



Pensacola-Escambia Promotion and Development Commission (PEDC)
Request for Qualifications (RFQ)

Distribution of Solicitation Documents - Documents related to the subject RFQ are being distributed [via the PEDC's website www.floridawesteda.com].

Questions & Answers - Questions concerning the RFQ, required submittals, evaluation criteria, response schedule, or selection process, and requests for interpretations or corrections of any or actual or perceived ambiguity, inconsistency or error which the firm may discover shall be directed in writing to Scott Luth. Such written questions and requests shall be: (1) received by March 4th, 2019 no later than 5:00 PM Central Standard Time; (2) signed by a person authorized to contractually bind such firm; and/or (3) directed to mstoker@floridawesteda.com by the firm by e-mail. Answers to such questions will be responded to within business 24 hours.

Communication Prohibition - Prospective respondents are cautioned not to contact any officials other than Melissa Stoker concerning this RFQ.

Contact Information for Melissa Stoker - E-mail: mstoker@floridawesteda.com

**Pensacola-Escambia Promotion and Development Commission
Request for Qualifications (RFQ) for General Counsel
[February 12, 2019]**

1. Introduction - This Request for Qualifications ("RFQ") is soliciting response ("Response") from firms that are seeking to serve as the General Counsel for the Pensacola-Escambia Promotion and Development Commission, a political subdivision of the State of Florida, ("Commission").

This solicitation is issued by the Commissioners of the PEDC ("Board"). Staff members of the Commission are providing staff support to the Board relative to this solicitation. A committee appointed by the Board will evaluate the Responses ("Evaluation Committee").

2. Minimum Qualifications - The Respondent shall have the following minimum qualifications at the time firm's Response is submitted to the Commission:
 - a. Licensed to practice law in the State of Florida.
 - b. In good standing with the Florida Bar.
 - c. The firm's attorney, who is identified in the firm Response as the intended "General Counsel", must have been engaged in the active practice of law for no less than five consecutive years prior to the date of issuance of the firm's Response, with no less than two years of experience representing governmental bodies, special districts, or similar public entities.

- d. Not be excluded from submitting a Response due to a conviction for a public entity crime.
 - e. **Respondents and the firm chosen to provide General Counsel services pursuant to this RFO are charged with the responsibility of complying with Chapter 4 Rules of Professional Conduct of The Florida Bar.**
3. General Information - Responses should be submitted in a sealed envelope, addressed as follows:

Pensacola-Escambia Promotion & Development Commission
3 West Garden Street, Suite 618
Pensacola, FL. 32502

RE: Sealed Response. March 8th, 2019 @ 5 p.m. CST Submission Deadline

4. Staff Contact Information:
Melissa Stoker
mstoker@floridawesteda.com
850-898-2201
5. Location:
3 West Garden Street, Suite 618
Pensacola, FL 32502

RFQ Title: General Counsel Services for the PEDC
RFQ Due Date: March 8th, 2019 at 5:00 p.m. CST ("Submission Deadline")
RFQ Opening: March 12th, 2019 (approximate). CST ("Opening of Responses")

- a. Responses must arrive at the above address no later than Submission Deadline to be considered.
- b. It is the firm's responsibility to assure that their Response is delivered to the proper location no later than the Submission Deadline.
- c. The Opening of Responses will take place on March 12th (approximate). The Opening of Responses will be noticed and is open to the public.
- d. Responses received prior to the Opening of Responses will be secured unopened.
- e. The Commission staff member, whose duty it is to open the Responses, will decide when the Submission Deadline has arrived and when the Opening of Responses will occur.
- f. Responses received later than the Submission Deadline will not be considered, will be marked "Too Late" and may be returned unopened to the firm.
- g. The Commission is not responsible for the premature opening of a Response not properly addressed and identified by the RFQ Number and submission deadline on the outside of the envelope/package.
- h. An ORIGINAL and four (4) copies of the Response must be furnished on or before the Submission Deadline. Responses will be retained as the property of the Commission. The ORIGINAL of your Response must be clearly marked "Original" on its face and must contain an original, manual signature of an authorized representative of the responding firm; all other copies may be photocopies.
- i. Respondents' Questions:
 - i. Each firm shall examine the RFQ documents carefully.
 - ii. Questions concerning the RFQ, required submittals, evaluation criteria, response schedule, or selection process, and requests for interpretations or corrections of any or actual or perceived ambiguity, inconsistency or error which the firm may discover shall be directed in writing to the Staff Contact. Such written questions and requests shall be:
 - (1) Received by Staff Contact no later than 5:00 p.m on March 4th, 2019.
 - (2) Signed by a person authorized to contractually bind such firm; and/or
 - (3) Directed to Staff Contact by firm via e-mail only.

