



Santa Barbara SIPE

Joint Powers Self Insurance

REQUEST FOR PROPOSALS

GENERAL COUNSEL SERVICES

ELECTRONIC SUBMISSIONS ONLY TO

Jennifer Achterberg, Program Administrator

Risk Pool Administrators

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Irvine, CA 92612

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DEADLINE FOR PROPOSAL

January 28, 2022 – by 4:00 p.m. PST

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I. Introduction

Santa Barbara County Schools Self-Insurance Program for Employees (SB SIPE) is a California JPA made up of 22 members: 20 school districts in Santa Barbara County, the Santa Barbara County Education office, and the Allan Hancock Joint Community College District. SB SIPE self-insures workers' compensation exposures. The Board of Directors of SB SIPE is requesting proposals from qualified Attorneys to provide service to the Board of Directors and committees of SB SIPE, as general counsel.

SB SIPE's Board of Directors is comprised of one Voting Director from each Member. Members may also designate an alternate to attend Board meetings, but only one designee from each member may vote. Board meetings are generally held five times per year on alternating months. Ad Hoc Committees are assembled and meet on an as-needed basis.

SB SIPE Meeting Schedule:

The Board typically meets on the second Monday of odd-numbered months from 9:30 a.m. to 1:00 p.m. Meetings are generally between two locations within Santa Barbara County, and currently are held via Zoom.

Risk Pool Administrators (RPA) manages the day-to-day program operations of SB SIPE. The Santa Barbara County Education Office manages financial and risk management services. RPA also provides management oversight of the third party claims adjusting firm, WCA, and other contracted service providers. More information about SB SIPE can be found at www.SBSIPE.org.

Invitation

SB SIPE invites responses to this Request for Proposals (RFP) until 4:00 PM PST, January 28, 2022.

II. Scope of Services

The Board of Directors of SB SIPE is requesting proposals from qualified Attorneys to provide service to the Board of Directors and committees of SB SIPE, as coverage counsel, general counsel, or both.

The services to be provided by the selected Attorney include, but may not be limited to, the following, depending on the service(s) being provided.

Item	General Counsel
Review, analyze and interpret SB SIPE's Memoranda of Coverage (MOCs) and other governing documents, including JPA Agreement, Bylaws and other resolutions and policies adopted by the Board of Directors. Develop language revising such documents.	Yes
Attend Board of Directors, Claims Committee, and other meetings when requested. Draft memos to the Board and Claims Committee as needed.	Yes

Provide legal opinions to staff and the Board of Directors on <i>the Ralph M. Brown Act</i> and <i>Public Records Act</i> issues; Keep apprised of legislation and/or court decisions that impact the policies or operations of SB SIPE.	Yes
Upon request of the Executive Director or Board, represent SB SIPE in arbitration or legal proceedings on contested matters affecting SB SIPE.	Yes
Participate in meetings with ad hoc committees and staff charged with annual review and revisions of the MOCs and other governing documents.	Yes
Assist staff in selecting outside counsel on special circumstance legal matters.	Yes
Draft, review, and suggest revisions for contracts, leases, and other documents relating to the general business of SB SIPE.	Yes
Review excess/reinsurance documents and procedures when requested to identify terms inconsistent with SB SIPE's MOCs. Interface with insurance and reinsurance carriers when coverage issues arise.	
Perform other such duties that may be requested by the Executive Director and/or Board of Directors.	Yes

III. Qualifications & Conflicts

Qualifications

To qualify, the Attorney should meet the following minimum qualifications:

- A. Licensed by and in good standing with the California State Bar
- B. Seven (7) years' work experience as General Counsel to a Joint Powers Authority;
- C. Experience with and knowledge of coverage interpretations of Workers' Compensation program Memoranda of Coverage;
- D. Experience with and knowledge of the *Ralph M. Brown Act*, *Public Records Act*, and other laws governing the operation of Joint Powers Insurance Authorities;
- E. Experience with and knowledge of Joint Power Authority agreements, bylaws and other governing documents. This includes the ability to analyze and suggest language clarifying intended Board policies;
- F. Ability to work effectively with the Board of Directors, and contracted staff, with respect to any of the services required by SB SIPE;

Conflicts of Interest – Proposer Independence

Because of potential conflicts of interest, responders to this RFP (individual, firm or potential partner) are expected to be "independent" in regard to relevant entities (i.e., SB SIPE, its contractors, its member districts or their contractors) OR disclose the relationship as outlined below. Attorneys whose firms perform defense work, or who serve as General Counsel for an SB SIPE member, should be aware that joint representation invariably involves potential conflicts. It is the attorney's responsibility to determine whether an actual conflict exists or could arise in the future.

