



REQUEST FOR SEALED QUALIFICATIONS & PROPOSALS

FOR

PROFESSIONAL SERVICES UNDER A FAIR
AND OPEN PROCESS

GENERAL LEGAL COUNSEL

SOUTH JERSEY PORT CORPORATION

2 AQUARIUM DRIVE, SUITE 100

CAMDEN, NJ 08103

PROPOSAL ACCEPTANCE DATE:

TUESDAY, JULY 12, 2022 AT 11:00AM

INFORMATION FOR RESPONDENTS

Sealed qualifications shall be received in accordance with Public Advertisement as required by law, a copy of said notice being attached hereto and made part of these specifications.

Submission of Qualifications

All qualification proposals must be submitted in sealed envelopes bearing on the outside the name of the proposer, address and the name of the professional service for which the proposal is submitted. Proposals must be addressed to the attention of:

SOUTH JERSEY PORT CORPORATION
c/o Patrick Boyle, Purchasing Manager
2 Aquarium Drive, Suite 100
Camden, NJ 08103

Qualifications forwarded through the mail
must contain the following statement on the envelope:

“THIS IS A SEALED QUALIFICATION PROPOSAL AND SHALL NOT BE OPENED AND READ UNTIL TUESDAY, JULY 12, 2022 BY 11:00AM BY PATRICK BOYLE OR HIS DESIGNEE: SJPC-GC-071222”

The South Jersey Port Corporation (hereinafter “SJPC”) will not assume responsibility for proposals not delivered in person to the above address.

The sealed proposals will be opened and recorded at South Jersey Port Corporation’s Corporate Offices at 2 Aquarium Drive, Suite 100, Camden, NJ 08103 on Wednesday June 8, 2022 at 2:00pm

Receipt of Proposals

All proposals must be received by **Tuesday, July 12, 2022 at 11:00am**. No proposals will be accepted after the specified time.

Reservations

The SJPC reserves the right to reject any or all proposals, to waive irregularities and technicalities, to request re-submissions, and to award proposals as the SJPC deems will best serve the interest of the SJPC.

Questions regarding this Request for Proposals (“RFP”) may be directed to Patrick Boyle, Purchasing Manager, in writing at pboyle@southjerseyport.com.

Neither the SJPC, nor its respective staff, consultants, or advisors shall be liable for any claims or damages resulting from the solicitation or preparation of the qualifications proposals, nor will there

be any reimbursement to any respondents for the cost of preparing and submitting a qualifications proposal or for participating in this process.

During the period provided for the preparation of responses to the RFP, the SJPC may issue addenda, amendments, or answers to written inquiries. Those addenda will be noticed by the SJPC and will constitute a part of the RFP. All responses to the RFP shall be prepared with full consideration of the addenda issued prior to the proposal submission date.

The SJPC will consider proposals only from firms or organizations that have demonstrated the capability and willingness to provide high quality services in the manner described in this RFP.

This RFP does not constitute a bid and is intended solely to obtain competitive proposals from which the SJPC may choose a contractor(s) to that best meet(s) the SJPC's needs. It is the SJPC's intent that no statutory, regulatory, or common law bidding requirements apply to this RFP. The SJPC intends to award any contract(s) for these services pursuant to N.J.S.A. 40A:11-5(1)(a)(i).

ADVERTISEMENT FOR PROPOSALS

South Jersey Port Corporation
Request for Qualifications and
Proposals for
Professional Services

Notice is hereby given that sealed Qualifications and Proposals for Professional Services will be received by the South Jersey Port Corporation (herein after "SJPC"). Six (6) original sealed copies of each firm's qualifications and proposals shall be submitted to Patrick Boyle, Purchasing Manager, South Jersey Port Corporation, 2 Aquarium Dr., Suite 100, Camden, NJ 08103, by Tuesday, July 12, 2022 at 11:00am at which time the sealed proposals will be opened and recorded.

Qualifications and Proposals for the following professional services will be accepted:

- General Legal Counsel
- Maritime Counsel

Each submission to be considered shall comport to the criteria set forth in the qualification/proposal packets. The qualification/proposal packets may be obtained from SJPC at <http://www.southjerseyport.com> or upon request to: South Jersey Port Corporation, Attention: Patrick Boyle, Purchasing Manager, 2 Aquarium Dr., Suite 100, Camden, NJ 08103. pboyle@southjerseyport.com.

