

Memo

To: Ramsey City Council and Ramsey HRA
From: William K. Goodrich, City Attorney
Re: Sunwood Drive Realignment Project/Landform Contract
Date: July 10, 2012

At its June 26, 2012 meeting, the City Council asked for my legal opinion on an issue relating to the City's Sunwood Drive Realignment Improvement Project (the "Project") and a contract between the Housing and Redevelopment Authority of the City of Ramsey (the "HRA") and Landform Professional Services, LLC ("Landform"). The specific issue is whether or not the CITY is contractually obligated to use Landform's services for construction staking of the Project.

BACKGROUND

The City has authorized the acquisition of easements for the Project, has provided for the funding of the Project, has competitively bid the construction of the Project and has awarded a contract for the Project's construction. Thus, there is no question the Project is a **CITY** project as opposed to an HRA project.

The Project's easement acquisition process included acquiring right of way and temporary construction easements from certain Project adjacent land owners, one of which is the HRA. The City acquired necessary easements from the HRA pursuant to an agreement titled: Agreement Related to the Relocation of Sunwood Drive, which agreement was approved by the HRA on April 24, 2012 (the "HRA/City Agreement"). The HRA/City Agreement further grants the CITY the right to remove soil from HRA property for use in connection with construction of the Project.

The HRA and Landform entered into a Purchase of Services Agreement, dated April 1, 2011 whereby these two parties contractually agreed that the HRA would retain Landform for development management services of the property owned by the HRA now known as the COR (the "Landform Contract") The HRA property which is the subject of the Landform Contract is specifically legally described in the Landform Contract.

ISSUE

As stated above the issue is, is the CITY legally obligated pursuant to the Landform Contract to use the services of Landform for construction staking of the Project?

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RESPONSE

The short response to the issue is no. The fact that the Project is a CITY project as opposed to an HRA project compels this response.

The Landform Contract creates no contractual relationship between the CITY and Landform. The CITY is therefore free to contract with whomever it chooses for its various construction services required for the Project including construction staking.

Notwithstanding the above, please note this response only interprets the legal obligation of the parties to the Landform Contract, who are the HRA and Landform and NOT the CITY. However, as stated above, this does not preclude the CITY from separately contracting with any vendor it chooses including Landform for services required for the Project.

I trust the above adequately responds to this issue raised at the Council's June 26 meeting.