



Public Notice

REQUEST FOR PROPOSALS (RFP)

GENERAL COUNSEL & EMPLOYMENT PRACTICES LEGAL SERVICES

Release Date: November 1, 2017

Deadline for Submission: January 5, 2018

Contact person: Karin Hennings, Administrative Director / CEO

**Del Puerto Health Care District
PO Box 187
875 E Street
Patterson, CA 95363**

REQUEST FOR PROPOSALS

GENERAL COUNSEL AND EMPLOYMENT PRACTICES LEGAL SERVICES

RELEASE DATE: November 1, 2017

CLOSING DATE: Proposals must be received as a PDF document via E-mail by Monday, January 5, 2018 by 5:30 PM PDT.

CONTACT PERSON: Karin Hennings, Administrative Director / CEO
E-mail: karin.hennings@dphealth.org
Direct: 209-894-8200

Del Puerto Health Care District
875 E Street | PO Box 875
Patterson, CA 95363

Office Hours: M-F 8 AM-5:00 PM

THE DISTRICT

The Del Puerto Health Care District (DPHCD) is located in western Stanislaus County; bordering San Joaquin County to the north, Santa Clara County to the west, the San Joaquin River to the east and the Newman-Gustine area to the south (see Attachment A). DPHCD is a Health Care District established in 1949, operating under the State of California Health and Safety Code. The District is committed to providing the highest quality primary healthcare and emergency medical services (EMS), while expanding healthcare availability to the citizens of the Del Puerto Health Care District. We embrace the values of compassion, commitment and excellence; and envision a future with accessible health care, within our boundaries, throughout one's life.

The District serves a population of 25,000 residents in a 234,000-acre region that includes the communities of Patterson, Crows Landing, Westley, Vernalis, Grayson, and Diablo Grande. We deliver ambulatory industrial, adult, and pediatric care through the Del Puerto Health Center (DPHC) and emergency medical services and transportation through Patterson District Ambulance (PDA). The District's FY 2017-18 Operating Budget is \$5.7 million.

The District is governed by a five-member Board of Directors and a management team comprised of an Administrative Director/CEO, Ambulance Director, Medical Director, Managers of the Health Center, Human Resources, and District Office/Clerk of the Board. The staff includes 17 full-time regular and unrepresented employees, as well as 11 full-time and 14 part-time represented Paramedics and EMTs (see organizational chart in Attachment B).

INTRODUCTION

The Board of Directors of the Del Puerto Health Care District invites interested firms with a minimum of ten (10) years of California healthcare, emergency services, local government and/or employment practices (including organized labor) law experience to submit written proposals to provide General Counsel legal and/or Employment Practices services.

Firms are invited to submit proposals for: 1) the full range of legal services, including: healthcare and EMS, general government and employment practices; or 2) healthcare and EMS and general government only; or 3) employment practices only. Del Puerto Health Care District may opt to contract with one legal firm for all legal services, or select one firm for healthcare and EMS and general government legal services, and a second firm for employment practices services.

As General Counsel or Employment Practices Counsel, the selected law firm(s) will be expected to provide a wide range of legal services to the District. The law firm(s) selected by the Board of Directors, and will work closely with the Administrative Director / CEO and district staff.

SCOPE OF SERVICES REQUESTED

The anticipated services will include, but are not limited to, the following:

