



EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.

REQUEST FOR QUALIFICATIONS #ELCMDM2017-08

LEGAL SERVICES

RELEASED: APRIL 7, 2017

**SUBMISSION DUE DATE: May 4, 2017 @ 12:00 P.M. EST (Coalition's
Clock Time)**

AVAILABLE FUNDING

Total funding forecasted of \$125,000.00 per fiscal year

SECTION 1: GENERAL INFORMATION

1.1 Background

The Early Learning Coalition of Miami-Dade/Monroe, Inc. (the “Early Learning Coalition”) is a Florida non-profit corporation and IRC §501(c)(3) charitable organization dedicated to ensuring quality early care and education for children in Miami-Dade and Monroe counties. Through a variety of affordable and innovative early education and voluntary pre-kindergarten programs, the Early Learning Coalition serves more than 50,000 children aged from birth to 12 years old and their families.

In 1999, the Florida Legislature enacted the School Readiness Act (s. 411.01, F.S.), which consolidated the state’s early childhood education and child care programs into one integrated program of school readiness services. The School Readiness Act directed that school readiness programs would be administered by school readiness coalitions (now known as the Early Learning Coalitions) at the county or multi-county level. The Early Learning Coalition is coordinated by the State of Florida’s Office of Early Learning, and is one of 31 coalitions in Florida.

In December 2014, the Early Learning Coalition was awarded the Early Head Start Child Care Partnership and Expansion grant to enhance and expand preschool programs, and improve access to high-quality infant and toddler care in high-need communities.

In addition, the Early Learning Coalition provides training and resources to advance the skills of early care and education providers and staff, enhancing their ability to inspire learning and prepare children for future academic success.

1.2 Statement of Purpose

The purpose and intent of this Request for Qualifications (hereinafter referred to as “RFQ” by the Early Learning Coalition is to invite Legal Firms with multiple areas of law specialty to submit applications to identify a mid-size to large-size local legal firms to provide legal services, therefore, the Early Learning Coalition is seeking interested firms that have extensive experience in governmental law.

It is the Proposer’s responsibility to examine this RFQ, to understand the Early Learning Coalition’s requirements and to submit its proposal (“Proposal”) in a timely, complete, and procedurally correct manner. The services described in this RFQ will be procured in accordance with Sec. 287.057, Florida Statutes.

1.3 Amount of Funding

The Early Learning Coalition proposed funding amount in this RFQ is \$125,000.00 per Fiscal Year, forecasted amount is subject to change contingent upon the agency's necessities.

1.4 Service Dates

The Contract resulting from this solicitation, if any, are anticipated to commence **July 1, 2017** and end on **June 30, 2018**, and will be awarded through written notice to the qualified and responsive Legal Firm whose Proposal is determined to be most advantageous to the Early Learning Coalition, taking into consideration the specifications set forth in this RFQ. The initial term of the contract shall be for a period of one (1) year and may be renewed for up to two (2) additional one (1) year period, subject to qualified respondent's successful performance under the contract and the availability of funding. A copy of the sample contract is attached as **Exhibit 13**, which may be subject to change.

SECTION 2: RFQ PROPOSAL PROCESS

2.1 Point of Contact

The contact person listed below is the single point of contact for this RFQ. The contact person for this RFQ is:

Lisney Badillo
Director of Contracts & Procurement
Early Learning Coalition of Miami-Dade/Monroe, Inc.
2555 Ponce de Leon Blvd., Suite 500
Coral Gables, FL 33134
Email: LegalservicesRFQ2017@elcmdm.org

2.2 Proposer Disqualification

In accordance with s. 287.133, F.S., any individual, entity, or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a Proposal for a period of 36 months following the date of being placed on the convicted vendor list, whether as a Proposer, a member of a Proposer, or a subcontract of a Proposer.

In accordance with s. 287.134, F.S., any individual, entity, or affiliate who has been placed on the discriminatory vendor list may not submit a proposal for a period of thirty-six (36) months following the date of being placed on the discriminatory vendor list, whether as a Proposer, a member of a Proposer, or a subcontractor of a Proposer.

The failure to have performed any contractual obligations with the Early Learning Coalition in a manner satisfactory to the Early Learning Coalition shall also constitute sufficient cause for disqualification. To be disqualified as a Proposer under this provision, the Proposer must have:

- A. Previously failed to satisfactorily perform in a contract with the Early Learning Coalition, been notified by the Early Learning Coalition of the unsatisfactory performance, and failed to correct the unsatisfactory performance to the satisfaction of the Early Learning Coalition; or
- B. Had a contract terminated for cause by the Early Learning Coalition, by any other State agency, or by any Children’s Services Council.

2.3 Cone of Silence

All parties to this solicitation shall be bound by a “Cone of Silence” surrounding solicitations and prohibitions against ex-parte communication. During the Cone of Silence, respondents to this solicitation or persons acting on their behalf may not contact, between the release of the solicitation and the end of the seventy-two (72) hour period following the agency posting the notice of intended award, excluding Saturdays, Sundays and state holidays, any of the following: (a) Coalition board members; (b) any Coalition staff; (c) any proposal evaluation committee members; and/or (d) any member of the executive or legislative branch regarding any aspect of this solicitation.

Respondents directly contacting board members, staff, or proposal evaluation committee members risk disqualification of their response from consideration. Written communications are allowable at any time, but only if addressed to the designated contact person.

2.4 Inquiries

All questions regarding this RFQ must be forwarded in writing by U.S. Mail or by email to LegalservicesRFQ2017@elcmdm.org on or before **April 14, 2017 at 12:00 p.m. (EST)** to ensure that sufficient analysis can be made before answers are supplied. Written responses to questions will be posted on the Early Learning Coalition’s website at www.elcmdm.org by **April 21, 2017 at 5:00 p.m. (EST)** as stated on the Event Timeline.

