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August 9, 2019

**SOLICITATION OF INTEREST FOR THE PERFORMANCE OF LEGAL SERVICES
AND REQUEST FOR QUALIFICATIONS RELATING TO CONTRACTING FOR
NEXT GENERATION SOFTWARE SERVICES:**

*ASSISTING MINNESOTA STATE DESIGN RFP PROCESS, SELECT VENDOR,
NEGOTIATE CONTRACT, AND MONITOR PERFORMANCE OF CONTRACT
WITH VENDOR FOR NEXT GENERATION SOFTWARE SERVICES.*

SUBMITTALS DUE BY 4:00 P.M. (Central time) ON AUGUST 19, 2019

Please email submittals to RFQ.response@ag.state.mn.us

I. INTRODUCTION.

Minnesota State and the Attorney General's Office seek to engage outside counsel to provide assistance during three phases of Minnesota State's anticipated engagement of a vendor for its next-generation enterprise resource planning ("NextGen") software services. The phases are: providing advice and counsel during vendor selection; negotiating the vendor installation and software-as-a-service (SAAS) contract; and monitoring the performance of the vendor's implementation (currently scheduled through FY 2024).

NextGen is a SAAS project to replace Minnesota State's student and administrative record system. The NextGen system will serve as the technological infrastructure underlying all of Minnesota State's critical activities – from campus finances and human resources to student services (application, registration, course scheduling, housing, financial aid). Minnesota State is in the process of conducting an RFP to engage a vendor for the implementation and use of a single instance of a cloud-based Enterprise Resource Planning solution to be used across all 37 institutions and the system office. Minnesota State anticipates NextGen will have state of the art security and advanced reporting and data analytic capabilities. It also must interface with other Minnesota State systems (Marketplace, e-Builder, EMS Campus, etc.).

In order to ensure that the State is getting the highest quality legal service at the most reasonable rates, and that all law firms who wish to perform this work are able to compete for it, the AGO is issuing this RFQ as an open solicitation for law firms to provide service to Minnesota State on this NextGen project

In responding to this solicitation, it is understood by all proposers that the AGO reserves the right to select none, any, or all proposers whom the AGO deems to be in the State's best interest. The State is not required to submit this work to a competitive bidding process, nor must it retain the lowest bidder. The State reserves the right to request data, oral discussion, or a presentation in support of any or all proposals at any time.

The anticipated engagement letter will be for a period of two to three years.

- A. This RFQ is being released by the AGO, which is also the sole point of contact during the review process.
- B. The Special Attorney Appointment[s] resulting from this RFQ will be administered by the AGO. The contract administrators will be Ray Smith, the Attorney General Director of Finance, and the Solicitor General, Liz Kramer.
- C. CLARIFICATION OF SPECIFICATIONS. If additional information is necessary to interpret the requirements of this RFQ, please direct questions to Solicitor General Liz Kramer, at the telephone number, e-mail address, or mailing address as follows:

Liz Kramer
Solicitor General

445 Minnesota Street
St. Paul, MN 55101
Liz.kramer@ag.state.mn.us
(651)757-1010

- D. **IDENTIFICATION.** If you are likely to prepare a response to this RFQ, please send the following information as soon as possible to the e-mail address on the cover of this RFQ. This information enables us to distribute additional information and clarifications, if needed, to potential respondents:
1. Firm name
 2. Contact name (of person preparing the response)
 3. Telephone number/Telefax number/E-mail address of contact person

II. CONDITIONS OF SUBMITTING RESPONSES. As a condition of submitting a response pursuant to this RFQ, the following conditions are understood:

- A. **RESPONSE PREPARATION.** Joint responses will not be accepted. The detailed requirements stated in Section III of this RFQ are mandatory. Failure by a respondent to respond to a specific requirement will be the basis for elimination from consideration during the comparative evaluation.
- B. **RESPONSE SUBMISSION/ DEADLINE.** Response(s) should be prepared in or converted to Adobe (pdf) format and submitted by email to the address on the cover of this RFQ by no later than 4:00 PM (Central Time) on **MONDAY, AUGUST 19, 2019**. No responses submitted after this deadline will be accepted.
- C. **INCURRING COSTS.** The AGO is not liable for any cost incurred by respondents in replying to this RFQ.
- D. **ORAL INTERVIEWS.** While not planned at this time, the AGO reserves a right to schedule and conduct an oral interview with any or all of the respondents to this RFQ. Representatives of Minnesota State may attend any interview.
- E. **PROPRIETARY INFORMATION.** Any restrictions on the use of data contained within a response must be clearly stated in the response itself. Proprietary information submitted in response to this RFQ will be handled in accordance with applicable State data practices law.

III. SUBMITTAL CONTENT. Responses must address all of the following questions and must be limited to twenty (20) pages. Please also include a cover letter (not subject to the 20-page limit) that includes a brief executive summary.