- (a) Represent and advise the Board of Directors and other agencies for which the Board of Directors serve as the governing body (e.g., Del Puerto Health Center and Patterson District Ambulance) and all District Officers in all matters of law pertaining to their offices.
- (b) Represent and appear for any District Officer and/or employee or any former District Officer and/or employee in legal proceedings in which any such officer or employer is entitled by law to representation furnished by the District.
- (c) Attend regular meetings of the Board of Directors, and special meetings when called, and provide legal advice and opinion as requested by the Board of Directors, Administrative Director / CEO or staff. Note—Generally, Employment legal counsel does not attend regular or special Board Meetings unless requested to do so or there is an issue requiring Employment legal counsel attendance.
- (d) To be promptly available for telephone consultation and to render written opinions on given issues related to District business in a timely manner.
- (e) Approve the form and content of Board of Directors reports, District contracts and all performance bonds, certificates of insurance, and like documents tendered to the District on a requested basis.
- (f) Prepare/review all Ordinances, Resolutions, Contracts, Deeds, Leases, and all other legal documents as requested by the Administrative Director / CEO or designee.
- (g) Provide recommendation and advice when requested by the Board of Directors pertaining to the retention of and employment of outside law specialists in complex and important matters in which the District may be involved.
- (h) Investigate all claims and complaints by or against the District and prepare civil cases and act as trial counsel as required and requested by the Board of Directors or Administrative Director / CEO.
- (i) Review citations for violations of District ordinances in accordance with criminal/civil law and

procedures; prepare and try infractions, misdemeanors, and ordinance violations as required and requested by the Administrative Director / CEO.

- (j) Prepare extended legal opinions of a complex nature as requested by the Board of Directors or Administrative Director / CEO.
- (k) Generally, oversee and manage the legal affairs of the District and ensure that the policies, programs, and activities of the District and its employees and agents are carried out in compliance with all applicable law and that the best interests of the District are otherwise protected to the fullest extent possible.

The law firm(s) selected by DPHCD shall provide the full normal range of services of the General Counsel and/or Employment Practices legal counsel as described above. Among other things, the General Counsel shall have expertise on California and Federal healthcare and EMS law, the Ralph M. Brown Act (California Government Code section 54952 et seq.), the California Public Records Act (Govt. Code section 6200 et seq.), California conflict of interest law (Govt. Code section 1090), the Political Reform Act of 1974 (Govt. Code section 81000 et seq.), the California Tort Claims Act (Govt. Code section 815 et seq.), the California Local Health Care District Law (Health & Safety Code section 32000 et seq.), and the federal Americans with Disabilities Act.

The law firm(s) selected by DPHCD shall establish and maintain services to the District in case of his/her unavoidable absence through temporary legal services satisfactory to the District.

The General Counsel and/or Employment Practices legal counsel will provide the District with education and in-service seminars as mutually agreed to maintain a level of education among the Board of Directors members, staff and management in order, to the fullest extent possible, to increase the knowledge of District staff and Board Members, and to reduce liability.

Attendance at the Board of Directors' regular meetings is requested, generally once per month, on the last Monday of each calendar month. The General Counsel may be asked to attend closed sessions and study sessions (closed session may be held prior to or after open sessions; study sessions are generally held during the regular open session, or on the rare occasion, may be held prior to a regular or special Board meeting).

The District does not require regular office hours, but expects the law firm(s) selected by DPHCD to be available to attend meetings in person or remotely (via teleconference) if needed. Generally, the General Counsel and/or Employment Practices does not attend the District's staff meetings.

Prior to initiation of any work, the District may request a written statement of the estimated cost of the work.

RFP RESPONSE FORMAT

The RFP respondent shall submit an electronic copy (PDF format) of the RFP response with all of the information requested. In order to simplify the proposal evaluation process, the District is seeking RFP responses in the following format:

***Important--Please submit your RFP responses with section breaks/cover pages corresponding to the lettered items in the section below.**

PROPOSAL FORM AND CONTENT

Proposal Submittal

All pages of the proposal must be numbered consecutively. The proposal must be organized in accordance with the list of proposal contents. The proposal must provide specific and succinct responses to all questions and requests for information.

Respondents must include the following items in their proposals addressing the Scope of Services above. Proposals and the fee schedule must be valid and binding for 120 days following the proposal due date, and may become part of the agreement with the District.

A. Letter of Transmittal

Include a cover letter signed by a duly authorized representative of the firm. The cover letter must include name, address, telephone number (cell phone number preferred but not required) and e-mail address of the Respondent submitting the proposal. In addition, the name, title, address, telephone number, and e-mail address of the person or persons who are authorized to represent the Respondent and to whom correspondence should be directed shall be included. An unsigned proposal is grounds for rejection.

