



TEXAS

Health and Human Services

Cecile E. Young, Executive Commissioner

Request for Qualifications (RFQ)

for

Outside Legal Counsel for Immigration Matters

RFQ No. HHS0015092v2

Date of Release: January 24, 2025

See Section 3.1 for Schedule of Events

NIGP Class/Item Codes

961-49 Miscellaneous Services – Legal Services, Attorneys

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ARTICLE I. INTRODUCTION, DEFINITIONS, AND AUTHORITY

1.1 Introduction

The Health and Human Services Commission (HHSC) is soliciting responses from qualified law firms interested in representing the Health and Human Services (HHS) System Agencies (HHSC and the Department of State Health Service (DSHS)) in immigration and employment law related matters in accordance with the requirements stated in this Request for Qualifications (RFQ).

HHSC seeks Outside Counsel specializing in immigration law to provide representation, advice, and assistance regarding immigration and employment law related matters. Upon selection of Outside Counsel and the negotiation of a fair and reasonable fee schedule, HHSC will seek the approval of the Office of the Attorney General (OAG) to enter into an Outside Counsel Contract (the Contract or OCC) as required by statute, Texas Government Code Section 402.0212. Pursuant to Texas Administrative Code Title 1, Part 3, Section 57.4(b)(5), this paragraph serves as notice that selection of and contracting with Outside Counsel is subject to approval of the OAG. Further, pursuant to Texas Administrative Code Title 1, Part 3, Section 57.5(b), HHSC and Outside Counsel will use the OCC template provided by the OAG for the OCC. All terms and conditions and other requirements contained in the final OCC shall govern any agreement issued as a result of this RFQ. A sample of the current OCC template is attached to this RFQ as Exhibit C, Sample OAG Outside Counsel Contract Template. If the OAG revises the OCC template prior to Contract execution, System Agency and Outside Counsel shall use the revised template.

This RFQ provides sufficient information for interested parties to prepare and submit qualifications for consideration by HHSC. By submitting a response to the RFQ, the Respondent certifies understanding of this RFQ and has full knowledge of the scope, nature, quality, and quantity of the work to be performed by the Respondent, the detailed requirements of the services to be provided, and the conditions under which the services are to be performed. The Respondent also understands that all costs relating to preparing and responding to this RFQ will be the sole responsibility of the Respondent. If selected for award by HHSC, the Respondent will notify HHSC immediately of any material change with regard to any statement, representation, or certification the Respondent has made in response to this Solicitation. Respondents are cautioned to read the information contained in this RFQ carefully and to submit a complete response to all requirements and questions as directed.

Information regarding HHSC or DSHS and its programs is available online and may be accessed at <https://hhs.texas.gov>.

HHSC PCS will administer the procurement process for this Solicitation and will manage Respondent communications as well as the receipt of Solicitation Responses for review and evaluation.

1.2 Definitions

As used in this Solicitation, unless a different definition is specified or the context clearly indicates otherwise, the terms and conditions have the meanings assigned below.

“**Addendum**” means a written clarification or revision to this Solicitation posted on the ESBD.

“**Advancement Criteria**” means the published criteria for Respondent to advance to the next phase of evaluation if multiple evaluation methods are utilized.

“**Award Consideration (AC) Documents**” means documents Respondent must submit as part of the Solicitation Response to be considered for negotiations or award.

“**Company**” means the law firm submitting a Solicitation Response.

“**Contract**” means an Outside Counsel Contract or OCC as defined below.

“**Contract Term**” means the duration of the Contract, including any exercised extensions or renewals, commencing on the Effective Date and ending when the Contract expires in accordance with its terms, or when it has been terminated.

“**Contractor**” means the law firm selected to provide the services to the HHS System Agencies/State under this Contract.

“**Deliverable**” means a work product(s), including all invoices, reports, and project documentation, prepared, developed, or procured by Contractor as part of the services under the Contract for the use or benefit of the HHS System Agencies or the State of Texas.

“**DSHS**” means the Texas Department of State Health Services, a System Agency.

“**Effective Date**” means the date on which the Contract takes effect.

“**ESBD**” means the Electronic Business Daily, an online directory where State of Texas solicitations over \$25,000 are posted. The ESBD may currently be accessed at <http://www.txsmartbuy.com/esbd>.

“**Final Written Response Score**” refers to the final scoring of the written response as documented in the Solicitation.

“**HHS**” means Texas Health and Human Services.

“**HHSC**” means the Texas Health and Human Services Commission, a System Agency.

“**HHSC PCS**” means the Procurement and Contracting Services division of HHSC. HHSC PCS provides purchasing support services to DSHS and the Department of Family and Protective Services pursuant to Section 531.00553 of the Texas Government Code.

“HUB” means Historically Underutilized Business, as defined by Chapter 2161 of the Texas Government Code.

“Lead Attorney” means the Contractor’s primary attorney and point of contact for services performed under the Contract.

“Legal Support Staff” means legal secretaries, legal assistants, and paralegals.

“Outside Counsel” means the law firm selected by an agency (HHSC) to provide legal services. This term does not include employees from the agency (HHSC or DSHS) or the Office of the Attorney General. (See Texas Administrative Code, Title 1, Part 3, §57.1(6)).

“Outside Counsel Contract” or “OCC” means a contract for legal services between an agency (HHSC) and Outside Counsel selected by the agency (HHSC) and approved by the Office of the Attorney General. (See Texas Administrative Code, Title 1, Part 3, §57.1(7)).

“Respondent” means the individual or entity responding to this Solicitation.

“Solicitation” means this RFQ including all exhibits, attachments, forms, and Addenda, if any.

“Solicitation Consideration (SC) Documents” means documents that must be submitted by Respondent with the Solicitation Response in order to be considered for evaluation and cannot be resubmitted or have errors remedied after the submission due date and time in the Schedule of Events has passed.

“Solicitation Response” means Respondent’s full and complete response (including any attachments and addenda) to the Solicitation, which is incorporated by reference for all purposes in its entirety.

“State” means the State of Texas and its instrumentalities, including HHSC, as well as any other state agency, its officers, employees, or authorized agents.

“State Fiscal Year” means the period beginning September 1 and ending August 31 the following year, which is the annual accounting period for the State of Texas.

“Statement of Qualifications” means the portion of the Solicitation Response that comprises a Respondent’s qualifications and skills as set out in Article V of the Solicitation.

“System Agency” means HHSC or any of the agencies of the State of Texas that are overseen by HHSC under authority granted under state law and the officers, employees, authorized representatives, and designees of those agencies. These agencies include HHSC and the Department of State Health Services.

“Vendor” means a potential provider of goods or services to the State.

“VPTS” means the Vendor Performance Tracking System maintained by the Texas Comptroller of Public Accounts. The VPTS may be currently accessed at <https://comptroller.texas.gov/purchasing/programs/vendor-performance-tracking/>.

“Work” means all services to be performed, goods to be delivered, and any appurtenant actions performed, and items produced, conceived, or developed, including Deliverables.

1.3 Authority

This Solicitation is issued pursuant to the authority of Texas Government Code Sections 402.0212 and 2254.153 and Title 1, Chapter 57 of the Texas Administrative Code, Section 57.4.

ARTICLE II. SCOPE OF WORK

2.1 Scope of Work

2.1.1 Description of Services

Contractor will provide specialized legal representation, advice, and assistance regarding immigration and employment law related matters, including, but not limited to, any employer-required action associated with the lawful hiring of individuals who are not naturalized citizens of the United States.