2.5 Rejection of Proposals and Waiver of Minor Irregularities

The Early Learning Coalition reserves the right to reject any Proposals received pursuant to the RFQ if such action is in the best interest of the Early Learning Coalition as determined in its sole and absolute discretion. The Early Learning Coalition shall have the right, but not the obligation, to waive any minor irregularities in submitted Proposals if doing so would serve the best interests of the Early Learning Coalition, as determined in its sole and absolute discretion. For purposes of this Section 2.5, a minor irregularity shall mean a variation from the RFQ terms and conditions that does not affect the price of the Proposal, does not give the Proposer an advantage or benefit

not enjoyed by other Proposer(s), and/or does not adversely impact the interest of the Early Learning Coalition.

2.6 Amendments or Addendums to the Solicitation Documents

The Early Learning Coalition reserves the right to issue amendments or addendums to the solicitation. Notice of any amendment or addendum will be posted within the Early Learning Coalition's website. Such notice, if required, will contain the appropriate details for identifying and/or reviewing the formal changes to the solicitation. Each Respondent is responsible for monitoring the sites for new or changing information concerning this solicitation.

2.7 Notice of Contract Award

The Contract shall be awarded to the Qualified Applicant(s) whose Response is determined to be the most advantageous to the Early Learning Coalition, taking into consideration the specifications set forth in this RFQ.

2.8 Protests and Disputes

Any unsuccessful Proposer who is adversely affected by the Early Learning Coalition's decision concerning a procurement solicitation or contract award under this RFQ may protest such decision by filing a protest in compliance with s. 120.57(3), F.S. A Proposer may file a notice of protest in writing within seventy-two (72) hours after the posting of the notice of decision (or intended decision), and may file a formal written protest within 10 days after the date the notice of protest is filed as required by s. 120.57(3), F.S. Failure to file a timely notice of protest shall constitute a waiver of the Proposer's rights to any proceedings under Ch. 120, F.S.

Any Proposer desiring to file a formal written protest to this RFQ must accompany such protest with a bond payable to the Early Learning Coalition in an amount equal to one percent (1%) of the estimated Contract amount in accordance with s. 287.042(2)(c), F.S. The bond shall be conditioned upon the payment of all costs which may be adjudged against the Proposer in any administrative hearing in which the action is brought and in any subsequent appellate court proceedings. In lieu of a bond, the Early Learning Coalition may accept a cashier's check, official bank check, or a money order in the amount of the bond. Failure to file the proper bond at the time of filing the formal written protest will result in a denial of the protest.

The notice of protest must be submitted to the Early Learning Coalition's President/CEO at 2555 Ponce de Leon Blvd., Suite 500, Coral Gables, FL 33134 in writing within seventy-two (72) hours of the Notification of Intent to Award. The formal written protest must be submitted within ten (10) days after the date the notice of protest is filed and must fully identify the facts resulting in the contested issues. The protest procedure shall be governed by s. 120.57(3), F.S.

2.8 Appeals

- A. Unsuccessful Proposers affected by the denial, determination of eligibility, or ineligibility for contract award by the Early Learning Coalition with respect to any federal or state funded program or activity may appeal if the action or decision of the Early Learning Coalition is alleged by the Proposer to be:
- (1) In violation of applicable federal or state law;
 - (2) Based upon an error of material and relevant facts; or
 - (3) Invalid because of an alleged denial of procedural due process.
- B. Unsuccessful Proposers affected by the denial, determination of eligibility, or ineligibility for contract award by the Early Learning Coalition with respect to any federal or state funded program or activity may not appeal if:
- (1) The Proposer agrees that the procurement process was fair;
 - (2) The Proposer's score was acceptable for funding but budget limitations, due to program allocations or the availability of funds, prevented the proposal from being funded;
 - (3) No error of material and relevant fact occurred, but the Proposer does not agree that the proposed services failed to satisfy the technical requirements of the competitive procurement process; and/or
 - (4) The Proposer was awarded funding, but the Proposer does not agree with the amount awarded.

2.9 Evaluation Process

The Early Learning Coalition shall conduct a comprehensive review of the responses to the solicitation by convening a proposal evaluation committee. The composition of the evaluation committee will depend on the total potential dollar value of the award and whether it is programmatic or administrative as determined by the Early Learning Coalition's Finance Committee.

Responses will be evaluated using the RFQ Evaluation Forms, which contains two sections, Initial Screening (**Exhibit 2**), and Quantitative Evaluation Criteria (**Exhibit 3**). The initial screening consists of a series of pass or fail questions that ensure respondents meet certain compliance items. Responses that are incomplete or do not satisfactorily address each and every requirement may be disqualified. The second portion, Quantitative Evaluation Criteria is based on the Minimum Programmatic Requirements set forth in Section 3 below, and assigns a maximum point value to a series of questions that ensure the respondents have satisfactorily addressed each and all requirements. Responses submitted by Respondents must be concise and comply with the RFQ page limit requirements of 20 pages. Respondents will be judged based on overall percentage achieved.

The evaluation process is designed to assess the Respondents' ability to meet the Early Learning Coalition requirements and to identify the Respondent's likely to satisfy those requirements. The evaluation process will be conducted in a thorough and impartial manner at a responses evaluation committee meeting held according to Ch. 286, F.S. Respondents are advised to periodically check the Early Learning Coalition website calendar www.elcmdm.org for the scheduled date, time, and location of this session, should changes occur. Respondents should also reference Appendix "A", which contains a list of the currently scheduled events in connection with this RFQ.

Subsequent to the end of the evaluation process, the Response evaluation committee will rate Respondents, who in their judgment, best meet the needs and requirements of the Early Learning Coalition. While price is an important factor in selecting Respondent(s) for an award, other factors in the competitive process will be considered and may take precedence over price. Those factors may include, but are not limited to, the following: Product design and performance, project approach, and related experience and references.

The Early Learning Coalition's Board of Directors, in its sole discretion, may elect not to award a Contract to any Respondent under this RFQ. Respondent(s) may be selected for further evaluation in the context of an oral presentation, in-person interview, conference calls, or a combination of the foregoing. References may be checked and background checks may be performed to verify information submitted in the Responses.

SECTION 3: MINIMUM PROGRAMMATIC REQUIREMENTS

3.1 General Statement of Services to be Provided

The early Learning Coalition of Miami-Dade/Monroe is requesting responses for the purpose of identifying a mid-size to large-size legal firm to provide legal services, therefore, the Early Learning Coalition is seeking interested firms that have extensive experience in governmental law. This RFQ is being used as the method of solicitation to seek and assure the greatest degree of open competition and to obtain the best qualified applicants responses and services at the best possible price.

