

**MONTGOMERY COUNTY HOSPITAL DISTRICT
REQUEST FOR PROPOSAL
LEGAL SERVICES – GENERAL COUNSEL
RFP No. FY2024-03-01**

BACKGROUND

The Montgomery County Hospital District (MCHD) is a political subdivision of the State of Texas. MCHD was established through special legislation in 1977 to provide healthcare for needy residents of the county. In addition to our legislative charge to provide indigent care through its Health Care Assistance Program (HCAP), MCHD operates the county's 911-ambulance service, manages the county's Public Health District and offers a variety of community and professional education programs.

The MCHD Board of Directors is made up of seven elected members, three at large and the remaining four elected from different commissioner's precincts of which they are a resident. Each member serves a four-year term.

The MCHD website <https://www.mchd-tx.org/> contains important information about the District, its history, departments and services. It is recommended that applicants familiarize themselves with this information.

PURPOSE

The Montgomery County Hospital District seeks proposals from law firms to represent the District as its legal counsel. The firm selected shall serve as chief legal advisor to the Board of Directors and District staff.

Sealed proposals shall be received by Randy Johnson, Chief Executive Officer, by 2:00 p.m. March 1, 2024. Respondents shall provide three (3) hard copies of their submittals clearly marked as "LEGAL SERVICES- GENERAL COUNSEL RFP No. FY2024-03-01" to Montgomery County Hospital District, Attention: Randy Johnson, 1400 South Loop 336 West, Conroe, TX 77304. The Montgomery County Hospital District shall not be responsible for any expenses incurred by any firm in preparation, submittal, or presentation of any proposal specific to this Request for Proposal.

The Montgomery County Hospital District reserves the right to reject any and all proposals and to select the legal firm deemed, in the sole judgment of the Board of Directors, to have submitted the proposal that serves the best interests of the citizens of the District. The Board may request that respondents present their proposals and answer questions in a meeting scheduled by the Board subsequent to review of the written responses. More than one respondent may be chosen to perform the same or different elements of the type of work described in this request for proposal. The individual or firm selected shall be at the sole discretion of the Board of Directors. Attorneys or firms whose proposals are not accepted will be notified in writing.

GENERAL SCOPE OF SERVICES

For planning and illustrative purposes to assist applicants in responding to this Request for Proposal, the following represent services that will be required on an ongoing ad hoc basis:

1. Advise the Board, Chief Executive Officer, District staff, and committees on legal questions arising from the conduct of District business.
2. Prepare and/or edit and revise District policy when requested and/or approved by the Board of Directors or Chief Executive Officer.
3. Prepare for execution all contracts and other instruments authorized and/or approved by the Board of Directors or authorized members of District Staff.
4. Prepare all actions, charges, complaints, and appear in the appropriate court to represent the Board of Directors. Upon direction of the Board of Directors, the General Counsel shall defend the District and District Officials against any claim or action against them in their official capacity unless otherwise covered by the District's Directors and Officers Policy.
5. Prepare formal opinions regarding any District legal matter or question submitted and/or approved by the Board of Directors, Chief Executive Officer, District committees, or District administrative staff. Provide a standardized time interval for fulfillment of these information requests with the RFP response.
6. Maintain complete records of all activities and written opinions provided to the Montgomery County Hospital District. Such information shall include and be catalogued by subject matter, date requested, originator of request (title and person), question, and response. In addition, maintain a complete record of all suits in which the Montgomery County Hospital District has any interest; Such records shall include and be catalogued by names of parties, court where filed, nature and subject of action, disposition of the case, and if pending the brief(s) of counsel.
7. Provide monthly status reports along with billing detail to the Chief Executive Officer. Billing shall include the following information: Montgomery County Hospital District department requesting service and individuals name, subject matter of request, legal firm's representative name handling request, hours spent, hourly rate, total amount charged by subject matter.
8. Make affirmative reports to the Board of Directors and to the Chief Executive Officer of any and all litigation or actions against the District or its representatives.
9. Prepare deeds, easements, and contracts for any and all real estate transactions of District property.
10. Prepare, review, revise any and all contracts for District required goods and services as requested.
11. Upon notice by the Chief Executive Officer and approval of the Board of Directors, collect-unpaid taxes, fees and fines associated with delinquencies.
12. Attend meetings of the Board of Directors and other meetings as needed.

It is further understood that in addition to the general and recurring activities listed above, ad hoc duties including verbal communications with the Board of Directors, the Chief Executive Officer, authorized department managers and District staff in elements of prudent administration of the legal responsibilities of office and delineation of the statutes of the State of Texas are also an integral component of the work associated with the duties of the General Counsel.

