



Attorney Services

REQUEST FOR PROPOSALS September 12, 2016

The Port District of Walla Walla, Walla Walla County, Washington (the “Port”) invites interested attorneys and/or law firms to submit a letter of interest, statement of qualifications and a detailed rate and service proposal for providing attorney services to the Port. Founded in 1952, the Port of Walla Walla is a municipal corporation (authorized under Title 53 RCW) responsible for fostering economic development throughout Walla Walla County. The Port serves as the lead economic development agency for the County. It develops and executes a broad range of economic development programs designed to retain and facilitate the creation of family wage jobs and attract new private investment. The Port is led by three elected Commissioners and employs 14 full-time and 6 part-time staff employees.

The Attorney Selection Team (the "AST") will include all three Port Commissioners, the Port Executive Director, and the Port legal counsel who will review the statement of qualifications and select the most qualified applicants to proceed to the final interviews.

Once the interview process has been completed, one Commissioner and the Port legal counsel will enter into negotiations for a contract with the selected attorney. All communication on the RFP will be through the Port Executive Director.

The schedule is anticipated to be as follows; however, any time period may be extended and periods of Port review may be shortened at the sole discretion of the Port Commission (the “BOC”).

- September 12, 2016 — Request for Qualifications/Request for Proposal Released
- October 11, 2016 — Statement of Qualifications/Rate and Service Proposal Due
- October 20, 2016 — Attorneys Selected for Interviews (Special BOC Meeting)
- October 25, 2016 — Special BOC meeting to conduct interviews
- October 27, 2016 — Selection of Attorney(s) (Regular BOC Meeting)
- October/November 2016 — Negotiation of Contract with selected Attorney(s)
- November 10, 2016 — Attorney Contract presented to BOC for approval
- December 1 to December 31, 2016 — Transition period from current attorney

BACKGROUND

The Port Commission hires an attorney to provide general legal advice to the Port, its Board of Commissioners, its Executive Director and Senior Staff on what the legal risks of certain courses of action are or may be, recommend legal strategies, ensure compliance with all relevant laws and statutes, recommend and engage special legal counsel on matters as directed and approved by the Port Board of Commissioners or the Port Executive Director, and represent the Port as its general legal counsel.

Attorney Role and Relationship with the Port

Described below are the major expectations of the Port in establishing an agreement with an attorney. The Port is considering two alternative structures for the relationship with its new attorney. The attorney could be practicing law as a sole practitioner, as part of a law firm, or could be a part-time employee of the Port. In any case, it is the desire of the Port to have an attorney who will refer specialty issues to qualified experts who will provide the best service to the Port without regard for whether the referral is within the attorney's law firm or to unaffiliated attorneys.

The Port desires to enter into a multiple-year arrangement with the selected attorney. Many of the projects the attorney is involved in for the Port cover long periods of time. The Port is interested in establishing and maintaining a long-term, stable relationship with its attorney.

The Port desires an attorney who is familiar with and has experience in all phases of the law as it applies to municipal corporations in the State of Washington (and in particular Title 53 RCW).

The Port desires an attorney who has experience with municipal operations, including water and sewer utilities.

The Port desires an attorney who is capable of working with a Port Executive Director and Senior Staff within the Port Commissioners' directed policy, and who has worked within the political environment of small to mid-sized communities and/or municipal corporations.

The Port will rely upon the attorney to recommend and manage, in a cost effective manner, legal experts in various specialties.

The attorney services are personal, and may not be assigned unless they are performed under the supervision of the selected attorney.

The attorney is expected to attend regular Port Commission meetings which are scheduled on the 2nd and 4th Thursdays of each month, and may also be required to attend Port Commission special meetings in person or by phone.

Common Legal Needs of the Port

As a sample of the common legal needs in the past year, the Port's legal counsel or outside special counsel have provided services in the following areas:

1. Contract and lease writing, review, and negotiations.
2. Personnel, labor contract, and related issues.
3. Review title, deeds, and trusts.
4. Manage litigation.
5. Assist with environmental reviews.
6. Advice on land use, construction and permit issues.
7. Purchase and sale agreements on property.
8. Disposal and disposition agreements.
9. Open Public Meetings and Public Records Acts.
10. Title RCW 53 related legal opinions.
11. Insurance and liability issues.
12. Negotiation and writing of contracts with other public and private agencies.
13. Contracts for construction projects.
14. Public process for municipal procurement procedures and laws.
15. Franchise and easement issues.
16. Water issues (water rights review, acquisition and/or sale).

