



**REQUEST FOR QUALIFICATIONS FOR SPECIAL COUNSEL
NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY AND OTHER STATE
ENTITIES
APPOINTMENT TO THE
VENTURE CAPITAL & EMERGING BUSINESS FINANCING COUNSEL POOL**

Date Issued: April 4, 2023

(A [PDF](#) version will be available for download as of this date to facilitate drafting and may not be uploaded in substitution for use of the Division of Law on-line RFQ portal.)

Question & Answer Cut-off Date: April 18, 2023

Proposals Due: May 16, 2023 (by 4:00 p.m.)

The Electronic Application Form will be available for submissions: April 21, 2023

No login or password is required to use the Electronic Application Form. Users may save their work after each work session by sending themselves and others a link to the saved form.

SUBMISSIONS MUST BE MADE USING THE DIVISION OF LAW ON-LINE RFQ PORTAL.

Potential applicants are encouraged to review [the training webinar on the application process recorded on October 11, 2022](#) and the [Outside Counsel Guidelines](#) applicable to retentions.

PAPER SUBMISSIONS ARE NO LONGER ACCEPTED.

Technical Support for the On-Line Portal Can be reached by Calling: 609-984-3900.

Calls made after 4:30 p.m. will returned the following business day.

MATTHEW J. PLATKIN
ATTORNEY GENERAL OF NEW JERSEY

MICHAEL T.G. LONG
DIRECTOR, DIVISION OF LAW

STATE OF NEW JERSEY, DEPARTMENT OF LAW AND PUBLIC SAFETY, DIVISION OF LAW
Richard J. Hughes Justice Complex, 25 Market Street, P.O. Box 112 Trenton, N.J. 08625-0112

**REQUEST FOR QUALIFICATIONS FOR SPECIAL COUNSEL
NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY
APPOINTMENT TO THE
VENTURE CAPITAL & EMERGING BUSINESS FINANCING COUNSEL
POOL**

1 PURPOSE AND INTENT

- 1.1 The Attorney General of New Jersey (the “Attorney General”), through the Department of Law and Public Safety, Division of Law (the “Division”) serves as the legal representative and counsel for the departments, boards, offices, commissions and other instrumentalities of State government, its officers and employees, and represents the New Jersey Economic Development Authority (the “Authority”) and other State entities.

On behalf of the Authority and other State entities, the Attorney General seeks proposals for the appointment of firms to a pool (the “Pool”) to serve as Venture Capital & Emerging Business Financing Counsel (“VC Counsel”) to the Authority or other State entities in connection with various types of venture capital and financing structures relevant to emerging businesses (as described below). You are invited to submit a proposal in response to this Request for Qualifications (“RFQ”) for appointment to the proposed Pool of VC Counsel. Firms interested in being appointed to the Pool should submit materials in accordance with this RFQ.

- 1.2 The Attorney General will designate one or more attorneys from the Division who will be the sole point(s) of contact for all matters pertaining to this engagement and who will oversee and coordinate the activities of VC Counsel.
- 1.3 The firms selected for the Pool must comply with all local, State and federal laws, rules and regulations applicable to the engagement and to the services to be performed thereunder.
- 1.4 Compensation for the firm selected from the Pool to serve as VC Counsel to the Authority on a transaction shall be negotiated based upon the provisions set forth in Sections 4.0 and 5.0 below.

2.0 MINIMUM QUALIFICATIONS

AT A MINIMUM, RESPONDING FIRMS MUST HAVE THE FOLLOWING QUALIFICATIONS:

- (1) Experience representing a limited partner in a venture capital investment.
- (2) Experience in various financing and investment transactions related to equity investments and venture investing, which may include warrants, co-investments, convertible debt, and secured debt transactions involving intellectual property, and options and warrants.
- (3) Experience with other emerging business financing.
- (4) Experience in creating and dissolving special purpose investment vehicles.
- (5) Expertise in Federal securities law applicable to the types of obligations described

herein.

- (6) Expertise in loan workouts and restructurings involving emerging business financing or intellectual property collateral, including issues related to intellectual property in bankruptcy matters.
- (7) Expertise in all phases of enforcement and collection of judgments and/or loan obligations from emerging businesses and/or secured by intellectual property, including intellectual property belonging to an estate in bankruptcy.

Failure by a firm to meet these minimum requirements will result in the proposal's immediate rejection.

3 DETAILS OF PROPOSED TRANSACTIONS FOR VC COUNSEL POOL

3.1 General Description of Authority Venture Capital and Emerging Business Financing

The Authority was formed pursuant to N.J.S.A. 34:1B-1 *et seq.* (the "Act") to provide financial assistance to private entities (both for-profit and not-for-profit) for economic development projects. In accordance with the Act, the Authority offers various initiatives to support the continuing growth of emerging businesses, including in the life sciences and technology sectors, in New Jersey, including, but not limited to, the following four types of transactions.

I. Limited Partnership Investment

This type of transaction involves the investment by the Authority in a venture capital fund and/or an accelerator limited partnership, both of which invest in New Jersey technology and life science companies. In the past, the amount of the Authority investment in these deals has ranged from \$150,000 to \$10 million, but the Authority may invest more. It is anticipated that the Authority will seek assistance from VC Counsel for approximately two such transactions each year. VC Counsel may also be sought to assist with any issues arising after the investment.

II. Subordinated Convertible Debt

Under a second initiative, the Authority extends subordinated debt, currently in an amount of up to \$1.5 million, to a technology or life science company located in the State, which debt is convertible at the Authority's option into company equity. As an added financial incentive, such transactions also require the borrower to issue stock warrants to the Authority to share in the success of a company that performs well. The Authority requires the borrower to give a negative pledge on its intellectual property and a springing lien on the intellectual property, which lien becomes effective upon an event of default under the Authority financing documents. The Authority has standard form documents that it uses in connection with closing these subordinated debt transactions. The Authority may seek the assistance of VC Counsel from the Pool to revise the program or documents, or in instances when the borrower negotiates the form documents. It is anticipated that there may be approximately two such transactions each year.

III. Post-Closing (including workouts/foreclosures)

VC Counsel may be asked from time to time to undertake assignments with respect to previously closed technology or life science financings, some of which may have defaulted under the financing documents. VC Counsel for such transactions will be expected to help the Authority with negotiations and/or structuring a workout, including, but not limited to, drafting all necessary documents to consummate the transaction and deliver appropriate opinions to the Authority in connection with the transaction. VC Counsel may also be called upon to institute and pursue, or assist with, actions to obtain judgments and/or foreclosure related to a defaulting borrower's or guarantor's intellectual property. VC Counsel may be asked to participate or to assist with participation in bankruptcy matters involving intellectual property. Further, VC Counsel may be asked to assist with efforts to sell, license, or otherwise dispose of a defaulting borrower's and/or guarantor's intellectual property. It is expected that there will initially be approximately one to two such transaction each year requiring VC Counsel assistance.

IV. Evergreen Program

The Authority administers the New Jersey Evergreen Innovation Program ("Evergreen Program"), established pursuant to the New Jersey Innovation Evergreen Act, sections 20 through 34 of P.L. 2020, c. 156, as amended (N.J.S.A. 34:1B-288 to 302). Under the Evergreen Program, the Authority will raise capital for the New Jersey Innovation Evergreen Fund ("Evergreen Fund") by competitively auctioning State corporate business tax credits to corporations that do business in New Jersey. The Authority will also set up an application process through which venture firms may seek certification and thereby become eligible to receive an allocation of capital from the Evergreen Fund to invest in a New Jersey-based high-growth business. In accordance with the Evergreen Act, the Authority determines the times, amounts, and terms and conditions for allocations to and the qualified investments by qualified venture firms. Qualified investments from the Evergreen Fund are co-investments made alongside the qualified venture firm's principal fund investment. The qualified investment must be made in the New Jersey-based entrepreneurial business through a deal-specific special purpose vehicle set up by the qualified venture firm. The Evergreen Act requires that the proceeds of successful exit events of the qualified investments (e.g., acquisitions, initial public offerings) be deposited in the Evergreen Fund, providing a self-sustaining stream of funds to support future investments. It is anticipated that the Authority will seek assistance from VC Counsel in connection with qualified investments and other issues that may arise from this Program.