Such assistance includes, but is not limited to:

- a. Petitioning for nonimmigrant visas and matters associated with the processing of those visas;
- b. Providing advice associated with hiring medical students on exchange visitor visas (J-1 visas), or contracting with such individuals for the provision of medical services to persons served by the System Agency;
- c. Petitioning for employer-sponsored permanent residence;
- d. Representing the System Agency before the Department of Labor, including labor condition applications and labor certifications; and
- e. Interacting with and representing the System Agency before applicable governmental agencies, including the U.S. Citizenship and Immigration Services and the U.S. Department of Labor.

2.1.2 Contractor Requirements

- a. Contractor must comply with requirements of the Office of Attorney General (OAG) related to Outside Counsel Contracts. ([Texas Administrative Code, Title 1, Part 3, Chapter 57](#)).
- b. Contractor must have seven (7) consecutive years’ experience practicing immigration and related employment law matters or the principals/owners have seven (7) years of recent ownership/management experience in a previous law firm that provided legal services related to immigration and employment law related matters.
- c. Contractor must specialize in immigration and employment law related to immigration matters.

- d. Contractor must ensure all attorneys are licensed to practice law in the United States and remain in good standing throughout the Contract term.
- e. The System Agency will look solely to the Contractor for the performance of all contractual obligations that may result from an award based on this Solicitation.
- f. Contractor must not utilize subcontractors to perform any Work on the Contract.
- g. HHSC reserves the right to terminate the Contract or apply other remedies for failure to meet contractual obligations.
- h. Contractor shall notify its assigned HHSC contract manager in writing of any changes to the contracted entity regarding financial capability, solvency, capacity, or identified unpaid obligations of awarded Outside Counsel owed to the Internal Revenue Service or the State of Texas, or any agency or political subdivision of the State of Texas within five (5) business days of the date of Outside Counsel's becoming aware of such a change.

2.1.3 Staff Requirements

- a. Contractor must designate a Lead Attorney. The Lead Attorney acts as the point of contact for contracted services and is responsible for communication with HHSC regarding the services required as well as oversight of all contracted services.
- b. The Lead Attorney must specialize in immigration law.
- c. The Lead Attorney may utilize other attorneys and legal support staff within the firm for the contracted services.
- d. The Lead Attorney shall be accountable for the overall services provided and protecting the interests of the System Agency and State of Texas.
- e. The Lead Attorney must remain licensed in Texas and in good standing with the State Bar, as defined by the [State Bar Rules at www.texasbar.com](http://www.texasbar.com), throughout the Contract Term.
- f. The Lead Attorney must have a minimum of five (5) consecutive years of current experience representing, performing, and advising state agencies about immigration and employment law related matters, including responding and representing the state agencies before federal agencies.
- g. The Lead Attorney must be located in Austin, Texas or, at a minimum, maintain an office in Austin, Texas.
- h. All attorneys and Legal Support Staff providing immigration and employment related legal services must be employees of the Contractor.
- i. All attorneys providing legal services for immigration, employment law related to immigration matters, and advice concerning Texas law must be licensed in Texas and in good standing with the State Bar of Texas, as defined in the [State Bar Rules](#).
- j. Attorneys providing legal services and advice concerning federal immigration and employment law related matters are required to be licensed within the United States and in good standing with the licensing State Bar of the state in which the attorney practices.

2.1.4 Reports

HHSC may request status reports, access to Contractor's tracking systems for matters, or documentation related to open matters periodically. The status reports' content and format will be determined by HHSC.

2.1.5 Service Area

Services will be provided in all of Texas and Contractor may be required to travel within the State to complete legal services performed through this Solicitation. Contractor must provide their own transportation.

2.1.6 Invoice Requirements

Invoices for legal services provided by Outside Counsel must be in compliance with 1 Texas Administrative Code, Part 3, Chapter 57, §57.6. Invoices are due by the billing period specified in **Exhibit C, Sample OAG Outside Counsel Contract Template** (or the approved OAG Outside Counsel Contract if different). These services are provided on an as needed basis.

Contractor must submit itemized invoices for legal services with associated expenses upon completion of each case/matter by the required invoice submission deadline. Invoices are due electronically to HHSC no later than the last calendar day of the month following the month in which the case/matter was completed. If the invoice submission deadline is not met, the invoice may be denied for payment. Additional information about invoices may be found in **Exhibit C, Sample OAG Outside Counsel Contract Template**.

Invoices must separate legal service fees (fixed, flat-rate fee, or hourly fees) and expenses, as applicable. Invoices must be submitted with copies of original receipts or other documentation to support the expenses to be considered for reimbursement.

Information regarding travel expenses considered for reimbursement may be found in **Exhibit C, Sample OAG Outside Counsel Contract Template**. Travel expenses not addressed in the sample template contract will be at the Contractor's own expense.

Pursuant to Chapter 402, Section 402.0212(b)-(b-3) of the Texas Government Code and Texas Administrative Code, Title 1, Part 3, Chapter 57, §57.8, HHSC is required to submit invoices to the OAG for review and approval in accordance with invoice processing standards.

2.1.7 Administrative Fee

Pursuant to subsection 402.0212(c) of the Texas Government Code, Contractor must pay an administrative fee to the OAG for the review of invoices. The fee is non-refundable and is due each fiscal biennium. Contractor may not charge or seek reimbursement from System Agency for the fee. This administrative fee must be paid in accordance with OAG requirements, prior to the Contract start date. The OAG requirements can be found in the OAG Letter to Agencies and

Prospective Outside Counsel (July 2023) which can be accessed at [Outside Counsel Contracts | Office of the Attorney General \(texasattorneygeneral.gov\)](https://www.texasattorneygeneral.gov/Outside-Counsel-Contracts).

The estimated administrative fee to be paid by Contractor for the Contract resulting from this Solicitation is \$1,000. The OAG may withdraw approval of the Contract, rendering it void, if the administrative fee is not paid within thirty (30) calendar days of the date of OAG final approval and return of the OCC to the System Agency.

2.1.8 Compensation

The required services, as outlined in **Section 2.1, Description of Services** and as provided in the Contract, will be compensated on a fair and reasonable fixed, flat-rate fee basis per service type, per case. Hourly fees listed in the rate schedule may be considered for a HHSC approved service that is not part of the fixed, flat-rate schedule. In no event will Contractor be compensated using both a fixed, flat-rate, and hourly fee for any allowable legal service. Hourly rates must be fair and reasonable for the services provided and, in accordance with OAG, should not exceed \$525 per hour for attorneys and \$225 per hour for Legal Support Staff. Contractor may not bill for administrative staff, law clerks, or interns. Compensation for all services provided and expenses incurred on a Contract resulting from this Solicitation must be invoiced per **Section 2.1.6, Invoice Requirements**.

2.2 Contract Award, Term, and Historical Compensation

2.2.1 Contract Award and Reservation of Rights

As a result of this Solicitation, HHSC intends to award one (1) Contract. Any award is contingent upon approval of the HHSC executive commissioner or their designee.

If, for any reason, a Contract cannot be executed with a Respondent selected for award within five (5) business days of HHSC's determination to seek to contract with that Respondent, HHSC may avail itself of any option permissible under applicable law including, but not limited to, negotiate a contract with the next highest scoring Respondent, make a partial award, or withdraw the Solicitation.

HHSC reserves the right to cancel, make a partial award, or decline to award a Contract under this Solicitation at any time at its sole discretion.

2.2.2 Contract Term

The initial term of the Contract will be **September 1, 2025**, through **August 31, 2027**.

