

§ 1617.72 Certification.

(a) A law firm seeking status as a MWOLF shall provide certification of that status. To this end, RTC must satisfy itself that the ownership, control and licensing requirements of the program are fulfilled. Therefore, on-site visits shall be performed by the DLP and may include OCOS.

(b) RTC has developed and implemented a certification policy and procedures designed to prevent fraudulent representations. Procedures have been established by which the DMWP shall review, evaluate, and approve notarized certification forms and accompanying documents from MWOLFs prior to any engagement.

(c) When an MWOLF is awarded an engagement with estimated fees of \$100,000 and over, or applies for a new or renewed Legal Services Agreement (LSA), an on-site verification may be performed by DMWP to ensure that no changes have occurred in the eligibility for MWOLF status. Verification of a certification may also be required when a referral would result in an accumulation of over \$100,000 in estimated fees to a MWOLF. Further, the DMWP reserves the right to perform an on-site verification upon certification, if fees under a referral would amount to less than \$100,000. As part of its oversight role, DMWP also reserves the right to verify any MWOLF's eligibility at any time. If the eligibility of a firm as a MWOLF is questionable, the Legal Division's Outside Counsel Management Section (OCMS) may participate in the on-site verification.

(d) RTC shall be notified immediately of any factors that may affect MWOLF certifications as a result of changes in ownership, senior management or MWOLF joint referral participant(s).

(e) Any misrepresentations (including falsification of MWOLF certification), omissions or changes by the MWOLF, non-MWOLF or the joint referral participants with respect to MWOLF status shall be referred to the Legal Services Committee, which may result in termination of the Legal Services Agreement, termination or suspension of the engagement(s) and/or exclusion from the RTC legal contracting program, and/or referral to the Office of Inspector General.

(f) Any firm found ineligible for MWOLF certification shall be informed of its right to file an appeal to the Vice President, DMWP in Washington, DC.

Subpart I—Competitive Legal Engagements**§ 1617.80 Inclusion in solicitations.**

RTC shall ensure, to the maximum extent practicable, that MWOLFs and minority and women partners in non-MWOLFs who are the RTC contact persons are included in each competitive engagement solicitation.

§ 1617.81 Participation by the Division of Minority and Women's Programs in solicitation and referral process.

(a) The DMWP shall participate as a voting member on each of the RTC's Legal Services Committees to ensure that the evaluation of MWOLFs for potential outside counsel engagements is consistent with the overall objectives of inclusion, to the maximum extent practical, and where applicable, that the award of technical and cost bonus points to MWOLFs, and non-MWOLFs with qualifying joint referral arrangements with MWOLFs, is assigned appropriately.

(b) The DMWP staff may participate in the initial review and Statement of Work preparation to establish milestones, specific task descriptions and law firm responsibilities. The DMWP shall participate in the source list preparation to ensure inclusion of MWOLFs.

(c) The DMWP shall ensure that the following requirements for competition are fair, equitable and consistent:

- (1) The selection criteria for notices or issuance of RFPs;
- (2) The solicitation language; and
- (3) The engagement parameters, including reasonable standards for substantive, technical and scoring criteria.

(d) The DMWP, in consultation with the Legal Division, shall participate in the preparation of responses to questions concerning the RTC's Minority and Women Outreach Program received from offerors.

(e) The technical and cost bonus points shall be assigned prior to selection of the competitive range.

(f) In the post-engagement phase, the DMWP may participate, in conjunction with OCMS, in periodic site visits conducted by the Legal Division of outside counsel(s) to review contractor compliance with the RTC's goals and objectives regarding MWOLFs and minority and women partners in non-MWOLFs.

Subpart J—Joint Referrals and Representations**§ 1617.90 General.**

(a) A joint referral will be used to combine the resources of two or more

law firms. MWOLFs with experience in the area of the referral will be paired with other MWOLFs or with non-MWOLFs that have more experience in the same area or have greater resources to provide legal services to the RTC.

(b) All joint referrals to outside counsel will provide the maximum opportunity possible for MWOLFs to participate in the engagement. RTC outside counsel shall implement this policy in a manner consistent with RTC's overall legal contracting policies and procedures. As MWOLFs become more experienced in RTC legal issues, their level of participation in matters referred pursuant to the Joint Referral Program, as well as the fees they are paid, shall increase.

(c) Written justification will be provided for a referral made pursuant to the joint referral exemption in the Legal Division Policy No. 92-03, Statement of Policy and Procedures Concerning Limitations Upon the Use of Outside Counsel, (Fee Cap Policy) as amended.

(d) The DLP, in conjunction with the Legal Division, shall review the joint referral arrangement. The agreement must set forth the distribution of legal fees and work for each firm. This agreement shall apply throughout the term of the engagement. These arrangements must be in conformance with Legal Division Policy No. 92-02, Joint Referrals and Representation Program, as amended.

(e) All arrangements must be approved by the RTC Legal Services Committee.

(f) The overriding objective of these arrangements and others pursuant to § 1617.91 is that less experienced MWOLFs receive sufficient training in the relevant issues while pursuing a matter as cost effectively as possible.

(g) To qualify for bonus points, at least 25 percent of the fees shall be earned by a MWOLF.

(h) Copies of documents referred to in paragraph (c) and (d) of this section are available from the RTC Public Reading Room, 801 17th Street, NW., room 100, Washington, DC 20434-0001.

§ 1617.91 Joint referral agreements.

(a) Outside counsel shall prepare and execute a Joint-Venture Agreement, a Joint-Counsel Agreement, or a Consortium Agreement. Each such agreement must include:

- (1) The name of each firm, its role and responsibilities;
- (2) The percentage of substantive work allocated to each firm;
- (3) Estimated legal fees to be generated by each firm;
- (4) A requirement for each engagement under the agreement that a