



REQUEST FOR PROPOSALS (RFP)
FOR
“GENERAL COUNSEL SERVICES”
PROPOSALS WILL NOT BE OPENED AND READ PUBLICLY

Dear Proposer:

February 26, 2019

The Sewer Authority Mid-Coastside (SAM) is soliciting written proposals from qualified firms or individuals to serve as its general counsel. Only attorneys who are currently licensed to practice law in California will be considered.

As a Request for Proposal (RFP) this is not an invitation to bid and, although price is very important, other factors will be taken into consideration. The scope of services and content of proposal are summarized in this document. **SAM must receive the proposals no later than 3:30 pm, Friday, March 29, 2019.** All responses must be in an envelope with **“General Counsel Services 2019”** clearly marked on the outside of the envelope. Please mail or hand deliver **one original and one copy** to:

Sewer Authority Mid-Coastside
Attn: Beverli A. Marshall
1000 Cabrillo Hwy N.
Half Moon Bay, CA 94019

The Authority reserves the right to reject any or all Proposals. No Firm shall withdraw its Proposal for a period of 60 days after the date set for the submission of the Proposal. More than one Proposal from an individual, firm, partnership, corporation, or combination thereof under the same or different names will not be considered.

Reasonable grounds for believing that any individual, firm, partnership, corporation or combination thereof is interested in more than one Proposal for the work contemplated may cause the rejection of the Proposal in which such individual, firm, partnership, corporation or combination thereof is interested.

All questions must be submitted in writing, at the above address or via email at:
bmarshall@samcleanswater.org.

Respectfully,
Beverli A. Marshall
General Manager

I. INTRODUCTION AND PROJECT OVERVIEW

A. INTRODUCTION

The Sewer Authority Mid-Coastside (SAM) is seeking to contract with an experienced municipal law attorney or law firm to serve as its general counsel. SAM invites interested individuals or firms with a minimum of 5 years of public law experience representing wastewater services districts, water agencies, special districts, cities, or other local governments to submit a written proposal to provide general legal services. Only attorneys who are currently licensed to practice law in California, or law firms including such attorneys, may respond to this RFP. SAM will not consider the attorney or legal firm's staff as employees of SAM.

B. BACKGROUND

SAM is a Joint Powers Authority (JPA) formed by the City of Half Moon Bay, Granada Community Services District, and Montara Water & Sanitary District to perform all functions for the treatment and disposal of wastewater from its member agencies. The Authority's service area includes a population of approximately 25,000 in a region known as the "Mid-Coastside", which encompasses all three districts. SAM is governed by a six-member Board of Directors who are appointed by their respective agencies, with two members representing each agency. There are a total of 16 employees at SAM. Further information about SAM is available at www.samcleanswater.org.

C. LOCATION

Administration Office
1000 Cabrillo Hwy North, Half Moon Bay, CA 94019
(Operates Monday-Friday, 7:00 a.m. – 4:00 p.m.)

II. SCOPE OF WORK

Although the following list is not intended to be exclusive, Counsel is expected to provide the services listed below:

- Advise the Board of Directors and staff on issues related to wastewater and water law, contracts related to providing services, and labor law.
- Advise the Board of Directors and staff on commencement or defense of litigation; and litigate such issues as directed.
- Advise the Board of Directors and staff on the Brown Act, parliamentary procedures for running meetings, and public official conflict requirements.
- Provide legal advice to staff including alerts on any changes of law that will affect SAM.

- Prepare and/or review all ordinances, resolutions, contracts, joint power agreements and other agreements entered into by SAM.
- Research and submit legal opinions on various topics as requested by the Board of Directors.
- Recommend for approval Special Counsel from time to time on matters customarily warranting such need by reason of special expertise.
- Enforce all ordinances and regulations through administrative and judicial actions as requested by the board.
- Review draft Board meeting agenda and related items.
- **Attend Board meetings via Skype, FaceTime, or other video conferencing system.**
- **Attend Board meetings in person only when requested.**
- Return all phone calls and emails from Board of Directors and General Manager within a reasonable amount of time.
- Advise on individual labor and employment matters.
- Advise on government grant and contract issues
- Advise on responses to subpoenas, court orders, and requests for information from third parties
- Defend lawsuits, administrative claims, or other legal claims.
- Provide consultation and prepare required legal notices at the direction of the General Manager.
- Provide assistance in responding to public records requests.

Services are to be performed during normal operating hours and during Board of Directors meeting, which occur on the second and fourth Monday of each month from 7:00 p.m. to 9:00 p.m.

III. SUBMISSION REQUIREMENTS

All proposals shall include the following information, organized as separate sections of the proposal. The proposal should be concise and to the point.

A. COVER LETTER

At a minimum, the cover letter must include the following items.

- Signature of the individual who is authorized to contractually bind the firm
- Name, title, address, telephone number and email address of the individual to whom correspondence and other contacts should be directed during the selection process
- An explanation of the firm's understanding of the desired work
- A brief narrative of the firm's background and history

B. DESCRIPTION OF QUALIFICATIONS

The description of qualifications must include the following items.

- Legal name of the firm
- Attorney and/or firm resume
- Firm's experience in providing legal services to wastewater services districts or other governmental entities
- Any additional information that SAM would need to know in terms of assessing the firm's qualifications and experience.
- Contact information of three references from other government agencies or clients for whom the firm has performed similar services in the past 5 years.

C. COST PROPOSAL

Submit a cost proposal that includes a schedule of all hourly rates for all classifications of positions necessary to carry out legal services (hourly rates for partners, associates, paralegals, etc.) for SAM and include off site and on site attendance at Board of Directors meetings.

IV. SELECTION CRITERIA

The following criteria will be considered, although not exclusively, in determining which firm is hired.

