

Request for Proposals/Qualifications (RFP/Q)
General Counsel Legal Services
October 2, 2023

**YOU ARE INVITED TO SUBMIT A LETTER OF INTEREST, STATEMENT OF
QUALIFICATIONS, AND A COST PROPOSAL FOR THE FOLLOWING:**

INTRODUCTION

Kitsap Public Utility District (KPUD) is seeking proposals from a qualified legal firm(s) to provide general counsel legal services to support KPUD's staff and its Board of Commissioners in accordance with the Scope of Work described herein.

The Contract will provide firm fixed rates for an initial two-year term with options for two additional two-year extensions and rate increases, solely at the discretion of KPUD.

Proposals shall be made according to the "Instructions to Proposers and General Provisions," and as outlined on the Proposal Form, Exhibit A, herein. Failure to comply with these instructions may result in disqualification of the proposal.

Proposals must include a description of the proposed services, a rate/fee schedule, and a brief description of the firm, including any regional affiliates, if applicable, and biographical data on key personnel, especially those who would be assigned to work under the Contract.

At least three references, other than KPUD, must be provided on the Proposal Form, Exhibit A, authorizing KPUD to contact other customers with regards to the Proposer's previous job performance. A Proposer that is determined to have an unsatisfactory record of performance and/or integrity in connection with the pre-qualification, bidding, or performance phase of any previous contract may be rejected for consideration.

Proposals will be accepted at KPUD's Administrative Office in Poulsbo, WA until 1:00 p.m. PST October 31, 2023, and addressed to: Peter Dressel, Contracts & Compliance Manager, Kitsap Public Utility District, PO Box 1989, Poulsbo, Washington 98370 or by email to pdressel@kpud.org. KPUD recommends that confirmation of receipt is requested for email submittals.

Late submittals will be rejected and returned to the Proposer unopened after that time.

Should the respondent subsequently become the successful Proposer, the submitted proposal and any attachments will become part of the Contract and the property of KPUD.

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ANTICIPATED SCHEDULE¹

ACTIVITY	DATE
Request for Clarifications Deadline	October 24, 2023
RFP/Q Due Date	October 31, 2023; 1:00PM
Evaluation Committee Meeting Interviews ¹	November 7-14, 2023
Contract Negotiations ¹	November 14-30, 2023
Board of Commissioners Approves Contract ¹	December 12, 2023
Contract Term and Performance to Begin General Counsel Legal Services ¹	January 1, 2024

¹ KPUD reserves the right to alter the Anticipated Schedule.

KITSAP PUBLIC UTILITY DISTRICT BACKGROUND

KPUD is a Washington State municipal corporation authorized under Chapter 54 Revised Code of Washington.

We provide drinking water, wastewater, and fiber internet infrastructure utilities to communities throughout Kitsap County and maintain a county-wide water resource monitoring program.

For more information concerning KPUD’s history, mission, vision, core values, and organizational chart, please visit our website <https://www.kpud.org/about-us/who-we-are/>.

SCOPE OF SERVICES REQUESTED

Act as General Counsel to KPUD and the KPUD Board of Commissioners by providing a broad range of legal assistance. General Counsel will provide legal counsel, opinions, consultation, and coordination with staff and Board of Commissioners. General Counsel will provide verbal and written advice and interpretation of municipal corporation law as it applies to KPUD. Such information may involve federal laws as well as State and local statutes and ordinances. KPUD reserves the right to use alternate counsel on a specific case basis.

Typical Duties (not exhaustive):

