

REQUEST FOR PROPOSALS
to
Provide General Counsel Services
For the

NAVAJO NATION SHOPPING CENTERS, INC,



**NAVAJO
NATION
SHOPPING
CENTERS**
INCORPORATED

Proposal due date: Monday, February 8, 2021

PLEASE RETURN ALL RESPONSES TO:

Chief Executive Officer
Navajo Nation Shopping Centers, Inc.
Post Office Box 478
Window Rock, AZ 86515

Phone No.: (928) 871-2218

INTRODUCTION:

This Request for Proposals (RFP) is to solicit experienced and qualified attorneys or law firms to provide legal services as General Counsel for the Navajo Nation Shopping Centers, Inc. (NNSCI).

INVITATION:

NNSCI is hereby contacting prospective respondents and/or business consulting firms who have an interest or are known to conduct business relevant to this RFP. All interested respondents and/or business firms are invited to submit a proposal in accordance with the instructions herein.

Please be advised that the selection of the prospective bidder will be made in accordance with the Navajo Nation Business Opportunity Act and the selected Firm/Certified Individual(s)/ shall comply with all applicable laws, rules and regulations of the Navajo Nation Business Opportunity Act, N.T.C. Title 5, Chapter 2, Section 201, et. seq., where applicable. **Those registered with the Navajo Nation Division of Economic Development's Business Regulatory and are on the Business Source List will be considered first.** If you are not registered with the Navajo Nation, then AZ or NM business license will be considered. Bidder must also be fully insured and provide a copy of their insurance, certificates and licenses.

SECTION 1: GENERAL INFORMATION

The NNSCI has been in existence since 1982 as a property management company managing ten neighborhood shopping centers throughout the Navajo Nation in Arizona and New Mexico. NNSCI provides daily management and operation with emphasis on management, accounting, leasing, marketing, maintenance and security.

A. Inquiries

Prospective respondents may make written inquiries concerning this RFP to obtain clarification of requirements. Mailed inquiries should be directed to: Mr. Nicholas Taylor, CEO at the noted address. Inquires also can be emailed to Mr. Taylor's attention at ntaylor@nnsinc.com. Telephone inquiries will NOT be entertained.

B. Addendum or Supplements to the Request for Proposals

In the event it becomes necessary to revise any portion of this RFP, an addendum will be provided to each respondent/firm who received an original RFP. NNSCI reserves the right to request and the respondent(s) agrees to furnish any additional data required to support the conclusions and methods used in the final report.

C. Proposal Submission

The proposal must be received no later than Monday, February 8, 2021 @ 5:00 p.m. (MST) at the NNSCI in Window Rock, Arizona. Each proposal must be bound and sealed consisting of one (1) original and one (1) additional copy. Please indicate which proposal is deemed the copy.

In addition, please include in a separate sealed envelope a Price/Fee Proposal fact sheet, listing all costs for the firm's services.

Tele-fax or emailed copies will not be accepted.

NNSCI reserves the right to reject any and all proposals and to waive any informality in the best interest of NNSCI. Any proposals received after the deadline will be returned unopened. The contract will be awarded to the professional respondent/firm whose proposal is most advantageous to the project, subject to the qualification statements.

D. Schedule of Activities

ACTIVITIES	DATE(S)*
Release of RFP	January 28, 2021
RFP Deadline	February 8, 2021
Selection of Law Firm	February 11, 2021*

*Date is subject to modifications.

E. Proprietary Information

Any restriction on the use of the data contained within any proposal must be clearly stated in the proposal. Each page of the proprietary material must be labeled or identified with the word, "Proprietary".

F. Incurring Costs

NNSCI is not liable for any costs incurred by the respondent prior to the issuance of a contract or notice to proceed.

G. Joint Proposals

Nothing in this RFP shall be construed to prohibit respondent/firms from entering into a consortium for the purpose of offering a proposal in response to this RFP. Parties to a consortium will not be permitted independent, individual proposal in response to this RFP.

H. Standard Contract

NNSCI reserves the right to incorporate standard contract provisions into any contract as result of a proposal submitted in response to this RFP.

I. Return of Proposal

NNSCI has no obligation to return any proposals received in response to this RFP. Except in accordance to Paragraph C, where a proposal is received after the deadline.

J. Award of Agreement/Right to Reject

The contract will be awarded to the successful firm whose proposal conforms to the RFP and is most advantageous to NNSCI. NNSCI reserve the right to reject any and all proposals and waive informalities and irregularities in the proposals received and to accept any portion of any proposal or all item proposed if deemed in the best interest of NNSCI. The NNSCI may elect to interview one or more of the proposers before a contract is offered.

Additionally, the NNSCI reserves the right to delay making an award in order to permit additional or needed study and analysis of the proposals received.

SECTION 2: QUALIFICATIONS & PREFERENCES

NNSCI will select one proposal which will be ranked with respect to the following criteria developed to examine the technical competence and suitability of prospective law firm.

The contract will be awarded by NNSCI only to a responsible prospective law firm and they must meet the following criteria as it relates to this RFP:

A. Navajo Nation Business, Culture, and Law

1. Navigation of multi-jurisdictional issues.
2. Sought funds on behalf of an enterprise/corporation from the Navajo Nation.
3. Current NBOA Priority 1 designation.
4. Current NBOA Priority 2 designation.
5. Have a good understanding of Navajo culture, customs, and land.