3.2 Introduction

The Early Learning Coalition of Miami-Dade/Monroe is a nonprofit organization dedicated to ensuring early care and education for children in Miami-Dade and Monroe counties. Created in 1999, the Early Learning Coalition is one of 30 like agencies that serve all 67 counties in the state of Florida, and distributes both the Federal Child Care and Development Block Grant ("CCDBG") and State based VPK dollars to a diverse group of childcare providers. Through a variety of affordable and innovative early education and voluntary pre-kindergarten programs, the Early Learning Coalition serves more than 50,000 children from birth to 12 years old and their families with a budget of approximately 175 million.

3.3 Mission

The Early Learning Coalition's mission is to promote high-quality school readiness, Early Head Start, voluntary pre-kindergarten and after school programs, that further the physical, social, emotional and intellectual well-being of Miami-Dade and Monroe children, with a priority toward ages before birth through age five.

3.4 Statement of Work

The Legal Services/Board Attorney will provide cost effective, high quality, and accurate legal advice, specifically related to procurement and Board of Directors matters required by the Early Learning Coalition.

The Early Learning Coalition's Executive Management (President/CEO, Senior Vice President and Chief Administrative Officer, and Director of Contracts and Procurement) and the Early Learning Coalition's Board of Directors will be the primary users of the legal services contracted.

The following services are expected to be delivered through a professional service agreement with the early learning coalition of Miami-Dade/Monroe.

The qualified respondent:

1. Shall provide timely legal advice, and serve as a trusted advisor to the Board of Directors, Executives Committees, and all Department Heads of the Early Learning Coalition while ensuring all requests for legal services are promptly addressed with the highest priority.
2. Shall be able to attend all requested meetings in Miami-Dade and Monroe counties in the most formal business attire.
3. Attendance at all the Early Learning Coalition Board meetings;
4. Attendance at all Board of Director's Audit Committee meetings;
5. Attendance at all Director's Executive and Program Committee meetings;
6. Attendance to all Provider's Committee Meetings;
7. And actively participate in Reviews and Debriefing Meetings at the request of the Early Learning Coalition.
8. Attendance at all Request for Proposal meetings (RFP's);
9. Review and provide legal approval and guidance based on funding requirements including but not limited of scope of work, budget and budget modifications for contracts, professional service agreements, purchases, settlement agreements, RFP's, ITN's, RFQ's and leases;
10. Respond to questions of a legal nature;
11. Conduct research and analysis of specific legal questions, prepares memoranda and provide comments on documents submitted for review from a legal perspective;

12. Shall work, as needed, with appropriate department heads in the interpretation, implementation, and adherence to all laws, regulations and any other applicable policies to ensure compliance with all the Early Learning Coalition grants funding requirements.
13. Participate on conference calls as required;
14. Draft and revise email correspondence regarding legal issues;
15. Review documents in preparation for participation in conference calls with outside agencies;
16. Assist with general legal advice, opinions and representation in different areas of law including provider's claims, employment, corporate, contract, public law and civil litigation and any other contract matters, and administrative and regulatory matters;
17. Declare any potential conflict of interest with the Early Learning Coalition's staff and/or vendors.
18. Perform related duties in special projects, as requested by the Early Learning Coalition's Loss Prevention Unit concerning fraudulent activity by providers; and
19. Perform related duties as needed.

3.6 Evaluation Criteria

The qualified respondent shall meet the following criteria:

- 1- Demonstrate that respondent is a current member in good standing of the State Bar of Florida.
2. Qualified applicants must be a mid-size to large-size law firms who possess at least 10 years of legal experience with at least 5 years of experience representing Non-Profit Agencies in a manner that demonstrates the respondents' trustworthiness and adherence to high ethical standards.
3. A minimum of five (5) references should be provided. References should include written letters of reference from current clients or past clients served within the five (5) years, including a contact name, address, telephone and fax numbers and an e-mail address. References may be checked and background checks may be performed to verify information submitted in the response.
4. Identify the primary point of contact on the engagement and submit a resume for each individual who will be performing professional services under the Contract. A narrative shall be attached that describes the specific relevant experience for each proposed individual and his/her area of expertise. The narrative shall include the name of the individual proposed, a through description of the skill, education, knowledge, and relevant experience as well as certifications or other professional credentials, that clearly show how the individual is an expert in the area(s) proposed.
5. Possess employment law experience that includes representing the Agency during administrative personnel actions, adverse actions, grievances, and employee appeals.
6. Possess experience in government law, regulatory and administrative law, contracts and procurement law, human resource matters, governance matters, regulatory compliance matters and related areas, including representation of a Board of Directors.
7. Possess experience at a minimum with Florida Statutes 119, 286 287, 402, 1002.

8. Provide a description of how services would be provided and proposed billing methodology and procedures including services provided within a monthly services for which additionally hourly rates would be charged and range of hourly rates.
9. Qualified Applicants must have offices located in Miami-Dade/Monroe Counties metropolitan area and assigned attorneys must be based out of these locations.

SECTION 4: INVOICING AND PAYMENT OF INVOICES

The Contract resulting from this RFQ will be a fixed price contract. The Contractor must submit an Early Learning Coalition approved invoice form to the Early Learning Coalition for services rendered. The Early Learning Coalition must approve the invoice format and requirements for supporting documentation.

Contractor shall submit invoices to the Early Learning Coalition, accounts payable, by the 10th each month for the services provided during the immediately preceding month. No advance payment shall be made or accepted for the services. Contractor's invoice must be accompanied by supporting documentation. Any invoice submitted to the Early Learning Coalition in an improper format or without the required information or documentation will be returned unpaid to contractor for correction and resubmission.

Timing of payment of invoices by the Early Learning Coalition to the Contractor and similar issues regarding payment is governed by s. 215.422, F.S.

SECTION 5: CONTRACT PROVISIONS

A draft of the Early Learning Coalition's Core Contract which is subject to change, **Exhibit 13**, contains additional terms and conditions that will be required of the Contractor.

