

**MENDOCINO COAST HEALTH CARE DISTRICT**

**REQUEST FOR PROPOSALS**

**GENERAL COUNSEL LEGAL SERVICES**

May xx, 2023

Proposals Due:

June xx, 2023

Electronic proposals should be sent to:

Lee Finney, Chair of the Board of Directors

[lfinney@mcdh.org](mailto:lfinney@mcdh.org)

Proposals sent by mail should be sent to:

Lee, Finney, Chair of the of the Board of Directors

Mendocino Coast Health Care District

P.O. Box 569

Fort Bragg, California 95437

## **A. Purpose**

Thank you for your interest in the Mendocino Coast Health Care District.

The District invites interested law firms with a minimum of ten (10) years of California local government legal experience and seven (7) years of special district experience to submit written proposals for selection as District General Counsel. Firms are invited to submit proposals for the full range of legal services, including special healthcare district government law practice, including funding mechanisms and public records responses. As General Counsel, the selected law firm will be expected to provide a wide range of legal services to the District.

This Request for Proposals (RFP) describes the requested services, the selection process, and the minimum information that must be included in proposals. Failure to submit information in accordance with the RFP requirements and procedures may cause disqualification. The District reserves the right to reject all proposals, waive minor proposal deviations, irregularities or omissions at its sole discretion; or disqualify any proposal that contains false or misleading information.

During the evaluation process, the District reserves the right to request additional information or clarification from a Proposer, or to allow corrections of errors or omissions. At the discretion of the District, firms submitting proposals may be requested to make oral presentations as part of the evaluation process.

## **B. Background**

The Mendocino Coast Health Care District is a public tax, bond and rent supported special healthcare district located on the northern coast of Mendocino County, California established in 1967. Facing the financial challenges that have caused many rural hospitals to close, beginning July 1, 2020, the District entered into a long-term lease agreement with Adventist Health for Adventist to manage all hospital and clinic operations previously operated by the District. As part of the lease agreement, Adventist Health pays the District annual rent amounts whereas the District provides a fixed funding amount for facilities repairs and upgrades to Adventist Health. The District is financially responsible for any retrofit or replacement of the existing facilities to meet the seismic standards legal requirements by the statutory deadline of 2030. The District is committed in the Lease Agreement to present a plan for achieving 2030 seismic compliance to Adventist Health by January 1, 2025. The District has engaged the Devenney Group, Architects and the Devonkolb structural engineering firm to evaluate the options to achieve seismic compliance by 2030.

A five-member board of directors governs the Mendocino Coast Health Care District. Members of the Board of Directors are elected at large by the approximately 29,000 residents of the District. Directors serve either two- or four-year terms. Currently the Board has three members serving four-year terms expiring at the end of 2026, and two

directors serving two-year terms that expire at the end of 2024. Currently the District is without paid staff.

**C. Scope of Services**

1. Represent and advise the Board of Directors as the governing body in all matters of law pertaining to their offices.
2. 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 employee is entitled by law to representation furnished by the District.
3. Attend regular and special meetings of the Board of Directors when called to be present and provide legal advice and opinions as requested by the Chair.
4. Be promptly available for telephone consultation and render written opinions on given issues related to District business in a timely manner.
5. Approve the form and content of Board of Directors Agendas, District contracts and all performance bonds, certificates of insurance and like documents tendered to the District on a requested basis.
6. Prepare and review all Board of Directors reports, Ordinances, Resolutions, Contracts, Deeds, Leases, Bond or Tax Proposals. And all other legal documents as requested by the Chair.
7. Provide recommendations and advice when requested by the Board of Directors pertaining to the retention and employment of outside law specialists in complex matters which may involve the District.
8. 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.
9. Review and provide advice to the District regarding any funding options available to the District, including general obligation and revenue bond proposals and parcel taxes, rent adjustments and fees.
10. Review and respond to all requests received by the District under the California Public Records Act for legal exemptions and redact such responses as required by law.
11. Prepare extended legal opinions of a complex nature as requested by the District.
12. 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.

13. Attend other meetings, such as workshops or committee meetings, as requested by the Chair.
14. Upon request, attend meetings with third parties.
15. Provide advice and consultation with respect to issues including but not limited to, the Ralph M. Brown Act, Conflict of Interest, and California Public Records Act matters.
16. Provide advice on various matters including state and federal healthcare laws and regulatory compliance, public finance, real estate and CEQA matters, permitting issues with state and federal regulatory agencies.
17. Monitor and review changes in state and federal law enacted by the legislature and advise the District of the legislative changes and necessary Board actions.
18. Advise on matters relating to public contracting, bids, bid protests, and contract templates.
19. Advise on real estate transactions involving the District.
20. Initiate and/or defend lawsuits directly, or indirectly through supervision of outside or special counsel, as necessary and at the direction of the Board of Directors, advise the Board of Directors on pending and potential litigation and obtain direction from the Board; and provide advice on actions to be taken by the Board to avoid liability to the District and unnecessary, or excessive legal expense.
21. Prepare leases and facilities use agreements and documents relating to surplus property.
22. Provide conflict of interest assistance to the Board and assist Board members and staff seeking advice from the Fair Political Practices Commission.
23. If a matter requires a response before a regular Board meeting, the General Counsel shall protect the interests of the District before further Board action. General Counsel shall submit a report to the Board on such matters at the earliest opportunity.

