



# REQUEST FOR PROPOSALS

## Legal Services

Central Vermont Regional Planning Commission  
Revolving Loan Fund

### Section 1: RFP DETAILS

**RFP Date Issued:** April 14, 2026  
**Questions Due:** April 28, 2026  
**Electronic Proposals Due:** May 15, 2026

### Issuing Point of Contact

**Name:** Elaine (Eli) Toohey  
**Title:** Planner  
**Organization:** Central Vermont Regional Planning Commission (CVRPC)  
**Address:** 29 Main Street, Suite 4, Montpelier VT 05602  
**Direct:** 802-262-1018  
**Email:** [toohey@cvregion.com](mailto:toohey@cvregion.com)

### OVERVIEW

The Central Vermont Regional Planning Commission (CVRPC) is soliciting proposals for legal services associated with the CVRPC Brownfields Program's Revolving Loan Fund.

### BACKGROUND

Central Vermont Regional Planning Commission was awarded FY2025 EPA Brownfields Assessment Coalition Grant (1.2 million awarded) and FY2025 EPA Revolving Loan Fund Grant (1 million awarded). The project period for the EPA Brownfields Coalition Assessment Grant is 5/16/2025 - 09/30/2029. The project period for the EPA Brownfields Revolving Loan Fund is 05/16/2025 - 09/30/2030. Central Vermont Regional Planning Commission began projects for the Assessment Coalition Grant October 1, 2025 and will begin lending through the Revolving Loan Fund in mid-2026.

29 Main Street Suite 4 Montpelier Vermont 05602  
802-229-0389 E Mail: [CVRPC@CVRegion.com](mailto:CVRPC@CVRegion.com)

## **SCOPE OF WORK**

Central Vermont Regional Planning Commission (CVRPC) seeks qualified legal counsel to support the establishment, administration, and long-term operation of an EPA-funded Brownfields Revolving Loan Fund (RLF). Legal counsel will ensure compliance with federal and state requirements, protect the RLF's financial and legal interests, and support the successful cleanup and reuse of brownfield properties.

Legal counsel shall provide timely, accurate, and practical legal advice related to:

- RLF statutory and regulatory requirements
- Lending and subgrant transactions for contaminated properties
- Environmental liability management
- Real estate, security, and enforcement matters
- Federal, State and local legal considerations

Counsel shall work collaboratively with RLF program staff, environmental consultants, lenders, and regulators.

## **Tasks**

### **1. RLF Program Formation and Governance**

Provide legal support for establishing and maintaining the RLF, including:

- Review and/or drafting of RLF policies and procedures
- Advising on legal authority of the Lead Entity and eligible borrowers
- Drafting or reviewing:
  - Governance documents
  - Conflict-of-interest policies
  - Loan approval and underwriting standards
- Review of inter-municipal, coalition, or subrecipient agreements

### **2. EPA Grant and Federal Compliance**

Advise on and support compliance with federal requirements, including:

- CERCLA §104(k) and EPA RLF cooperative agreement conditions
- Uniform Guidance (2 CFR Part 200)
- Federal cross-cutting authorities (e.g., NEPA, NHPA, ESA)
- Davis-Bacon and related labor standards, as applicable
- Drafting and review of subaward and loan agreements to ensure inclusion of required federal clauses

### **3. Loan and Subgrant Documentation**

Prepare and/or review transaction documents for RLF-funded projects, including:

- Loan agreements and subgrant agreements
- Promissory notes
- Repayment schedules and interest provisions
- Conditions precedent to disbursement

- Amendments and modifications to loan documents

#### **4. Environmental Liability and Risk Management**

Provide legal analysis and advice to minimize environmental liability exposure, including:

- Advising on CERCLA liability protections and defenses (e.g., BFPP, Innocent Landowner)
- Reviewing Phase I and Phase II ESA reliance language
- Drafting or reviewing indemnification provisions
- Advising on environmental insurance products (e.g., PLL, cost-cap)
- Coordination with state voluntary cleanup or liability limitation programs

