IMPORTANT NOTICE: A \$25 FILING FEE MUST ACCOMPANY THIS APPEAL. Checks should be made payable to: City of Milwaukee

IF THE CHARGES HAVE ALREADY APPEARED ON YOUR TAX BILL, THIS APPEAL CANNOT BE FILED

PLEASE READ CAREFULLY: This Board may only determine if the City Department followed proper administrative procedures. It cannot hear appeals as to whether a Building Order is valid or not (those must be appealed to the Standards and Appeals Commission)

TO: Administrative Review Appeals Board	
City Hall, Rm. 205 200 E. Wells St.	
Milwaukee, WI 53202	
414-286-2232	
DATE: 10/17/17	
RE: RFP No. 14749 (Address of property in question)	
Pursuant to Chapter 68 of the Wisconsin Statutues and Section 320-11 of the Milwaukee Code of Ordinances, this is a written petition for appeal and hearing.	
I am appealing the administrative procedure followed by Department of Purchasing/Comptroller	
(Name of City Department)	5
Amount of the charges \$_N/A	
Charge relative to:	
I feel the City's procedure was improper due to the following reasons and I have attached any	
supporting evidence, including city employee's names/dates which I spoke to regarding this issue copies of any city orders received:	e and
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supporting evidence, including city employee's names/dates which I spoke to regarding this issue copies of any city orders received: See attached appeal documents.	
supporting evidence, including city employee's names/dates which I spoke to regarding this issue copies of any city orders received: See attached appeal documents. (Your signature)	

(Your mailing address, zip code AND DAYTIME PHONE NUMBER)



October 16, 2017

Administrative Review Appeals Board c/o Jim Owczarski, City Clerk City Hall 200 East Wells Street Room #205 Milwaukee, WI 53202

Dear Mr. Owczarski:

Attached please find our Request for Administrative Appeal Hearing Pursuant to Wis. Stats. Chapter 68 in Connection with RFP No. 14749. This request for appeal is filed under Wis. Stats. Chapter 68 and the Milwaukee Code of Ordinance 320-11. We are serving you with the request pursuant to the Milwaukee Code of Ordinance 320-11. Please let me know if you have any questions.

Respectfully submitted,

Emery K. Harlan

Attorney

cc: Miriam R. Horwitz





October 12, 2017

VIA EMAIL & HAND DELIVERY

Ms. Rhonda U. Kelsey City Purchasing Director Department of Administration – Purchasing Division 200 East Wells Street, Room 601 Milwaukee, Wisconsin 53202

Re: Requ

Request for Administrative Appeal Hearing Pursuant to Wis. Stats. Chapter 68 in Connection with RFP No. 14749

Ms. Kelsey:

Pursuant to Chapter 68 of the Wisconsin Statutes, Quarles & Brady and MWH Law Group LLP (the "Firms") are writing to request an administrative appeal hearing for review of the award of the Disclosure Counsel Services contract to Katten Muchin Rosenman LLP law firm based in Chicago, in connection with the RFP No. 14749. We are requesting a review for clarification regarding the scoring of the proposal we submitted in response to the RFP.

Our proposal was not issued any points for Local Business Enterprise ("LBE") participation. Nor were we awarded any points for Small Business Enterprise ("SBE") participation. Yet, as set forth below, our proposal included LBE and SBE participation. In fact, our proposal provided for SBE participation of 50% -- far in excess of the City of Milwaukee's aspirational goal of 18%. Had our proposal received the LBE and SBE points that we believe it was entitled to in accordance with the RFP terms and conditions, we would have been the highest ranked proposer. Accordingly, we are respectfully requesting that an administrative hearing be held in accordance with Chapter 68 of the Wisconsin Statutes, for the purpose of reviewing the scoring of the our proposal and the ultimate award of the Disclosure Counsel Services contract. ¹

¹ The Firms expressly reserve the right to supplement this filing with additional evidence - - including, but not limited to, documents and information we are expecting to receive in response to two open records requests filed by MWH Law Group LLP with the City of Milwaukee, the Purchasing Department and Comptroller's Office.

I. FACTUAL BACKGROUND

A. Issuance of RFP No. 14749 / Disclosure Counsel Services

On March 14, 2017, the City of Milwaukee issued Request for Proposal No. 14749 for Disclosure Counsel Services (the "RFP"). To our knowledge, this was the first time that the City of Milwaukee issued a formal RFP for these services. The RFP stated that the anticipated contract period would be from July 1, 2017 through June 30, 2020 with the possibility of extensions. Further, the RFP provided that proposals were due by 2:00pm CST on Thursday, April 27, 2017. This deadline was subsequently extended to May 16, 2017.