3.2 VC Counsel may also be retained to provide the services described in Section 5.0 for other State entities, including, but not limited to, the New Jersey Redevelopment Authority.

3.3 Applicable Laws and Regulations

VC Counsel must be familiar with and perform its duties in accordance with the Act and applicable regulations as they pertain to venture capital and emerging business finance matters for the Authority or other State entities. VC Counsel must also be familiar with other laws, regulations, and rules pertaining to the proposed matters.

4 ESTABLISHMENT OF THE VC COUNSEL POOL

4.1 Based upon a review of the responses to this RFQ, the Attorney General, after consultation with the Authority, will determine whether to establish the Pool and which firms will be

part of the Pool, if so established. Once the Pool is established, the period of the designation for the Pool will be from the notification that the firm has been designated and approved as VC Counsel until such time as a new pool is established. In the event the Pool is established, firms will be selected on a rotating basis for specific transactions (except as described below), subject to a conflict review, and fee caps will be determined in accordance with the Outside Counsel Guidelines as further described in Section 6.5 herein.

- 4.2 In certain instances, instead of selection based on rotation, the Attorney General may determine to solicit a firm with experience particularly well suited to a transaction or may request from two or more firms in the Pool information as to the firms' experience, staffing and proposed fee caps. Based on this information, the Attorney General, upon consultation with the Authority, will choose a firm to act as VC Counsel for such transaction or assignment.
- 4.3 The Attorney General reserves the right, in the Attorney General's sole discretion, to terminate any firm from the Pool or to terminate the Pool, at any time, and to establish other pool(s) through a separate procurement process. Assignment to the Pool does not provide any assurance that a firm will receive appointment for a particular assignment.
- 4.4. If a firm is selected to serve as VC Counsel for a transaction and such transaction does not close, the firm will be permitted to submit an invoice for actual work performed.
- 4.5. This RFQ is being issued in anticipation of the establishment of the Pool, but the Attorney General reserves the right to disapprove the establishment of the Pool.

5 SCOPE OF SERVICES FOR VC COUNSEL POOL

5.1 Investment

VC Counsel representing the Authority or other State entity in a venture capital or emerging business financing transaction (an "Investment") shall be responsible for the review and negotiation of any documents prepared or submitted by other entities involved in the transaction, including but not limited to subscription agreements, limited partnership agreements, shareholders' agreements, stock purchase agreements and voting rights agreements. VC Counsel must be qualified to provide advice, opinions, or services in areas pertaining to, but not limited to, the following:

- (a) Investment structure;
- (b) Financial investment documentation;
- (c) Intellectual property (patents, trademarks, copyrights, licenses, etc.);
- (d) License agreements;
- (e) Warrants;
- (f) Corporate structure;
- (g) Anti-dilution;
- (h) Shareholder rights;
- (i) Liquidation preferences;
- (j) Net exercise options;
- (k) Uniform Commercial Code;
- (l) Limited partnerships; and
- (m) Tax implications.

5.2 Evergreen Program Investments

VC Counsel representing the Authority on specific qualified and follow-on investments for the Evergreen Program will help finalize the terms of all necessary documentation, including any amendments and other documents related to the qualified investment with qualified venture firms. When the Authority approves a qualified investment as a co-investment into a qualified business alongside the qualified venture firm's active fund's investment, the qualified venture firm will be required to have or create an Evergreen Program special purpose vehicle ("SPV"), which will entail a review of any requested changes by the qualified venture firm to the Evergreen Program standard SPV documents. The agreements governing the qualified and follow-on investment by the qualified venture firm from the SPV will be form documents prepared by the Authority, but the management of the SPV will follow the management of the qualified venture firm's active fund. VC Counsel will be required to review the qualified venture firm's investment documents and any requested changes by the qualified venture firm to the Evergreen Program standard documents and terms. Investment Council may also be asked to review the SPV and active fund documents to advise the Authority with regard to modifications or post-closing activity. VC Counsel must be qualified to provide advice, opinions or services in areas pertaining to, but not limited to, the following:

- (a) Limited partnerships (including tax implications and limited partner rights);
- (b) Financial investment documentation;
- (c) Warrants; and
- (d) Investment redemptions.

5.3 Subordinated Convertible Debt

VC Counsel representing the Authority or any other State entity in a Subordinated Convertible Debt transaction shall be responsible for the review and negotiation of any comments made by borrower's counsel to the Authority's form loan documents in connection with the subordinated loan program. VC Counsel must be qualified to provide advice, opinions, or services in areas pertaining to, but not limited to, the following:

- (a) Lien structure and perfection (including negative pledges and springing liens);
- (b) Convertible loans;
- (c) Intercreditor lien priority and negotiations;
- (d) Seed/early stage loans;
- (e) Intellectual property (patents, trademarks, copyrights, licenses, etc.);
- (f) License agreements;
- (g) Warrants;
- (h) Corporate structure;
- (i) Anti-dilution;
- (j) Shareholder rights;
- (k) Liquidation preferences;
- (l) Net exercise options;
- (m) Uniform Commercial Code; and
- (n) Tax implications.

5.4 Post-Closing (including workouts/foreclosures)

VC Counsel representing the Authority or any State entity in a post-closing financing transaction shall provide advice, review documents, and otherwise assist with negotiations. In connection with a defaulted financing, VC Counsel shall: assist in structuring a workout in connection with a defaulting borrower or guarantor; institute and pursue, or assist with, actions to obtain judgments, for money damages, replevin and/or foreclosure, related to a defaulting borrower's or guarantor's intellectual property; participate or assist with participation in bankruptcy matters involving intellectual property; and assist with efforts to sell, license, or otherwise dispose of a defaulting borrower's and/or guarantor's intellectual property.

5.5 General Duties

VC Counsel involved in any of the four types of transactions described above, or any other venture capital and emerging business financing matter, will be expected to provide the full range of professional services necessary to document and close the transaction. All work performed under this RFQ shall be performed in coordination with the Division of Law. VC Counsel will be expected to perform numerous tasks which may include, but not be limited to:

- (a) Attendance at various meetings (in person and/or via telephone and/or video conference) necessary to the transaction, including meetings with the Board of the Authority and due diligence meetings; consultation and negotiation with all parties to the transaction; negotiation of agreements related to the transaction on behalf of the Authority; and any other meetings relating to the transaction and/or coordination with the Division of Law;
- (b) Attendance at the closing of the transaction; and
- (c) Rendering approving opinions (if required) relating to the validity of the financing documents or other agreements entered into by the Authority or other State entity.

6 REQUIRED COMPONENTS OF THE RFQ PROPOSAL FOR VC COUNSEL POOL

Proposals must respond to each of the following requests in the order indicated. Please provide the information requested below for all counsel who may perform any of the requested services.

6.1 Firm Profile and Experience

- A. Indicate the date your firm was established.
- B. Describe the legal services provided by your firm.
- C. Describe your firm's specialty(ies) and/or area(s) of expertise.
- D. Identify the number of employees in your firm (licensed attorneys; legal support staff; other support staff).

- E. Indicate whether you are a small firm. For the purposes of this RFQ, a small firm has fewer than twenty (20) full or part-time attorneys. Any firm with twenty (20) or more full or part-time attorneys will be deemed a medium/large firm.
- F. Describe any special training or experience members of your firm possess that may assist in providing the requested legal services.
- G. Provide a description of your firm's presence in New Jersey. Note the location of each office, the number of attorneys resident in each office, whether they are partners or associates and whether attorneys not licensed in the State of New Jersey will be assigned to provide any of the requested legal services if your firm is appointed to the Pool pursuant to this RFQ.
- H. Identify any State agencies or departments represented by the firm during the last five (5) years. For each matter, provide the name of the State agency or department, a description of the matter, the dates of the engagement and the name and contact information of the State employee responsible for overseeing the work of the firm on that matter.
- I. Identify any State agencies or departments before or against which the firm has regularly appeared on behalf of other clients and identify any potential conflicts of interest arising from representation of the Authority. **Please note** that State entities, including the Authority, as public entities, are precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b) (2).
- J. Describe the firm's approach to maintaining responsive communication with the Attorney General and keeping the State and the Authority (or other State entities) informed of problems and progress.
- K. Provide a representative listing of the firm's major private sector clients.
- L. Provide the name, address, telephone number, e-mail address, and facsimile number for the contact person in your firm.

