

**TRI-CITY HEALTHCARE DISTRICT
REQUEST FOR PROPOSAL
DISTRICT LEGAL COUNSEL FOR BOARD OF DIRECTORS (RFP)
(Bid Invitations)**

Tri-City HealthCare District (TCHD) is requesting proposals from qualified attorneys or law firms to provide Healthcare District Law services for the District's Board of Directors.

Background and Legal Information:

TCHD

TCHD is a California special district formed under provisions of Health and Safety Code Section 3200-32313 as a California Hospital District. TCHD is located in the city of Oceanside, California, and was founded in 1957 by a mandate of the North Coastal San Diego County seeking to establish a modern, full-service hospital to serve the needs of the area's growing population. TCHD currently serves San Diego's coastal communities of Carlsbad, Oceanside and Vista, as well as the surrounding region. TCHD is a Gold Seal-approved full service acute care hospital with two advanced clinical institutes for cardiovascular and orthopedic care. TCHD has 388 beds and over 700 physicians practicing in 60 specialties. The hospital opened in 1961 and has grown to meet and serve the needs of North county residents.

Board of Directors and Meetings

Regular meetings of the TCHD are held each month, usually on the last Thursday of the month; special meetings are held as needed. Closed Session begins at 1:30 PM, and Open Session begins at 3:30 PM, unless noted otherwise on the agenda. For more information, please visit our website at [www.https://www.tricitymed.org](https://www.tricitymed.org)

Organizational Structure

The Board of Directors governs the District. The Chief Executive Officer and administrative staff implement policy and procedures approved by the Board of Directors and handle the District's day-to-day operations.

District Law Legal Services on behalf of the Board of Directors

The District has been contracting for the provision of Board Counsel Services with an emphasis on specific expertise in the areas of Special District (HealthCare District) law to support the Board of Directors.

Copies of the District's budget and audit are available on request at the District offices at the following address:

Tri-City HealthCare District
4002 Vista Way
Oceanside, CA 92056

Name of Contact Person

The Board Counsel's principal contact with the District will be the Board Chairman, James Dagostino. Teri Donnellan, Executive Assistant to the Board will coordinate the interviewing process regarding the services to be provided.

Scope of Legal Services to be provided as Board Counsel

The District requires an attorney with prior experience as Board Counsel for healthcare districts to be responsible for all facets of legal issues that might arise for the District's Board of Directors. The Board Counsel will be expected to keep current in all aspects of District Law and provide counsel and support for the District's Board of Directors. The following items are specifically required and are presented as a list of duties and scope of work.

Board Counsel will perform services for the District's Board of Directors, and on an as-needed basis. Duties and responsibilities shall include the following:

1. Consult and provide assistance in the development of Board Meeting agendas;
2. Attendance at meetings of the Board of Directors, as requested by the Board, for the purpose of providing healthcare district law legal services and consultation, and attendance of Closed and Open Sessions;
3. Attendance at such other meetings as requested by the Board of Directors;
4. Preparation of ordinances, resolutions, contracts, and the like concerning the Board of Directors district business;
5. Preparation of written legal opinions on matters concerning District business at the request or director of the Board of Directors;
6. Analysis of proposed and enacted legislation regarding current and future healthcare district law, published legal opinions, and other matters that may have an impact on the operations of the District and the Board of Directors;
7. Advise and counsel the District on matters regarding healthcare district boundary expansion issues, including laws and regulations; guidance on engagement with San Diego County and Local Agency Formation Commission (LAFCO); and assessing impact on current District residents, stakeholders, and Board governance;
8. Provide advice and assistance to the District Board of Directors on matters of law, including the Brown Act, Public Records Act, Government Code, Health and Safety Code, California Environmental Quality Act, Conflict of Interest and Political Reform Act, competitive bidding laws and assisting them in seeking advice from regulatory agencies such as the Fair Political Practices Commission;
9. Such other activities as directed by the Board of Directors.

Response Requested:

Your proposal must provide the following information:

1. Submittal Outside Cover Title – Include the RFP title, submittal due date, and the name, address, fax number, and telephone number of principal submitting firm.
2. Cover Letter – Provide a brief (maximum of two pages) submittal cover letter. State any changes to the format or deletions of requested materials, which may be a part of the submittal. Include a summary describing how the submitter proposes to provide the required services to the District.
 - a. Provide the legal name and address of the submitter.
 - b. State the legal form of the submitter, i.e. partnership, corporation, joint venture, and so forth. If the submitter is a joint venture, identify the members of the joint venture team and provide all information required under this section for each member. If the submitter is a wholly owned subsidiary of a parent company, identify the parent company and its address.
 - c. Provide the name, title, address, and telephone number of submitter’s principal contact person for the RFP.
3. Qualifications of the attorney and, if applicable, the firm, including:
 - a. A description of the attorney’s qualifications and experience, including areas of expertise, accomplishments, previous employers/clients, etc.
 - b. A description of the law firm including the size of the firm, other attorneys and support staff, scope (national, regional or local, and indicating the location of the responsible office). Explain the expertise of other members of the firm as it would benefit the District.
 - c. Provide office location and, if applicable, branch office that will perform the work described. Describe any steps that will be taken to address and minimize potential issues with availability for meetings, communications, consultation or expenses.
 - d. A resume/curriculum vitae including years of experience, education, professional affiliations, etc.
 - e. Relevant prior experience, specifically including work as Legal Counsel for healthcare districts.
 - f. A list of references from several California Healthcare Districts or agencies of a similar type, scale, and complexity, which have utilized your services including addresses and phone numbers of elected officials or key agency staff who are familiar with your performance and number of years served. A minimum of three (3) references is preferred.
 - g. A description of legal services performed for California healthcare districts and other relevant public agencies or special districts in the Southern California region.
 - h. A description of backup attorney(s) within your firm who would be available in your absence and other support staff, both professional and administrative, who would provide resources to this engagement. Resumes of key staff, particularly backup attorney(s), should be included. Backup attorney(s) should have prior qualifying experience while acting in the capacity as Legal Counsel or Assistant Legal Counsel for healthcare districts.
 - i. Any regulatory action, tax liens or legal sanctions taken against the attorney or firm.