- Provides legal advice, counsel, services, consultation, and opinions to the Board of Commissioners and KPUD staff on a wide variety of civil assignments, including but not limited to environmental compliance, permitting, approvals and appeals, compliance with state regulatory agencies, laws against discrimination, nuisance abatement, purchasing and procurement, leasing, purchase and sale of property, public records and disclosure issues, and tort law. The General Counsel's advice includes methods to avoid civil litigation.
- Furnishes legal representation at all Board of Commissioner meetings every 2nd and 4th Tuesday of the month and at other meetings when requested. These meetings begin at 9am and vary in duration.
- Appears before courts and administrative agencies to represent KPUD's interests.
- Advises staff regarding complex enforcement actions as well as prepares staff for hearings, depositions, and subpoenas.
- Assists Board of Commissioners and KPUD staff to understand the legal roles and duties of their respective positions and interrelationships with others.
- Provides the Board of Commissioners and KPUD staff with guidance as to KPUD's Charter, Robert's Rules of Order and procedural matters related to the Board of Commissioners.
- Provides labor and employment advice, consultation, and recommendations; serve as a "hotline" for ad hoc employment matters.
- Prepares legal opinions at the request of KPUD or the Board of Commissioners.
- Provides guidance and assistance in defending and pursuing legal claims against or on the behalf of KPUD.
- Represents KPUD in litigation and/or potential litigation. This would include preparing staff for testimony or deposition, coordinating documents and exhibits, and the hiring of required subcontractors to further the success of the case.
- Maintains knowledge of issues facing utility districts, special purpose districts and KPUD, and be prepared to offer legal opinions.
- Assists in conducting open government and public records training and other municipal law topics for staff and Board of Commissioners.
- Provides information and assistance regarding the anticipated promulgation of any State or Federal statutes that may impact KPUD.
- Provides assistance to staff in the interpretation of federal and State statutes associated with the provision of utility services and other applicable laws and regulations governing KPUD as a public municipal corporation.

- Coordinates with other assigned KPUD counsel and risk-sharing pool representatives, as needed, to ensure proper management of legal issues, and proper coordination and transition of legal issues among the parties.
- KPUD estimates a monthly time commitment of 15 to 20 hours.

Specific Duties:

- Attends monthly meetings of the KPUD Board of Commissioners, work sessions or other meetings when requested.
- Convenes the Board of Commissioners in Executive Session as needed and pursuant to State statutes.
- Assists KPUD staff as requested in preparing and reviewing staff reports, ordinances, and resolutions, interlocal agreements, contracts, and other legislative documents to be considered and approved by the KPUD Board of Commissioners.
- Reports to and receives assignments from the General Manager or delegated authority. The Board of Commissioners may also contact the General Counsel with its own inquiries, and Counsel is well authorized to respond to those inquiries.

Excluded Duties:

- Representing or advising KPUD staff where the interest of the KPUD employee may conflict with that of KPUD.
- Providing legal services where KPUD has insurance coverage that provides for legal services and KPUD has tendered the defense to the insurance carrier. Provided, however, the General Counsel shall monitor the legal action on behalf of KPUD and may be retained by KPUD's insurance provider to provide such legal services or may pursue claims against KPUD's insurance company as needed to ensure KPUD's rights under the contract of insurance are provided.

QUALIFICATIONS

Minimum Qualifications:

- The firm, and attorney(s) assigned to perform work under the Contract, must have a history of providing excellent representation to clients, reasonable case preparation, provision of adequate client advice, and excellent litigation skill. These qualifications should be described in the submitted proposal.
- Proposers must be a licensed member of the Washington State Bar Association (WSBA) and be a member of good standing in the WSBA. The selected firm will be required to declare that it will represent KPUD to the exclusion of all other clients having potential conflicts with the interests of KPUD.
- Unless good cause is shown, no Proposer may provide services under a contract with KPUD if that Proposer has been removed from representation in a case by order of the court for failure to perform basic services necessary to the case or the client, or in any manner has been found to be ineffective by either an ethics panel or by an appellate court.
- Professional liability insurance must be maintained for all acts that occur pursuant to the Contract. A Certificate of Insurance naming KPUD as Additional Insured by endorsement will be secured and submitted with the completed contract documents for approval by KPUD prior to commencement of any work under the Contract. Such insurance may not be canceled, reduced in coverage or limits, or non-renewed except after thirty (30) days written notice has been given to KPUD. Insurance coverage shall be with reliable companies authorized to do business in the State of Washington.

Desired Qualifications:

- Substantial knowledge and experience in the interpretation of state laws as they relate to municipal corporations, municipalities, Washington State Public Utility Districts. (e.g., RCW 54)
- Experience in initiating and responding to administrative and legal appeals, including quasi-judicial proceedings involving local and state jurisdictional authorities.
- Experience in all aspects of contract law.
- Substantial experience in working with agencies and public boards with multi-million dollar annual budgets.
- An understanding of local social and political conditions within Kitsap County.

