

Vista Fire Protection District



REQUEST FOR QUALIFICATIONS (RFQ) FOR GENERAL COUNSEL LEGAL SERVICES

Submittal Deadline: Tuesday, April 16, 2024 at 3:00 PM (PT)

VISTA FIRE PROTECTION DISTRICT
REQUEST FOR QUALIFICATIONS

Filing Deadline Tuesday, April 16, 2024 at 3:00 PM (PT)
Notice Inviting Proposal

NOTICE IS HEREBY GIVEN that Vista Fire Protection District (VFPD) is soliciting proposals from qualified and interested firms and individuals with a minimum of ten (10) years of California local government law experience to submit written proposals to provide General Counsel legal services. Firms and individuals are invited to submit proposals for the full range of legal services, including fire district and general government law practices. As General Counsel, the selected law firm or individual will be expected to provide a wide range of legal services to the District. The law firm or individual will be selected by the Board of Directors and will work closely with the Board, Administrative Manager, Fire Chief and staff as needed.

Sealed proposals will be received by Karlena Rannals, Administrative Manager of the Vista Fire Protection District, for furnishing all labor, materials and all other items and facilities necessary therefore, as in delineated the in strict accordance with the Request for Qualifications for “General Counsel Legal Services.”

To receive the RFQ, Proposers shall contact Karlena Rannals, Administrative Manager, at (760) 688-7588 or krannals@vistafpd.org. Proposals may be submitted on or before the due date and time. The solicitation receipt and evaluation of proposals and the selection of the Counsel will conform to the following schedule (*Note: dates are subject to change*):

District Releases RFQ	March 14, 2024
Questions Due	March 28, 2024
Question Response Due	April 7, 2024
Proposal Due Date	April 16, 2024
Proposal Evaluation/Review (short list of firms identified)	April 30, 2024
Interviews of short list of firms (If applicable)	May 15, 2024
Contract Negotiation with top-ranked firm(s):	Commence week of May 20th
Board of Directors Award	June 12, 2024

Proposals must be received at the Office of the VFPD Addministrative Manager, 450 South Melrose Drive, Vista, CA 92081-6664, by 4:00 P.M. on TBD. Written proposal and one (1) electronic copy (.PDF format) on a removable flash drive shall be submitted in **sealed** envelope marked clearly and legibly on the outside with “**General Counsel Legal Services.**”

Email, fax or other electronic submissions will NOT be accepted.

Proposals shall be submitted via FedEx, UPS, US Mail, or Walk-in Delivery to:

Attn: Karlena Rannals, Administrative Manager
Vista Fire Protection District
450 South Melrose Drive
Vista, CA 92081-6664

All Questions relative to the RFQ documents prior to the deadline for questions shall be directed to: Karlena Rannals, Administrative Manager via email: krannals@vistafpd.org or telephone: (760) 688-7588.

1. PURPOSE:

The Vista Fire Protection District (VFPD) Board of Directors invites interested firms and individuals with a minimum of ten (10) years of California local government law experience to submit written proposals to provide General Counsel legal services. Firms and individuals are invited to submit proposals for the full range of legal services, including fire district and general government law practices. As General Counsel, the selected law firm or individual will be expected to provide a wide range of legal services to the District. The law firm or individual will be selected by the Board of Directors and will work closely with the Board, Administrative Manager, Fire Chief and Staff as needed.

2. BACKGROUND:

The Vista Fire Protection District was formed on July 14, 1944 by the San Diego County Board of Supervisors. At that time, the area served by VFPD included what is now the City of Vista as well as the current VFPD service area. Over the years the incorporation of the City of Vista and annexations to the City of Vista have changed the boundaries.

Currently VFPD serves approximately twenty (20) square miles of unincorporated area, with a population of about 20,000 residents, generally east of the City of Vista.

Fire protection services are provided to VFPD by the City of Vista through a contract that sets out the relationship, services, compensation, and obligations of both parties. Although the contract is renewable, and can be extended, the current contract will expire in 2056.

Because of the contract with the City of Vista, VFPD does not employ any emergency responders. The VFPD staff currently consists of one employee, the Administrative Manager.

The Fire Chief for the City of Vista, Chief Gerard Washington, is named as Fire Chief for VFPD within the contract and has all of the duties and responsibilities that go with that office. The City of Vista is responsible for hiring the Fire Chief and managing the Fire Department.

VFPD’s annual budget for FY 2023/24 is approximately \$4.7 million. Approximately 90% of the total operating budget is paid to the City of Vista for fire protection and related services.

The Administrative Manager is appointed by the Board of Directors and has full responsibility for managing the daily operations of the District and is the primary contact with the City of Vista. The Administrative Manager is also responsible for the implementation of policies approved by the Board.

A five-member Board of Directors governs the District. Members of the Board are elected from five election Districts and serve four-year staggered terms.

3. SCOPE OF SERVICES:

The anticipated services will include, but are not limited to, the following:

- (a) Represent and advise the Board of Directors as the governing body and all District Officers in all matters of law pertaining to their offices.
- (b) 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 employer is entitled by law to representation furnished by the District.
- (c) Attend regular meetings of the Board of Directors and special meetings when required, and provide legal advice and opinions as requested by the Board of Directors, Administrative Manager, or Fire Chief.

- (d) To be promptly available for telephone consultation and to render written opinions on given issues related to District business in a timely manner.
- (e) Approve the form and content of Board of Directors policies, District contracts and all performance bonds, certificates of insurance and like documents tendered to the District on a requested basis.
- (f) Prepare or review all Ordinances, Resolutions, Contracts, Agreements, Deeds, Leases, title reports, and all other legal documents as requested by the Administrative Manager or designee.
- (g) Provide recommendation and advice when requested by the Board of Directors pertaining to the retention of and employment of outside law specialists in complex and important matters in which the District may be involved.
- (h) 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, Administrative Manager, or Fire Chief.
- (i) Review citations for violations of District ordinances in accordance with criminal/civil law and procedures; prepare and try infractions, misdemeanors and ordinance violations as required and requested by the Board of Directors, Administrative Manager, or Fire Chief.
- (j) Prepare extended legal opinions of a complex nature as requested by the Board of Directors, Administrative Manager, Fire Chief, or designee.
- (k) Provide legal assistance and consultation to the Administrative Manager, Fire Chief or designee as requested on matters of property acquisition, eminent domain, property rights and property management, including cell sites, trespass, encroachment, lessor/lessee obligations and easements.
- (l) Consult with the Board or Administrative Manager, as appropriate, on personnel matters, labor relations matters, retirement, litigation, worker's compensation, and other matters concerning District business as requested (in matters that may not otherwise be covered by District agreements with other legal resources).
- (m) 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 conducted in compliance with all applicable law and that the best interests of the District are otherwise protected to the fullest extent possible.

The selected law firm shall provide the full normal range of services of the General Counsel as described above. Among other things, the General Counsel shall have expertise on:

- California and Federal Fire District law
- Ralph M. Brown Act (California Government Code Section 54952 et seq.)
- Meyers-Milias-Brown Act (California Government Code Section 3500 et seq.)
- California Public Records Act (Govt. Code Section 6200 et seq.)
- California Conflict Of Interest law (Govt. Code Section 1090)
- Political Reform Act of 1974 (Govt. Code Section 81000 et seq.)
- California Tort Claims Act (Govt. Code Section 815 et seq.)
- California Environmental Quality Act (California Public Resources Code Section 21000 et seq.)
- Public Contract Code (including California Public Contract Code Section 20810- 20813)
- Public works construction
- Labor Code
- Laws and regulations specific to the conduct of special district business
- Federal Americans with Disabilities Act.

The selected law firm shall establish and maintain services to the District in case of the unavoidable absence of the lead attorney **through temporary or backup legal services satisfactory to the District**. The General Counsel will provide the District with education and in-service seminars as mutually agreed to maintain a level of education among the Board of Directors, Staff and Management, to the fullest extent possible, to increase the knowledge of

District Staff and Board Members and to reduce liability.

The Board of Directors holds its Regular Meeting on the second Wednesday of each calendar month at 1:00 PM unless otherwise determined by the Board of Directors. Special Meetings may be held on a date determined by the Board of Directors. Closed Sessions may be held prior to or after Open Sessions. Workshops may be held during Open Session at a time determined by the Board of Directors. The General Counsel may be asked to attend Special Meetings, Closed Sessions, and Workshops. The District does not require the General Counsel to hold regular office hours but expects the selected law firm to be available to attend meetings in person or remotely (via video, web-streaming, or teleconference) if needed.

Prior to initiation of any work on a given matter, the District may request a written statement of the estimated cost of such work. The District requests proposals covering the full scope of requested legal services, including fire and general government services.

The District expects the primary attorney to coordinate with the Administrative Manager prior to delegating legal services work to other associates within the firm. If consultation between attorneys in the firm is anticipated, the primary attorney should notify the Administrative Manager prior to consultation to determine if the scope of work needs to be modified or authorization to continue should be rescinded.

4. RFQ RESPONSE FORMAT:

The RFQ respondent shall also submit an electronic copy (PDF format) of the RFQ response with all the information requested. To simplify the proposal evaluation process, the District is seeking RFQ responses in the following format: ***Important-Please submit your RFQ responses with section breaks/cover pages corresponding to the lettered items in the section below. Failure to follow the Proposal form and Content may be grounds for rejection on the basis of being non-responsive.**

5. PROPOSAL FORM AND CONTENT:

A. Proposal Submittal:

All pages of the proposal must be numbered consecutively. The proposal must be organized in accordance with the list of proposal 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 180 days following the proposal due date and may become part of the agreement with the District.

B. Letter of Transmittal:

Include a cover letter signed by a duly authorized representative of the firm. The cover letter must include name, address, telephone number (cell phone number preferred but not required) and e-mail address of the firm submitting the proposal. In addition, the name, title, address, telephone number, and e-mail address of the person or persons who are authorized to represent the firm and to whom correspondence should be directed shall be included. An unsigned proposal is a ground for rejection.

C. Table of Contents:

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

D. 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 described herein.

E. Statement of Understanding:

Include a detailed statement of understanding of the legal services to be provided. If there are services listed in this RFQ that the firm will not be able to provide, please be certain to address that in your response.

F. Background and Experience:

1. Official name and address and specify the type of entity (partnership, LLC, corporation, etc.).
2. Describe the firm's background and history, including the number of years in practice. Describe in detail the firm's fire and public agency legal services expertise.
3. List the location of office(s) that would serve the District.
4. Provide an organization chart and staffing plan identifying key personnel, related lines of authority and responsibility of those team members who will provide the services described in this RFQ.

G. Approach to Legal Services:

1. Describe your view of the role of the General Counsel, your interaction with the Board of Directors, Administrative Manager, and Fire Chief. Describe your style of participation in Board meetings and workshops.
2. Describe how you might manage conflicting direction from the Board and the Administrative Manager, Fire Chief, and City of Vista.
3. Describe how the firm would keep the District informed about the status of litigation and other legal matters.
4. Provide your best example of a written communication to a governing body about a legal issue, prepared within the past two years and not to exceed four pages, in which options are explained and a recommendation is given. (Redaction of privileged information is expected.)
5. Describe how you track and manage legal fees and costs to ensure the District's legal costs are held to a minimum.
6. Describe how you would proactively advise the District about legal developments or issues of concern, without being asked. If you use newsletters or other published communications, please describe the general content and frequency of publication.
7. Please identify the most significant Fire District policy, program, or legal matter that the firm has managed within the past five years, explain in detail why the matter was significant and indicate the outcome of the legal matter.
8. Please provide the most creative advice the firm has provided to a public agency client within the past five years, explain why the advice was creative and describe the outcome of the matter upon which the advice was provided.
9. Describe your view of the role of the District's legal counsel with the public and media.
10. Please identify whether the firm has had an agreement with a public agency terminated within the past five years and provide contact information for persons knowledgeable regarding the contract's termination.

H. Proposed Attorney(s):

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

1. Certificates or licenses, including the date of admission to the State Bar of California;
2. Description of education, including names of educational institutions and degrees conferred;

3. Professional background and professional associations;
4. Experience with and knowledge of the law relating to public agencies (particularly fire districts and/or local government agencies);
5. Specific areas of expertise and training; and
6. Provide names and detailed qualifications for all other attorneys in your firm who are proposed to provide supporting legal services in support of the primary attorney(s).

I. References and Potential Conflicts of Interest:

1. Provide contact information for three public agency clients for which services have been provided by the proposed General Counsel and Assistant General Counsel in the last five years, so reference checks can be conducted. Please include the contact person's name, agency, phone, and email address.
2. List all public clients within the San Diego Region for whom your firm currently provides services under a fee for services basis or on a retainer basis and indicate the services provided. Identify any foreseeable or potential conflicts of interest that could result from such representation and the manner in which you would propose to resolve such conflicts.
3. 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.
4. List all private clients of your firm such as fire contractors, construction contractors, land developers or other contractors that could potentially pose a conflict of interest while representing the District.
5. Identify all situations in the last five years in which your firm represented a public entity in a litigated or administrative proceeding and the decision or outcome was adverse to that public entity. Similarly, please identify all situations within the last five years in which your firm represented a public entity in a litigated or administrative proceeding and the decision or outcome was beneficial to the public entity.
6. If, within the past five 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 of a complaint filed with the State Bar, or received discipline imposed by the State Bar, please describe in detail the circumstances of said suit, claim, complaint, or discipline.