6.2 Qualifications and Experience in Area of Law

- A. Demonstrate specifically how the firm meets the Minimum Qualifications set forth above.
- B. Identify and give the office location of each attorney who practices in the areas of the law which are necessary in order to carry out the transactions described in this RFQ. Please indicate what percentage of your firm's practice are in these areas.
- C. List all attorneys in your firm that have at least five (5) years' experience pertaining to these areas.
- D. Regarding the qualifications and experience of your firm to perform the required services: list and describe in detail up to five (5) examples within the last three (3) years in which your firm served as counsel and which are representative of the qualifications of your

firm to undertake the proposed assignment. Please include information about the role your firm had, the type of transaction and your firm's familiarity with the Authority.

- E. State the qualifications and experience of the particular attorneys proposed to staff the assignment, including that of your tax counsel. These attorneys should have worked on at least one of the matters mentioned in response to paragraph 6.3(D). Identify and describe in detail up to three (3) examples that demonstrate the qualifications of these individuals relevant to the anticipated assignment; indicate in each case the role the individual had in the matter and whether or not the individual participated in the matter on behalf of your firm; indicate in what jurisdictions such individuals are admitted to practice law.
- In addition, for each member of your firm that would be involved in handling the matter as VC Counsel on behalf of the Authority (or other State entity), provide a detailed resume including information as to:
- (i) Education, including advanced degrees;
 - (ii) Years and jurisdictions of admission to practice;
 - (iii) Number of years engaged in practice pertaining to venture capital and emerging business financing;
 - (iv) General work experience;
 - (v) Any professional distinctions (e.g., certifications, teaching experience); and
 - (vi) Office location of the attorney.
- F. As to the members of your firm who would be involved in handling the representation as VC Counsel, describe the role each would play in the representation and the approximate percentage of the work that each would perform. Percentages for junior lawyers may be listed separately or in the aggregate.
- G. Provide the name and contact information for three (3) former or current clients who are either lenders or limited partners that can serve as references.

6.3 Other Qualification Information

- A. Identify all adverse determinations against your firm or any of its partners, associates or employees or persons acting on its behalf, with respect to actions, proceedings, claims or complaints of any kind under any local, state or Federal laws, regulations, court rules, or Rules of Professional Conduct.
- B. Identify and describe in detail any indictments, convictions or civil offenses arising directly or indirectly from the conduct of business by your firm or any of its partners, associates, employees, or agents.
- C. Identify any material arrangements, relationships, associations, employment or other contacts, including but not limited to any board of director position in a New Jersey technology or life science company that may cause a conflict of interest or the appearance of a conflict of interest if your firm acts as counsel to the Authority.
- D. Identify your firm's malpractice insurer and describe the insurance limits.

- E. Outside Counsel Guidelines. Counsel designated as VC Counsel and retained on any specific matter shall be required to comply with the Outside Counsel Guidelines (“Guidelines”) available for review at: [Revised Outside Counsel Guidelines 2022.pdf \(nj.gov\)](#). The Guidelines may be updated from time to time. Such updates will be available at: [Outside Counsel - New Jersey Office of Attorney General \(njoag.gov\)](#). If your firm is designated as Counsel, by submitting a proposal, you agree that whenever your firm is retained, it shall abide by the Guidelines as written, as well as with any updates that may be made during the term.
- (a) Conflict of Interest. Section III of the Guidelines requires that counsel be free of any conflict of interest. Please note that State entities, including the Authority, as public entities, are precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b)(2). If your firm is designated as VC Counsel, you have a continuing obligation during the term to disclose to the Attorney General any actual or potential conflicts. Additionally, retained counsel shall not disclose any confidential information learned or received in any way as part of a retention, either during the retention or at any time after the retention has concluded.
- (b) Costs. VC Counsel shall have resources sufficient to advance all costs, including the costs of any necessary experts. Billing for costs shall be done in accordance with the Guidelines.
- F. Confirm that upon selection as VC Counsel, your firm will provide the updated Ownership Disclosure, Affirmative Action Supplement with Affirmative Action Employee Information Report and the certifications required by Public Law 2005, Chapters 51 and 271, Executive Order 117 (Corzine 2008), and Public Law 2012, Chapter 25 and Public Law 2022, Chapter 3, as further explained in Exhibit A. These forms are initially required by the RFQ and then required by law again at any retention.
- G. Provide any additional information that may be relevant to the selection process, such as prior experience with the Authority or recent transactions of the same nature as the anticipated transactions, the need for other special counsel and anticipated extraordinary expenses.

6.4 Additional Requirements for all Office of the Attorney General, Division of Law Retention Agreements

- A. The Additional Requirements set forth in Exhibit A are material terms of any retention resulting from this RFQ. Your proposal must include all completed and signed required State law compliance forms set forth therein.
- B. Additional Submission Requirements for Office of the Attorney General – Diversity Questionnaire, Exhibit B. Your proposal must include a completed Diversity Questionnaire, provided in Exhibit B.

6.5 Fees

- A. The firm must submit its proposed fee for: (1) partners; (2) of counsel; (3) associates; (4) law clerks and law assistants; and (5) paralegals, including the percentage discount the proposed hourly fee represents from your customary hourly fee. **Please note: No fee escalators are permitted or will be considered.** Counsel fees do not include reimbursables, such as computer time, postage, telephone charges, travel, duplication, etc. Permitted expenses will be reimbursed to your firm in accordance with the Guidelines. If the fee proposals submitted by all qualified responders are in excess of those deemed reasonable by the Attorney General, a lower fee may be negotiated.

If the Attorney General requests best and final offers with respect to the fee proposals from all or some of the firms submitting proposals, the Attorney General shall do so via electronic mail. The firms' best and final offers must be in writing and may be delivered electronically. **Best and final offers will only be considered if they are lower than the originally submitted fee proposal.** If a firm does not respond to the request for a best and final offer or asserts that its last price is firm, then the firm's originally submitted fee proposal will be considered its best and final offer.

- B. **Please understand that in certain instances, in accordance with the Outside Counsel Guidelines, the Attorney General may engage Special Counsel using the blended hourly rates in the firm's proposal with a fee cap setting forth the particular services being requested. Please note that any deviation from the specific matter fee cap established for the particular services will be considered only as set forth in the Outside Counsel Guidelines.**

- C. Proposed Blended Hourly Rates. Firms are required to fill out the chart below. If the firm does not intend to propose a blended hourly rate for a particular title, please enter "0" for that title.

Select a Position and the Rate data in the corresponding columns. You may add additional rows.

Position	Blended Hourly Rate	Amount of Percentage Discount from Customary Hourly Rate
Partners		
Of Counsel		
Associates		
Law Clerks and Law Assistants		
Paralegals		

Other		
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7 PROPOSAL SUBMISSION

7.1 All responses to Requests for Qualifications must be submitted in their entirety through the Division of Law’s On-Line RFQ Portal. **The RFQ Portal will not be operational until the RFQ question and answer period has ended.**

7.2 The Attorney General will accept questions pertaining to this RFQ from all potential bidders electronically. Questions shall be directed to Gabriel I. Chacon, Assistant Attorney General, Division of Law at the following e-mail address:

RFQUESTIONS@LAW.NJOAG.GOV

Please note that the “subject” line of your e-mail must specifically reference this RFQ as follows: “Venture Capital Counsel RFQ for NJEDA.”

Questions will be accepted until **4:00 pm on April 18, 2023.**

7.3 In the event the Attorney General determines that additional clarification to this RFQ or additional information is necessary, the Attorney General reserves the right to hold a conference call with eligible firms for the purpose of providing the same.

7.4 In the event that it becomes necessary to clarify or revise this RFQ, such clarification or revision will be by addendum. Any addendum to this RFQ will become part of this RFQ and part of any designation of a firm as VC Counsel as a result of this RFQ.