Notwithstanding the limitation in the preceding paragraph and with at least thirty (30) calendar days' advance written notice to Contractor, at the end of the initial term or any extension period, HHSC, in consultation with OAG, may extend the Contract as necessary to ensure continuity of service, for purposes of transition, or as otherwise determined by HHSC to serve the best interest of the State. Any extension would continue at the then current Contract rate or rates (if applicable) as modified during the Contract Term. Any extension beyond the initial term of the Contract is at

the discretion of OAG. Contract extensions, if approved, must be by written amendment to the Contract and signed by all parties.

2.2.3 Historical Compensation

Historical compensation under transactions similar in scope and size to this Solicitation has been approximately \$50,000 per State Fiscal Year. General cost information regarding previous transactions is provided solely for historical context and, as such, does not constitute a funding restriction for this Solicitation.

2.3 No Guarantee of Volume, Usage, or Compensation

HHSC makes no guarantee of volume, usage, or total compensation to be paid under the Contract. The Contract is subject to appropriations and the continuing availability of funds.

ARTICLE III. ADMINISTRATIVE INFORMATION

3.1 Schedule of Events

EVENT	DATE/TIME
Solicitation Posting Date on the ESBD	See Date of Release on Page 1 of the Solicitation
Pre-proposal Conference Attendance is Optional	January 30, 2025, at 10:00 a.m. Central Time
Deadline for Submitting Questions	February 5, 2025, at 5:00 p.m. Central Time
Tentative Date Responses to Questions Posted on the ESBD	February 10, 2025, at 5:00 p.m. Central Time
Deadline for Submission of Solicitation Responses. NOTE: Responses must be <u>RECEIVED</u> by HHSC by the deadline.	February 24, 2025, at 10:30 a.m. Central Time
Evaluation Period	February- March 2025
Tentative Date for Notice of Award Posted on the ESBD	May 2025
Anticipated Contract Effective Date	September 2025

All dates specified in the Schedule of Events are tentative and HHSC reserves the right to modify the dates or cancel the scheduled events at any time. Scheduling changes or cancellation determinations made by HHSC prior to the Solicitation Response deadline will be posted as an Addendum on the ESBD. If, after the Solicitation Response deadline, there are delays that significantly impact the anticipated award date, HHSC, at its sole discretion, may publish updates regarding the anticipated award date in the Procurement Forecast (<https://apps.hhs.texas.gov/procurement-calendar/procurement-forecast.pdf>) located on the HHS Procurement Opportunities webpage currently accessed at <https://www.hhs.texas.gov/business/contracting-hhs/procurement-opportunities>.

In accordance with Texas Administrative Code, Title 1, Part 15, Chapter 391, Subchapter C, Rule §391.305, HHSC will issue a Notice of Intent to Award in the Procurement Forecast located on the HHS Procurement Opportunities webpage under Future Opportunities, Intent to Award Notices & Delayed Procurements.

Each Respondent is responsible for periodically checking the ESD and the HHSC Procurement Forecast for updates.

3.2 Ambiguity, Conflict, or Discrepancy

Respondent must notify the individual specified in **Section 3.3.1 (Sole Point of Contact)** of any ambiguity, conflict, discrepancy, exclusionary specification, omission, or other error in the Solicitation in the manner and by the deadline described in **Section 3.3.4 (Solicitation Questions)**.

Respondent submits a Solicitation Response at its own risk.

If Respondent fails to properly and timely notify the individual specified in **Section 3.3.1 (Sole Point of Contact)** of any ambiguity, conflict, discrepancy, exclusionary specification, omission, or other error in the Solicitation, Respondent, whether awarded a contract or not:

- a. Waives any claim of error or ambiguity in the Solicitation and any resulting contract;
- b. Must not contest the interpretation by HHSC of such provision(s); and
- c. Is not entitled to additional compensation, relief, or time by reason of ambiguity, conflict, discrepancy, exclusionary specification, omission, or other error or its later correction.

3.3 Inquiries

3.3.1 Sole Point of Contact

All requests, questions, or other communication regarding this Solicitation shall be made in writing to HHSC PCS and addressed to the person identified below (Sole Point of Contact), except as permitted in **Section 3.3.2 (Exceptions to Sole Point of Contact)**. If a telephone number is provided by the Sole Point of Contact, its use is limited to administrative matters such as instructing a potential Respondent on accessing an IT system or locating a website referenced in the Solicitation. Communications via telephone are not binding. Respondent shall rely only on written statements issued by or through HHSC PCS designated staff as provided by **Section 3.3 (Inquiries)**.

Name	Katrina Chester, CTCD, CTCM
Title	PCS Purchaser
Address	Procurement and Contracting Services Building 1100 W 49th St. MC: 2020 Austin, TX 78756
Phone	512-406-2539
Email	Katrina.Chester@hhs.texas.gov

3.3.2 Exceptions to Sole Point of Contact

Exceptions to **Section 3.3.1 (Sole Point of Contact)** are as follows:

- a. The Sole Point of Contact may expressly direct another designated HHSC representative to speak to the Respondent, such as during contract negotiations. It is the Respondent's responsibility to ensure that communications with an individual other than the Sole Point of Contact have been authorized by the Sole Point of Contact before engaging in such communication. Failure to comply with this requirement may result in the disqualification of a Respondent's Solicitation Response as provided in **Section 3.3.3 (Prohibited Communication)**.
- b. The Sole Point of Contact will authorize an alternate or backup Sole Point of Contact in the event of their extended absence from the office and, in such an event, the contact information for the secondary Sole Point of Contact will be placed in an automatic reply out-of-office email message. A Respondent seeking to contact the Sole Point of Contact should do so via email in order to timely receive updated contact information.

3.3.3 Prohibited Communication

Except as provided in **Section 3.3.1 (Sole Point of Contact)** and **Section 3.3.2 (Exceptions to Sole Point of Contact)**, a Respondent or potential Respondent is prohibited from communicating with HHSC regarding this Solicitation. HHSC, including its representative(s) and partners, will not answer any verbal or written questions or otherwise discuss the contents of this Solicitation with any Respondent, potential Respondent, or their associated representative(s). This restriction does not preclude discussions between affected parties for the purposes of conducting business unrelated to this Solicitation. **Failure to comply with this restriction may result in disqualification of Respondent's Solicitation Response.**

3.3.4 Solicitation Questions

Written questions regarding this Solicitation must be submitted by email to the individual specified in **Section 3.3.1 (Sole Point of Contact)** by the deadline specified in **Section 3.1 (Schedule of Events)**. Responses to the Solicitation questions will not be emailed to the individual requestors. Responses to all Solicitation questions timely received will be posted on the ESBD by the deadline specified in **Section 3.1 (Schedule of Events)**. If the same or similar Solicitation questions are submitted, a single consolidated answer may be posted on the ESBD.

All questions regarding the Solicitation must include the following information:

- a. Solicitation number;
- b. Solicitation package reference (page number, section, and exhibit or attachment, if applicable; may also reference Procurement Library documents in this manner, if applicable);
- c. Question topic (e.g., “Schedule of Events,” or “**Exhibit A, HHS Solicitation Affirmations, Version 2.6**”); and
- d. Question.

In addition, the following contact information must be provided by the requestor with its submission of the Solicitation question(s):

- a. Business entity name;
- b. Business entity representative name;
- c. Phone number; and
- d. Email address.

Solicitation questions received after the deadline specified in **Section 3.1 (Schedule of Events)** may not be answered. Prior to the Solicitation Response deadline specified in **Section 3.1 (Schedule of Events)**, HHSC PCS reserves the right to amend answers previously posted on the ESBD. Amended answers will be posted on the ESBD. It is the Respondent's responsibility to periodically check the ESBD.

3.4 Pre-proposal Conference

3.4.1 Attendance

HHSC PCS will conduct a pre-proposal conference. Attendance is optional but highly recommended.

3.4.2 Pre-proposal Conference Logistical Information

HHSC PCS will hold the pre-proposal conference webinar on the date and time specified in **Section 3.1 (Schedule of Events)**.

People with disabilities who wish to attend the meeting and require auxiliary aids or services should contact the individual identified in **Section 3.3.1 (Sole Point of Contact)** at least seventy-two (72) hours before the pre-proposal conference in order to have reasonable accommodations made by HHSC.

Webinar Information:

<https://events.teams.microsoft.com/event/2d056824-e52d-4263-a142-669393571ce2@9bf97732-82b9-499b-b16a-a93e8ebd536b>

3.4.3 Questions During Pre-proposal Conference

Attendees may submit Solicitation questions in writing via email during the pre-proposal conference. All questions must be submitted in the prescribed format and include the information specified in **Section 3.3.4 (Solicitation Questions)**.

Verbal responses to Solicitation questions may be made during the pre-proposal conference, but only written responses posted by HHSC PCS as an Addendum to the Solicitation on the ESBD will be considered an official response that is a binding amendment to the Solicitation.

Conversations with HHSC program area staff before or after the pre-proposal conference are prohibited pursuant to **Section 3.3.3 (Prohibited Communication)**.

3.5 Solicitation Response Composition

3.5.1 General Information

Respondent should focus on the instructions and requirements of the Solicitation. Respondent should prepare a Solicitation Response that clearly and concisely represents its qualifications and capabilities. Expensive bindings, colored displays, promotional materials, etc. are not necessary or desired. Failure of Respondent to submit all required information and documents within its Solicitation Response in the required format(s) may result in disqualification of the Solicitation Response without further consideration.

3.5.2 Page Limit and Supporting Documentation

The Statement of Qualifications, described in **Article V**, must not exceed ten (10) pages, not including supporting documentation provided as appendices or attachments to the Statement of Qualifications. A Statement of Qualifications may be submitted with supporting documentation if (1) complete and concise responses cannot be provided within the Statement of Qualifications without referencing the supporting documentation, (2) the Statement of Qualifications clearly specifies the location (e.g., file, page, section, and/or paragraph) where the supporting information can be found, and (3) such supporting documentation is submitted as part of the Solicitation Response.

The Statement of Qualifications must be properly paginated, formatted as an 8 ½" x 11" page with 1-inch margins, and use a 12 points or larger font, except that a smaller font may be used for page headers and footers, footnotes, and illustrations such as tables, charts, diagrams, figures, graphs, and other visual aids. If a font smaller than 12 points is used, the text when printed on 8 ½" x 11" paper must not require magnification to be legible. Times New Roman font is preferred.

The Statement of Qualifications must not include other documents embedded as electronic files within the text and must not include hypertext links. The Statement of Qualifications, including supporting documentation, submitted as an electronic file should be pre-formatted for printing on 8 ½" x 11" paper.

3.5.3 Discrepancies

In the event of any discrepancies or variations between copies, HHSC is under no obligation to resolve the inconsistencies and may make its scoring and selection decisions, accordingly, including the decision to potentially disqualify a Solicitation Response. If Respondent is required to designate an "Original" Solicitation Response but fails to do so, HHSC in its sole discretion, will determine the version to be used as the original or may disqualify the Solicitation Response. If the Respondent submits a redacted Solicitation Response as the "Original, HHSC will disqualify the Solicitation Response and it will not be evaluated. HHSC will not accept submissions after the "Deadline for Submission of Solicitation Responses" specified in **Section 3.1 (Schedule of Events (Section 3.1))** to remedy discrepancies or variations in Solicitation Response submissions.

3.5.4 Exceptions

A Respondent is highly encouraged, in lieu of including exceptions in its Solicitation Response, to address all issues that might be advanced by way of exception by submitting such issues as questions in accordance with **Section 3.3.4 (Solicitation Questions)**.

A Solicitation Response that is not responsive to the Solicitation requirements may result in disqualification. If a Respondent includes any exception(s) in its Solicitation Response, Respondent must specifically and clearly identify each exception on the **Exceptions Form, Exhibit F** and provide all information requested on the form. Any exception that is not submitted on the form and in the format prescribed by the **Exceptions Form, Exhibit F** may be rejected without consideration.

No exception, nor any other term, condition, or provision in a Solicitation Response that differs, varies from, or contradicts this Solicitation will be considered to be part of the Contract unless expressly agreed by HHSC and made a part of the Contract in writing.

3.5.5 Binding Offer

A Solicitation Response constitutes a binding offer to contract based upon the terms, conditions, and specifications set forth in this Solicitation. By submitting a Solicitation Response, Respondent represents and warrants that any individual submitting the Solicitation Response and any related documents on behalf of the Respondent is authorized to do so and to bind the Respondent under any contract that may result from this Solicitation.

A Solicitation Response must be responsive to the Solicitation as worded and without any expectation that any or all terms, conditions, or provisions of the Solicitation will be negotiated. A Solicitation Response may be disqualified as non-responsive to the Solicitation if it includes any disclaimer asserting a conditional offer (e.g., Respondent's ability to contract is contingent on an exception or assumption provided in accordance with **Section 3.5.4 (Exceptions)** or other similar statement indicating that the Solicitation does not constitute a binding offer.

3.6 Solicitation Response Submission and Delivery

3.6.1 Deadline

Respondent is solely responsible for ensuring timely delivery of its Solicitation Response by the date and time specified in **Section 3.1 (Schedule of Events)**. HHSC PCS will time stamp each Solicitation Response. **Solicitation Responses received after the deadline specified in Section 3.1 (Schedule of Events) will be rejected and not considered for contract award.**

3.6.2 Delivery

3.6.2.1 General Instructions

It is the Respondent's responsibility to appropriately mark and deliver the Solicitation Response to HHSC PCS by the date and time specified in **Section 3.1 (Schedule of Events)**. HHSC will not be responsible for submission errors that may lead to disqualification due to nonreceipt or late delivery of a Solicitation Response. **In no event will HHSC be responsible or liable for any delay or error in delivery.**

3.6.2.2 Solicitation Response – Component Parts

Respondent shall submit its Solicitation Response in component parts as described below:

- a. One file/folder named "Original" that contains the Respondent's entire Solicitation Response in searchable portable document format (PDF), unless otherwise specified for a particular attachment or exhibit.
- b. If applicable, one file/folder named "Public Information Act Copy" that contains the Respondent's entire Solicitation Response, including all exhibits and attachments, in

searchable PDF prepared in accordance with **Section 8.1.5 (Public Information Act – Respondent Requirements Regarding Disclosure)**.

3.6.2.3 Submission Options

Respondent must submit the Solicitation Response using one of the following submission options. A Solicitation Response submitted by any other method will not be considered.

a. **Submission Option No. 1:** HHS Online Bid Room. Respondent shall submit the Solicitation Response packet through the Online Bid Room utilizing the procedures below:

1. Use of the HHS Online Bid Room requires registration for the Enterprise Portal using the Enterprise Portal Link located at <https://hhsportal.hhs.state.tx.us/iam/portal/Home/portalHome/>. Respondent should allow up to five (5) business days to receive a username and password. If username and password is not received within five (5) business days, Respondent should email pcsbids@hhsc.state.tx.us.

Note: A Respondent who already has access to the Enterprise Portal for other applications must complete a new registration to receive access to the HHS Online Bid Room. The new registration must be completed with a different email than the original account as the Enterprise Portal does not allow the same email address to be used for two different accounts.

2. After the Enterprise Portal login credentials have been received via email, Respondent can request the necessary HHS Online Bid Room username and password. This second username and password is required to electronically submit a Solicitation Response through the HHS Online Bid Room.
3. Additional information including a tutorial, guidebook, and other resources can be found on the HHS Online Bid Room webpage located at <https://www.hhs.texas.gov/business/contracting-hhs/hhs-online-bid-room>.
4. Respondent should allow enough time for the registration process to ensure timely delivery of its Solicitation Response by the date and time specified in **Section 3.1 (Schedule of Events)**.
5. The use of the HHS Online Bid Room and any resulting technical difficulties which may prevent a successful, responsive electronic submission of a Solicitation Response shall not be sufficient basis for a protest of a contract award.

b. **Submission Option No. 2:** USB Drive. Respondent shall submit the Solicitation Response using the procedures specified in this section.

1. Respondent must place the Solicitation Response on two USB drives. The content on each USB drive must be identical. One USB drive must be labeled “Original” The second USB drive must be labeled “Copy.”
2. Respondent must deliver the Solicitation Response by one (1) of the methods specified below.

Overnight/Express/Priority Mail	Hand Delivery
Health and Human Services Commission ATTN: Response Coordinator Tower Building Room 108 1100 W. 49th St., MC 2020 Austin, Texas 78756	Health and Human Services Commission ATTN: Response Coordinator Procurement & Contracting Services Building 1100 W. 49th St., MC 2020 Austin, Texas 78756

A Solicitation Response delivered by mail or hand delivery must be placed in a sealed package. It is Respondent’s sole responsibility to ensure that packaging is sufficient to prevent damage to contents. HHSC will not be held responsible for any Solicitation Response that is mishandled prior to receipt by HHSC PCS.

The sealed package and each USB drive must be clearly labeled on the outside as follows:

SOLICITATION NO:	HHS0015092v2
SOLICITATION NAME	Outside Legal Counsel for Immigration Matters
SOLICITATION RESPONSE DEADLINE	See Section 3.1 (Schedule of Events)
PURCHASER NAME:	Katrina Chester, CTCM, CTCD
RESPONDENT NAME:	

Respondent is solely responsible for ensuring its Solicitation Response is submitted in accordance with all Solicitation requirements including, but not limited to, proper labeling of packages, sufficient postage or delivery fees, and ensuring timely receipt by HHSC. **A dated shipping label, invoice of receipt from the delivery carrier, or any other documentation in lieu of the HHSC PCS time stamp WILL NOT be accepted.**

3.6.3 Submission Checklist

Solicitation Consideration and Award Consideration Documents, defined in **Section 1.2 (Definitions)**, must be submitted by the deadline for Solicitation Response submissions specified in **Section 3.1 (Schedule of Events)**. Solicitation Consideration Documents will be reviewed as received, and Respondent will not have an opportunity to remedy missed requirements. At its sole discretion, HHSC may request some, or all of, the Respondents to remedy missing elements of Award Consideration Documents. Those marked “SC” are Solicitation Consideration Documents and those marked “AC” are Award Consideration Documents.

Below are the documents required to be submitted with the Solicitation Response. Where searchable PDF files are required, submission of non-searchable (image only) PDF files may result in disqualification of the Solicitation Response.

a.	Statement of Qualifications and Respondent Information			
1.	Statement of Qualifications	(Article V and Exhibit B)	SC	_____
2.	Exceptions Form	(Section 3.5.4, Exhibit F)	AC	_____
3.	Company Information	(Section 6.1)	SC	_____
4.	Authorization to Conduct Business in Texas and Franchise Tax Exemption	(Section 6.2)	AC	_____
5.	References	(Section 6.3)	AC	_____
6.	HHS Solicitation Affirmations, Version 2.6	(Section 6.4, Exhibit A)	SC	_____
7.	Past Performance Templates	(Exhibit B)	SC	_____
8.	Minimum Qualifications Documentation	(Section 4.2.2)	SC	_____
9.	Signed Addenda (If applicable)		AC	_____

3.6.4 Modifications and Withdrawals of Solicitation Response

Prior to the Solicitation Response submission deadline specified in **Section 3.1 (Schedule of Events)**, Respondent may either (1) withdraw its Solicitation Response by submitting a written request to the individual identified in **Section 3.3.1 (Sole Point of Contact)**, or (2) modify its Solicitation Response by submitting a written amendment to the individual identified in **Section**

3.3.1 (Sole Point of Contact). When modifying its Solicitation Response, Respondent must provide written notice signed by an authorized representative that specifically identifies the portion(s) of the Solicitation Response that will be replaced or removed by the amendment.

3.6.5 Retention of Solicitation Responses

A Solicitation Response becomes the property of HHSC after submission and will not be returned to the Respondent.

ARTICLE IV. SOLICITATION RESPONSE EVALUATION AND AWARD PROCESS

4.1 Conformance with State Law

Solicitation Responses shall be evaluated in accordance with Texas Government Code, Chapter 2254, Subchapter D, and Title 1 Texas Administrative Code Part 3, Chapter 57, §57.4 (c).

HHSC will make the selection of one or more Respondents (if any) to contract with HHSC on the basis of demonstrated competence and qualifications to perform the required Services and for a fair and reasonable price.

4.2 Best Value Determination

4.2.1 Selection Methodology

Solicitation Responses that meet the minimum qualifications will be submitted to the evaluation team for review and scoring. Each member of the evaluation team will receive a copy of each responsive Solicitation Response. The evaluators will review the Solicitation Responses considering the criteria listed in **Section 4.2.5 (Written Response Evaluation Criteria)**.

Evaluators will individually score the Solicitation Responses. This procurement will utilize an aggregated individual evaluation methodology as outlined by this section.

The following subsections describe the evaluation process, including any criteria for advancement to the various phases of evaluation, if applicable.

4.2.2 Minimum Qualifications

Respondent must meet the minimum qualifications listed below.

- a. Respondent's organization must have seven (7) consecutive years' experience practicing immigration and employment law related matters or the principals/owners have seven (7) years of recent ownership/management experience in a previous law firm that provided legal services related to immigration and employment law related matters.

- b. Respondent must designate a Lead Attorney. The Lead Attorney must be licensed in the State of Texas and specialize in immigration. Documentation of the Lead Attorney's valid standing with the State Bar must be submitted as an attachment to the Solicitation Response.
- c. Respondent's Lead Attorney's must have a minimum of five (5) consecutive years of current experience and specialization in immigration and employment law related matters.
- d. Respondent's Lead Attorney must be located in or, at minimum, maintain an office in Austin, Texas.
- e. Licensure information and resumes for the attorney's providing legal services in response to this Solicitation must be submitted as separate attachments to the Solicitation Response.
- f. The Response must include three (3) complete submissions utilizing **Exhibit B, Past Performance Template**.
- g. Respondent has submitted the Solicitation Response in accordance with **Section 3.6, (Solicitation Response Submission and Delivery)** including all Solicitation Consideration and Award Consideration Documents, see **Section 3.6.3 (Submission Checklist)**;
- h. Respondent who receives an overall score on the VPTS of less than a "C" may be disqualified from consideration for award.

4.2.3 Initial Compliance Screening

HHSC will review Solicitation Responses for compliance with **Section 3.6.3 (Submission Checklist)** and for demonstrated ability to meet the minimum qualifications specified in **Section 4.2.2 (Minimum Qualifications)** required to advance to evaluations. Failure to meet the minimum qualifications specified in **Section 4.2.2 (Minimum Qualifications)**, will result in the disqualification of the Solicitation Response.

HHSC will automatically disqualify any Solicitation Response that does not include one or more of the completed and signed (as applicable) Solicitation Consideration Documents listed in **Section 3.6.3 (Submission Checklist)**.

