

ATHENS-WAYNE OUTDOOR ASSET DEVELOPMENT CORPORATION*Nonprofit partner to the Outdoor Recreation Council of Appalachia (ORCA)*

Request for Proposals

General Legal Counsel Services — Hourly, As-Needed Engagement

RFP issued	Wednesday, October 21, 2026
Proposals accepted	Immediately, on a rolling basis
Full-consideration date	Monday, November 9, 2026, 5:00 p.m. Eastern
Submit to	Rachael Fisher — rachael@orcaohio.com (PDF, single file)
Questions	Same contact, in writing, by Tuesday, November 3, 2026

1. About AWOADC and ORCA

The Athens-Wayne Outdoor Asset Development Corporation (AWOADC) is an Ohio nonprofit corporation and public charity that serves as the dedicated nonprofit partner of the Outdoor Recreation Council of Appalachia (ORCA). ORCA is a council of governments established under [Ohio Revised Code Chapter 167](#) and serves 18 Appalachian Ohio counties, advancing outdoor recreation as a strategy for rural economic development and public land stewardship, including management of the 88-mile Baileys Trail System.

AWOADC supports that mission through charitable fundraising, events, programs, and asset development that complement ORCA's public-sector role. AWOADC operates on a lean, self-funded model combining grants, earned income, a one-time impact investment from the Athens County Foundation, and private partnerships, and is seeking qualified outside counsel on an hourly, as-needed basis.

Current board members of both organizations are listed below. Respondents will be asked to disclose any relationships with these individuals and Investor Athens County Foundation in Attachment A, Part 5.

ORCA Board of Directors

Name	Office	Representing
Tim Warren	President	York Township (Trustee President)
Jay Kline	Vice President	Village of Buchtel (Council Member)
Frank Campbell	Member	Village of Chauncey (Mayor)
Vacant	—	City of Nelsonville

AWOADC Board of Directors

Name	Office	Affiliation
Amy Renner	President	Rural Community Assistance Partnership
Brian McCarthy	Vice President	Ohio University

Name	Office	Affiliation
Laura Olbers	Secretary	Southeast Ohio Youth Mentoring
Adam Hepworth	Treasurer	Ohio University
Bob West	Member	Athens Bicycle Club
Kelly Shaw	Member	Passion Works Studio

2. Purpose of This RFP

AWOADC invites qualified Ohio attorneys and law firms to submit proposals for general legal counsel services. The purpose of this RFP is to compare respondents on an equal basis, specifically to confirm:

- Willingness to be engaged and paid **hourly, as needed**, without a mandatory monthly retainer;
- Demonstrated experience representing **nonprofit organizations and public charities**;
- Demonstrated experience with **local governments and intergovernmental entities** (councils of governments, villages, townships, counties, public-private partnerships);
- Rates, billing practices, capacity, conflicts, insurance, and references.

To make comparison fair, **all respondents must complete the Proposal Response Form (Attachment A)** in addition to any narrative materials. Proposals that do not include a completed form may not be evaluated.

3. Anticipated Scope of Services

Work will be assigned as needed. AWOADC does not guarantee any minimum volume of work. Anticipated areas include:

- **Nonprofit governance:** articles, code of regulations/bylaws, board policies, conflict-of-interest procedures, minutes and resolutions.
- **Tax-exempt compliance:** maintaining 501(c)(3) public charity status, Form 990 review, unrelated business income, gift acceptance and restricted gifts, charitable solicitation and sponsorship agreements.
- **Contracts:** vendor, contractor, consultant, sponsorship, and event agreements; memoranda of understanding and service or cost-sharing agreements with ORCA and other public partners.
- **Grants and public funds:** grant agreement review; compliance with federal Uniform Guidance (2 CFR 200) and state funding requirements; subrecipient and procurement questions.
- **Real property and recreation assets:** leases, licenses, easements, acquisition or donation of land, use agreements on public land, and recreational-user liability questions.
- **Risk management:** event participant waivers and releases, insurance requirements, and indemnification provisions.
- **Employment:** position descriptions, employment and independent-contractor agreements, and personnel policies. Currently AWOADC pays part-time staffer to operate the Baileys Bike Rental.
- **Intergovernmental matters:** structuring the AWOADC–ORCA relationship, and advising where AWOADC activities interact with Ohio public records, open meetings, ethics, or public procurement requirements. Evaluation and advice regarding funding and asset transfers, shared ORCA staff, and strategic planning.
- **Investor matters:** evaluation and potential restructuring of the now expired Revenue Share Agreement (Impact Investment) from the Athens County Foundation.