B. Table of Contents

Include a clear identification of the submitted material by section and by page number.

C. Summary

Introduce the proposal and summarize the key provisions of the proposal. Based on your firm's expertise and qualifications, explain why your firm is best suited to provide the services described herein.

D. Statement of Understanding

Include a detailed statement of understanding of the legal services to be provided. If there are services listed in this RFP that the Respondent will not be able to provide, please be certain to address such in your response.

E. Firm Background and Experience

1. Official name and address and specify the type of entity (partnership, LLC, corporation, etc.).
2. Describe the firm's background and history, including the number of years in practice. Describe in detail the firm's healthcare and EMS, public agency and/or employment practices legal services expertise.
3. List the location of office(s) that would serve the Del Puerto Health Care District. Note—This is a statewide recruitment, and all qualifying firms are invited to submit proposals.

4. Provide an organization chart and staffing plan identifying key personnel, related lines of authority and responsibility of those team members who will provide the services described in this RFP.

F. Approach to Legal Services

1. Describe your view of the role of the General Counsel and/or Employment Practices counsel.
2. Describe how the firm would keep the District informed about the status of litigation and other legal matters.
3. Provide your best example of a written communication to a governing body about a legal issue, prepared within the past 5 years and not to exceed 6 pages, in which options are explained and a recommendation is given.
4. Describe how you track and manage legal fees and costs.
5. Describe how you would proactively advise the District about legal developments or issues of concern, without being asked. If you use Newsletters, News Briefs, or other communications, please describe the general content and frequency of publication.
6. Describe the computer resources currently utilized within your office. The District utilizes Microsoft Office software, including Word for Windows word-processing software, and requires its contractors to use a compatible version of the Microsoft Office suite for all files provided electronically to the District. The District currently provides electronic agenda files to the General Counsel and has a wireless internet network available in the District Board Meeting Room.
7. Please list relevant specialty services your firm does not provide. Such might include employee relations/human resources/union; civil rights/voting rights; or healthcare and EMS utility/enterprise finance. For any specialty services, your firm does not directly provide, describe how you propose the District would receive such services. Options may include but are not limited to: separate agreement(s) between the District and a specialty services firm selected by the District where the contract is administered by District; separate agreement(s) between the District and a specialty services firm selected by the District where the contract is administered by Respondent for the District; or a specialty services firm subcontract to Respondent. Except as noted in the next paragraph, you are not required to address who would provide such relevant specialty services, just how such services are proposed to be provided.

If your firm does not provide employee relations/human resources/union services and are proposing a subcontractor, please identify the firm from whom such services would be provided.

8. Please identify the most significant healthcare and EMS policy, program or legal matter that the firm has handled within the past 5 years, explain in detail why the matter was significant, and indicate the outcome of the legal matter.

For firms providing a proposal for Employment Practices only, please identify the most significant human resource or union policy, program or legal matter that the firm has handled

within the past 5 years, explain in detail why the matter was significant, and indicate the outcome of the legal matter.

9. Please provide the most creative advice the firm has provided to a municipal client within the past five years, explain why the advice was creative, and describe the outcome of the matter upon which the advice was provided.
10. Please identify whether the law firm's contract for General Counsel or Employment Practices Counsel services has been terminated by any local agency within the past 10 years, and provide contact information for persons knowledgeable regarding the contract's termination.

G. Proposed Attorney(s)

Name the person whom you propose to designate as the General Counsel and Assistant General Counsel. If your firm provides employee relations/human resources/union services, name the most senior attorneys who would be designated to work with the District for these services.

Provide the following resume information for each designee:

1. Certificates or licenses, including the date of admission to the State Bar of California;
2. Description of education, including names of educational institutions, degrees conferred, and year of each degree;
3. Professional background and professional associations;
4. Experience with and knowledge of the law relating to public agencies (particularly public healthcare and EMS agencies and/or local government agencies);
5. Specific areas of expertise and training; and
6. Provide names and detailed qualifications for all other attorneys in your firm who are proposed to provide supporting legal services in support of the primary attorney(s).

