



Rhode Island Airport Corporation

November 20, 2012

REQUEST FOR PROPOSALS

LEGAL COUNSEL

CONTRACT NO. 24754

Approved:

A handwritten signature in blue ink, appearing to read 'Peter A. Frazier', is written over a horizontal line. The signature is stylized and fluid, with a long horizontal stroke extending to the right.

Peter A. Frazier, General Counsel

GENERAL INFORMATION

The Rhode Island Airport Corporation (RIAC) manages the State's six airports and is a subsidiary of the Rhode Island Economic Development Corporation (EDC). RIAC was created on December 9, 1992 as a subsidiary public corporation, governmental agency and public instrumentality having a distinct legal existence from the EDC and the state of Rhode Island. RIAC assumed responsibility for the State's six airports on July 1, 1993. The powers of RIAC are vested in a seven member Board of Directors which is authorized, pursuant to its Articles of Incorporation and the Lease and Operating Agreement among the State of Rhode Island, the Rhode Island Department of Transportation and RIAC, dated as of June 25, 1993, to undertake the planning, development, management and operation of the six airports – T. F. Green State Airport, North Central State Airport, Newport State Airport, Block Island State Airport, Quonset State Airport, and Westerly State Airport.

LEGAL SERVICES

RIAC is inviting all interested and qualified law firms to submit proposals to provide legal services to RIAC for an initial term of one (1) twelve (12) month contract with two (2) additional twelve (12) month renewable options at RIAC's sole discretion, commencing January 1, 2013. Legal services have been divided into six distinct areas of representation. Qualified firms are encouraged to respond to as few or as many of the practice areas as would be appropriate for the firm. RIAC may award one or more contracts for any combination of legal services including specific tasks within a subcategory.

Firms that are interested in being considered for the appointment of as an on-call legal counsel must submit qualifications as instructed below.

INSTRUCTIONS

1. Keep each proposal excluding exhibits within a limit of seven (7) pages plus two (2) additional pages for each area of representation for which your firm is submitting its qualifications. Brevity will be appreciated. A brief executive summary should accompany each proposal.
2. The Proposer shall submit one (1) electronic, one (1) original printed document and five (5) copies of the proposal via overnight delivery, courier or U.S. Mail to – Laurie A. Sirois, Grants and Contracts Administrator, Rhode Island Airport Corporation, 2000 Post Road, Warwick, RI 02886. Proposals should be sealed and clearly marked "Legal Counsel Proposal".

Submissions shall be received no later than **4:00 p.m. on December 11, 2012**, at the appropriate address stated above. Any submission that exceeds the page limit set here or which is not received by RIAC in a timely manner may be rejected by RIAC as non-responsive.

3. A proposal may be submitted for one, some, or all of the areas of representation listed below. If applying for more than one, please identify which services you are seeking to provide and respond only to the appropriate section in Part II set forth below. All firms should respond to Part I, General Firm Information.

Areas of Representation:

- A. Litigation
- B. Commercial, Taxation, Bonding and Real Estate
- C. Environmental
- D. Taxation (employment-related), Labor and Employment
- E. Legislative Services
- F. Aviation/Airport Specialty Counsel

4. Respondents are advised that all submissions (including those not selected) may be made available to the public on request upon completion of the process and award of a contract. Accordingly, any proprietary information included in the proposal that the respondent desires not to be disclosed should be clearly identified as such and segregated from the rest of the proposal.

5. Affirmative Action/Equal Opportunity Statement:

RIAC is committed to a policy of non-discrimination in all phases of employment, including the use of independent contractors or consultants. All candidates are selected based solely on their qualifications, abilities and achievements, without regard to race, religion, age, sex, national origin, veteran status, disability or any other characteristic protected by federal or state laws.

RIAC encourages participation of minorities, women and disabled individuals. Respondents should submit evidence of their internal affirmative action programs and/or whether they qualify as a disadvantaged business enterprise (DBE) under Rhode Island law.

6. Conditions of Engagement:

Please carefully review billing and expenses requirement for RIAC legal engagements attached hereto as Exhibit A. These requirements parallel those of the state of Rhode Island. These requirements will be made an essential part of each RIAC letter of engagement.

