



ASSOCIATION OF MONTEREY BAY AREA GOVERNMENTS

Association of Monterey Bay Area Governments

Request for Proposals for Legal Services

Not to Exceed \$90,000

Issued: September 25, 2025

Questions Due: October 3, 2025 by 4:00 p.m.

Responses Posted: October 7, 2025 by 4:00 p.m.

Deadline (proposals received by AMBAG): October 17, 2025 by 4:00 p.m.

Submit all questions and proposals to:

Errol Osteraa | AMBAG | 24580 Silver Cloud Court, Monterey, CA 93940-6536 |
<mailto:deidam@ambag.org> | fax 831.883.3755

Planning Excellence!

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Introduction

The Association of Monterey Bay Area Governments was organized in 1968 for the purpose of regional collaboration and problem solving. AMBAG, as it is often referred to, was formed by Joint Powers Authority (JPA) governed by a twenty-four member Board of Directors comprised of elected officials from each City and County within the region. The AMBAG region includes Monterey, San Benito and Santa Cruz County. AMBAG serves as both a federally designated Metropolitan Planning Organization (MPO) and Council of Governments (COG). AMBAG performs metropolitan level transportation planning on behalf of the region. Among its many duties, AMBAG manages the region's transportation demand model and prepares regional housing, population and employment forecast that are utilized in a variety of regional plans. Membership and participation in AMBAG is voluntary on the part of its members. Funding is primarily from state and federal transportation funds and grants as well as other project specific grants.

As the Metropolitan Planning Organization (MPO) for the tri-county region of Monterey, San Benito and Santa Cruz counties, the Association of Monterey Bay Area Governments (AMBAG) issues this Request for Proposals (RFP) for Legal Services from qualified firms or individuals (Proposers) for calendar years 2026 through 2030

AMBAG encourages proposals from Disadvantaged Business Enterprises (DBE) and from Proposers that may qualify as low income or who are otherwise economically disadvantaged. This RFP may be viewed and downloaded from AMBAG's website at www.ambag.org.

Based on its evaluation of the proposals received in response to this RFP, AMBAG may select one Proposer to enter into exclusive negotiations for an agreement substantially similar to Attachment C (*Incorporation of Attachments*), **AMBAG DRAFT AGREEMENT FOR PROFESSIONAL SERVICES**. The contract will require the Proposer to perform the services upon AMBAG's request following delivery of a Notice to Proceed (NTP).

The selection of any Proposer for exclusive negotiations shall not imply AMBAG's acceptance of all terms of the Proposer's submittal; terms may be subject to further negotiation. AMBAG shall have no obligation unless and until a final contract is entered into by the parties following approval by AMBAG's Executive Director. There is no guarantee that AMBAG will issue any NTPs, and AMBAG may terminate the contract at any time.

Proposals must be received by AMBAG no later than 4:00 pm Pacific Daylight Time (PDT) on October 17, 2025, at the following address:

Association of Monterey Bay Area Governments (AMBAG)
24580 Silver Cloud Court
Monterey, CA 93940

Responses to this RFP that are not received by the time and date specified, do not contain all the required information and completed forms, or do not meet required skills and experience qualifications shall be deemed non-responsive and rejected without consideration.

Proposers may obtain copies of this RFP, including the forms to be submitted in the Proposal package, by downloading the document from AMBAG's website: <http://www.ambag.org> or by contacting AMBAG, 24580 Silver Cloud Court, Monterey, CA 93940, (831) 264-5099, email: <mailto:deidam@ambag.org>

Scope of Work & Project Deliverables

It is the intent of AMBAG to secure the services of qualified firms or individuals to provide Legal Services which include:

1. Ordinary Services
 - Legal advice and legal opinions to AMBAG and its Executive Director in the regular course of business and concerning all such matters as administrative procedures, AMBAG board actions, and attendance at AMBAG meetings as requested.
 - Assisting in the drafting and preparing of ordinary contracts and agreements
 - Engaging in legal research, study and review necessary to properly advise and protect the interests of AMBAG.

Estimated hours required for this item is four to five hours per month.

2. Extraordinary Legal Services such as the preparation of complex legal documents and legal opinions.
3. Litigation Services not covered in 2) above.

Required Skills and Experience

Only proposals from Proposers demonstrating previous experience in the performance of the services described in **Scope of Work & Project Deliverables** section shall be considered.

The RFP response shall provide a description of the firm and a statement of firm qualifications and firm experience focusing on the last five years. The response shall identify the category(ies) that the firm is proposing on, including the firm's overall management structure, and the specific organization of the proposed team (and if subcontractors are being utilized, their interaction with the firm proposing on this work). Additionally, the response must also identify by name all personnel that would perform work for AMBAG and their proposed roles. For attorneys, a description of individual qualifications (including California Bar Number), representative clients within the past five years (and whether they are current clients), and a resume is required. For support personnel, this is not required.

The description of individual qualifications must include a summary of the previous experience with local government agencies relative to the legal issues and practices described above.