SECTION 6: INSTRUCTIONS TO PROPOSERS

6.1 Response Content

A completed Proposal **must** include the following items:

- (1) Application (**Appendix "B"**)
- (2) Title Page containing the following:
 - a. Early Learning Coalition of Miami-Dade/Monroe, Inc.
 - b. Titled: **Legal Services Request for Qualifications**
 - c. Request for Qualifications number: **RFQ#ELCMDM2017-08**
 - d. Qualified Respondent's Name:

(3) Proposal Responses

In order to be considered for this position, qualified applicants should submit the following information.

- a. Company name and address with year incorporated;
- b. A resume outlining the respondent's experience and qualifications.
- c. A response to each of the Evaluation Criteria described in section 3.6.
- d. Staffing and Attorney Statement of Qualifications
- e. Client services and contract administration
- f. Description of Respondents' relevant work history in South Florida with non-profit organizations;
- g. Respondent shall submit five professional references that the Early Learning Coalition may contact in order to validate the respondents experience, trustworthiness, and high ethical standards.
- h. Description of Respondents' knowledge of the rules and regulations that govern non-profit funding;
- i. Description of Respondents' plan on how it will render the services requested described in section 3.4 Specifications
- j. If the Respondent is under contract with any governmental agency, please provide a detailed description of the nature of the work being performed and the budget amount of the contract; if any such contract provides for an hourly rate for services, Respondent agrees to match the lowest hourly rate under any existing governmental agency contract.
- k. A current certificate of good standing issued by the Florida Department of State along with any other organizational documents sufficient for the purpose of the procurement.
- l. A certificate of general liability insurance coverage listing the Early Learning Coalition as an additional named insured.

(4) Request for Acceptance of Contract Terms and Conditions Form (**Exhibit 1**)

(5) Initial Screening of Fatal Flaws (**Exhibit 2**). **For Coalition use only.**

(6) Quantitative Evaluation Criteria (**Exhibit 3**). **For Coalition use only.**

(7) Request for Qualifications Acknowledgement Form (**Exhibit 4**)

(8) Request for Non-Collusive Affidavit (**Exhibit 5**)

(9) Request for Statement of Non Involvement Form (**Exhibit 6**)

(10) Request for Certification Regarding Debarment, Suspension and Other Responsibility Matters Primary Covered Transaction Form (**Exhibit 7**)

- (11) Sworn Statement Pursuant to s 287.133(3)(a), F.S., on Public Entity Crimes Form (**Exhibit 8**)
- (12) Request for Non-Discrimination Statement Form (**Exhibit 9**)
- (13) Request for Certification Regarding Lobbying Form (**Exhibit 10**)
- (14) Request for Certification Regarding Drug-Free Workplace Form (**Exhibit 11**)
- (15) Request for Financial and Compliance Audit Requirements (**Exhibit 12**)
- (16) Articles of Incorporation/Organization
- (17) Good Standing Certificate issued by the Florida Department of State

6.2 Format

Qualified Applicant(s) shall submit to the Early Learning Coalition (1) original and three (3) copies of the responses in a sealed envelope or container, as well as a **single USB storage device containing an electronic copy of their response in PDF format and viewable in Adobe Acrobat Reader**. Each original and copy of the application and supporting documents should have the name of the agency, the program name, and the designation “original” or “copy” clearly marked on each outside cover. Each original or copy shall be bound separately and clearly referenced. The originals and all copies should then be securely sealed in an envelope or other container and clearly labeled “**Application for Legal Services RFQ for the Early Learning Coalition of Miami Dade and Monroe Counties**”, with the individual program name and submitting agency on the front.

To be considered for evaluation, a respondent’s response must conform to the content and format requirements described herein. Responses must be double-spaced, in twelve (12) point font type on 8.5x11 white paper, with tabbed sections and in sealed envelopes.

All sections, including Application must have consecutive page numbers, beginning with the Application (**Appendix “B”**). Include a standard Table of Contents adding the appropriate page numbers for each section. Page numbering may be done by hand if needed. All response material must be placed in the order outlined. All supporting documents must directly relate to the Application being submitted.

All signatures must be **in blue ink** on the required forms. The signature must be of the designated agent officially authorized to act as the contractual agent for the organization or collaborative partnership.

6.3 Submission

Responses must be received by the Early Coalition of Miami-Dade/Monroe, Inc., 2555 Ponce de Leon Blvd., Suite 500, Coral Gables, FL 33134, on or before **May 4, 2017 by 12:00 p.m. EST (Coalition's Clock Time)**. A Qualified Applicant that submits a Response by mail should allow sufficient mail handling time to ensure timely delivery of the Response to the Early Learning Coalition office. No Responses will be accepted after the submission deadline. Submission by email or facsimile will not be accepted.

6.4 Trade Secrets

The Early Learning Coalition will attempt to afford protection from disclosure of any trade secret as defined in s. 812.081, F.S., where identified as such in the response to this RFQ, to the extent permitted under s. 815.04, F.S. Any prospective vendor or Proposer acknowledges, however, that the protection afforded by s. 815.04, F.S., is incomplete and it is hereby agreed by the Proposer and the Early Learning Coalition that no right or remedy for damages arises from any disclosure.

6.5 Cost of Preparation of Proposal

The Early Learning Coalition shall not be liable for any costs incurred by a Respondent in responding to this RFQ.

6.6 Other Required Information

All Respondents must comply with section 274A of the Immigration and Naturalization Act. Such violation shall cause for rejection of the Proposal, or if subsequently discovered, for unilateral cancellation of the Contract.