H. References and Potential Conflicts of Interest

1. Provide contact information for five public healthcare and EMS agency (preferred) or other local government agency clients for which services have been provided by the proposed General Counsel and Assistant General Counsel in the last five years, so reference checks can be conducted. Please include the contact person's name, agency, phone and email address.
2. List all public clients within the Central Valley Region for whom your firm currently provides services under a fee for services basis or on a retainer basis and indicate the services provided. Identify any foreseeable or potential conflicts of interest that could result from such representation and the manner in which you would propose to resolve such conflicts.
3. For the person proposed as General Counsel, list all public clients that person presently represents as General Counsel, Deputy General Counsel, or Assistant General Counsel, along

with the meeting dates and times for each governing body.

4. List all private clients of your firm such as healthcare and EMS providers, insurance companies, and healthcare facilities or systems that could potentially pose a conflict of interest while representing the District.
5. Identify all situations in the last five years in which your firm represented a public entity in a litigated or administrative proceeding and the decision or outcome was averse to that public entity. Similarly, please identify all situations within the last five years in which your firm represented a public entity in a litigated or administrative proceeding and the decision or outcome was beneficial to the public entity.
6. If, within the past 10 years the firm, or any of the attorneys employed by the firm has been sued by a District or other local public agency for legal malpractice, been the subject of a legal malpractice claim, been the subject of a complaint filed with the State Bar, or received discipline imposed by the State Bar, please describe in detail the circumstances of said suit, claim, complaint or discipline.

I. Compensation and Reimbursement

For the first eighteen (18) months of service, Del Puerto Health Care District requests a “Fee-for-Services/hourly billing methodology. Respondent shall identify the applicable hourly rates and list all known non-labor/other direct costs. District will reimburse non-labor/other indirect costs at Respondent’s actual/documented cost.

If Respondent proposes to utilize a subcontractor for rendering of any legal services, it shall identify applicable hourly rates and all known non-labor/other direct costs incurred in such subcontracted legal services. Respondent shall provide the same assurances of the competence of subcontractors as it does with respect to itself, plus the demonstrated ability to manage and supervise the subcontracted work. Subcontractors shall not be allowed to further subcontract with others without the prior consent of the District. The District will not provide compensation for any administrative overhead incurred in supervising the work of a subcontractor.

The District may accept and incorporate the proposed fee schedule as part of the award/agreement process without further negotiations or, alternatively, may use it as the basis for negotiations. Consequently, Respondents are encouraged to provide their best pricing. The selected Respondent shall receive no compensation for travel expenses to District.

The District anticipates that the General Counsel and/or Employment Practices Legal Services Agreement which may be awarded through this RFP process will be an evergreen agreement with a thirty (30) day termination provision.

The Respondent shall identify how it proposes to be considered for rate increases and at what intervals.

After the initial eighteen (18) month period, the District and legal firm(s) selected by DPHCD may wish to negotiate a new billing arrangement based upon a monthly flat fee, defining which services would be included in the monthly retainer and which services would fall outside a monthly retainer.

J. Draft Agreement

Please include a copy of your standard services agreement. The District contemplates entering into a legal services contract containing its standard terms and conditions which will include specific standards for the firm's billing of costs and services. The contract will also set forth requirements for the scrupulous exercise of good billing judgment, billing documentation, and insurance requirements. The contract will contain an express provision that in the event of any dispute concerning any matter regarding the agreement, each party agrees to bear its own attorney's fee. In addition, the contract will require that the Agreement be governed by California law, without regard to conflict of laws principles, and that venue for any dispute be in Stanislaus County.

K. Additional Information

In this section, provide any other information that the Respondent believes is applicable to the evaluation of the proposal or your qualifications for providing the proposed legal services. You may use this section to address those aspects of your services that distinguish your firm from other firms.