Schedule

Task	Completion Date
Release RFP	September 25,2025
Questions Due	October 3, 2025
Post Responses to Questions/Addendum (as needed)	October 7, 2025
Proposals Due	October 17, 2025
Evaluation Committee Completes Proposal Review	October 20, 2025
Short listed Proposers Notified	October 20, 2026
Oral Interviews (as needed)	October 22, 2025
Candidates Not Recommended for Selection Notified	October 23, 2025
Notice of Intent to Protest Deadline	October 30, 2025
Executive Director Approval of Consultant	October 31, 2025
Consultant Selection, Notification	October 31,2025
Board Approval	November 12, 2025

Execute Contract	January 1, 2026
Kickoff Meeting (Live or Teleconference)	To Be Determined

Project Manager

Diane Eidam, Retired Annuitant
 Association of Monterey Bay Area Governments (AMBAG)
 24580 Silver Cloud Court
 Monterey, CA 93940
 Email | <mailto:deidam@ambag.org> (preferred communication)
 Fax | (831) 883-3755

Proposal Requirements

- A. Proposals should be concise, well organized and demonstrate the proposer's qualifications and experience applicable to the project. Proposals shall be limited to 50 one-sided pages (8.5 inches x 11 inches). The proposal must include a discussion of the proposer's approach to the project, a description of the firm's and any sub-consultants' qualifications for the scope of work, and a cost estimate which contains the information detailed in Attachment A.
- B. The proposal and any required certifications shall be signed by an individual or individuals authorized to execute legal documents on behalf of the proposer.
- C. Failure to comply with the requirements of the RFP may result in disqualification. AMBAG is not responsible for finding, correcting, or seeking clarification regarding ambiguities or errors in proposals. If a proposal is found to contain ambiguities or errors, it may receive a lower score during the evaluation process. AMBAG may, but is not required to, seek clarification from a proposer regarding information in a proposal. Errors and ambiguities in proposals will be interpreted in favor of AMBAG. Proposals and/or modifications received subsequent to the hour and date specified above will not be considered.
- D. The proposer shall certify whether it takes no exception(s) to this RFP and the draft contract. If the proposer does take exception(s) to any portion of the RFP or the draft contract, the specific portion to which exception(s) is taken must be identified and explained. Failure to make exceptions to the RFP or draft contract within the proposal will be deemed a waiver of any objection. Exceptions will be considered during the proposal evaluation process.
- E. AMBAG reserves the right to reject any or all proposals and to waive irregularities contained therein and to accept any proposals deemed most advantageous to AMBAG.

Proposals must be responsive to each of the following elements and organized in the following sequence:

- **Executive Summary** –

- Submit a letter of introduction and an executive summary of the Proposal. The introductory letter must be signed by a person or persons authorized to obligate the Proposer to honor the commitments set forth in the Proposal and to verify the accuracy of the information included in the Proposal. Submission of the introductory letter will constitute a representation by the Proposer that it is willing and able to successfully perform the Services, and that all information contained in the Proposal is true, correct, and not misleading. It should include the name and number of a contact person for the Proposal. Submission should provide evidence and reporting artifacts to show that the proposed services are compliant with the requirements of GASB Statement Nos. 74, 75 and 68.

- **Qualifications and Experience** –

- Brief description of the Proposer firm or individual.
- Summary of the Proposer's capabilities and experience in similar projects with an emphasis on public agencies.
- Description of the proposed staff that will be used to provide the Services. Specifically, provide their names, titles, business addresses, phone numbers, and the relevant qualifications and work experience.
- Description of the role each staff member would play in providing the Services. Clearly show the extent and nature of the involvement of the key team members who would provide the Services.
- Disclosure of any settlements or legal claims pending against Proposer during the last five (5) years.
- Include Proposer's approach to avoiding conflicts of interest and prioritizing client interests. If there are no conflicts of interest, then include a statement to that effect.

- **References** –

- Provide references for at least five recent clients (preferably other public agencies) of the Proposer and/or any assigned key staff; include the reference names, addresses, telephone numbers, email addresses and specific projects.

- **Fee Proposal** –

- Provide a schedule of monthly retainer by calendar year, and proposed payment terms. Also provide the hourly rates for Extraordinary Legal Services and Litigation Services. Attachment A (*Incorporation of Attachments*), **FEE PROPOSAL FORM** should be used for submission of the Fee Proposal. If Proposer anticipates any additional fees for services not specifically mentioned in this RFP, include such costs as well as an explanation for their need in Attachment A.

Include any additional information that demonstrates the Proposer's qualifications to perform the Services and successful completion of similar services for other public agencies.

Proposal Submittal

Interested consultants must submit a digital copy of the proposal to the Project Manager as follows:

Digital: Send as a single PDF or PDF portfolio

All submissions must be received by AMBAG on or before October 20, 2025, at 4:00 p.m. Pacific Daylight Time (PDT).

Beginning on the date this RFP is issued and made available to prospective Proposers, there will be no communications concerning this RFP between members of the AMBAG Board, AMBAG staff, other consultants already engaged by AMBAG or members of the selection committee and prospective Proposers and their employees or agents, except as provided herein.

Responses to this RFP that are not received by the time and date specified herein, do not contain all the required information and completed forms, or do not meet the required skills and experience shall be deemed non-responsive and rejected.

By submitting a proposal, the Proposer certifies that his or her name or the consultant firm's name, as well as the name of Proposer's subcontractors, does not appear on the Comptroller General's list of ineligible contractors for federally assisted projects.