APPENDIX "A"
RFQ # ELCMDM2017-08
Legal Services

APPLICATION TIMETABLE / IMPORTANT DATES *

ACTIVITY	DATE	TIME	ADDRESS
RFQ # ELCMDM2017-08 for Legal Services	Friday April 7, 2017	5:00 PM (EST)	Notice of RFQ posted on the ELC website.
All written inquiries to be received	Friday April 14, 2017	12:00 PM (EST)	Early Learning Coalition of Miami-Dade/Monroe, Inc. 2555 Ponce de Leon Blvd., Suite 500 Coral Gables, FL 33134
Early Learning Coalition's response to inquiries	Friday April 21, 2017	5:00 PM (EST)	Responses to Inquiries Posted the Early Learning Coalition website.
Sealed Applications must be received	May 4, 2017	12:00 PM (EST)	Early Learning Coalition of Miami-Dade/Monroe, Inc. 2555 Ponce de Leon Blvd., Suite 500 Coral Gables, FL 33134
Notice of Intent to Award	TBD	TBD	Posted on the Early Learning Coalition website.
Effective Date of Contract	July 1, 2017	TBD	Not Applicable

* All dates and events are subject to change at the discretion of the Early Learning Coalition.

APPENDIX "B"

APPLICATION

Early Learning Coalition Miami-Dade/Monroe Application Form

RFQ # ELCMDM2017-08

Legal Services

Agency Name: _____

Agency Unit
(if applicable): _____

Street Address: _____

City: _____ **State:** _____ **Zip Code:** _____

Mailing Address
(if different): _____

City: _____ **State:** _____ **Zip Code:** _____

Agency Telephone: _____ **Fax Number:** _____

Agency Email Address: _____ **Website Address:** _____

Type of Applicant: _____ **Private, Not-for-Profit Corporation** _____ **Private, For-Profit Corporation**
_____ **Public/Government** _____ **Other (specify):** _____
_____ **ent** _____

Federal I.D. #: _____ **Date Agency Established (mo. /yr.):** _____

Current Annual Agency Budget: \$ _____ **Fiscal Year End (month):** _____

Program/Service Name: _____

Total Amount Requested (sum of budget requests for all Areas shown in this Application):

**Name/Position of Person Completing
Application:** _____

**Email
Address:** _____ **Phone:** _____

**Executive
Director/CEO:** _____ **Phone:** _____

Email: _____ **Fax:** _____

**Chief Financial Officer
(If Applicable):** _____ **Phone:** _____

Email: _____ **Fax:** _____

**Board
President (If
Applicable):** _____

Title: _____ **Company:** _____

**Mailing
Address:** _____

City: _____ **State:** _____ **Zip Code:** _____

Telephone: _____ **Fax
Number:** _____

Email Address: _____

**Contact Person Responsible for
Program/Service:** _____

Title: _____ **Email
Address:** _____

**Program/Service
Address:** _____

City: _____ **State:** _____ **Zip Code:** _____

Telephone: _____ **Fax
Number:** _____

**Public Relations
Contact:** _____ **Phone:** _____

Email: _____ **Fax Number:** _____

Applicant is: (mark one) _____ **an Existing ELCMDM-funded Provider**
_____ **a New Provider (not previously funded by ELCMDM)**

EXHIBIT 1
RFQ # ELCMDM2017-08

Legal Services

ACCEPTANCE OF CONTRACT TERMS AND CONDITIONS

If the undersigned shall be awarded this contract, the undersigned shall comply with all the terms and conditions specified in the RFQ.

Signature of Authorized Official

Date

Name (Print)

Name of Company

*An authorized official is an officer of the Company who has the legal authority to bind the Company to the provisions of this Request for Proposal. This usually is the President, Chairman or the Board, Executive Director, or owner of the entity. A document establishing delegated authority shall be included with the proposal if signed by someone other than the President, Chairman, Executive Director, or owner.

EXHIBIT 2
RFQ # ELCMDM2017-08
Legal Services

FOR COALITION USE ONLY

Evaluation Committee
Initial Screening of Fatal Flaws and Quantitative Evaluation Criteria

1. Was the response received by the date and time specified in the solicitation?
 Pass (Yes) Fail (No)
2. Does the response provide the vendor's federal tax identification number (**Appendix "B"**)?
 Pass (Yes) Fail (No)
3. Does the response contain a signed and dated Acceptance of Contract Terms and Conditions (**Exhibit 1**)?
 Pass (Yes) Fail (No)
4. Does the response contain a signed and dated Proposal Acknowledgement Form (**Exhibit 4**)?
 Pass (Yes) Fail (No)
5. Does the response contain a signed and dated Non-Collusive Affidavit Form (**Exhibit 5**)?
 Pass (Yes) Fail (No)
6. Does the response contain a signed and dated Statement of No Involvement (**Exhibit 6**)?
 Pass (Yes) Fail (No)
7. Does the response contain a signed and dated Certification Regarding Debarment, Suspension, and other Responsibility Matters Primary Covered Transaction (**Exhibit 7**)?
 Pass (Yes) Fail (No)
8. Does the response contain a signed Sworn Statement Pursuant to s. 287.133(3)(a), F.S., on public entity crimes (**Exhibit 8**)?
 Pass (Yes) Fail (No)
9. Does the response contain a signed and dated Non-Discrimination Statement (**Exhibit 9**)?
 Pass (Yes) Fail (No)
10. Does the response contain a signed and dated Certification Regarding Lobbying (**Exhibit 10**)?
 Pass (Yes) Fail (No)

11. Does the response contain a signed and dated Certification Regarding Drug-Free Workplace (**Exhibit 11**)?
 Pass (Yes) Fail (No)
12. Does the response contain a Financial and Compliance Audit Requirements Form (**Exhibit 12**)?
 Pass (Yes) Fail (No)
13. Does the response provide the Articles of Incorporation?
 Pass (Yes) Fail (No)

EXHIBIT 3
RFQ # ELCMDM2017-08
Legal Services

FOR COALITION USE ONLY

Evaluation Committee
Quantitative Evaluation Criteria

Scoring Responses: Each evaluator is to assign a raw score for each evaluation criteria based upon his/her assessment of the solicitation response. The assignment of any individual score should be based upon the factors described below. Scoring detail: (0) zero for completely non-responsive.

