



Incorporated Research Institutions for Seismology

Request for Proposal

Corporate Attorney

May 31, 2017

1200 New York
Ave.
Suite 400
Washington, DC 20005

RFP
Corporate Attorney

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Request for Proposal
CORPORATE ATTORNEY

I. BACKGROUND

The Incorporated Research Institutions for Seismology (IRIS) is a 501 (c) (3) nonprofit organization, incorporated in the State of Delaware, which serves as a consortium of over 100 U.S. universities dedicated to the operation of science facilities for the acquisition, management, and distribution of seismological data. IRIS programs contribute to scholarly research, education, earthquake hazard mitigation, and verification of the Comprehensive Nuclear-Test-Ban Treaty.

IRIS currently has approximately 60 employees. IRIS employees are in the District of Columbia; Washington; New Mexico; Colorado; Massachusetts; New York, and Alaska.

Support for IRIS comes from the National Science Foundation (NSF), other federal agencies, universities, and private foundations.

II. DESCRIPTION OF NEED

IRIS desires an integrative law firm to provide legal guidance and support in Federal Grants and Contracts, maintenance of IRIS' tax-exempt corporate legal status, and other areas of business management.

While the areas of Federal Grants and Contracts and Non-Profit corporate law are high priorities, IRIS recognizes that Respondents may not have expertise in all practice areas. As such, IRIS welcomes proposals that best address their area of expertise and experience from the practice areas provided in Section III, "Scope of Services."

Based on the response to this RFP, IRIS may elect to work with one or more law firms.

III. SCOPE OF SERVICES

Please provide a description of your experience in one or more practice areas listed below:

- A. Board of Director Training**
 - 1. Training - provide annual training for the IRIS Board members with respect to their fiduciary duties and responsibilities as directors of IRIS.
 - 2. Overall representation - provide advice and counsel to the Board on issues as they arise, including potential liabilities, litigation, conflicts of interest and matters arising from Board responsibilities.

- B. Employment and Labor Law**
1. Provide guidance in the development of employment policies, procedures and their implementation, and
 2. Provide guidance for the drafting and review of employee severance agreements and termination plans.
- C. Federal Grants and Cooperative Agreements**
1. Provide guidance in the interpretation and application of the Code of Federal Regulations (CFR), particularly with respect to 2 CFR Part 200 (the Uniform Guidance);
 2. Provide assistance as needed in drafting subaward agreements;
 3. Assist in preparation of responses to audit findings as required;
 4. Provide review and guidance of policies and procedures for compliance with Federal Grant regulations, and
 5. Provide review and guidance as needed in the acceptance of Federal Awards.
- D. Federal Contracts Awarded to IRIS**
1. Provide guidance in the interpretation and application of the FAR as it may relate to Federal contracts;
 2. Provide review and guidance as needed in the acceptance of Federal Contracts.
- E. Procurement Contracts (Independent Contractor Agreements, Purchase Orders) Awarded by IRIS**
1. Provide guidance in the interpretation and application of the “Procurement Standards” contained in the “Uniform Guidance,” and
 2. Provide assistance in drafting independent contractor agreements/contracts as needed.
- F. Fundraising**
- Should IRIS elect to solicit funds, provide guidance and expertise to do so within appropriate legal guidelines.
- G. Import/Export Regulations**
- Provide guidance and expertise in the understanding of import/export regulations and their application to shipping of IRIS equipment abroad.
- H. Insurance**
- Provide expertise/guidance on insurance requirements in accordance with Federal, State, and Local laws.
- I. Intellectual Property**
- Provide guidance and expertise on intellectual property matters, i.e. rights of IRIS to access intellectual property of subrecipients, and copyright/patents for the development of hardware and software.