- **Fundraising matters:** advice and review of sponsorship agreements as they are obtained to support ORCA, the Baileys Trail System, events, projects, and programs.

4. Engagement Terms Sought

- Occasional virtual meeting participation and communication primarily in writing.
- Hourly billing for actual time worked, in 0.1-hour increments, with no required monthly retainer.
- Monthly itemized invoices showing date, timekeeper, task description, time, and rate.
- Advance estimate for any single matter expected to exceed a threshold set by AWOADC; work beyond the estimate requires approval.
- Rates held for at least 12 months from engagement; any later increases with 60 days' written notice.
- Expenses passed through at cost only; no charges for routine overhead (internal copying, standard research subscriptions, phone).
- Clear protocol for identifying and resolving conflicts, given AWOADC's close relationships with ORCA, its member governments, and its investor, the Athens County Foundation.

Respondents may propose alternatives (for example, nonprofit discount rates, flat fees for routine tasks, or a limited number of no-charge consultations) and should state them on the Response Form.

5. Minimum Qualifications

1. The lead attorney is admitted to practice in Ohio and in good standing with the Supreme Court of Ohio.
2. The firm maintains professional liability (malpractice) insurance.
3. The firm has no unwaivable conflict of interest with AWOADC or ORCA.
4. The firm will bill on an hourly, as-needed basis (or states clearly any exceptions).

6. Proposal Contents

Submit a single PDF containing, in this order:

1. **Cover letter** (two pages maximum), signed by an authorized attorney.
2. **Attachment A: Proposal Response Form**, fully completed. Write "N/A" rather than leaving fields blank.
3. **Résumés or bios** for each attorney who would work on AWOADC matters.
4. **Representative experience:** up to one page each on nonprofit and local-government work (client names optional where confidentiality applies).
5. **Sample engagement letter** reflecting the proposed terms.
6. **Certificate of professional liability insurance.**

7. Evaluation Criteria

Proposals will be scored by an AWOADC review panel. AWOADC may select the proposal it judges most advantageous and is not required to select the lowest-cost proposal.

Criterion	Points
Fee structure and cost: hourly rates, willingness to bill hourly without retainer, nonprofit discounts, billing practices	30
Nonprofit and public-charity experience	20

Criterion	Points
Local government / intergovernmental experience	20
Capacity, responsiveness, and familiarity with Appalachian Ohio	15
Qualifications, references, and absence of conflicts	15
Total	100

8. Timeline

Milestone	Date
RFP issued	October 21, 2026
Written questions due	November 3, 2026
Answers sent to all known respondents	November 5, 2026
Full-consideration date	November 9, 2026, 5:00 p.m. ET
Interviews (if needed)	Week of November 16, 2026
Anticipated selection	Late November / December 2026, subject to AWOADC board approval

Proposals are welcome as soon as possible. Proposals received after November 9 may be considered at AWOADC's discretion if a selection has not yet been made.

9. Submission Instructions

- Email one PDF to Rachael Fisher at rachael@orcaohio.com.
- Subject line: "AWOADC Legal Services RFP – [Firm Name]".
- Receipt will be acknowledged by email within two business days. If you do not receive an acknowledgment, please follow up.
- Direct all questions in writing to Rachael Fisher at rachael@orcaohio.com. Please do not contact AWOADC or ORCA board members about this RFP.

10. General Conditions

- AWOADC reserves the right to accept or reject any or all proposals, waive minor irregularities, request clarification or additional information, negotiate terms, and select more than one firm (for example, a general counsel and a specialist).
- Respondents bear all costs of preparing proposals. No contract exists until AWOADC executes a written engagement letter.
- Proposals will be shared with AWOADC's review panel and board and may be shared with ORCA. Because AWOADC works closely with public entities, respondents should clearly mark any information they consider proprietary.
- AWOADC does not discriminate on the basis of race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity, or veteran status in selecting service providers.
- This RFP does not commit AWOADC to award a contract.

ATTACHMENT A

Proposal Response Form

Complete every field. Use "N/A" where a question does not apply. You may type directly into this form or attach a page that follows the same numbering.