ITEMS TO BE INCLUDED IN YOUR PROPOSAL

Part I: ABOUT YOUR FIRM

A. General Information

Provide a brief description of your firm, including but not limited to the following:

1. Location(s).
2. Number of Partners and Associates.
3. Name, address, phone number, fax number and email address of the firm's contact person.

RIAC encourages the participation of persons of color, women, persons with disabilities and members of other federally and State-protected classes. Describe your firm's affirmative action program and activities. Include the number and percentage of members of federally and State-protected classes who are either partners or associates in your firm, the number and percentage of members of federally and State-protected classes in your firm who will work on RIAC legal services and, if applicable, a copy of your Minority or Women-Owned Business Enterprise state certification.

4. Describe any relationships that you have with other law firms regarding proposed co-counsel relationships and/or fee splitting arrangements.
5. Indicate the type and amount of professional liability insurance your firm carries.

Proposers must have in full force and effect professional liability insurance with an insurance company rated at least "A-" in Best's Guide in an amount not less than \$5,000,000, which liability insurance shall include specific coverage for practice in the field in which you propose to respond.

6. Identify any material litigation, administrative proceedings or investigations which i) currently names your firm as a party, ii) have been threatened against your firm; or iii) have been settled within the past two years and involved your firm as a party.

B. Experience and Resources

1. For each practice area to which you are responding, indicate which partners and associates would be involved in providing legal services to RIAC. Provide appropriate background information and identify what their responsibilities would be in serving RIAC.

2. Provide three (3) references from your corporate or governmental agency clients including names, addresses and telephone numbers.
3. Describe your current relationship with governmental agencies and/or quasi-public corporations. Please include information in the following format:
 - Name of Governmental Agency
 - Relationship (type of counsel services provided)
 - Length of time serving in this capacity
 - Expiration date of current contract

C. Costs

1. Describe your proposed fee structure for calendar years 2013, 2014, and 2015, including the hourly rate for the partners, associates, and paralegals to be assigned to RIAC activities (if applicable) and the costs of various reimbursable and expenses. Blended rates will be considered. Where appropriate, (e.g. public financing, real estate closings) indicate fixed fee pricing proposals. Please be as specific as possible. **(N.B. – Pursuant to RIAC Procurement Rule 8.7.1.2, any legal counsel retained by RIAC must certify that his or her rate of compensation does not exceed the lowest rate of compensation charged to other clients of the firm.)**
2. How can your firm help RIAC reduce overall legal expenses? How can your firm assist RIAC in streamlining and simplifying its legal processes?

D. Miscellaneous

1. Identify any actual or potential conflicts of interest with regard to representation of RIAC and/or the State of Rhode Island. Include a listing of any matters in which you have represented other parties in litigation or transactional matters involving RIAC.
2. Identify any conflicts that may arise as a result of business activities, associates and/or ventures by members and associates of your firm, or as a result of any individual's status as a member of the board of directors of any organization likely to interact with RIAC. Describe how your firm will handle actual and/or potential conflicts of interest.
3. Identify any publications and other information and resources of your firm that will be available to RIAC.
4. Discuss any topics not covered in this Request for Proposals, which you would like to bring to the attention of RIAC.

E. Certifications

Campaign Finance Compliance

Every person or business entity providing goods or services at a cost of \$5,000 cumulated value is required to file an affidavit regarding political campaign contributions with the RI State Board of Elections even if no reportable contributions have been made (RI General Law 17-27). Forms may be obtained at Board of Elections, Campaign Finance Division, 50 Branch Avenue, Providence, RI 02904, (401-222-2056).

Major State Decision-Maker

Does any Rhode Island "Major State Decision-Maker", as defined below, or the spouse or dependent child of such person, hold (i) a ten percent or greater equity interest, or (ii) a \$5,000 or greater cash interest in this business?