- iii. Only communications from firm which are in writing and signed by a person(s) authorized to contractually bind such firm will be recognized by the Board as duly authorized expressions on behalf of the firm.
- iv. From the time this RFQ is issued until a final decision is made by the Board as to the award of a contract to a firm to serve as the Commission's General Counsel, firms are instructed to:
 - (1) Only contact the Staff Contact, identified hereinabove, regarding this RFQ, the firm's Response or another firm's Response in writing; provided any such contact shall be limited to questions regarding the process of this RFQ and shall not relate to the merits of the firm's Response or another firm's Response; and
 - (2) Other than discussions held during public meetings of the Board or of the Evaluation Committee, not contact or communicate, in person, by telephone, by e-mail, through an intermediary, or otherwise with any member of the Board or any other representative of the Commission other than Staff Contact regarding this RFQ, the firm's Response or another firm's Response.
 - (3) Any contact or communication in violation of the provisions above shall be cause for rejection of the firm's Response.
- j. Special Accommodation - Any person requiring a special accommodation at the Opening of Responses because of a disability should call the Staff Contact at (850) 898-2201 no less than three (3) workdays prior to the meeting. Persons who are hearing or speech impaired should contact the Staff Contact via email at mstoker@floridawesteda.com.
- k. The Commission is not liable for any costs incurred by firms who are not awarded a contract, and not responsible for any costs incurred by the successful firm prior to the issuance of an executed contract.
- l. The contents of the Response of the successful firm will become part of the contractual obligations.
- m. Responses must be typed or printed in ink. All corrections made by the firm to their Response prior to the Opening of Responses must be initialed and dated by the firm. No changes or corrections will be allowed to be made to Responses after the Opening of Responses.
- n. The Commission reserves the right to reject any or all Responses, in whole or in part, when such rejection is in the best interest of the Commission. Further, the Commission reserves the right to withdraw this solicitation at any time prior to the final award of the contract.
- o. Equal Opportunity/Affirmative Action Requirements - The firm shall agree to a commitment to the principles and practices of equal opportunity in employment and to

- comply with the letter and spirit of federal, state, and local laws and regulations prohibiting discrimination based on race, color, religion, national region, sex, age, handicap, marital status, and political affiliation or belief. For federally funded projects, in addition to the above, the firm shall agree to comply with Executive Order 11246, as amended, and to comply with specific affirmative action obligations contained therein. In addition to completing Attachment 2. the Equal Opportunity Statement, the Firm shall include a copy of any affirmative action or equal opportunity policies in effect at the time of submission.
- p. Certification Regarding Debarment, Suspension, and Other Responsibility Matters - The firm must certify 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 and meet all other responsibility matters as contained the certification form attached as Attachment 3.
- q. Licenses and Registration -
- i. Business/Occupational License(s) - The contracted firm shall be responsible for obtaining and maintaining throughout the contract period his or her city or county occupational license and any licenses required. Every firm submitting a response on this RFQ shall include a copy of the firm's local business or occupational license(s) or a written statement on letterhead indicating the reason no license exists.
- ii. Fictitious Name Registration - If the firm is operating under a fictitious name as defined in Section 865.09, *Florida Statutes*, proof of current registration with the Florida Secretary of State shall be submitted with the Response.
- r. Unauthorized Alien(s) - The firm shall be responsible for assuring that unauthorized aliens shall not be employed nor utilized in the performance of the requirements of this solicitation. The Commission shall consider the employment or utilization of unauthorized aliens a violation of Section 274A(e) of the Immigration and Naturalization Act (8 U.S.C. 1324a). Such violation shall be cause for unilateral termination of the contract entered into by the Commission as a result of this RFQ. As part of the response to this RFQ, please complete and submit Attachment 4 ~ the "Affidavit Certification Immigration Laws."
- s. Addenda to Specifications - If any addenda are issued after the initial specifications are released, the Commission will post the addenda on the Commission's website at www.floridawesteda.com.
- t. It is the responsibility of the firm prior to submission of any Response to check the above website or contact the Staff Contact at [\(850\) 898-2201](tel:8508982201) to verify any addenda. The receipt of all addenda must be acknowledged on the response sheet.
6. General Background - The Commission has historically used an outside attorney to serve as the Commission's General Counsel, and the Commission's General Counsel has not been an employee of the Commission but an independent contractor and, as such, has not been entitled to benefits available to employees of the Commission. Through this RFQ process, it is the intent of the Commission to retain an outside firm to serve in such capacity.