**D. Minimum Qualifications**

1. All attorneys performing services for the District must be admitted to practice in the State of California and be in good standing with the California Bar.
2. The Attorney with primary responsibility for the services provided to the District must have at least 10 years' experience providing general counsel legal services for special districts or other public agencies.
3. Demonstrated legal expertise in the following areas as it relates to special districts:

- a. Laws and regulations governing California Special Districts, such as the California Government Code, Ralph M. Brown Act, Public Records Act, Political Reform Act, General Municipal Law and the California Special Health Care Districts Code.
- b. Experience and knowledge of Public Contracting Code, Labor Code and other California statutes governing the procurement process including bidding, awarding, contracting and construction of public works and improvements. Understanding of Federal and State budgeting process whereby various funds are authorized and appropriated. Understanding of special healthcare district legal funding options and the election codes that govern bond and tax options.
- c. Contracts, joint power authorities, memoranda of understanding, including risk transfer provisions,
- d. Preparation, review and adoption of ordinances and resolutions.
- e. Real estate law, easements, rights of way, encroachment permits, and other related agreements and negotiations.
- f. Other relevant areas pertaining to special healthcare districts or municipal law, including liability claims, legal compliance, employment, labor, elections, ethics and risk avoidance.
- g. Supervision of special counsel in litigation, advisory, and other technical matters.
- h. Interpretation and enforcement of settlement agreements, implementation of legislation and consent judgements.

**E. RFP Response Submission**

Proposals shall be submitted by qualified firms that have proven their capabilities in the type of work described in this RFP. Proposals may be mailed but are preferred to be submitted electronically to the Chair of the Board of Directors, Lee Finney, at [lfinner@mcdh.org](mailto:lfinner@mcdh.org) with a subject title of "Proposal for General Counsel Legal Services." An electronic copy in PDF format via email, or a hard copy by mail, must be received no later than 5:00 PM PDT XXXXXX.

Mailed proposals shall be addressed to:

Lee Finney, Chair of the Board of Directors  
Mendocino Coast Health Care District  
P.O. Box 569  
Fort Bragg, California 95437

Proposal packets received after the deadline will not be considered. Questions should be directed to Lee Finney via email at [lfinner@mcdh.org](mailto:lfinner@mcdh.org); to simplify the proposal evaluation process, the District is seeking RFP responses in the following format:

**F. Proposal Form and Content**

All pages of the proposal must be numbered consecutively. The proposal must be organized in accordance with the list of proposal's 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 one hundred and twenty (120) days following the proposal due date and may become part of the agreement with the District.

1.. Letter of Transmittal

Include a cover letter signed by a duly authorized representative of the firm. Please include the name, address, telephone number and email address of the firm submitting the proposal. In addition, the name, title, address, telephone number, and email address of the person or persons who are authorized to represent the firm and to whom correspondence should be directed shall be included.

2. Table of Contents

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

3. 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 herein described.

4. 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 firm will not be able to provide, please be certain to address that in your response.

5. Background and Experience

a. Official name and address of the firm and specify the type of entity (partnership, LLC, corporation, etc.)

b. Describe the firm's background and history, including the number of years in practice. Describe in detail the firm's public agency and special district legal services expertise.

c. List the location of office(s) that would serve the District.

d. Provide an organization 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.

6. Approach to Legal Services

a. Describe your view of the role of the General Counsel, your interaction with the Board of Directors, collectively and individually, and staff.

b. Describe how the firm would keep the District informed about the status of litigation and other legal matters.

c. Provide your best example of a written communication to a governing body about a legal issue, prepared within the past five (5) years and not to exceed four (4) pages, in which options are explained and a recommendation is given. (Redaction of privileged information is expected.)

d. Describe how you track and manage legal fees and costs.

e. Please provide the most creative advice the firm has provided to a public agency on a significant policy, program or legal matter within the past five (5) years, explain why the advice was creative, and describe the outcome of the matter upon which the advice was provided.

f. Please identify whether the firm has had an agreement with a public agency terminated within the past five (5) years and provide contact information for people knowledgeable regarding the contract's termination.

