



REQUEST FOR PROPOSALS – LEGAL SERVICES

RFP Title: Bond/Debt Counsel for Capital Improvement Plan
and Financing of Western Reserve Fund

Issuing Department: Cuyahoga County Law Department
2079 E. 9th Street
Cleveland, Ohio 44115

RFP Response Due Date: September 22, 2014 by 12:00 p.m. EST

All Inquiries should be directed to: Majeed G. Makhlouf (216.698.6549);
mmakhlouf@cuyahogacounty.us

and Joseph Boatwright (216.698-7128);
jboatwright@cuyahogacounty.us

**Submit Statements of
Qualifications to:** Majeed G. Makhlouf, Director
Cuyahoga County Department of Law
2079 E. 9th Street
Cleveland, Ohio 44115

(This RFP is subject to change after issuance without notice. Please make sure you have the most recent draft of the RFP at time of submission of Proposal)

All County contracts are subject to the Cuyahoga County Code, including, but not limited to, the Cuyahoga County Ethics Policy, Cuyahoga County Inspector General provisions, and Cuyahoga County Contracting and Purchasing Procedures, and the successful bidder shall comply with the Cuyahoga County Code as an integral part of all County contracts. A copy of the Code is available on the County's web site at <http://code.cuyahogacounty.us/>.

Proposals will be accepted at the Cuyahoga County Department of Law for the provisions of Bond/Debt Counsel services for the Cuyahoga County Capital Improvement Plan and the Financing of the Western Reserve Fund.

Project/Contract Description

Bond/Debt Counsel for Cuyahoga County Capital Improvement Plan and Financing of Western Reserve Fund

Three bound copies and three digital copies on disk of the proposals are required to be submitted, by the designated date and time, in a sealed envelope and labeled as:

"Proposals for Bond/Debt Counsel for Cuyahoga County Capital Improvement Plan and Financing of Western Reserve Fund"

Upon review and evaluation of the proposals, the County will contact the top-ranked firm(s) to work out the details of the representation. As part of the evaluation process, the County may conduct interviews with some or all of the proposers to better understand their proposals and have the proposers answer any questions the County may have.

The County reserves the right to reject any and all proposals.

SCOPE OF WORK

This project is anticipated to be completed before the end of 2014. This means that all legal work and all necessary legislative approvals—including all necessary readings of legislation before County Council—must take place by Council’s last meeting of the year on December 9, 2014. Proposers must have the capacity and availability to complete this work in accordance with this schedule.

(a) Capital Improvement Plan:

Cuyahoga County anticipates the need to issue debt approximately in the range of \$180 - \$190 million in connection with its Capital Improvement Plan. It is anticipated that the debt will be secured by sales taxes.

It is possible, although not yet decided, that the debt will not necessarily be in the form of issuing bonds. The County may instead issue notes or enter into lines of credit or other similar arrangements.

(b) Financing to support the Western Reserve Plan:

Cuyahoga County also anticipates the need to issue debt to reimburse itself for loans it issued in 2013 through 2014 in connection with the Western Reserve Fund. It is expected that bond/debt counsel will assist the County in structuring the appropriate financing arrangement for this project.

The County may divide the engagements among different counsel or may select one or more firms to handle both engagements.

PROPOSAL CONTENTS

Please do not submit a firm's general marketing materials as part of the Proposals. Doing so without providing a substantive proposal will disqualify the firm from further consideration.

The County is seeking substantive proposals. The proposals must demonstrate that the proposer understands the specifics of the County's needs.

The proposer should also have an understanding of the County's Contracting and Purchasing Procedures as well as ethics requirements:

- (a) Title 5 of the Cuyahoga County Code sets forth the County's Contracting and Purchasing Procedures;
- (b) Title 4 of the Cuyahoga County Code sets forth the County's Ethics Policy;
- (c) Chapter 204 of the Cuyahoga County Code establishes the Agency of the Inspector General; and
- (d) Executive Order O2011-0002 governs contractual signature authority.