At its sole discretion, HHSC may disqualify any Solicitation Response that does not include all required Award Consideration Documents. Reference **Section 3.6.3 (Submission Checklist)**.

HHSC may contact references provided in response to this Solicitation. HHSC may contact Respondent's clients, or solicit information from any available source, including the Comptroller's VPTS. Any information received may be grounds for disqualification if that information, in HHSC's sole discretion, suggests that the Respondent may perform poorly if selected.

4.2.4 Written Solicitation Response Evaluation

Each member of the evaluation team will read the Solicitation Responses in preparation for evaluation. The evaluation team will score all Solicitation Responses that pass initial screening, **Section 4.2.3 (Initial Compliance Screening)**. Solicitation Responses will be scored against the criteria in **Section 4.2.5 (Written Response Evaluation Criteria)**.

Solicitation Responses will be evaluated utilizing aggregated individual scoring and any other methods outlined in **Article IV, Solicitation Response Evaluation and Award Process**. The individual evaluators' scores will be aggregated and weighted, resulting in the Final Written Response Scores.

4.2.5 Written Response Evaluation Criteria

A Solicitation Response shall be consistently evaluated and scored in accordance with the following criteria. See also, **Exhibit D, Evaluation Tool**.

- a. Organization Experience (30%)
- b. Staff Qualifications and Experience (50%)
- c. Demonstrated Competence (20%)

4.2.6 Final Written Response Score

A Respondent's Final Written Response Score is the score from **Section 4.2.4 (Written Solicitation Response Evaluation)**. Final Written Response Score may not always determine best value or selection for negotiation and award, see **Section 4.2.7 (Additional Selection Considerations)** and **Section 4.2.8 (Summary of Best Value Determination)** for more information.

4.2.7 Additional Selection Considerations

Solicitation Responses should not include any information regarding Respondent's fees, pricing, or other compensation. Pricing will not be considered during the evaluation process.

A fair and reasonable price will be negotiated with the highest scoring Respondent after evaluations are complete. **HHSC will request a fee schedule from the successful Respondent. The Respondent will have three (3) business days from notification to submit a fee schedule that is fair and reasonable for the services being provided.** HHSC reserves the right to move to the next highest scoring Respondent if the Respondent fails to comply with the given time-period. **The Respondent will have three (3) business days from notification to submit a Conflict Disclosure Statement** to HHSC. The statement must be in compliance with OAG, Letter to Agencies and Prospective Outside Counsel (July 2023) which can be accessed at [Outside Counsel Contracts | Office of the Attorney General \(texasattorneygeneral.gov\)](https://www.texasattorneygeneral.gov/Outside-Counsel-Contracts).

4.2.8 Summary of Best Value Determination

The final selection for award will be based on best value, as determined by this section. This includes any scoring adjustments for outliers or other additional considerations as specified by this Solicitation. Respondents are encouraged to thoroughly review the processes outlined in this section, as it documents the best value considerations to be made by HHSC when selecting a Respondent for negotiation and Contract award.

4.3 Questions or Requests for Clarification

By submitting a Solicitation Response, Respondent grants HHSC the right to ask questions, request clarifications and to obtain any information from any lawful source regarding the past history, practices, conduct, ability, and eligibility of the Respondent to supply Services and to fulfill requirements under this Solicitation, and the past history, practices, conduct, ability, and eligibility of any director, officer, or key employee of the Respondent. By submitting a Solicitation Response, the Respondent generally releases from liability and waives all claims against any party providing information about the Respondent at the request of HHSC. Such information may be taken into consideration in evaluating the Solicitation Response.

ARTICLE V. STATEMENT OF QUALIFICATIONS

5.1 Executive Summary

Respondent must provide an executive summary of its qualifications as well as a full and concise summary of the contents of the Solicitation Response. The overview should highlight key aspects of the Solicitation Response including Respondent's understanding of any stated goals or objectives for this Solicitation. Respondent must include a statement in the executive summary that the Solicitation Response is responsive to all the requirements of this Solicitation, including **Article II, Scope of Work**. The executive summary must not exceed two (2) pages.

If Respondent is providing services beyond those specifically required by this Solicitation, those services must be identified in the Solicitation Response. If Respondent is offering services that do not meet the specific requirements of this Solicitation, but in the opinion of the Respondent are equivalent or superior to those specifically requested, any such differences must be noted in the executive summary. Failure to submit a Solicitation Response that is responsive to the requirements of the Solicitation may result in disqualification of the Solicitation Response.

5.2 Minimum Qualification Documentation

Respondent must provide documentation that demonstrates its compliance with the minimum qualifications set forth in **Section 4.2.2 (Minimum Qualifications)**.

5.3 Organization Experience

- a. Respondent describes the firm's experience and competence providing legal representation, advice, and services for immigration and employment law related matters.
- b. Respondent describes the organization's experience and competence representing clients and interacting with the Department of Labor, United States Citizenship and Immigration Services, and other federal agencies in immigration and employment law related matters.

5.4 Staff Experience

- a. Respondent describes and documents the Lead Attorney’s specialized experience and in Texas and federal immigration and employment law related matters.
- b. Respondent describes and documents the legal staff’s experience and competence with immigration and employment law related matters.
- c. Respondent’s documentation depicts the Lead Attorney and other legal staff’s experience and competence in advising and representing state and federal agencies related to immigration matters involving the Department of Labor, United States Citizenship and Immigration Services, and other federal agencies.

5.5 Past Performance

Respondents must complete and submit **Exhibit B, Past Performance Template** for three (3) contracts or projects as attachments to the Statement of Qualifications, to provide information that demonstrates the Respondent’s competence and experience with similar immigration law and related employment matters. Preferably at least one of the submissions includes experience with providing immigration services to a state or local government entity. HHSC may contact clients listed in **Exhibit B, Past Performance Template** submissions provided in the Solicitation Response. However, please note that **Exhibit B** is separate from the references required to be submitted per **Section 6.3 (References)**, although the parties provided for each may overlap.

Respondent’s proposal demonstrates commitment, understanding, experience, and competence in past performance with immigration and employment law related matters.

5.6 Staffing Profile

Respondent must provide staffing profiles and resumes for all key personnel who will be responsible for the performance of the services as attachments to the Statement of Qualifications required by this Solicitation.

ARTICLE VI. REQUIRED RESPONDENT INFORMATION

6.1 Company Information

In its Solicitation Response, Respondent must include the information required by this section.

6.1.1 Company Narrative

Respondent must provide a detailed narrative explaining its experience and qualifications to provide the Services specified in **Article II, Scope of Work**. Respondent’s narrative should focus on key strengths and competitive advantages.

6.1.2 Company Profile

Respondent must provide a company profile that includes the following:

- a. Respondent's ownership structure (e.g., corporation, partnership, LLC, or sole proprietorship), including any wholly owned subsidiaries, affiliated companies, or joint ventures. Information must be provided in both a narrative and a graphical representation. If Respondent is an affiliate of, or has a joint venture or strategic alliance with, another company, Respondent must identify the percentage of ownership of each joint venture member or affiliate and the percentage of the parent's ownership;
- b. Respondent's proposed operating structure for the Services requested under this Solicitation and which entities (e.g., parent company, affiliate, subcontractor) will be performing them must be identified. A Solicitation Response that proposes a joint venture of two or more business entities, a joint response from more than one business entity, or other similar group arrangement is not responsive to this Solicitation. A Respondent may team with multiple business entities to provide the requested services under a prime vendor-subcontractor arrangement. The business entity performing the majority of the Work under the Contract, throughout the Contract Term, must be the Respondent;
- c. The year the company was founded and/or incorporated. If incorporated, Respondent must indicate the state where the company is incorporated and the date of incorporation;
- d. The location of company headquarters and any field office(s) that may provide Services under the Contract;
- e. The number of employees in the company, both locally and nationally, and the location(s) from which employees will be assigned;
- f. The name, address, and telephone number of Respondent's point of contact for the Contract;
- g. The name, address, and telephone number of Respondent's point of contact for any questions regarding the Solicitation Response; and
- h. Indicate whether the company has ever been in contract with any Texas state agency. If "Yes", then provide a brief description of the scope of services and service period for each Texas state agency contract.

6.2 Authorization to Conduct Business in Texas

Respondent must be authorized to do business in the State of Texas prior to an award. Respondent must provide a Certificate of Fact from the Texas Secretary of State showing that it is authorized to do business in Texas.

Respondent must be set up in the Texas franchise tax system prior to Contract award unless subject to an exemption under Tax Code Chapter 171, Subchapter B. Respondent must submit in its Solicitation Response a copy of Respondent's exemption status with the Texas Comptroller. Texas franchise tax information can be currently accessed at <https://comptroller.texas.gov/taxes/franchise/>.

6.3 References

Respondent must provide at least three (3) client references, preferably for state and/or local government, for Respondent's performance within the last three (3) years under contracts or projects performed by Respondent that are similar to the services required by this Solicitation.

Respondent is responsible for verifying that the contact information is current for each client reference. The following information must be provided for each reference:

- a. Client name;
- b. Contract/project description;
- c. Total dollar amount of contract/project;
- d. Key staff assigned to the referenced contract or project who will be designated for Work under a Contract resulting from this Solicitation; and
- e. Client contract/project manager name, telephone number, fax number, and email address.

6.4 Affirmations and Certifications

Respondent must complete, sign, and return **Exhibit A, HHS Solicitation Affirmations, Version 2.6** with its Solicitation Response.

6.5 Financial Capacity

By submitting a Response to this Solicitation, Respondent certifies that it is financially capable and solvent, and adequately capitalized to meet the requirements of this Solicitation.

6.6 Corporate Guarantee

If Respondent is substantially or wholly owned by another corporate (or other) entity, HHSC reserves the right to request that such entity unconditionally guarantee performance by the Respondent in each and every obligation, warranty, term, covenant, and condition of the Contract.

6.7 HSP Submission Instructions

A HUB Subcontracting Plan (HSP) is not required for a Solicitation Response to this Solicitation.

ARTICLE VII. GENERAL TERMS AND CONDITIONS

7.1 General Conditions

7.1.1 Changes, Modifications, and Cancellation of the Solicitation

HHSC PCS reserves the right to make changes to and/or cancel this Solicitation at any time. HHSC PCS will post notices of all changes and modifications, whether made as a result of written inquiries by potential Respondents or otherwise, and cancellation notices on the ESBD. It is the responsibility of the Respondent to periodically check the ESBD for any additional information regarding this Solicitation. If the Respondent fails to monitor the ESBD for any changes or modifications to the Solicitation, such failure will not relieve the Respondent of its obligation to fulfill the requirements of the Solicitation as posted on the ESBD.

7.1.2 Offer Period

A Solicitation Response shall be binding for a period of 240 days after the submission due date. A Respondent may extend the time for which its Solicitation Response will be honored. Upon Contract execution, prices agreed by the Contractor constitute an irrevocable offer for the Contract Term. No other costs, rates, or fees shall be payable to the Contractor unless expressly agreed in writing by HHSC.

7.1.3 Costs Incurred

Respondent understands that issuance of this Solicitation in no way constitutes a commitment by HHSC to award a contract or to pay any costs incurred by a Respondent in the preparation of a response to this Solicitation. HHSC is not liable for any costs incurred by a Respondent. Costs of developing a Solicitation Response, or any other similar expenses incurred by a Respondent are entirely the responsibility of the Respondent and will not be reimbursed in any manner by the State of Texas.

7.1.4 Contractor Responsibility

HHSC will look solely to the Contractor for the performance of all contractual obligations of the Contract. The Contractor shall not be relieved of its obligations for any nonperformance.

7.1.5 Public Information Act - Respondent Requirements Regarding Disclosure

Solicitation Responses and contracts are subject to the Texas Public Information Act (PIA), Texas Government Code Chapter 552, and may be disclosed to the public upon request. Other legal authority also requires HHSC to post contracts and Solicitation Responses on its public website and to provide such information to the Legislative Budget Board for posting on its public website.

Under the PIA, certain information is protected from public release. If Respondent asserts that information provided in its Solicitation Response is exempt from disclosure under the PIA, Respondent must:

- a. Mark Original Solicitation Response:
 1. Mark the Original Solicitation Response, on the top of the front page, with the words “CONTAINS CONFIDENTIAL INFORMATION” in large, bold, capitalized letters (the size of, or equivalent to, 12-point Times New Roman font or larger);
 2. Mark the bottom of each page on the Solicitation Response that contains information that Respondent claims is exempt from public disclosure with the words “CONTAINS CONFIDENTIAL INFORMATION”.

3. Identify, adjacent to each portion of the Solicitation Response that Respondent claims is exempt from public disclosure, the claimed exemption from disclosure; and
 4. Do not redact any content in the Original Solicitation Response.
- b. Certify in Original Solicitation Response – **Exhibit A, HHS Solicitation Affirmations, Version 2.6**

Certify, in the designated section of the HHS Solicitation Affirmations, Respondent’s confidential information assertion and the filing of its Public Information Act Copy; and

- c. Submit Public Information Act Copy of the Solicitation Response:

Submit a separate “Public Information Act Copy” of the Original Solicitation Response (in addition to the original and all copies otherwise required under the provisions of this Solicitation). The Public Information Act Copy must meet the following requirements:

1. The copy must be clearly marked as “Public Information Act Copy” on the front page in large, bold, capitalized letters (the size of, or equivalent to, 12-point Times New Roman font or larger);
2. Each portion of the Solicitation Response that Respondent claims is exempt from public disclosure must be redacted (blacked out); and
3. Respondent must identify, adjacent to each redaction, the claimed exemption from disclosure. Each identification provided as required in Subsection (c) of this section must be identical to those set forth in the Original Solicitation Response as required in Subsection (a)(3), above. The only difference in required markings and information between the Original Solicitation Response and the “Public Information Act Copy” of the Solicitation Response will be redactions - which can only be included in the “Public Information Act Copy.” (There must be no redactions in the Original Solicitation Response).

By submitting a Solicitation Response, Respondent agrees that, if Respondent does not mark the Original Solicitation Response, provide the required certification in the Exhibit A, HHS Solicitation Affirmations, Version 2.6 and submit the Public Information Act Copy, Respondent’s Solicitation Response will be considered to be public information that may be released to the public without notice to the Respondent in any manner including, but not limited to, in accordance with the Public Information Act, posted on HHSC public website, and posted on the Legislative Budget Board’s public website.

If a Respondent submits partial, but not complete, information suggesting inclusion of confidential information and failure to comply with the requirements set forth in this section,

HHSC PCS, in its sole discretion and in any Solicitation, reserves the right to (request a new “Public Information Act Copy” or clarification concerning potentially confidential information during contract negotiations.

Respondent should not submit a Public Information Act Copy indicating that the entire Solicitation Response is exempt from disclosure. Merely making a blanket claim that the entire Solicitation Response is protected from disclosure because it contains any amount of confidential, proprietary, trade secret, or privileged information is not acceptable.

