



2600 Centre Square West
1500 Market Street
Philadelphia, PA 19102
wirelessphiladelphia.org

Request for Proposal of Counsel and Legal Services for Wireless Philadelphia

Introduction

Wireless Philadelphia (“WP”) is a Philadelphia, Pennsylvania based non-profit organization whose mission is to facilitate the deployment of a high-speed wireless internet infrastructure throughout the entire City of Philadelphia along with EarthLink and advocate the accessibility of the network to low-income residents by providing the means to necessary hardware, software, training and education, and reduced rate internet access accounts through its Digital Inclusion program. In achieving its mission and goals, WP will need to interact with various corporate and community entities as well as with City, State, and Federal Governments. WP is currently seeking a legal firm to provide counsel and legal services to WP management and Board of Directors as well as to carry out other legal responsibilities as deemed necessary. Respondents are encouraged to review and be familiar with the Wireless Philadelphia Business Plan, which can be downloaded from the web site www.wirelessphiladelphia.org. The Business Plan provides detailed information on the goals, objectives, business model and assumptions for the Wireless Philadelphia initiative.

Scope of Work

Wireless Philadelphia is seeking proposals for legal services included but not limited to the following:

1. Provide general legal advice, negotiation assistance and counseling to the Board of Directors and Management of Wireless Philadelphia in connection with some or all of the following (as determined by the Board and Management) and in conjunction with other counsels:
 - a. employment contracts;
 - b. potential financing arrangements;
 - c. potential contracts with internet service providers;
 - d. potential contracts with government and community-based organizations;
 - e. contracts with technical, financial, and other vendors;
 - f. long term agreements with certain institutional users of the system (e.g. education);
 - g. advise on WP's legal/contractual relationships with the city government, city related agencies, utilities, and the owner operator of the network;
 - h. other day-to-day operational contracts and agreements.
2. Additionally, coordinate responses to legal issues, negotiating positions, contracting principles and drafting conventions with the special financing counsel and special technology counsel to Wireless Philadelphia where multiple counsel are participating on matters.
3. Finally, provide assistance and strategic advice with respect to issues and contracts relating to government entities and elected officials.

Requirements for RFP Response

All proposals must provide a statement of qualifications concisely describing the firm's capabilities along with the following:

1. ownership, size, location of the office responsible for providing services to WP,
2. legal organization (e.g., corporation, partnership) and year of incorporation,
3. a history of providing legal services to governmental and/or nonprofit entities, such as WP,
4. a description of the firm's equal employment opportunity and non-discrimination policies,
5. a summary of the firm's minority and female recruitment efforts and the percentage of minority and female associates and partners,
6. the names and resumes of key members and of each person in the firm who will perform the work requested, including the specific services each would provide - resumes must state specifically the educational background, qualifications and experience of such persons,
7. the current rates for all attorneys (hourly and flat) and other personnel that would be involved in the representation and next anticipated change in such rates,
8. a listing of corporate, non-profit, or municipal clients and references to include addresses and telephone numbers,
9. a statement, in one page or less, of any other relevant factors that should be considered by WP in evaluating the Proposal.

WP will accept answers to the questions above by oral interview, if the firm or attorney does not disclose such information in writing, with the understanding that WP will treat such information as confidential to the extent permitted by law.

The proposal shall also include the appropriate disclosure forms as required to comply with City of Philadelphia code 17-1400. Forms may be acquired from WP if needed.

WP will entertain compensation proposals in any format including lump sum retainer, payment on an hourly basis, payment on a per case basis or any combination thereof. The compensation proposal must include a description of the firm or attorney's billing practices and methods.

Proposals shall be evaluated by a selection committee on the basis of the firm's skills and experience, proposed cost, presentation and completeness of proposal, ability and willingness to work with WP Board and management and references.

Terms and Conditions

Any firm or person submitting a proposal shall state their willingness to agree to the following terms and conditions:

1. Conflict of Interest - The firm must not have any actual or potential conflicts of interest with, or adversarial litigation against WP, the City of Philadelphia, or any of their officers, directors, or employees.
2. Hold Harmless Clause - To defend and indemnify WP from all suits, actions or claims of any kind brought about as a consequence of any negligence in its performance, or on any act of commission or omission by the attorney or firm or its employees, or from any claim or amounts arising or covered under any law, bylaw, ordinance, regulation, or decree, violated by such attorney or firm, the legal firm shall be required to carry Professional Liability Insurance. Proposals must specify the carrier and coverage limits of no less than \$1,000,000 with a reasonable deductible agreeable to WP.
3. Collusive Agreements - Each attorney or legal firm submitting a proposal to WP shall state that the proposal is made without any connection to any other service agent making any proposal for the same service.
4. Oral Presentation - Any attorney or firm who submits a proposal in response to this RFP must be willing to make an oral presentation at the request of the WP Board or Management.
5. Reports - Immediately report the outcome of any litigation in which WP has an interest to the WP Board of Directors and Management. Reports for annual audits will also be required.
6. Records - Keep a complete record of all suits in which the County had or has an interest, including the names of the parties, the Court where brought, the nature of the action, the disposition of the case, or its condition, if pending, and the briefs of counsel. Complete records of all written opinions furnished by him/her to the County or any department or official thereof.
7. Prohibition Against Assignment - The selected attorney or firm will be prohibited from assigning, transferring, conveying, subletting, or otherwise disposing of this agreement or its rights, title or interest therein or its power to execute such agreement to any other person, company or corporation without previous consent and approval given in writing from WP.
8. Unavailability of Counsel - The attorney or firm must provide advance notification to WP of times when counsel will be unavailable and provide the names of legal counsel who will handle WP legal matters in their absence.
9. Additional Counsel - Any agreement entered into by WP shall not prevent it from appointing specialized counsel when the need arises or from determining which claims shall be handled in whole or in part by other counsel.

Submissions

All bid proposals will consist of one original proposal and six copies in a sealed envelope, to be submitted to:

Legal Services RFP Committee
Wireless Philadelphia
2600 Centre Square West
1500 Market Street
Philadelphia, PA 19102
Attn: Greg Goldman

Proposals shall include a table of contents listing all sections, disclosures, etc. and their corresponding page numbers. Proposals will not be accepted via facsimile transmission.

It shall be the responsibility of the Respondent to deliver the Proposal and all other required items to the location specified in this RFP at or before **4:00 p.m.** Eastern Standard Time on **November 1, 2006**. WP reserves the right, at its sole discretion, to reject and return without evaluation any Proposal received after the Proposal submission time and date.

Any questions or inquiries regarding this RFP may be directed to Greg Goldman, CEO at (215)496-8176.