Respondents are required to comply with the requirements of N.J.S.A. 10:5-31 et seq. and N.J.A.C. 17:27 et seq.

REQUEST FOR QUALIFICATIONS & PROPOSALS FOR PROFESSIONAL SERVICES

1.0 Overview

The South Jersey Port Corporation (SJPC) is an agency of the State of New Jersey with a mission to develop, maintain and operate marine terminals and related intermodal transportation infrastructure within the South Jersey Port District. The agency has primary offices and port operations in Camden, New Jersey at the Balzano Marine Terminal and the Broadway Terminal. The agency also has facilities in Salem and Paulsboro. SJPC is grantee of foreign Trade Zone #142.

2.0 Purpose of Proposal

The following procedures are designed to provide a fair and open process in awarding professional services based on qualifications, merit, and cost effectiveness through accessible advertising. Services include annual appointments and day-to-day programs, projects, and contracts.

Any person or firms (hereafter “Applicant/Proposer or Proposers”) interested in providing professional services as General Legal Counsel to the South Jersey Port Corporation (hereafter “SJPC”) may submit an application in accordance with the requirements of this Request for Qualifications and Proposals for Professional Services.

3.0 Scope of Services

1. Appointment of General Legal Counsel

General Legal Counsel shall be appointed by the Board of Directors of SJPC by a majority vote at a quorum of its members and shall serve for a term of two (2) years and until their successor has been appointed and qualified. General Legal Counsel shall be an attorney-at-law of New Jersey. In lieu of appointing an individual attorney, the SJPC may appoint a firm of attorneys, all members of which shall be attorneys-at-law of New Jersey. General Legal Counsel shall execute a written contract with the SJPC and shall receive such compensation as agreed upon by SJPC.

2. Duties

General Legal Counsel shall:

- A) Represent the SJPC in certain legal matters and shall advise and assist the Board of Directors and CEO, and all departments as required in the administration of SJPC business and operations.

- B) Attend meetings of the Board of Directors and give opinions and rulings of questions of law which may arise at Board meetings or at the request of a majority of the Board Members or the Executive Director and CEO.
- C) Prepare or approve legal instruments relating to the business of the SJPC.
- D) Represent the SJPC in litigation and conduct trials, appeals, and other proceedings affecting the interest of the SJPC as he/she may in his/her discretion determine to be necessary or desirable, subject to the approval of the Board of Directors.

3. Additional Duties

General Legal Counsel shall also:

- A) Maintain records of all action suits, proceeding and matters, which relate to the SJPC's interest and report thereon as the Board of Directors or CEO may require.
- B) Have power to enter into any agreement, compromise, or settlement or any litigation in which the SJPC is involved, subject to the prior approval or ratification of the Board of Directors.
- C) Upon the termination of their service with the SJPC, forthwith surrender to their successor all SJPC property, paper, and records, together with written consent to substitute for their successor in any pending actions or proceedings.

4. Special Counsel

Whenever he or she deems that the interests of the SJPC, General Legal Counsel, may recommend to the Board of Directors the appointment of special counsel with the approval of the Board of Directors.

4.0 Applicant's/Proposer's Responsibility in Responding to SJPC's Request for Qualifications and Proposals for Professional Services

The Applicant/Proposer shall, in response to SJPC's Request for Qualifications and Proposals, at a minimum include the following information:

- 1. Qualification requirements to compete for the needed service or activity as set forth in the "duties and responsibilities" of the position defined in the SJPC's Request for Proposal. Qualifications at a minimum, shall include requirements defined as follows:
 - A) The full name and business address.