Until award of the contract, the proposals shall be held in confidence and shall not be available for public review. Upon award of a contract to the successful Proposer, all proposals shall become public record. No proposal shall be returned after the date and time set for opening thereof.

Submittal Questions and Addenda

Questions about the RFP may be directed in writing to Diane Eidam at <mailto:deidam@ambag.org> or by fax to (831) 883-3755. AMBAG will consider all questions received by no later than 4:00 p.m. PDT on Friday, October 3, 2025 as the deadline for submission of questions. Responses to all questions will be posted at www.ambag.org.

Responses that require that an addendum be issued to the RFP will be posted on the AMBAG website at www.ambag.org on Tuesday, October 7, 2025 at 4:00 p.m. PDT. It is the responsibility of Proposer to check the AMBAG website to determine if any addenda have been issued. Any addenda to the RFP will become part of the RFP.

AMBAG reserves the right to revise the RFP prior to the date that proposals are due. It is the responsibility of proposers to check the AMBAG website to determine if a modified RFP has been issued.

Evaluation and Selection Process

AMBAG intends to select one Proposer. AMBAG will review and evaluate the Proposals. The Proposals will be scored in accordance with the criteria and methodology described in this RFP, which may include the

submission of additional information and/or participation in an oral interview. The Proposer that receives the highest score in the selection process will be selected to negotiate a Contract with AMBAG.

- A. Based upon the proposals and other appropriate evaluation factors, the top-ranked proposer(s) will be identified and short listed. Negotiations with the selected firm may cover: scope of work, contract schedule, contract terms and conditions, technical specifications, level of effort, and price.
- B. Proposers will be evaluated on the following criteria according to the weights assigned below. Oral interviews, if required, will be worth 100 points and evaluated on the following criteria. AMBAG reserves the right to add the proposers' interview scores into the evaluation criteria or to select proposers based solely upon their written proposals.
- C. All proposals must be completed and convey information requested to be considered responsive. The proposals then will be evaluated based on the criteria listed below. The total number of points used to score the proposals is 100.
- D. Evaluation factors and point values will be as follows:

Criteria	Description	Points
Qualifications and Experience of Proposer Firm (including References)	<ul style="list-style-type: none">▪ Professional qualifications▪ Relevant experience	25
Project Experience	<ul style="list-style-type: none">▪ Nature, quality, and relevance of completed projects▪ Relevant experience and approach in providing legal services to AMBAG	25
Staff Qualifications	<ul style="list-style-type: none">▪ Unique qualifications of key personnel▪ Qualifications and Experience of Lead Attorney and other key staff	15
Fee Proposal	<ul style="list-style-type: none">▪ Ranking of comparative costs among proposed firms, providing the best value of services offered	35
Total		100

The Evaluation Committee will review all submitted proposals. Proposers may be emailed and asked for further information, if necessary, and may be expected to appear for oral interviews on October 22, 2025 if needed. The Evaluation Committee will make recommendations to AMBAG's Executive Director based on the proposal, oral interview (if interviews are conducted), and reference check. AMBAG reserves the right to select a consultant based solely on written proposals and to not convene oral interviews.

AMBAG's Executive Director will review the Evaluation Committee's recommendation and make final approval.

Notice of Award

All candidates selected for the short list will be contacted by October 20, 2025. Candidates not recommended for selection shall also be informed by October 23, 2025. The short listed Proposers may be interviewed. The final recommended Proposer shall be informed on or before October 31, 2025.

Contractual Information and Payment Schedule

The contract for Legal Services will be between AMBAG and the Consultant. The consultant will invoice AMBAG for services rendered, and AMBAG will compensate the consultant for these services as set forth in the contract. Funding for the consultant services will be provided by AMBAG. The project deliverables will be reviewed by the AMBAG Project Manager.

The Consultant will be paid based on a monthly retainer fee. The consultant should forward a copy of all invoices for payment for work performed and associated expenses by the 15th day of the succeeding month. This project is funded by the Federal Highway Administration (FHWA) and the Federal Transit Administration, Caltrans serves as the lead agency. AMBAG will issue payment to the consultant upon reimbursement from Caltrans.

Terms & Conditions

A. Limitations

This request for proposal (RFP) does not commit AMBAG to award a contract, to pay any pre-contractual expenses, or to procure or contract for services or supplies. AMBAG expressly reserves the right to reject any and all proposals or to waive any irregularity or informality in any proposal or in the RFP procedure and to be the sole judge of the responsibility of any Proposer and of the suitability of the materials and/or services to be rendered. AMBAG reserves the right to withdraw this RFP at any time without prior notice. Further, AMBAG reserves the right to modify the RFP schedule described above.

B. Award

AMBAG may ask RFP finalists to present oral briefings of their proposals. All finalists may be required to participate in negotiations and submit such price, technical, or other revisions of their proposals as may result from negotiations. AMBAG also reserves the right to award the contract without oral briefings or discussion, based upon the initial written proposals. Accordingly, each initial proposal should be submitted on the most favorable terms from a price and a technical viewpoint.

C. Verbal Agreement or Conversation

No prior, current, or post award verbal conversations or agreement(s) with any officer, agent, or employee of AMBAG shall affect or modify any terms or obligations of the RFP, or any contract resulting from this RFP.