SUBMISSION REQUIREMENTS

Each attorney who responds to this Request for Proposal (RFP) is required to provide five (5) copies and a PDF copy of the following materials in this format, identifying each item by number:

Qualifications and Proposal

Requirements for the qualification and proposal stage are listed below:

1. Identification of the attorney and, if applicable, the type of legal entity within which the attorney practices.
2. Identification of the attorney's partners, if any.
3. The attorney and/or each attorney in the proposed team must possess a Juris Doctorate degree and have graduated from a law school accredited by the American Bar Association.
4. Each attorney must be a member in good standing of the Washington State Bar Association.
5. The proposed legal counsel must have a minimum of five years experience in the field of municipal law.

6. List the attorney's previous relevant experience in the following areas: business, governmental, utility and other experience.
7. Identify and list the experience of key employees or associates of the attorney.
8. Provide at least three references.
9. State the attorney's philosophy of giving legal advice as it relates to advising municipal corporations and working with elected officials.
10. Submit a rate and service proposal for acting as legal counsel for the Port.

Other factors that will be considered are history of working with corporations with annual budgets of \$10M to \$50M. Experience with working with boards and commissions. Ability to provide accurate, timely, and complete advice on short notice. Any additional information that the attorney wishes to submit may be attached in the form of appendices.

SELECTION PROCESS

The AST will carefully review the responses to this RFP and may request that attorneys clarify, supplement, modify or provide additional information regarding various aspects of the information submitted.

Submission Timing. All submissions for qualifications and proposals must be submitted to the Port of Walla Walla by October 11, 2016.

Submit to:
Patrick H. Reay, Executive Director
Port of Walla Walla
310 A Street
Walla Walla, WA 99362

If you have any questions about this RFP contact Patrick H. Reay:

By Phone: 509-525-3100
By Fax: 509-525-3101
By e-mail: pr@portwallawalla.com

Interviews and Final Selection Process

Finalist Interviews. As part of the evaluation process, the AST will interview finalist attorney candidates. At the point at which the AST selects a preferred finalist candidate, that candidate and the AST's two representatives will negotiate the terms of a final Contract. If the preferred finalist candidate and the Port cannot agree on terms and conditions within 10 days of finalist selection, the Port will have the option of negotiating a contract with an alternate preferred candidate or re-starting this process. The Port of Walla Walla retains the right to reject all applicant attorneys at its discretion.

CONTRACT NEGOTIATION

Following selection as the preferred candidate by the Port, the Port's legal counsel will prepare a contract as outlined below.

Contract Information

The Contract with the Port shall be for an initial one-year term and it may have two two-year extensions at the option of the Port. The Contract will contain all terms necessary for enforcement and clear understanding of the responsibilities of the Port and the attorney including an hourly rate or retainer or other fee structure.

The Port will retain the right to terminate any Contract at its convenience without cause during the term of the Contract upon giving no less than 90 days written notice to the attorney. The Port may terminate any Contract for cause at any time following written notice to the attorney.

If the preferred attorney and the Port agree, the attorney may become a direct contractor to or a part-time employee of the Port.

Contracting Process

Authority to Contract. The AST's two representatives, with concurrence from the Port Commission, have the authority to negotiate the contract on the basic terms outlined above on behalf of the Port. The entire Port Board of Commissioners in a public meeting must approve the Contract before the Contract will take effect. All Contracts negotiated may be rejected at the discretion of the Port Commission.

NO LIABILITY TO THE PORT

NO REPRESENTATIONS OR WARRANTIES

All facts and opinions stated herein, and in the additional data, are based on available information, and no representation or warranty is made with respect thereto.

PORT OF WALLA WALLA DISCRETION, NON-LIABILITY, WAIVERS AND HOLD HARMLESS

The attorney, by submitting a response to this RFP, waives all rights to protest or seek any legal remedies whatsoever regarding any aspect of this RFP. The Port reserves the right to select any number of qualified finalists. In addition, the Port reserves the right to issue written notice to all attorney participants of any changes in the qualifications submission schedule, or other schedules, should the Port determine in its sole and absolute discretion, that such changes are necessary. The Port specifically reserves the right to reject all attorney applications at any time and for any reason.

If you have questions about this RFP, please contact Patrick H. Reay, Port Executive Director, Port of Walla Walla, no later than October 10, 2016.