

Request for Proposals

Corporate, Securities & Immigration Legal Services

For the

**Gateway to the Midwest Investment Center
(A U.S. Citizen & Immigration Service EB-5 Regional Center)**

**Responses/Proposals Due:
Wednesday, January 11, 2012, 5:00 p.m.
St. Louis County Economic Council
121 S. Meramec, Suite 1117
Clayton, Missouri 63105
(314) 615-7616**

Background Information

The St. Louis County Economic Council (“CEC”), in connection with the St. Louis Midwest-China Hub Commission initiative, identified the establishment of a USCIS EB-5 Regional Center in the St. Louis region as a strategic priority in growing Foreign Direct Investment (“FDI”) within the St. Louis Region. Beginning in 2009, SLCEC worked to construct an application and a Regional Center, culminating in the creation of the GMIC in September of 2010 and the filing of an EB-5 application shortly thereafter. The GMIC is a non-profit, government controlled Regional Center with a five member Board of Directors and an economic development mission. The GMIC will be St. Louis’ first, and upon approval, only EB-5 Regional Center.

Project Description

GMIC’s application to USCIS did not include any projects or investments requesting pre-approval. EB-5 investment can only be made through qualified investment vehicles. In recent months, the GMIC has endeavored to find projects and investments seeking EB-5 funding in the tri-county area (St. Louis City, St. Louis County, and St. Charles County) that meet the unique criteria of the EB-5 program and marketplace. The GMIC has discovered several possible candidates and is exploring moving forward by asking USCIS to pre-approve at least one project. The pre-approval process would require an amendment to the GMIC’s Regional Center application. Additionally, the GMIC and potential EB-5 investments will require immigration legal services post-application approval.

EB-5 investments are structured similarly to other investment models but have unique characteristics that must be accounted for to make them suitable to the requirements of the EB-5 program. EB-5 projects and investments require among other things:

- Highly detailed business plans providing significant data on job creation and pro-formas over the lifetime of the investment.
- Operating plans and agreements that include considerations such as escrow accounting, fund management, and administrative oversight.
- Confidential Offerings Memos (COMs) and Private Placement Memos (PPMs) that ensure EB-5 investments are always at risk.
- Subscription agreements for equity investments that provide rates of return acceptable to investors within the EB-5 marketplace.

In addition to investment and corporate structuring needed to request project pre-approval, the GMIC board of directors require corporate and investment structuring advice and counsel in the selection of projects/investments seeking to use the GMIC Regional Center.

Scope of Services:

Part I: EB-5 Corporate & Securities Legal Scope of Services

The CEC seeks to retain a qualified firm(s) to assist and advise GMIC and its clients in EB-5 corporate and investment structuring as well as produce corporate and investment documents for GMIC and its client projects and investors. The firm selected would work with CEC, World Trade Center St. Louis (“WTC”), and GMIC staff. The services would include, but are not necessarily limited to, the following:

1. Representing the GMIC as retained counsel in all EB-5 corporate and investment matters.
2. Preparing and filing an I-924A amendment to the GMIC’s original USCIS application requesting project pre-approval on a minimum of one potential EB-5 project.
3. Advising and consulting with the GMIC board of directors in the evaluation of potential project’s merits as qualified USCIS EB-5 investments.
4. Working and consulting with the GMIC and potential EB-5 projects on investment and corporate structuring to make use of the EB-5 program.
5. Working with GMIC, GMIC projects, and EB-5 investors applying through the GMIC to secure pre-approval and respond to any and all USCIS Requests For Evidence (RFE).
6. Coordinating corporate and investment structuring activities for the GMIC and projects upon receiving approval of an I-924A amendment and project pre-approval.

Part II: EB-5 Immigration Legal Scope of Services

The GMIC seeks to retain a qualified firm(s) to provide pre and post-approval EB-5 immigration legal counsel. The firm selected would work with CEC, WTC, and GMIC staff. The services would include, but are not necessarily limited to, the following:

1. Working with USCIS and GMIC to provide additions and supplemental information for the application.
2. Working with GMIC, GMIC projects, and EB-5 investors applying through the GMIC to secure pre-approval and respond to any and all USCIS Requests For Evidence (RFE).
3. Receiving the EB-5 Regional Center designation and implementing the approval.
4. Helping or providing advice and assistance on how to manage, coordinate, and market the GMIC domestically and internationally.
5. Providing assisting to GMIC immigrant investors and project clients.

