



**Request for Proposals (RFP) for
General Legal Services**

**Issue Date: May 31, 2024
Deadline to Submit: July 1, 2024**

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Cleveland, Ohio 44114-3204
(216) 241-2414. Ext. 108
www.noaca.org

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1. AGENCY INFORMATION - NORTHEAST OHIO AREAWIDE COORDINATING AGENCY (NOACA)

The Northeast Ohio Areawide Coordinating Agency (NOACA) is a transportation and environmental planning organization that serves as the metropolitan planning organization (MPO) and designated areawide water quality management agency for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina in Ohio. Its formation and functions are established in several federal laws, as expressed in Titles 23, 33, 40 and 49 of the United States Code.

In these capacities it:

- Works with other organizations to address northeast Ohio's transportation, air quality, and water quality needs
- Conducts metropolitan planning for various modes of transportation, including automobile, freight, transit, bicycle, and pedestrian, while considering the transportation system's impact on the environment and land use
- Prepares the region's long-range plan and transportation improvement program (TIP), which is the region's capital budget for federally funded transportation projects
- Conducts studies that address congestion, improve safety and strengthen community livability

The vision of NOACA is as follows: NOACA will **STRENGTHEN** regional cohesion, **PRESERVE** existing infrastructure, and **BUILD** a sustainable multimodal transportation system to **SUPPORT** economic development and **ENHANCE** quality of life in Northeast Ohio.

NOACA is governed by a 48-member Board of Directors, representing the City of Cleveland and all five NOACA counties and their communities, plus transit agencies, the Northeast Ohio Regional Sewer District (NEORS), the Cleveland-Cuyahoga County Port Authority, the Ohio Environmental Protection Agency (Ohio EPA), the Ohio Department of Transportation (ODOT), and the Ohio Turnpike Infrastructure Commission.

The NOACA region is home to 2.1 million people and over 150 units of government. The region is anchored by several urban core cities with the largest being Cleveland.

More information about NOACA is available on our website at www.noaca.org.

2. SCOPE OF WORK

NOACA seeks to engage a qualified firm or attorney to serve as the organization's general legal counsel. As the general legal counsel to the organization, the firm reports to NOACA's Executive Director and to the Board of Directors. Specific services to be provided by the selected firm or attorney include, but are not limited to the following:

- Attend all meetings* of the Board of Directors;
- Attend all meetings of the organization's Standing Committees: Executive Committee, External Affairs Committee, Finance and Audit Committee, Governance Committee, Planning and Programming Committee, and Policy Committee;
- Provide legal advice and/or guidance on Board and Committee meeting procedures, adhering to *Robert's Rules of Order*;
- Provide legal advice and/or guidance on organizational issues as they pertain to the agency's Code of Regulations and the requirements of the State of Ohio and NOACA's funding partners, including departments and agencies of the U.S. government and local jurisdictions as applicable;
- Conduct review of, provide legal advice on and response to public records requests;
- Conduct legal review of procurement and other organizational contracts; and
- Provide legal advice and guidance regarding current and pending litigation; represent NOACA or advise and assist in the selection of outside counsel in connection therewith.

3. QUALIFICATIONS

Eligible respondents shall be attorneys currently licensed to practice law in the State of Ohio, or law firms that employ such attorneys. The assigned attorney(s) should have experience working with Ohio public sector entities, preferably at the municipal, county, or regional levels of government. Ohio certifications in relevant practice area(s) is/are advantageous.

The selected firm or attorney cannot currently, or at the time of contracting, be listed on any federal, state, or local government jurisdiction debarment or suspension lists.

4. BUDGET

Average annual legal expenditures for this engagement are estimated to be between \$50,000 and \$75,000.

* The annual schedule of meetings for 2024 is attached to this RFP as Exhibit A.

