

**State of Arkansas
ARKANSAS LOTTERY COMMISSION**

REQUEST FOR QUALIFICATIONS

RFQ Number: ALC-RFQ-110002	Buyer:
Service: Outside Legal Counsel	Submission Opening Date: December 2, 2011
Date: November 2, 2011	Submission Opening Time: 4:00 p.m.

SUBMISSIONS WILL BE ACCEPTED UNTIL THE TIME AND DATE SPECIFIED ABOVE. THE SUBMISSION ENVELOPE MUST BE SEALED AND SHOULD BE PROPERLY MARKED WITH THE SUBMISSION NUMBER, DATE AND HOUR OF SUBMISSIONS OPENING AND VENDOR'S RETURN ADDRESS. IT IS NOT NECESSARY TO RETURN "NO BIDS" TO THE ARKANSAS LOTTERY COMMISSION.

Vendors are responsible for delivery of their submission to the Arkansas Lottery Commission prior to the scheduled time for opening of the particular submission. When appropriate, Vendors should consult with delivery providers to determine whether the submission will be delivered to the Arkansas Lottery Commission office street address prior to the scheduled time for submission opening. Delivery providers, USPS, UPS, FedEx, and DHL deliver mail to our street address, 124 W. Capitol Avenue, Little Rock, AR 72201, on a schedule determined by each individual provider. These providers will deliver to our offices based solely on our street address.

MAILING ADDRESS: P.O. Box 3238 Little Rock, AR 72203	SUBMISSION OPENING LOCATION: Arkansas Lottery Commission Offices
TELEPHONE NUMBER: (501) 683-2000	

Company Name: _____

Name (type or print): _____

Title: _____

Address: _____

Telephone Number: _____

Fax Number: _____

E-Mail Address: _____

Signature: _____

USE INK ONLY; UNSIGNED SUBMISSIONS WILL NOT BE CONSIDERED

Identification:

* Federal Employer ID Number Social Security Number *

FAILURE TO PROVIDE TAXPAYER IDENTIFICATION NUMBER MAY RESULT IN SUBMISSION REJECTION

Business Designation Individual Sole Proprietorship Public Service Corp
(check one): * Partnership Corporation Government/ Nonprofit *

Table with 2 columns: GENERAL DESCRIPTION, TYPE OF CONTRACT, BUYER, AGENCY P.R. NUMBER. Content includes: Outside legal counsel services on certain transactions where the need for legal advice is required. Term

INVOICE TO: F.O.B:

MINORITY-OWNED AND FEMALE-OWNED BUSINESS POLICY

Participation by minority-owned and female-owned businesses is encouraged in this and all other procurements by state agencies. "Member of a minority" is defined at Arkansas Code Annotated § 23-115-103(15) as "a lawful permanent resident of this state who is: (A) African American; (B) Hispanic American; (C) American Indian; (D) Asian American; or (E) Pacific Islander American". "Minority-owned business" is defined at Arkansas Code Annotated § 23-115-103(16) as "a business that is owned by: (A) An individual who is a member of a minority who reports as his or her personal income for Arkansas income tax purposes the income of the business; (B) A partnership in which a majority of the ownership interest is owned by one (1) or more members of a minority who report as their personal income for Arkansas income tax purposes more than fifty percent (50%) of the income of the partnership; or (C) A corporation organized under the laws of this state in which a majority of the common stock is owned by one (1) or more members of a minority who report as their personal income for Arkansas income tax purposes more than fifty percent (50%) of the distributed earnings of the corporation". The Arkansas Economic Development Commission conducts a certification process for minority businesses. Vendors unable to include minority-owned business as subcontractors "may explain the circumstances preventing minority inclusion".

"Female-owned business" is defined at Arkansas Code Annotated § 23-115-103(5) as "a business: (A) Whose management and daily business operations are under the control of one (1) or more females; and (B) Either: (i) Individually owned by a female who reports as her personal income for Arkansas income tax purposes the income of the business; (ii) Which is a partnership in which a majority of the ownership interest is owned by one (1) or more females who report as their personal income for Arkansas income tax purposes more than fifty percent (50%) of the income of the partnership; or (iii) Which is a corporation organized under the laws of this state in which a majority of the common stock is owned by one (1) or more females who report as their personal income for Arkansas income tax purposes more than fifty percent (50%) of the distributed earnings of the corporation".