Proposal Content:

Proposals must include, at a minimum, the following information:

1. Experience of Firm - Provide a detailed description of the firm's experience providing the Services described in the Scope of Services set forth in this Request for Proposals including the type and number of clients served; type and dollar amount of deals completed; and the nature of the projects involved. Examples of successes achieved for past/present clients relating to the aforementioned Scope of Services are requested.
2. Experience/Qualifications of Assigned Professional(s) - Provide a resume for each individual who may be assigned to provide these services and designate the individual who would have primary responsibility for overseeing these services.
3. Proposed Fees/Expenses - Proposals shall clearly state all fees and expenses to be charged for performance of services
 - a. If based on an hourly rate, provide the hourly rates to be charged for each individual who would be assigned to this engagement and a general description of how billable hours will be allocated among key personnel.
 - b. Provide an explanation if fees will be calculated on any other basis.
 - c. Itemize the type of expenses [other than fees] for which your firm would seek reimbursement.

It is anticipated that a maximum not to be exceeded amount will be established for these services.

Selection Criteria

Selection of a proponent will be made on the basis of the following criteria:

1. Expertise and experience of firm in providing the legal services described in this Request for Proposals;
2. Expertise and experience of the firm with representation of EB-5 regional Centers;
3. Expertise and experience of individuals assigned from firm;
4. Price;
5. Responsiveness of firm to the RFP categories.

HRIF encourages submission of proposals from minority and women owned firms. HRIF does not discriminate on the basis of race, color, religion, creed, sex, sexual orientation, age, ancestry, or national origin in consideration of this award. Equal Opportunity Employer.

Submission of Proposals

One bound and one unbound copy by mail or courier and one electronic copy of the proposal shall be submitted. In addition to the proposal submission requirements specified in this RFP, the following requirements apply to all proposals:

1. All hard copy proposals must be signed in ink by a person with authority to sign on behalf of the proponent.
2. The rates/fees must be expressed in words and figures.
3. Any changes or erasures on the proposal shall be initialed by a person with authority to sign on behalf of the proponent.

Terms and Conditions

1. CEC reserves the right to reject any and all proposals submitted. Additionally, any and all RFP project elements, requirements and schedules are subject to change and modification. CEC also reserves the unqualified right to modify, suspend, or terminate at its sole discretion any and all aspects of this RFP process, to obtain further information from any and all respondents, to waive any defects as to form or content of the RFP or any responses by any firm, and to negotiate with any proponent if and when, in CEC's discretion, CEC deems that to be in its best interest.
2. CEC reserves the right to select one or more respondents; to select separate respondents for various components of the scope of services; to select final team members from among the proposals received in response to this RFP.
3. This RFP does not commit the CEC to award a contract, to defray any costs incurred in the preparation of a response to this request, or to procure or contract for services. All submitted RFPs become the property of the CEC as public records. All proposals may be subject to public review, on request, unless exempted as discussed elsewhere in this RFP.
4. By accepting this RFP and/or submitting a proposal in response thereto, each proponent agrees for itself, its successors and assigns, to hold GMIC, the CEC and St. Louis County and all of their various agents, commissioners, directors, consultants, attorneys, officers and employees harmless from and against any and all claims and demands of whatever nature or type, which any such proponent, its representatives, agents, contractors, successors or assigns may have against any of

them as a result of issuing this RFP, revising this RFP, conducting the selection process and subsequent negotiations, making a final recommendation, selecting a proponent or negotiating or executing an agreement incorporating the commitments of the selected proponent.

5. By submitting proposals, each proponent acknowledges having read this RFP in its entirety and agrees to all terms and conditions set out in this RFP.
6. Proposals shall be open and valid for a period of 60 days from the date of their submission to the CEC.

Summary of Submission Requirements

All submittals shall be received at the following address no later than 5:00 p.m. (CDT), January 11, 2012:

**St. Louis County Economic Council
121 S. Meramec, Suite 900
Clayton, Missouri 63105
Attn: Doug Potts**

Submittals which arrive after the deadline, for any reason, may disqualify the firm.