5. REQUIREMENTS FOR PROPOSALS

Proposals shall include the following components and information:

- a. A cover letter that identifies the firm and the representative who is authorized to negotiate and agree to an engagement by name, title, address, telephone, and email. This individual shall serve as NOACA's point of contact for all communications regarding this solicitation. The letter should also contain a commitment that the proposed pricing will be valid for not less than 90 days.
- b. Name of the attorney who would be designated under the engagement as the lead general counsel, and the name of an attorney who would likely serve as a secondary, on the occasions that the primary attorney is unavailable.
- c. Biographic information for the attorneys who are to serve as primary and secondary general counsel under this engagement, including:
 - i. Years of practice
 - ii. Length of employment with firm
 - iii. Areas of specialization
 - iv. Legal education and additional training
 - v. Date of admittance to the Ohio Bar and Attorney Registration Number
 - vi. Descriptions of public sector experience
 - vii. Whether the attorney has ever been successfully sued for malpractice, been the subject of complaints filed with any State Bar, or had discipline imposed by any State Bar. For any such situation, please provide information on the nature of the incident, the dates on which the matter began and was concluded, and the outcome.
- d. Description of the capacity of the attorney or firm to perform the work in a timely manner, relative to present workload.
- e. Professional references from engagements similar in nature to that which is requested under this solicitation. For each reference, please provide the name, title, organization, email address and phone number of the point of contact.
- f. A fee schedule for the services described under this solicitation.
- g. Copies of the proposer's worker's compensation certificate for the jurisdiction where work will be performed and general liability, professional liability and automobile insurance certificate(s).
- h. Completed *Certification Regarding Debarment, Suspension & Other Responsibility Matters*, attached to this RFP as Exhibit B.

The firm may identify any proposed exceptions to the requirements of this RFP or propose any additional terms it considers appropriate. Such proposed exceptions or additional terms must be specific and include a clear explanation of the reasons for the exception or addition. Please note that certain terms contained herein are required by law or regulation and cannot be modified.

6. SUBMITTALS

Proposals shall be submitted in PDF format via email to procurement@mpo.noaca.org by **5:00 PM on July 1, 2024**. NOACA assumes no responsibility for formatting or transmission errors. Submittals received after the deadline will not be considered. Please reference “Legal Services RFP” in the subject line of the transmittal email. Any questions regarding this procurement should be directed to:

procurement@mpo.noaca.org

7. EVALUATION PROCEDURES

NOACA will select a firm or attorney based on a review of the qualifications and experience in combination with the fee schedule. Evaluation criteria to be considered include:

1. Experience in public agency governance

Proposers will be evaluated with regard to their experience providing advice and guidance to public entities. Experience working with regional entities such as metropolitan planning organizations, councils of governments, or special districts is advantageous.

2. Experience in drafting, reviewing, and negotiating government contracts

Proposers will be evaluated with regard to their experience in government procurements for goods and services involving federal and state (preferably Ohio) funds. Proposers should be experienced in reviewing solicitations and contracts for legal sufficiency, negotiating with vendors, addressing actual and potential protests, and drafting and modifying standard terms and conditions for professional service and other types of contracts.

3. Familiarity with relevant statutes and regulations

Proposers will be evaluated with regard to their demonstrated familiarity with the sections of the Ohio Revised Code that are applicable to NOACA, and with Federal statutes and regulations applicable to NOACA and its grant-funded activities including but not limited to those governing the U.S. Department of Transportation; the U.S. Environmental Protection Agency; the Ohio Department of Transportation; and the Ohio Environmental Protection Agency.

4. Experience with Ohio Public Records and Open Meetings Laws, and with Robert's Rules of Order meeting procedures.

Proposers will be evaluated with regard to their demonstrated experience with and understanding of Sections [149.43](#) and [121.22](#) of the Ohio Revised Code, and with the application of *Robert's Rules of Order* in meeting procedures.

8. PROCUREMENT TIMELINE

NOACA's process and *estimated* timeline for the selection of a firm or attorney to serve as general legal counsel are as follows:

- July 1, 2024, 5:00 p.m. - Deadline for RFP Submittals
- July 2024 - Consideration of Proposals
An evaluation team will review proposals received. At the end of this process, NOACA will select the proposal it considers the most highly qualified, price and all other factors considered.
- August 2024 – Execution of agreement between NOACA and firm