B. SBE & LBE Participation

The RFP also contained provisions which encouraged SBE and LBE participation. With respect to SBEs, the RFP expressly provided that the use of SBE firms as "Co-Bond Counsel" [sic] would be a factor in whether a proposer received up to 20 points in the Experience and Capabilities category (*Page 5*). Additionally, the RFP provided that proposer could be awarded up to ten (10) additional points for "Effective Utilization of a City Certified SBE Firm." Specifically, the RFP required proposers to provide details in their responses as to how the SBE firm would be used to perform services in connection with the Disclosure Counsel engagement. While the RFP contemplates that a proposer who plans to utilize a SBE firm as a "subcontractor" must complete and submit an Office of Small Business Development Contractor Compliance Plan form, nothing in the RFP required a subcontractor relationship. Our submission was a joint proposal in which our Firms would work together to provide services, and would share fees (50/50) accordingly. This arrangement was designed specifically to demonstrate "Effective Utilization of a City Certified SBE Firm" and we submit that our proposal should have received the corresponding 10 additional points.

Regarding LBE participation, the RFP provides:

If a LBE is a responsive and responsible Proposer, an additional number of points equal to 5% of the maximum number of points used in the evaluation of the RFPs shall be applied to the total score attained by the LBE. Effective January 1, 2017, if the LBE is certified as a SBE with the City of Milwaukee's Office of Small Business Development, an additional number of points equal to 10% of the maximum number of points used in the evaluation of the RFP shall be applied to the total score attained by the LBE. (*Page 5*)

The RFP required that a proposer seeking points as a LBE complete a Local Business Enterprise Affidavit and Property Location Form, which MWH Law Group LLP ("MWH") did. The LBE Affidavit required a contractor to swear that it satisfied all of the following criteria:

- 1. Operates a business, or owns or leases property within the geographical boundaries of the City of Milwaukee. Post office boxes shall not suffice to establish status as a Local Business Enterprise.
- 2. A residential address may suffice to establish compliance as a Local Business Enterprise, but only if the business does not operate another business, or own or lease other real property, either within or outside the geographical boundaries of the City of Milwaukee.
- 3. Leased property shall not suffice to establish compliance as a Local Business Enterprise unless at least half of the acreage of all the real property owned or leased by the business is located within the geographical boundaries of the City of Milwaukee.
- 4. Has been doing business in the City of Milwaukee for at least one (1) year.
- 5. The business is not delinquent in the payment of any local taxes, charges or fees, or the business has entered into an agreement to pay any delinquency and is abiding by the terms of the agreement.
- 6. The business will perform at least 10% of the monetary value of the work required under the contract.

(emphasis added)

The Business Property Location Form merely asks the contractor to identify locations where it has property. It asks nothing about leases at any particular location nor the type of property at the listed location. The form does state that it must be submitted with "your bid" to be considered for LBE status. As noted below, more than fifty percent (50%) of MWH's total leased space is based in the City of Milwaukee.

C. Joint Proposal Submitted by the Firms

On May 16, 2017, the Firms submitted a Joint Proposal to RFP No. 14749.

The cover page of the proposal listed that it is submitted by:

Jeff Peelen

Jennifer Pflug Murphy MWH Law Group

Quarles & Brady LLP

Further, the Firms provided the following relative to their division of responsibility as Co-Counsel:

Quarles & Brady LLP and MWH anticipate serving together as true Co-Disclosure Counsel, essentially acting as a single firm for purposes of providing Disclosure Counsel services to the City. In fact, all fees will be split between both firms.

We envision MWH will be responsible for maintaining and distributing drafts of the offering document, while Quarles & Brady LLP leads the process of conducting due diligence reviews, including assembling and maintaining the due diligence files. However, both firms will be involved with every task in connection with Disclosure Counsel services rendered. In addition, both firms will be available to consult with the City and other transaction participants and participate in working group and other deal calls.

We also expect both firms to deliver 10b-5 opinion letters.

(RFP Tab K – Proposed Co-Disclosure Counsel Information) (emphasis added)

At the time of the Firms' proposal submission, MWH was certified as a SBE by the City of Milwaukee. A copy of the MWH's SBE Certificate was included as Tab D in the Firms' proposal. Additionally, MWH qualified as a LBE given that more than fifty percent (50%) of its total leased space was based in the City of Milwaukee. Emery K. Harlan, a Partner of MWH signed, in the presence of a notary public, completed the LBE Affidavit on April 11, 2017. This LBE Affidavit (along with the Property Location Form) was attached to the Firms' proposal as Tab D.