- B) Listing of all post high school education of the applicant and/or members of a professional firm seeking to provide professional services as described within the body of the Request for Proposal.
- C) Dates and licensure in the State of New Jersey and any other State as to the professional discipline requested to serve the needs of the SJPC.
- D) A listing of any professional affiliation or membership in any professional societies or organizations, with an indication as to any offices held.
- E) The number of licensed professionals employed (if a professional firm) and/or affiliated with a professional entity seeking to provide services to the SJPC. A description of each individual's qualifications, including education licensure and years of professional experience.
- F) A listing of all previous Public Sector entities served by the Applicant/Proposer licensed professional including dates of service and position(s) held.
- G) Proposed costs of the service(s) or activities, including the hourly rate of individuals expected to perform the services or activities. The proposed costs should include: i. Meetings, ii. Site Visits and expenses, iii. Expenses for travel, postage and telephone excluded from the hourly rate. iv. Additional services defined beyond the scope of the regular services. v. Any retainer required and a designation as to what such retainer covers.
- H) The Applicant/Proposer shall submit six (6) copies of their proposal for review and consideration by the SJPC Board of Directors.
- I) The primary representative(s) of the selected proposer must possess, or obtain upon award of contract, a Transportation Worker Identification Credential (TWIC). TWIC was established by Congress through the Maritime Transportation Security Act (MTSA) and is administered by the Transportation Security Administration (TSA) and U.S. Coast Guard. TWICs are tamper-resistant biometric credentials issued to workers who require unescorted access to secure areas of ports, vessels, outer continental shelf facilities and all credentialed merchant mariners. TWIC is required for any unescorted access to SJPC's Balzano Marine and Broadway Terminals. To obtain a TWIC, an individual must provide biographic and biometric information such as fingerprints, sit for a digital photograph and successfully pass a security threat assessment conducted by the Transportation Security Administration.

5.0 Required Bid Forms.

Each proposal shall require the bidder or proposer to complete the forms and submit the documents attached or identified hereto as exhibits Q1 through Q20. Those attachments are as follows:

- Q1. Small Business Enterprise Questionnaire
- Q2. Mandatory Equal Employment Opportunity “Exhibit A” Language (Professional Services)
- Q3. Mandatory Equal Opportunity “Exhibit B” Language (if applicable)
- Q4. Stockholder Disclosure Certification
- Q5. Non-Collusion Affidavit
- Q6. Debarred List Affidavit
- Q7. Affirmative Action Evidence for Procurement I Service
- Q8. Business Registration Certificate
- Q9. Set-Off for State Tax
- Q10. Acknowledgement of Receipt of Addenda Form (if applicable)
- Q11. Executive Order #129 Vendor Disclosure Form
- Q12. Executive Order #189 Vendor Code of Ethics Affidavit
- Q13. Executive Order # 117 Two Year Chapter 51 I Vendor Certification & Disclosure of Political Contributions
- Q14. Executive Order #151 Contract Compliance
- Q15. Employee Information Report- form AA30 2
- Q16. Ownership Disclosure Form (formerly E.O. #134)
- Q17. Prevailing Wage Notification
- Q18. Public Works Contract Registration
- Q19. Buy America Notice
- Q20. Pay to Play

6.0 Insurance and Other Requirements

PROFESSIONAL SERVICE CONTRACTS

A. General Insurance Requirements

1. The Professional Services shall not commence until the Professional Service Contractor has obtained, at their own expense, all of the insurance as required hereunder and such insurance has been approved by the South Jersey Port Corporation; nor shall the Professional Service Contractor allow any Subcontractor to commence work on any South Jersey Port Corporation projects until all insurance required of the Subcontractor has been so obtained and approved by the Contractor. Approval of insurance required of the Professional Service Contractor will be granted only after submission to the South Jersey Port Corporation, original certificates of insurance signed by authorized representatives of the insurers or, at the South Jersey Port Corporation request, certified copies of the required insurance policies.

2. The Professional Service Contractor shall require all Subcontractors to maintain during the term of the Contract commercial general liability insurance, business auto liability insurance, and workers compensation and employer's liability insurance at the same limits required of Professional Service Contractor.

3. All insurance policies required hereunder shall be endorsed to provide that the policy is not subject to cancellation and non-renewal until thirty (30) days prior written notice has been given to the Owner by the Professional Service Contractor, except in the case of non-payment of premium which is ten (10) days.

4. No acceptance and/or approval of any insurance by the South Jersey Port Corporation shall be construed as relieving or excusing the Professional Service Contractor (or the Professional Service Contractor's Surety, if applicable) from any liability or obligation imposed upon either or both of them by provisions of this Contract.

5. Any deductibles or retention's of (\$5,000) or greater shall be disclosed by the Professional Service Contractor, and are subject to South Jersey Port Corporation's written approval. Any deductible or retention amounts elected by the Professional Service Contractor or imposed by the Professional Service Contractor's insurer(s) shall be the sole responsibility of the Professional Service Contractor.

6. All insurance shall be procured from insurers permitted to do business in the State of New Jersey and having an A.M. Best Rating of at least "A-, Class VIII".