- j. Services, if any, that have not been listed in this RFP that you believe might bring "value-added" to the scope of work proposed by your firm. Value-added includes services that might otherwise be provided by the firm which could be made available to District directors and/or staff at no increased cost. Some examples of value-added are: the opportunity to attend firm-sponsored or provided training, a newsletter or annual legal update publication, a firm-sponsored client-only research webpage, a library of existing opinion letters that might be customized to apply to the needs of District, etc.
4. The original must be signed by a representative authorized to bind the firm or individual

Legal approach

1. A statement of how you plan to meet or exceed the scope of work for Board Counsel for the Board of Directors described above. This should include, at a minimum, the legal approach to providing the requested services, organization of your effort/team and expectation of assistance from District staff and or District Board of Directors.
2. A statement of your availability to provide these services based on other clients and commitments.

Fees and Term of Contract

The term of the contract begins upon approval by the Board of Directors.

Please provide your hourly rate, projected number of necessary hours and personnel anticipated to participate in this engagement, with their rates, including whether you charge for travel time and, if so, whether you provide reduced rates for travel time and your estimated monthly and annual cost of services.

Disclosures

Disclosures of actual and potential conflicts of interest, if any, including but not limited to identifying each and every matter in which the attorney or firm has, within the past calendar year, represented any entity or individual with an interest adverse to the TCHD, its Board or staff, or any of the boards, agencies, commissions, or organizations to which the District belongs. Provide a statement concerning other potential areas for conflicts of interest to arise because of your work or the work of others in your firm.

Submittal Requirements

1. Number of Copies – Submit two fully executed originals, clearly marked on the cover.
2. Authorization – The submittal shall be signed by an individual or individuals authorized to execute legal documents on behalf of the submitter.
3. Sealing and Delivery – The submittal must be **SEALED**, marked **CONFIDENTIAL**, and **RECEIVED** on or before **November 30, 2017 at 5:00 p.m.** at the office of:
Tri-City Healthcare District, Attn: Teri Donnellan, Executive Assistant, 4002 Vista Way, Oceanside, CA 92056.

4. Compliance

- a. Failure to substantially comply with the requirements of this RFP may result in submitter's RFP submittal not being considered.
- b. The District reserves the right to revise this RFP prior to the due date. Revisions to the RFP shall be mailed to all holders of record. The District Board of Directors also reserves the right to add or delete areas of expected legal advice and work as conditions change from time to time
- c. The District Board of Directors will answer questions submitted in writing in the form of Addendum to be issued to all holders of record and posted online no later than three (3) days prior to the submittal deadline. Fax #760-940-4050.
- d. The District Board of Directors reserves the right to extend the date by which the submittals are due.

Evaluation:

Proposals will be evaluated by the members of the Board.

Criteria

Your proposal will be reviewed and evaluated based on your overall qualifications. Proposals should be concise and to the point to facilitate ease of evaluation. You will be judged on the following criteria, and not solely on the lowest fee.

1. Qualifications of the attorney including recent experience providing Board Counsel Services to healthcare districts in particular and public agencies and special districts as well as to the Board of Directors;
2. Qualifications of the attorney and assigned backup/support team;
3. Understanding of the engagement;
4. Acceptability of legal approach and ability to meet deadlines and commitments;
5. Overall fees;
6. Suggestions or offers of additional services that might be considered as value-added;
7. Accessibility.

Selection Process:

The District will review the proposals and selected attorneys will be asked to participate in the interview process. The interviews will be coordinated on behalf of the Board of Directors by Teri Donnellan, Executive Assistant. Telephone: 760-940-3348.

The District is not responsible for travel time or flight arrangements and cost.

Terms and Conditions

1. This RFP does not commit the District's Board of Directors to award a contract or contracts, to defray any cost incurred in the preparation of a response to this request, or to procure or

contract for services. All submittals become the property of the District as public records. All submittals may be subject to public review on request, unless exempted.

2. TCHD reserves the right to negotiate and award any element of this RFP, to reject any or all proposals or to waive any minor irregularities or technicalities in proposals received as the best interest of TCHD.
3. The District reserves the right to cancel, in part or in its entirety, this RFP including, but not limited to, selection schedule, submittal date and submittal requirements. If the District's Board of Directors cancel or revises the RFP, the District or District's representative will notify all respondents of record in writing.
4. The District's Board of Directors reserves the right to request additional information and/or clarifications from any or all respondents to this RFP.
5. Respondent will be responsible for all costs incurred in preparing a response to this RFP. All material and documents submitted will become the property of the TCHD and will not be returned.

The District is not liable for any costs incurred by a firm or individual in response to this RFP. Acceptance of any submittal pursuant to this RFP shall not constitute any implied intent to enter into a contract. The contract award, if any, will be made to the qualified firm or individual who, in the District's sole discretion, is best able to perform the required services in a manner most beneficial to the District as well as cost containment.

If you have any questions regarding this RFP, please call Teri Donnellan, Executive Assistant to the Board of Directors at 760-940-3348 prior to the above-mentioned deadline for submissions.