Part 1 — Firm Information

Firm name	
Office address	
Office nearest Athens County, Ohio	
Lead attorney	
Ohio attorney registration no.	
Email / phone	
Website	
Number of Ohio-licensed attorneys in firm	
Years in practice (lead attorney)	

Part 2 — Hourly Billing and Fees

2.1 Will you accept an hourly, as-needed engagement with no required monthly retainer?	☐ Yes ☐ No
2.2 If a retainer or minimum is required, describe amount and terms.	
2.3 Billing increment (e.g., 0.1 hour)	
2.4 Do you offer a nonprofit or public-entity discount?	☐ Yes ☐ No
2.5 How long will quoted rates be held?	
2.6 Notice and cap on future rate increases	
2.7 Is travel time billed? If so, at what rate?	
2.8 Expenses billed (list) and whether marked up	
2.9 Are brief phone/email questions billed? Minimum charge?	
2.10 Will you provide written estimates before larger matters?	☐ Yes ☐ No

2.11 Hourly rates. List the rate for each person who would work on AWOADC matters.

Name	Title / role	Years admitted	Standard rate (\$/hr)	Rate to AWOADC (\$/hr)

Name	Title / role	Years admitted	Standard rate (\$/hr)	Rate to AWOADC (\$/hr)

2.12 Flat fees (optional). Quote any routine services you will perform for a fixed fee.

Service	Flat fee (\$)	Notes
Review of standard vendor or sponsorship contract		
Event participant waiver / release (draft or annual review)		
Board resolution or policy review		
Other:		

Part 3 — Experience

3.1 Number of current nonprofit / public-charity clients	
3.2 Years representing nonprofits	
3.3 Number of current local-government or intergovernmental clients (COGs, counties, townships, villages, port authorities, etc.)	
3.4 Years representing local governments	
3.5 Describe up to three relevant nonprofit engagements	
3.6 Describe up to three relevant local-government engagements	
3.7 Experience with ORC Chapter 167 councils of governments or nonprofit partners of public entities	

3.8 Practice areas. Mark the level of experience for each area in Section 3 of the RFP.

Practice area	Extensive	Moderate	Limited	None
Nonprofit governance and bylaws	☐	☐	☐	☐
Tax-exempt compliance / Form 990	☐	☐	☐	☐
Contracts and sponsorships	☐	☐	☐	☐

Practice area	Extensive	Moderate	Limited	None
Federal and state grant compliance (2 CFR 200)	☐	☐	☐	☐
Real property, easements, leases	☐	☐	☐	☐
Recreational liability and event waivers	☐	☐	☐	☐
Employment and contractor matters	☐	☐	☐	☐
Ohio public records / open meetings / ethics	☐	☐	☐	☐
Public procurement	☐	☐	☐	☐

Part 4 — Capacity and Responsiveness

4.1 Typical response time to routine email or phone inquiries	
4.2 Primary contact and backup contact	
4.3 Available for occasional in-person or virtual monthly board meetings? Billing for attendance?	
4.4 Matters you would refer out, and to whom	

Part 5 — Conflicts of Interest

Part 5 — Conflicts of Interest

5.1 Does the firm currently represent ORCA, any ORCA member government, or any of the 18 partner counties?	☐ Yes ☐ No
5.2 Does the firm represent any party likely to be averse to AWOADC or ORCA (e.g., contractors, landowners, or agencies with whom they contract)?	☐ Yes ☐ No
5.3 Does the firm currently or within the past three years represent the Athens County Foundation, AWOADC's investor, or any other funder or investor of AWOADC?	☐ Yes ☐ No
5.4 Does any attorney or staff member have a personal, family, or business relationship with any ORCA or AWOADC board member listed in Section 1, or with the Athens County Foundation's board or staff?	☐ Yes ☐ No
5.5 If yes to any of the above, describe and explain how the conflict would be managed.	

Part 6 — Insurance

Professional liability carrier	
Limits (per claim / aggregate)	
Policy expiration date	
Any claims or disciplinary actions in past 5 years? (Y/N; explain)	

Part 7 — References

Provide three client references; at least one nonprofit and one local government.

Organization	Contact name and title	Type (NP / Gov)	Phone and email

Part 8 — Certification

I certify that the information in this proposal is true and complete, that the lead attorney is licensed and in good standing in Ohio, and that I am authorized to submit this proposal on behalf of the firm. Quoted rates and terms remain valid for at least 90 days from submission.

Signature	Date
Printed name and title	Firm