EQUAL EMPLOYMENT OPPORTUNITY POLICY

In compliance with Section 5 of the Arkansas Lottery Commission Major Procurement Rules, the Office of State Procurement of the Department of Finance and Administration is required to have a copy of the Vendor's Equal Opportunity Policy prior to issuing a contract award. EO Policies may be submitted in electronic format to the following email address: eeopolicy.osp@dfa.state.ar.us, or as a hard copy accompanying the solicitation response. The Office of State Procurement and the Arkansas Lottery Commission will maintain a file of all Vendor EO policies submitted in response to solicitations issued by this office. The submission is a one-time requirement but Vendors are responsible for providing updates or changes to their respective policies and of supplying EO policies upon request to other state agencies that must also comply with this statute.

TECHNOLOGY ACCESS FOR THE BLIND

Please reference Section 508 of the Federal Rehabilitation Act, 29 U.S.C. 794d and Arkansas Code Annotated § 25-26-201 et seq. The Vendor expressly acknowledges that State funds may not be expended in connection with the purchase of information technology unless that system meets certain statutory requirements, in accordance with the State of Arkansas technology policy standards, relating to accessibility by persons with visual impairments.

Accordingly, the Vendor represents and warrants to the Arkansas Lottery Commission that the technology provided to the Arkansas Lottery Commission for purchase is capable either by virtue of features included within the technology or because it is readily adaptable by use with other technology of:

- Providing equivalent access for effective use by both visual and non-visual means;
- Presenting information, including prompts used for interactive communications, in formats intended for non-visual use; and
- After being made accessible, it can be integrated into networks for obtaining, retrieving, and disseminating information used by individuals who are not blind or visually impaired.

For purposes of this paragraph, the phrase "equivalent access" means a substantially similar ability to communicate with or make use of the technology, either directly by features incorporated within technology or by other reasonable means such as assistive devices or services which would constitute reasonable accommodations under the Americans with Disabilities Act or similar state or federal laws. Examples of methods by which equivalent access may be provided include, but are not limited to, keyboard alternatives to mouse commands and other means of navigating graphical displays, and customizable display appearance.

ACT 157 of 2007 EMPLOYMENT OF ILLEGAL IMMIGRANTS

Pursuant to Act 157 of 2007 (Ark. Code Ann. § 19-11-105), all Vendors must certify prior to award of the contract that they do not employ or contract with any illegal immigrants in its contract with the State. Vendors shall certify online at: <http://www.dfa.arkansas.gov/Pages/businessServices.aspx>.

Any subcontractors used by the Vendor at the time of the Vendor's certification shall also certify that they do not employ or contract with any illegal immigrant. Certification by the subcontractors shall be submitted within thirty (30) days after contract execution.

ARKANSAS LOTTERY COMMISSION MAJOR PROCUREMENT RULES

Vendors are subject to all requirements of the Arkansas Lottery Commission Major Procurement Rules (Attachment A), whether such requirements are specifically set forth in this RFQ or not.

ALTERATION OF ORIGINAL RFQ DOCUMENTS

The original written or electronic language of the RFQ shall not be changed or altered except by approved written addendum issued by the Arkansas Lottery Commission. This does not eliminate a Vendor from taking exception(s) to these documents, but does clarify that the Vendor cannot change the original document's written or electronic language. If the Vendor wishes to make exception(s) to any of the original language, it must be submitted by the Vendor in separate written or electronic language in a manner that clearly explains the exception(s). If Vendor's/Contractor's submittal is discovered to contain alterations/changes to the original written or electronic documents, the Vendor's response may be declared as "non-responsive" and the response shall not be considered.

REQUIREMENT OF AMENDMENT

THIS RFQ MAY BE MODIFIED ONLY BY AMENDMENTS WRITTEN AND AUTHORIZED BY THE ARKANSAS LOTTERY COMMISSION. Vendors are cautioned to ensure that they have received or obtained and responded to any and all amendments to the RFQ prior to submission.

DELIVERY OF RESPONSE DOCUMENTS

In accordance with the Arkansas Lottery Commission Major Procurement Rules, it is the responsibility of vendors to deliver submissions at the place and on or before the date and time set in the RFQ solicitation documents.

Submissions received at the Arkansas Lottery Commission Offices after the date and time designated for the RFQ opening are considered late submissions and shall not be considered. Documents that are to be returned may be opened to verify which RFQ the submission is for.