INSTRUCTIONS TO PROPOSERS AND GENERAL PROVISIONS

Instructions to Proposers:

- By submitting a proposal in response to this solicitation, Proposers agree to be bound by all legal requirements and contract terms and conditions contained in this RFP/Q. Failure to include any of the requested information and properly completed forms and documents may be cause for immediate rejection of the proposal.
- Proposals will be received by KPUD until the date and time indicated. KPUD reserves the right to accept or reject any and all submitted proposals, or any item or part thereof; to waive informalities and minor irregularities in proposals; to decline award based on available funding for the Contract; and to award in whole or in part to the most responsive and responsible Proposer, whichever is in the best interest of KPUD.
- All proposals and submissions become the property of KPUD.
- KPUD may obtain clarification of any point in submitted proposals or request additional information, if necessary, to properly evaluate proposals. Proposers must be prepared to present necessary evidence of experience, ability, service facilities and financial standing to satisfactorily meet the requirements set forth or implied in the Proposal. Failure of a Proposer to respond to such a request for additional information or clarification may result in rejection of that proposal.
- Proposers must be fully insured to conduct business in the State of Washington and licensed for business in their state of residence, in Kitsap County, WA, and in Washington State.
- Any proposal may be withdrawn upon written request of the Proposer, at any time prior to the set Proposal Due Date and time. No proposal may be withdrawn after this date and time unless the award is delayed for a period exceeding sixty (60) days.
- Except as otherwise provided for herein, proposals that are incomplete or that are conditioned in any way or contain erasures, alterations, or items not called for in the Proposal or that are not in conformance with the law, may be rejected as non-responsive.
- KPUD reserves the right to make award within sixty (60) calendar days from the date of Proposal closing. Should award, in whole or part, be delayed beyond the period of sixty (60) days, such award shall be conditioned upon Proposer's acceptance.
- Submitted proposals shall be conclusive evidence to KPUD that the Proposer has thoroughly examined and understands all requirements of the Proposal and the work to complete the Contract. The failure or neglect of a Proposer to receive or examine any proposal document, or any part thereof, shall in no way relieve the Proposer from the obligations with respect to its Proposal or to the Contract. No claim for additional compensation shall be allowed that is based upon a lack of knowledge of any proposal document.
- KPUD will not be liable for any costs incurred by respondents in replying to this solicitation.

Communications with KPUD:

- All communications concerning this solicitation must be submitted in writing using the “Request for Clarifications” form, Exhibit E, and either emailed, mailed, or hand-delivered to:

Kitsap PUD
Peter Dressel, Contracts and Compliance Manager
1431 Finn Hill Rd
PO Box 1989
Poulsbo, WA 98370
Email: pdressel@kpud.org

- KPUD’s response to inquiries shall be by written addendum to ALL prospective Proposers. Proposers must understand that any addenda issued could substantially change the Scope of Work for this RFP/Q. All addenda issued shall be considered a part of the Proposal and thereby incorporated into the Contract. Proposers must ensure that they have received all addenda by contacting the Contract and Compliance Manager prior to the Proposal Due Date. Proposers MUST indicate that they have received all issued addenda on Exhibit A in their submitted proposal. Failure to acknowledge receipt of addenda issued may invalidate a proposal as non-responsive.
- KPUD in their sole judgement may choose to not issue an addendum for those inquiries that are not substantive.
- Proposers who wish to be notified of addenda via email should register by sending an email to pdressel@kpud.org with name of firm, contact person, email address, and phone #.