B. Corporate Experience

1. Working with investors, brokers and developers.
2. Familiarity with capital financing due diligence and documents.
3. Ability to assist with raising capital or funds from non-Navajo Nation sources.
4. Drafting and reviewing corporate resolutions, contracts, policies, and the like.
5. Communication method(s) with the Board and CEO.
6. Human resources, employment law.
7. Review due diligence materials in connection with transactions.

8. Method of performing and advising on risk assessment, response, and resolution, appropriate risk transfer, and avoidance.
9. Willing to assist with some day-to-day review of corporate documents.
10. Knowledgeable in best practices for corporations, retail, and development companies.

C. Retail Industry

1. Commercial retail real estate industry knowledge.
2. Knowledge of retail industry trends.

D. Property Industry, Law, Management, and Operations

1. Familiarity with property management, operation, industry trends, financial terms and jargon.
2. Draft, negotiate, analyze and interpret leasing agreements on behalf of the landlord.
3. Ability to handle tenant defaults and evictions.
4. Efficient cycle time for lease agreement contract review.

E. Legal Services and Qualifications

1. Experience with corporate boards and c-suite executives; Microsoft Word and Excel; Video and Teleconferencing programs; Secured access to documents; Microsoft Teams, Google Documents; Legal research programs.
2. Familiarity with Roberts Rules of Order.
3. No conflicts of interest arising from past or present relationships with an NNSCI tenant.
4. Ability to stay within budget.
5. In good standing with Bar, no ethics or disciplinary record.
6. General document drafting and review (NDAs, LOIs etc.).
7. Availability and ability to handle workload.
8. Overall expenses.
9. Issue resolution.
10. Quality of Proposal (Letter of interest; descriptions; writing sample; resume; experience, education).
11. Juris Doctor from an accredited law school; Must have a Bar License for Navajo Nation and, Arizona or, New Mexico and be in good standing. Please include copies of bar cards in the RFP submission.
12. Preparation of written legal opinions and documents.
13. Ability to initiate and/or defend lawsuits as necessary.
14. Analysis of proposed or enacted legislation, published legal opinions and other matters.

F. Other Value Services

1. Experience and knowledge of Trademark & copyright process and law.
2. Experience and knowledge with Policy drafting, legislative process, on Chapter, Tribal, State, and Federal level.
3. Other financing, development, political knowledge, networking ability, and resources.
4. Innovation, Development, Strategy.
5. Other value-added services to client.
6. Representation at meetings.
7. Review of contracts, bid specifications, lease agreements, and other documents for the purpose of legal and policy compliance.
8. Representation and advisement capabilities in all judicial and/or administrative proceedings.

SECTION 3: SCOPE OF SERVICES

Key services to be provided, but not limited to, will include:

1. Advice and counsel CEO and Board of Directors on emergent matters including application of tribal laws, regulations, rules and policies;
2. Attendance at meetings of the Board of Directors as requested by the Board for the purpose of providing legal services and consultation;
3. Attendance at such other meetings as requested by the Board of Directors or Chief Executive Officer;
4. Preparation of resolutions, contracts, and the like concerning NNSCI business;
5. Preparation of written legal opinions and documents concerning the NNSCI, upon request;
6. Review of contracts, bid specifications, lease agreements, and other documents for the purpose of legal and policy compliance, appropriate risk transfer, and risk analysis and avoidance;
7. Analysis of proposed or enacted legislation, published legal opinions and other matters concerning NNSCI business;
8. Initiate and/or defend lawsuits as necessary;
9. Represent the NNSCI in all judicial and/or administrative proceedings;
10. Advising the NNSCI as to whether to file claims or commence litigation, and representing the NNSCI in connection with certain claims and litigation filed by or against the NNSCI except where, in the opinion of the General Counsel, special expertise is required;
11. Consultation with NNSCI staff regarding personnel matters, litigation, and other matters concerning NNSCI business; and
12. Such other activities as may arise from time to time and as requested by the Board of Directors or the Chief Executive Officer.

GENERAL COUNSEL'S PROPOSAL:

Proposals must be submitted in writing and describe in adequate detail the following elements:

- a. Letter of interest;
- b. A description of qualifications and experience, including areas of expertise, accomplishments, and previous or current clients or type of business;
- c. A description of the law firm including the size of the firm, other attorneys and support staff, location of the firm, and scope of its practice;
- d. A resume including years of experience, education, professional affiliations and licenses; and
- e. The addition of any "value-added" services that the responding attorney might bring to the engagement beyond the scope listed above.

SECTION 4: EVALUATION OF PROPOSALS

A. General Procedures

1. A Selection Committee will judge the merits of the proposals received in accordance with the general criteria defined herein.
2. Failure of a respondent to provide any information requested in this 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 offer or the execution of the proposal.
3. The sole objective of the Selection Committee will be to select the respondent, whose proposal is most advantageous to NNSCI based on the merits of the proposal, the specifications of this RFP represent the minimum requirements necessary.
4. This invitation is open to all interested respondents.
5. Cost evaluation.

SUBMITTAL DEADLINE:

Submit Sealed Bid Proposals by 5:00 PM MST on February 8, 2021 via mail to:

Navajo Nation Shopping Centers Inc.
Attn: Chief Executive Officer
P.O. Box 478
Window Rock, AZ 86515

Or hand deliver to:

Navajo Nation Shopping Centers, Inc.
Highway 264 & Route 12, space 3A
Window Rock, AZ 86515