INTENT TO AWARD

After complete evaluation of the submission, the intent to award will be posted on the Arkansas Lottery Commission's website (www.myarkansaslottery.com) and/or the legal section of a newspaper of statewide circulation. The purpose of the posting is to establish a specific time in which vendors and agencies are aware of the intent to award. The RFQ results will be posted for a period of at least fourteen (14) days prior to the issuance of any award. Vendors and agencies are cautioned that these are preliminary results only, and no official award will be issued prior to the end of the posting period. Accordingly, any reliance on these preliminary results is at the agency's/vendor's own risk.

The Arkansas Lottery Commission reserves the right to waive this policy when it is in the best interest of the State. Vendors are responsible for viewing the *Intent to Award* section of the Arkansas Lottery Commission's web site at: www.myarkansaslottery.com.

PAST PERFORMANCE

In accordance with provisions of the Arkansas Lottery Commission Major Procurement Rules Section (7)(C)(x)(g), a vendor's past performance with the State may be used in the evaluation of any offer made in response to this solicitation. The past performance should not be greater than three (3) years old and must be supported by written documentation on file in the Arkansas Lottery Commission at the time of the submission opening. Documentation may be in the form of a written or electronic report, VPR, memo, file or any other appropriate authenticated notation of performance to the vendor files.

EO-98-04 GOVERNOR'S EXECUTIVE ORDER

Completion of Disclosure Forms is required by Governor's Executive Order EO-98-04 as a condition of obtaining, extending, amending, or renewing a contract, lease, purchase agreement, or grant award with any Arkansas state agency. (<http://www.dfa.arkansas.gov/offices/accounting/internalaudit/Pages/ExecutiveOrder98-04.aspx>)

SECTION I. INSTRUCTIONS TO PROPOSERS/GENERAL INFORMATION

A. PURPOSE. The Arkansas Lottery Commission ("ALC") requests submittal of qualifications from law firms (Proposers) to provide Outside Counsel services on certain transactions where the need for legal advice is required. From a list of respondents to this Request for Qualifications (RFQ), ALC expects to select a firm to serve for a period of approximately two (2) years beginning at the date of execution, with five (5) optional extension periods of one (1) year each, subject to successful negotiation of fees with the concerned firm. The ALC reserves the right to select more than one firm to provide these legal services.

ALC makes no representation or warranty of any nature that any firm selected pursuant to this RFQ will participate in any minimum or maximum number of transactions. Any counsel selected pursuant to this RFQ shall serve at the pleasure of ALC, and the professional services of any firm selected may be terminated, at the sole discretion of ALC, upon delivery of written notice of such termination to the selected firm.

B. SUBMISSION OF PROPOSALS. Written proposals responding to the questions and requests for information in the manner specified in this Request for Qualifications (RFQ) should be submitted to the following:

**Bishop Woosley
Chief Legal Counsel
Arkansas Lottery Commission
P.O. Box 3238
Little Rock, AR 72203-3238**

To be considered, ten (10) copies of the proposal should be delivered to ALC not later than December 2, 2011, by 4:00 p.m. CST. All proposals shall be time and date stamped upon receipt. Late proposals will not be accepted. ALC reserves the right to reject any or all proposals.

C. ADDITIONAL INFORMATION. It is the responsibility of the proposer to inquire about and clarify any aspect of the RFQ. Questions should be in writing and directed to Mr. Bishop Woosley (bishop.woosley@arkansas.gov) at (501) 683-1890. Substantive questions and answers will be documented and will be posted on the Arkansas Lottery Commission website at the following address: <http://myarkansaslottery.com/about/procurement>

D. PROPERTY OF ALC. Any information or materials submitted as a response to this RFQ shall become the property of the ALC and will not be returned. All submitted materials will be available for public review.

E. RESPONSE TO REQUEST FOR QUALIFICATIONS. Law firms wishing to respond to this RFQ must submit their responses to Mr. Bishop Woosley on the date and time designated above. No contact with Arkansas Lottery Commission Audit/Legal Committee members is allowed and any such contact will be grounds for immediate rejection of a firm’s proposal.

F. TIMETABLE.

November 2, 2011	Request for qualification issued
December 2, 2011	Due by 4:00 p.m. CST
TBA	Oral interviews, if needed
TBA	Commission action (ALC resolution affirming Chief Legal Counsel, authorizes the Director of ALC to negotiate fees)
TBA	ALCLOC Review

Note: After selection, the engagement contract is submitted to the Arkansas Lottery Commission Legislative Oversight Committee for review.