D. Pre-contractual Expenses

Pre-contractual expenses include any expenses incurred by Proposers and selected contractor in:

- Preparing proposals in response to this RFP
- Submitting proposals to AMBAG
- Negotiations with AMBAG on any matter related to proposals.
- Other expenses incurred by a contractor or Proposer prior to the date of award of any agreement.

In any event, AMBAG shall not be liable for any pre-contractual expenses incurred by any Proposer or selected contractor. Proposers shall not include any such expenses as part of the price proposed in response to this RFP. AMBAG shall be held harmless and free from any and all liability, claims, or expenses whatsoever incurred by, or on behalf of, any person or organization responding to this RFP.

E. Signature

The proposal will also provide the following information: name, title, address, and telephone number of individual with authority to bind the consultant or consultant firm and who may be contacted during the period of proposal evaluation. The proposal shall be signed by an official authorized to bind the consultant or consulting firm and shall contain a statement to the effect that the proposal is a firm offer for at least a ninety (90) day period. Execution of the contract is expected no later than January 1, 2026.

F. Conflict of Interest Statement

Consultants and consultant firms submitting proposals in response to this RFP must disclose to AMBAG any actual, apparent, or potential conflicts of interest that may exist relative to the services to be provided under Contract for consultant services to be awarded pursuant to this RFP. If the consultant or firm has no conflict of interest, a statement to that effect shall be included in the proposal. The selected consultant shall refrain from and disclose subsequent potential conflicts during this contract. Consultant shall at all time avoid conflicts of interest, or the appearance of conflicts of interest, in the performance of this contract. Consultant shall file statements of financial interest on forms provided by AMBAG to the extent and at all times required by AMBAG's Conflict of Interest Code and applicable law.

G. Contract Arrangements

The successful consultant is expected to utilize the clauses contained in the AMBAG Contract for Services which included as Attachment C. A contract specific to this award will be created from this template.

G1. Disadvantaged Business Enterprise (DBE) Policy: It is the policy of the U.S. Department of Transportation (USDOT) that minority-and women-owned business enterprises (hereby referred to as DBEs) as defined in 49 CFR Part 23 shall have the maximum opportunity to participate in the performance of contracts financed in whole or in part with Federal funds.

G2. DBE Obligation: The recipient or its subcontractor agrees to ensure that DBEs have the maximum opportunity to participate in the performance of contracts and subcontracts financed in whole or in part with Federal funds provided under this contract. In this regard, all recipients or subcontractors shall take all necessary and reasonable steps in accordance with 49 CFR Part 23 to ensure that DBEs have the maximum opportunity to compete for and perform contracts. Recipients and their subcontractors shall not

discriminate on the basis of race, color, national origin, or sex in the award and performance of USDOT assisted contracts.

G3. Title VI of the Civil Rights Act of 1964: The contractor agrees to comply with all the requirements imposed by Title VI of the Civil Rights Act of 1964 (49 USC 2000d) and the regulations of the U.S. Department of Transportation issued there under in 49 CFR Part 21.

G4. Equal Employment Opportunity: In connection with the performance of the contract, the contractor shall not discriminate against any employee or applicant for employment because of race, color, age, creed, sex or national origin. Such action shall include, but not be limited to, the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other forms of compensation, and selection for training, including apprenticeship.

Each proposal, to be considered responsive, must include the following:

- (1) A copy of the consultant's affirmative action policy (applicable for firms with 50 or more employees)
- (2) Discussion of the consultant's program for use of DBEs in the performance of this work, including the following:
 - The names and addresses of DBE firms that will participate
 - The description of the work each named firm will perform
 - The dollar amount of participation by each DBE firm

H. Americans with Disabilities Act (ADA) Provisions

To comply with the nondiscrimination requirements of the Americans with Disabilities Act (ADA), it is the policy of AMBAG to make every effort to ensure that its programs, activities and services are available to all persons, including persons with disabilities. For persons with a disability needing a reasonable modification to participate in the procurement process, or for persons having questions regarding reasonable modifications of the procurement process, you may contact the AMBAG representative listed in this RFP.

IMPORTANT: To ensure that we can meet your need for ADA accommodations, it is best that we receive your request for reasonable modification at least 10 working days before the scheduled event (i.e., meeting, conference, workshop, etc.) or deadlines due date for procurement documents. In order to ensure the proposal is in compliance with Federal ADA guidelines, Proposers should review the Federal ADA guidelines at <http://www.ada.gov/>.

I. Alternative Protest Process

This procurement is being conducted under the provisions of the Alternative Protest Process. By submitting a proposal to this solicitation conducted under the Alternative Protest Process, the Proposer agrees that all protests of the proposed award shall be resolved by binding arbitration. During the protest period, any participating Proposer may protest the proposed award on the following grounds:

For major information technology acquisitions – that there was a violation of the solicitation procedure(s) and that the protesting Proposer's proposal should have been selected; or For any other acquisition – that

the protesting Proposer's proposal should have been selected in accordance with the selection criteria in the solicitation document.