- A. **POTENTIAL SCOPE OF SERVICES.** Minnesota State expects that all firms responding to this RFQ are able to provide assistance with all phases of the project as described in the introduction.
- B. **GENERAL FIRM QUALIFICATIONS.** Provide the name and address of law firm. The proposal must give a general overview or description of the history and

background of the proposer, including information about number of partners and office locations.

The State of Minnesota is fully committed to equal opportunity in employment and increasing diversity within Minnesota state government. All proposals should include information regarding the responding law firm's hiring, training, and advancing of traditionally underrepresented attorneys within their firm (including women, people of color, those with disabilities, and veterans). Responses should identify the team of lawyers proposed to provide the NextGen work, whether any of those lawyers are from a traditionally underrepresented group, and what their role will be in the engagement (second chair, lead attorney, billing attorney, originating attorney, etc).

C. CONTACT NAME. Name, phone number, fax number, and email address of individual or individuals responsible for this response who may be contacted in the event of questions or notification. The proposer also should identify the individual who will be designated as the contact person with the AGO for billings and general special attorney appointment[s] administration.

D. QUALIFICATIONS AND EXPERIENCE.

1. The proposal must identify the specific attorneys and other staff likely to be assigned to perform the requested legal services, including whether each identified attorney is licensed to practice in Minnesota. The proposer should provide up-to-date detailed professional resumes for these individuals, as well as their specific experience in the areas of software procurement, negotiation of SAAS agreements, data privacy, and/or work for governmental institutions. The attorneys listed will be collectively referred to as "Attorney" for the remainder of this RFQ.

2. The proposal must describe the proposer's professional liability insurance coverage. Specify the type of malpractice or errors and omissions insurance that your firm carries and the limits of coverage.

3. Minnesota State and the AGO care about the responsiveness of each proposer. Describe your firm's approach to client service, and how your firm is organized to facilitate coordination of the various specialists who will be performing the several aspects of work. What would happen if the primary attorney assigned to a specific matter is not available to the state agency contact when an issue needs to be resolved prior to the primary attorney's availability?

4. Describe the quality control and "due diligence" policies and procedures of your firm.

E. FEE PROPOSAL. The AGO and Minnesota State welcome proposed alternate fee arrangements. All proposers should provide a fee schedule and proposed compensation for each phase. If hourly billing is proposed, the responder must include its billing structure and proposed hourly rates, as well as information about whether proposer is open to setting a cap on hourly rates. Any proposal should

indicate the proposer's expense reimbursement policies. The State agencies will reimburse only out-of-pocket expenses and will not reimburse expenses on a cost-plus or similar basis. The proposed fee schedule should address all of the services and engagements that may result from this RFQ. Please discuss mechanisms for cost control and monitoring and review of expenses. The proposer also should identify the individual who will be designated as the contact person with the AGO for assignments, billings and general contract administration.

- F. **ACTUAL OR POTENTIAL CONFLICTS OF INTEREST.** The proposal must indicate whether the proposer or individual attorneys within the proposer's firm represent any clients or interests adverse to any entity of the State, including lawsuits, administrative proceedings, other legal actions, or lobbying activities. The proposal should describe the nature of any such representation. The proposal also must indicate whether any activities of the proposer or individual attorneys within the proposer's firm potentially pose a conflict of interest in the proposer's representation. Proposers who are retained by the State must agree not to undertake representation which would potentially create a conflict of interest unless they have informed the AGO and received written authorization to proceed. The proposer must immediately advise the AGO in writing of any real or possible conflicts that arise after the submission of the proposal.
- G. **REFERENCES.** The proposal should include contact information for at least three client references who have used the firm on similar matters.
- H. **PROPOSED FORM OF SPECIAL ATTORNEY APPOINTMENT.** Appendix A contains the Form of Special Attorney Appointment[s]. It reflects the general form and content of prior and existing Special Attorney Appointment[s] for similar services. It also specifically contains the Scope of Services expected for the possible engagements resulting from this RFQ. The response must include a statement that the Form of the Special Attorney Appointment, except for those matters to be determined, is acceptable. The response must also include a summary of any Additional Services, which will be included in the final Special Attorney Appointment[s]. If there are exceptions or suggested changes to the Form of Special Attorney Appointment[s], those should be noted and discussed.
- H. **EVALUATION CRITERIA.** The responses will be evaluated based on the following proposal criteria:
- General Quality of Response/ Commitment to State
 - Qualifications of Attorney
 - Qualifications/Depth/General Strengths of Firm
 - Experience with Similar Work
 - Fee proposal/alternative fee arrangement
 - Minimum of Ethical and Business Conflicts
 - Ability to Meet Schedules/Due Diligence/Reference Check

The AGO reserves the right to consider other factors, including information that may not be provided in the Response if it deems the information relevant to the evaluation and selection process.