The Cuyahoga County Code is available at <http://code.cuyahogacounty.us>. Copies of all legislation are available on the Cuyahoga County Council's website at council.cuyahogacounty.us. Copies of all Executive Orders are available on the Cuyahoga County Executive's web site at <http://executive.cuyahogacounty.us>.

Section I – Team and Experience (30 points):

Taking into consideration the Scope of Work and your understanding of the project (including any potential issues not identified in the Scope of Work), provide the following information:

- I. Identify which team member(s) will handle which portions of the project.
- II. For each team member assigned to a certain portion of the project, identify each team member's relevant skill sets that makes them suitable for handling this work. Please keep in mind that the County is seeking substantive proposals; do not rely on general printouts from your website.
- III. **Based on the different possible types of debt explained in the Scope of Work**, for each team member assigned to a certain portion of the project, identify projects of a similar nature that they have undertaken previously as follows:

- (a) Identify the similar project, including the name, location, and project principals;
 - (b) Identify the role played by the team member and whether the proposed lawyer played the lead role or a supportive role; and
 - (c) Identify all the other lawyers on the project and the role played by them.
- IV. Explain why you believe each team member is the most suitable member to handle that portion of the work assigned to them.
- V. Explain how the team will interact together as a team and complement each other.
- VI. Explain how you will make sure that rates will not play a role in the assignment of tasks and that you will ensure that the most suitable lawyer will handle each task accordingly.

Please also provide a reference list for such projects/contracts.

Section II – Project Methodology (20 points):

In this section of the proposals, describe your proposed approach to this project. Take this opportunity to specify any unique characteristics which may distinguish the proposed team from other potential teams for this particular project/contract. Please identify any pertinent issues or potential challenges you foresee in connection with this project. Please make sure to ensure that you address any issues surrounding debt capacity and suitability of using sales taxes—the only possible revenue source and unlikely being able to do a swap to use sales taxes to cover other expenses to then utilize a non-sales tax revenue source to pledge.

Take this opportunity to also explain how you will interact with County’s internal team working on this project.

Take this opportunity to also articulate any strategies that you are able to undertake to ensure efficiency in how you provide the services, including how you will interact with other professionals who are involved in the project and what work will be done by the proposer.

Section III – Diversity and Economic Inclusion (20 points):

In seeking the best possible legal team for this project, the County fully understands that diverse, inclusive organizations are more productive organizations that outperform homogenous organizations. The County believes that a firm’s culture of how it deals with diversity and inclusion foretells how well the firm serves its clients.

The need for diversity and inclusion is especially important in the legal profession, and this need has been recognized nationally.

As you are aware, many businesses do not let firms serve on their approved legal counsel lists unless the firms meet the most basic threshold of having a minimum of 45% women attorneys

and a minimum of 12% ethnic or racial minority and LGBT attorneys. From these minimum criteria, the firms then have to distinguish themselves based on percentage of minority partners, success of inclusion initiatives, etc., to make it to the next step of consideration.

The County is also familiar with the great work undertaken by our local legal leadership institutions, including the Cuyahoga County Metropolitan Bar Association, the Norman S. Minor Bar Association, the Asian American Bar Association of Ohio, and the other local institutions who have been working diligently on this issue for years.

The County believes that it can measure a firm's commitment to diversity and inclusion, and, in turn, its commitment to better serving its clients, by measuring how a firm recruits, trains, and promotes its next generation of leaders.