D. Scoring of the Proposals/Award of Disclosure Counsel Contract to Katten Muchin Rosenman LLP

On September 15, 2017, Ms. Karen Jeffries of the City's Purchasing Department, notified Quarles & Brady LLP via email that "[a]fter considerable review, the City of Milwaukee has awarded the contract to Katten Muchin Rosenman LLP the highest ranked proposer with a cumulative score of 105.4". This was the first notice the Firms received that they had not been selected. Further, Ms. Jeffries email provided no indication that the Firms could appeal the RFP decision.

The scoring tabulation sheet in connection with the RFP provides that Quarles & Brady received the second highest score -- 88.2. Despite the Firms' submission of MWH's SBE Certificate and LBE Affidavit with their proposal, no points were awarded for LBE or SBE participation. By contrast, Katten Muchin Rosenman LLP, received 9.8 points for SBE participation. In subsequent communications with the Purchasing Department, the Firms were

informed that no SBE points were awarded to them because their proposal did not contain Form A for SBE subcontractor utilization.

With respect to the decision not to award the Firms LBE points, the Purchasing Department expressly stated, in writing, that this was based upon the fact that MWH does not qualify as an LBE because it does not meet criteria #3 as set forth in the City of Milwaukee LBE Program Affidavit of Compliance. (See copy of R. Kelsey's 10/6/17 Email attached hereto as Exhibit A.) In a subsequent communication with the Purchasing Department, MWH was informed that the determination that it did not satisfy criteria #3 was based solely upon counting the number of offices it listed as having. Yet, "criteria #3" in the LBE says nothing about the number of offices a firm has or even how many of firm's offices must be within the City of Milwaukee. Instead, "criteria #3" expressly provides as follows:

Leased property shall not suffice to establish compliance as a Local Business Enterprise unless at least half of the acreage of all the real property owned or leased by the business is located within the geographical boundaries of the City of Milwaukee.

(emphasis added)

As will be discussed in greater detail below, more than 50% of the square feet of office space leased by MWH was at the time of the proposal submission (and now) is within the City of Milwaukee.

In response to the Firms' questions regarding the scores it received in the evaluation process, the Purchasing Department conducted a review of its initial determination that the Disclosure Counsel Services contract be awarded to Katten Muchin Rosenman LLP. On Friday, October 6, 2017, the Purchasing Department notified the Firms that it had found no error in the scoring of the Firms' proposal and could not set aside the initial determination that Katten Muchin Rosenman LLP should be awarded the contract.

II. DISCUSSION

A. The City Disclosure Counsel Award in Connection with RFP No. 14749 is Reviewable under Chapter 68 of the Wisconsin Statues

The Purchasing Department has represented to the Firms that the City of Milwaukee Ordinances does not provide a mechanism for an unsuccessful proposer to appeal an award of a contract issued, as is the case here, pursuant to a Request for Proposal context. However, Chapter 68 of the Wisconsin Statutes does afford aggrieved parties such as the Firms, an avenue to seek

review of determination, by municipalities that adversely affect their rights.² Specifically, Wis. Stat. § 68.10 states that aggrieved parties may file an appeal of a municipalities action within 30 days of receiving notice of the adverse action. Further, Wis. Stat. § 68.11 requires a municipality to conduct a hearing on an aggrieved party's appeal within 15 days of receiving notice of the appeal.

Here, there is no question that the Firms were the subject of an adverse action by a municipality -- namely the City of Milwaukee when its Purchasing Department refused to award them any points for SBE and LBE participation and this action resulted in the Disclosure Counsel Services contract being awarded to Katten Muchin Rosenman LLP. Nor is there any question regarding the timeliness of the Firms' appeal. It was filed less than 30 days of them being notified of the contract award and less than 7 days after the Purchasing Department notified the Firms that the initial determination to award the contract to a different law firm was being upheld. Accordingly, the Firms respectfully request that a hearing be set within the 15 day statutory time period and in the manner set forth in Wis. Stats. § 68.11(1).