9. ADMINISTRATIVE PROCEDURES AND CONDITIONS

- A. Consultants of NOACA agree not to discriminate against any employee or applicant for employment because of race, color, religion, age, creed, sex, sexual orientation or national origin. Such action shall include, but not be limited to, the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Consultants further agree to comply with all requirements of Title VI of the Civil Rights Act of 1964, 42 U.S.C. § 2000d et seq., 49 C.F.R. Part 21.
- B. The proposal, including price, shall be valid for at least 90 days from the date of submission.
- C. An RFP does not constitute an offer or a contract. No contract may be awarded without the approval of the Executive Director and, for contracts that exceed \$75,00 in cost, a resolution by the NOACA Board of Directors.
- D. NOACA reserves the right to amend, cancel or reissue this RFP or to revise the timeline at any time.
- E. NOACA reserves the right to accept proposals other than the lowest cost offered, reject any or all proposals, or to negotiate separately with any proposer or proposers as deemed to be in NOACA's best interest. NOACA also reserves the right to waive minor informalities, irregularities or errors which do not affect the substance of the proposal, or may award on the basis of initial proposals received without discussions or negotiations with proposers. The original proposal, therefore, should represent the vendor's best effort to meet NOACA's needs at a reasonable price.
- F. NOACA is not liable for any cost incurred by the proposer prior to execution of an agreement.
- G. The agreement between the successful firm or attorney and NOACA shall include all documents mutually entered into including the contract instrument, relevant portions of the RFP and the response to the RFP. The contract must include and be consistent with the provisions stated in the RFP, as may be modified by negotiations, and with all applicable laws and regulations.

- H. The firm or attorney will assume the responsibility for all services offered in the proposal regardless of whether directly performed by the firm or attorney.
- I. The attorneys engaged through this solicitation shall be approved by NOACA. NOACA must approve any changes in the legal services team.
- J. Any award of contract will be to the firm or attorney that, in NOACA's sole judgement, provides the highest value relative to costs.

10. QUESTIONS

For questions regarding this RFP, please contact procurement@mpo.noaca.org. Submitting questions early in the process provides NOACA the opportunity to respond; questions received near the deadline may not receive a response. All responses to questions will be publicly posted on [NOACA's website under About-Contact Us-Doing Business with NOACA](#).

Exhibit A - NOACA Schedule of Meetings 2024

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NOACA Meeting Schedule 2024

1st Quarter

January						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

February						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29		

March						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

2nd Quarter

April						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

May						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

June						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

3rd Quarter

July						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

August						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

September						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

4th Quarter

October						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

November						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

December						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

Board of Directors

1/12 10 am - 1:00 pm*; all others 9:00 am - 1:00 pm*

Standing Committees

External Affairs 8:30 am - 10:00 am

Policy 10:00 am - 11:30 a.m.

Planning and Programming 11:30 am - 1:30 pm*

Subcommittee (Policy)

Economic Development 12:00 pm - 1:30 pm*

Equity 1:30 pm - 3:00 pm

Standing Committees

Finance and Audit 8:30 am - 10:00 am

Governance 10:00 am - 11:30 am

Executive 11:30 am - 1:30 pm*

Subcommittees (P&P)

Air Quality 9:00 am - 10:30 am

Transportation 10:30 am - 12:00 noon

Water Quality 12:00 noon - 1:30 pm*

Advisory Councils (P&P)

Transit 9:00 am - 10:30 am

Bicycle and Pedestrian 10:30 am - 12:00 pm

Safety and Operations 1:00 pm - 2:30 pm

Advisory Councils (External Affairs)

Business/Community/Rural/ELAC 9:00 am - 11:00 am

Emerging Leaders 11:00 am - 12:00 pm

* Lunch Provided

Rev. 1/12/24

NOACA 2024 Meeting Schedule

Board of Directors

10:00 am - 1:00 pm *
January 12, 2024
9:00 am - 1:00 pm *
March 8, 2024
June 7, 2024
September 13, 2024
December 13, 2024

Standing Committees

External Affairs
8:30 am - 10:00 am
January 19, 2024
April 12, 2024
July 12, 2024
October 11, 2024

Advisory Councils

Transit
9:00 am - 10:30 am
February 16, 2024
May 17, 2024
August 16, 2024
November 15, 2024

Subcommittees

Air Quality
9:00 am - 10:30 am
March 15, 2024
June 14, 2024
September 20, 2024
December 20, 2024

