

REQUEST FOR QUALIFICATIONS (RFQ)

FOR

LEGAL SERVICES TO THE OVERSIGHT BOARD FOR THE CITY OF NORCO
AS SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
OF THE CITY OF NORCO

INTRODUCTION

Pursuant to the provisions of ABx1 26 which is codified in California Health and Safety Code (HSC) Sections 33500 et. seq., redevelopment agencies are dissolved as of February 1, 2012. The City of Norco, a charter city and municipal corporation of the State of California, acting in its capacity as Successor Agency to the Redevelopment Agency of the City of Norco (“City”) pursuant to HSC Section 34177 et. seq., has taken on the functions of the dissolved redevelopment agency.

Additionally, pursuant to HSC Section 34179, an Oversight Board has been appointed to oversee and review the actions of the Successor Agency of the Redevelopment Agency of the City of Norco (“Successor Agency”) and oversee the dissolution activities of the Successor Agency as further described in HSC Sections 34177, 34179-34181. The Oversight Board is deemed a local agency for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974. The Successor Agency provides staff for the Oversight Board.

The City Attorney’s office served as counsel to the former redevelopment agency and currently serves as counsel to the Successor Agency, and provides day to day advice on routine matters such as compliance with the Ralph M. Brown Act, the California Public Records Act, the Political Reform Act of 1974 and other matters where there is no actual potential conflict.

The purpose of the RFQ is to solicit proposals to allow the Oversight Board to select legal counsel that best meets the needs and requirements of the Oversight Board. Interested parties are advised to carefully review and consider the requirements set forth in this RFQ. Written proposals containing the requested information will be primary basis for selection of legal counsel. The Oversight Board or its designees, in its sole discretion, may interview any number of respondents. Further, the Oversight Board reserves the right to accept or deny any or all proposal, and may withdraw this Request for Proposals at any time without notice.

Proposals will be ranked based upon the criteria set forth in this RFQ. Top-ranked candidates may be interviewed.

RFQ INFORMATION AT A GLANCE

Contact Person	John R. Harper, Successor Agency Counsel (714) 771-7728
How to Obtain the RFQ Documents from the City Website	1. Access www.ci.norco.ca.us
Proposal Submittal Return and Deadline	4:00pm, August 13, 2012 City of Norco 2870 Clark Avenue Norco, California 92860 (The proposal must be received in-hand and time-stamped by the Successor Agency General Counsel by no later than 3:00p.m. (PDT on this date.)

STATEMENT OF WORK

The Oversight Board is seeking proposal from qualified, licensed, and insured attorneys to provide legal counsel. The successful proposal shall act as a legal advisor to the Oversight Board and will be responsible for advising the Oversight Board on issues related to the California Community Redevelopment Law and the dissolution provisions set forth in HSC Section 34179-33500 et seq., particularly those functions for the Oversight Board set forth in HSC Sections 34179-34181, and where in the opinion of successor Agency and the Oversight Board/taxing entities or as otherwise direction by a majority of the Oversight Board on an as-needed basis.

The Oversight Members are as follows:

- Greg Newton, appointee, Riverside County Supervisors
- Patrick Malone, public appointee, Riverside County Supervisors
- Kevin Bash, Mayor of the City of Norco
- Sherry Mata, Riverside County Superintendent of Schools
- Aaron Brown, Riverside Community College District
- Andy Okoro, Deputy City Manager, Norco
Vacant-largest special district.

Legal Counsel should be able to demonstrate experience in Redevelopment Law, complex real estate transactions including real property development and disposition, bond financing, and a strong understanding of ABx1 26. Further, the selected attorney/law firm shall not be in an adversarial position with any of the representative taxing entities.

Legal Counsel will be expected to perform a range of legal duties which may include, but are not limited to, the following:

- Attend Oversight Board meetings as requested by the Oversight Board.
- Provide legal advice regarding Oversight Board member duties, responsibilities and obligations;
- Provide legal advice to the Oversight Board on actions necessary to protect the assets of the dissolved agency from liability;
- Provide legal advice and consultation on issues and actions before the Oversight Board;
- Provide legal advice and consultation to the Oversight Board regarding its relationship to the Successor Agency;
- Provide legal advice to the Oversight Board on recommendations from Successor Agency and staff regarding contracting issues;
- Provide legal advice to the Oversight Board on recommendations from the Successor Agency on refinancing matters, overseeing completion of redevelopment projects, and disposition of property and other assets;
- Provide legal advice to the Oversight Board in any litigation brought by or against or otherwise involving the Oversight Board, or assist the Oversight Board in contracting for specialized litigation counsel and overseeing outside counsel's work;
- Provide legal advice to the Oversight Board involving complex real property development and

- Dispositions and bond financings; and
- Engage in any other legal matter reasonably requested by the Oversight Board.

