

Date: October 8, 2021

To: Interested Law Firms

From: Debbie Schnitzer, Director of Finance & Operations, CEDAC

Re: RFP for Outside Legal Counsel

The Community Economic Development Assistance Corporation (CEDAC) is requesting proposals from interested law firms to provide legal services to both CEDAC and its affiliate, the Children's Investment Fund (CIF), in three primary areas: corporate counsel; human resource and benefits; and real estate lending. Your firm has been identified as potentially having expertise in one or more of these areas of legal services, and, if your firm is interested in this engagement, we request that you submit proposals to provide one or more of these services.

Organization Description

CEDAC is a quasi-public agency of the Commonwealth of Massachusetts, established as a public corporation by state legislation in 1978 ([Chapter 40H](#)), to provide technical assistance to non-profit community-based organizations to help them carry out community economic development activities in distressed areas of the state. In addition to its quasi-public status, CEDAC is a 501 (c) (3) tax-exempt corporation. A nine-member board of directors drawn from the public and private development sectors is appointed by the Governor to oversee CEDAC's corporate affairs and set policy for the corporation. The Board chair is the designee of the Secretary of the Executive Office of Housing and Economic Development, currently the Undersecretary of the Department of Housing and Community Development. CEDAC currently has 25 employees.

CEDAC's major program area is affordable housing. CEDAC provides predevelopment and acquisition financing and technical assistance to non-profit community-based organizations for the development, preservation, and rehabilitation of affordable housing. CEDAC also works closely with the Department of Housing and Community Development (DHCD) and its state agency partners on several of the capital bond programs used to develop supportive housing for homeless families or other vulnerable populations. CEDAC is active in state and national housing preservation policy research and development and is widely recognized as a leader in the non-profit community development industry. Please visit CEDAC's website for more information CEDAC.org.

CEDAC's affiliate, the Children's Investment Fund (CIF), provides financial and technical assistance for development of quality early education and out of school time facilities. CIF, an independent 501 (c) (3) tax-exempt non-profit corporation, was established in 1990 and has become a national leader in integrating child care within community development. CIF is

governed by a fifteen-member board of directors. CIF does not employ any staff but contracts with CEDAC for all staffing and administration of CIF's programs. In 2018, CIF became a federally certified Community Development Financial Institution (CDFI). CIF works closely with the state's Department of Early Education and Care (EEC) to manage the state's capital bond program which provides facility grants to early education and out of school time centers. Please visit CIF's website for more information CEDAC.org/CIF.

Purpose of this RFP

CEDAC seeks to engage one or more law firms to provide legal services for CEDAC and CIF for the next five years.

Both CEDAC and CIF highly value doing business with firms with diverse owners, decision makers, and employees. In particular, we are seeking to increase our business with racially diverse firms.

Scope of Legal Services Required

The primary duties for each area of services include:

1. Corporate Advice and Counsel. Provide timely advice and counsel on issues concerning two corporations, CEDAC and CIF. Serve as the Secretary and Corporate Clerk of both boards of directors; this role does not require attending board meetings but does require acting as Secretary or Corporate Clerk for signatory purposes. Review and update board policies as needed. Draft votes to be approved by the boards of directors as needed. Review and update contract templates for contracts with third party vendors.
2. Human Resources. Provide timely advice and counsel on human resource issues. Review and update employee manual and other human resource policies as needed. Provide timely advice and counsel on employee benefits management, particularly retirement plans.
3. Real Estate Lending to Nonprofit Organizations (for both affordable housing and childcare facilities improvement). Review and revise (or create new) loan and grant agreement templates. Prepare loan participation agreements as needed. Create loan-specific documents for projects requiring more customized documents. Represent CEDAC and CIF in loan closings as needed (both organizations normally close loans in-house but may need counsel for complex or unusual loan closings). Provide timely advice and counsel on various project issues, such as environmental contamination or title irregularities.

CEDAC expects that the lead attorney will have over ten (10) years of relevant experience, excellent writing skills, and a demonstrated ability to provide timely, pragmatic, and effective legal advice with an appreciation for context and based on a deep background in one or more of the service areas; real estate lending, labor and employment, or corporate affairs, and that a supporting attorney, if proposed, will have a minimum of four (4) years of relevant experience, excellent writing skills, and a demonstrated ability to provide independent, timely, pragmatic, and effective legal advice.