A written notice of intent to protest the proposed award of this solicitation must be received (facsimile acceptable) by the project manager before the close of business 4:00 p.m. PDT on the fourth (4th) day after notifying the Proposer of intent to award, as specified in the solicitation timeline. Failure to submit a timely, written notice of intent to protest waives the Proposer's right to protest. The Proposer is to send the notice of intent to protest to the project manager at the following address:

Diane Eidam
Retired Annuitant
Association of Monterey Bay Area Governments
24580 Silver Cloud Court
Monterey, CA 93940
Fax: (831) 883-3755
<mailto:deidam@ambag.org>

Within seven (7) business days after the last day to submit a notice of intent to protest, the AMBAG project manager must receive from the protesting Proposer the complete protest filing including the signed, written, detailed statement of protest including exhibits, filing fee and deposit or small business certification, as applicable. Untimely submission of the complete protest filing waives the Proposer's right to protest.

The protest bond amount for this Alternative Protest Process shall be ten percent (10%) of the contract amount as specified in the solicitation.

J. Requirements Protests

Protests regarding any issue other than selection of the successful Proposer are "requirements protests" to be heard by the Executive Director, or his or her designee, and may be appealed to, heard, and resolved by the Executive Committee of AMBAG, whose decision will be final. Before a requirements protest is submitted, the Proposer must make full and timely use of the procedures outlined in this RFP. This procurement procedure is designed to give the Proposer and AMBAG adequate opportunity to submit questions and discuss the requirements, proposals and counter proposals before the Final Proposal is due. The protest procedure is made available in the event that a Proposer cannot reach a fair agreement with AMBAG after exhausting these procedures.

All protests to the RFP requirements must be received by the Executive Committee as promptly as possible, but not later than the respective time and date as noted in this RFP for such protests.

Requirements protests must be mailed or delivered to:

AMBAG Executive Committee
Association of Monterey Bay Area Governments
24580 Silver Cloud Court
Monterey, CA 93940

K. Lobbying Activities

The Levine Act (Government Code § 84308) is part of the Fair Political Practices Act that applies to elected officials and their alternates who serve on appointed boards, such as the AMBAG Board. The Levine Act prohibits any AMBAG Board member (including a Board member's alternate) or officer who has received \$250 or more from an applicant for a contract with AMBAG within the previous twelve months from participating in or influencing the decision on awarding that contract. The Levine Act also requires a Board member or officer of AMBAG who has received such a contribution to disclose the contribution on the record of the proceeding in which a contract is being considered. In addition, AMBAG Board members and officers are prohibited from soliciting or accepting a contribution from a party applying for a contract while the matter of awarding the contract is pending before AMBAG and for three months following the date a final decision concerning the contract has been made.

In Exhibit E of Attachment C, **DRAFT AMBAG PROFESSIONAL SERVICES AGREEMENT** (*Incorporation of Attachments*), contains the **DISCLOSURE OF LOBBYING ACTIVITIES** each Proposer must disclose any contributions of \$250 or more that it has made to an AMBAG Board member or officer within the twelve-month period preceding the submission of its Proposal. This requirement applies to the Proposer, as well as to any member firm or individuals on the Proposer's team, subsidiaries, parent companies, other firms associated with the Proposer and agents of the Proposer. If such a contribution has been made, Proposer must include in its Proposal a written statement setting forth the date and amount of said contribution(s). A full list of AMBAG Board Members is located at <http://www.ambag.org/about-us/ambag-board-directors>.

Incorporation of Attachments

The following documents are attached and incorporated by reference if the box next to document title is marked.

- ☒ RFP Attachment A – Cost Estimate
- ☒ RFP Attachment B – Subconsultant List
- ☒ RFP Attachment C – AMBAG Professional Services Agreement

RFP ATTACHMENT A - COST ESTIMATE

What follows is a sample template for submitting cost proposal. Your proposal should include, at a minimum, bids for the following items. We will assume that your bids will include all costs for the work required to provide legal services discussed in this RFP. You may expand this format and list other costs separately.

Calendar Year		2026	2027	2028	2029	2030
1	Ordinary Legal Services	\$	\$	\$	\$	\$

Bid proposal should include an hourly rate for providing additional services such as extraordinary legal services and litigation services.

RFP ATTACHMENT B - SUBCONSULTANT LIST

The proposal shall include a complete list of all proposed subconsultants. All subconsultants listed must be provided a meaningful element of work within the defined scope of work. Changes to this Subconsultant List will not be allowed without prior written approval from AMBAG.

PROPOSED SUBCONSULTANTS

Subconsultant Firm Name and Address	Scope of Work	Dollar Amount of Work

Name of Firm

Printed name and Title of Signatory

Signature

Date

RFP ATTACHMENT C - AMBAG PROFESSIONAL SERVICES AGREEMENT

AGREEMENT FOR LEGAL SERVICES BETWEEN THE ASSOCIATION OF
MONTEREY BAY AREA GOVERNMENTS AND XXXX, ATTORNEY AT LAW

THIS AGREEMENT, made and entered into this first day of January, 2026, by and between the ASSOCIATION OF MONTEREY BAY AREA GOVERNMENTS, a Metropolitan Planning Organization {MPO) and joint powers authority, hereinafter referred to as "AMBAG", and XXX, ATTORNEY AT LAW hereinafter referred to as "Attorney", both of whom understand as follows:

- A. Term: The term of this Agreement commenced on January 1, 2026, and shall continue until December 31, 2030, unless terminated pursuant to paragraph I. of this Agreement. At least six months prior to contract termination, the Executive Director of AMBAG shall conduct a performance review of the consultant and a cost analysis. Based on the results of the performance evaluation and cost analysis, the AMABG Board may elect to amend this contract for an additional period of time not to exceed five (5) years.
- B. Compensation. Attorney will provide ordinary legal services to the AMBAG for a retainer of \$X,XXX.00 per month. Extraordinary legal services, with the exception of litigation, shall be charged at the rate of \$XXX.00 per hour. Litigation services shall be charged at the rate of \$XXX.00 per hour. Extraordinary legal services shall require prior approval of the Executive Director while litigation services shall require prior approval of the Board of Directors.
- C. Ordinary Services. Ordinary legal services shall include legal advice and legal opinions to AMBAG and its Executive Director in the regular course of business and concerning all such matters as administrative procedures, AMBAG board actions, and shall include attendance at AMBAG meetings as requested. Attorney is to be responsible for assisting in the drafting and preparing ordinary contracts and agreements, and engaging in whatever legal research, study and review necessary to properly advise and protect the interests of AMBAG.
- D. Extraordinary Legal Services. Extraordinary legal services shall include the preparation of complex legal documents, and complex legal opinions.
- E. Litigation Services. Litigation services shall include litigation services not

covered under paragraph D. Attorney shall notify and receive authorization from the Board of Directors prior to rendering litigation legal services.

F. AMBAG Obligations. For the provision of legal services, AMBAG shall provide any and all documents and materials necessary to carry out the terms of this agreement as requested by Attorney.

G. Reimbursement of Costs. In addition, Attorney shall be reimbursed for all out-of-pocket expenses and costs advanced or paid on behalf of the AMBAG, including court reporter fees and charges, court costs, costs of outside investigators or experts pertaining to AMBAG litigation, long-distance telephone calls and long-distance facsimile (fax) transmissions, mileage reimbursement on the same basis as other AMBAG employees, if requested by Attorney.

H. Miscellaneous. AMBAG recognizes that XXXX, Attorney at Law...
(describe practice and location)

AMBAG recognizes the Attorney also serves as ... (describe other endeavors, if any, which may be in potential conflict and remediation)

I. Termination. This Agreement may be terminated by either party at any time without cause upon thirty (30) days written notice.

IN WITNESS WHEREOF, AMBAG has caused this agreement to be signed and executed on its behalf by its Board of Directors, and duly attested by its representative, Derek Timm, Maura F. Twomey and the Attorney has signed and executed this agreement in duplicate originals the day and year first herein above written.

Derek Timm, Chair
Board of Director

Date

Maura F. Twomey
Executive Director

Date

Attorney-at-Law

Date_

EXHIBIT A. PROJECT TASKS/SERVICES, TIMELINE, AND BUDGET

EXHIBIT B. DEBARMENT AND SUSPENSION CERTIFICATION

**TITLE 49, CODE OF FEDERAL REGULATIONS, PART 29 DEBARMENT AND SUSPENSION
CERTIFICATION**

1. All persons or firms, including Subcontractor(s), must complete this certification and certify, under penalty of perjury, that, except as noted below, he/she or any person associated therewith in the capacity of owner, partner, director, officer, or manager:
 - a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
 - b. Have not, within the three (3) year period preceding this certification, been convicted of or had a civil judgement rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state, or local) transaction or contract under a public transaction, violation of Federal or state antitrust statutes, or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state, or local) with commission of any of the offenses listed in subparagraphs (1)(b) of this certification; and
 - d. Have not, within the three (3) year period preceding this certification, had one or more public transactions (Federal, state, and local) terminated for cause or default.
2. If such persons or firms later become aware of any information contradicting the statements of paragraph (1), they will promptly provide that information to AMBAG.

If there are any exceptions to this certification, insert the exceptions in the following.

Exceptions will not necessarily result in denial of award, but will be considered in determining bidder responsibility. For any exception noted above, indicate below to whom it applies, initiating agency, and dates of actions.

The certification in this clause is a material representation of fact relied upon by AMBAG. If it is later determined that the CONTRACTOR knowingly rendered an erroneous certification, in addition to remedies available to AMBAG, the Federal Government may pursue available remedies, including but not limited to suspension and/or debarment. The CONTRACTOR agrees to comply with the requirements of 49 CFR 29, Subpart C while this offer is valid and throughout the period of any contract that may arise from this offer. The CONTRACTOR further agrees to include a provision requiring such compliance in its lower tier covered transactions.

Name of Firm

Signature (original signature required)

Date

**EXHIBIT C. FEDERAL TAX FORM W-9, REQUEST FOR
TAXPAYER IDENTIFICATION NUMBER AND
CERTIFICATION**

EXHIBIT D. DISADVANTAGED BUSINESS ENTERPRISES (DBE) INFORMATION FORM

EXHIBIT E. CERTIFICATONS

CALIFORNIA LEVINE ACT DISCLOSURE STATEMENT

California Government Code § 84308, commonly referred to as the “Levine Act”, precludes an Officer of a local government agency from participating in the award of a contract if he or she receives any political contributions totaling more than \$250 in the 12 months preceding the pendency of the contract award, and for three months following the final decisions, from the person or company awarded the contract. This prohibition applies to contributions to the Officer, or received by the Officer on behalf of any Officer, or on behalf of any candidate for office or on behalf of any committee. The Levine Act also requires disclosure of such contributions by party to be awarded a specified contract. Please refer to the attached code for the complete statutory language.