7. Scope of Services - It is expected that the selected firm will be provide complete legal services for the Commission identified in this Scope of Services. The firm shall provide personnel ancillary to the furnishing of legal services and office space, all materials, equipment, computer research expense, supplies and facilities necessary for the support of personnel in the performance of these services.

These services include:

- a. Policy Interpretation and Advice. Provide legal opinions on Commission matters, including but not limited to the Commission's duties, powers, responsibilities and obligations under the following:
- (1) Florida Statutes Chapter 159, Part V - Research and Development Authorities;
 - (2) Florida Statutes Chapter 189 - Special Districts - General Provisions;
 - (3) Florida Statutes Chapter 218 - Financial Matters Pertaining to Political Subdivisions;
 - (4) Florida Statutes Section 286.011 (Sunshine Law), Chapter 119 (Public Records) and Chapter 112, Part III (Code of Ethics);
 - (5) Bylaws for various Commission committees and the Commission;
 - (6) Roberts Rules of Order;
 - (7) Parliamentary procedures;
 - (8) Interpretation of applicable policy and legal documents, including restrictive covenants, and leases; and
 - (9) Other laws, regulations and guidelines that apply to the functioning of the Commission and its Board.
- b. Attend all regular and special Board meetings, approximately 6 to 12 meetings annually. The General Counsel is required to attend all of these meetings, except when unforeseen situations arise outside the control of the General Counsel, in which case another lawyer from the firm may attend.
- (1) Participate in pre-briefings for Commission meetings, at the request of the Executive Director for the Commission or the Chair of the Board. Either the General Counsel or another of the firm's attorneys may attend these pre-briefing meetings, unless the Executive Director for the Commission or the Chair of the Board requests otherwise.
 - (2) Perform follow-up activities, as a result of matters addressed or considered during the regular and special Board meetings or the pre-briefings, at the request of the Executive Director for the Commission or the Chair of the Board. Either the General Counsel or another of the firm's attorneys may perform these follow-up activities, unless the Executive Director for the Commission or the Chair of the Board requests otherwise.
- c. Attend committee meetings of the Board, as the Chair of the committee or the Executive Director for the Commission may request. Attendance at these meetings is not expected to exceed 5 to 10 meetings annually. Either the General Counsel or another of the firm's attorneys may attend these meetings.

- d. Make formal presentations to the Board during its regular and special Board meetings, as required. It is expected that a routine verbal update will be presented during each of the Board's regular meetings. It is not expected that more than three formal presentations will be required per calendar year. These presentations may be made by either the General Counsel or another of the firm's attorneys, at the discretion of the General Counsel.
- e. Provide legal opinions as may be reasonably requested by the Executive Director for the Commission or the Board. Legal opinions will be provided in a summarized written format suitable for presentation to the Board and/or for incorporating into the Board's Agenda or policy items. Either the General Counsel or another of the firm's attorneys may provide the written legal opinions, however the General Counsel is responsible for the presentation of legal opinions at Board meetings.
- f. Provide telephonic legal consultation with the Executive Director for the Commission. Either the General Counsel or another of the firm's attorneys may participate in these telephonic consultations.
- g. Participate in the development and revisions of Commission policy, procedures, bylaws and governing documents, at the request of the Executive Director for the Board or at the request of the Board. Either the General Counsel or another of the firm's attorneys may provide these services.
- h. Monitor the status of Commission activities to be able to provide contemporaneous legal opinions during Commission meetings.
 - i. Creation and review of standard form building and ground leases.
- j. Respond to direct inquiries from members of the Board, members of the Board's committees and Commission staff.
- k. Provide litigation support to the Commission, at the request and authorization of the Executive Director for the Commission or the Board.
- l. Participate in financial issues, including those related to the issue or reissue of debt instruments, at the request and authorization of the Executive Director for the Commission or the Board.
- m. Participate in contract reviews, negotiations, settlements, changes and protests at the request of the Executive Director for the Commission or the Board.
- n. Participate in the preparation of rights of way and easements, land planning, site plan reviews and other such land use matters, and the development and review of other than standard form ground and building leases at the request of the Executive Director for the Commission or the Board.
- o. Collection efforts.
- p. Provide instruction, information and advice to members of the Board appointed during the term of the contract in order to assure members understand their responsibilities established by Florida law and the charter and bylaws of the Commission.

8. Schedule - The following table lists the important dates/times and actions relative to this solicitation. If the Board finds it necessary to make changes to the actions, dates, and/or times, such changes will be accomplished by written addendum to this solicitation. All times are local times in Pensacola, Florida.