Proposal Contents

Since this RFP requests legal services for three separate practice areas (corporate, human resources, and real estate lending), you may provide a proposal for one, two, or all three practice areas. Please indicate on the attached cover page (see Appendix A) the practice area(s) for which you will be submitting a proposal. Although you do not need to provide a separate full proposal for each practice area, please make sure you do provide separate narratives for the bullet points below that are specific to practice areas. Please be clear on which staff will support which practice areas.

A response to this RFP must include the following information:

Provide one copy of overall firm information as listed in the below bullet points.

- Completed cover page (see Appendix A).
- A brief summary of your firm, including years in business, number of employees, specialty areas, number and location of offices, other distinguishing characteristics.
- A completed firm demographic form provided in Appendix B. If your firm lacks diversity, CEDAC is open to you partnering or subcontracting with other firms or attorneys with additional diversity.
- Your proposed fee structure. Specify whether the firm would perform the work on a flat fee or hourly basis, and a preliminary indication of fees generally charged for like matters based on the following pricing models:
 - Hourly basis – hourly billing rates of partners, associates (all levels), paralegals, and legal assistants that may provide services to CEDAC. Please indicate any proposed discount from normal rates.
 - Proposed flat fee arrangements.
 - Other fee structure (please describe)
 - The rates of any subcontractors or other law firms that your firm may use in its representation of CEDAC.
- Your process for identifying and managing potential conflicts of interest within your firm that may arise out of this engagement.
- Description of the levels of coverage for legal malpractice insurance and any professional liability insurance your firm carries.

Provide one copy of information **for each practice area** as listed in below bullet points.

- The firm's qualifications which you believe makes it the best choice to handle the matters described above for each of the three practice areas for which you are submitting a proposal. In particular, please address the first four bullet points under Evaluation Factors/Considerations.
- Identification of the lead attorney(s), supporting attorney(s), paralegal(s), or other assistant(s) in your firm who would be working on this engagement (include resumes for all).
- Specific qualifications of each of the attorneys in each of the practice areas for which you are submitting a proposal.
- A list of clients whom the firm and the lead attorney(s) have represented in similar matters (in each of the practice areas) in the last three (3) years, and indicate which

clients can be contacted, as well as the client contact's name, telephone number, and email address. CEDAC will contact a firm's client references only if the law firm remains in contention after the initial review of all submitted proposals.

- Identification of any other subcontractors or law firms that your firm may use to provide the services required by this RFP (e.g., specialty counsel, MBE or WBE firms, etc.) and describe how your firm will manage those relationships.

Evaluation Factors/Considerations

CEDAC will evaluate all submitted proposals based on the following considerations for each of the three practice areas:

- Expertise in and available resources to address the Scope of Legal Services Required for whichever practice areas are proposed;
- A demonstrated record of success in past similar practice area representations;
- The firm's ability to respond within hours to an urgent request for assistance;
- The firm's capacity to carry out legal services within an agreed upon timeline;
- Competitive pricing;
- Preference will be given to racially diverse respondents, as evidenced by the completed demographic form attached to the RFP;

After reviewing all proposals, CEDAC may contact firms for additional information and may choose a few firms to interview in order to assess the proposed counsel team's potential to work collaboratively and effectively with CEDAC.

CEDAC may enter into engagements with more than one law firm and may engage separate firms for each practice area. CEDAC does not guarantee that any engaged firms will receive work from CEDAC during the engagement period.

Response Deadlines

Task	Date
RFP available	October 8, 2021
Email indicating interest in providing a proposal (which will then put you on the email list to receive all questions and answers relating to the RFP)	October 22, 2021
Respondents' Written Questions Due	October 22, 2021
Questions and Responses Emailed to all respondents who emailed their interest in providing a proposal	October 29, 2021
RFP Responses Due	November 8, 2021
Respondents Notified of Decisions	January 10, 2022
Approximate Start Date of Contract(s)	January, 2022

Please note, CEDAC reserves the right to alter this timeline and request additional and clarifying information from respondents. CEDAC will email respondents about any changes necessary to the timeline.

If you have questions, please make sure you email them in writing to rdelvillar@cedac.org by October 22, 2021. We will email all questions and answers to all respondents who email us by October 22, 2021 that they are interested in submitting a proposal.

Appendix A

Response to CEDAC's RFP for Legal Services

COVER PAGE

(Please use this page as the 1st page of your response.)