Please note that the preceding is not intended to be an all-inclusive listing of all of the legal services that the successful propose may be requested to provide, but is intended to be a representative listing of prospective duties and tasks.

PROPOSAL FORMAT

So that the Oversight Board can properly evaluate the offers received, all proposal submitted in response to this RQF must be formatted in accordance with sequence noted above.

None of the proposed services may conflict with any requirement of the Oversight Board has published herein or has issued by addendum.

1. Letter of Interest.
 - a. Disclose the Firm/Attorney's approach to providing the services outline in the RFQ.
 - b. Outline the Firm/Attorney's legal service experience, particularly with respect to representing public entities, including Brown Act boards and commission.
 - c. Outline experience in particular areas of the law including California Community Redevelopment Law (CRL), ABx1 26, public contracts, affordable housing, public works, contracting, complex real property transactions including development and disposition, and bond financing.
 - d. Capacity to service the contract or provide the service promptly, within the specified time, and without delay or interference.
2. Technical Proposal.
 - a. Include a Firm/Attorney Resume. Include name and resume of the attorney(s) who will be performing the role of the Oversight Board legal Counsel. Identify any designations or delineation of roles which may apply.
 - b. Include fee proposal.
3. Client /Reference List.
 - a. Provide the names, titles, addresses, phone numbers and e-mail addresses for three to five references in California with at least fifty (50) percent of work performed having involved advising on CRL and/or having represented redevelopment agencies; and
 - b. Briefly describe the nature of the work performed for the named references as well as the length of the working relationship.
4. Conflict of Interest.
 - a. Disclose any actual or potential conflicts of interest between any member of the Oversight Board or any entity that appointed a member of the Oversight Board and any other person or entity represented by the counsel or firm responding to this RFQ.
 - b. Disclose any project-related work on behalf of any of the entities represented on the Oversight Board.

Fee Proposal: The proposed fees shall be submitted by the proposer in a separate sealed envelope. The proposal should detail how the proposer intends to bill their time, including minimum hourly billing increments. Unless otherwise stated, the proposed fees are inclusive of all related costs that the successful proposer will include to provide the noted services, including, but not limited to: employee wages and benefits; clerical support; overhead; profit; licensing; insurance; materials; supplies; tools; equipment; long distance telephone calls; document copying specifically agreed to be the Oversight Board; etc. Travel from the attorney's office to the City offices and/or Oversight Board meeting location is not reimbursable. Notwithstanding the foregoing, any costs for approved travel required by the attorney (other than travel between the attorneys' office and the City offices) will be reimbursed at reasonable cost, subject to the prior approval of the Oversight Board.

Proposal Submitting Binding Method: Proposals shall be prepared in such a way as to provide a straightforward, concise delineation of capabilities to satisfy the requirements of this RFQ. Expensive bindings, colored displays, promotional materials, etc. are not necessary desired. Emphasis should be placed on completeness and clarity of content.

PROPOSAL SUBMITTAL

Proposal Submission: All proposals must be submitted and time-stamped received no later than 4:00 p.m., on August 13, 2012 at the City of Norco, Office of the City Clerk, 2870 Clark Avenue, Norco, California, 92860. A total of 1 original signature copy (marked "Original") and 2 exact copies of the proposal submittal, shall be placed unfolded in a sealed package and addressed to:

City of Norco
Attention: Office of the City Clerk
2870 Clark Avenue
Norco, California 92860

The package exterior must clearly include the following, "**Request for Proposals for Legal Services to the Oversight Board for the City of Norco as Successor Agency to the Redevelopment Agency of the City of Norco,**" and must have the proposer's name and return address. Proposals received after the published deadline will not be accepted. Email delivery shall not be a substitute for or waive physical delivery of the 3 copies by the deadline.

Proposer Responsibilities: It shall be the responsibility of each proposer to be aware of and to abide by all dates, times, conditions, requirements and specifications set forth within all applicable documents issued by the Successor Agency, including the RFQ document, and any addenda and required exhibits submitted by the proposer. By virtue of completing, signing and submitting the completed documents, the proposer is stating his/her agreement to comply with all conditions and requirements set forth within those documents. Written notice from the proposer not authorized in writing by the Successor Agency General Counsel to exclude any of the Oversight Board requirements contained within the proposal documents may cause that proposer to not be considered for award.