Proposal Contents:

- Proposals must be received on Exhibit A attached herein, including required forms and additional information attached as desired. (Please be sure to reference the part or subpart to which you are referring.)
- Proposals must be prepared simply and economically, with emphasis placed on completeness and clarity of content. A straight-forward, concise description of your firm's capabilities to satisfy the requirements of the request should specifically address the Evaluation Criteria listed within this RFP/Q.
- A staple in the upper left corner of your submittal packet is preferred. Extraneous presentation materials such as elaborate artwork, corporate brochures, lengthy narratives, expensive paper, specialized binding, etc. are neither necessary nor desired.
- If mailing or hand-delivering your Proposal, submit ONE original and ONE electronic copy (on a thumb drive) of your completed and signed Proposal in a sealed envelope clearly marked Legal Services RFP/Q. Mail or hand-deliver the Proposal to: Kitsap PUD, Attn: Peter Dressel, Contracts and Compliance Manager, 1431 Finn Hill Rd, PO Box 1989, Poulsbo, WA 98370.
- Proposals may be emailed to pdressel@kpud.org with originals of notarized pages mailed.
- Proposals must be received by KPUD no later than 1:00 p.m. PST Monday, October 31, 2023.
- KPUD will not be responsible for any costs incurred by consultants in preparing, submitting, or presenting their response to this RFP/Q.

Submission Requirements Written proposals must encompass the following sections:

- History of the firm.
- Statement of types and scope of services performed by your firm and how they relate to the duties and qualifications required of this RFP/Q (such as construction law, contract law, land use, defending and pursuing claims on behalf of the Agency and/or labor law).
- A description of related municipal and general counsel experiences, indicating clients of similar makeup to KPUD for which you provide services.
- Statement of recent cases (within the last two years) that were represented by your firm and the outcome.
- A list of references, other than KPUD, knowledgeable of your firm's municipal and public health related work and/or labor and employment work. Please include telephone numbers and addresses.
- List of personnel, with Curriculum Vitae, who would be assigned to the Contract.
- Statement of your COMPLETE fee schedule per year for the two initial contract years and two two-year optional periods. Hourly rates would include all overhead, indirect costs, travel, and any other miscellaneous expenses.
- Availability for timely responses to KPUD requests.
- Forms (attached exhibits).

PROPOSALS AS PUBLIC RECORDS

Except to the extent permitted by the Washington State Public Records Act (Chapter 42.56 RCW) KPUD will regard submittals as public records, which will be available for public inspection and/or copying after a contract is awarded with the selected company, regardless of any markings or notices contained in the submittal documents. Information will not be released by KPUD prior to contract award in order to protect the integrity of the procurement process, unless otherwise required by law.

If a Proposer considers portions of its proposal to be protected under Washington State law, the Proposer shall clearly identify and mark such portions as "CONFIDENTIAL" or "PROPRIETARY" and submit such portions in a sealed envelope separate from the rest of the proposal. KPUD shall not release or divulge such information to third parties without the consent of the Proposer, unless required to do so by applicable law or order of a court of competent jurisdiction. KPUD assumes no responsibility or liability for any losses or damages that may result from the information contained in the Proposal.

If a member of the public demands to review portions of a proposal marked "Confidential," KPUD will notify the affected Proposer prior to releasing such portions. It will be the responsibility of the Proposer to protect the confidentiality of any information submitted in the Proposal and the Proposer shall take such legal actions as it may determine to be necessary to protect its interest. If the Proposer has not commenced such actions within five calendar days after receipt of the notice, KPUD will make the requested portions available for review and copying by the public. The Proposer will assume all liability and responsibility for any information declared confidential and shall defend and hold KPUD harmless for any cost, penalties, and/or fees (including reasonable attorney fees) incurred in any action regarding the disclosure of said information.

By submitting a proposal, the Proposer has thereby agreed to the provision of this section.

METHOD OF PROCUREMENT

The contract will be awarded to the Proposer whose proposal will be the most advantageous to KPUD in terms of the Evaluation Criteria stated in the Consultant Selection Process section.

Proposals will not be publicly opened, and names of firms, cost, or other information submitted in response to this RFP/Q will remain strictly confidential until a contract is fully executed.