B. The Firms Should Have Been Granted the Maximum Allowable Points for SBE and LBE Participation and Hence Awarded the Disclosure Counsel Contract

The Firms were erroneously denied any points for LBE and SBE participation in connection with RFP No. 14749. At the time of their proposal (and now) MWH was (and is) a certified SBE with the City of Milwaukee. At no point in their submission, was MWH designated as subcontractor. Nor did the RFP obligate any firm to serve as a subcontractor. Rather, the Firms represented in the proposal that they would serve as Co-Disclosure Counsel and share the work and fees on a 50-50 basis. (See RFP Tab K – Proposed Co-Disclosure Counsel Information) At no point did anyone in the RFP evaluation process contact the Firms and state that proposed work structure/arrangement was improper. Hence, the proffered explanation for not awarding the Firms points for SBE participation -- the failure to complete and submit a Subcontractor Form -- makes no sense, is arbitrary, and is not a rational basis for denying the award of SBE participation points. The net effect of the evaluators' decision to deny the Firms' SBE points in connection with their proposal is to punish the Firms for reaching a work fee structure/arrangement that resulted in SBE participation greater than the City's 18% goal.

Likewise, there are no grounds for denying the Firms' proposal points for LBE participation. Contrary to the Purchasing Department's written justification for denying issuance of points, "criteria #3" in the LBE Affidavit has nothing to do with the total number of a business's offices or the location of a particular number of those offices. Rather, "criteria #3" requires at least half "of all the real property owned or leased by business" be based within the boundaries of the City. (*Tab D - Proposed Co-Disclosure Counsel LBE/SBE Forms*) MWH executed a Local

² Wis. Stat. § 68.001 "Legislative purpose. The purpose of this chapter is to afford a constitutionally sufficient, fair and orderly administrative procedure and review in connection with determinations by municipal authorities which involve constitutionally protected rights of specific persons which are entitled to due process protection under the 14th amendment to the U.S. constitution."

Business Enterprise Affidavit of Compliance that was submitted with the proposal. (*Tab D – Proposed Co-Disclosure Counsel LBE/SBE Forms*) There is no question that the Affidavit is true and accurate in all respects. Indeed, at the time of the proposal, MWH leased a total of 5,657 sq. feet of office space, 3,173 sq. feet or 56.09% of that total space is leased within the City of Milwaukee (redacted Leases attached as <u>Exhibit B</u>). At no point did anyone from the Purchasing Department contact the Firms to address any questions or concerns relative to MWH's leases or offices. The Purchasing Department's decision to withhold points based about the number of MWH's listed offices outside of Milwaukee, and not based upon the percentage of office space leased here, has no support in the Local Business Enterprise Affidavit of Compliance or City Ordinances.

If the Firms' proposal had been issued 10 points each for LBE and SBE participation -points that were clearly earned based upon the materials submitted during the RFP process -- the
Firms would have surpassed the point total of Katten Muchin Rosenman LLP and been awarded
the contract.

In conclusion, the Firms respectfully request that they be issued the withheld maximum points for SBE and LBE participation and awarded the Disclosure Counsel Services contract in connection with RFP No. 14749.

Respectfully submitted,

Frey Lorlan

Emery K. Harlan

MWH Law Group LLP

Jeffrex Peelen

les & Brady

Attachments

cc: Mayor Tom Barrett

City Council President Ashanti Hamilton City Comptroller Martin Matson Public Debt Commission Members Purchasing Appeals Board Finance and Personnel Committee

EXHIBIT A

Copy of Rhonda Kelsey's 10/6/17 Email

Subject:

FW: RFP 14749 - Disclosure Counsel Services

From: Kelsey, Rhonda [mailto:Rhonda.Kelsey@milwaukee.gov]

Sent: Friday, October 6, 2017 5:19 PM

To: Bertieri, Pamela S. (MKE x1826) < Pamela.Bertieri@quarles.com

Subject: RE: RFP 14749 - Disclosure Counsel Services

Hello Ms. Bertieri:

I am following up to the email below. While I certainly do understand the concern, please see the responses below to the remaining two questions that you posed:

In regard to your question regarding LBE participation, MWH Law Group, LLP does not qualify as an LBE because it does not meet criterion #3 as set forth in the City of Milwaukee's LBE Program Affidavit of Compliance.