<u>Scoring Factors -</u>	Point 90
1. Is the Attorney of Firm located in Miami-Dade/Monroe Counties metropolitan area	10
2. Does the proposal include the Attorney/Firm' background information regarding the general legal services provided	20
3. Does the Attorney/Firm have extensive experience in governmental and administrative/regulatory matters, including representation of a Board of Directors	20
4. Does the Attorney/Firm have internal capacity to provide specialized legal advice/representation in the different areas of the law as requested in the scope	20
5. Does the proposal include five professional references	10
6. Proposal clearly demonstrate prior experience and job performance	10

<u>Scoring Factors - Price</u>	Points 10
1. Does the proposal include cost of service	10

TOTAL EVALUATION POINTS	100
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EXHIBIT 4
RFQ # ELCMDM2017-08
Legal Services

REQUEST FOR QUALIFICATIONS ACKNOWLEDGEMENT FORM

Respondent Name

Respondent Mailing Address

City

State

Zip Code

Point of Contact

Title

Telephone Number

Fax Number

Email Address

Website Address

I certify that this Proposal is made without prior understanding, agreement, or connection with any corporation, firm, or person submitting an offer for the same material, supplies, equipment or services and in all respects fair and without collusion or fraud. I agree to abide by all conditions of this Proposal and certify I am authorized to sign this response and that the offer is in compliance with all requirements of the Request for Proposal, including but not limited to, certification requirements. **THE EXECUTION OF THIS FORM CONSTITUTES THE UNEQUIVOCAL OFFER OF PROPOSER TO BE BOUND BY THE TERMS OF ITS PROPOSAL. FAILURE TO SIGN THIS SOLICITATION WHERE INDICATED BELOW BY AN AUTHORIZED REPRESENTATIVE SHALL RENDER THE PROPOSAL NON-RESPONSIVE. THE EARLY LEARNING COALITION MAY, HOWEVER, IN ITS SOLE DISCRETION, ACCEPT ANY PROPOSAL THAT INCLUDES AN EXECUTED DOCUMENT WHICH UNEQUIVOCALLY BINDS THE PROPOSER TO THE TERMS OF ITS OFFER.**

Typed Name and Title

Signature

Date

EXHIBIT 5
RFQ # ELCMDM2017-08
Legal Services

NON-COLLUSIVE AFFIDAVIT

State of Florida

County of _____

_____ being first duly sworn deposes and says that:

He/she is the (Owner, Partner, Officer, Representative or Agent) of the Proposer that has submitted the attached Proposal;

He/she is fully informed respecting the preparation and contents of the attached proposal and of all pertinent circumstances respecting such proposal;

Such Proposal is genuine and is not a collusive or sham Proposal;

Neither the said Proposer nor any of its officers, partners, owners, agents, representatives, employees or parties in interest, including this affiant, have in any way colluded, conspired, connived or agreed, directly or indirectly with any other Proposer, firm, or person to submit a collusive or sham Proposal in connection with the Work for which the attached Proposal has been submitted; or to refrain from bidding in connection with such Work; or have in any manner, directly or indirectly, sought by agreement or collusion or communication, or conference with any Proposer, firm or person to fix the price or prices in the attached Proposal or any other Proposal or to fix any overhead, profit, or cost elements of the Proposal price or the Proposal price of any other Proposer, or to secure through any collusion, connivance, or unlawful agreement any advantage against (Recipient), or any person interested in the proposed Work;

The price or prices quoted in the attached Proposal are fair and proper and are not tainted by any collusion, conspiracy, connivance, or unlawful agreement on the part of the Proposer or any other of its agents, representatives, owners, employees or parties in interest, including this affiant.

Name and Title of Authorized Representative

Signature

STATE OF _____

COUNTY OF _____
SWORN TO and subscribed before me this _____ day of _____, 2016, by
_____ who is personally known to me or who
produced his/her _____ as identification.

Notary Public - State of Florida
My commission expires: _____

Printed type of stamp

EXHIBIT 6
RFQ # ELCMDM2017-08
Legal Services

STATEMENT OF NO INVOLVEMENT

I, _____, as an authorized representative of _____, certify that no member of this firm or any person having interest in this firm has been:

Awarded a contract by the Early Learning Coalition of Miami-Dade/Monroe, Inc., on a noncompetitive basis to perform a feasibility study concerning the scope of work contained in this solicitation, or participated in drafting this solicitation.

**Typed Name of Authorized
Official:** _____

Title of Authorized Official: _____

Signature of Authorized Official _____

Date Signed: _____

EXHIBIT 7
RFQ # ELCMDM2017-08
Legal Services

**CERTIFICATION REGARDING DEBARMENT, SUSPENSION AND OTHER RESPONSIBILITY
MATTERS PRIMARY COVERED TRANSACTION**

This certification is required by the regulations implementing Executive Order 12549, Debarment and Suspension, 29 CFR Part 98. The regulations were published as Part VII of the May 26, 1988, Federal Register (pages 19160-19211).

- (1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:
 - (a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by the Federal department or agency;
 - (b) Have not within a three-year period preceding this Proposal been convicted of, or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - (c) Are not presently indicated for, or otherwise criminally or civilly changed by a government entity (Federal, State, or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification; and
 - (d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State, or local) terminated for cause or default.
- (2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this Proposal.

Name and Title of Authorized Representative

Name of Company

Signature

Date

EXHIBIT 8

RFQ # ELCMDM2017-08

Legal Services

**SWORN STATEMENT PURSUANT TO SECTION 287.133(3)(A),
FLORIDA STATUTES, ON PUBLIC ENTITY CRIMES**

THIS FORM MUST BE SIGNED AND SWORN TO IN THE PRESENCE OF A NOTARY PUBLIC OR OTHER OFFICIAL AUTHORIZED TO ADMINISTER OATHS.