Events	Date/Time
Release/Issuance of RFQ	Friday, February 15th
Questions for Clarification Deadline	Monday, March 4th
Submission Deadline	Friday, March 8th
Opening of Responses	Tuesday, March 12 th (Approximate)
* Firms Ranked and Short-Listed by Evaluation Committee	Tuesday, March 12 th (Approximate)
* Evaluation Committee's Recommendation for Contract Award to the Board	Tuesday, March 19 th (Approximate)
* Firm approval and awarded by the PEDC Board	Tuesday, March 19 th (Approximate)
* Notice of meetings of the Evaluation Committee, Executive Committee, and Board will be posted on the Commission's website at www.floridawesteda.com .	

9. Response Content - This RFQ will be used as the instrument to solicit responses for General Counsel for the Commission. It defines the terms, conditions and specifications to be followed and met by the firms. In order to maintain comparability and simplify the review and evaluation process, all Responses submitted are required to be organized in the following manner. Failure to comply with the prescribed organization may, at the discretion of the Evaluation Committee, result in the elimination of the Response from consideration. Responses are to be submitted in three ring binders or bound by binder clips **only**. No manner of plastic, comb or wire bindings or staples are acceptable. Be sure to follow and clearly mark each section of your response according to the sections below.

- a. Tab 1 - Title Page - The Title Page should contain the following:
 - i. The RFQ title and number.
 - ii. The name of the proposing firm.
 - iii. The name, address, telephone, e-mail address and fax number of the primary contact person.

- b. Tab 2 - Table of Contents - The table of contents should include a clear identification of the material included in the Response, by section and by page number.

- c. Tab 3 - Letter of Transmittal -
 - i. Briefly summarize the key points of the Response including the Firm's understanding of the work to be done.
 - ii. Give the names of the persons who will be authorized to make representations for the firm, their titles, addresses, e-mail addresses, telephone and fax number.
 - iii. The signer of the Letter of Transmittal shall declare that:

- (1) The General Counsel is licensed to practice law in the State of Florida, is in good standing with the Florida Bar, and has been engaged in the active practice of law for no less than five consecutive years prior to the date of issuance of the firm's Response, with no less than two years of experience representing governmental bodies, special districts, or similar public entities;
- (2) The General Counsel will be the attorney who regularly attends Board and committee meetings and will be the primary legal representative for the Commission;
- (3) That the firm is not prohibited from submitting the Response due to a conviction of a public entity crime; and
- (4) That the information submitted in the Response is in all respects fair and in good faith, without collusion or fraud; no principal (which includes officers, directors, or executives) is presently suspended, proposed for debarment, declared ineligible or voluntarily excluded from participation on this transaction by any agency; and that the signer has the authority to bind the firm.

d. Tab 4 - Account Responsibility and General Counsel's Experience, Demonstrated Ability and Location

- i. Identify the contact person who will have account responsibility. Provide a statement as to such person's ability to speak and commit the firm in connection with any action required by the Commission.
- ii. Provide the name and title of the attorney designated by the firm to act as General Counsel.
- iii. Provide the permanent business address for the General Counsel, and identify whether or not such address is located within the geographic area of Escambia County, Florida.
- iv. Provide a resume for the General Counsel as an appendix.
- v. Provide the number of years the General Counsel has been engaged in the active practice of law. Identify the General Counsel's experience representing local governmental bodies, special districts, or similar public entities.
- vi. Provide a straightforward, concise description of the capabilities of the General Counsel to satisfy the requirements of the RFQ.
- vii. Provide information related to the General Counsel's workload and ability to assume new work.

e. Tab 5 - The Firm's Experience, Demonstrated Ability and Performance Information

- i. Provide a straightforward, concise description of capabilities of the Firm to satisfy the requirements of the RFQ.
- ii. Provide information that clearly reflects the firm's experience in similar governmental contracts and demonstrates the firm's ability to provide the solicited legal services. Discuss experience only since 2004 and only for current members of the firm. For each account or activity being claimed as experience in a similar governmental contract provide a point of contact at the account, the annual value of the account, the duration of the contract and a brief explanation of service provided. (Limit to four pages).
- iii. Identify attorneys within the firm, other than the General Counsel, who may be assigned work related to the requirements of the RFQ. All such attorneys must be

licensed to practice law in the State of Florida and in good standing with the Florida Bar. Provide information that clearly reflects such attorneys' experience in a similar capacity and which demonstrates their ability to provide the solicited legal services they may be required to perform.