As it relates to your question regarding SBE participation, the Request for Proposal (RFP) states: **SBE Participation**: Effective Utilization of a City Certified SBE Firm **(Optional)** Other Services Offered **(Optional)**. Proposers who utilize a City-certified SBE vendor for this contract will be eligible for up to 10 additional points for subcontracting a portion of the work with a city certified SBE vendor. In order to qualify for these additional SBE points, proposers must provide details in their proposal response as to the percentage of the contract that will be subcontracted to the SBE vendor and a description of the meaningful services that the SBE subcontractor will be performing. The Office of Small Business Development Contractor Compliance Plan (Form A) must be completed and submitted with your proposal if you intend to utilize an SBE subcontractor. Failure to return these properly completed forms will result in disqualification from receiving the additional points for SBE.

Should you have any additional questions or concerns, please do not hesitate to contact me at 414-286-3501.

Rhonda U. Kelsey

City Purchasing Director

City of Milwaukee

DOA-Purchasing Division

200 E. Wells, Room 601

Milwaukee, WI 53202

From: Bertieri, Pamela S. [mailto:Pamela.Bertieri@quarles.com]

Sent: Tuesday, September 26, 2017 12:06 PM

To: Kelsey, Rhonda < Rhonda. Kelsey@milwaukee.gov>

Cc: Jeffries, Karen < KDJEFFR@milwaukee.gov>

Subject: FW: RFP 14749 - Disclosure Counsel Services

Dear Ms. Kelsey,

Quarles & Brady and MWH Law Group submitted a joint proposal in response to the City of Milwaukee's RFP 14749 for Disclosure Counsel Services. We submitted the response as a joint proposal, rather than having either firm be named as a subcontractor, providing more meaningful LBE/SBE participation for the City. Therefore, we did not submit a subcontractor plan. Could you explain why our response did not merit points for LBE and SBE participation? MWH qualifies as both an LBE and is certified by the City of Milwaukee as an SBE.

I contacted the Procurement Specialist for this RFP via email and telephone, but did not receive a reason why points were not awarded for the LBE and SBE categories. I am reaching out to you to see if you could answer this question.

In addition, could you please provide instructions on how to file a bid appeal? Neither Quarles & Brady or MWH Law Group received a written notice of the City's award recommendation on this formal bid. According to the paragraph below that is posted to the City's website, the written notice we should have received would have included information regarding contesting the City's award recommendation.

<u>Bid Award Recommendation Appeal</u> - All bidders will be notified in writing of the City's award recommendation on all formal bids with regard to determining the low responsive and responsible bidder relative to the Invitation for Bid (Special Conditions). A bidder who wishes to contest the City's award recommendation has the right to appeal by following the instructions provided with the Notice of Findings.

Thank you for your time and consideration,

Pam Bertieri

EXHIBIT B

MWH Law Group LLP's Redacted Leases

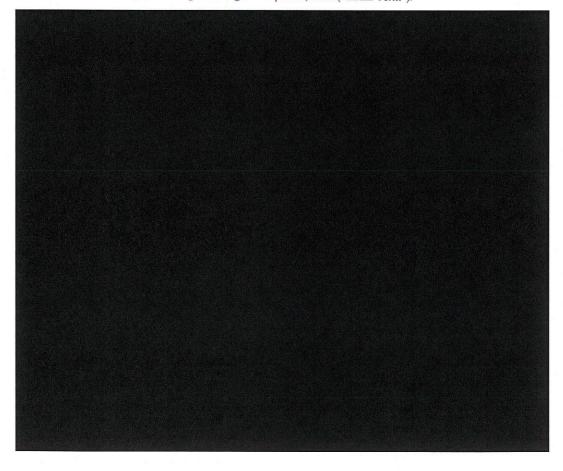
OFFICE LEASE

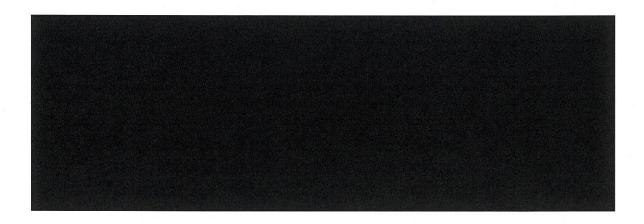
THIS INDENTURE, made this day of April, 2016, by and between a Wisconsin limited liability company (the "Landlord"), and MWH Law Group LLP, a Wisconsin limited liability partnership (the "Tenant").

WITNESSETH:

(1) DEMISE AND PREMISES: Subject to the terms and conditions hereof, Landlord leases to Tenant, and Tenant leases from Landlord at 735 North Water Street, Milwaukee, Wisconsin (herein called the "Building") the following described space on the 6th floor comprising 3,173 rentable square feet, known as Suite 610 and is herein called the "Premises".