7. All insurance required herein, with the exception of the Professional Liability Insurance, shall be written on an "occurrence" basis. Claims-Made coverage must include:

- i. The retroactive date must be on or prior to the start of work under this contract; and
- ii. The Professional Services Contractor must purchase "tail coverage/an extended reporting period" or maintain coverage for a period of three years, subsequent to the completion of their work / final payment.

8. Insurance provided to the South Jersey Port Corporation as specified herein, except Workers' Compensation and Professional Liability, shall be

primary, and any other insurance, self-insurance, coverage or indemnity available to the Owner and Owner's shall be excess of and non-contributory with insurance provided.

9. South Jersey Port Corporation, its directors, officers, partners, members, employees, agents and representatives shall be named as additional insured on the General Liability, Automobile Liability and Umbrella Liability Policies on a primary and non-contributory basis.

10. The carrying of insurance described shall in no way be interpreted as relieving the Professional Service Contractor of any responsibility or liability under the contract.

11. Any type of insurance or any increase in limits of liability not described above which the Professional Service Contractor requires for its own protection or on account of statute shall be on its own expense.

B. Professional Service Contractor Liability Insurance Requirements

The Professional Service Contractor shall purchase the following:

1. Commercial General Liability insurance for bodily injury, personal injury, and property damage including loss of use, with minimum limits of:

\$1,000,000 each occurrence;

\$1,000,000 personal and advertising injury;

\$2,000,000 general aggregate; and

\$1,000,000 products/completed operation aggregate.

This insurance shall include coverage for all of the following:

- General aggregate limit;
- Liability arising from premises and operations;
- Liability arising from the actions of independent contractors;
- Contractual liability including protection for the Professional Service Contractor from bodily injury and property damage claims arising out of liability assumed under this Contract.

2. Business auto liability insurance with a minimum limit of \$1,000,000 per accident and including coverage for all of the following:

- Liability arising out of the ownership, maintenance or use of any auto;
- Auto non-ownership and hired car coverage.

3. Workers' Compensation insurance with statutory benefits as required by any

state or Federal law, including standard "other states" coverage; Employers Liability insurance with minimum limits of:

- \$100,000 each accident for bodily injury by accident;
- \$100,000 each employee for bodily injury by disease; and
- \$500,000 policy limit for bodily injury by disease.

4. Professional Liability: Professional Service Contractors (such as, but not limited to Architects, Engineers, Attorneys, Physicians, and Risk Management Consultants) shall provide the South Jersey Port Corporation with a certificate of insurance evidencing Professional Liability and/or Malpractice Insurance with minimum limits of \$1,000,000 combined single limit.

5. Umbrella/Excess liability insurance to apply on a Following Form Basis of the Commercial General Liability, Automobile Liability and Employer's Liability Policies and with minimum limits of:

- \$1,000,000 per occurrence;
- \$1,000,000 aggregate limit (where applicable)

C. Indemnification

1. The Contractor will protect, defend, indemnify and hold harmless the South Jersey Port Corporation from and against any and all losses, penalties, damages, settlements, costs, charges, professional fees or other expenses or liabilities arising out of or resulting from the performance of the work or the completed operations provided that any such claims, damage, loss or expense is attributable to bodily injury, sickness, disease, or death, or to injury to or destruction of the tangible property including the loss of the use resulting there from; and is caused in whole or in part by any negligent or willful act or omission of the Contractor, Subcontractor(s), Sub-subcontractor(s), and anyone directly or indirectly employed by any of them or anyone for whose acts any of them may be liable.

2. In any and all claims against the South Jersey Port Corporation or any of its agents or employees, by an employee of the Contractor, Subcontractor, or any Sub-subcontractor, or anyone directly or indirectly employed by any of them, or anyone for whose acts any of them may be liable, the indemnification obligation shall not be limited in any way by any limitation on the amount or type of damages, compensation or benefits payable by or for any Contractor, Subcontractor or any Sub-subcontractor under Workmen's Compensation Acts, Disability Benefits Acts, or other Employee.

Financial Disclosure

The Applicant/Proposer shall file all Financial Disclosure Statements as required by Law.

Executive Order No. 271 Compliance

Per attached Executive Order No. 271, the contractor of any subcontractors that is party to this contract (“covered contractor(s)”) must maintain a policy that requires all covered workers to either provide adequate proof to the covered contractor that they have been fully vaccinated or submit to COVID-19 testing at a minimum one to two times weekly.

