





**Short Title:**

**A RESOLUTION OF CHAIR AND BOARD OF DIRECTORS OF THE HALLANDALE BEACH COMMUNITY REDEVELOPMENT AGENCY, HALLANDALE BEACH, FLORIDA; APPROVING A PROFESSIONAL SERVICES AGREEMENT WITH THE FIRM FOX ROTHSCHILD LLP TO PROVIDE LEGAL REPRESENTATION SERVICES TO THE HALLANDALE BEACH COMMUNITY REDEVELOPMENT AGENCY FOR FISCAL YEAR 2018-2019; AND PROVIDING AN EFFECTIVE DATE.**

**Staff Summary:**

**Background:**

On December 14, 2011 the Hallandale Beach Community Redevelopment Agency (HBCRA) Board approved resolution no. 2012-19 to retain the firm Gray Robinson, P.A to provide legal representation services through a competitive selection process.

On October 13, 2014 the HBCRA Board approved resolution no. 2014-24 for the firm Gray Robinson to provide legal representation for FY 13/14, with two subsequent one-year renewals.

In a letter dated August 30, 2018 (Exhibit 2), the firm of GrayRobinson P.A., notified the City of Hallandale Beach that CRA Attorney Steven W. Zelkowitz was no longer affiliated with the firm. Mr. Zelkowitz is now affiliated with the firm Fox Rothschild LLP.

**Current Situation:**

On August 31, 2018, Mr. Steven Zelkowitz submitted a letter of engagement under the affiliation of his new firm Fox Rothschild LLP. The terms of the new engagement letter (Exhibit 3) are the same as those negotiated when Mr. Zelkowitz was the HBCRA Attorney during his affiliation with GrayRobinson P.A.

All legal fees for all non- routine projects are to be estimated and budgeted with input from the Executive Director and paid on an hourly rate (see Exhibit 3). This agreement mirrors the agreement that was negotiated last fiscal year per the HBCRA Board`s Directive.



The scope of services included in the engagement letter are listed below:

1. Flat Monthly Fee of \$2,500 for each of twelve months with respect to HBCRA monthly Board meetings (includes preparation of all resolutions, preparation and attendance at meeting and after action). The total fiscal year flat fee for this category of work is \$30,000.
2. Hourly Monthly Fees with a cap of \$3,750 a month (\$45,000 per year) for routine HBCRA staff matters including, but not limited to: residential loans documentation, drafting and revising agency governance documents and policies, agreement amendments, routine projects, and consultation with staff and Board members. Accordingly, the maximum total amount of fees for regular Board meetings, routine services and title and lien searches for the fiscal year is anticipated to be \$80,000; provided, however the parties agree to review this maximum total at mid-fiscal year to ensure it is working out fairly.
3. All legal fees related to Redevelopment Agreements are to be paid from private party developer application fees on a cost recovery basis implemented and managed by the HBCRA; provided, however, the HBCRA will remain fully responsible to Fox Rothschild LLP ("Firm") for payment of the Firm's invoices in the event the private party fails to pay. Such applies to any Redevelopment Agreements not yet executed and those executed Redevelopment Agreements for which the HBCRA collected an application fee and there is a balance remaining from such application fee. To the extent there are Redevelopment Agreements for which the application fee was not paid or which application has or becomes exhausted, legal fees shall be on an hourly basis at the following rate: \$225 per hour for all shareholders and of counsel at the firm and \$175 for all associates at the firm, and paid by the HBCRA. For new agreements, we will provide an original proposed budget when a proposal is received. Changes to the proposed budget will require the pre-approval of the Executive Director. Provided that any fees in excess of \$25,000 shall be approved by the HBCRA Board.



4. All legal fees for commercial loan closings to be paid by the borrower from the loan proceeds on an hourly basis at the following rate: \$225 per hour for all shareholders and of counsel at the firm and \$175 for all associates at the firm.

5. All legal fees for all non-routine projects to be estimated and budgeted with input from the Executive Director and paid on an hourly basis at the following rate: \$225 per hour for all shareholders and of counsel at the firm and \$175 for all associates at the firm. Non-routine projects shall be identified by written notice to the Executive Director prior to the commencement of any billable time.

6. All legal fees for all real estate transactions shall be paid on an hourly basis at the following rate: \$225 per hour for all shareholders and of counsel at the firm and \$175 for all associates at the firm. With respect to real estate purchases, the Firm shall act as the title agent and provide a discount to the legal fees in the amount of 20% of the agent's share of the title insurance premium earned for that transaction.

7. The foregoing does not include litigation matters for which the Firm will estimate and prepare a proposed budget for approval by the HBCRA Board.

8. Title and lien searches for residential programs in the amount of \$5,000. The Firm will order the searches from a title company as requested by the HBCRA and provide the searches to the HBCRA at cost without markup.

The total maximum for fees for routine services, title and lien searches for the fiscal year is \$80,000, the terms of this agreement are valid for one year.

### **Why Action is Necessary:**

Pursuant to the HBCRA By-laws the Board must approve all procurements for goods and services in excess of fifty Thousand dollars (\$50,000) and Twenty Five Thousand (\$25,000) for Professional Services.



**Fiscal Impact:**

\$80,000

**Proposed Action:**

Staff recommends the adoption of the attached resolution approving a professional services agreement with the firm Fox Rothschild LLP to provide legal representation services to the Hallandale Beach Community Redevelopment Agency for fiscal year 2018-2019.

**Attachment(s):**

Exhibit 1 – Resolution  
Exhibit 2– Letter from GrayRobinson P.A.  
Exhibit 3 – Fox Rothschild LLP engagement Letter FY 18/19  
Exhibit 4 – About Fox Rothschild

***Faith Phinn***

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Prepared by: Faith Phinn, Financial Management Analyst

*Andrea Lues*

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Reviewed by: Andrea Lues , Procurement Director

***Jeremy Earle***

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Reviewed by: Jeremy Earle, Assistant City Manager