ALL RFQ ADDENDA WILL BE POSTED ON THE DEPARTMENT OF LAW AND PUBLIC SAFETY’S WEBSITE AT [REQUEST FOR QUALIFICATIONS FOR SPECIAL COUNSEL - NEW JERSEY OFFICE OF ATTORNEY GENERAL \(NJOAG.GOV\)](http://REQUEST.FOR.QUALIFICATIONS.FOR.SPECIAL.COUNSEL.-NEW.JERSEY.OFFICE.OF.ATTORNEY.GENERAL.NJOAG.GOV).

ALL RFQ ADDENDA WILL ADDITIONALLY BE MERGED INTO THE ELECTRONIC APPLICATION TOOL BEFORE IT IS OPERATIONAL.

It is the sole responsibility of the bidder to be knowledgeable of all addenda related to this RFQ.

7.5 The Attorney General reserves the right to interview the most qualified firms responding to this RFQ prior to making a final selection.

7.6 The Attorney General reserves the right to reject any and all proposals received in response to this RFQ, when determined to be in the State's best interest, and to waive minor noncompliance in a proposal, modify or amend, with the consent of the submitting firms, any statement, and to effect any agreement deemed by the Attorney General to be in the Attorney General’s best interest, or in the best interests of the Division of Law. The Attorney General further reserves the right to make such investigations as the Attorney General deems necessary as to the qualifications of any and all firms submitting proposals

in response to this RFQ. In the event that all proposals are rejected, the Attorney General reserves the right to re-solicit proposals.

- 7.7 All documents and information submitted in response to this RFQ generally shall be made available to the general public as required by applicable law.
- 7.8 Neither the State nor the Authority will be responsible for any expenses in the preparation and/or presentation of the proposals and oral interviews, if any, or for the disclosure of any information or material received in connection with the solicitation, whether by negligence or otherwise.
- 7.9 Failure by a firm to meet the Minimum Qualifications set forth in Section 2.0 will result in the proposal's immediate rejection.

8 SELECTION PROCESS

- 8.1 All proposals will be reviewed to determine responsiveness. The Attorney General may reject non-responsive proposals without evaluation, but may waive minor non-compliance. An Evaluation Committee will evaluate responsive proposals. The Evaluation Committee will have a minimum of three (3) members and may include a representative(s) from the Authority. The following technical evaluation criteria categories, separate or combined in some manner, and not necessarily listed in order of significance, will be used to evaluate proposals received in response to this RFQ:
 - A. Knowledge and experience of named attorneys as applicable with:
 - 1. State laws relevant to venture capital and emerging business financing and making limited partner investments in venture capital funds;
 - 2. Federal laws relevant to venture capital and emerging business financing and making limited partner investments in venture capital funds;
 - B. Knowledge and experience of the firm with similar transactions and with complex financings;
 - C. Knowledge and experience of the firm with loan workouts and restructuring involving emerging businesses and intellectual property collateral;
 - D. Knowledge of enforcement and collection of judgments and/or loan obligations from emerging businesses and/or secured by intellectual property, including intellectual property belonging to an estate in bankruptcy;
 - E. Resources of the firm;
 - F. Approach to communication with the Division of Law; and
 - G. Past experience of the State and the Authority with the firm and/or named attorneys.

Fees will be evaluated after review of all of the firms' technical criteria.

- 8.2 Proposals will be ranked based on the above criteria. VC Counsel will be selected by the Attorney General in consultation with the Authority. The Attorney General reserves the right to reject any and all responses to the RFQ; waive any requirements or minor informalities; modify or amend, with the consent of the submitting firms, any statement; and to effect any agreement deemed by the Attorney General to be in the Attorney General's best interest, or in the best interests of the State and the Authority.

8.3 The Attorney General reserves the right, in the Attorney General’s sole discretion, to require interviews or oral presentations from the most qualified firms that submitted proposals prior to making a final determination.

8.4 Notification. The Division of Law shall notify the firms approved for designation to the Pool and the firms designated to the Pool shall be posted on the Division of Law’s website at:

[Approved Special Counsel Lists - New Jersey Office of Attorney General \(njoag.gov\)](http://njoag.gov).

9 RESERVATION OF RIGHTS; DISCLAIMERS

9.1 No endorsement: Designation as VC Counsel does not constitute an endorsement by the State of New Jersey, the Attorney General, the Department of Law and Public Safety, or the Authority.

9.2 Effect of RFQ response: A response to this RFQ will not bind or otherwise obligate the State of New Jersey to engage the responding firm as VC Counsel.

9.3 Attorney General’s Authority Not Constrained: Nothing in this RFQ is intended to limit or constrain the discretion of the Attorney General in exercising any authority, duty, prerogative or power established or recognized by the State Constitution, statutes, Executive Orders, regulations, or case law.

9.4 Designation to the Pool: Selection of a firm for the Pool will not bind or otherwise obligate the State, the Authority, or any other State entity to retain the listed firm for legal services. Selection of a firm for the Pool will not guarantee any other form of employment or engagement.

10 SPECIAL COUNSEL DESIGNATIONS AND RETAINER AGREEMENTS

10.1 Special Counsel Designation. A firm selected pursuant to this RFQ, with the approval of the Attorney General and the Governor, will be the subject of a special counsel designation, pursuant to N.J.S.A. 52:17A-13. A firm may not represent the Authority or any other State entity unless it is given a special counsel designation. A special counsel designation, however, is not a retention for a specific matter and does not entitle a firm to be retained for a specific matter. The terms and conditions set forth in this RFQ shall be the terms and conditions of the special counsel designation.

10.2 Retention Letter. A firm may not represent the Authority or any other State entity unless it also executes a retention letter for a specific matter or class of matters. A firm selected for inclusion in the Pool may, from time to time, be contacted by the Division of Law for retention on a specific matter. At that time, if the firm agrees to the retention, the firm may be required to submit updated certifications, as required by Exhibit A and will receive a retention letter to countersign. The terms and conditions set forth in this RFQ shall be included in addition the terms and conditions in the Retention Letter.

11 EVALUATIONS

For the firms selected for the Pool, not less frequently than annually, the Attorney General or the Attorney General’s designee shall evaluate the firm’s performance. The evaluation

will focus on responsiveness; quality of work; adequacy and appropriate utilization of resources; adherence to invoice submittal standards; and cost effectiveness. The Attorney General or the Attorney General's designee will advise each firm of any problem areas. If, as the result of one or more evaluations, the Attorney General determines, in the Attorney General's sole discretion, that a firm should be removed from the engagement as VC Counsel, the firm may be removed after written notice is provided to the firm. Other than this written notice, nothing in this RFQ creates any rights, entitlements, privileges, or presumptions in favor of a law firm that would constrain the Attorney General's authority to remove a firm from being Counsel.

Attachments: Exhibit A – Additional Requirements for all Office of Attorney General, Division of Law Retention Agreements
Exhibit B – Diversity Questionnaire

Exhibit A to Special Counsel Retention Agreements

These additional terms and conditions are required by law, as indicated herein (Additional Terms) and shall be executed by the Special Counsel and will also be required prior to the Division of Law executing any Special Counsel Retention Agreement with the Division of Law on behalf of any of its clients. These Additional Terms shall be incorporated into any Special Counsel Retention Agreement (Retention Agreement) executed by the Division of Law and Special Counsel.

I. Special Counsel shall complete the following forms or otherwise satisfy the following requirements prior to the State executing a Retention Agreement with Special Counsel. Completion of these requirements will be easier if they are done in the order presented below. Note that the Special Counsel must use the same TIN/EIN and related taxpayer identity for all of these registrations, disclosures and certifications:

A. New Jersey Business Registration

Pursuant to N.J.S.A. 52:32-44 (b), for retention agreements in which the State will pay in excess of \$50,600:

1. Special Counsel that is a legal entity (e.g. corporation, LLC, partnership, LLC, et al.) must do one of the following:
 - a. submit with the signed Retention Agreement a copy of its valid New Jersey Business Registration with the current entity name, address and EIN/TIN; or
 - b. if the business has changed its name, address or EIN/TIN since it registered, update those changed items in the Division of Revenue Business Registration System; or
 - c. is not already registered with the New Jersey Division of Revenue, registration can be completed on line at:
:
<http://www.state.nj.us/treasury/revenue/busregcert.shtml>;or
2. Special Counsel that is a natural person and is being retained and paid in her or his individual capacity (i.e. not under the name of an LLP or LLC), fill out New Jersey [Form Reg A](#) form and return the form to the address shown on the form and await notification of its registration, and then submit that to the Division with the signed retention. The Form Reg A is found at:
https://www.state.nj.us/treasury/revenue/pdf/reg_a.pdf.