#### **5. Real Estate, Title, and Security Instruments**

Provide legal support related to property interests and collateral, including:

- Title review and coordination with title insurance providers
- Drafting or reviewing:
  - Mortgages and deeds of trust
  - Environmental liens
  - Guarantees
  - Subordination agreements
- Advising on institutional controls, deed restrictions, and easements

#### **6. Loan Administration, Defaults, and Enforcement**

Provide legal services related to ongoing loan performance, including:

- Advising on borrower non-compliance or default
- Drafting default notices and cure agreements
- Negotiating loan workouts or restructurings
- Advising on enforcement actions, including foreclosure, if necessary

#### **7. State and Local Law Coordination**

Advise on integration with applicable state and local laws, including:

- State environmental cleanup and liability programs
- Municipal land use, zoning, and permitting considerations
- State-specific lending, lien, and foreclosure requirements

#### **QUALIFICATIONS**

Legal counsel should demonstrate:

- Experience with Revolving Loan Funds
- Expertise in environmental law, real estate, and public-sector lending
- Familiarity with federal grant compliance
- Knowledge of applicable state environmental and municipal law

#### **CLIENT**

The client will be the Central Vermont Regional Planning Commission.

## RESPONSE FORMAT

- Cover Letter demonstrating an understanding of the services requested and availability to provide responsive legal counsel over the grant performance period of 05/16/2025 - 09/30/2030,
- A description of the firm including experience with the proposed scope of services,
- Conflict of Interest Review, and
- Billable rates for all team members anticipated to participate in the scope of work, estimated hours by staff, and projected expenses.

## SUBMISSION REQUIREMENTS

Proposals must be submitted by May 15 at 4:00 PM. Proposals must be submitted via email to Eli Toohey, Planner, at [toohey@cvregion.com](mailto:toohey@cvregion.com) with the following subject line "CVRPC Brownfields RLF Legal Services." Once submitted, the proposal becomes the property of the CVRPC.

Questions regarding this RFP must be submitted in writing by the deadline listed in Section 1 via email to Eli Toohey, CVRPC Planner at [toohey@cvregion.com](mailto:toohey@cvregion.com) to ensure all parties have adequate time to review the answers. CVRPC will not accept phone calls with questions regarding the content of this RFP. CVRPC will post a list of questions and answers linked at the CVRPC website at [Requests for Qualifications, Bids, and Proposals - Central Vermont Regional Planning Commission](#)

## PROPOSAL EVALUATION

### SELECTION PROCEDURES

All proposals will be evaluated by a selection committee composed of CVRPC staff and project consultants. The award of the contract will be based on Experience & Capabilities, Management Outline & Project Approach, and Cost.

<b>Scoring Criteria</b>	<b>Points Possible</b>
<i>Experience &amp; Capabilities</i>	35
<i>Management Outline &amp; Project Approach</i>	30
<i>Cost</i>	35
<b>Total</b>	<b>100</b>

The selection committee will recommend the firm deemed most qualified to provide the required services to the CVRPC Brownfields Advisory Committee who will vote on making a recommendation to the Board of Commissioners' Executive Committee. CVRPC will then notify all parties who submitted a proposal of the final decision. The selected legal institution will be invited to negotiate a contract for services; if negotiations do not result

in an agreement acceptable to all parties, CVRPC will proceed to the next most qualified firm.

The evaluation of proposals shall be made without regard to race, color, sex, age, religion, national origin, or political affiliation. CVRPC is an Equal Opportunity Employer and encourages proposals from disadvantaged business enterprises (DBEs).

CVRPC reserves the right to reject any and all proposals received as a result of this solicitation, to negotiate with any qualified source, to waive any formality and any technicalities, or to cancel the RFP in part or in its entirety if it is in the best interest of CVRPC. This solicitation for proposals in no way obligates the CVRPC to award a contract.