G. SELECTION PROCESS. The ALC Audit/Legal Committee and ALC Chief Legal Counsel will review the submitted proposals. Proposals will be evaluated based on responses to specifics outlined in the Proposal Format section of this RFQ and based upon the selection criteria. Proposals which omit any of these items may be rejected as non-responsive. ALC, at its sole option, may waive any non-compliant matter with respect to any or all proposals. From this review, a select group of firms could be chosen for interviews. All proposing firms will be advised of the firms selected. After interviewing the selected firms, the ALC Audit/Legal Committee will make its decision on a recommendation for selection, which will be reported to the full Arkansas Lottery Commission. The ALC may approve or reject the Legal/Audit Committee’s recommendation. ALC may at any time prior to the selection of Outside Legal Counsel reject any and all proposals and cancel this RFQ, without liability therefore, upon finding by that there is good cause for rejecting all proposals and that it would be in its interest to cancel the solicitation. Further, regardless of the number and quality of proposals submitted, ALC shall under no circumstances be responsible for any proposer costs and expenses incurred in submitting a response to this RFQ. Each proposer who submits a response does so solely at the proposer’s cost, risk and expense. ALC accepts no responsibility for the return of successful or unsuccessful proposals. This RFQ in no way obligates ALC to select a firm.

H. SELECTION CRITERIA. The ALC Audit/Legal Committee will use the following criteria to evaluate all acceptable proposals and to develop recommendations to be presented to the ALC; however, the Committee reserves the right to evaluate proposals based upon factors beyond the listed criteria.

	<u>Criteria</u>	<u>Points</u>
1.	The specialized experience and technical competence of the firm with respect to the type of professional services required, including, but not limited to prior experience with general Arkansas regulations, including state and federal law, and specifically the Arkansas Scholarship Lottery Act, the Administrative Procedures Act, the Freedom of Information Act, general contract law, and employment law.	30
2.	Response to Arkansas presence issue including relevance of presence to this engagement.	10

3.	The capacity and capability of the firm to provide the service requested, including specialized services.	20
4.	Qualifications of staff to be assigned, i.e., team members' demonstrated abilities, years, and types of experience.	20
5.	The past record of performance of the firm with respect to such factors as control of costs, quality of work, and ability to meet schedules and deadlines.	10
6.	Minority-owned and female-owned business participation and usage.	10

F. FEE DETERMINATION. Selection of counsel will not be based on a competitive bid, but will be considered. Interested parties should include an appropriate fee schedule on the Official Outside Legal Counsel Request for Qualifications Price Sheet. ALC will attempt to negotiate with the selected firm(s) to establish a fair and reasonable fee. If an agreement cannot be reached with the selected firm(s), negotiations may be attempted with other firms that responded to the initial RFQ. If negotiations are not successful with the firms, ALC reserves the right to solicit responses to another RFQ for Outside Counsel Services.

SECTION II: PROPOSAL FORMAT

A. TRANSMITTAL LETTER. A brief transmittal letter prepared on the proposer's business stationery should accompany the original and required copies of the proposal.

B. PROPOSAL. The proposal should be labeled, "Proposal to Serve as Outside Counsel". The proposal must contain sufficient information to enable to ALC Audit/Legal Committee to evaluate the proposal. It should be prepared in a clear and concise manner and should address all appropriate subsections.

1. **Counsel Team and Personnel.** Describe the manner in which you would organize your firm's resources to serve as counsel for the proposed legal services. In doing so, please address the following services and resources:
 - a. Personnel
 - b. Technology
 - c. Other Resources
2. **Arkansas Presence.** Please explain your firm's presence within Arkansas and describe how that presence is relevant to the proposed engagement.
3. **Potential Conflicts.** List any relationship that might lead to a potential conflict in performing any services for ALC. Please list specifically any conflicts resulting from material adverse matters, as distinguished from the conduct of business as usual. Indicate what steps would be taken to eliminate any such conflict.
4. **Rationale for Appointment and Proposal Summary.** This section of the proposal should be used by each proposer to present the case for its appointment to the position sought.
5. **Malpractice Insurance.** Acknowledge that if selected as Outside Counsel, your firm will provide to ALC proof of malpractice insurance.