Please provide specific answers to the following items:

1. Active initiatives taken by the firm to recruit diverse candidates for employment, including, but not limited to, minority, female, and LGBT candidates (if you recruit at any specific schools or events, e.g., minority or female law student job fairs, please make sure to include such specifics);
2. Active initiatives taken by the firm to address how the firm allocates work to its first, second, and third year associates to ensure that its associates receive similar levels of work in terms of quality and not just in terms of volume as they start their careers (if you have a unique system of assigning work to associates to ensure equity in assignment of the quality of the work, please make sure to include such specifics);
3. Active initiatives taken by the firm, such as the institution of regular anonymous surveys of its associates and staff, to discover any issues that its associates and staff may be having and to address those issues promptly to avoid departure by minority, female, and LGBT associates;
4. Active initiatives taken by the firm to discover its rising stars, including its minority, female, and LGBT rising stars, and to promote those associates to positions of leadership and partnership in the firm;
5. Identify with specificity the work that will be performed on this project by female and minority attorneys, including LGBT attorneys.
6. Please provide the breakdown of your firm as follows:
 - a. Percentage of equity partners who are racial or ethnic minority or LGBT;
 - b. Percentage of female equity partners;
 - c. Percentage of income partners who are racial or ethnic minority or LGBT;
 - d. Percentage of female income partners;

- e. Percentage of associates (please do not include staff attorneys) who are racial or ethnic minority or LGBT;
 - f. Percentage of female associates (please do not include staff attorneys);
 - g. Percentage of support staff who are racial or ethnic minority or LGBT;
 - h. Percentage of female support staff.
7. For the years 2010 through the present, please provide a breakdown of your associate attrition rates broken down by gender, racial, ethnic, and LGBT background;
8. For the years 2010 through the present, please identify the percentage of associates that you have elevated to partnership broken down by gender, racial, ethnic, and LGBT background.

Inability to provide the foregoing information in the requested format will result in a score of zero points on this section of the proposal.

Section IV – Pricing (30 points):

Please provide your pricing proposal *broken down by each type of possible debt* (e.g., issuance of bonds, issuance of notes and lines of credit, etc.) based on a fixed dollar amounts per \$1,000 (e.g., 30 cents per \$1000) of debt, inclusive of expenses.

In addition to the foregoing required pricing proposal, you may also propose other fee structures that you believe make your proposal more competitive.

Section V – Mandatory Documents to be Submitted with Proposals:

The following documents **must** be submitted with the Proposals in this Section:

1. Proof of Cuyahoga County Vendor Ethics Registration: For purposes of this project, all proposers **must** be registered with the Cuyahoga County Inspector General **at the time of submitting their Proposals.** The proof of registration must be included with the Proposals.
2. Mandatory Vendor Compliance Form. The form is attached to this RFP. We understand that the form is geared toward construction contracts and not professional services, but it is required to be filled out by **all** contractors. Please do not use “Not Applicable” or “N/A” as an option instead of properly initialing every requirement.

It is requested that the Proposals be organized around the above criteria and be limited to those items which will be used for the evaluation. Extraneous materials will not serve to enhance the proposals, but will only make the rating more difficult and will be an unnecessary expense to the proposer.



**Counsel for Capital Improvement Plan and
Financing of Western Reserve Fund
Mandatory Vendor Compliance Form
(C.C.C. § 501.15 and 501.19)**

By initialing next to each requirement below and by affixing my signature at the end of this document, I hereby certify that I or the company that I am authorized to represent (the "vendor") is in compliance with each requirement listed below and shall remain in compliance at the time of execution of a contract with the County. Failure to initial next to each and every requirement below may result in disqualification and/or rejection of the bid/proposal/proposals/offer. If any material breach of the certifications required below occurs during the contract performance by the vendor, the County may exercise any or all contractual remedies, including, but not limited to, contract termination for cause.