CVRPC reserves the right to seek clarification of any submitted materials and to select the consultants considered to best promote the public interest.

### **DISCLAIMER**

CVRPC assumes neither responsibility nor liability for costs incurred relevant to the preparation and submission of the proposal or any other costs prior to issuance of a contract. The expense of preparing, submitting, and presenting a proposal is the sole responsibility of the applicant.

CVRPC reserves the right to examine all aspects of responses submitted, tangible and intangible. CVRPC reserves the right to seek clarification of any statement submitted, conduct interviews with contractors, and to select a contractor that is best able to provide the requested services and promote the public interest. CVRPC reserves the right to withdraw this RFP, and/or to advertise for new submissions at any time if it is in the best interest of CVRPC to do so. A contract will be awarded as deemed to be in the best interest of CVRPC.

CVRPC retains the right to reject any and all proposals received, to interview or not interview any or all firms responding to this RFP prior to selection, to negotiate with any qualified source, or to cancel in part or in its entirety this RFP if it determines such action to be in the best interest of CVRPC or that of eligible parties. Reasons for cancellation or rejection will be provided to all registered vendors in writing. This solicitation in no way obligates CVRPC to award a contract.

If any proposer is aggrieved by the proposed award of the contract, they may appeal in writing, via U.S. Mail or Delivery Service or via email to CVRPC at:

Central Vermont Regional Planning Commission  
Attn: Eli Toohey, Planner  
29 Main Street, Suite 4  
Montpelier, Vermont 05602  
E-mail: [toohey@cvregion.com](mailto:toohey@cvregion.com)

The appeal must be postmarked or sent within fourteen (14) calendar days following the date of the written notice to award the contract.

## **STANDARDS AND DELIVERABLES**

Deliverables may include, but are not limited to:

- Written legal memoranda and opinions
- Draft and final versions of loan, subgrant, and security documents
- Revised RLF policies and procedures
- Audit and compliance support documentation
  - All documents are to:
    - be presented for ease of readability by the average citizen,
    - Reports must be provided in digital form (Microsoft Word and Portable Document Format (PDF)).
    - All documents, in digital and hard copy formats, created under this contract must become the property of CVRPC.

## **CONTRACTING PROVISIONS**

### PAYMENT

The Selected Consultant will invoice CVRPC on a monthly basis for all fees and expenses accrued during the preceding month. Invoices should be submitted to Eli Toohey (toohey@cvregion.com) for review and approval. CVRPC anticipates making payments within 30 days of invoicing.

### OWNERSHIP OF MATERIAL

All rights, titles to and ownership of the data, material, and documentation resulting from this contract and/or prepared for CVRPC pursuant to a contract between CVRPC and the Selected Consultant must remain with CVRPC.

### COMPLIANCE WITH STATE AND FEDERAL LAWS

The Selected Consultant must comply with any and all applicable laws, statutes, ordinances, rules, regulations, and/or requirements of federal, state, and local governments and agencies thereof, which relate to or in any manner affect the performance of this agreement.

Pursuant to State of Vermont Laws, anyone in any matter relative to the procurement of services who intentionally makes a material statement that is false, omits or conceals a material fact in a written statement, submits or invites reliance on a material writing that is false, submits or invites reliance on a sample or other object that is misleading, or uses any trick, scheme or device that is misleading in a material respect will be subject to sanction pursuant to the laws of the State of Vermont.

### CONFIDENTIALITY:

Materials used in the proposal process will become a matter of public record. In case the applicant includes any material that is considered proprietary and / or confidential under 1 VSA, Chapter 5, the applicant shall clearly designate the material as such, explaining

why such material should be considered confidential. Under no circumstances can the entire response be marked confidential. If the applicant marks portions of the Qualifying Materials as confidential, a redacted version of the Qualifying Materials shall be provided for release to the public.

**RFP ATTACHMENTS**

See link for Provisions Attachments C, D and E