For purposes of this question, "Major State Decision-Maker" means:

- (i) All general officers; and all executive or administrative head or heads of any state executive agency enumerated in R.I.G.L § 42-6-1 as well as the executive or administrative head or heads of state quasi-public corporations, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of president, senior vice president, general counsel, director, executive director, deputy director, assistant director, executive counsel or chief of staff;
- (ii) All members of the general assembly and the executive or administrative head or heads of a state legislative agency, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel or chief of staff; and
- (iii) All members of the state judiciary and all state magistrates and the executive or administrative head or heads of a state judicial agency, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel, chief of staff or state court administrator.

If your answer is "Yes", please identify the Major State Decision-Maker, specify the nature of their ownership interest, and provide a copy of the annual financial disclosure required to be filed with the Rhode Island Ethics Commission pursuant to R.I.G.L. §36-14-16, 17 and 18.

Part II: PRACTICE AREAS

Select One or More From the Following Practice Areas:

A. Litigation

1. Describe how your firm manages litigation. In addition, describe how your firm could help RIAC control litigation expenses.
2. Describe the types of litigation your firm has been involved with, including whether your client was defendant or plaintiff and any significant settlements you have negotiated.
3. Indicate the number of cases handled by your firm over the past two years, the number of attorneys in your litigation department and the number of other professionals (i.e. paralegals, etc.) in the litigation department.
4. Describe any significant cases that your firm has litigated. Include any appellate matters that you have handled over the past two years.
5. Describe the nature and extent of your governmental representation experience within this legal discipline within the past three years, if any.
6. Describe any litigation your firm has handled with respect to the Rhode Island Access to Public Records Act or Open Meetings Act.

B. Commercial, Taxation, Bonding and Real Estate

1. Describe your commercial representation experience specifically in the areas of contracts, commercial leases, zoning, concession agreements, real estate transactions (including easements), public finance, and bankruptcy for the past three years.
2. Indicate how your firm could assist RIAC in standardizing and simplifying its contracting, leasing, and real estate processes.
3. Discuss any specialized contracting or real estate experience that may be relevant to RIAC including: taxation, construction contracts, aviation easements, eminent domain laws, zoning laws, etc.
4. Describe your firm's recent experience in public finance including types (tax exempt, taxable, special facilities, etc.), sizing, and governmental clients and include as an exhibit representative copies of no more than two legal opinions given by your firm with respect to a municipal bond issue of a Rhode Island governmental entity within the past three years.

5. Describe the nature and extent of your governmental representation experience within these legal disciplines within the past three years, if any.
6. Describe your firm's recent experience in public finance including types (tax exempt, taxable, special facilities, etc.), sizing, and governmental clients and include as an exhibit representative copies of no more than two legal opinions given by your firm with respect to a municipal bond issue of a Rhode Island governmental entity within the past three years.

C. Environmental

1. Describe your firm's experience in representing clients before state and federal environmental agencies.
2. Describe your firm's experience in environmental litigation, including, drafting and/or negotiating permits, and with federal environmental impact statements.
3. Describe the nature and extent of your governmental representation experience within this legal discipline within the past three years, if any.

D. Taxation (employment-related), Labor and Employment Counsel

1. Describe your firm's experience in representing clients in labor collective bargaining negotiations.
2. Describe your firm's ERISA experience, particularly as it relates to products relevant to governmental agencies and/or quasi-public corporations.
3. Discuss any services your firm offers for workplace training related to employment law issues.
4. Describe the nature and extent of your governmental representation experience within these legal disciplines within the past three years, if any.
5. Describe your firm's experience with taxation issues (emphasizing any experience with quasi-public corporations) – ranging from tax exemptions to payroll taxation.

E. Legislative Legal Services Counsel

1. Describe your firm's lobbying experience (state and local).
2. Describe how your firm would track and/or monitor legislation relevant to RIAC.
3. Describe the nature and extent of your governmental representation experience within this legal discipline within the past three years, if any.

F. Aviation / Airport Specialty Counsel

1. Describe your experience as counsel for the past three years for any airport or relevant aviation-related field. Note: This information may be presented as an exhibit to your proposal. Please include information in the following format:
 - Name of client
 - Your specific role
 - Number of years serving this client
 - Name(s) of partners in charge of this client relationship
2. Describe your firm's recent experience in representing clients before the FAA, TSA, USDOT, etc.
3. Identify any specific aviation or airport legal practice areas for your firm that you believe may be relevant to RIAC.