J. Compensation and Reimbursement (in a separate, sealed envelope marked **Compensation/Reimbursement**):

1. Please provide either a monthly retainer fee or hourly billing rate and specific expenses proposed for compensation and/or reimbursement for the above legal services, with the list of services "Provided Regularly" and "Provided On An As-needed Basis."
2. The District may accept and incorporate the proposed retainer or fee schedule as part of the award/agreement process without further negotiations or, alternatively, may use it as the basis for negotiations.
3. Consequently, firms are encouraged to provide their best pricing.
4. If the firm incorporates a routine adjustment to its billing rates to account for inflation, stipulate the criteria, specific index cited and the anticipated timing for adjustments.
5. The District anticipates that the General Counsel Legal Services Agreement that may be awarded through this RFQ process will be an evergreen type of 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.

K. Agreement:

At the conclusion of the RFQ 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, then 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 services agreement containing its standard 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 contract will contain an express provision that in the event of any dispute concerning any matter regarding the agreement, each party agrees to bear its own attorney's fees. In addition, the agreement will require that it be governed by California law, without regard to conflict of laws principles and that venue for any dispute be in San Diego County.

L. Additional Information:

In this section, provide any other information that the firm believes is applicable to the evaluation of the proposal or your qualifications 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.

6. **REVIEW AND SELECTION PROCESS:**

A. Process:

A selection panel will evaluate proposals and conduct interviews with the top respondent(s). Firms will be evaluated based on experience, qualifications, approach to the services requested, and cost of services. The selection panel for commencement of contract negotiations will identify the firm determined to be best qualified to perform this service. If contract negotiations are successful, the selection panel will forward the recommended contract to the Board of Directors for their consideration.

B. Evaluation Criteria:

The following information will be considered during the evaluation process:

1. Experience and qualifications identified in the Proposal (i.e., fire district, local government, and employment practices).
2. Cost of providing services.
3. Complete and clear response to requested matters in the Proposal.
4. Familiarity with laws and regulations governing California fire districts and public agencies.
5. Communication skills.
6. References from other client fire districts and local government agencies.
7. Depth and breadth of experience and expertise in the practice of law, most specifically in those areas most often encountered in fire districts and/or local government operations.
8. Other qualifications/criteria as deemed appropriate.

7. **GENERAL TERMS AND CONDITIONS:**

A. Limitation: This RFQ 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, modify or terminate the RFQ process in any manner at any time.

B. Award: The firm/entity 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 proposals.

C. Signature: Each proposal must be signed on behalf of an officer authorized to bind the firm.

8. PROPOSAL SUBMISSION:

Proposals should be responsive to the questions set forth in this RFQ. All materials that are submitted shall be deemed to be part of the responding proposal and will be incorporated in any subsequent agreement between the District and any selected firm.

Proposals must be received at the Office of the VFPD Administrative Manager, 450 South Melrose Drive, Vista, CA 92081-6664, by 4:00 P.M. on TBD. Written proposal and one (1) electronic copy (.PDF format) on a removable flash drive shall be submitted in **sealed** envelope marked clearly and legibly on the outside with **“General Counsel Legal Services.”**

Email, fax or other electronic submissions will NOT be accepted.

Proposals shall be submitted via FedEx, UPS, US Mail, or Walk-in Delivery to:

Attn: Karlena Rannals, Administrative Manager
Vista Fire Protection District
450 South Melrose Drive
Vista, CA 92081-6664

9. SELECTION PROCESS AND TIME FRAME *(Evaluation/interview dates subject to change)*

District Releases RFQ	March 14, 2024
Questions Due	March 28, 2024
Question Response Due	April 7, 2024
Proposal Due Date	April 16, 2024
Proposal Bid Evaluation/Review (short list of firms identified)	April 30, 2024
Interviews of short list of firms (If applicable)	May 15, 2024
Contract Negotiation with top-ranked firm(s):	Commence week of May 20th
Board of Directors Award	June 12, 2024

- **Attachment A – 2024 Organizational Chart**

Attachment A
2024 Organizational Chart