Current members of the AMBAG Board of Directors are attached.

1. Have you or your company, or any agent on behalf of you or your company, made any political contributions of more than \$250 to any AMBAG Director(s) in the 12 months preceding the date of the issuance of this request for proposal or request for qualifications?

YES

NO

If yes, please identify the Directors(s): _____

2. Do you or your company, or any agency on behalf of you or your company, anticipate or plan to make any political contributions of more than \$250 to any AMBAG Director(s) in the three months following the award of the contract?

YES

NO

If yes, please identify the Director(s): _____

Answering yes to either of the two questions above does not preclude RAPS from awarding a contract to your firm. It does, however, preclude the identified Director(s) from participating in the contract award process for this contract.

DATE

(SIGNATURE OF AUTHORIZED OFFICIAL)

California Government Code Section 84308

- (a) The definitions set forth in this subdivision shall govern the interpretation of this section.
 - (1) "Party" means any person who files an application for, or is the subject of, a proceeding involving a license, permit, or other entitlement for use.
 - (2) "Participant" means any person who is not a party but who actively supports or opposes a particular decision in a proceeding involving a license, permit, or other entitlement for use and who has a financial interest in the decision, as described in Article 1 (commencing with Section 87100) of Chapter 7. A person actively supports or opposes a particular decision in a proceeding if he or she lobbies in person the officers or employees of the agency, testifies in person before the agency, or otherwise acts to influence officers or the agency.
 - (3) "Agency" means an agency as defined in Section 82003 except that it does not include the courts or any agency judicial branch of government, local government agencies whose members are directly elected by the votes, the Legislature, the Board of Equalization, or constitutional officers. However, this section applies to any person who is a member of an exempted agency but is acting as a voting member of another agency.
 - (4) "Officer" means any elected or appointed officer of an agency, any alternate to a elected or appointed officer of an agency, and any candidate for elective office in an agency.
 - (5) "License, permit, or other entitlement for use" means all business, professional, trade and land use licenses and permits and all other entitlements for use, including all entitlements for land use, all contracts (other than competitively bid, labor, or personal employment contracts), and all franchises.
 - (6) "Contribution" includes contributions to candidates and committees in federal, state, or local elections.
- (b) No officer of an agency shall accept, solicit, or direct a contribution of more than two hundred fifty dollars (\$250) from any party, or his or her agent, or from any participant, or his or her agency, while a proceeding involving a license, permit, or other entitlement for use is pending before the agency and for three months following the date a final decision is rendered in the proceeding if the officer knows or has reason to know that the participant has a financial interest, as that term is used in Article 1 (commencing with Section 87100) of Chapter 7. This prohibition shall apply regardless of whether the officer accepts, solicits, or directs the contribution for himself or herself, or on behalf of any other officer, or on behalf of any candidate for office or on behalf of any committee.
- (c) Prior to rendering any decision in a proceeding involving a license, permit or other entitlement for use pending before an agency, each officer of the agency who received a contribution within the preceding 12 months in an amount of more than two hundred fifty dollars (\$250) from a party or from any participant shall disclose that fact on the record of the

proceeding. No officer of an agency shall make, participate in making, or in any way attempt to use his or her official position to influence the decision in a proceeding involving a license, permit, or other entitlement for use pending before the agency if the officer has willfully or knowingly received a contribution in an amount of more than two hundred fifty dollars (\$250) within the preceding 12 months from a party or his or her agent, or from any participant, or his or her agent if the officer knows or has reason to know that the participant has a financial interest in the decision, as that term is described with respect to public officials in Article 1 (commencing with Section 87100) of Chapter 7. If an officer receives a contribution which would otherwise require disqualification under this section, returns a contribution within 30 days from the time he or she knows, or should have known, about the contribution and the proceeding involving a license, permit, or other entitlement for use, he or she shall be permitted to participate in the proceeding.

(d) A party to a proceeding before an agency involving a license, permit, or other entitlement for use shall disclose on the record of the proceeding any contribution in an amount of more than two hundred fifty dollars (\$250) made within the preceding 12 months by the party, or his or her agent, to any officer of the agency. No party, or his or her agency, to a proceeding involving a license, permit, or other entitlement for use pending before any agency and no participant, or his or her agent, in the proceeding shall make a contribution of more than two hundred fifty dollars (\$250) to any officer of that agency during the proceeding and for three months following the date a final decision is rendered by the agency in the proceeding. When a closed corporation is a party to, or a participant in, a proceeding involving a license, permit, or other entitlement for use pending before an agency, the subdivisions (b), (c), and this subdivision.

(e) Nothing in this section shall be construed to imply that any contribution subject to being reported under this title shall not be so reported.