The basic steps in the competitive process are as follows:

- KPUD issues an RFP/Q.
- Proposers submit sealed proposals by the date specified previously Note: emailed submittals are not ‘sealed’ but are kept in confidence if emailed only to the Contracts and Compliance Manager until after the due date/time.
- Proposals will be opened by the Contracts and Compliance Manager and examined to make a preliminary determination of responsiveness to the requirements of this RFP/Q. Any non-responsive proposals may not be further evaluated. KPUD, in its sole discretion, reserves the right to accept or reject any or all proposals submitted.
- The Contracts and Compliance Manager may, at this time, send a Reference Request form to the Proposer's references requesting a response, and research or validate the Contractor's Industrial Insurance payment record, Better Business Bureau rating, business registration, and debarment status. This information will be supplied to the Evaluation Committee for their consideration of the Proposer's responsibility.
- An Evaluation Committee will be organized to evaluate each proposal.
- The Evaluation Committee will review each proposal to consider all the material submitted by the Proposer.
- At any point during the evaluation process, the Committee may request supplemental material from Proposers to substantiate or clarify information submitted in the RFP/Q.
- Individual Committee scores for each Proposer will be forwarded to the Contracts and Compliance Manager for tallying.
- The Evaluation Committee will convene to evaluate the ranking of firms.
 - The highest scoring Proposers will be invited for an interview to discuss all aspects of their Proposal and answer specific questions.
 - Proposers will only be told whether their proposal was chosen for interviews or not and will not be told how they ranked among other Proposers. Following interviews, no information will be discussed with the competitors or anyone outside the Evaluation Committee.
 - Following interviews, the firm that scores the highest will be recommended to the Board for contract award.

KPUD will consider all the material submitted by the Proposer and other evidence it may obtain otherwise, to determine whether the Proposer is capable of and has a history of successfully completing contracts of this type, including but not limited to:

- That it is skilled and regularly engaged in the general class or type of work called for under the Contract.

- That it has the requisite experience and ability, sufficient capital, facilities, and personnel to enable it to prosecute the work properly and successfully
- That has performed satisfactorily on other contracts of like nature, magnitude, and comparable difficulty.
- That it has significant standing with the WSBA.

Failure to Execute Contract: Should the awarded Contractor fail to execute a contract within the terms and conditions herein, KPUD may withdraw the award and contact the next highest Proposer for award recommendation. Should events give rise to this instance, the Proposer failing to execute a contract may be removed from KPUD's Bid List for any future contracting opportunities.

CONSULTANT SELECTION PROCESS

Evaluation criteria (listed in order of importance):

- Respondents to the RFP/Q will be rated according to the criteria detailed below by a selection team comprised of District staff. Although not planned at this time, finalists may be invited to conduct remote or in-person interviews following the proposal evaluation process.
- It is the intention of the District to issue a contract to the firm whose proposal is deemed to be the best fit and in the best interest of the District. The District reserves the right to choose to re-issue the RFP/Q. The District reserves the right to postpone the opening of proposals and to reject any and all without indicating any reasons for such rejection.
- Each proposal will be evaluated and given a score based upon the quality of response to each of the following topic areas. Maximum number of points achievable is 115.
 - Qualifications, experience, and education in the appropriate specialties of personnel assigned to work the contract. – 20 points maximum.
 - Qualifications, experience, and reputation of firm for satisfactory work judgment, integrity, and reliability – 20 points maximum.
 - Demonstrated knowledge of federal laws, State laws, and local ordinances relating to municipal corporations, particularly public utility districts – 20 points maximum
 - Cost of services (initial two-year term and two option periods) - 20 points maximum
 - Experience working with clients similar in size and/or structure to KPUD - 5 points maximum
 - Understanding of local social and political conditions within Kitsap County – 5 points maximum
 - Workload and size of firm in relation to work required by KPUD - 10 points maximum
 - Responsiveness and overall ability to meet KPUD's needs – 15 points maximum

**Final contract scope and fee will be negotiated with KPUD staff.

Procedure When Only One Proposal is Received

If only a single responsive proposal is received, KPUD has the right, in its sole discretion, to extend the proposal acceptance period for up to an additional sixty (60) days. KPUD is not obligated to accept the single proposal; KPUD reserves the right to reject such proposal or any portion thereof.

EXHIBIT A

PROPOSAL FORM

PART 1 - INSTRUCTIONS

ANSWER EACH PART DIRECTLY ON THIS FORM IN THE SPACES PROVIDED. (Documents may be attached as needed.) Do not leave an item blank or your proposal may be considered non-responsive. Mark spaces that do not apply to your firm with the initials N/A (Not Applicable). If including attachments, please keep responses limited to 200 words or less (approx. one page). Clearly mark any attachments with the phrase Legal Services RFP/Q - Exhibit A and organize the attachment by clearly numbering the sections according to which subpart you are answering; for example: Part 5, Part 6, etc.