(2) TERM: This Lease shall be for a term of two (2) Years commencing on May 1, 2016 (the "Commencement Date"), and ending at midnight on April 30, 2018 ("Initial Term").





IN WITNESS WHEREOF, the parties have caused this instrument to be executed by their duly authorized representative as of the day and year first above written.

LANDLO	RD;			
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	Authorized	Agent		^
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		THE PARTY	Tor (m)	
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FIRST LEASE MODIFICATION				
THIS FIRST LEASE MODIFICATION is made and entered into as of this day of , 2017, by and between hereinafter referred to as "Landlord" and MWH LAW GROUP, LLP hereinafter referred to as "Tenant".				
WITNESSETH:				
WHEREAS, by written Lease bearing date of April 28, 2016, the ("Lease"), Landlord leased to Tenant the following described premises, situated in the City of West Des Moines, Polk County, Iowa, Suite 465, One Corporate Place, 1501 42nd Street, to-wit:				
for a term ending January 31, 2017;				
WHEREAS, Lessee desires to extend the term of its lease and expand into approximately 892 rentable square feet bringing the total rentable square footage under Lease to 2,484 the ("Premises") as outlined on attached Exhibit "A", upon the terms and conditions stated in this First Lease Modification.				
NOW, THEREFORE, in consideration of the premises and their mutual covenants and agreements, the parties hereto agree as follows, to-wit:				
 That, the term of said First Lease Modification shall commence February 1st 2017 and expire January 31, 2018. 				
 That, except as herein modified, all other terms, covenants, and conditions of said Lease shall remain in full force and effect. 				
IN WITNESS WHEREOF, the parties hereto have duly executed this First Lease Modification, the day and year first above written.				
LANDLORD: TENANT: MWH LAW GROUP LLP				
BY: Peru M. Murphy, Partner Kerrie M. Murphy, Partner				

OFFICE LEASE

THIS OFFICE LEASE ("Lease") is entered into by Landlord and Tenant as described in the following basic lease information on the date that is set forth for reference only in the following basic lease information. Landlord and Tenant agree:

ARTICLE 1 BASIC LEASE INFORMATION

- 1.1 **Basic Lease Information.** In addition to the terms that are defined elsewhere in this Lease, these terms are used in this Lease:
 - (a) LEASE DATE: April 28, 2016
 - (b) LANDLORD: Vischering, L.L.C.
 - (c) LANDLORD'S ADDRESS:



(d) TENANT:

MWH Law Group LLP 1501 42nd Street Suite 465 West Des Moines Iowa 50266

- (e) TENANT'S ADDRESS: The Premises as defined in this Lease
- (f) BUILDING ADDRESS: 1501 42nd Street West Des Moines, IA 50266
- (g) PREMISES: The premises outlined on Exhibit A to this Lease, known as Suite 465.
- (h) RENTABLE AREA OF THE PREMISES: 1,592 square feet.
- (i) RENTABLE AREA OF THE BUILDING: 61,933 square feet.
- (j) TERM: Eleven (11) months, beginning on the March 1st 2016 and expiring on the January 31, 2017.
- (k) COMMENCEMENT DATE: March 1st 2016.
- (I) EXPIRATION DATE: January 31, 2017.
- (m) SECURITY DEPOSIT:

(n) MONTHLY RENT:

Months: Rent Per Month:

- (o) OPERATING EXPENSE BASE YEAR: N/A
- (p) REAL ESTATE TAXES BASE YEAR: N/A

CONSULT YOUR ATTORNEY:

If this Lease has been filled in, it has been prepared for submission to your attorney for his or her approval. No representation or recommendation is made by or its agents or employees as to the legal

sufficiency, legal effect, or tax consequences of this Lease.

Date: 3 23 1 V

or its agents or employees as to the legal

3123/2016

Landlord and Tenant have executed this Lease as of the day and year first above written.			
ATTEST/WITNESS:	Landlord: By: As Agent for Owner		
By: Printed Name:	Printed Name Its: Vice President Date: 4/28/2016		
ATTEST/WITNESS: By: WWW MANN Printed Name: WOOW MULL	By: All Murphy Printed Name: Kerrie M. Murphy		

Its: Partner

Receipt of A.R.A.B. Appeal Fee

Date: 10/17/17

Received Of: Emery Harlan (check is from

MWH Law Group, LLP)

Relating to:

Awarding of a contract and assigning SBE/LBE points

Received By: LME

Check # (If Applicable): 2012

Amount Received \$25.00