- Relative experience of the firm in providing legal services for wastewater services districts or other public entities, and in providing services similar to those listed
- Thoroughness of the proposal
- Ability of the firm to meet the needs of SAM
- Cost of services

The top attorneys and/or firms will be contacted and interviewed by the ad hoc Legal Firm Search committee. Additional information may be requested from top ranking firms and SAM reserves the right to select a firm that will best serve the needs as determined by the Board of Directors and the General Manager.

V. ADDITIONAL INFORMATION

A. CONFLICT OF INTEREST

In the sole judgment of SAM, any and all proposals are subject to disqualification on the basis of a conflict of interest. SAM may not contract with a vendor if the vendor or an employee, officer or director of the proposer's firm, or any immediate family member of the preceding, has served as an elected

official, employee, board or commission member of SAM who influences the making of the contract.

Furthermore, SAM may not contract with any vendor whose income, investment, or real property interest may be affected by the contract. SAM, at its sole option, may disqualify any proposal on the basis of such a conflict of interest. **Please identify any person associated with the Contractor that has a potential conflict of interest.**

B. INSURANCE

1. Commercial General Liability: Coverage should include \$1,000,000 per occurrence, \$2,000,000 aggregate, as applicable. Prior to the start of work, the selected firm shall provide to the District evidence of insurance from an insurer(s) certifying the coverage. The District and its Directors, officers, employees, contract employees, agents and volunteers are added as insureds. Additional insured endorsements shall be provided on Commercial General Liability form ISO 20 10 11 85 (or form ISO 20 10 10 01 accompanied by form ISO 20 3710 01).
2. Business Automobile Liability: Business Automobile Liability insurance insuring all owned, non-owned and hired automobiles - coverage code 1 "any auto" (Insurance Service Office policy form CA 0001 or insurer's equivalent) in the amount of \$1,000,000 combined single limit per accident for bodily injury and property damage.
3. Workers' Compensation and Employer's Liability Insurance: Shall be furnished in accordance with statutory requirements of the State of California.
4. Professional Liability Insurance: For the full term of the contract, the firm shall procure and maintain errors and omissions liability insurance appropriate to the legal profession. Such coverage shall have minimum limits of no less than one million dollars (\$1,000,000.00) per claim.
5. Commercial General Liability and Workers' Compensation and Employer's Liability Insurance: Policies shall contain a waiver of transfer of rights of recovery ("waiver of subrogation") against the District, its Directors, officers, employees, contract employees, agents and volunteers for any claims arising out of the work of the firm.
6. Additional Insured Requirements: The CGL Coverage and the Automobile Liability Insurance shall contain an endorsement naming the District, its

Directors, officers, employees, contract employees, agents and volunteers as additional insureds.

C. WORKER'S COMPENSATION INSURANCE

Unless a sole proprietor, the Contractor shall maintain workers' compensation insurance in accordance with state requirements.

D. ENVIRONMENTALLY PREFERRED MATERIALS

All reports to SAM shall be on recycled paper that contains at least 50% recycled product when such paper is available at a cost of not greater than ten percent more than the cost of virgin paper, and when such paper is available at the time it is required. If recycled paper is not available the Contractor shall use white paper. Written reports or studies shall be ***printed on both sides of the page*** whenever practical.

E. MISCELLANEOUS

1. Amendments to Proposals: No amendment, addendum, or modification will be accepted after a proposal has been submitted to SAM. If a change to a proposal that has been submitted is desired, the submitted proposal must be withdrawn and the replacement proposal submitted to SAM prior to the final deadline.
2. Cancellation of RFP: SAM reserves the right to cancel this RFP at any time prior to contract award without obligation in any manner for proposal preparation, interview, fee negotiation, or other marketing costs associated with this RFP.
3. No Commitment to Award: Issuance of this RFP and receipt of proposals does not commit SAM to award a contract. SAM expressly reserves the right to postpone the proposal for its own convenience, to accept or reject any or all proposals received in response to this RFP, to negotiate with more than one Proposer concurrently, or to cancel all or part of this RFP.
4. Right to Negotiate and/or Reject Proposals: SAM reserves the right to negotiate any price or provision, task order or service, accept any part or all of any proposals, waive any irregularities, and to reject any and all, or parts of any and all proposals, whenever, in the sole opinion of SAM, such action shall serve its best interests. The Proposers are encouraged to submit their best prices in their proposals, and SAM intends to negotiate only with the Proposer(s) whose proposal most closely meets SAM's requirements at the lowest estimated cost. The engagement agreement, if any, will go to the Proposer whose proposal best meets SAM's requirements.

VI. INVOICES

Invoices must be fully itemized, and provide sufficient information for approving payment and audit. Invoices must be accompanied by receipt for services in order for payment to be processed.

SAM must receive all invoices no later than the 15th of the month for processing. The final invoice must be received no later than 30 days after the contract term expires. **SAM will not make a payment prior to the execution of the contract.** The selected firm shall mail all invoices to the following address.

Sewer Authority Mid-Coastside
1000 Cabrillo Hwy N.
Half Moon Bay, CA 94019

SAM will make payments to the vendor within 30 days of receipt of a correct and complete invoice.

VII. SCHEDULE (dates are subject to change)

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| <input type="checkbox"/> Proposals due from Potential Firms | March 29, 2019 |
| <input type="checkbox"/> Interview of Potential Firms | Week of May 20, 2019 |
| <input type="checkbox"/> Board Approval of Contract | June 10, 2019 |
| <input type="checkbox"/> Contractor notified of award of contract | June 11, 2019 |
| <input type="checkbox"/> Contract Effective Date | September 1, 2019 |

Thank you for your interest in working with the Sewer Authority Mid-Coastside for this service. We look forward to receiving your proposal.