NOTE: Electronic versions of this form must be signed before submittal

PART 2 - ADMINISTRATIVE INFORMATION

Business Name, as registered: _____

Type of Business (sole proprietorship, partnership, corporation, other): _____

Name & Title of person preparing proposal: _____

Mailing Address, including Zip Code: _____

Physical Address, including Zip Code: _____

Telephone including Area Code: _____

E-mail Address: _____

Federal Tax Identification Number: _____

WA Unified Business Identification (UBI) Number: _____

WA Industrial Insurance Account Identification Number: _____

Disadvantaged Business Enterprise (DBE) or MBE Certification Number: _____

PART 3 - INSURANCE COMPANY

Minimum Amounts of Insurance:

Contractor shall maintain the following insurance limits:

- Automobile Liability insurance with a minimum combined single limit for bodily injury and property damage of \$1,000,000 per accident.
- Commercial General Liability insurance shall be written with limits of no less than \$1,000,000 each occurrence, \$2,000,000 general aggregate, and a \$2,000,000 product-completed operations aggregate limit.
- Professional Liability insurance shall be written with limits of no less than \$1,000,000 per claim and \$1,000,000 policy aggregate limit.

Name of Company: _____

Name of Insurance Agent: _____

Telephone, including Area Code: _____

PART 4 – RECEIPT OF ADDENDA

- Check KPUD website prior to filling out this section to verify whether Addenda has been posted.
FAILURE TO ACKNOWLEDGE RECEIPT OF ADDENDA MAY RESULT IN YOUR PROPOSAL BEING CONSIDERED NON-RESPONSIVE.

- Receipt of the following addenda are acknowledged:

Addendum No.:	_____	Received By:	_____	Date:	_____
Addendum No.:	_____	Received By:	_____	Date:	_____
Addendum No.:	_____	Received By:	_____	Date:	_____
Addendum No.:	_____	Received By:	_____	Date:	_____

- No Addenda Received (initial) _____

PART 5 – REFERENCES

By completing this section, you give KPUD permission to contact the following references regarding prior job performance.

Three references are required. Do not list KPUD as a reference. Each reference must include:

- Company Name
- Contact Name
- Type and duration of service performed
- Address
- Phone/Fax
- Email

Please attach ‘References’ as a document and label Legal Services RFP/Q, Exhibit A, Part 5

PART 6- QUESTIONNAIRE

- History

Provide a brief historical background of your firm. Include the physical location of your firm(s) closest to Poulsbo, WA.

- Services

List the types of services or specialties performed by your firm and describe how well these services relate to the Scope of Work required of this solicitation. Include experience with other municipal corporations similar in size or structure to KPUD and how the firm proposes to provide the required legal services.

- Capability

Provide a statement of recent cases that were represented by your firm in the last two years and the outcome. Proposer should state if the firm will represent KPUD to the exclusion of all other clients having potential conflicts with the interests of KPUD, and if not, how it proposes to deal with potential conflicts. Proposers must disclose any conflicts. Describe your firm's understanding of local social and political conditions within Kitsap County.

- Qualifications

Describe the ability, capacity, and skills possessed for providing general counsel legal and/or employment/labor counsel if responding to the Additive Alternate services to KPUD.

- Assigned Personnel

Submit Curriculum Vitae for the individual(s) particularly suited for working with KPUD under this Contract. If your firm is a small business or sole proprietorship, you must still include a brief biographical summary of key staff, even if that consists solely of yourself. Explain how KPUD will be served by this relationship.

- Response Time

Describe your current case load and how many hours a week you spend on your present case load. What would a typical response time be for requests from KPUD and how you will integrate new cases into your existing caseload? What, if any, adjustments will be made?

Please attach 'Questionnaire' as a document and label Legal Services RFP/Q, Exhibit A, Part 6

PART 7 – FEE SCHEDULE

Proposers must price the initial two-year term of the Contract with firm, fixed hourly rates. The two additional two-year extensions to be contemplated must also be included in your fee schedule. The fee schedule must include a description of service and items included in the hourly rate.