- J. Litigation and Dispute Resolution**
Provide experience of litigation and dispute resolution that relate(s) to your area(s) of expertise.
- K. Non-Profit Organizations**
1. Monitor the regulations and policies that affect Non-Profit organizations and provide updates to IRIS, and
 2. Oversee the compliance and accuracy of all legal documents and timely submission to appropriate agencies.
- L. Other Contractual Agreements**
Provide guidance in the drafting and signing of MOUs, Letter Agreements, office leases and vendor/professional service agreements.
- M. Sale of Assets**
Provide contractual guidance on the sale of equipment assets.
- N. Trademark Agreements**
Prepare, edit, and provide guidance on registered service trademark matters.

IV. OTHER SPECIFICATIONS

Respondents should address the following:

- A.** Provide a description of your approach to client interaction and how you will respond to our needs:
1. Organization size and composition of legal and administrative support;
 2. What processes do you use to acquaint your firm with a new client?
 3. Describe how you manage on-going communication with your clients, response time and accessibility to Counsel.
 4. Describe your professional liability insurance coverage: carrier, limits, and exemptions.
- B.** Provide attorney qualifications/bios that demonstrate expertise specific to the practice areas you are responding to in Section III.
- C.** What is the pricing structure and attorney fee schedule? For reference purposes, on a three-year average, IRIS utilizes approximately 81 hours of outside counsel annually.
- D.** Provide at least three client references. The minimum information that must be provided for each reference is:
- Name, address and phone number of individual or company and contact person
 - Type of services provided and date provided

V. RESPONDENT INSTRUCTIONS

A. Proposal Evaluation Criteria

Proposals will be evaluated based on both the written proposal and any written responses to questions IRIS may receive. However, IRIS may use information other than that provided by the Respondent in its evaluation.

IRIS will evaluate and rank proposals on the following criteria (not listed in order of priority):

- Experience and expertise in proposed practice areas;
- Attorney qualifications;
- The approach of your law practice to client interaction;
- Cost/Price proposal;
- Prior experience in Federal grants and contracts and employment law;
- Experience working with similar sized, non-profit organizations supported by Federal grants
- References.

Proposals must be sure to address all criteria specified in this RFP.

B. Excluded Parties

Individuals or organizations who have assisted IRIS, directly or indirectly, in the preparation or evaluation of the RFP leading to this Agreement; shall not submit a proposal, assist any other Respondent in the preparation of a proposal, or perform under this Agreement in any capacity.

Individuals or organizations who are presently debarred, suspended, proposed for debarment, or declared ineligible for an award or contract by any Federal agency are not eligible to submit a proposal.

C. Supplemental Information

Any supplemental information furnished by a Respondent after the due date for receipt of proposals will not be considered, unless formally requested by IRIS. IRIS may request a Respondent to furnish such supplementary information as is required, in the opinion of IRIS, to assure that the Respondent is sufficiently qualified to perform the requested services.

D. Rights of Retention

Following submission of proposals and final evaluation, IRIS will have the right to retain the proposals, maintaining them in confidence. All documents submitted in response to this RFP shall become the property of IRIS.

E. Clarification of RFP

Any questions, requests for clarification or requests for data in connection with this RFP shall be made no later than June 5, 2017, at 5:00 p.m. ET via email to:

<SPO@iris.edu>

Questions received after that date may not be answered prior to the proposal submission due date. All communications in reference to this RFP shall cite **RFP # CA 2017** and be directed to:

Mr. Rob Woolley
Director of Program Support and Special Projects
spo@iris.edu

F. Communication Regarding RFP

Respondents may only contact the Director of Program Support and Special Projects regarding this RFP. Communication concerning this RFP with other IRIS personnel, including contractor support personnel, is prohibited unless specifically authorized elsewhere herein. If such contact occurs, the Respondent making such contact may be excluded from award consideration.

G. Cost of Proposal

IRIS will not reimburse the Respondent for their cost of preparation and submission of a proposal.

H. Confidentiality

IRIS shall treat responses to this RFP as proprietary and confidential property (hereinafter "Proprietary and Confidential Information"). News or other information releases pertaining to this RFP shall not be made without prior written approval from IRIS.

I. Other

By submitting a proposal, Respondent agrees to all applicable provisions, terms and conditions associated with this Request for Proposal.