Policy
10:00 am - 11:30 am
January 19, 2024
April 12, 2024
July 12, 2024
October 11, 2024

Bicycle and Pedestrian

10:30 am - 12:00 pm
February 16, 2024
May 17, 2024
August 16, 2024
November 15, 2024

Transportation
10:30 am - 12:00 noon
March 15, 2024
June 14, 2024
September 20, 2024
December 20, 2024

Planning and Programming
11:30 am - 1:30 pm *
January 19, 2024
April 12, 2024
July 12, 2024
October 11, 2024

Safety and Operations

1:00 pm - 2:30 pm
February 16, 2024
May 17, 2024
August 16, 2024
November 15, 2024

Water Quality
12:00 noon - 1:30 pm *
March 15, 2024
June 14, 2024
September 20, 2024
December 20, 2024

Finance and Audit
8:30 am - 10:00 am
February 2, 2024
May 10, 2024
August 9, 2024
November 8, 2024

Business/Comm./Rural/ELAC

9:00 am - 11:00 am
March 22, 2024
June 21, 2024
September 27, 2024
December 6, 2024

Equity
1:30 pm - 3:00 pm
March 15, 2024
June 14, 2024
September 20, 2024
December 20, 2024

Governance
10:00 am - 11:30 am
February 2, 2024
May 10, 2024
August 9, 2024
November 8, 2024

Emerging Leaders

11:00 am - 12:00 pm
March 22, 2024
June 21, 2024
September 27, 2024
December 6, 2024

Economic Development
12:00 pm - 1:30 pm *
March 22, 2024
June 21, 2024
September 27, 2024
December 6, 2024

Executive
11:30 am - 1:30 pm *
February 2, 2024
May 10, 2024
August 9, 2024
November 8, 2024

* Lunch Provided

Exhibit B – Certification Regarding Debarment, Suspension & Other Responsibility Matters

This Certification is required to be submitted to NOACA on behalf of the principal bidder/proposer and all subcontractors whose subcontracts are reasonably anticipated to exceed \$25,000 in value.

- A. The undersigned Bidder/Proposer/Subcontractor ("Attester") certifies to the best of its knowledge and belief that the Attester and/or any of its principals or subcontractors:
1. Are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from covered transactions by any Federal department or agency;
 2. Have not, within a three-year period preceding this bid/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 or subcontract; 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; and
 3. 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 above; and
 4. Have not, within a three-year period preceding this bid/proposal, had one or more public transactions (Federal, State or local) terminated for cause or default by any federal, state or local agency.

"Principals" for the purposes of this certification, means officers, directors, owners, partners, and persons having primary management or supervisory responsibilities within a business entity (e.g., general manager, plant manager, head of a subsidiary, division, or business segment, and similar positions).

This certification concerns a matter which may be within the jurisdiction of an agency of the United States and the making of a false, fictitious, or fraudulent certification may render the maker subject to prosecution under Section 1001, Title 18, United States Code.

- B. The Attester shall provide immediate written notice to NOACA's Procurement Officer if, at any time, the Attester learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
- C. A certification that any of the items in Paragraph A exists will not necessarily result in withholding of an award under this solicitation. However, the certification will be considered in connection with a determination of the Attester's responsibility. Failure of the Attester to furnish a certification or provide such additional information as requested by NOACA may render the Attester non-responsible, and the Attester shall not be considered for award.
- D. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render, in good faith, the certification required by Paragraph A. The

knowledge and information of an Attester is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.

- E. The certification in Paragraph A is a material representation of fact upon which reliance was placed when making award. If it is later determined that the Attester rendered an erroneous certification, in addition to other remedies available to NOACA, NOACA may terminate the contract resulting from this solicitation for default.

If the Attester is unable to attest to any of the statements in this certification, it shall attach an explanation.

THE UNDERSIGNED 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 U.S.C. SECTIONS 3801 ET. SEQ. ARE APPLICABLE THERETO.

Executed this ____ day of _____, 20__.

Name of Proposer: _____

Address: _____

City, State, Zip: _____

Signature of Authorized Official: _____

Printed Name of Official _____ Title of Official _____

Telephone _____ Fax _____ E-Mail _____