In order to be “independent” the responder (including affiliates, subsidiaries or parent company) should not:

- Be compensated by relevant entities as employees or independent contractors;
- Have their compensation determined by individuals who are compensated by relevant entities;
- Receive, directly or indirectly, material financial benefits from relevant entities; or
- Be related to or reside with anyone described above (e.g., spouse, sibling, parent or child).

If a responder is not independent as defined here, it must:

- Disclose the relationship in the proposal
- Include a plan for segregating duties, staff and data in order to mitigate any potential future conflict
- Refrain from discussing or interacting with relevant entities regarding any SB SIPE business not related to the scope or subject matter of this RFP, and if any such discussions or interactions ensue, immediately recuse yourself from any and all further discussions or interactions with relevant entities.

Declarations & Disclosures

By submitting a proposal, each proposer declares and warrants that:

- No elected or appointed official, officer, or employee of SB SIPE or its member entities has been or will be compensated, directly or indirectly, in connection with this contract or any work performed thereunder.
- All conflicts of interest that may precede or arise from awarding this contract (actual or perceived) have been disclosed in the proposal.
- The proposer has further disclosed any business in which proposer has a financial interest. If such financial interest results in income stemming from a contract or other working relationship with SB SIPE member entities or entities involved in providing SB SIPE services, proposer must agree to provide periodic reports of such income in full disclosure of any financial gain realized directly or indirectly from SB SIPE-related business relationships.

IV. Proposal Requirements

Candidates submitting qualifications will provide SB SIPE with the following information:

- A. Please indicate in the title of your response you are proposing to provide services as general counsel; i.e., “SB SIPE General Counsel RFP Response”
- B. Resume and descriptions of recent legal services provided to representative clients.
 - Include information on experience as it pertains to the Scope of Services outlined herein;
- B. Three (3) clients’ names, contact persons, and telephone numbers as references;
- C. Provide two samples of written work product:
 - memo to Board or Program Administrator
- D. Disclose any potential conflicts of interests in representing SB SIPE;
- E. A brief description of philosophy in serving as General Counsel to a Joint Powers Authority;
- F. Please provide a worksheet and sample billing statement detailing billing rates, including any minimum charges or retainers; travel rates; and overhead expenses;
- G. Why you want to represent SB SIPE, and your unique qualifications

Insurance

Successful bidders shall procure and maintain, for the duration of the engagement, insurance against claims for injuries to persons or damages to property which may arise from or in connection with the performance of the work hereunder by the Consultant, his agents, representatives, or employees.

Minimum Limits of Insurance

Commercial General Liability	\$2,000,000 per occurrence, \$4,000,000 in aggregate
Automobile Liability	\$2,000,000 per occurrence
Professional Liability	\$2,000,000 per occurrence
Workers' Compensation	Statutory
Employer's Liability	\$2,000,000 per occurrence

Other Insurance Provisions

Once a contract has been awarded, the selected attorney's Commercial General Liability, Automobile Liability, and Excess/Umbrella Liability policies are to contain, or be endorsed to contain, the following provisions:

1. SB SIPE, its Members, and all of its officers, officials, employees and volunteers are to be covered as insureds as respects: liability arising out of work or operations performed by or on behalf of the Proposer; or automobiles owned, leased, hired or borrowed by the Proposer.
2. For any claims related to this representation, the Proposer's insurance coverage shall be primary insurance as respects SB SIPE, its members, officers, officials, employees and volunteers. Any insurance or self-insurance maintained by SB SIPE, its members, officers, officials, employees, or volunteers shall be excess of the Proposer's insurance and shall not contribute with it.
3. No coverage shall be canceled, non-renewed, or materially reduced in coverage or limits without SB SIPE being provided at least thirty (30) days' prior written notice, other than cancellation for the non-payment of premium, in which event SB SIPE shall be provided ten (10) days' prior written notice.

