

REQUEST FOR PROPOSALS

GENERAL LEGAL COUNSEL TO THE RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION AND THE RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY

INTRODUCTION

The Rhode Island Industrial Facilities Corporation and the Rhode Island Industrial Recreational Building Authority (hereinafter, the “Corporations”) are soliciting proposals from firms interested in acting as General Counsel to the Corporations. The Corporations will appoint a firm to act as General Counsel and to advise the Corporations relating to the Corporations’ programs including bond issuances as well as state law issues such as open meetings laws, state agency reporting requirements, and other pertinent state and federal law issues.

BACKGROUND

The Corporations are quasi-public corporations created by the General Assembly of Rhode Island. The Corporations will comply, to the extent applicable, with Chapter 2 of Title 37 of the Rhode Island General Laws (State Purchases).

SCOPE OF SERVICES

- Provide legal counseling generally to the Corporations on matters such as governance issues.
- Act as Corporations Bond Counsel
- Provide legal counseling relating to contract review issues, authority issues, statutory and regulatory interpretation issues and any other such legal issues as many come before the Corporations.
- Provide legal guidance relating to governmental programs including RI Open Meetings Law and Access to Public Records Act.
- Attend all meetings of the Corporations as well as ad-hoc meetings as required.
- Advise boards and staff on legal issues and prepare advisory opinions when required.
- Represent the Corporations at all bond closings.
- Review and approve all legal documentation.
- Attend Business meetings called by Members, Officers or Executive Director when requested.
- Provide legal advice to the Members, Officers and Executive Director of the Corporations.

PROPOSAL REQUIREMENTS

Information to be provided in the Proposal:

1. Please state the name and address of the proposing firm;
2. Please state the name, telephone number and email address of the principal contact for

- this engagement.
3. Please identify the key members of your firm who would be assigned to this engagement. Please also identify the anticipated role of each person. Brief biographies of each individual should be included.
 4. Please provide a list of state agencies for which your firm has been legal counsel over the past five years specifying which, if any, of the said agencies have lending and/or grant programs.
 5. Please summarize your firm's experience in serving as legal counsel in connection with bond issuances, lending transactions, litigation, workout and restructuring transactions, bankruptcy and receiverships.
 6. Please provide a proposed fee schedule. If your firm proposes an hourly rate fee structure, please provide a listing of hourly rates for partners, associates, paralegals and legal assistants. Fees will be considered to be applicable for a three-year period.
 7. Please identify any litigation (including any formal administrative proceedings) in which your firm, as a party, is currently involved, or has been involved, since 2011 resulting from any engagement as legal counsel. Please indicate the current status or disposition of such litigation or administrative proceedings.
 8. Describe the Affirmative Action Program undertaken by your firm and the number and percentage of minorities and women who are either partners or associates in your firm. The Corporations supports the principles set forth in R.I.G.L. 37-14.1 et. Seq. regarding the employment of qualified firms owned by women and minorities ("MBE"). The Corporations believes these principles are met not only by the engagement of qualified law firms which are MBE's but also by the engagement of law firms which have a history and record of hiring women and minorities. Therefore, the Corporations will deem laws firms that have demonstrated a commitment to women and minority partners and/or associates to have acted within the spirit and intent of Sec. 37-14.1 and more particularly 37-14.11-4 and 37-14.1-5. Law firms that are not certified as minority or women owned must disclose the number and percentage of minority and women attorneys, identifying partners and associates, and length of service of each.
 9. Do you foresee any conflicts of interest or potential conflicts of interest arising from continuing representation of the current clients of your firm and any engagement with the Corporations?
 10. Please specify the current insurance carrier with which your firm maintains its professional liability insurance and the maximum coverage amount for such policy of insurance. Note: All firms submitting proposals must maintain professional liability insurance with a minimum coverage amount of at least \$5,000,000.
 11. Please list all states in which your firm is licensed to practice law and specify whether or not any attorneys in your firm have ever been suspended from the practice of law.

PROPOSAL SUBMISSION

Each interested firm must submit an electronic copy of its proposal as well as six (6) hard copies of the completed proposal with length not to exceed 15 pages. Proposals must be submitted no later than **12:00 PM on Friday, December 5, 2014** to:

RI Industrial Facilities Corp. & Industrial Recreational Building Authority
Attn: RIIFC and IRBA Legal Counsel RFP
315 Iron Horse Way, Suite 101
Providence, RI 02908

Late submissions will not be accepted.

The Corporations will review all proposals timely received and it is anticipated that the selection of Legal Counsel will occur at Board meetings in December of 2014.

The Corporations will consider many factors in its selection process, including, but not limited to, relevant experience, demonstrated competence, quality of personnel assigned and proposed fees. The Corporations reserve the right to reject any and all proposals and it need not select the lowest bidder.

Supplemental materials submitted to the required answers will not be considered.

Questions, interpretations, or clarifications concerning this RFP should be directed by e-mail to William Ash at wash@commerceri.com no later than 12:00pm on Wednesday, November 26, 2014. Responses to questions, interpretations, or clarifications concerning this RFP will be posted online at www.commerceri.com and www.purchasing.ri.gov by Monday, December 1, 2014 to ensure equal awareness of important facts and details.