RFP REVIEW AND SELECTION CRITERIA

A Selection Committee comprised of RIAC staff will review proposals. This committee will review all proposals meeting the minimum requirements of this RFP and select finalists to make a presentation to the committee, if warranted. Proposals will be evaluated on a variety of factors including:

- The firm's willingness to follow RIAC guidelines in this RFP;
- Experience and qualifications of both the firm and staff to be assigned to the identified areas of legal services, as evidenced by formal training and education and appropriate professional licensing;
- Ability to provide the required services on a timely basis in light of the anticipated workload, and the availability of adequate personnel, equipment and facilities of the firm.
- The firm's experience in the specific area(s) in which it seeks to provide services;
- Involvement and accessibility of staff to be assigned to RIAC work;
- The firm's commitment to Rhode Island;
- Organization, size and structure of firm;
- The adequacy and effectiveness of the firm's affirmative action program;

- Projected costs and proposed fee structure for services performed; and
- The firm's response to other questions contained in this RFP.

RIAC may invite finalists to make a presentation to the Selection Committee. Following the presentations, if any, the committee will make recommendations to the RIAC Board of Directors, which will make the final decision on approving up to three (3) law firms for each category of legal services. The Board of Directors will base its decision on the perceived need for counsel services, the demonstrated competence, experience, knowledge and qualifications of the offering firms, and on the reasonableness of the proposed fee for the services to be provided.

The Selection Committee may determine any proposal not complying with the requirements stated herein as irregular and may reject such proposals as noncompliant. The Selection Committee reserves the right to waive any irregularity that it deems immaterial and to proceed with the analysis of such proposal if deemed to be in the best interest of RIAC.

By this RFP, RIAC has not committed itself to employ counsel for any or all of the above-described matters, nor does the suggested scope of services or term of agreement require that counsel should be employed for any of those purposes. RIAC reserves the right to make those decisions after receipt of responses. RIAC's decision on these matters is final.

RIAC reserves the right to terminate any relationships with outside counsel if it determines that such action is in its best interests.

EXHIBIT A

CONDITIONS OF ENGAGEMENT

Budget and Billing Procedures

1. Before the Firm begins handling a legal matter for the RIAC, it shall supply the RIAC Attorney with an initial budget, which shall include, at a minimum:
 - (a) A detailed estimate of all fees, expenses, and costs the Firm shall charge for each legal service to be performed by the Firm;
 - (b) The identity and billing rate of each of the Firm's attorneys and paralegals who are to perform each legal services; and
 - (c) The amount of time the Firm expects to take to perform each legal service.
2. The Firm shall update its budget every (6) six months or more frequently when requested by the RIAC Attorney. The Firm shall provide a copy of each revised budget to the RIAC Attorney and shall account for each material modification or change from previous budgets.
3. If it becomes apparent to the Firm that it will exceed its budget, the Firm must promptly notify the RIAC Attorney in writing, describing in detail the reason(s) why the Firm expects to or has overrun its budget.
4. RIAC will not pay any amount in excess of the Firm's budget without the prior written approval of the RIAC Attorney.

Legal Fees

1. The Firm shall never bill RIAC at a rate higher than the lowest rate charged to other clients of the Firm.
2. The Firm shall bill RIAC on a monthly basis as follows:
 - (a) The Firm shall identify the total amount charged to RIAC for all legal services provided by the Firm.
 - (b) The Firm shall provide a billing report for each specific legal service performed by the Firm as identified in the Firm's budget. For each such legal service, the billing report shall record:
 - (1) each date on which the legal service was performed,
 - (2) the time expended performing legal services on each date,
 - (3) each member of the Firm who performed this legal service during this day,
 - (4) the billing rate of each member of the Firm so identified, and

- (5) the total charge for the performance of legal service by each Firm member during this day and time.
- (c) All time billed by the Firm shall be in increments of six (6) minutes (1/10 of an hour) and shall specifically identify the legal service performed by the Firm's personnel during that time, in accordance with the list of legal services identified in the Firm's budget.
- (d) Block billing is unacceptable. Each task and its corresponding time entry shall be identified separately.
- (e) If the Firm expects to be compensated for a conference between two or more of the Firm's personnel without any participants from outside the Firm, then the Firm employees shall not each charge RIAC for their time spent participating in the conference at their individual hourly billing rates. Instead, the Firm shall be compensated for the conference at an amount that is equal to the per-hour billing rate of the Firm employee participating in the conference with the highest per-hour billing rate.

