



**REQUEST FOR PROPOSAL
RFP-04-2302**

For: Legal Services - Rhode Island Life Science Hub

The Rhode Island Commerce Corporation (“Corporation”) seeks proposals from qualified firms to provide legal services to the Rhode Island Life Science Hub (“RILSH”).

This document constitutes a Request for Proposal (“RFP”), in a competitive format, from qualified firms. This request is an offer by the RILSH to underwrite, in accordance with the terms and conditions of this RFP, the services proposed by the successful firm(s), by contract.

The respondents (“Proposers”) to this RFP shall provide a proposal, in accordance with the terms and conditions set forth herein, to provide the services to the RILSH that are described in the Scope of Work.

Project Overview and Background

The RILSH is a quasi-public corporate body and agency created by the Rhode Island General Assembly, pursuant to R.I. Gen. Laws § 23-99-4, to act as the central entity responsible for coordinating and organizing life science initiatives within Rhode Island. Through the evaluation of and potential investment into selected life sciences companies, RILSH serves to strengthen the life sciences sector in Rhode Island.

The Corporation is soliciting Proposals from firms qualified to provide comprehensive legal services to RILSH. As the quasi-public agency responsible for coordinating life science initiatives on behalf of the state of Rhode Island, RILSH has diverse legal needs categorized in the scope of services.

Proposer Qualifications

Proposers to this RFP shall provide information regarding their firms that indicates their ability to provide the services requested by this RFP and describes how it would approach its representation of RILSH. The required information should include, but not be limited to:

General Firm Information:

- A. The different practice area(s), the office location(s), and state(s) in which your firm practices.
- B. Number of employees (e.g. partners, counsel, associates, paralegals, and other legal support staff).
- C. Name, address, phone number and e-mail address of the firm’s contact person for purposes of this RFP.

- D. Identify any material litigation, administrative proceedings or investigations which (i) currently names your firm as a party, (ii) have been threatened against your firm; or (iii) have been settled within the past two (2) years and involved your firm as a party.
- E. Describe in detail your firm's succession plan.
- F. Provide current information regarding the carrier, type and amount of professional liability insurance your firm carries. Selected firms will be asked to provide RILSH with their professional liability insurance certificate prior to engagement. The following coverage is required:
 - a. If seeking to provide corporate, corporate governance, public finance, real estate services, the firm must have in full force and effect professional liability insurance with an insurance company rated at least "A-" in Best's Guide in an amount not less than \$5,000,000, which liability insurance shall include specific coverage for practice in the field in which you propose to respond.
 - b. If seeking to provide general litigation, labor and employment, procurement and contract matters, the firm must have in full force and effect professional liability insurance with an insurance company rated at least "A-" in Best's Guide in an amount not less than \$1,000,000, which liability insurance shall include specific coverage for practice in the field in which you propose to respond.
 - c. Identify other types of insurance that your firm carries that may be of interest to RILSH (i.e., cyber insurance, employee fidelity insurance).
 - d. Please describe any relationship that your firm has with any other firm(s) regarding proposed co-counsel relationships and/or fee splitting arrangements. Selected firms may not subcontract or engage any other firms to provide services on behalf of RILSH without first receiving prior written consent.

Experience and Resources

- A. Indicate which practice areas/areas of representation that the firm is interested in providing to RILSH. Describe your firm's experience, technical qualifications and capacity to provide the services. Please provide additional information for the applicable practice areas/areas of representation.
- B. For each practice area to which you are responding, indicate which partners, counsel and/or associates would be involved in providing legal services to RILSH. Include for each attorney assigned to work with RILSH the appropriate background information, relevant experience and role/responsibility.
- C. Identify any publications and other information and resources of your firm that will be available to RILSH, including any e-blasts or social media postings.
- D. Indicate whether legal services have been provided previously to state or quasi-state agencies. If so, describe your firm's past experience with state or quasi-state agencies.
- E. Describe your current relationship with any governmental entities, state housing finance agencies or public housing authorities. Please include information in the following format:
 - a. Name of entity
 - b. Relationship (type of legal counsel services provided)
 - c. Length of time serving in this capacity
 - d. Expiration date of current engagement
- F. Provide three (3) references from representative clients including a description of the type of work performed for said client and the name, address and telephone number of a contact

person at the client who can evaluate the firm's work. Your inclusion of this information will constitute permission for RILSH to contact the references provided as it determines necessary.

Scope of Work

Proposals should demonstrate the Proposer's expertise and experience in the following areas of representation:

1. General corporate maintenance and corporate governance (e.g. General Counsel).

Each Proposer should have experience in the following areas: corporate, corporate governance, professional ethics, contract matters, environmental law, insurance, technology, intellectual property, administrative law, eDiscovery, privacy and information security, general and partnership tax, government relations and governmental agency law.

Each Proposer should also identify its representation as a General Counsel of any public sector or governmental clients in the past three years. As part of its representation as General Counsel, each Proposer should also have experience in:

- A. Answering, responding to, responding to and defending appeals, and general knowledge of requests made under Rhode Island's Access to Public Records Act (R.I. Gen. Laws § 38-2-1, et seq.);
- B. General knowledge of, ensuring compliance with, and responding to and defending complaints under the Open Meeting Act (R.I. Gen. Laws § 42-46-1, et seq.); and
- C. General knowledge of, ensuring compliance with, and responding to and defending bid protests under the State Purchasing Act (R.I. Gen. Laws § 37-2-1, et seq.), including, but not limited to, negotiating and drafting contracts, procurements, and prosecuting and defending contract claims.

Proposers should indicate experience in legal advisory and representation for public board meetings, including indicating attendance, executing meeting minutes, and planning and assisting in board materials review.

2. Public finance.

Each Proposer should have experience in public finance, including knowledge and ability to close complex tax-exempt and taxable financing.

3. General litigation.

Each Proposer should have experience in the following areas of litigation: business litigation, employment litigation, contract disputes, and complex commercial transaction litigation. Proposers should include in their responses whether they represented plaintiffs or defendants in those areas of litigation; should indicate the number of litigation cases handled by your firm over the past two (2) years; and the number of attorneys and other professionals (e.g. paralegals) in your litigation department. Proposers should also describe how they manage litigation and how they control litigation expenses.

Each Proposer should also identify its representation of any public sector or governmental clients in litigation matters in the past three years.

4. Labor and employment.

Each Proposer should describe its experience and resources in the following employment litigation areas: (i) defense of employment matters in various venues (e.g. workers' compensation; unemployment; Human Rights Commission); (ii) defense of employment litigation in various venues (including administrative agencies; state and federal court); (iii) affirmative litigation in the employment area; and (iv) alternative dispute resolution/mediation.

Each Proposer should describe its experience and resources in the following employment law areas: (i) handling of employee grievances and internal investigations; (ii) sexual harassment prevention and investigation; (iii) discrimination prevention and investigations; (iv) affirmative action compliance, (v) workplace policies, procedures and handbooks; (vi) employment taxes, (vii) FMLA; (viii) benefit plans; (ix) insurance (including, but not limited to, medical, workers' compensation, disability and D&O liability); (x) wage and hour compliance, (xi) whistleblower and retaliation claims, (xii) performance management and termination, (xiii) workplace safety; and (xiv) ADA claims.

Each Proposer should also identify its representation of any public sector or governmental clients in labor and employment matters in the past three years.

5. Real Estate.

Each Proposer should describe its experience and resources in real estate matters, including, but not limited to: real estate closing, real estate liens and encumbrances, and real estate conveyances, licenses, and leases. Each Proposer should also identify its representation of any public sector or governmental clients in real estate matters in the past three years.

6. Transactional work and tax credit incentives.

Each Proposer should describe its experience and resources in transactional matter and tax credit incentive matters, including, but not limited to: general commercial transactions, tax credit transactions, drafting and enforcing tax credit agreements, and collaboration between state and quasi-state agencies relative to the awarding or redeeming tax credits pursuant to tax credit agreements.

Each Proposer should also identify its representation of any public sector or governmental clients in transactional matters or tax credit incentive matters in the past three years.

Project Timeline

The successful Proposer will enter into a contract for services with the RILSH. The duration of the initial contract between the RILSH and the successful Proposer is expected to begin upon the

date of contract approval. This will be an ongoing contract for legal services the term of which will be decided following selection of a successful Proposer.

Budget

Proposers to this RFP shall provide a proposed fee structure for providing services necessary to complete the proposed scope items. Additionally, proposers shall provide a personnel schedule which includes job title and billing rate for any work which may be undertaken under this contract. Proposers shall also provide job titles and rates for any subcontractors that the respondent is including in this response. If the Proposer contemplates any purchases or pass-through charges during the engagement, any mark-up rate above actual cost shall be identified as a separate line item in the budget. The RILSH reserves the right to adjust both the budget and related services.

The cost of legal services is one of the factors that will be considered in awarding this engagement. The information requested in this section is required to support the reasonableness of your fees. Although proposed fees will be taken into account, RILSH reserves the right to negotiate a lower or different fee structure with any firm selected or decline to engage a firm if no agreement with respect to fees can be reached.

- A. For each practice area to which you are responding, provide an itemized breakdown of your proposed fee structure for the three (3) applicable years identified under the RFP, including billing rates and hourly costs for the partners, counsel, associates and paralegals to be assigned to RILSH matters, and the proposed hourly rate to be charged to RILSH in connection with those individuals.
- B. Provide the rate or range of rates at which ancillary services would be billed, if such expenses are not included above, including, but not limited to:
 - a. clerical staff (hourly rate);
 - b. word processing (hourly rate);
 - c. copying (per page); and
 - d. any other service reimbursement or expense for which you routinely bill.
- C. Where appropriate, please provide an alternative fee structure or proposal such as a fixed or flat fee pricing. Please be as specific as possible. RILSH is open to alternative and creative cost models and schedules.
- D. Fees for bankruptcy, foreclosure and eviction matters will generally be prescribed and limited by the investor of the loans. Legal counsel in this area of specialization must certify familiarity with all investor limitation on fees and specific requirements relating to process, as applicable. Fee schedules should reflect knowledge of industry and investor standards. Please certify familiarity with these requirements.
- E. Indicate whether your firm has discounted rates for quasi-governmental entities. Pursuant to R.I. Gen. Laws § 37-2-70(b), firms engaged by RILSH must certify that the rate of compensation does not exceed the rate of compensation charged to the firm's preferred public or private clients.
- F. Provide any other fee information applicable to the engagement that has not been previously covered that you wish to bring to the attention of RILSH, including any measures proposed by your firm to reduce the cost to the RILSH of retaining the firm.

Criteria for Selection

Responsive proposals for this RFP will be evaluated according to the Evaluation Criteria outlined below.

EVALUATION CRITERIA

	Points
OVERALL EXPERIENCE OF COMPANY & DEMONSTRATED RESULTS Our evaluation will include an assessment of the history of your company, your experience as it relates to the requirements within this RFP, evidence of past performance, quality and relevance of past work, references, and related items.	50
QUALIFICATIONS OF PERSONNEL Our evaluation will include an assessment of the qualifications and experience of your managerial team, staff, subcontractors, and related items.	20
BUDGET APPROACH/COST EFFECTIVENESS Effective and efficient delivery of quality services is demonstrated in relation to the budget allocation. The allocation is reasonable and appropriate.	30
Total	100
MBE/WBE/DisBE Participation (additional potential points)	6 pts

***NOTE:** Designated RILSH staff or selected advisors will evaluate the written proposals. The RILSH may at any time during the evaluation process seek clarification from Proposers regarding any information contained within their proposal. Final scores for each respondent will reflect a consensus of the evaluations. Any attempt by a Proposer to contact a member of RILSH staff or selected advisors outside the RFP process, in an attempt to gain knowledge or an advantage, may result in disqualification of Proposer.*

1. ISBE Participation Evaluation (see below for scoring)

- a. The Rhode Island Life Science Hub (“RILSH”) encourages MBE/WBE/DisBE participation in this Request. In accordance with Title 37, Chapter 14.1, and Title 37, Chapter 2.2 of the Rhode Island General laws, the RILSH reserves the right to apply additional consideration to MBE/WBE/DisBE up to six (6) additional points in the scoring evaluation as provided below:
- b. Calculation of ISBE Participation Rate
 - i. ISBE Participation Rate for Non-ISBE Vendors. The ISBE participation rate for non ISBE vendors shall be expressed as a percentage and shall be calculated by dividing the amount of non-ISBE vendor’s total contract price that will be subcontracted to ISBEs by the non-ISBE vendor’s total contract price. For example, if the non-ISBE’s total contract price is \$100,000.00 and it subcontracts a total of \$12,000.00 to ISBEs, the non-ISBE’s ISBE participation rate would be 12%.
 - ii. ISBE Participation Rate for ISBE Vendors. The ISBE participation rate for ISBE vendors shall be expressed as a percentage and shall be calculated by dividing the amount of the ISBE vendor’s total contract price that will be subcontracted to ISBEs and the amount that will be self-performed by the ISBE vendor by the ISBE vendor’s total contract price. For example, if the ISBE vendor’s total contract price is \$100,000.00 and it subcontracts a total of \$12,000.00 to ISBEs and will perform a total of \$8,000.00 of the work itself, the ISBE vendor’s ISBE participation rate would be 20%.
- c. Points for ISBE Participation Rate:
 - i. The vendor with the highest ISBE participation rate shall receive the maximum ISBE participation points. All other vendors shall receive ISBE participation points by applying the following formula:

(Vendor’s ISBE participation rate ÷ Highest ISBE participation rate X Maximum ISBE participation points)

For example, assuming the weight given by the RFP to ISBE participation is 6 points, if Vendor A has the highest ISBE participation rate at 20% and Vendor B’s ISBE participation rate is 12%, Vendor A will receive the maximum 6 points and Vendor B will receive $(12\% \div 20\%) \times 6$ which equals 3.6 points.

See Appendix A for information and the MBE, WBE, and/or Disability Business Enterprise Participation Plan form(s). Bidders are required to complete, sign and submit these forms with their overall proposal in a sealed envelope. Please complete separate forms for each MBE, WBE and/or Disability Business Enterprise subcontractor/supplier to be utilized on the solicitation

Instructions and Notifications to Proposers

1. Potential proposers are advised to review all sections of this RFP carefully and to follow instructions completely, as failure to make a complete submission as described elsewhere herein may result in rejection of the proposal.
2. Alternative approaches and/or methodologies to accomplish the desired or intended results of this procurement are solicited. However, proposals that depart from or materially alter the terms, requirements, or scope of work defined by this RFP will be rejected as being non-responsive.
3. All costs associated with developing or submitting a proposal in response to this RFP, or to provide oral or written clarification of its content, shall be borne by the proposer. The Corporation and RILSH assume no responsibility for such costs.
4. Proposals are considered to be irrevocable for a period of not less than 120 days following the date set for submission of proposals.
5. All pricing submitted will be considered to be firm and fixed unless otherwise indicated herein.
6. Proposals that are submitted late, misdirected or sent to the wrong email address will not be accepted.
7. All proposals should identify the proposed team of professionals, including those employed by subcontractors, if any, along with respective areas of expertise and relevant credentials. Proposer should also provide a delineation of the portion of the scope of work for which each of these professionals will be responsible.
8. All proposals should include the proposer's FEIN or Social Security number as evidenced by a W9, downloadable from <https://www.irs.gov/pub/irs-pdf/fw9.pdf>
9. All proposals should include a completed RFP Response Certification Cover Form, included in this document and available here: <https://commerceri.com/wp-content/uploads/2022/08/RFP-RESPONSE-CERTIFICATION-COVER-FORM.pdf>
10. The purchase of services under an award made pursuant to this RFP will be contingent on the availability of funds and made at the discretion of the RILSH.
11. Awarding this RFP is based on the Evaluation Criteria set forth in this RFP. Vendors are advised, however, that all materials and ideas submitted as part of this proposal and during the performance of any award shall be the property of and owned by the RILSH, which may use any such materials and ideas.
12. Interested parties are instructed to peruse the Corporation's website (www.commerceri.com) on a regular basis, as additional information relating to this solicitation may be released in the form of an addendum to this RFP. Addenda will also be posted to the Rhode Island State Division of Purchases' website at www.ridop.ri.gov.

13. Equal Employment Opportunity (R.I. Gen. Laws § 28-5.1-1, et seq.) – § 28- 5.1-1 Declaration of policy – (a) Equal opportunity and affirmative action toward its achievement is the policy of all units of Rhode Island state government, including all public and quasi-public agencies, commissions, boards and authorities, and in the classified, unclassified, and non-classified services of state employment. This policy applies to all areas where State dollars are spent, in employment, public services, grants and financial assistance, and in state licensing and regulation.

14. In accordance with Title 7, Chapter 1.2 of the General Laws of Rhode Island, no corporation organized under the laws of another state or country shall have the right to transact business in Rhode Island until it shall have procured a Certificate of Authority to do so from the Rhode Island Secretary of State (401-222-3040). This is a requirement only of the successful bidder.

15. The proposer should be aware of the State's Minority Business Enterprise (MBE) requirements, which address the State's goal of fifteen percent (15%) participation by MBE's in all procurements, including a minimum of 7.5% participation by minority business enterprises owned and controlled by a minority owner, as defined in Section 37-14.1-3, and a minimum of 7.5% participation by minority business enterprises owned and controlled by a woman... For further information, visit the website www.mbe.ri.gov.

16. The RILSH reserve the right to award to one or more Proposers.

Proposal Requirements

In order to be considered responsive, proposals must at a minimum contain the following:

Technical Proposal Elements

1. Description of the proposed approach and work plan. Activities and timelines should be specific, measurable, achievable, realistic, and time-oriented. Include a timeline of major tasks and milestones.
2. Person who will be the primary point of contact with the Rhode Island Life Science Hub.
3. Qualifications of the Proposer to provide the requested services including capability, capacity, similarly complex projects and related experience and client references. Certification of availability of individuals in proposal.
4. A listing of the staff to be assigned to this engagement and their respective qualifications, past experience on engagements of this scope including resumes, and their role in those past engagements.
5. A description of the outcome monitoring and evaluation plan including a list of tools to track process, output and outcome measures for each component of the application.

Proposal Submission

Responses to this RFP must be received as follows:

One (1) electronic (PDF) version must be provided by email to RFP@commerceri.com by **11:59 pm on Thursday, January 11, 2024**. Submissions that are late, misdirected or sent to the wrong email address will not be accepted.

Note: To ensure transparency, no phone calls pertaining to this RFP will be accepted.

Questions, interpretations, or clarifications concerning this RFP should be directed by e-mail to RFP@commerceri.com no later than 11:59 pm on Wednesday, January 3, 2024. Responses to questions, interpretations, or clarifications concerning this RFP will be posted online via addendum at www.commerceri.com and www.ridop.ri.gov on Friday, January 5, 2024 to ensure equal awareness of important facts and details.

The Rhode Island Life Science Hub reserves the right to terminate this solicitation prior to entering into any agreement with any qualified firm pursuant to this Request for Proposal, and by responding hereto, no firms are vested with any rights in any way whatsoever.

Rhode Island Life Science Hub reserves the right to reject any or all proposals for not complying with the terms of this RFP.

APPENDIX A

PROPOSER ISBE RESPONSIBILITIES AND MBE, WBE, AND/OR DISABILITY BUSINESS ENTERPRISE PARTICIPATION FORM

A. Proposer's ISBE Responsibilities (from 150-RICR-90-10-1.7.E)

1. Proposal of ISBE Participation Rate. Unless otherwise indicated in the RFP, a Proposer must submit its proposed ISBE Participation Rate in a sealed envelope or via sealed electronic submission at the time it submits its proposed total contract price. The Proposer shall be responsible for completing and submitting all standard forms adopted pursuant to 105-RICR-90-10-1.9 and submitting all substantiating documentation as reasonably requested by either the Using Agency's MBE/WBE Coordinator, Division, ODEO, or Governor's Commission on Disabilities including but not limited to the names and contact information of all proposed subcontractors and the dollar amounts that correspond with each proposed subcontract.
2. Failure to Submit ISBE Participation Rate. Any Proposer that fails to submit a proposed ISBE Participation Rate or any requested substantiating documentation in a timely manner shall receive zero (0) ISBE participation points.
3. Execution of Proposed ISBE Participation Rate. Proposers shall be evaluated and scored based on the amounts and rates submitted in their proposals. If awarded the contract, Proposers shall be required to achieve their proposed ISBE Participation Rates. During the life of the contract, the Proposer shall be responsible for submitting all substantiating documentation as reasonably requested by the Using Agency's MBE/WBE Coordinator, Division, ODEO, or Governor's Commission on Disabilities including but not limited to copies of purchase orders, subcontracts, and cancelled checks.
4. Change Orders. If during the life of the contract, a change order is issued by the Division, the Proposer shall notify the ODEO of the change as soon as reasonably possible. Proposers are required to achieve their proposed ISBE Participation Rates on any change order amounts.
5. Notice of Change to Proposed ISBE Participation Rate. If during the life of the contract, the Proposer becomes aware that it will be unable to achieve its proposed ISBE Participation Rate, it must notify the Division and ODEO as soon as reasonably possible. The Division, in consultation with ODEO and Governor's Commission on Disabilities, and the Proposer may agree to a modified ISBE Participation Rate provided that the change in circumstances was beyond the control of the Proposer or the direct result of an unanticipated reduction in the overall total project cost.

B. MBE, WBE, AND/OR Disability Business Enterprise Participation Plan Form:

Attached is the MBE, WBE, and/or Disability Business Enterprise Participation Plan form. Bidders are required to complete, sign and submit with their overall proposal in a sealed envelope. Please

complete separate forms for each MBE, WBE and/or Disability Business Enterprise subcontractor/supplier to be utilized on the solicitation.

MBE, WBE, and/or DISABILITY BUSINESS ENTERPRISE PARTICIPATION PLAN

Bidder's Name:

Bidder's Address:

Point of Contact:

Telephone:

Email:

Solicitation No.:

Project Name:

This form is intended to capture commitments between the prime contractor/vendor and MBE/WBE and/or Disability Business Enterprise subcontractors and suppliers, including a description of the work to be performed and the percentage of the work as submitted to the prime contractor/vendor. Please note that all MBE/WBE subcontractors/suppliers must be certified by the Office of Diversity, Equity and Opportunity MBE Compliance Office and all Disability Business Enterprises must be certified by the Governor's Commission on Disabilities at time of bid, and that MBE/WBE and Disability Business Enterprise subcontractors must self-perform 100% of the work or subcontract to another RI certified MBE in order to receive participation credit. Vendors may count 60% of expenditures for materials and supplies obtained from an MBE certified as a regular dealer/supplier, and 100% of such expenditures obtained from an MBE certified as a manufacturer. This form must be completed in its entirety and submitted at time of bid. **Please complete separate forms for each MBE/WBE or Disability Business Enterprise subcontractor/supplier to be utilized on the solicitation.**

Name of Subcontractor/Supplier:					
Type of RI Certification:	<input type="checkbox"/> MBE <input type="checkbox"/> WBE <input type="checkbox"/> Disability Business Enterprise				
Address:					
Point of Contact:					
Telephone:					
Email:					
Detailed Description of Work To Be Performed by Subcontractor or Materials to be Supplied by Supplier:					
Total Contract Value (\$):		Subcontract Value (\$):		ISBE Participation Rate (%):	
Anticipated Date of Performance:					

I certify under penalty of perjury that the forgoing statements are true and correct.

Prime Contractor/Vendor Signature		Title	Date
Subcontractor/Supplier Signature		Title	Date

RFP/RFQ RESPONSE CERTIFICATION COVER FORM

Instruction: To fulfill your RFP/RFQ response, this form must be completed, printed, signed and included with your submission.

SECTION 1 - RESPONDENT INFORMATION

RFP/RFQ Number:

RFP/RFQ Title:

RFP/RFQ Respondent Name:

Address:

Telephone:

Fax:

Contact Name:

Contact Title:

Contact Email:

SECTION 2 —DISCLOSURES

RFP/RFQ Respondents must respond to every statement. RFP/RFQ Responses submitted without a complete response may be deemed nonresponsive.

Indicate "Y" (Yes) or "N" (No) for Disclosures 1-4, and if "Yes," provide details below

____ 1. State whether the Respondent, or any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent or any parent, subsidiary, or affiliate has been subject to suspension or debarment by any federal, state, or municipal governmental authority, or the subject of criminal prosecution, or convicted of a criminal offense within the previous 5 years. If "Yes," provide details below.

____ 2. State whether the Respondent, or any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent or any parent, subsidiary, or affiliate has had any contracts with a federal, state, or municipal governmental authority terminated for any reason within the previous 5 years. If "Yes," provide details below.

____ 3. State whether the Respondent, or any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent or any parent, subsidiary, or affiliate has been fined more than \$5000 for violation(s) of any Rhode Island environmental law(s) by the Rhode Island Department of Environmental Management within the previous 5 years. If "Yes," provide details below.

____ 4. State whether any officer, director, manager, stockholder, member, partner, or other owner or principal of the Respondent is serving or has served within the past two calendar years as either an appointed or elected official of any state governmental authority or quasi-public corporation, including without limitation, any entity created as a legislative body or public or state agency by the general assembly or constitution of this state.

Disclosure details (continue on additional sheets if necessary):

SECTION 3 —OWNERSHIP DISCLOSURE

Respondents must provide all relevant information. Respondent proposals submitted without a complete response may be deemed nonresponsive.

If the Respondent is publicly held, the Respondent may provide owner information about only those stockholders, members, partners, or other owners that hold at least 10% of the record or beneficial equity interests of the Respondent; otherwise, complete ownership disclosure is required.

List each officer, director, manager, stockholder, member, partner, or other owner or principle of the Respondent, and each intermediate parent company and the ultimate parent company of the Respondent. For each individual, provide his or her name, business address, principal occupation, position with the Respondent, and the percentage of ownership, if any, he or she holds in the Respondent, and each intermediate parent company and the ultimate parent company of the Respondent.

SECTION 4 —CERTIFICATIONS

Respondents must respond to every statement. Responses submitted without a complete response may be deemed nonresponsive.

Indicate "Y" (Yes) or "N" (No), and if "No," provide details below.

THE RESPONDENT CERTIFIES THAT:

___ 1. The Respondent will immediately disclose, in writing, to the Rhode Island Commerce Corporation any potential conflict of interest which may occur during the term of any contract awarded pursuant to this solicitation.

___ 2. The Respondent possesses all licenses and anyone who will perform any work will possess all licenses required by applicable federal, state, and local law necessary to perform the requirements of any contract awarded pursuant to this solicitation and will maintain all required licenses during the term of any contract awarded pursuant to this solicitation. In the event that any required license shall lapse or be restricted or suspended, the Respondent shall immediately notify the Rhode Island Commerce Corporation in writing.

___ 3. The Respondent will maintain all required insurance during the term of any contract pursuant to this solicitation. In the event that any required insurance shall lapse or be canceled, the Respondent will immediately notify the Rhode Island Commerce Corporation in writing.

___ 4. The Respondent understands that falsification of any information in its RFP/RFQ response or failure to notify the Rhode Island Commerce Corporation of any changes in any disclosures or certifications in this Respondent Certification may be grounds for suspension, debarment, and/or prosecution for fraud.

___ 5. The Respondent has not paid and will not pay any bonus, commission, fee, gratuity, or other remuneration to any employee or official of the Rhode Island Commerce Corporation or the State of Rhode Island or any subdivision of the State of Rhode Island or other governmental authority for the purpose of obtaining an award of a contract pursuant to this solicitation. The Respondent further certifies that no bonus, commission, fee, gratuity, or other remuneration has been or will be received from any third party or paid to any third party contingent on the award of a contract pursuant to this solicitation.

___ 6. This RFP/RFQ response is not a collusive RFP/RFQ response. Neither the Respondent, nor any of its owners, stockholders, members, partners, principals, directors, managers, officers, employees, or agents has in any way colluded, conspired, or agreed, directly or indirectly, with any other Respondent or person to submit a collusive response to the solicitation or to refrain from submitting response to the solicitation, or has in any manner, directly or indirectly, sought by agreement or collusion or other communication with any other Respondent or person to fix the price or prices in the response or the response of any other Respondent, or to fix any overhead, profit, or cost component of the price in the response or the response of any other Respondent, or to secure through any collusion, conspiracy, or unlawful agreement any advantage against the Rhode Island Commerce Corporation or the State of Rhode Island or any person with an interest in the contract awarded pursuant to this solicitation. The price in the response is fair and proper and is not tainted by any collusion, conspiracy, or unlawful agreement on the part of the Respondent, its owners, stockholders, members, partners, principals, directors, managers, officers, employees, or agents.

___ 7. The Respondent: (i) is not identified on the General Treasurer's list created pursuant to R.I. Gen. Laws § 37-2.5-3 as a person or entity engaging in investment activities in Iran described in § 37-2.5-2(b); and (ii) is not engaging in any such investment activities in Iran.

___ 8. The Respondent will comply with all of the laws that are incorporated into and/or applicable to any contract with the Rhode Island Commerce Corporation.

Certification details (continue on additional sheet if necessary):

Submission by the Respondent of a response pursuant to this solicitation constitutes an offer to contract with the Rhode Island Commerce Corporation on the terms and conditions contained in this solicitation and the response. The Respondent certifies that: (1) the Respondent has reviewed this solicitation and agrees to comply with its terms and conditions; (2) the response is based on this solicitation; and (3) the information submitted in the response (including this Respondent Certification Cover Form) is accurate and complete. The Respondent acknowledges that the terms and conditions of this solicitation and the response will be incorporated into any contract awarded to the Respondent pursuant to this solicitation and the response. The person signing below represents, under penalty of perjury, that he or she is fully informed regarding the preparation and contents of this response and has been duly authorized to execute and submit this response on behalf of the Respondent.

RESPONDENT

Date: _____

Name of Respondent

Signature in ink

Printed name and title of person signing on behalf of Respondent