Proposers Responsibilities-Contact with the Successor Agency and Oversight Board: It is the responsibility of the proposer to address all communication and correspondence pertaining to this RFQ process to the Successor Agency General Counsel only. Proposer must not make inquiry or communicate in with any other Successor Agency staff member or official (including members of the Oversight Board) pertaining to this RFQ. Failure to abide by this requirement may be cause for the Oversight Board to not consider a proposal submittal received from any proposer who may not abided by this directive.

Questions and request for information should be addressed to:

John R. Harper
Harper & Burns LLP
453 South Glassell Street
Orange, California 92866
(714) 771-7728

PROPOSAL EVALUATION

The proposal will be evaluated based upon a review of each proposer's knowledge, experience, expertise, fees, availability, with particular emphasis on experience advising public entities, and familiarity with the California Community Redevelopment Law, ABX1 26, real property development and disposition, and bond financing. The Firm/Attorney selected will be required to comply with the insurance requirements as set forth..

The Oversight Board reserves the right to reject any and all submittals and to waive minor inconsistencies. The cost of preparing responses to the RFA shall be borne by the respondents and will not be reimbursed by the Oversight Board.

CONTRACT AWARD

Contract Award Procedure: If a contact is awarded pursuant to this RFQ the following detailed procedures will be followed:

By completing, executing and submitting the Form of Proposal, the proposer is thereby agreeing to abide by all terms and conditions pertaining to this RFQ as issued by the Oversight Board. Accordingly, the Oversight Board has no obligation to conduct any negotiations pertaining to the contract terms already published.

Contract Conditions: The following provisions are considered mandatory conditions of any contract award made by the Oversight Board pursuant to this RFQ:

Contract Form: The successful proposer will be required to sign a Retainer Agreement for Legal Services ("Agreement"). The successful proposer and the Oversight Board shall mutually agree to the terms and conditions of the Agreement. The successful proposer must also demonstrate capacity to secure the required Additional Insured Endorsement.

Failure to execute the Agreement and furnish the required insurance within the required time period shall be just cause for the rescission of the award. If the successful proposer refuses or fails to execute the Agreement, the Oversight Board may award the Agreement to the next qualified proposer.

Assignment of Personnel: The Oversight Board shall retain the right to demand and receive a change in personnel assigned to work if the Oversight Board believes that such change is in the best interest of the Oversight Board and completion of the contracted work.

Unauthorized Sub-Contracting Prohibited: The successful proposer shall not assign any right, nor delegate any duty for the work proposed pursuant to this RFQ (including, but not limited to, selling or transferring the contract) without prior written consent of the Oversight Board. Any purported assignment of interest or delegation of duty, without prior written consent of the Oversight Board, shall be void and may result in the cancellation of the contract with the Oversight Board, or may result in the full or partial forfeiture of funds paid to the successful proposer as a result of the proposed contract.

Licensing and Insurance Requirements: Prior to contract award (but not as a part of the proposal submission) the successful proposer will be required to provide evidence of:

1. **Professional Liability:**

Attorneys shall maintain Professional Liability providing coverage for services included within the Contract, with a limit of liability of not less than \$1,000,000 per occurrence and \$2,000,000 annual aggregate. If Attorneys' Professional Liability Insurance is written on claims made basis rather than an occurrence basis, such insurance shall continue through the term of this Contract. Upon termination of this Contract or the expiration or cancellation of the claims made insurance policy, Attorneys shall purchase at its sole expense: 1) an Extended Reporting Endorsement (also known as Tail Coverage); 2) Prior Dates Coverage from a new insurer with retroactive date back to the date of, or prior to, the inception of this Contract; or 3) demonstrate through Certificates of Insurance that Attorneys have maintained continuous coverage with the same or original insurer. Coverage provided under items 1), 2) or 3) will continue for a period of 5 years beyond the termination of this Contract.

2. A copy of the proposer's business license allowing that entity to provide such series within the State of California, City of Norco.

Right to Negotiate Final Fees: The Oversight Board or its designee shall retain the right to negotiate the amount of fees that are paid to the successful proposer.

Contract Service Standards: All work performed pursuant to this RFQ must conform and comply with all applicable local, state and federal codes, statutes, laws and regulations.