Outside Counsel Services Request for Proposals

ATTACHMENT H - SCOPE OF WORK

1. Solicitation Overview

Westchester Medical Center Health Network ("WMCHealth") and the affiliated entities expressly identified in this request for proposals are soliciting proposals from qualified law firms to provide outside legal counsel services on an as-needed basis. WMCHealth intends to establish one or more panel(s) of firms with demonstrated experience, appropriate staffing, and healthcare-sector knowledge where relevant, responsiveness, and cost-effective service delivery.

Firms may submit proposals for any one category, multiple categories, or all categories described in Section 3. Each category will be evaluated based on the proposal submitted for that category. WMCHealth may select multiple firms within a category, select one firm for multiple categories, or make no award in a category.

2. Objectives and Engagement Model

- Establish a qualified and diverse pool of outside counsel capable of supporting WMCHealth's legal needs across the categories in this RFP.
- Obtain practical, timely, high-quality legal advice and representation appropriate to a complex healthcare organization.
- Promote efficient staffing, active matter management, predictable budgeting, competitive rates, and alternative fee arrangements where appropriate.
- Protect privilege, confidential information, protected health information, personal information, and WMCHealth systems and data.
- Provide WMCHealth flexibility to select counsel based on subject matter, matter complexity, conflicts, availability, prior experience, proposed staffing, fees, and other relevant considerations.

No award or panel appointment guarantees work, exclusivity, a minimum number of matters, or minimum compensation. WMCHealth may seek matter-specific proposals from selected firms and may retain other counsel when WMCHealth determines that doing so is appropriate.

3. Scope of Services and Legal Service Categories

The descriptions below are illustrative and are intended to identify the principal services anticipated within each category. WMCHealth may request related services reasonably associated with an awarded category. A proposer must clearly identify every category for which it seeks consideration and provide a separate category response as required by Section 6.

Category 1. Labor and Employment Law

- Employment counseling and compliance, including wage and hour, benefits, employee discipline, termination, accommodation, leave, and workforce policies.
- Internal workplace investigations and preventive counseling or training.
- Labor relations, collective bargaining, grievances, arbitration, union matters, Taylor Law matters, and National Labor Relations Act matters.
- Administrative proceedings before federal, state, or local labor and employment agencies.
- Employment-related litigation, mediation, arbitration, appeals, and settlement strategy.
- Executive employment, restrictive covenant, contingent workforce, and related contractual matters.
- Professional Employment Organizations.

Category 2. Litigation

- Commercial, contract, healthcare, construction, real estate, and other civil disputes.
- Administrative proceedings and alternative dispute resolution, including negotiation, mediation, arbitration, injunctions, and emergency relief.
- Case assessment, pleadings, motion practice, discovery, e-discovery, witness preparation, trials, appeals and post-judgment proceedings.
- Government investigations and related litigation support, where assigned.
- Litigation budgeting, early case assessment, risk reporting, and settlement strategy.

Category 3. Bond Counsel

- Tax-exempt and taxable financings, bond issuances, refundings, restructurings, and related public finance transactions.
- Preparation, review, and negotiation of bond, loan, lease, disclosure, security, and ancillary documents.
- Bond validity, tax, disclosure, and related legal opinions.
- Arbitrage rebate and post-issuance compliance support.
- Coordination with trustees, underwriters, financial advisors, rating agencies, credit enhancers, governmental entities, and other transaction participants.

Category 4. Real Property Transactions

- Acquisitions, dispositions, leases, ground leases, easements, licenses, and occupancy arrangements.
- Title, survey, zoning, land use, environmental, and due diligence matters.
- Development, construction-related real estate, and property management agreements.
- Real estate financing, tax, regulatory approval, and closing matters.
- Disputes or risk issues arising from proposed or existing real property interests, when assigned.

Category 5. Healthcare Law

- Hospital operations, medical staff affairs, bylaws, credentialing, peer review, corrective action, and quality assurance matters.
- Clinical affiliations, provider arrangements, professional services agreements, and compensation structures.
- Fraud and abuse, Stark Law, Anti-Kickback Statute, beneficiary inducement, EMTALA, 340B, pharmacy, and related requirements.
- Medicare, Medicaid, reimbursement, managed care, GME, FQHC, post-acute, and long-term care matters.
- Joint Commission, DNV Healthcare or other accreditation organizations, Department of Health, CMS, OMIG, and other healthcare regulator surveys, audits, inquiries, or enforcement matters.
- Healthcare operations, patient care, clinical programs, and related legal or regulatory advice.