REVIEW AND SELECTION PROCESS

A. Process

An Ad hoc Committee consisting of two members from the Board of Directors, the Administrative Director / CEO and key staff will evaluate proposals, and the Board of Directors will conduct interviews with the top Respondent(s). Respondents will be evaluated on the basis of cost, experience, qualifications, and approach to the services requested. The Respondent determined best qualified to perform this service will be identified by the Ad hoc Committee for commencement of contract negotiations.

B. Evaluation Criteria

The following information will be considered during the evaluation process:

1. Experience and qualifications identified in the Proposal (i.e. healthcare and EMS, general government and employment practices).
2. Cost of providing services.
3. Complete and clear response to requested matters in the Proposal.
4. Familiarity with laws and regulations governing California healthcare and EMS agencies and public agencies.
5. Communication skills.
6. References from other client healthcare and EMS agencies and local government agencies.

7. Depth and breadth of experience and expertise in the practice of law, most specifically in those areas most often encountered in healthcare district and/or local government operations.
8. Other qualifications/criteria as deemed appropriate by the Board of Directors.

GENERAL TERMS AND CONDITIONS

Limitation: The Request for Proposals (RFP) for General Counsel Services and/or Employment Practices Services does not commit the Del Puerto Health Care District to award a contract, to pay any cost incurred in the preparation of an RFP response or to procure or contract for services or supplies. The District reserves the right to reject any or all proposals for any reason and to amend, modify or terminate the RFP process in any manner at any time.

Award: At the conclusion of the initial evaluation process, negotiations between the District and the selected Respondent for a contract will proceed. The firm/entity chosen may be required to participate in negotiations and to submit such revisions of its proposal as may result from negotiations. If the District engages a Respondent in negotiations and satisfactory agreement provisions cannot be reached, then negotiations may terminate, and the District may elect to contact another Respondent. This sequence may continue until an agreement is reached. The District reserves the right to award a contract without discussion based upon the initial proposals.

Signature: Each proposal must be signed on behalf of the Respondent by an officer authorized to bind it, and shall include the following statement:

“This proposal is genuine, and not a sham or collusive. Respondent has not improperly attempted to induce any other firm to refrain from submitting a proposal or to induce any other firm to improperly collude with the proposer to set any price or term for any potential agreement with the District. Further, Respondent has not in any manner sought by collusion or other unlawful means to secure for itself an advantage over any other Respondent. Respondent will not attempt to obtain any unfair advantage or improperly influence the selection process contemplated herein by any unauthorized contact with any member of District staff or Board of Directors member with respect to this selection process.”

PROPOSAL SUBMISSION

Proposals should be responsive to the questions set forth in this Request for Proposals. All materials which are submitted may be deemed to be part of the responding proposal, and may be incorporated in any subsequent contract between the District and any selected Respondent.

Proposals should be submitted electronically to karin.hennings@dphealth.org with a subject title of “Proposal for General Counsel Services” and/or “Proposal for Employment Practices Legal Services.”

An electronic copy in PDF format **must be received** via e-mail no later than **5:30 PM PST, Friday, January 5, 2018.**

Proposals shall be addressed to:

Ms. Karin Hennings
Administrative Director / CEO
Del Puerto Health Care District
875 E Street | PO Box 187
Patterson, CA 95363

Late proposals will not be accepted.