- iv. Provide information related to the firm's organization and ability to assume new work (limit to three pages).
 - (1) Describe your firm including the organization. Compare the firm today as compared to three years ago.
 - (2) Provide a table that reflects a current list of public entity clients. Include a point of contact and phone number for each
- v. If the Firm does not have attorneys with expertise in an area identified in this RFQ describe how the Firm would provide legal services in that area, if it were required by the Commission.

f. Tab 6 - Firm's Ability to Provide Support to the Commission

- i. Provide a written description of the following:
 - (1) Any litigation during the past five years involving the firm or any attorney listed in the response relating to professional services or in any way relating to the practice of law, including a summary of the disposition of such matter or matters;
 - (2) A list of any grievances filed within the past five years against the firm or any attorney listed in the response with the Florida Bar or any regulatory or judicial body, including a summary of the disposition of such matter or matters;
 - (3) Actual or potential conflicts of interest, under the Rules of Professional Conduct of The Florida Bar, that firm may have in performing the services described in the RFQ; and
 - (4) Describe ethical standards that are enforced by the firm that will ensure the firm's good faith performance of the services identified herein.

g. Tab 7 - Firm's Fees

- i. Please provide your firm's hourly billing rates for the individual who will be designated as General Counsel, partners, shareholders, associates, law clerks and paralegals. If different hourly rates apply with respect to any of the attorneys identified in your firm's response, please also indicate the specific rates for each of the identified persons.
- ii. Please specifically enumerate the types of expenses associated with the provision of legal services for which the firm would expect reimbursement.

h. Tab 8 - Firm's Proposed Draft Contract

- i. The successful firm will be required to enter into a contract with the Commission. Provide a proposed draft contract. The Commission reserves the right to provide the ultimate form of the contract.

i. Tab 9 - Required Forms

- i. Including the following completed forms
 - Attachment 1 - List of Potential Conflicts
 - Attachment 2 - Equal Opportunity/Affirmative Action Statement;
 - Attachment 3 - Certification Regarding Debarment, Suspension and Other Responsibility Matters;
 - Attachment 4 - Affidavit Certification Immigration Laws;
 - Attachment 5 - Insurance Certification Form; and
 - Attachment 6 - Drug-Free Work Place Form.
- ii. Required licenses and certifications.

10. Evaluation of Responses - The Evaluation Committee and the Board will utilize the following criteria in making their decision. The order does not necessarily indicate priority:

- a. Qualifications; knowledge of authorities/public entities; experience of the personnel who will be working on Commission matters; Martindale-Hubbell AV firm rating:
 - i. General Counsel's Experience and Demonstrated Ability - The past experience of the attorney designated by the Firm to serve as General Counsel in providing the same or similar type of service requested by the Commission; demonstrated ability to effectively and accurately communicate and work with the client; and the capacity to perform the tasks required in a timely and complete manner.
 - ii. Firm's Past Experience, Demonstrated Ability and Performance - The past experience of the firm, and of attorneys other than the attorney designated by the firm to serve as General Counsel who may provide services, in providing the same or similar type of services requested herein; the ability, capacity, and skill of the firm to perform the requested services on a timely basis; responses of the client references; and continuing direction and vision of the firm.
- b. Firm's Ability to Provide Support to the Commission - The firm's business integrity and reliability that will assure the firm's good faith performance of the services identified herein; the lack of actual or perceived conflicts of interest and the ability of the firm to provide legal opinions without outside influence from other clients; and the ability of the firm to be unbiased in their legal support, including the permanent business address of the attorney designated by the firm to serve as General Counsel.
- c. Fees and costs -
 - i. Firm's Fee - The firm's proposed hourly billing rates.
 - ii. Expenses - The types of expenses associated with the provision of legal services for which the firm would expect reimbursement.
- d. Other factors or conditions affecting the proposer's performance under this RFQ and needs of the Commission's board members.
 - i. Sufficiency of the Response - The firm's understanding of the Commission's objectives, and the needs as stated herein; the firm's approach to servicing the Commission and the methods they will use to carry out their responsibilities; and

compliance with the response preparation instructions and adequacy of information presented.

The Commission will evaluate each response submitted in response to the RFQ based upon the above-stated criteria and the responses to the RFQ. An interview may be conducted by the Board with the qualifying firms. The Board will then choose the firm to represent the Commission. Additional criteria for consideration are:

Oral Interviews - After the evaluation of the responses submitted have been evaluated by the Evaluation Committee the firms will be ranked based on the established criteria.

Criteria	Maximum Rating Points
Qualifications; knowledge of authorities/public entities; experience of the personnel who will be working on Commission matters; Martindale-Hubbell AV firm rating	50
Firm's Ability to Provide Support to the Commission	30
Fees and Costs	15
Other factors or conditions affecting the proposer's performance under this RFQ and needs of the Commission's Board	5

Maximum Points Allowed

100

The decision will be made by the Board in the best interest of the Commission.