B. New Jersey State W-9 and Vendor Questionnaire – NJStart Vendor Registration

No Special Counsel shall be paid unless Special Counsel has a properly completed New Jersey State W-9 and Vendor Questionnaire on file with the State.

If Special Counsel does not have a Business Registration, has not yet received back its Business Registration form from the New Jersey Division of Revenue, or has not obtained Business Registration with its current information, it will not be able to register with NJStart. One day after the Business Registration is complete, the Special Counsel will be able to register with NJ Start.

General Information including an explanatory video about NJStart is available at:

<http://www.state.nj.us/treasury/purchase/vendor.shtml>.

Use this link to register for or access the NJStart system:

<https://www.njstart.gov/bs0/>.

If Special Counsel has previously submitted a State of New Jersey W-9 and Vendor Questionnaire or has previously registered with NJStart, and has not changed its name, address or tax identification number, the firm need not register with NJStart. The firm should notify the Division of Law that its NJ Start Registration is current.

Note: If at any time Special Counsel needs to revise its W-9 for any reason, including a change in firm name, address, or tax identification number, Special Counsel shall also be required to register to use NJStart, if it has not done so, and make the revisions to the W-9 and Vendor Questionnaire in the NJStart system.

C. Ownership Disclosure

The Ownership Disclosure addresses the requirements of N.J.S.A. 52:25-24.2 for any contract or retention agreement and must be completed and submitted either with the proposal or with the signed Retention Agreement. The Retention Agreement cannot be finalized by the Division of Law unless and until the Ownership Disclosure is properly completed and accepted. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms. It is located at:

<http://www.state.nj.us/treasury/purchase/forms/OwnershipDisclosure.pdf>.

D. Affirmative Action Supplement with Affirmative Action Employee Information Report – Form AA-302

The Affirmative Action Supplement with Affirmative Action Employee Information Report addresses the requirements of N.J.S.A. 10:5-31 to -34 and N.J.A.C. 17:27.3.1 et seq., for any contract or retention agreement.

1. Special Counsel that have four or fewer employees:

If a Special Counsel has 4 or fewer employees, Special Counsel's execution of these Additional Terms to the Retention Agreement will confirm that Special Counsel has the number of employees entered below.

[Special Counsel must fill in number of employees if four or less]

2. Special Counsel who have five or more employees must do one of the following:

a. Complete and submit the Employee Information Report, and pay the \$150.00 fee electronically at:

https://www.state.nj.us/treasury/contract_compliance/; or

b. Complete and submit the Employee Information Report either with the proposal or with the signed Retention Agreement. The Retention Agreement is not completed unless and until the form is properly completed and submitted to the Division of Law, as well as to the Contract Compliance and Audit Unit within the New Jersey Department of Treasury, Division of Purchase and Property along with a \$150.00 check. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms:

<https://www.state.nj.us/treasury/purchase/forms.shtml>.

or access the form directly at:

https://www.state.nj.us/treasury/contract_compliance/documents/pdf/forms/aa302.pdf

The instructions for the form are available at:

<http://www.state.nj.us/treasury/purchase/forms/EmployeeInformationReportInstructions-aa302ins.pdf>;

or

c. Present to the Division of Law a current Certificate of Employee Information Report issued by the Contract Compliance and Audit Unit within the New Jersey Department of Treasury, Division of Purchase and Property; or

d. Present to the Division of Law, consistent with N.J.A.C. 17:27-4.3(a)(1), a copy of an existing federally approved or sanctioned affirmative action report.

E. Certification of Non-Involvement in Prohibited Activities in Iran

Pursuant to N.J.S.A. 52:32-58, Special Counsel must certify that neither Special Counsel, nor one of its parents, subsidiaries, and/or affiliates (as explained in N.J.S.A. 52:32-56(e)(3)) is listed on the Department of the Treasury's List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the investment activities set forth in N.J.S.A. 52:32-56(f). If Special Counsel is unable to so certify, Special Counsel shall provide a detailed and precise description of such activities. The form is available at:

<http://www.state.nj.us/treasury/purchase/forms/DisclosureofInvestmentActivitiesinIran.pdf>.

F. Two-Year Chapter 51/Executive Order 117 Certification and Disclosure of Political Contributions

Prior to entering any Retention Agreement retention agreement under which the State will pay more than \$17,500 to the Business Entity proposed as the Special Counsel, the Business Entity shall submit the Certification and Disclosure form, certifying that no contributions prohibited by Chapter 51 have been solicited or made by the Business Entity and reporting all contributions the Business Entity made during the preceding four years to any political organization organized under 26 U.S.C. 527 of the Internal Revenue Code that also meets the definition of a continuing political committee within the meaning of N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.7. Additional information about Chapter 51 and Executive Order 117, including a Summary and a Q&A, is available at:

<https://www.state.nj.us/treasury/purchase/forms.shtml>

The required form and instructions for completion and submission to the Deputy Attorney General prior to the finalization of the Retention Agreement are available on the New Jersey Division of Purchase and Property's website under the heading "Vendor Forms Required for Contract Award" at:

<https://www.state.nj.us/treasury/purchase/forms.shtml>

Note: If Special Counsel has not registered with NJStart, it will need to do so before submitting its Chapter 51 form. NJStart registration is necessary for the review of the Certification and Disclosure.

Note: The TIN/EIN must be identical on each of the Business Registration, NJStart registration and Chapter 51 form.

If the Special Counsel has a currently valid Two-Year Chapter 51/Executive Order 117 Vendor Certification approval from the New Jersey Division of Purchase and Property and has not made any contribution prohibited by Chapter 51, since the approval was issued the prior notice from the Chapter 51 Unit of the current two-year approval may be submitted to the Division of Law instead of a new form.

Special Counsel is required, on a continuing basis, to report any contributions and solicitations Special Counsel makes during the term of the Retention Agreement, and any extension(s) thereof, at the time any such contribution or solicitation is made. Failure to do so is a breach of the Retention Agreement.

Special Counsel's failure to submit the form will preclude the Division of Law's countersignature of the Retention Agreement under which the State will pay more than \$17,500 to Special Counsel. The State Treasurer or his designee shall review the Disclosures submitted by the Special Counsel pursuant to this section, as well as any other pertinent information concerning the contributions or reports thereof by the intended Special Counsel, prior to award, or during the term of the retention agreement. If the State Treasurer determines that any contribution or action by the Special Counsel violated Chapter 51 and EO 117 the State Treasurer shall disqualify the Special Counsel from award of such contract. If the State Treasurer or its designees determines that any contribution or action constitutes a breach of contract that poses a conflict of interest, pursuant to Chapter 51 or EO 117, the State Treasurer shall disqualify the Special Counsel from award of such contract.

G. Disclosure Requirement of P.L. 2005, c. 271

Pursuant to P.L. 2005, c.271 ("Chapter 271") every Business Entity contracting with the State is required to disclose its (and its principals') political contributions within the immediately preceding twelve (12) month period. No prospective Special Counsel will be precluded from being retained by virtue of the information provided in the Chapter 271 disclosure, provided the form is fully and accurately completed. Prior to being retained, the Special Counsel anticipated to be selected will be required to submit Chapter 271 disclosures if the cost of Retention Agreement is anticipated to be in excess of \$17,500. This requirement is in addition to the requirements of Chapter 51 and EO 117. The form is available at:

<http://www.state.nj.us/treasury/purchase/forms/CertandDisc2706.pdf>

H. Certification pursuant to L. 2022, c. 3 (Prohibited Activities in Russia and Belarus)

Pursuant to P.L.2022, c. 3, a person or entity seeking to enter into or renew a contract for the provision of goods or services shall certify that it is not Engaging in Prohibited Activities in Russia or Belarus as defined by P.L.2002, c. 3, sec. 1(e). As such, Special Counsel shall submit to the Division of Law the Disclosure of Prohibited Activities in Russia/Belarus Form. The certification form is at:

[DisclosureofProhibitedActivitesinRussiaBelarus.pdf \(nj.gov\)](#)

II. Special Counsel Certification

Source Disclosure Certification-All Consulting Service to be provided in the United States

Special Counsel's execution of these Additional Terms to the Retention Agreement will confirm that Special Counsel agrees, in accordance with Executive Order 129 (2004) and N.J.S.A. 52:34-13.2 (P.L. 2005, c. 92), that all services performed for the Retention Agreement shall be performed within the United States.