Verification of Coverage:

Once a contract has been awarded, the selected attorney shall furnish SB SIPE with original certificates and amendatory endorsements effecting coverage required by this clause. The endorsements should be on forms provided by SB SIPE or on other forms provided those endorsements conform to SB SIPE requirements. All certificates and endorsements are to be received and approved by SB SIPE before work commences. SB SIPE reserves the right to require complete, certified copies of all required insurance policies, including endorsements affecting the coverage required by these specifications at any time.

Acceptability of Insurers:

Insurance is to be placed with insurers with a current A.M. Best's rating of no less than A:VII, unless otherwise acceptable to the SB SIPE.

Hold Harmless:

Once a contract has been awarded, the selected attorney will be required to enter into an agreement which includes an indemnification/hold harmless provision consistent with the attached proposed service agreement.

Term

The term of the engagement to be entered by SB SIPE and proposer shall commence July 1, 2022, and will run continuously unless cancelled by either party. The contract may be cancelled by either party upon sixty (60) days written notice, or sooner by SB SIPE.

Record Retention

The selected attorney will maintain the completed work product and supporting documents for services rendered for at least five years after completion of the engagement. These may include coverage opinions, meeting notes, and revisions for memoranda of coverage and governing documents.

In the event there is litigation against the pool, the selected General Counsel will maintain files in SB SIPE's claims management system.

V. Submission Details

Submission & Questions

Responses to this RFP must be submitted electronically, with all materials as one combined PDF file to:

- *Jennifer Achterberg, Program Administrator, at jennifer_achterberg@riskprogramadministrators.com*
- *By 4:00 pm PST, January 28, 2022*
- *Via e-mail with "SB SIPE General Counsel RFP Response"*

Anyone considering a response to this RFP should email that intent to us as soon as possible in order to ensure receipt and the benefit of any notices sent mid-process.

Questions & Communications

Please e-mail all questions and/or requests for information to Jennifer Achterberg, Program Administrator, at jennifer_achterberg@riskprogramadministrators.com with "SB SIPE General Counsel RFP Question" in the subject line by 4:00 pm PST December 10th. Written responses will be posted to <https://www.sbsipe.org/Board-Agenda-RFP> within the timeline included in this RFP. Any other contact with relevant entities (i.e., SB SIPE, its contractors, its member entities, or their contractors) that is related to this RFP must be disclosed in the response. Direct lobbying and/or undisclosed communications may be cause for immediate rejection of a proposal.

Expected Timeline

SB SIPE reserves the right to cancel/modify the following dates at any time. All times listed are PST.

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|-----------------------------|--|
| • November 16, 2021 | RFP Released |
| • December 10, 2021 4:00 PM | Questions due |
| • December 17, 2021 4:00 PM | Responses to questions posted to www.SBSIPE.org/Board-Agenda-RFP |
| • January 28, 2022, 4:00 PM | Proposal Due Date |
| • March 14, 2022 | Interviews |
| • April & May 2022 | Board consideration of proposed vendor |
| • May & June 2022 | Negotiation of contract |
| • July 1, 2022 | Start of contract |

Evaluation of Proposals

SB SIPE's evaluation may include, but not be limited to, the following: review of the proposal and related materials, interviews, reference checks, and due diligence regarding proposer capacity as well as assessment of the following criteria:

- Responsiveness of your proposal
- Communicating an understanding of the overall program and services required
- Experience providing services to public entity JPAs
- Professional experience and qualifications of the attorney
- Fee structure

SB SIPE may request additional information or clarification from any proposer, or allow corrections of errors or omissions, augment the process with additional steps, or waive any requirements contained herein. Note: preference will be given to proposals that provide a combined service approach for both roles.

Disclaimers

At its sole discretion, SB SIPE:

- Reserves the right to reject any and all proposals, to waive any informalities or irregularities, and to make the selection deemed in the best interest of SB SIPE.
- May interview one or more consultants to further assist in the review and selection process

SB SIPE is not liable for any costs incurred to prepare or present a response to this RFP. Proposer is expected to fully inform themselves as to the conditions, requirements, and specifications before submitting proposals. Failure to do so will be at proposer's own risk, and they cannot secure relief on the plea of error.

All proposals, whether selected or rejected, shall become the property of SB SIPE and are subject to the Public Records Act.