Legal Expenses

1. RIAC shall reimburse the Firm for the actual cost of out-of-pocket expenses incurred by the Firm, which relate to the legal matter the Firm handles for RIAC, as follows:
2. Specific Expense Provisions
 - (a) Photocopy Expenses.
 - (1) Any photocopy expenses incurred by the Firm at a cost of more than 10 cents per page must be approved in advance by the RIAC Attorney.
 - (2) Any photocopy costs in excess of \$500 for a single job must be authorized in advance by the RIAC Attorney. The Firm's request for approval of such photocopy costs must be accompanied by cost estimates provided by at least (3) photocopy vendors, one of which may be the Firm itself.
 - (3) Notwithstanding (1) and (2) above, the Firm shall use vendors such as court reporters and copying services under contract with the State whenever possible. The Firm should ask the RIAC Attorney to identify such contracts for its use.
 - (b) Travel Expenses.
 - (1) The Firm shall exercise prudence in incurring travel expenses. Travel expenses for lodging, and out-of-town transportation shall be at reasonable rates and consistent with the State's travel policies. It shall be the Firm's responsibility to appraise itself of the travel

- policies; if clarification of such policies is required, the Firm may contact the RIAC Attorney for such clarification.
- (2) The Firm shall not charge for any time a Firm member spends traveling or providing legal services during travel, unless otherwise approved in advance by the RIAC Attorney.
 - (3) Whenever the Firm wishes to have more than one Firm member incur travel expenses related to the legal matter the Firm is handling, the Firm must request and obtain advance approval from the RIAC Attorney for such travel expenses. This requirement applies regardless of whether the different Firm members incur travel expenses at the same time or at different times.
 - (4) The Firm shall not charge for time or mileage while traveling within the state limits.
- (c) RIAC shall not pay any of the following out-of-pocket expenses incurred by the Firm:
- (1) Secretarial or word processing services (normal, temporary, or overtime);
 - (2) Any staff services charges regardless of when such charges are incurred, such as attorney office meals, filing, or basic clerical preparation of documents.
- (d) The following Firm expenses shall not be paid for by RIAC in any event:
- (1) Office supplies.
 - (2) Firm time spent responding to the RIAC's billing inquiries or preparing bills, billing estimates, expense reports, budgets or status reports;
 - (3) Overhead, including but not limited to, air conditioning or heating and other office operating costs.
3. The Firm shall bill RIAC for its expenses by submitting invoices detailing the following for each expense for which the Firm wishes to be reimbursed:
- (a) Identification of the legal service performed for RIAC in which the Firm incurred the expense;
 - (b) Identification of the specific expense incurred by the Firm, including but not limited to:
 - (1) Long distance calls;
 - (2) Photocopying;
 - (3) Cost of transcripts;
 - (4) Cost of expert witnesses; and
 - (5) Court costs.

- (c) If the expense is a travel or out-of-town living expense, then the Firm shall itemized such expenses separately on an attached form and describe in specific detail the type of expense incurred and where applicable, the person incurring the charge or participating in the event.
- 4. In addition to the above invoices, the Firm must also submit receipts or other documentation verifying each expense for which the Firm expects to be reimbursed by RIAC.

Audits and Reviews

- 1. At any time, representatives of RIAC or the State may audit the law Firm's invoices, billings, and invoicing and billing practices respecting the legal services the Firm provides to the RIAC.
- 2. The RIAC Attorney shall review all bills and invoices and may request that the Firm reasonably adjust such bills and invoices to comply with the policies contained in this document.

Monitoring Costs

It is the Firm's responsibility to monitor closely expenditures under the Agreement and to notify the RIAC Attorney in writing when fees and expenses equal to 80% of the total budget have been accrued or committed, even if they have not yet been billed.