You MUST initial in the right hand column next to each criteria to certify compliance		INITIAL
1	Vendor is in compliance with Ohio's Drug-Free Workplace requirements, including, but not limited to, maintaining a substance abuse policy that its personnel are subject to on the contract (the successful vendor shall provide this policy upon request).	1
2	Vendor does not have an Experience Modification Rating greater than 1.5 with respect to the Bureau of Workers Compensation risk assessment rating.	2
3	Vendor is in compliance and will remain in compliance with Federal and Ohio Equal Opportunity Employment Laws.	3
4	Vendor will pay the prevailing wage rate and comply with other provisions set forth in Sections 4115.03 through 4115.16 of the Ohio Revised Code and Sections 4101:9-4-01 through 4101:9-4-28 of the Ohio Administrative Code, including, but not limited to, the filing of certified payroll reports.	4
5	Vendor has not been debarred from public contracts for prevailing wage violations or found or determined by the state to have underpaid the required prevailing wage, whether intentionally or unintentionally, even if settled subsequent to the finding, more than three (3) times in the last ten (10) years, provided that, when aggregating for any single project, no finding of an underpaid amount of less than \$1,000.00 shall be considered, and no single finding based upon a journeyman-to-apprenticeship ratio shall be considered a violation of this provision unless as part of multiple, similar findings.	5
6	Vendor has not been penalized or debarred from any federal, state, or local public contract or falsified certified payroll records, or has otherwise been found, after appeals, to have violated the Fair Labor Standards Act in the past seven (7) years, or during the vendors' entire time of doing business, if less than seven (7) years.	6
7	Vendor has not had the professional license of any of its employees revoked for malfeasance or misfeasance.	7
8	Vendor has not violated any unemployment or workers compensation law during the past five (5) years, or during the vendor's entire time of doing business, if less than five (5) years.	8
9	Vendor does not have final, unsatisfied judgments against it which in total amount to 50% or more of the contract amount.	9
10	Vendor will utilize, for work performed under the contract, supervisory personnel that have three (3) or more years of experience in the specific trade and who maintain the appropriate state license(s), if any.	10
11	Vendor is properly licensed to perform all work as follows: (1) if performing a trades contract, shall be licensed pursuant to Ohio Revised Code Section 4740 as a heating, ventilating, and air conditioning contractor, refrigeration contractor, electrical contractor, plumbing contractor, or hydronics contractor; (2) if performing work regulated under Section 3737.65 of the Ohio Revised Code, be certified by the State Fire Marshall; and (3) if performing work under any other trade, occupation, or profession licensed under Title 47 of the Ohio Revised Code, be licensed for that trade, occupation, or profession as provided in the Ohio Revised Code. If the applicable contract does not involve any of the above-described work, Vendor shall place "N/A" and his/her initials in the box to the right.	11
12	Vendor will, if performing a trades contract pursuant to Ohio Revised Code Section 4740, not subcontract more than twenty-five percent (25%) of the labor, excluding materials, for its awarded contract, unless to subcontractors also licensed pursuant to Ohio Revised Code Section 4740 or certified by the State Fire Marshall pursuant to Ohio Revised Code Section 3737.65. If the applicable contract does not involve this type of work, Vendor shall place "N/A" and his/her initials in the box to the right.	12
13	Vendor will provide access as needed and allow the Agency of the Inspector General to perform the functions provided for in Section 4.12 of the Contracting Ordinance.	13
14	Vendor will require all its subcontractors, at the time of execution of a subcontract, to make all of the certifications required within this form, except for certification numbers 7, 8, and 10. If the applicable contract does not involve the use of subcontractors, Vendor shall place "N/A" and his/her initials in the box to the right.	14
15	Vendor has met and will comply with all provisions of state law relating to ethics. Vendor has also met and will comply with all applicable Cuyahoga County Ordinances, including, the Ethics Ordinance, Inspector General Ordinance, and the Contracting Ordinance.	15
16	Neither Vendor nor any of its owners, principals, and senior management are delinquent on any taxes or court costs in Cuyahoga County.	16

Printed Name: _____

Firm: _____

Signature: _____

Date: _____

Possible Revision and Modifications

This RFP is subject to revision and modifications after its issuance without any notice to the potential proposers. The County will simply post the revised version on the County Law Department's web site. Please make sure to regularly check the Cuyahoga County Law Department's web site to ensure that you have the most-up-date version of the RFP when you submit the Proposals.