For more information, contact the Fair Political Practices Commission,
428 J Street, Suite 800,
Sacramento, CA 95814,
(916) 322-5660

AMBAG Board of Directors (2024)			
Agency	Representative	Agency	Representative
Capitola	Melinda Orbach	Soledad	Fernando Ansaldo-Sanchez
Carmel-by-the-Sea	Han Buder	Watsonville	Eduardo Montesino
Del Rey Oaks	John Uy	County of Monterey	Glenn Church
Gonzales	Scott Funk	County of Monterey	Kate Daniels
Greenfield	Robert White	County of Santa Cruz	Felipe Hernandez
Hollister	Rudy Picha	County of Santa Cruz	Manu Koenig
King City	Oscar Avalos	County of San Benito	Angela Curro
Marina	Brian McCarthy	County of San Benito	Mindy Sotelo
Monterey	Jean Rasch		
Pacific Grove	Lori McDonnell		
Salinas	Margaret D'Arrigo	<u>Ex-Officio Members:</u>	
San Juan Bautista	Jose Aranda	3CE	Catherine Stedman
Sand City	Mary Ann Carbone	Caltrans, District 5	Orchid Monroy-Ochoa
Santa Cruz	Scott Newsome	MBARD	Richard Stedman
Scotts Valley	Derek Timm	MPAD	Mary Ann Leffel
Seaside	Alex Miller	MST	Lisa Rheinheimer
		SBtCOG	Binu Abraham
		SCCRTC	Mitch Weiss
		SCMetro	Corey Aldridge
		TAMC	Todd Muck

CERTIFICATION OF RESTRICTIONS ON LOBBYING

Approved by OMB

03-48-0046

Disclosure of Lobbying Activities

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure)

1. Type of Federal Action: a. contract b. grant c. cooperative agreement d. loan e. loan guarantee f. loan insurance	2. Status of Federal Action: a. bid/offer/application b. initial award c. post-award	3. Report Type: a. initial filing b. material change For material change only: Year: Quarter: Date of Last Report:
4. Name and Address of Reporting Entity: Prime: Subawardee: Tier, if known: Congressional District, if known:	5. If Reporting Entity in No. 4 is Subawardee: Enter Name and Address of Prime: Congressional District, if known:	
6. Federal Department/Agency:	7. Federal Program Name/Description: CFDA Number, if applicable:	
8. Federal Action Number, if known:	9. Award amount, if known:	
10.a. Name and Address of Lobbying Registrant (if individual, last name, first name, MI):	b. Individuals Performing Services (including address if different from No. 10.a.)	

<p>11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.</p>	<p>Signature:</p> <p>Print Name:</p> <p>Title</p> <p>Telephone No.:</p> <p>Date:</p>
<p>Federal Use Only</p>	<p>Authorized for Local Reproduction Standard Form – LLL (Rev. 7-97)</p>

INSTRUCTIONS FOR COMPLETION OF SF-LLL, DISCLOSURE OF LOBBYING ACTIVITIES

This disclosure form shall be completed by the reporting entity, whether subawardee or prime Federal recipient, at the initiation or receipt of a covered Federal action, or a material change to a previous filing, pursuant to title 31 U.S.C. section 1352. The filing of a form is required for each payment or agreement to make payment to any lobbying entity for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with a covered Federal action. Complete all items that apply for both the initial filing and material change report. Refer to the implementing guidance published by the Office of Management and Budget for additional information.

1. Identify the type of covered Federal Action for which lobbying activity is and/or has been secured to influence the outcome of a covered Federal Action.
2. Identify the status of the covered Federal Action.
3. Identify the appropriate classification of this report. If this follow up report caused by a material change to the information previously reported, enter the year and quarter in which the change occurred. Enter the date of the last previously submitted report by this reporting entity for this covered Federal action.
4. Enter the full, address, city, State, and zip code of the reporting entity. Include Congressional District, if known. Check the appropriate classification of the reporting entity that designates if it is, or expects to be, a prime or subaward recipient. Identify the tier of the subawardee, e.g., the first subawardee of the prime is the 1st tier. Subawards include but are not limited to subcontracts, subgrants and contract awards under grants.
5. If the organization filing the report in item 4 checks "Subawardee", then enter the full name, address, city, State and zip code of the prime Federal recipient. Include Congressional District, if known.
6. Enter the name of the federal agency making the award or loan commitment. Include at least one organizational level below agency name, if known. For example, Department of Transportation, United States Coast Guard.
7. Enter the Federal Program name or description for the covered Federal action (item 1). If known, enter the full catalog of Federal Domestic Assistance (CFDA) number for grants, cooperative agreements, loans, and loan commitments.
8. Enter the most appropriate Feder identifying number available for the Federal Action identified in item 1 (e.g. Requests for Proposal (RFP) number; Invitation for Bid (IFB) number; grant announcement number; the contract, grant, or loan award number; the application/proposal control number assigned by the Federal agency). Included prefixes, e.g., "RFP-DE-90-001."
9. For a covered Federal action where there has been an award or loan commitment by the Federal agency, enter the Federal amount of the award/loan commitment for the prime entity identified in item 4 or 5.
10. (a) Enter the full name, address, city, State and zip code of the lobbying registrant under the Lobbying Disclosure Act of 1995 engaged by the reporting entity identified in item 4 to influence the covered Federal action.

(b) Enter the full names of the individual(s) performing services, and include full address if different from 10(a). Enter Last Name, First Name, and Middle Initial (MI).
11. The certifying official shall sign and date the form, print his/her name, title, and telephone number.

According to the Paperwork Reduction Act, as amended, no persons are required to respond to a collection of information unless it displays a valid OMB control Number. The valid OMB control number for this information collection is OMB No. 0348-0046. Public reporting burden for this collection of information is estimated to average 10 minutes per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0046),