In the event that all services performed for the Retention Agreement will NOT be performed within the United States, Special Counsel shall send the Deputy Attorney General who executes the Retention Agreement a letter that states with specificity the reasons why the services cannot be so performed. Any such letter shall require review and approval pursuant to N.J.S.A. 52:34-14.2 prior to execution of this Retention Agreement or the delivery of the services which will not be performed within the US. If the Letter cannot be approved, the Special Counsel cannot be retained.

III. The Special Counsel acknowledges that the Retention Agreement is subject to the following terms and conditions:

A. Breach of Requirements of Chapter 51 and Executive Order 117 (2008) (Also referred to as "Pay to Play Restrictions," N.J.S.A. 19:44A-20.13 to -20.25, or Executive Order 134 (2004))

In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the negotiation and award of State contracts, including retention agreements, from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, the Legislature enacted P.L. 2005, c.51 (codified at N.J.S.A. 19:44A-20.13 to -20.25) (Chapter 51), on March 22, 2005, effective retroactive to October 15, 2004, superseding the terms of Executive Order 134(2004). In addition, on September 24, 2008, Executive Order 117 was issued and made effective on November 15, 2008 (EO 117) which set forth additional limitations on the ability of executive branch agencies to contract with business entities that have made or solicited certain contributions.

Thus, in retentions under which the State will pay more than \$17,500 to Special Counsel, pursuant to the requirements of Chapter 51 and EO 117, it shall be a material breach of the terms of the Retention Agreement for Special Counsel to do any of the following during the term of the Retention Agreement:

1. make or solicit a contribution in violation of the Chapter 51 or EO 117;
2. knowingly conceal or misrepresent a contribution given or received;
3. make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution;
4. make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate or holder of the public office of Governor, or of Lieutenant Governor, or to any State, county or municipal party committee, or any legislative leadership committee;
5. engage or employ a lobbyist or Special Counsel with the intent or understanding that such lobbyist or Special Counsel would make or solicit any contribution, which if made or solicited by the business entity itself, would subject that entity to the restrictions of Chapter 51 or EO117;

6. fund contributions made by third parties, including Special Counsel's shareholders or business partners, attorneys, family members, and employees;
7. engage in any exchange of contributions to circumvent the intent of the Chapter 51 or EO 117; or
8. directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of the Chapter 51 or EO 117.

B. New Jersey Conflict of Interest Law

The New Jersey Conflict of Interest Law, N.J.S.A. 52:13D-12 et seq., and Executive Order 189 (1988), prohibit certain actions by persons or entities which provide goods or services to any State Agency. Specifically:

1. No Special Counsel shall pay, offer to pay, or agree to pay, either directly or indirectly, any fee, commission, compensation, gift, gratuity, or other thing of value of any kind to any State officer or employee or special State officer or employee, as defined by N.J.S.A. 52:13D-13b. and e., in the Department of the Treasury or any other agency with which such Special Counsel transacts or offers or proposes to transact business, or to any member of the immediate family, as defined by N.J.S.A. 52:13D-13i, of any such officer or employee, or any partnership, firm, or corporation with which they are employed or associated, or in which such officer or employee has an interest within the meaning of N.J.S.A. 52:13D-13g.
2. The solicitation of any fee, commission, compensation, gift, gratuity or other thing of value by any State officer or employee or special State officer or employee from any Special Counsel shall be reported in writing forthwith by Special Counsel to the Attorney General and the Executive Commission on Ethical Standards.
3. No Special Counsel may, directly or indirectly, undertake any private business, commercial or entrepreneurial relationship with, whether or not pursuant to employment, contract or other agreement, express or implied, or sell any interest in such Special Counsel to, any State officer or employee or special State officer or employee having any duties or responsibilities in connection with the purchase, acquisition or sale of any property or services by or to any State agency or any instrumentality thereof, or with any person, firm or entity with which he is employed or associated or in which he has an interest within the meaning of N.J.S.A. 52:13D-13g. Any relationships subject to this provision shall be reported in writing forthwith to the Executive Commission on Ethical Standards, which may grant a waiver of this restriction upon application of the State officer or employee or special State officer or employee upon a finding that the present or proposed relationship does not present the potential, actuality or appearance of a conflict of interest.
4. No Special Counsel shall influence, or attempt to influence or cause to be influenced, any State officer or employee or special State officer or employee in his official capacity in any manner which might tend to impair the objectivity or independence of judgment of said officer or employee.
5. No Special Counsel shall cause or influence, or attempt to cause or influence, any State officer or employee or special State officer or employee to use, or attempt to use, his official position to secure unwarranted privileges or advantages for the Special Counsel or any other person.
6. The provisions cited above in paragraph B(1) through B(5) shall not be construed to prohibit a State officer or employee or special State officer or employee from receiving gifts from or contracting with Special Counsel under the same terms and conditions as are offered or made available to members of the general public subject to any guidelines the Executive Commission on Ethical Standards may promulgate.

C. Obligation to Maintain Records

Special Counsel shall maintain all records for products and/or services delivered under the Retainer Agreement for a period of five (5) years from the date of final payment under the Retention Agreement unless otherwise specified in the Retention Agreement. Such records shall be made available to the State, including the New Jersey State Comptroller, for audit and review upon request.

D. Affirmative Action and Equal Employment Requirements:

Pursuant to N.J.A.C. 17:27-3.5 Special Counsel agrees that:

1. Special Counsel or its subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, Special Counsel will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that all employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such equal employment opportunity 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. Special Counsel agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the public agency compliance officer setting forth provisions of this nondiscrimination clause;
2. Special Counsel or its subcontractor, where applicable, will, in all solicitations or advertisements for employees placed by or on behalf of Special Counsel, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex;
3. Special Counsel or its subcontractor will send to each labor union with which it has a collective bargaining agreement, if any, a notice, to be provided by the agency contracting officer, advising the labor union of the Special Counsel's commitments under this chapter and shall post copies of the notice in conspicuous places available to employees and applicants for employment; and
4. Special Counsel or its subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time, and codified at N.J.A.C. 17:27-1.1 et seq.

Further, pursuant to N.J.A.C. 17:27-3.7, Special Counsel agrees that:

1. Special Counsel and its subcontractor, if any, agrees to make good faith efforts to meet targeted county employment goals established in accordance with N.J.A.C. 17:27-5.2.
2. Special Counsel and its subcontractor, if any, agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, and labor unions, that it does not discriminate on the basis of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.
3. Special Counsel and its subcontractor, if any, agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.
4. In conforming with the targeted employment goals, Special Counsel and its subcontractor, if any, agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

E. Fee Recovery in Pro Bono Retentions Shall Inure Directly to the State

In retentions to provide legal services on a pro bono basis pursuant to Executive Order 304 (2022), Special Counsel specifically disclaims any right to obtain a fee recovery from opposing parties and agrees that any such recovery shall inure directly to the State.

IV. Special Counsel is hereby notified of the following New Jersey Statutes and their requirements:

A. Chapter 271 Annual Disclosure Statement Filing Requirement

If Special Counsel receives contracts in excess of \$50,000 in the aggregate from public entities located in New Jersey during a calendar year, Special Counsel is responsible to file an annual disclosure statement on political contributions with the New

Jersey Election Law Enforcement Commission (ELEC), pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c. 271, section 3). It is Special Counsel's responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financing penalties by ELEC. Additional information about this requirement, and the form to be filed, is available from ELEC at (888)313-3532 or <https://www.elec.nj.gov/pay2play/form.html>.

B. Set-off for State Taxes

Pursuant to N.J.S.A. 54:49-19 et seq. (P.L. 1995, c. 159), and notwithstanding the provision of any other law to the contrary, whenever any taxpayer, partnership or S corporation under contract to provide goods or services or construction projects to the State of New Jersey or its agencies or instrumentalities, including the legislative and judicial branches of State government, is entitled to payment for those goods or services at the same time a taxpayer, partner or shareholder of that entity is indebted for any State tax, the Director of the Division of Taxation shall seek to set off so much of that payment as shall be necessary to satisfy the indebtedness. The amount set-off shall not allow for the deduction of any expense or other deduction which might be attributable to the taxpayer, partner, or shareholder subject to set-off under this Act.

The Director of the Division of Taxation shall give notice of the set-off to the taxpayer, partner or shareholder and provide an opportunity for a hearing within thirty (30) days of such notice under the procedures for protests established under N.J.S.A. 54:49-19. No request for conference, protest, or subsequent appeal to the Tax Court from any protest shall stay the collection of the indebtedness.

C. Diane B. Allen Equal Pay Act

The Diane B. Allen Equal Pay Act, L. 2018, c. 9, requires State contractors providing professional services to the State or a State entity to file information about its employee pay practices with the New Jersey Department of Labor and Workforce Development. Information about the Act and the reporting requirement is available at: <https://www.nj.gov/labor/wageandhour/tools-resources/equal-pay/index.shtml>

Special Counsel hereby agrees to these Additional Term and Conditions:

Special Counsel Signature: _____
Special Counsel Name: _____
Special Counsel Firm: _____
Date: _____



Exhibit B Outside Counsel Diversity Questionnaire

The Office of the Attorney General/Department of Law and Public Safety recognizes diversity and inclusion as a core value that strengthens our ability to serve the people of New Jersey. An analysis of the participation and roles of certain groups that have historically been underrepresented in the legal profession is of particular importance to the Department. To that end we are asking the private practice law firms that we engage to complete this survey, so that we may benchmark and track information about diversity and inclusion among our outside counsel.

Instructions

- 1. Applicable Period.** Except as otherwise noted, please provide information limited to your law firm's New Jersey Based Attorneys, current as of December 31, 2022 or the workforce snapshot pay period utilized by the firm for its EEOC reporting obligation. This date is the "Reporting Date."
- 2. Voluntarily Self-Reported Data Only.** All categories of reporting in this survey are limited to information that has been voluntarily self-reported to your firm by your firm's attorneys whereby they identify themselves as being within a particular demographic group ("Identify"), i.e. Gender, Race or Ethnicity categories, LGBTQIA, or having a Disability.
- 3. Race/Ethnicity.** For ease of reporting, the Race/Ethnicity categories requested in this questionnaire are consistent with the categories established by the Office of Management and Budget (OMB). The OMB's Statistical Policy Directive No. 15: *Standards for Maintaining, Collecting, and Presenting Federal Data on Race and Ethnicity (the "OMB Standards")*, established in 1997, remains in effect today and is followed by the United States Equal Employment Opportunity Commission in its mandatory reporting process applicable to many employers. A description of the relevant Race/Ethnicity categories are

available at page 13-14 of the EEO instruction booklet available at: 2021 EEO-1 Component 1 Data Collection Instruction Booklet (eeocdata.org).

Under the OMB Standards, the term “Ethnicity” is separate and distinct from the term “Race”.

For “Ethnicity” there are only two federally recognized categories:

- Hispanic or Latino
- Not Hispanic or Latino

For “Race” there are 5 federally recognized categories:

- White
- Black or African American
- Asian
- American Indian or Alaskan Native (AI/AN)
- Native Hawaiian or Other Pacific Islander (NH/OPI)

Respondents may self-identify their Race as two or more of the 5 categories, or alternatively, may indicate none of the enumerated Races apply. Therefore, additional options to report Race are:

- Two or More Races
- Some Other Race

In cases where an attorney has not voluntarily self-identified their demographic information, they may be accounted for as “Unknown”

Accordingly, this Questionnaire requests information about Race within each Ethnicity in the following categories:

1. White
2. Black or African American
3. Asian
4. American Indian or Alaskan Native (AI/AN)
5. Native Hawaiian or Other Pacific Islander (NH/OPI)
6. Two or More Races
7. Other/Unknown

4. **LGBTQIA.** The category “LGBTQIA” in the chart below refers to individuals who Identify as lesbian, gay, bisexual, transgender, queer/questioning, intersex or asexual.

5. **Disability.** The category “**Disability**” in the chart below refers to individuals who Identify as having a Disability. As used herein, “Disability” with respect to an individual is defined consistently with 28 CFR 35.108(a)(1)(i): “a physical or mental impairment that substantially limits one or more of the major life activities of such individual.”

6. “**New Jersey Based Attorneys**” means attorneys who are based in New Jersey who have an ownership interest in and/or who are employed by your law firm. Do not include temporary, per diem or contract attorneys in your responses. For the purposes of this definition, “based in New Jersey” means that the primary workplace location for the attorney is New Jersey, i.e. the law firm office where the attorney performs the greatest amount of work time, as compared with any other of your law firm’s offices, is located in New Jersey.

7. **Multiple Categories.** If an attorney fits more than one of the requested categories, please count such individual in all of the applicable categories.

8. **Numerical Data Responses.** Please provide numerical data in response to the charts, entering “0” where the number is zero. If the requested information is not applicable to your firm, please enter “N/A” as your response.

9. **Definitions.** As used herein:

- A. **“Equity Partner”** means an attorney who has the title Partner, Shareholder, Member, Principal or another similar title, who has an ownership interest in the law firm.
- B. **“Non-Equity Partner”** means an attorney who has the title Partner, Shareholder, Member, Principal or another similar title, who is employed by the firm but has no ownership interest in the law firm.
- C. **“Senior Counsel”** means an attorney who has a senior status with the firm, including without limitation, an individual who previously was a partner but currently maintains a reduced workload, or an individual who joins the firm as a senior attorney who does not have the obligations and/or profit participation rights afforded to partners of the firm. The job titles of such attorneys may vary among firms, e.g. may be known as “Of Counsel,” “Senior Counsel,” “Counsel” or as some other title.
- D. **“Counsel”** means a practicing attorney who is more senior than an Associate but who has not been elevated to Partner status. The job titles of such attorneys may vary among firms, e.g. may be known as “Of Counsel,” “Senior Counsel,” “Counsel” or as some other title.
- E. **“Associate”** means an attorney who has the title of Associate, Attorney, or other similar title, and is not an Equity Partner, Non-Equity Partner or Counsel.
- F. **“Minority-Owned Firm”** means your law firm is at least 51 percent owned, controlled, operated, and managed by an individual or individuals who are “minority group members,” as such term is defined by the National Minority Supplier Development Council (see, <http://www.nmsdc.org/mbes/what-is-an-mbe/>)
- G. **“Women-Owned Firm”** means your law firm is at least 51 percent owned, controlled, operated, and managed by a woman or women.

1. Firm Name

2. Name of Head of firm (e.g. Managing Partner, Chairperson)

 First Name Last Name

3. Person Responsible for Completion of Survey

First Name Last Name

Title

Email Address

example@example.com

Phone Number

Please enter a valid phone number.

4. Please indicate the number of attorneys employed by your law firm on a full-time basis

Firm-wide:

In the U.S.:

Outside the U.S.:

In New Jersey:

5. Is your firm Minority-Owned?

Yes No

If yes, please indicate if it is certified as such?

Yes No

If yes, please list the name of the certifying entity:

6. Is your law firm Women-Owned?

Yes No

If yes, please indicate if it is certified as such?

Yes No

If yes, please list the name of the certifying entity:

Demographic Information

Please provide the information sought in the chart below.

ALL ATTORNEYS FIRM-WIDE -

of NJ Based Attorneys who held the following positions as of January 1, 2023

Ethnicity - As of the Reporting Date, did your firm employ any attorneys who identified as Hispanic or Latino?