Firm Name: _____

Address: _____

Contact Name: _____

Contact Phone: _____

Contact Email: _____

Practice Area(s) (Corporate, Human Resource, or Real Estate Lending—list all areas for which you providing a proposal): _____

Authorized Signatory

Date

Print Name of Authorized Signatory

Responses should be addressed to:

CEDAC
18 Tremont Street, Suite 500
Boston, MA 02108
Attention: Debbie Schnitzer

BY: NOVEMBER 8, 2021

Please submit proposals 1) electronically to Rolando Del Villar, Operations and Lending Assistant, at rdelvillar@cedac.org and 2) to insure we do not miss your electronic submittal, mail one copy of this cover page to the CEDAC offices at the above address.

Appendix B

Firm Demographic Form

Company Name:

Date:

Contact Person and Title:

Email:

Phone Number:

If you are not certified by the Commonwealth's Supplier Diversity Office ([SDO](#)) Business Enterprise Program, click [here](#) for a link to the process. We **do not** require certification as part of our selection criteria, but your responses are helpful to our data collection.

1. Is your organization a business enterprise that falls under the definition of those listed under the SDO Business Enterprise Program? The Program includes business enterprises as defined by those within the Operational Services Division's Supplier Diversity Program (SDP), including Minority Business Enterprises (MBE), Women Business Enterprises (WBE), Disadvantaged Business Enterprises (DBE), Portuguese Business Enterprises (PBE), Veteran Business Enterprises (VBE), Lesbian Gay Bisexual Transgender Enterprises (LGBTBE), Service-Disabled Veteran-Owned Business Enterprises (SDVOBE), or Disability-Owned Business Enterprises (DOBE) and is registered as such.

- ☐ If so, under which categories? List all: _____
- ☐ No, we are not listed

Even if your company is on the SDO list, please complete the following information:

2. Please provide the **% of owners** that self-identify as being members of any of the following groups:

- _____ % Black, African American, or Caribbean American
- _____ % Latino/Latina/Latinx American or Hispanic
- _____ % Asian or Asian American
- _____ % Native Hawaiian or Pacific Islander
- _____ % Native American, First Nations, American Indian or Native Alaskan
- _____ % Middle Eastern or North African
- _____ % White/Caucasian
- _____ % Other, please specify: _____
- ☐ I do not collect this information
- ☐ I prefer not to answer

3. Please provide the **% of owners** that self-identify as being members of any of the following groups:

____ % Veterans/US Service Members, either current or former
____ % Disabled persons (as per the legal definition by the [Department of Labor](#) or [Americans With Disabilities Act](#))
____ % Lesbian, Gay, Bisexual, Transgender, Queer, and Asexual (LGBTQA+)
____ % Women
____ % Other, please specify: _____
☐ I do not collect this information
☐ I prefer not to answer

4. Please provide the **% of your leadership team (principals and/or key employees, not owners)** of your organization who self-identify as being members of any of the following:

____ % Black, African American, or Caribbean American
____ % Latino/Latina/Latinx American or Hispanic
____ % Asian or Asian American
____ % Native Hawaiian or Pacific Islander
____ % Native American, First Nations, American Indian or Native Alaskan
____ % Middle Eastern or North African
____ % White/Caucasian
____ % Other, please specify: _____
☐ I do not collect this information
☐ I prefer not to answer

5. Please provide the **% of your leadership team (principals and/or key employees, not owners)** of your organization who self-identify as being members of any of the following:

____ % Veterans/US Service Members, either current or former
____ % Disabled persons (as per the legal definition by the [Department of Labor](#) or [Americans With Disabilities Act](#))
____ % Lesbian, Gay, Bisexual, Transgender, Queer, and Asexual (LGBTQA+)
____ % Women
____ % Other, please specify: _____
☐ I do not collect this information
☐ I prefer not to answer

6. Total number of **full-time** employees:

7. Total number of **part-time** employees:
8. Approximate percentage of total number of employees/workforce (**not inclusive** of leadership team, owners or principals) that self-identify into the following groups:
- _____ % Black, Indigenous, or other People of Color
- _____ % Veterans/US Service Members, either current or former
- _____ % Disabled Individuals (as per the legal definition by the [Department of Labor](#) or [Americans With Disabilities Act](#))
- _____ % Women
- _____ % LGBTQA+
- _____ % Other, please explain _____
- ☐ I do not collect this information
- ☐ I prefer not to answer
9. If you would like to provide more information than what is captured by these questions, please share here: