

# NAVAJO NATION DEPARTMENT OF JUSTICE REQUEST FOR PROPOSALS

**PROPOSAL DUE DATE:** Friday, March 4, 2016 at 5:00PM MT

**CONTACT PERSON:** Lena Kee, Legal Secretary  
Office of the Attorney General  
Department of Justice  
(928) 871-6205

**EMAIL PROPOSALS TO:** lkee@nndoj.org

A. Scope of Work: The selected contractor (the “Attorneys”) will provide the following services to the Navajo Nation:

Attorneys, as independent contractors, shall provide legal services to the Navajo Nation Office of the Controller, the Navajo Nation Investment Committee (the “Investment Committee”), and the Attorney General in connection with financial and corporate matters and applicable Navajo Nation laws and policies. Specifically, the Attorneys will advise, assist, review and draft appropriate documentation, if required, in connection with the following:

- Investment opportunities for the Navajo Nation’s Trust, Special Revenue, Fiduciary and Proprietary Funds (collectively, the “Funds”), including private equity, high yield, direct, social impact and other investments, as authorized by the Navajo Nation’s Master Investment Policies;
- Formation of a special purpose entity by the Navajo Nation to facilitate certain investments that would not otherwise be available to the Navajo Nation through a direct investment by the Navajo Nation;
- Contract negotiation and drafting, due diligence, disclosure and delivery of opinions for Navajo Nation borrowings under the Nation’s Bond Financing Act;
- Contract negotiation and drafting and due diligence with respect to real estate investments and acquisitions;
- Investment in or issuance of loans to enterprises to facilitate infrastructure and economic development projects on the Navajo Nation;
- Refinancing and/or further restructuring of the Navajo Nation’s loan to the Navajo Nation Gaming Enterprise;
- Bank regulatory, merger and acquisition, governance, tax and other matters;
- Drafting and negotiating agreements with various investment funds and consultants, professionals and other service providers, including venture funds,

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hedge funds and private equity funds, money managers, paying agents, custodians, investment advisors, industry experts, investment banks, construction consultants and real estate advisors;

- Interpretation of and updates and revisions to the Navajo Nation's Master Investment Policies and the development of additional policies for the investment of Funds, as needed;
- Guidance relating to the fiduciary duties and obligations of the Investment Committee and its members under the Navajo Nation Code, the Master Investment Policies and other applicable laws of the Navajo Nation;
- Assigned audit matters.

Experience in the fields of Corporate, Finance, Real Estate, Tax and Navajo law is preferred. Demonstration of these qualifications should include a description of your firm's depth of experience in these fields and the nature of legal services you have provided in these fields over time.

**Proposals must be received by email by the Navajo Nation Department of Justice by no later than 5:00 PM MT on Friday, March 4, 2016. NO LATE PROPOSALS WILL BE ACCEPTED.**

## B. Fees

Describe in detail the hourly rate or other basis by which you would bill the time of attorneys and paralegals assigned to this scope of work. Also describe your timekeeping and invoicing practices. If you intend to engage outside consultants or co-counsel, provide comparable information regarding their fees and expenses.

## C. Conflicts:

Your firm should make an affirmative statement as to whether its former or current representation of clients presents any conflict of interest which might bar you from undertaking the responsibilities of these services. Describe the precise nature of any potential conflict. A conflict of interest may include whether you or your firm currently represent any other tribes or private interests that may impact the Navajo Nation with respect to contracting, leasing or employment matters against the Navajo Nation and/or Navajo Nation Enterprises.

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**SECTION I**

*SCHEDULE OF ACTIVITIES AND CONTACT*

SCHEDULE	DEADLINES:
1. Due Date for Email Receipt of Proposals	Friday, March 4, 2016 at 5:00 PM MT
2. Opening of Submittals	Monday, March 7, 2016 at 9:00 AM MT
3. Award Date for Contract	Tuesday, March 15, 2016 by 5:00 PM MT

Prospective Respondent may make inquiries to Lena Kee at 928-871-6205 up to Wednesday, March 2 at 5:00 PM MT.

**SECTION II**

**INSTRUCTION TO BIDDERS:**

- A. **PROPOSALS SUBMISSION:** Proposals must be received by email no later than 5:00 p.m. MT Friday, March 4, 2016. No hard copy proposals will be accepted unless preceded by an emailed copy of the proposal.
- B. **LATE RECEIPT OF PROPOSALS:** Late proposals will NOT be accepted. It is the sole responsibility of the Respondent to ensure the proposal arrives at the designated email address indicated on the Cover Sheet prior to the date and time specified.
- C. **REJECTION OF PROPOSALS:** The Navajo Nation Department of Justice reserves the right to reject any or all proposals and to waive all informalities and minor irregularities in receiving proposals.
- D. **PROPRIETARY INFORMATION:** Any restrictions on the use of data contained within any proposals must be clearly stated in the proposal itself. (Proprietary information submitted in response to this RFP will be handled in accordance with the Navajo Nation Privacy Act). Each and every page of the proprietary material must be labeled or identified with the word "PROPRIETARY."
- E. **RESPONSE MATERIAL OWNERSHIP:** All material submitted regarding this RFP shall become the property of the Navajo Nation and will not be returned to the Respondent. Responses received will be retained by the Department of Justice and may be reviewed by any person after final selection has been made, subject to paragraph D above.

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- F. **INCURRING COSTS:** Any cost incurred by the Respondent in the preparation, transmittal to this RFP shall be at the expense of the Respondent.
- G. **ACCEPTANCE OF PROPOSAL CONTENT:** The content of the proposal will become contractual obligations if a contract award is made. Failure of the successful bidder to accept these obligations may result in cancellation of the award and such bidder may be removed from consideration for future solicitation. The Navajo Nation Department of Justice reserves the right to pursue appropriate legal action in the above set of circumstances.
- H. **TERMS AND CONDITIONS:** Respondent will be expected to agree to the Navajo Nation Department of Justice's standard terms and conditions for outside counsel contracts.
- I. **GOVERNING LAW:** The review of this RFP will be reviewed in compliance with applicable Navajo Nation laws such as the Navajo Nation Business Opportunity Act.
- J. **INTERVIEWS:** The Department of Justice intends to make a selection of one or more firms to interview after evaluation of the proposals. Interviewees will be notified by email.
- K. **SELECTION:** The Department of Justice will select one or more firms to award an attorney contract to perform the work set forth in the Scope of Work after completion of interviews. Selected firms will be notified by email.
- L. **EVALUATION PROCEDURES AND CRITERIA:**
1. A project review team will evaluate the proposals received in accordance with the general criteria used herein. Bidders should be prepared to provide any additional information the team feels necessary to the fair evaluation of proposals.
  2. Failure of bidder to provide any information requested in the RFP may result in disqualification of the proposal. All proposals must be endorsed with the signature of a responsible official having the authority to bind the bidder to the execution of a contract.
  3. The sole objective of the review team will be to select the bidder who is most qualified and meets the needs of the Office of the Controller, the Investment Committee, and the Attorney General. The specifications in this RFP represent the minimum performance criteria necessary for a response. On the basis of the evaluation criteria established in this RFP the review team will select and recommend the bidder who best meets this objective.
  4. **Financial Factors:** Proposed costs will be evaluated not only to determine if the estimate is reasonable, realistic and cost effective, but also to determine the offeror's understanding of the program and ability to organize and perform the contract. Cost/price factors will not be numerically weighed and scored.

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N. TERM: The term of any contract negotiated as a result of a proposal submitted in response to this RFP will be set forth by the Attorney General.

## SECTION III

### A. PROPOSAL CONTENTS

1. Identification of the name and title of the person authorized to negotiate the contract on behalf of the firm; and
2. A brief description of the firm and its areas of specialty, including identification of the primary office the firm will deliver services from; and
3. A description of how the firm meets the qualifications to perform the work described in the Scope of Work set forth herein; and
4. Certification as to the firm's level of expertise with respect to Corporate, Finance, Real Estate, Tax and Navajo law; and
5. Identification of and biographies and/or resumes of the legal team that will conduct the work described in the Scope of Work; and
6. Identification of fees associated with individual team members; and
7. Identification of expenses the firm will charge; and
8. Signature by the individual authorized to contractually obligate the firm.

### B. INSTRUCTIONS TO THE RESPONDENT

Any proposal that does not adhere to this format and which does not address each requirement and the scope of work within the RFP may be deemed non-responsive and rejected on that basis.