Beginning with the first two-year option period, the rates proposed may be increased. The Contractor may submit a written request for an increase, explaining the reason and how the figures were arrived at. The same procedure must also be used for the second and final two-year option period.

Please attach your fee schedule document and label as Legal Services RFP/Q Exhibit A, Part 7.

EXHIBIT B

AFFIDAVIT CONCERNING NON-COLLUSION, SEGREGATED FACILITIES, AND OTHER ASSURANCES

I/WE CERTIFY:

THAT to the best of my/our knowledge and belief, the Scope of Work and Instructions to Proposers and General Provisions for KPUD's Legal Services RFP/Q have been examined and read.

THAT the Proposer thoroughly understands:

- The procedure and instructions of this RFP/Q
- The work embraced under this Contract
- The terms and conditions of the resulting contract
- The criteria upon which our Proposal will be evaluated
- That I/we have the legal authority to commit this agency to a contractual agreement
- That our submitted Proposal will become part of the public record
- That final funding for any project is based upon budget amounts approved by KPUD and Board of Commissioners.

THAT all foregoing statements are true and correct and include all material information necessary to identify and explain the operation of _____ (Name of Proposer), as well as the ownership thereof. Further, the undersigned agrees to provide KPUD complete and accurate information regarding actual work performed on KPUD projects; the payment thereof and proposed changes, if any, of the foregoing arrangements; and to permit the audit and examination of books, records, and files of the named Proposer. Any material misrepresentation will be grounds for terminating any contract that may be awarded and for initiating action under federal and State laws concerning false statements. The Proposer further agrees to abide by the conditions and terms set forth in the proposal documents.

THAT in connection with this Proposal the prices and/or cost data have been arrived at independently without consultation, communication, or agreement for the purpose of restricting competition and that the proposal herewith submitted is a genuine and not a sham or collusive proposal, or made in the interest of or on behalf of any person not therein named; and further states that the said Proposer has not directly or indirectly induced or solicited any proposer on the above work or supplies to put in a sham proposal, or any other person or corporation to refrain from proposing; and that said Proposer has not in any manner sought by collusion to secure to himself an advantage over any other proposers.

THAT the Proposer or their firm does not and will not maintain nor provide for their employees any segregated facilities at any of their establishments, and that they do not and will not permit their employees to perform their services at any location under its control where segregated facilities are maintained. The

Proposer agrees that a breach of this certification will be a violation of the Equal Opportunity and Civil Rights clause in any contract resulting from acceptance of this Proposal. As used in this Certification, the term "segregated facilities" means any waiting rooms, work areas, restrooms and washrooms, restaurants, and other eating areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing facilities provided for employees that are segregated by explicit directive or are in fact segregated based on race, color, religion, or national origin because of habit, local custom, or otherwise. Note: The penalty for making false statements in proposal is described in 18 U.S.C. 1001.

Authorized Signature _____

Date _____

Printed Name & Title _____

Company Name _____

State of Washington

County of _____

Subscribed and sworn/affirmed to before me this _____ day of _____, 2023.

(signature)

Notary Public in and for the State of Washington

EXHIBIT C

AFFIDAVIT CONCERNING CONFLICT OF INTEREST AND ANTI-KICKBACKS

Regarding any to performance of work or the provision of services or materials under a contract resulting from this Proposal the undersigned, being first duly sworn on oath, states on behalf of the Proposer:

Conflict of Interest

- That no officer, employee, Board member, agent of KPUD, or family member of same shall have or acquire any personal interest in this submittal, or have solicited, accepted or granted a present or future gift, favor, service, or other thing of value from or to any person involved in this submittal and that no such gratuities were offered or given by the Proposer or any of its agents, employees or representatives, to any official, member or employee of KPUD or other governmental agency with a view toward securing a contract or securing favorable treatment with respect to the awarding or amending, or the making of any determination with respect to the awarding or performance of the resultant Contract.
- That the Proposer has thereby covenanted, and by this Affidavit does again covenant and assure, that it has no direct or indirect pecuniary or proprietary interest, and that it shall not acquire any such interest, which conflicts in any manner or degree with the services required to be performed under such a Contract and that it shall not employ any person or agent having such interest. In the event that the Proposer, as Contractor, or its agents, employees or representatives hereafter acquires such a conflict of interest, it shall immediately disclose such interest to KPUD and take immediate action to eliminate the conflict or to withdraw from said Contract, as KPUD may require.

