherin & Mellott, LLC be accepted and the resolution passed authorizing the General Manager to enter into a contract.
- 9.0 ATTACHMENTS: None.

Recommended and certified as appropriate to the availability of funds, legal form and conformance with the Procurement requirements.



CEO, General Manager/Secretary-Treasurer