VI. PROPOSAL SUBMISSION AND CONTENT

A. Proposal Submission

The proposal submission deadline is June 26, 2017, at 5:00 p.m. ET via email to:
<SPO@iris.edu>

The proposal must be received in the proper format, submitted to the proper address and by the proposal submission deadline to be considered for this award.

B. Proposal Organization

The proposal shall be organized in two volumes, as described below.

Volume I - Technical Proposal

- (a) Cover page
 - Name, address, telephone of the responding organization
 - Contact information for person to whom inquiries should be directed.
- (b) Practice area expertise and experience (include those identified in Section III and others if desired)
- (c) Description of your approach to client interactions
- (d) Prior litigation experience with Federal grants and contracts and employment law
- (e) Experience working with similar sized non-profit organizations supported by Federal grants
- (f) Attorney qualifications/bios
- (g) References

The Respondent shall not submit any cost/price information in Volume I – Technical.

Volume II - Cost/Price Proposal

- (a) Cover Page (same format as Volume I)
- (b) Pricing specifications
 - Pricing format, (i.e. retainer, time and expense, fixed)
 - Attorney fee schedule
 - Escalation provisions and any other items of cost that should be considered

C. Proposal Format

- (a) The proposal, comprised of Volumes I and Volume II shall be submitted electronically as two (2) separate attachments to a single e-mail, using Microsoft Word or or Adobe Acrobat formats.
- (b) Font size shall be 12 point, and style shall be Regular - Times New Roman.
- (c) Pages shall be formatted to print on standard 8.5" x 11" paper, without requiring file manipulation.
- (d) Margins shall be one inch at top/bottom and left/right of the page and pages may not

be reduced form. Headers and footers are permitted in the margins and their font size may be no smaller than 10 point.

(e) Page limitations:

VOLUME I	PAGE LIMIT
Cover Page	1 Page
Practice Area Expertise & Experience	8 Pages
Management Structure	3 Pages
Attorney Qualification/bios	3 Pages
References	2 Pages
TOTAL:	17 Pages
VOLUME 2	PAGE LIMIT
Cover Page	1 Page
Pricing Specifications	2 Pages
TOTAL VOLUME & II	20 Pages

VII. SELECTION

IRIS reserves the right to make its selection based solely on the information provided, to reject any or all proposals, to accept any proposals, or to affect any combination of proposals. IRIS reserves the right to conduct discussion or request proposal revisions, if deemed necessary.

The selection will be made on the basis of IRIS evaluation and determination of which proposal(s) will provide the greatest benefit to IRIS, not necessarily on the basis of lowest price. IRIS has no obligation to reveal how proposals were assessed. Therefore, proposals should contain your best terms within the proposed functional and technical approach.

IRIS may elect to use outside individuals to assist IRIS in performing evaluation of proposals. Such person(s), if used, will only be authorized access to portions of the responses that are necessary for them to provide required advice by IRIS. Such individuals may participate as technical advisors to the selection committee. However, in no event shall they participate as voting members of said committee.

IRIS reserves the right to reject any or all proposals that are deemed to be non-responsive, late in submission or unsatisfactory in any way. IRIS shall have no obligation to award a contract as a result of this RFP.

IRIS will solely be responsible for determining which, if any, proposals will be funded.

Respondents agree that if selected as outside counsel, they will comply with the attached guidance provided in, "IRIS Guidelines for Outside Counsel" found in Appendix A to this RFP.

VIII. SCHEDULE

The following schedule may be changed or modified by IRIS:

- | | |
|---|------------|
| 1. RFP issued: | 5/30/17 |
| 2. Respondents' requests for clarification of RFP due: | 6/5/17 |
| 3. IRIS response to request for clarification of RFP due: | 6/12/17 |
| 4. Proposals due: | 6/26/17 |
| 5. IRIS evaluation; selection for interviews | 7/17/17 |
| 6. Interviews | 7/18-30/17 |
| 7. Respondents notified of determination: | 8/4/17 |
| 8. Agreement issued: | 8/11/17 |