Contingent Fees and Gratuities

- That no person or selling agency, except bona fide employees or designated agents or representatives of the Proposer, has been employed or retained to solicit or secure this Contract with an agreement or understanding that a commission, percentage, brokerage, or contingent fee would be paid.
- That no gratuities, in the form of entertainment, gifts or otherwise, were offered or given by the Contractor or any of its agents, employees or representatives, to any official, member or employee of KPUD or other governmental agency with a view toward securing this contract or securing favorable treatment with respect to the awarding or amending, or the making of any determination with respect to the performance of this contract.

EXHIBIT D

Authorized Signature _____

Date _____

Printed Name & Title _____

Company Name _____

State of Washington

County of _____

Subscribed and sworn/affirmed to before me this _____ day of _____, 2023.

(signature)

Notary Public in and for the State of Washington

EXHIBIT D

**CERTIFICATION REGARDING DEBARMENT, SUSPENSION AND OTHER RESPONSIBILITY
MATTERS PRIMARY COVERED TRANSACTIONS**

The Proposer, _____ certifies to the best of its knowledge and belief, that it and its principals:

- Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
- Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain or performing a public (federal, State or local) transaction or contract under a public transaction; violation of federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements or receiving stolen property;
- Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, State, or local) with commission of any of the offenses enumerated in Paragraph 2 of this certification; and
- Have not within a three-year period preceding this proposal had one or more public transactions (federal, State, or local) terminated for cause or default.

[If the Proposer is unable to certify to any of the statements in this certification, the Proposer shall attach an explanation to this certification.]

THE PROPOSER CERTIFIES OR AFFIRMS THE TRUTHFULNESS AND ACCURACY OF THE CONTENTS OF THE STATEMENTS SUBMITTED ON OR WITH THIS CERTIFICATION AND UNDERSTANDS THAT THE PROVISIONS OF 31 USC SECTIONS 3801, ET SEQ. ARE APPLICABLE THERETO.

Authorized Signature _____

Date _____

Printed Name & Title _____

Company Name _____

State of Washington

County of _____

Subscribed and sworn/affirmed to before me this _____ day of _____, 2023.

(signature)

Notary Public in and for the State of Washington

EXHIBIT E

REQUEST FOR CLARIFICATIONS FORM

Use this form to request changes to contract documents or to clarify the meaning of items in the Scope of Work. Email this form to pdressel@kpud.org

MUST BE RECEIVED BY KPUD NO LATER THAN 1:00 P.M. PST October 31, 2023.

Company Name: _____

Email: _____

Phone: _____

Document Reference

RFP/Q Page # _____

Proposer's Question or Request For Clarifications: (Attach additional sheets if necessary)

Submitted by: _____

Authorized Signature _____

Date _____

KPUD Response:



Kitsap Public Utility District
PO Box 1989
1431 Finn Hill Road
Poulsbo, WA 98370
360.779.7656
www.kpud.org

Addendum

Date of Issue: October 16, 2023

Proposal Due Date: October 31, 2023

Project Name: Request for Proposals/Qualifications (RFP/Q) General Counsel Legal Services

Addendum Number: **1**

Notice to All Proposers:

Proposers are hereby notified of the following:

1. Exhibit A, Part 1 (page 13), states “please keep responses limited to 200 words or less (approx. one page)”.
 - In regard to ‘Part 6 – Questionnaire’, KPUD hereby authorizes responses to Part 6 that do not exceed 4 numbered pages in length at a minimum 11-point font.

Proposers shall take this Addendum into consideration when preparing and submitting their proposals/qualifications.

ALL OTHER REQUIREMENTS OF THE RFP/Q REMAIN IN EFFECT.

Proposers shall acknowledge receipt of Addendum No. 1 in the space provided on the Proposal.

FAILURE TO ACKNOWLEDGE RECEIPT OF ADDENDA MAY RESULT IN YOUR PROPOSAL BEING CONSIDERED NON-RESPONSIVE.

Peter Dressel, Contracts and Compliance Manager