Yes No

Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below

Attorneys Who Identify as Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							

ASSOCIATE							
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Attorneys Who Identify as Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							

COUNSEL							
ASSOCIATE							

Race - As of the Reporting Date, did your firm employ any attorneys who identified as Non-Hispanic or Latino?

Yes No

Race - Non-Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below.

Attorneys Who Identify as Non-Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as Non-Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as Non-Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as LGBTQIA - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as LGBTQIA - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							

ASSOCIATE							
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Attorneys Who Identify as LGBTQIA - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as a Person with a Disability(ies) - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							

COUNSEL							
ASSOCIATE							

Attorneys Who Identify as a Person with a Disability(ies) - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attorneys Who Identify as a Person with a Disability(ies) - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							

SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Demographic Information

Please provide the information sought in the charts below.

FIRM LEADERSHIP -

of NJ Based Attorneys who served in leadership positions as of January 1, 2023.

Ethnicity - As of the Reporting Date, did your firm employ any attorneys who identified as Hispanic or Latino who have served in Leadership positions?

Yes No

Firm Leadership - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who have served in Leadership positions who have identified their Race as reflected in each of the columns in the table below.

Firm Leadership - Ethnicity - Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that							

include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Ethnicity - Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							

ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Ethnicity - Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							

HIRING PARTNERS (final decision-making authority for new attorney hiring)							
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Race - As of the Reporting Date, did your firm employ any attorneys who identified as Non-Hispanic or Latino who have served in Leadership positions?

Yes No

Firm Leadership - Race - Non-Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who have served in Leadership positions who have identified their Race as reflected in each of the columns in the table below.

Firm Leadership - Race - Non-Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							

FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Race - Non-Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							

PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Race - Non-Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							

DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - LGBTQIA - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							

HIRING PARTNERS (final decision-making authority for new attorney hiring)							
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Firm Leadership - LGBTQIA - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							

PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - LGBTQIA - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							

FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Disability(ies) - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							

FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Disability(ies) - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							
DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							

PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Firm Leadership - Disability(ies) - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
MANAGEMENT COMMITTEE (or top firm governing committee)							
ATTORNEYS-IN-CHARGE OF FIRM OFFICES (for firms having multiple offices)							

DEPARTMENT HEADS (for firm-wide departments that include multiple practice groups and/or offices)							
PRACTICE GROUP LEADERS (for specialized areas of practice within larger departments)							
FIRM OFFICE LEADERS (local departmental or practice group)							
FIRM-WIDE COMMITTEE HEAD (top-most committee leadership role)							
PARTNER COMMITTEE (decides entry into partnership)							
COMPENSATION COMMITTEE (decides attorney compensation)							
HIRING PARTNERS (final decision-making authority for new attorney hiring)							

Demographic Information

Please provide the information sought in the chart below.

PROMOTIONS -

of NJ Based Attorneys who were promoted during the 1-year period ending December 31, 2022

Ethnicity - Did your firm employ any attorneys who identified as Hispanic or Latino who received promotions between January 1, 2022 and December 31, 2022?

Yes No

Promotions - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who have received promotions who have identified their Race as reflected in each of the columns in the table below.

Promotions - Ethnicity - Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							

COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Ethnicity - Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Ethnicity - Hispanic or Latino - Non-Binary

White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
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ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Race - Did your firm employ any attorneys who identified as non-Hispanic or Latino who received promotions between January 1, 2022 and December 31, 2022?

Yes No

Promotions - Race - Non-Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who have received promotions who have identified their Race as reflected in each of the columns in the table below.

Promotions - Race - Non-Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							

ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Race - Non-Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Race - Non-Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - LGBTQIA - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - LGBTQIA - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							

ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - LGBTQIA - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Disability(ies) - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Disability(ies) - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							

COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

Promotions - Disability(ies) - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
ASSOCIATE TO EQUITY PARTNER							
ASSOCIATE TO NON-EQUITY PARTNER							
ASSOCIATE TO COUNSEL							
COUNSEL TO EQUITY PARTNER							
COUNSEL TO NON-EQUITY PARTNER							

ATTRITION -

of NJ Based Attorneys whose employment with the firm ended during the 1-year period ending December 31, 2022.

Ethnicity - Did your firm employ any attorneys who identified as Hispanic or Latino whose employment with the firm ended between January 1, 2022 and December 31, 2022?

Yes No

Attrition - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category whose employment with the firm ended between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

Attrition - Ethnicity - Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - Ethnicity - Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - Ethnicity - Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							

ASSOCIATE						
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Ethnicity - Did your firm employ any attorneys who identified as non-Hispanic or Latino whose employment with the firm ended between January 1, 2022 and December 31, 2022?

Yes No

Attrition - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category whose employment with the firm ended between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

Attrition - Race - Non-Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - Race - Non-Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - Race - Non-Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - LGBTQIA - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - LGBTQIA - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							

ASSOCIATE							
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Attrition - LGBTQIA - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - Disability(ies) - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							

COUNSEL							
ASSOCIATE							

Attrition - Disability(ies) - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Attrition - Disability(ies) - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							

SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

NEW HIRES -

of NJ Based Attorneys who were hired by the firm during the 1-year period ending December 31, 2022.

Ethnicity - Did your firm hire any attorneys who identified as Hispanic or Latino between January 1, 2022 and December 31, 2022?

Yes No

New Hires - Ethnicity - Hispanic or Latino

Please indicate the number of Hispanic or Latino attorneys within each job category who were hired between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

New Hires - Ethnicity - Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - Ethnicity - Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - Ethnicity - Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Race - Did your firm hire any attorneys who identified as Non-Hispanic or Latino between January 1, 2022 and December 31, 2022?

Yes No

New Hires - Race - Hispanic or Latino

Please indicate the number of Non-Hispanic or -Latino attorneys within each job category who were hired between January 1, 2022 and December 31, 2022 who have identified their Race as reflected in each of the columns in the table below.

New Hires - Race - Non-Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - Race - Non-Hispanic or Latino - Female

White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
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EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - Race - Non-Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - LGBTQIA - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - LGBTQIA - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							

ASSOCIATE							
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New Hires - LGBTQIA - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - Disability(ies) - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							

COUNSEL							
ASSOCIATE							

New Hires - Disability(ies) - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

New Hires - Disability(ies) - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							

SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

PART-TIME ATTORNEYS -

of NJ Based Attorneys who regularly worked on a part-time schedule during the 1-year period ending December 31, 2022.

As of the Reporting Date, did your firm employ any part-time attorneys who identified as Hispanic or Latino?

Yes No

Part-Time Attorneys - Ethnicity - Hispanic or Latino

Please indicate the number of part-time Hispanic or Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below.

Part Time Attorneys - Ethnicity - Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - Ethnicity - Hispanic or Latino - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - Ethnicity - Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Race - As of the Reporting Date, did your firm employ any part-time attorneys who identified as Non-Hispanic or Latino?

Yes No

Part-Time Attorneys - Race - Non-Hispanic or Latino

Please indicate the number of part-time Non-Hispanic or Latino attorneys within each job category who have identified their Race as reflected in each of the columns in the table below.

Part Time Attorneys - Race - Non-Hispanic or Latino - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - Race - Non-Hispanic or Latino - Female

White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
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EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - Race - Non-Hispanic or Latino - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - LGBTQIA - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - LGBTQIA - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							

ASSOCIATE							
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Part Time Attorneys - LGBTQIA - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - Disability(ies) - Male

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOP)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							

COUNSEL							
ASSOCIATE							

Part Time Attorneys - Disability(ies) - Female

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							
SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

Part Time Attorneys - Disability(ies) - Non-Binary

	White	Black or African American	Asian	American Indian or Alaska Native (AI/AN)	Native Hawaiian or Other Pacific Islander (NHOPI)	Two or More Races	Unknown
EQUITY PARTNER							
NON-EQUITY PARTNER							

SENIOR COUNSEL							
COUNSEL							
ASSOCIATE							

I certify that all of the information above is true and correct to the best of my understanding.*

Confirm

It is recommended that you save a draft of your work at this time. Creation of a Jotform account is unnecessary to save your work; click “Skip Create an Account” to save without doing so.

Entry of all information to this point completes your RFQ response. Clicking “submit” will finalize your submission, and you will receive an email with a PDF record of your submission. No further changes will be possible after you click “submit.”