SELECTION PROCESS AND TIME FRAME

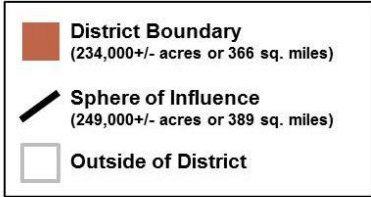
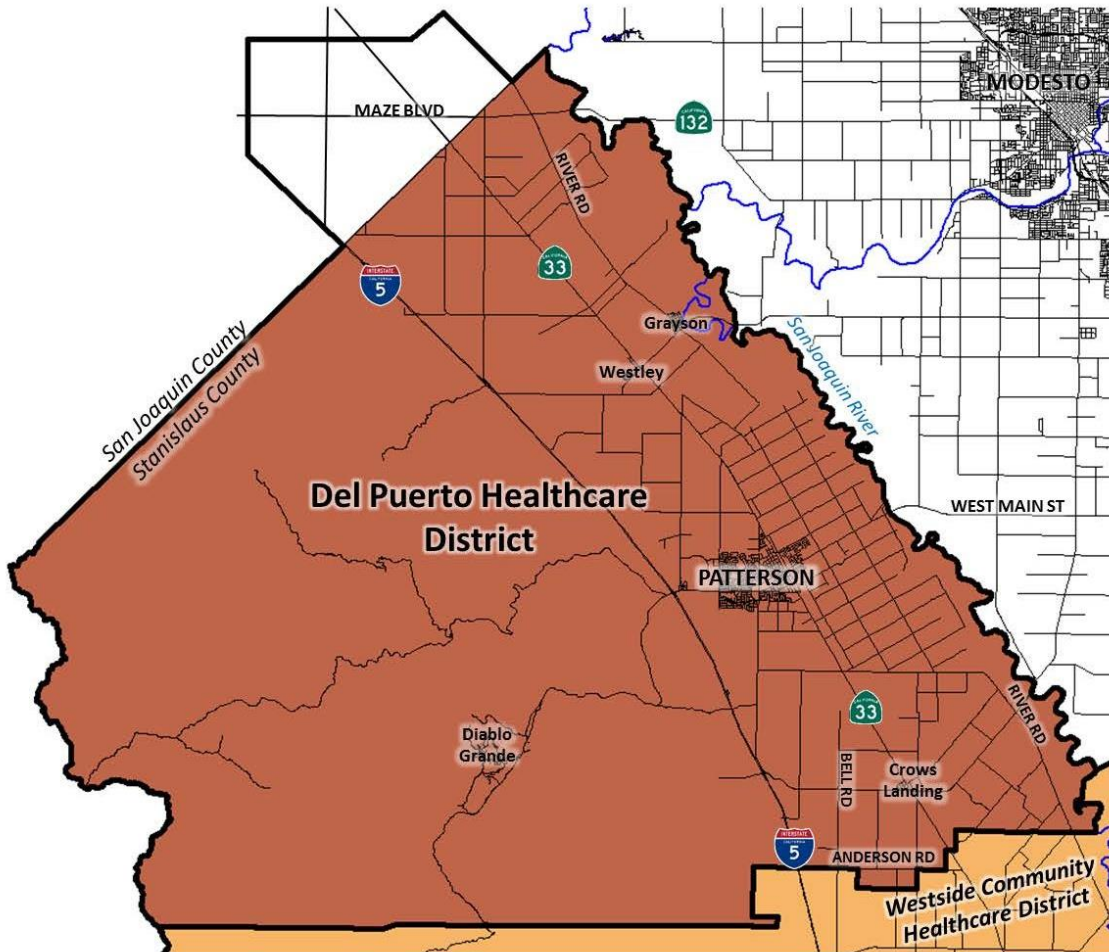
Friday, November 1, 2017	Release date of RFPs
Friday, January 5, 2018	RFP responses due via E-mail no later than 5:30PM/PST
Week of January 8, 2018	Ad hoc Committee meets to review and rank proposals
Week of January 15, 2018	Top scoring law firms interviewed by Ad hoc Committee
Week of January 15, 2018	Top Firm/Firms notified of DPHCD's intent to negotiate (a) professional services agreement(s) with firm/firms selected
Week of January 22, 2018	Contract development
Monday, January 29, 2018	Board approves a contract(s) with RFP respondent(s) selected to provide General Counsel/Employment Practices services with the District

- Attachment A—District Boundary Map
- Attachment B—2018 Organization Chart

Attachment A

Del Puerto Health Care District Boundary Map

**DEL PUERTO HEALTHCARE DISTRICT
BOUNDARIES AND SPHERE OF INFLUENCE**



Source: LAFCO Files, June 2014

Attachment B

Del Puerto Health Care District Organizational Chart