1. This sworn statement is submitted by _____ for _____, whose business address is and (if applicable) its Federal Employer Identification Number (FEIN) is _____ (If the entity has no FEIN, the Social Security Number of the individual signing this sworn statement: _____
2. I understand that a “public entity crime” as defined in Paragraph 287.133(1)(a), Florida Statutes, means a violation of any state and federal law by a person with respect to and directly related to the transaction of business with any public entity or with an agency or political subdivision of any other state or of the United States, including, but not limited to, any bid or Contract for goods and services to be provided to any public entity or any agency or political subdivision or any other state or of the United States and involving antitrust, fraud, theft, bribery, collusion, racketeering, conspiracy or material misrepresentation.
3. I understanding the “convicted” or “conviction” as defined in Paragraph 287.133(1)(b), Florida Statues, means a finding of guilt or a conviction of a public entity crime, with or without an adjudication of guilt, in any federal or state trial court of recording relating to charges brought by indictment or information after July 1, 1989, as result of jury verdict, non-jury trial, or entry of a plea of guilty or nolo contendere.
4. I understand that an “affiliate” as defined in Paragraph 287.133(1)(a), Florida Statutes, means:
 - a. A predecessor or successor of a person convicted of a public entity crime; or
 - b. An entity under the control of any natural person who is active in the management of the entity and who has been convicted of a public entity crime. The term “affiliate” included those officers, directors, executives, partners, shareholders, employees, members and agents who are active in the management of an affiliate. The ownership by one person of shares constituting a controlling interest in another person, or a pooling of equipment or income among persons when not fair market value under an arm’s length agreement, shall be a prima facie case

that one person controls another person. A person who knowingly enters into a joint venture with a person who has been convicted of a public entity crime in Florida during the preceding 36 months shall be considered an affiliate.

5. I understand that a “person as defined in Paragraph 287.133(1)(e), Florida Statutes, means any natural person or entity organized under the laws of any state or the United States with the legal power to enter into a binding Contract and which bids or applies to bid on Contracts for the provision of goods or services let by a public entity, or which otherwise transacts or applies to transact business with a public entity. The term “person” includes those officers, executives, partners, shareholders, employees, members, and agents who are active in management of an entity.
6. Based on information and belief, the statement, which I have marked below, is true in relation to the entity submitting this sworn statement, {Please indicate which statement applies}

____ Neither the entity submitting this sworn statement, nor any of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or any affiliate of the entity has been charged with and convicted of a public entity crime within the past 36 months. And (Please indicate which additional statement applies).

____ The entity submitting this sworn statement, or one or more of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or an affiliate of the entity has been charged and convicted of a public entity crime subsequent to July 1, 1989.

____ The entity submitting this sworn statement, or one or more of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or an affiliate of the entity has been charges with and convicted of a public entity crime within the past 36 months. However, there has been a subsequent proceeding before a Hearing Officer of the State of Florida, Division of Administrative Hearings and the Final Order entered by the Hearing Officer determined that it was not in the public interest to place the entity submitting this sworn statement on the convicted vendor list. (Attach a copy of the final order)

I UNDERSTAND THAT THE SUBMISSION OF THIS FORM TO THE CONTRACTING OFFICER FOR THE ENTITY IDENTIFIED IN PARAGRAPH 1 (ONE) ABOVE IS FOR THAT PUBLIC ENTITY ONLY AND THAT THIS FORM IS VALID THROUGH DECEMBER 31 OR THE CALENDAR YEAR IN WHICH IT IS FILED. I ALSO UNDERSTAND THAT I AM REQUIRED TO INFORM THE PUBLIC ENTITY PRIOR TO ENTERING INFOR A CONTRACT IN EXCESS OF THE THRESHOLD AMOUNT PROVIDED IN SECTION 287.017, FLORIDA STATUTES, FOR CATEGORY TWO OF ANY CHANGE IN THE INFORMATION CONTAINED IN THIS FORM.

Name and Title of Authorized Representative

Signature

STATE OF _____
COUNTY OF _____

SWORN TO and subscribed before me this ____ day of _____, 2016, by _____ who is personally known to me or who produced his/her _____ as identification.

Notary Public - State of Florida
My commission expires: _____

Printed type of stamp

EXHIBIT 9
RFQ # ELCMDM2017-08
Legal Services

NON-DISCRIMINATION STATEMENT

Public Law 105-220, Sec. 188 Nondiscrimination (a) *In General*

- (1) Federal financial assistance – For the purpose of applying the prohibitions against discrimination on the basis of age under the Age Discrimination Act of 1975 (42 U.S.C. 6101 et seq.), on the basis of disability under section 504 of the Rehabilitation Act of 1973 (29 U.S.C. 794), on the basis of sex under title IX of the Education Amendments of 1972 (20 U.S.C. 1681 et seq.), or on the basis of race, color, or national origin under title VI of the Civil Rights Act of 1964 (42 U.S.C.2000d et seq.), programs and activities funded or other financially assisted in whole or in part under this Act are considered to be programs and activities receiving Federal financial assistance.
- (2) Prohibitions of discrimination regarding participation, benefits, and employment. No individual shall be excluded from participation in, denied the benefits of, subjected to discrimination under, or denied employment in the administration of or in connection with, any such programs or activity because of race, color, religion, sex (except as otherwise permitted under title IX of the Education amendments of 1972[20 U.S.C. 1681 et seq]), national origin, age, disability, or political affiliation or belief.
- (3) Prohibition on assistance for facilities for sectarian instruction or religious worship. Participants shall not be employed under this chapter to carry out the construction, operation, or maintenance of any part of any facility that is used or to be used for sectarian instruction or as a place for religious worship (except with respect to the maintenance of a facility that is not primarily or inherently devoted to sectarian instruction or religious worship, in a case in which the organization operating the facility is part of a program or activity providing services to participants).
- (4) Prohibition on discrimination on basis of participant status. No person may discriminate against an individual who is a participant in a program or activity that receives funds under this chapter, with respect to the terms and conditions affecting, or rights provided to, the individual, solely because of the status of the individual as a participant.
- (5) Prohibition on discrimination against certain noncitizens. Participation in programs and activities or receiving funds under this chapter shall be available to citizens and nationals of the United States, lawfully admitted permanent resident aliens, refugees, asylees, and parolees, and other immigrants authorized by the Attorney General to work in the United States.

The undersigned has read and agreed to the statements described above.

Name and Title of Authorized Representative

Signature

Date

Name of Company

EXHIBIT 10
RFQ # ELCMDM2017-08
Legal Services

CERTIFICATION REGARDING LOBBYING

Certification for Contracts, Grants, Loans, and Cooperative Agreements.

