

# Executive Summary

Board of Governors Meeting, September 21, 2022

## General Corporate Legal Services

### Topic

Citizens is requesting approval to contract with seventeen law firms as specified in Attachment A, for a panel of law firms to provide general corporate legal services as needed in up to five (5) Practice Areas. The Practice Areas are Administrative and Government Law, Civil Litigation, Class Action Defense, Employment Law, and Transactional Law. These contracts will replace Citizens' current panel of contracts that expire February 1, 2023. Approval is requested for an initial three (3) year term and one (1) three (3) year renewal term, for a total amount not to exceed \$8,400,000 across all contracts.

### History

Since 2011, the Office of the General Counsel has maintained a panel of competitively procured contracts for general corporate legal matters. While most general corporate legal matters are handled by Citizens' in-house attorneys, the contracts provide an established panel of highly qualified legal experts across a wide range of specialty areas. Citizens can quickly engage a firm on the panel as needed, but Citizens does not guarantee how many assignments, if any, will be made to a particular firm. Citizens also reserves the right to use firms selected outside of the panel.

Engagements under the contracts may be relatively brief or more prolonged depending on the nature of the matter involved. For instance, Citizens may engage an attorney for a limited consultation or opinion in a specialty area such as banking or intellectual property, or to represent Citizens in a specific class action, employment, or other litigated matter. Representation in insurance claims litigation is provided through a separate panel of firms that was procured and approved by the Board in 2021.

Services provided by the firms are overseen by attorneys in the Office of the General Counsel. The Office of the General Counsel determines whether to engage outside counsel on a case-by-case basis, with careful consideration given to capacity of in-house resources, the scope of the engagement, the complexity of the matter, and the most suitable counsel and pricing structure. The contracts include hourly rates, but Citizens reserves the right to negotiate fixed fees or reduced rates for any assignment.

Citizens previously procured a panel for these services in 2016. Citizens awarded contracts to forty-three firms under the prior RFP. The contracts are set to expire on February 1, 2023. Citizens has spent approximately \$8,000,000 on outside counsel for general corporate legal matters from 2016 through August 2022. The \$8,400,000 in spend requested under this Action Item reflects a potential spend increase of approximately five percent (5%) for the new six (6) year contract period, as compared to historical spend since 2016.

Citizens procured the requested panel of contracts through Request for Proposals No. 22-0013 for General Corporate Legal Services. The RFP was issued on May 6, 2022. Citizens received responses from twenty (20) firms, and all satisfied the minimum requirements for the RFP.

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Firms were invited to submit proposals for up to five (5) different Practice Areas including Administrative and Government Law, Civil Litigation, Class Action Defense, Employment Law, and Transactional Law. The RFP allowed for submission for any or all of the five (5) Practice Areas.

The Proposals were scored, ranked, and recommended for award separately for each Practice Area based on independent scoring from an Evaluation Committee of in-house attorneys. Twenty (20) percent of the scoring was allocated to pricing. Fifty (50) percent was allocated to Practice Area experience and key attorney qualifications and experience. The remaining thirty (30) percent of scoring was allocated to firm background such as representative clients, distinguishing characteristics, and quality control. The Evaluation Committee recommended seventeen (17) firms for contract award on August 22, 2022.

## Recommendation

Staff recommends that the Board of Governors:

- a) Authorize Citizens to contract with seventeen law firms as provided in Attachment A, for a three (3) year base term with one (1) three (3) year renewal term, for an amount not to exceed \$8,400,000, as set forth in this General Corporate Legal Services Action Item; and
- b) Authorize staff to take any appropriate or necessary action consistent with this Action Item.

## Attachment A

### **Administrative/Government Law Practice Area:**

- Adams and Reese LLP
- Buchanan Ingersoll & Rooney PC
- GrayRobinson PA
- Greenberg Traurig PA
- Meenan PA
- Nelson Mullins Riley & Scarborough LLP
- Quintairos, Prieto, Wood & Boyer PA
- Radey Thomas Yon & Clark PA
- Saxon Gilmore & Carraway PA
- Shutts & Bowen LLP

### **Class Action Defense Practice Area:**

- Buchanan Ingersoll & Rooney PC
- Colodny Fass PLLC
- GrayRobinson PA
- Greenberg Traurig PA
- Nelson Mullins Riley & Scarborough LLP
- Quintairos, Prieto, Wood & Boyer PA
- Radey Thomas Yon & Clark PA
- Shutts & Bowen LLP