A Solicitation Response should not be marked or asserted as copyrighted material. If Respondent asserts a copyright to any portion of its response, by submitting a response, Respondent agrees to reproduction and posting on public websites by the State of Texas, including all other state agencies, without cost or liability and, additionally, agrees to allow the State of Texas to provide a copy of the Solicitation Response to individuals making a PIA request for the response.

HHSC will strictly adhere to the requirements of the PIA regarding the disclosure of public information. As a result, by participating in this solicitation process, Respondent acknowledges that all information, documentation, and other materials submitted in the Solicitation Response may be subject to public disclosure under the PIA. HHSC does not have authority to agree that any information submitted will not be subject to disclosure. Disclosure is governed by the PIA and by rulings of the Office of the Texas Attorney General. Respondents are advised to consult with their legal counsel concerning disclosure issues resulting from this process and to take precautions to safeguard trade secrets and proprietary or otherwise confidential information. HHSC assumes no obligation or responsibility relating to the disclosure or nondisclosure of information submitted by Respondents.

For more information concerning the types of information that may be withheld under the PIA or questions about the PIA, please refer to the Public Information Act Handbook published by the Office of the Texas Attorney General or contact the attorney general’s Open Government Hotline at (512) 478-OPEN (6736) or toll-free at (877) 673-6839 (877-OPEN TEX). To access the Public Information Act Handbook, please visit the attorney general’s website at <http://www.texasattorneygeneral.gov>.

7.1.6 Respondent Waiver – Intellectual Property

SUBMISSION OF ANY DOCUMENT TO HHSCIN RESPONSE TO THIS SOLICITATION CONSTITUTES AN IRREVOCABLE WAIVER AND AGREEMENT BY RESPONDENT TO FULLY INDEMNIFY THE STATE OF TEXASHHSCFROM ANY CLAIM OF INFRINGEMENT BY HHSCREGARDING THE INTELLECTUAL

PROPERTY RIGHTS OF RESPONDENT OR ANY THIRD PARTY FOR ANY MATERIALS SUBMITTED TO HHSC RESPONDENT.

7.1.7 Standards of Conduct for Vendors

Pursuant to Title 1 of the Texas Administrative Code Part 15, Chapter 391, Subchapter D, Rule §391.405(a), Contractors, Respondents, and vendors interested in working with HHSC are required to implement standards of conduct for their own personnel and agents on terms at least as restrictive as those applicable to HHSC. These standards must adhere to ethics requirements adopted in rule, in addition to any ethics policy, or code of ethics approved by the HHSC Executive Commissioner. A Respondent must sign and submit all ethics, disclosure, confidentiality, and other forms required under the procurement and any resulting contract.

The standards of conduct must include the ten standards of ethical conduct set forth in Section I of the [HHS Ethics Policy](https://www.hhs.texas.gov/sites/default/files/documents/about-hhs/hhs-ethics-policy.pdf), located at <https://www.hhs.texas.gov/sites/default/files/documents/about-hhs/hhs-ethics-policy.pdf>, and requirements to comply with ethical standards set forth in federal and state law (including, but not limited to, Title 1 of the Texas Administrative Code Part 15, Chapter 391, Subchapter D, Rule §391.405(a)).

Standards of conduct of any Contractor, Respondent, or vendor may be reviewed and/or audited by the State Auditor and HHSC. The Contractor, Respondent, or vendor must cooperate with the review and/or audit. Additionally, pursuant to Title 1 of the Texas Administrative Code Part 15, Chapter 391, Subchapter D, Rule §391.405(a), HHSC may examine a Respondent's standards of conduct in the evaluation of a bid, offer, proposal, quote, or other applicable expression of interest in a proposed purchase of Goods or Services.

Any vendor, Contractor, or Subcontractor, that violates a provision of Title 1 of the Texas Administrative Code Part 15, Chapter 391, Subchapter D may be barred from receiving future contracts or have an existing contract canceled. Additionally, HHSC may report the vendor's actions to the Comptroller of Public Accounts for statewide debarment, or law enforcement.

7.1.8 Disclosure of Interested Parties

Pursuant to Section 2252.908 of the Texas Government Code, the Respondent to be awarded a contract with a value of \$1 million or more or awarded a contract that would require the Respondent to register as a lobbyist under Chapter 305 of the Texas Government Code must submit a disclosure of interested parties form to HHSC at the time the Respondent submits the signed Contract. Rules and filing instructions may be found on the Texas Ethics Commission's public website and additional instructions will be given by HHSC to the successful Respondent.

7.2 Insurance

7.2.1 Required Coverage

For the Contract Term, the Contractor shall acquire insurance with financially sound and reputable independent insurers, in the type and amount listed in **Exhibit C, Sample OAG Outside Counsel Contract Template**. Failure to maintain insurance coverage or acceptable alternative methods of insurance shall be deemed a breach of contract.

7.3 Protest

Any protest shall be governed by the rules published by HHSC in the Texas Administrative Code, Title 1, Part 15, Chapter 391, Subchapter C, Protests.

7.4 Indemnification

RESPONDENT SHALL DEFEND, INDEMNIFY, AND HOLD HARMLESS THE STATE OF TEXAS AND HHSC, AND/OR THEIR OFFICERS, AGENTS, EMPLOYEES, REPRESENTATIVES, CONTRACTORS, ASSIGNEES, AND/OR DESIGNEES FROM ANY AND ALL LIABILITY, ACTIONS, CLAIMS, DEMANDS, OR SUITS, AND ALL RELATED COSTS, ATTORNEY FEES, AND EXPENSES ARISING OUT OF, OR RESULTING FROM ANY ACTS OR OMISSIONS OF RESPONDENT OR ITS AGENTS, EMPLOYEES, SUBCONTRACTORS, ORDER FULFILLERS, OR SUPPLIERS OF SUBCONTRACTORS IN THE EXECUTION OR PERFORMANCE OF THE CONTRACT AND ANY PURCHASE ORDERS ISSUED UNDER THE CONTRACT. THE DEFENSE SHALL BE COORDINATED BY RESPONDENT WITH THE OFFICE OF THE TEXAS ATTORNEY GENERAL WHEN TEXAS STATE AGENCIES ARE NAMED DEFENDANTS IN ANY LAWSUIT AND RESPONDENT MAY NOT AGREE TO ANY SETTLEMENT WITHOUT FIRST OBTAINING THE CONCURRENCE FROM THE OFFICE OF THE TEXAS ATTORNEY GENERAL. RESPONDENT AND HHSC AGREE TO FURNISH TIMELY WRITTEN NOTICE TO EACH OTHER OF ANY SUCH CLAIM.

THE PARAGRAPH ABOVE IS NOT INTENDED TO AND SHALL NOT BE CONSTRUED TO REQUIRE RESPONDENT TO INDEMNIFY OR HOLD HARMLESS THE STATE OR HHSC FOR ANY CLAIMS OR LIABILITIES RESULTING FROM THE NEGLIGENT ACTS OR OMISSIONS OF HHSC OR ITS EMPLOYEES.

ARTICLE VIII. LIST OF EXHIBITS

The following Exhibits are attached to and incorporated into this Solicitation for all purposes.

<u>EXHIBIT A</u>	HHS SOLICITATION AFFIRMATIONS, VERSION 2.6
<u>EXHIBIT B</u>	PAST PERFORMANCE TEMPLATE
<u>EXHIBIT C</u>	SAMPLE OAG OUTSIDE COUNSEL CONTRACT TEMPLATE
<u>EXHIBIT D</u>	EVALUATION TOOL
<u>EXHIBIT E</u>	HHS ONLINE BID ROOM
<u>EXHIBIT F</u>	EXCEPTIONS FORM