Contract - The successful firm will be required to enter into a contract with the Commission. By submitting a Response, the firms acknowledge and agree to comply with the following if they become the firm chosen by the Board:

- a. Term and Cancellation - The contract will be for an initial term of approximately one year period with the option to extend for additional years with Board approval. The contract will be monitored for acceptable services rendered throughout the contract term. The Commission will have the option to cancel the contract in whole or in part during the contract term, for any reason or no reason, without penalty, upon notice. The firm will not be entitled to lost profits or any further compensation not earned prior to the time of cancellation.
- b. Hold Harmless - The firm shall agree to indemnify and hold harmless the Commission from all claims, damages, liabilities, or suits of any nature whatsoever arising out of, because of, or due to the breach of this agreement by the firm, its delegates, agents or employees, or due to any act or occurrence of omission or commission of the firm, including but not limited to costs and a reasonable attorney's fee. The Commission may, at its sole option, defend itself or allow the firm to provide the defense. The firm shall acknowledge that ten dollars (\$10.00) of the amount paid to the firm is sufficient consideration for the firm's indemnification of the Commission.
- c. Audits, Records, and Records Retention: The firm shall agree as follows:
 - i. To establish and maintain books, records, and documents (including electronic storage media) in accordance with generally accepted accounting procedures and practices, which sufficiently and properly reflect all revenues and expenditures of

funds provided under this contract.

- ii. To retain all client records, financial records, supporting documents, statistical records, and any other documents (including electronic storage media) pertinent to this contract for a period of five (5) years after termination of the contract, or if an audit has been initiated and audit findings have not been resolved at the end of five (5) years, the records shall be retained until resolution of the audit findings or any litigation which may be based on the terms of this contract.
- iii. Upon completion or termination of the contract and at the request of the Commission, the firm will cooperate with the Commission to facilitate the duplication and transfer of any said records or documents during the required retention period as specified hereinabove.
- iv. To assure that these records shall be subject at all reasonable time to inspection, review, or audit by Federal, state, or other personnel duly authorized by the Commission.
- v. Persons duly authorized by the Commission and Federal auditors, pursuant to 45 CFR Part 92.36(I)(10), shall have full access to and right to examine any of provider's contract and related records and documents, regardless of the form in which kept, at all reasonable times for as long as records are retained.
- vi. To include the aforementioned audit and record keeping requirements in all approved subcontracts and assignments.

d. Insurance - Attention is directed to the insurance requirements below. Firms should confer with their respective insurance carriers or brokers to determine in advance of Response submission the availability of insurance certificates and endorsements as prescribed and provided herein. Firms who fail to comply strictly with the insurance requirements may be disqualified from award of the contract.

- i. The firm shall procure and maintain for the duration of the contract insurance against claims for injuries to persons or damages to property which may arise from or in connection with the performance of the work hereunder by the Firm, his agents, representatives, or employees.
- ii. Minimum Limits of Insurance - The Firm shall maintain limits no less than the following:
 - (1) General Liability: \$1,000,000 combined single limit per occurrence for bodily injury, personal injury and property damage with a \$2,000,000 annual aggregate.
 - (2) Automobile Liability: \$1,000,000 combined single limit per accident for bodily injury and property damage. (Non-owned, Hired Car).
 - (3) Workers' Compensation and Employers Liability: Insurance covering all employees meeting Statutory requirements in compliance with the applicable state and federal laws and Employer's Liability with a limit of \$500,000 per accident, \$500,000 disease policy limit, \$500,000 disease each employee. ***Waiver of Subrogation in lieu of Additional Insured is required.***
 - (4) Professional Liability Insurance, including errors and omissions: For all services provided under the terms of contract with minimum limits of One Million and 00/100 (\$1,000,000.00) Dollars per occurrence; or claims made form with "tail coverage" extending three (3) years beyond the term

of the agreement. Proof of "tail coverage" must be submitted with the invoice for final payment.

iii. Deductibles and Self-Insured Retentions - Any deductibles or self-insured retentions must be declared to and approved by the Commission. At the option of the Commission, either: the insurer shall reduce or eliminate such deductibles or self-insured retentions as respects the Commission, its officers, officials, employees and volunteers; or the firm shall procure a bond guaranteeing payment of losses and related investigations, claim administration and defense expenses.

iv. Other Insurance Provisions - The policies are to contain, or be endorsed to contain, the following provisions:

- (1) General Liability and Automobile Liability Coverages (**Commission is to be named as Additional Insured**).
- (2) The Commission, its officers, officials, employees and volunteers are to be covered as insureds as respects; liability arising out of activities performed by or on behalf of the firm, including the insured's general supervision of the firm; products and completed operations of the firm; premises owned, occupied or used by the firm; or automobiles owned, leased, hired or borrowed by the firm. The coverage shall contain no special limitations on the scope of protections afforded the Commission, its officers, officials, employees or volunteers.
- (3) The firm's insurance coverage shall be primary insurance as respects the Commission, its officers, officials, employees and volunteers. Any insurance of self-insurance maintained by the Commission, its officers, officials, employees or volunteers shall be excess of the firm's insurance and shall not contribute with it.
- (4) Any failure to comply with reporting provisions of the policies shall not affect coverage provided to the Commission, its officers, officials, employees or volunteers.
- (5) The firm's insurance shall apply separately to each insured against whom claim is made or suit is brought, except with respect to the limits of the insurer's liability.
- (6) All Coverages - Each insurance policy required by this clause shall be endorsed to state that coverage shall not be suspended, voided, canceled by either party, reduced in coverage or in limits except after thirty (30) days prior written notice by certified mail, return receipt requested, has been given to the Commission.
- (7) Acceptability of Insurers - Insurance is to be placed with insurers with a Best's rating of no less than A: VII.
- (8) Verification of Coverages - The firm shall furnish the Commission with certificates of insurance and with original endorsements effecting coverage required by this clause. The certificates and endorsements for each insurance policy are to be signed by a person authorized by that insurer to bind coverage on its behalf. All certificates and endorsements are to be received and approved by the Commission before work commences. The Commission reserves the right to require complete, certified copies of all required insurance policies at any time.

e. Ethical Business Practices -

- i. Gratuities - It shall be unethical for any person to offer, give, or agree to give any Commission employee, or for any Commission employee to solicit, demand, accept, or agree to accept from another person, a gratuity or an offer of employment in connection with any decision, approval, disapproval, recommendation, or preparation of any part of a program requirement or a purchase request, influencing the content of any specification or procurement standard, rendering of advice, investigation, auditing, or performing in any other advisory capacity in any proceeding or application, request for ruling, determination, claim or controversy, or other particular matter, subcontract, or to any solicitation or response therefor.
 - ii. Kickbacks - It shall be unethical for any payment, gratuity, or offer of employment to be made by or on behalf of a subcontractor under a contract to the firm or higher tier subcontractor or any person associated therewith, as an inducement for the award of a subcontract or order.
- f. The Firm acknowledges that the PEDC is subject to the provisions of chapter 110, F.S., relating to public records, and that reports, invoices, and other documents the Firm submits to the PEDC under this agreement may constitute public records under Florida Statutes. The Firm shall cooperate with the PEDC regarding the PEDC's efforts to comply with the requirements of chapter 119, F.S.

The Firm shall allow public access to all records made or received by the Firm in conjunction with this Contract, unless the records are exempt from section 24(a) of Article I of the State Constitution and section 119.07(1), F.S. In accordance with chapter 119 F.S., the Firm shall be responsible for responding to all public records requests per the cost structure provided for records made or received by the Firm in conjunction with this contract.

If the Firm submits records to the PEDC that are confidential and exempt from public disclosure as trade secrets or proprietary confidential business information, such records should be identified as such by the Firm prior to submittal to the PEDC. Failure to identify the legal basis for each exemption from the requirements of chapter 119, F.S., prior to submittal of the record to the PEDC serves as the Firm's waiver of a claim of exemption.

The Firm must notify the PEDC, both by e-mail and first-class mail, within one (1) business day from receipt of all request(s) for public records, as a public record is defined in section 119.001, F.S. Notice of public records requests received by the Firm shall be e-mailed to sluth@floridawesteda.com and mailed to:

The Pensacola-Escambia Promotion & Development Commission
3 West Garden Street, Suite 618
Pensacola, FL. 32502

The Firm shall notify the PEDC verbally within twenty-four (24) chronological hours and in writing within seventy-two (72) chronological hours if any data in the Firm's possession related to this contract is subpoenaed or improperly used, copied, or removed (except in the ordinary course of business) by anyone except an authorized representative of the PEDC. The Firm shall cooperate with the PEDC in taking all steps as the PEDC deems advisable to prevent misuse, regain possession, and/or otherwise protect the State's rights and the data subject's privacy.

- g. The Commission reserves the right to deny award or immediately suspend any contract resulting from this response pending final determination of charges of unethical business practices. At its sole discretion, the Board may deny award or cancel the contract if it determines that unethical business practices were involved.