South Jersey Port Corporation shall require bidders for contracts to certify prior to executing a contract that the bidder, if awarded a contract, shall comply with Executive Order No, 271. Covered contractors shall certify, at the time of submission of an invoice that they have complied with Executive Order during the period of time covered by the invoice.

Certification of Non-Involvement in Prohibited Activities in Russia or Belarus

On March 9, 2022, Governor Murphy signed P.L.2022, c.3, which prohibits certain government dealings with businesses engaged in prohibited activities in Russia or Belarus. As an agency of the State of New Jersey, South Jersey Port Corporation will now be required to have a business, or person with whom it is contracting, sign a certification that they are not engaged in prohibited activities in Russia or Belarus. That form is included in this bid document and the awarded contractor must complete it.

7.0 Basis for Award of Contract/Agreement for Professional Services

The SJPC shall award all professional service contracts or agreements based on qualification, merit, criteria set forth in the within Request for Qualifications and Proposal, and cost competitiveness. The SJPC reserves the right in its sole discretion to reject all bids or to award to the Applicant/Proposer, which the SJPC Board of Directors’ determines to be most advantageous to the SJPC regardless of price. SJPC intends to rank proposals based on qualifications and other factors and negotiate pricing beginning with the highest ranked applicant and proceeding down the list until an acceptable applicant and pricing are reached.

In accordance with Executive Order No. 26 (Whitman, 1994) and Executive Order No. 37 (Corzine, 2006), the criteria used to evaluate responsive proposals shall include, but not be limited to:

1. Qualifications of the individual or firms who will perform the service or activity.
2. Experience and references
3. Ability to perform the service or activity in a timely fashion, including staffing and the staff’s familiarity of the service or activity.
4. Demonstrated familiarity and understanding of the South Jersey Port Corporation governance, facilities, legal structure, and operations.
5. Location of Proposer or Proposer’s firm.
6. Experience in providing legal services to governmental entities.

7. Cost Competitiveness.
8. The SJPC reserves the right to conduct an interview or interviews with the prospective professionals to discuss the scope of the professional services as outlined in the Applicant's/Proposer's proposal.
9. All awards will be by formal action of the SJPC Board of Directors.
10. All awards are subject to availability of funds.
11. This policy will include, but not limited to, all of the above listed requirements.

8.0 Miscellaneous Requirements

A. SJPC will not be responsible for any expenses incurred by any firm in preparing or submitting a proposal. All responses to this Request for Proposals shall provide a straightforward, concise delineation of the firm's capabilities to satisfy the requirements of this RFP. Emphasis should be on completeness and clarity of content.

B. The contents of the proposal submitted by the successful firm(s) and this RFP may become a part of the contract for these services. The successful firm(s) will be expected to execute said contract with the SJPC

C. Responses shall be signed in ink by the individual or authorized principal of the responding party and shall be valid for a minimum of sixty (60) days from the date of opening.

D. SJPC reserves the right to reject any and all proposals received by reason of this RFP, or to negotiate separately in any manner necessary to serve the best interests of the SJPC.

E. Any selected firm is 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 the prior written consent of the SJPC.

F. The selected firm(s) shall be required to comply with the requirements of the Americans with Disabilities Act and with the requirements of P.L. 1975, c.127 and submit an employee information report or certificate of employee information report approvals. This requirement will be addressed upon execution of agreement.

G. All responses to this RFP shall be subject to public scrutiny in accordance with New Jersey statutes, rules, and regulations.

H. Any contract for services shall be subject to the availability and appropriation of sufficient funds for this purposes annually.

I. Contracts awarded pursuant to this RFP may be amended to provide for closely related services, the need for which may arise or become apparent after the original contract award. Any contract amendment for closely related services must be approved by resolution.

J. All firms are advised that, pursuant to N.J.S.A. 19:44A-20.13, it is their responsibility to file an annual disclosure statement with the New Jersey Election Law Enforcement Commission (“ELEC”) if, during the calendar year, they receive a contract(s) in excess of \$50,000.00 from public entities. It is the firm’s responsibility to determine if such filing is necessary.

K. All firms are further advised that effective September 1, 2004, c. 7 expands the State Contractor Business Registration Program to contracting units as defined in the Local Public Contracts Law. Effective January 18, 2010, P.L. 2009, c. 315 revises the State Contractor Business Registration Requirement and permits filing a BRC prior to award of contracts if not filed with bid or RFP.