### **Transactional Law Practice Area:**

- Adams and Reese LLP
- Buchanan Ingersoll & Rooney PC
- GrayRobinson PA
- Nelson Mullins Riley & Scarborough LLP
- Greenberg Traurig PA
- Radey Thomas Yon & Clark PA
- Shutts & Bowen LLP

### **Civil Litigation Practice Area:**

- Adams and Reese LLP
- Buchanan Ingersoll & Rooney PC
- Cole, Scott & Kissane PA
- Colodny Fass PLLC
- GrayRobinson PA
- Greenberg Traurig PA
- Jonathan L. Williams PA
- Meenan PA
- Milber Makris Ploiusadis & Seiden LLP
- Nelson Mullins Riley & Scarborough LLP
- Quintairos, Prieto, Wood & Boyer PA
- Radey Thomas Yon & Clark PA
- Saxon Gilmore & Carraway PA
- Shutts & Bowen LLP

### **Employment Law Practice Area:**

- Bryant Miller Olive PA
- Greenberg Traurig PA
- GrayRobinson PA
- Jackson Lewis PC
- Radey Thomas Yon & Clark PA

## GENERAL CORPORATE LEGAL SERVICES

 ACTION ITEM New Contract Contract Amendment Other \_\_\_\_\_ CONSENT ITEM Contract Amendment Existing Contract Extension Existing Contract Additional Spend Previous Board Approval \_\_\_\_\_ Other \_\_\_\_\_

**Action Items:** Items requiring detailed explanation to the Board. When a requested action item is a day-to-day operational item or unanimously passed through committee it may be moved forward to the board on the Consent Index.

- Move forward as Consent:** This Action item is a day-to-day operational item, unanimously passed through committee or qualifies to be moved forward on the Consent Index.

**Consent Items:** Items not requiring detailed explanation to the Board of Governors. Consent items are contract extensions, amendments or additional spending authorities for items previously approved by the Board.

<b>Item Description</b>	General Corporate Legal Services
<b>Purpose/Scope</b>	<p>This Action Item requests approval to contract with seventeen law firms as specified in Attachment A, for a panel of law firms to provide general corporate legal services as needed in up to five Practice Areas. The Practice Areas are:</p> <ul style="list-style-type: none"> <li>- Administrative and Government Law</li> <li>- Civil Litigation (excluding insurance claims litigation)</li> <li>- Class Action Defense</li> <li>- Employment Law</li> <li>- Transactional Law</li> </ul> <p>While most general corporate legal matters are handled by Citizens' in-house attorneys, the contracts provide an established panel of highly qualified legal experts across a wide range of specialty areas. Citizens can quickly engage a firm on the panel as needed, but Citizens does not guarantee how many assignments, if any, will be made to a particular firm. Citizens also reserves the right to use firms selected outside of the panel.</p> <p>These contracts will replace Citizens' current panel of contracts that expire February 1, 2023. Those contracts were procured in 2016.</p>
<b>Contract ID</b>	<p><b>General Corporate Legal Services RFP 22-0013</b></p> <p>Multiple Vendors – See Attachment A</p>

## GENERAL CORPORATE LEGAL SERVICES

<b>Budgeted Item</b>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>Procurement Method</b>	<p>Citizens procured the requested panel of contracts through Request for Proposals No. 22-0013 for General Corporate Legal Services. The RFP was issued on May 6, 2022. Citizens received responses from twenty (20) firms, and all satisfied the minimum requirements for the RFP. The Proposals were scored, ranked, and recommended for award separately for each Practice Area based on independent scoring from an Evaluation Team of in-house attorneys. Seventeen (17) firms were recommended for contract award on August 22, 2022.</p>
<b>Contract Amount</b>	<p>Not to exceed \$8,400,000 across all contracts, including the base term and renewal term.</p>
<b>Contract Terms</b>	<p>The contracts will have a three (3) year base term and one (1) three (3) year renewal term.</p>
<b>Board Recommendation from Committee</b>	<p>Staff recommends that the Board of Governors:</p> <ol style="list-style-type: none"> <li>a) Authorize Citizens to contract with seventeen law firms as provided in Attachment A, for a three (3) year base term, with one (1) three (3) year renewal term, for an amount not to exceed \$8,400,000, as set forth in this Action Item; and</li> <li>b) Authorize staff to take any appropriate or necessary action consistent with this Action Item.</li> </ol>
<b>Contacts</b>	<p>Tim Cerio, General Counsel and Chief Legal Officer</p>