ATTACHMENT 1

A complete list of clients who (which), at the time of the response, are represented by the firm and who (which) may have actual or potential conflicts with the interests of the Board and the nature of such representation, in order to allow the Evaluation Committee and the Board to be fully apprised of the nature and extent of such representation.

This list should include, but not be limited to, any representation of the following:

ATTACHMENT 2

EQUAL OPPORTUNITY/AFFIRMATIVE ACTION STATEMENT

1. The firm hereby agrees to a commitment to the principles and practices of equal opportunity in employment and to comply with the letter and spirit of federal, state, and local laws and regulations prohibiting discrimination based on race, color, religion, national region, sex, age, handicap, marital status, and political affiliation or belief.
2. The firm agrees to comply with Executive Order 11246, as amended, and to comply with specific affirmative action obligations contained therein.

Signed:

Title:

Firm:

Address:

ATTACHMENT 3

**CERTIFICATION REGARDING DEBARMENT, SUSPENSION,
AND OTHER RESPONSIBILITY MATTERS**

- 1) The Firm certifies to the best of its knowledge and belief, that it and its principals:
 - a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
 - b) Have not within a three-year period preceding this 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;
 - c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of these offenses enumerated in paragraph (1)(b) of this certification; and
 - d) Have not within a three-year period preceding this application/response had one or more public transactions (Federal, State or local) terminated for cause or default.
- 2) Where the Firm is unable to certify to any of the statements in this certification, such Respondent shall attach an explanation to this Response.
- 3) No subcontract will be issued for this project to any party which is debarred or suspended from eligibility to receive federally funded contracts.

Signature

Title

Respondent's Firm

Address

ATTACHMENT 4

AFFIDAVIT CERTIFICATION IMMIGRATION LAWS

The Commission will not intentionally award Commission contracts to any firm who knowingly employs unauthorized alien workers, constituting a violation of the employment provisions contained in 8 U.S.C. Section 1324 A(e) (Section 274a(e) of the Immigration and Nationality Act).

The Commission may consider the employment by any firm of Unauthorized Aliens a violation of Section 274A(e) of the INA. Such violation by the firm of the employment provision contained in Section 274A(e) of the INA shall be ground for unilateral cancellation of the contract by the Commission.

RESPONDENT ATTESTS THAT THEY ARE FULLY COMPLIANT WITH ALL APPLICABLE IMMIGRATION LAWS (SPECIFICALLY TO THE 1986 IMMIGRATION ACT AND SUBSEQUENT AMENDMENTS).

Company Name: _____

Signature: _____ Title: _____

STATE OF _____

COUNTY OF _____

Sworn to and subscribed before me this __ day of _____, 20.

Personally known _____

NOTARY PUBLIC

OR Produced identification _____

Notary Public - State of _____

My commission expires: _____

(Type of identification)

Printed, typed, or stamped
commissioned name of notary public

The signee of this Affidavit guarantees, as evidenced by the sworn affidavit required herein, the truth and accuracy of this affidavit to interrogatories hereinafter made.

THE COMMISSION RESERVES THE RIGHT TO REQUEST SUPPORTING DOCUMENTATION, AS EVIDENCE OF SERVICES PROVIDED, AT ANY TIME.

ATTACHMENT 6

DRUG FREE WORK PLACE FORM

Drug-Free Work Place: Yes _____ N/A _____

If Yes please complete the form.

The undersigned proposer hereby certifies that (Name of Business) does:

Publish statement notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the workplace and specifying the actions that will be taken against employees for violations of such prohibition.

Inform employees about the dangers of drug abuse in the workplace, the business's policy of maintaining a drug-free workplace, any available drug counseling, rehabilitation, and employee assistance programs, and the penalties that may be imposed upon employees for drug abuse violations.

Give each employee engaged in providing the commodities or contractual services that are proposed a copy of the statement specified in subsection (1).

In the statement specified in subsection (1), notify the employees that, as a condition of working on the commodities or contractual services that are under bid, the employee will abide by the terms of the statement and will notify the employer of any conviction of, or plea of guilty or novo contender to, any violation of Chapter 893 or of any controlled substance law of the United States or any state, for a violation occurring in the workplace no later than five (5) days after such conviction.

Impose a sanction on, or required the satisfactory participation in a drug abuse assistance or rehabilitation program is such is available in the employee's community, by any employee who is so convicted.

Make a good faith effort to continue to maintain a drug-free workplace through implementation of this section.

As the person authorized to sign the statement, I certify that this firm complies fully with the above requirements.

Proposer's Signature

Date

*This form **must** be completed, signed and returned with your response to fulfill the requirements of this RFQ.*