

## Solicitation Amendment No. 1

Solicitation No: IRC001

Description: Outside Legal Counsel for Arizona Independent Redistricting Commission

Arizona Department of Administration

**State Procurement Office**

100 N 15th Ave., Suite 402  
Phoenix, AZ 85007

In accordance with Section 2: Solicitation Instructions 2.6, the above mentioned solicitation is hereby amended as follows:

1. Section 1: **Solicitation Requirements**, Special Terms and Conditions 5.2 has been removed and replaced with the following:

### 5.2 Indemnification:

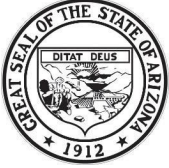
1. To the fullest extent permitted by law, Counsel shall defend, indemnify, and hold harmless the State of Arizona, and its departments, agencies, boards, commissions, universities, officers, officials, agents, and employees from and against all claims, damages, losses and expenses, including, but not limited to, attorney fees, court costs, expert witness fees, and the cost of appellate proceedings, relating to, arising out of, or resulting from the negligent, intentional or willful acts, errors, omissions, mistakes or malfeasance caused by Counsel relating to work or services in the performance of this Contract, including any person or entity directly employed by them, their agents or representatives, as well as any person or entity for whose acts, errors, omissions, mistakes or malfeasance Counsel may be legally liable.
  2. The amount and type of insurance coverage requirements set forth herein will in no way be construed as limiting the scope of the indemnity in this paragraph.
  3. The scope of this indemnification does not extend to the sole negligence of the State of Arizona.
2. Section 1: , **Solicitation Requirements**, Special Terms and Conditions 5.3 has been removed and replaced with the following:

### 5.3 Insurance:

1. All personnel furnished by Counsel shall be considered employees of Counsel and Counsel shall be responsible for payments of all Workmen's Compensation claims, Unemployment Disability claims or claims under similar laws.
2. Counsel shall be responsible for providing appropriate public, professional, automobile, and aircraft liability insurance (aircraft liability only if applicable) for Counsel and its employees in connection with the performance of the Services under this Agreement. The State of Arizona may request Counsel to provide additional insurance. Counsel agrees to provide such additional insurance upon request.
3. Counsel shall provide the State with a valid Certificate of Insurance within ten (10) days of receiving a contract award. Counsel shall provide the State with updated Certificates of Insurance documenting any changes in policy or coverage (e.g. renewal, change in carrier, loss of policy, etc.) within ten (10) days of the change
4. Insurance Requirements: Contractor and subcontractors shall procure and maintain, until all of their obligations have been discharged, including any warranty periods under this Contract, insurance against claims for injury to persons or damage to property arising from, or in connection with, the performance of the work hereunder by the Contractor, its agents, representatives, employees or subcontractors. The Insurance Requirements herein are minimum requirements for this Contract and in no way limit the indemnity covenants contained in this Contract. The State of Arizona in no way warrants that the minimum limits contained herein are sufficient to protect the Contractor from liabilities that arise out of the performance of the work under this

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Contract by the Contractor, its agents, representatives, employees or subcontractors, and the Contractor is free to purchase additional insurance.

3. Section 1: **Solicitation Requirements**, Special Terms and Conditions 5.4 Professional Liability (Errors and Omissions Liability)(4)(b) has been removed and replaced with the following:

b. The policy shall cover professional misconduct or negligent acts for those positions defined in the Scope of Work of this contract.

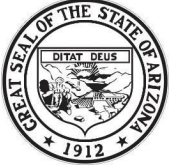
4. Section 2: **Solicitation Instructions**, Attachment 4: Organizational Profile has been amended to remove the following:

Financial Information (attach financial statements with income/balance sheets as Supplements)

5. Section 2: **Solicitation Instructions**, 4.3 Submission has been amended. Offer due date and time has been extended from February 26, 2021 at 3 PM Arizona Time to March 12, 2021 at 3 PM Arizona Time.
6. The state's responses to offer questions are included as a memorandum to this solicitation Amendment.

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### Memorandum

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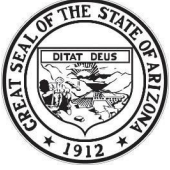
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Created Date	Question Subject	Question	Answer
2/17/2021 13:37:00	Pricing	For pricing, are you looking for the same hourly blended rate for all attorneys, or can we provide hourly rates based on position (ex. partner, of counsel, associate)? It sounds like it is for the former, but I just want to confirm.	Provide the rates in Question 2 as amount per hour for the type of service or performance, per document IRC001 Solicitation Instructions and Attachments, Attachment 9: Pricing, "Any reimbursable charges shall be at cost <sup>2</sup> . Invoices shall be provided. List all other charges that may be associated with the performance of the contract (i.e. paralegal, secretarial, etc.)."
2/17/2021 16:45:00	Organization Profile	1. Attachment 4: Organizational Profile – Under the capacity header you list location, "[w]ork [p]erformed," "[n]umber [s]taff" and "capacity." Could you clarify what is meant by "capacity" in this context?	1. Per document IRC 001 Solicitation Instructions and Attachments, Section 2: Solicitation Instructions, 4.2 Attachment Forms, capacity is to "carry out the work for this Solicitation." In this context, it is a measure to ensure there is a sufficient number of qualified people in the right place at the right time to achieve its objectives.
2/17/2021 16:45:00	Method of Approach	2. Attachment 5: Method of Approach – How far back should the response to question 2 (SOW 4.2) cover?	2. Clarification is needed to answer this question, as the reference to the SOW section for Question 2 is 4.3 in the solicitation document; however, the question indicates 4.2. Please clarify.

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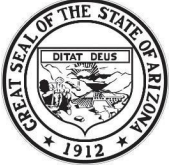
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2/17/2021 16:45:00	Key Personnel	3. Attachment 6: Key Personnel – Can you clarify what you mean by “How much time will be dedicated to the service?” It asks for a percentage. Because the time requirements may vary over the course of the project, we would like to know how proposals should calculate the percentage of time for this response.	3. The percentage of time that will be dedicated to the services may be aligned to "Contractor warrants that its personnel will perform their duties under the Contract in a professional manner, applying the requisite skills and knowledge, consistent with industry standards, and in accordance with the requirements of the Contract" (IRC001 Solicitation Requirements, Section 1: Solicitation Requirements, Special Terms and Conditions, Section 6.0 Warranties, Sub-section 6.2 Contractor Personnel) and "Contractor personnel shall perform their assigned portions of the Services at the specific Location location indicated in the Order (if applicable)" (IRC001 Solicitation Requirements, Section 1: Solicitation Requirements, Special Terms and Conditions, Section 7.0 General Provisions for Services, Sub-section 7.9 Requirements at Services).
2/17/2021 16:45:00	Pricing	4. Attachment 9: Pricing – In response to question 1 regarding pricing, is a single rate for all attorney services required? May responses propose different rates for different attorneys?	4. To respond with different rates for different attorneys, provide the rates in Question 2 as amount per hour for the type of service or performance, per document IRC001 Solicitation Instructions and Attachments, Attachment 9: Pricing, "Any reimbursable charges shall be at cost <sup>2</sup> . Invoices shall be provided. List all other charges that may be associated with the performance of the contract (i.e. paralegal, secretarial, etc.)."
2/17/2021 16:46:00	Experience and Capacity	1. Attachment 2, Sec. 1.5 requires disclosure of “any criminal or civil offense.” Does this section apply to a firm, the particular lawyers on the IRC attorney team, or individual attorneys in the entire firm? Do “civil” offenses include traffic tickets?	1. Respond according to document IRC001 Solicitation Instructions and Attachments, Attachment 2: Experience and Capacity Form, "A narrative response to each item that demonstrates their understanding of the Scope of Work requirements and describes your <b>company's</b> overall method of approach for providing the service stated in this solicitation."

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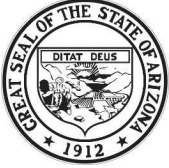
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2/17/2021 16:46:00	Experience and Capacity	<p>2. Attachment 2, Sec. 1.7 requires "copies of any professional or industry certifications and licenses that represent the services in the RFP." We are requesting clarification as to whether this section is limited to the proposed IRC attorney team being licensed by the State bar? If so, are we to provide copies of the team's bar membership cards or do we need to provide a Certificate of Good Standing? Additionally, what other types of professional certifications are requested by the IRC to fulfill this RFP request?</p>	<p>2. Respond according to document IRC001 Solicitation Instructions and Attachments, Attachment 2: Experience and Capacity Form, "A narrative response to each item that demonstrates their understanding of the Scope of Work requirements and describes your company's overall method of approach for providing the service stated in this solicitation," in addition to Section 1: The Offeror must include a narrative description to include the following, Sub-section 1.7, "Offeror shall provide copies of any professional or industry certifications and licenses that represent the services detailed in this RFP." Furthermore, per document IRC001 Solicitation Requirements, Section 1: Solicitation Requirements, Special Terms and Conditions, Section 6.0 Warranties, Sub-section 6.2 Contractor Personnel, "Contractor warrants that its personnel will perform their duties under the Contract in a professional manner, applying the requisite skills and knowledge, consistent with industry standards, and in accordance with the requirements of the Contract. Contractor further warrants that its key personnel will maintain any certifications relevant to their work, and Contractor shall provide individual evidence of certification to State's authorized representatives upon request." Copies of bar membership is sufficient to provide as a response to the solicitation.</p>

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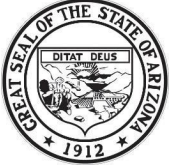
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Created Date	Question Subject	Question	Answer
2/17/2021 16:46:00	Method of Approach	<p>3. Attachment 5, Sec. 1 requires disclosure of "any current or previous political activity or representation." We request clarification for the following questions:</p> <p>a. How many years prior does the IRC request we list any political activity or representation?</p> <p>b. Does this section only apply to the attorneys proposed in our solicitation response?</p> <p>c. Is "political" activity limited to candidate-related work, or should we take a more expansive view of the term?</p> <p>d. Arizona Ethical Rule 1.6 prohibits disclosure of confidential client information without the client's consent, which includes the identity of the client. Does the IRC agree that law firms will be exempt from disclosing client identities if doing so would otherwise cause the law firm to violate E.R. 1.6?"</p> <p>e. Does political activity include financial contributions made by the proposed IRC attorney team?</p>	<p>3a. Per document IRC001 Solicitation Requirements, Section 1: Solicitation Requirements Scope of Work, Section 4.0 Specific Requirements, Sub-section 4.2, "Identification of any current or previous political activity or representation, whether as a candidate, a lobbyist, an officer of a political committee, campaign worker or fundraiser, or as an attorney for the above or for any political party or governmental or political entity."</p> <p>3b. It applies to the attorney(s) proposed in the offeror's solicitation response.</p> <p>3c. Political activity or representation may be expansive as a response to the solicitation.</p> <p>3d. The IRC agrees no disclosure of client if it violates ER 1.6</p> <p>3e. Political activity or representation includes financial contributions made by the proposed attorney(s).</p>
2/17/2021 16:46:00	Method of Approach	<p>4. Attachment 5, Sec. 3 requires "details of 3 major cases in the which the lawyer has participated." Does this section require (3) cases for each lawyer on the proposed IRC team, or (3) major cases total for the entire solicitation response?</p>	<p>4. Per document IRC001 Solicitation Requirements, Section 1: Solicitation Requirements Scope of Work, Section 4.0 Specific Requirements, Sub-section 4.4, "Identification of three (3) major cases or other matters in which the lawyer has participated, together with the names, addresses, and telephone number of all co-counsel and opposing counsel involved."</p>

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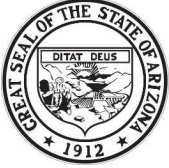
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2/17/2021 16:46:00	Key Personnel	5. Attachment 6 requires a separate form completed for each "key personnel", including identification of "Position for the Services". Do "key personnel" include all members of the proposed IRC attorney team or just attorney team leads for each political party involved in an IRC matter?	5. Per document IRC001 Solicitation Instructions and Attachments, Attachment 6 Key Personnel, "Complete this form in full for each one of the key personnel proposed to be involved in carrying out the Work. Insert or attach a separate resume if desired, but any attached resumes are supplemental to this form and do not substitute for this form. Please duplicate this form for each additional Personnel." In addition, per document IRC001 Solicitation Requirements, Section 1: Solicitation Requirements, Special Terms and Conditions, Section 6.0 Warranties, Sub-section 6.2 Contractor Personnel, "Contractor warrants that its personnel will perform their duties under the Contract in a professional manner, applying the requisite skills and knowledge, consistent with industry standards, and in accordance with the requirements of the Contract. Contractor further warrants that its key personnel will maintain any certifications relevant to their work, and Contractor shall provide individual evidence of certification to State's authorized representatives upon request."
2/17/2021 16:46:00	Pricing	6. Attachment 9 requires a "fixed all-inclusive hourly rate for the services." Would it be useful to the IRC if we submit separate all-inclusive rates for Partners and Associates working on IRC matters? For example, the next section allows us to provide different rates for paralegals and secretaries and we seek clarification if this applies to billing Partners and Associates at different rates as well.	6. To respond with different rates for different attorneys, provide the rates in Question 2 as amount per hour for the type of service or performance, per document IRC001 Solicitation Instructions and Attachments, Attachment 9: Pricing, "Any reimbursable charges shall be at cost <sup>2</sup> . Invoices shall be provided. List all other charges that may be associated with the performance of the contract (i.e. paralegal, secretarial, etc.)."

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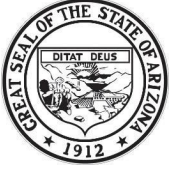
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2/17/2021 16:46:00	Scope of Work	7. Section 1.0 says "such counsel can provide its services in a partisan or bi-partisan manner." In our proposal, should we provide a narrative to address Section 1.0 distinguishing to be considered for the one firm or multiple firm option? If so, would the narrative require its own page in the response or can we include the narrative into our answers to the Attachment questions?	7. Per document IRC001 Solicitation Requirements, Section 1: Solicitation Requirements Scope of Work, Section 1.0 Purpose, "The State of Arizona on behalf of the Independent Redistricting Commission is issuing a solicitation that seeks proposals from prospective qualified independent counsel. Such counsel can provide its services in a partisan or bi-partisan manner that can be representative and serve both major political parties: Republican and Democratic as well as other known parties. These political parties are expected to compete in the future elections in which voters of the resulting districts throughout Arizona. These services are pursuant to the new redistricting effort that begins this year, 2021. Selected counsel will provide legal representation on an hourly basis." In addition , per document IRC001 Solicitation Instructions and Attachments, Attachment 2: Experience and Capacity Form, "The Offeror shall provide a narrative response to each item that demonstrates their understanding of the Scope of Work requirements and describes your company's overall method of approach for providing the service stated in this solicitation," in Attachment 2.

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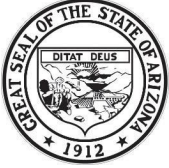
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Created Date	Question Subject	Question	Answer
2/17/2021 16:34:00	File format	Would it be possible to ask you to send the application in a Word document so it's easier for us to fill it out?	Yes
2/17/2021 16:46:00	Exceptions	8. We take exception to Attachment 4 and request the IRC to amend this solicitation section, which requires us to attach financial statements with income/balance sheets, along with information about our "rating/issuer," "score/rank" and "date."	This requirement is being removed via a solicitation amendment. Any exceptions to this RFP are required to be entered into Attachment 11: Conformance Statements found in the IRC001 Solicitation Instructions and Attachments document.
2/17/2021 16:46:00	Exceptions	9. We take exception to Section 5.2, the Indemnification Clause of the solicitation requirements and request the IRC to amend this solicitation section. We offer the following for consideration: Contractor agrees to indemnify and hold Arizona Independent Redistricting Commission harmless from and against damages incurred by Arizona Independent Redistricting Commission related to or arising out of any such loss or unauthorized disclosure, exposure, possession, or improper use of Arizona Independent Redistricting Commission's confidential data and/or information that occurs or is attempted because of any negligence or breach of duty by the Contractor. Nothing in these guidelines shall broaden or expand the Contractor's liability for negligent or tortious acts or omission beyond that provided by applicable law (including comparative and contributory negligence principles), or impose liability on the firm where no negligent or tortious conduct is proven, or create independent claims under contract law.)	This requirement is being revised/replaced via a solicitation amendment. Any exceptions to this RFP are required to be entered into Attachment 11: Conformance Statements found in the IRC001 Solicitation Instructions and Attachments document.

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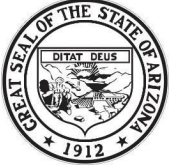
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2/17/2021 16:46:00	Exceptions	10. We take exceptions to Sections 6.2, Indemnification and 6.3, Indemnification – Patent and Copyright of the solicitation requirements and request the IRC to amend this solicitation section. We offer the following for consideration: Contractor agrees to indemnify and hold Arizona Independent Redistricting Commission harmless from and against damages incurred by Arizona Independent Redistricting Commission related to or arising out of any such loss or unauthorized disclosure, exposure, possession, or improper use of Arizona Independent Redistricting Commission's confidential data and/or information that occurs or is attempted because of any negligence or breach of duty by the Contractor. Nothing in these guidelines shall broaden or expand the Contractor's liability for negligent or tortious acts or omission beyond that provided by applicable law (including comparative and contributory negligence principles), or impose liability on the firm where no negligent or tortious conduct is proven, or create independent claims under contract law.)	This requirement is being revised/replaced via a solicitation amendment. Any exceptions to this RFP are required to be entered into Attachment 11: Conformance Statements found in the IRC001 Solicitation Instructions and Attachments document.
2/18/2021 11:13:00	Extension	I watched the IRC meeting Tuesday morning, and it voted to extend the submission deadline to March 12. Is an addendum coming out?	Any changes to the Request for Proposal will be made in writing via a solicitation amendment.

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Created Date	Question Subject	Question	Answer
2/22/2021 13:56:00	General	Could you please tell me where I would locate the information regarding amendments and answers to the questions for the Redistricting RFP?	The information about the amendment and Q&A will be distributed this week. Notification will be posted via <a href="https://spo.az.gov/">https://spo.az.gov/</a> in the News section or <a href="https://spo.az.gov/news/request-proposal-outside-legal-counsel-az-independent-redistricting-commission">https://spo.az.gov/news/request-proposal-outside-legal-counsel-az-independent-redistricting-commission</a> .
2/23/2021 7:44:00	Extension	Will the notice of RFP submission date extension also be posted? I believe at the last IRC meeting, the commission voted to extend the deadline by two weeks.	Yes, it will be reflected in writing via a solicitation amendment.

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