7. Proposed Attorney(s)

Name the person whom you propose to designate as the General Counsel. Provide the following resume information for each designee:

a. Certificates or licenses, including the date of admission to the State Bar of California.

b. Description of education, including names of educational institutions and degrees conferred;

c. Professional background and professional associations.

d. Experience with and knowledge of the law relating to public agencies. (Particularly special healthcare district agencies, and/or local government agencies.)

e. Specific areas of expertise and training.

f. Provide names and qualifications for all other attorneys or para-legals in your firm who are proposed to provide supporting legal services.

8. References and Potential Conflicts of Interest
- a. Provide contact information for three (3) public agency clients for which services have been provided by the proposed General Counsel in the last five (5) years, so reference checks can be contacted.
  - b. List all public agencies within the North Coast region for whom your firm currently provides services and indicate the services provided. Identify any foreseeable or potential conflicts of interest that could result from such representation and the way you would propose to resolve such conflicts.
  - c. 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. (The District Board of Directors regular meetings are on the last Thursday of the month at 6:00 PM. Participation of the General Counsel via Zoom is usually an option.)
  - d. List all private clients of your firm such as healthcare providers, construction contractors, land developers, architects, or other contractors that could pose a conflict of interest while representing the District.
  - e. Identify all situations in the last five (5) years in which your firm represented a public entity in a litigated or administrative proceeding and whether the decision or outcome was adverse or beneficial to that public entity.
  - f. If, within the past five (5) years the firm or any of the attorneys employed by the firm, has been sued by a public agency for legal malpractice, been the subject of a legal malpractice claim, been the subject or a complaint filed with the State Bar, or received discipline imposed by the State Bar, please describe the circumstances of such suit, claim, complaint or discipline.

9. Compensation and Reimbursement

Please provide the hourly billing rates and specific expenses (mileage, reproduction of documents, travel) proposed as compensation and/or reimbursement for the above legal services.

The District may accept and incorporate the proposed fee schedule as part of the agreement process without further negotiations or may use it as the basis for negotiations. Consequently, firms are encouraged to provide their best pricing.

The District anticipates that the General Counsel Legal Services Agreement that may be awarded through this RFP process will be an evergreen agreement with a thirty (30) day at will termination provision. The selected firm shall identify how it proposes to be considered for rate increases and at what intervals.



10. Agreement

At the conclusion of the RFP process, negotiations for an agreement between the District and the selected firm will proceed. If the District engages a firm in negotiations and satisfactory agreement provisions cannot be reached, negotiations may be terminated and the District may elect to contact another firm.

This sequence may continue until an agreement is reached.

The District contemplates entering into a legal agreement containing terms and conditions which will include specific standards for the firm's billing of costs and services. The agreement will also set forth requirements for the exercise of efficient billing judgment, billing documentation, and insurance requirements. The agreement will contain an express provision that in the event of any dispute concerning any matter regarding the agreement, each party will bear its own attorney's fees. In addition, the agreement will require that it be governed by California laws and that venue for any dispute be in Mendocino County.

Please provide your standard draft agreement for the District to review.

11. Additional Information

Please provide any other information that the firm believes is applicable to the evaluation of the proposal 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.

**G. Review and Selection Process**

1. Evaluation Criteria

- a. Experience and qualifications identified in the proposal
- b. Cost of providing services.
- c. Completeness and responsiveness to requested matters in the Proposal.
- d. Familiarity with laws and regulations governing California healthcare special districts and public agencies.
- e. Communication skills.
- f. Demonstrated competence and professional qualifications of key personnel in providing the requested services.
- g. References from other clients, special district agencies and local government agencies.
- h. Depth of experience and expertise in the practice of law in those areas most often encountered in special districts and/or local government operations.
- i. Ability to serve diverse communities, populations and environments.
- j. Availability to provide the requested services.

k. Other qualifications or criteria as deemed appropriate.

2. Process

An Ad Hoc Committee (the Committee) of two (2) members of the Board of Directors and any additional members as may be appointed by the Chair, will evaluate, and conduct interviews with the top respondent(s). Proposals will be reviewed with the above evaluation criteria. The Committee will identify the firm determined to be best qualified to perform the services and recommend commencement of negotiations to the Board of Directors. The committee may submit more than one (1) proposal to the Board of Directors for approval to commence negotiations for an agreement. The Board of Directors will approve the final agreement between the District and the selected firm.

**H. General Terms and Conditions**

1. Limitation: This RFP does not commit the District to award a contract, to pay any cost incurred in the preparation of a 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, or terminate the RFP process in any manner at any time. The District reserves the right to request and obtain from one or more of the firms submitting proposals, supplementary information as may be necessary to analyze the proposals using the selection criteria contained above.
2. Ownership: All proposals received shall become the property of the District and are subject to public disclosure. The District reserves the right to retain all proposals submitted.
3. Award: The firm chosen may be required to participate in negotiations and to submit such revisions of its proposal as may result from negotiations. The District reserves the right to award a contract without discussion based upon the initial proposal.
4. Signature: Each proposal must be signed on behalf of an officer authorized to bind the firm.