The undersigned certifies, to the best of his or her knowledge and belief, that:

- (1) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or an employee of any agency, a member of congress, an officer or employee of congress, or an employee or member of congress in connection with the awarding of any federal Contract, the making of any federal grant, the making of any federal loan, the entering into any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal Contract, grant, loan, or cooperative agreement.
- (2) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of congress, an officer or employee of congress, or an employee of a member of congress in connection with this federal Contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.
- (3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and Contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, Title 31, U.S. Code. Any person who fails to file the required certification shall be subject to civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Name and Title of Authorized Representative

Name of Company

Signature

Date

EXHIBIT 11
RFQ # ELCMDM2017-08
Legal Services

CERTIFICATION REGARDING DRUG-FREE WORKPLACE

Pursuant to the Drug Free Workplace Act of 1988 and its implementing regulations codified at 29 CFR 98, Subpart F and 45 CFR part 82.

I, _____, the undersigned, in representation of _____, the Provider, attest and certify that the Provider will provide a drug-free workplace, by the following actions.

- A. Publishing a statement of notifying employees that the unlawful manufacture, distribution, dispensing, possession or use of a controlled substance is prohibited in the Provider's workplace and specifying the actions that will be taken against employees for violation of such prohibition.
- B. Establishing an ongoing drug-free awareness program to inform employees concerning:
 - 1. The dangers of drug abuse in the workplace.
 - 2. The policy of maintaining of drug-free workplace.
 - 3. Any available drug counseling, rehabilitation and employee assistance programs.
 - 4. The penalties that may be imposed upon employees for drug abuse violations occurring in the workplace.
- C. Making it a requirement that each employee to be engaged in the performance of the Contract be given a copy of the statement required by paragraph A.
- D. Notifying the employee in the statement required by paragraph A that, as a condition of employment under the Agreement, the employee will:
 - 1. Abide by the terms of the statement.
 - 2. Notify the employer in writing of his or her conviction for a violation of a criminal drug statute occurring in the workplace no later than five (5) calendar days after such conviction.
- E. Notifying the agency in writing ten (10) calendar days after receiving notice under subparagraph D.2. from an employee or otherwise receiving actual notice of such conviction. Provide such notice of convicted employees, including position title, to every Grant officer on whose grant activity the convicted employee was working. The notice shall include the identification number (s) of each affected Contract/Grant.

- F. Taking one of the following actions, within thirty (30) calendar days of receiving notice under subparagraph d.2., with respect to any employee who is so convicted.
 - 1. Taking appropriate personnel action against such an employee, up to and including termination consistent with the requirements of the Rehabilitation Act of 1973 as amended.
 - 2. Requiring such employee to participate satisfactorily in a drug abuse assistance or rehabilitation program approved for such purposes by a Federal, State, or local, health, law enforcement or other appropriate agency
- G. Making a good faith effort to continue to maintain a drug free workplace through implementation of paragraphs A, B, C, D, E and F.

CERTIFICATION

I declare under penalty of perjury under the laws of the United States and under the penalties set forth by the Drug-Free Workplace Act of 1988, that this certification is true and correct.

Name and Title of Authorized Representative

Name of Company

Signature

Date

EXHIBIT 12
RFQ # ELCMDM2017-08
Legal Services

FINANCIAL AND COMPLIANCE AUDIT REQUIREMENTS

This attachment is applicable if the Contractor is any State or local government entity, non-profit organization, or for-profit organization. For State or local government entities, a Single Audit performed by the Auditor General shall satisfy the requirements of this attachment. If the Contractor does not meet any of the requirements below, no audit is required by this attachment.

PART I: FEDERAL REQUIREMENTS

This part is applicable if the recipient is a State or local government or a non-profit organization as defined in OMB Circular A-133, as revised.

In the event the recipient expends \$500,000 or more in Federal awards during its fiscal year, the recipient must have a single or program-specific audit conducted in accordance with the provisions of OMB Circular A-133, as revised. In determining the Federal awards expended during its fiscal year, the recipient shall consider all sources of Federal awards, including Federal resources received from the Department of Children & Families. The determination of amounts of Federal awards expended should be in accordance with guidelines established by OMB Circular A-133, as revised. An audit of the recipient conducted by the Auditor General in accordance with the provisions of OMB Circular A-133, as revised, will meet the requirements of this part. In connection with the above audit requirements, the recipient shall fulfill the requirements relative to auditee responsibilities as provided in Subpart C of OMB Circular A133, as revised.

The schedule of expenditures should disclose the expenditures by contract number for each contract with the department in effect during the audit period. The financial statements should disclose whether or not the matching requirement was met for each applicable contract. All questioned costs and liabilities due the department shall be fully disclosed in the audit report package with reference to the specific contract number.

PART II: STATE REQUIREMENTS

This part is applicable if the recipient is a non-state entity as defined by Section 215.97(2)(m), Florida Statutes.

In the event the recipient expends \$500,000 or more in state financial assistance during its fiscal year, the recipient must have a State single or project-specific audit conducted in accordance with Section 215.97, Florida Statutes; applicable rules of the Executive Office of the Governor, the Chief Financial Officer and Chapters 10.550 (local governmental entities) or 10.650 (nonprofit and for-profit organizations), Rules of the Auditor General. In determining the state financial

assistance expended during its fiscal year, the recipient shall consider all sources of state financial assistance, including state financial assistance received from the Department of Children & Families, other state agencies, and other non-state entities. State financial assistance does not include Federal direct or pass-through awards and resources received by a non-state entity for Federal program matching requirements.

In connection with the audit requirements addressed in the preceding paragraph, the recipient shall ensure that the audit complies with the requirements of Section 215.97(7), Florida Statutes. This includes submission of a financial reporting package as defined by Section 215.97(2)(e), Florida Statutes, and Chapters 10.550 or 10.650, Rules of the Auditor General.

The schedule of expenditures should disclose the expenditures by contract number for each contract with the department in effect during the audit period. The financial statements should disclose whether or not the matching requirement was met for each applicable contract. All questioned costs and liabilities due the department shall be fully disclosed in the audit report package with reference to the specific contract number.

Name and Title of Authorized Representative

Name of Company

Signature

Date

EXHIBIT 13
RFQ # ELCMDM2017-08
Legal Services

SAMPLE CONTRACT- Professional Service Agreement

(See attached)