It is specifically noted that inquiries from the public and/or the press are outside the purview of the General Counsel and that any and all inquiries shall be referred to the Chief Executive Officer. Further,

the legal firm reports directly to the Board of Directors. Therefore, District Committees (other than an authorized majority vote of the Board of Directors) and individual Board members have no authority to incur expenses on behalf of the Montgomery County Hospital District. The General Counsel is not authorized to provide legal services to them.

It is anticipated that the Montgomery County Hospital District, through an order of the Board of Directors, will enter into a three year (3-year) agreement with the firm or firms for legal services. Said agreement will be renewable upon expressed written consent of both parties for an additional two (2) year term; Provided, however, that at all times the law firm will serve at the pleasure of the Board of Directors.

COMPENSATION

The District anticipates payment for services on an hourly basis. However, alternative proposals including lump sum retainer, lump sum /not to exceed, hourly payment basis with an upset limit, or combination of these and others providing attractive alternatives will also be considered. Proposal shall describe the legal firm's fee structure for general representation, litigation and/or other fees.

BILLABLE EXPENSES

It shall be understood that the legal firm(s) shall provide general services to the Montgomery County Hospital District at no additional cost to the District for secretarial services, telephone, stationary, postage, supplies, library and equipment required to provide a satisfactory level of these general services. The District agrees to reimburse court costs and other associated "out-of-pocket" expenditures. Proposal shall describe the legal firm's policy and cost structure for court costs and "out-of-pocket" expenses.

SUPERVISION AND CONTROL

The General Counsel shall be under the general supervision of the Board of Directors and is expected to work under its guidance. On a day-to-day basis, the General Counsel shall report to the Chief Executive Officer.

OTHER COURT ACTIONS

Active court cases pending at the time of contract under this RFP shall be assumed by the new firm assigned as General Counsel. It shall be incumbent on the firm to properly familiarize itself with any and all information appropriate to effectively and efficiently represent the Montgomery County Hospital District.

INSURANCE

The legal firm shall be required to carry professional liability insurance of at least \$1,000,000, and upon successful acceptance of the contract, the Montgomery County Hospital District shall be named as "additional insured". Proposals shall include delineation of the carrier and coverage limits per occurrence.

The legal firm shall indemnify the Montgomery County Hospital District from all suits, action, claims of any kind resulting or as a consequence of any act or omission by the legal firm or its employee or contractor acting under this contract for legal services.

ADDITIONAL SCOPE OF WORK

In addition to the general requirements identified above, the legal firm shall provide a specific response, timetable, and specified fees for the following work activities:

1. Training for Board members
2. Input and guidance on Policy Review
3. Review and restructuring of Personnel Policies
4. Review and restructuring of Purchasing Policies
5. Review and restructuring of Investment and Finance Policy

POTENTIAL CONFLICTS

Please disclose any other local governments or vendors that have relationships with the District that might pose a conflict of interest in representation.

The proposal shall describe in detail the existing system of identifying conflicts of interest in undertaking new representation. The proposal should also identify any conflicts of interest which may arise if the law firm is selected as the District's counsel and shall describe how it proposes to resolve such conflicts.

QUALIFICATIONS OF LEGAL COUNSEL

The legal firm shall provide with the proposal clear delineation of the size and experience of the firm including resumes of all staff and associates. In addition, the firm shall provide a representative listing of clients. The firm shall select from among the client base, no less than four (4) references with contact names and telephone numbers.

The proposal shall identify the primary attorney of the firm to be appointed General Counsel and that individual shall be authorized to represent the firm in all matters between the firm and the Montgomery County Hospital District. In addition, the proposal shall include a narrative explaining how the firm shall manage fulfillment of the duties and responsibilities of the designated General Counsel in his or her absence or inability to act at any given time.

EXPERIENCE

The legal firm shall identify its professional experience and expertise related to any and all of the following areas:

1. Local government representation
2. Employment law
3. Contract law
4. Legislation and the legislative process
5. Indigent healthcare services provided under Chapter 61 of the Texas Health and Safety Code
6. Emergency Medical Services provided under Chapter 773 of the Texas Health and Safety Code, emergency communications, emergency services districts
7. Healthcare law and reimbursement including but not limited to those available through the Centers for Medicare and Medicaid Services
8. Texas Election Law concerning hospital districts

SELECTION CRITERIA

The Board of Directors shall make the selection based on the firm's written proposal, the qualifications of the firm, the overall fee structure, the estimated cost of specific services referenced in the Request for Proposal and feedback from references.

ADDITIONAL INFORMATION REQUIRED FOR RFP RESPONSE

Proposals shall include the following information:

Evidence of membership of firm attorneys in Texas Bar and other State Bar memberships.

Representation of all Bar Association memberships of firm attorneys.

Percentage of case load that is local government in nature.

REQUEST FOR PROPOSAL – PROPOSED TIMELINE

- RFP announced February 9, 2024.
- RFP complete responses to the Chief Executive Officer by 2:00 p.m. on March 1, 2024.