Category 6. Immigration Law

- Employment-based nonimmigrant and immigrant matters for clinical and non-clinical personnel.
- H-1B, permanent residence, physician immigration, J-1 waiver, and other authorized immigration filings.
- I-9, work authorization, employment verification, policy, audit, and compliance advice.
- Representation before relevant immigration agencies or tribunals.
- Immigration strategy supporting recruitment, retention, and workforce planning.

Category 7. Privacy, Cybersecurity and Technology

- HIPAA, federal and New York privacy requirements, information governance, and data-use matters.
- Cybersecurity incident response, ransomware, breach investigation, privilege strategy, notification, and regulatory reporting.
- Representation in privacy or cybersecurity inquiries, audits, investigations, and enforcement matters.
- Technology law and contracting, including software, cloud services, SaaS, licensing, digital platforms, telecommunications, data ownership and use, data protection terms, third-party risk, information security governance, and policy development.
- Artificial intelligence governance, automated decision systems, digital health technologies, emerging technology risk, responsible technology use, and privacy-by-design advice for healthcare operations.

Category 8. Medical Malpractice

- Defense of professional liability, hospital liability, catastrophic injury, and related healthcare claims.
- Early case assessment, pleadings, discovery, medical record review, depositions, experts, dispositive motions, trial, and appeals.
- Mediation, arbitration, other alternative dispute resolution, settlement evaluation, and claims-resolution strategy.

- Coordination with WMCHealth, insurers, third-party administrators, clinicians, witnesses, and experts.
- Risk assessments, trend observations, and legally appropriate claims-prevention support.

Category 9. Regulatory Compliance

- Federal and New York healthcare regulatory compliance and corporate compliance program advice.
- Privileged internal investigations, audits, risk assessments, corrective action, and remediation.
- False Claims Act, billing, claiming, self-disclosure, overpayment, and government investigation matters.
- Responses to audits, subpoenas, inquiries, enforcement actions, and corporate integrity obligations.
- Compliance policies, training, reporting, monitoring, and program effectiveness advice.

Category 10. Corporate Transactions

- Mergers, acquisitions, affiliations, joint ventures, strategic transactions, and corporate restructuring.
- Due diligence, transaction structuring, negotiation, documentation, approvals, closing, and post-closing implementation.
- Healthcare transactions, professional services, commercial contracts, technology agreements, and supply chain or procurement transactions.
- Financing and other corporate or business arrangements not assigned to another specialized category.
- Regulatory, tax, governance, antitrust, and operational coordination associated with transactions.

Category 11. Governance, Corporate Law and Tax-Exempt Matters

- New York not-for-profit, public authority, charitable organization, corporate law, and corporate governance matters.
- Board and committee governance, fiduciary duties, bylaws, delegations, policies, conflicts, and governance training.
- Federal tax exemption, Internal Revenue Code Section 301(c)(3), unrelated business income, private use, and related tax matters.
- Executive compensation
- Intermediate sanctions, IRS audits or inquiries, and preservation of tax-exempt status.
- Corporate formation, entity maintenance, corporate records, organizational authority, commercial contracting, and governance documentation relating to affiliations, subsidiaries, controlled entities, and organizational changes.

Category 12. Patent and Intellectual Property

- Patent counseling, prosecution, portfolio management, freedom-to-operate, validity, infringement, and related strategy.
- Trademarks, copyrights, trade secrets, proprietary know-how, licensing, and intellectual property disputes.
- Technology transfer, commercialization, research and development, collaboration, sponsored research, and innovation agreements.
- Medical device, digital health, software, artificial intelligence, and technologies used in patient care.
- University, industry, inventor, vendor, and other collaboration arrangements involving intellectual property.
- Intellectual property due diligence, ownership, protection, enforcement, and litigation.

Category 13. Clinical Trials and Research

- Clinical trial agreements, investigator-initiated studies, sponsored research, cooperative research, grants, and related research arrangements.
- Human-subject research requirements, informed consent, Institutional Review Board matters, good clinical practice, and applicable federal and New York research regulations.
- Research compliance, scientific misconduct, conflicts of interest, privacy, data use, specimen use, biospecimen repositories, and research-related information governance.
- Contracting and negotiations with sponsors, contract research organizations, academic institutions, investigators, laboratories, vendors, and government agencies.
- Research intellectual property, publication rights, indemnification, insurance, subject injury, budgeting, reimbursement, and allocation of data and ownership rights.

- Regulatory inquiries, audits, investigations, corrective action, and enforcement matters involving clinical trials or research activities.

4. Multiple-Category Proposals and Awards

- A proposer may submit for one, multiple, or all categories.
- The proposal must include a completed Category Selection Form and a separate substantive response for each selected category.
- Qualifications, representative matters, key personnel, references, staffing capacity, and pricing must be identifiable by category.
- A firm may identify personnel who support multiple categories, but the firm must explain availability, role, and proposed staffing for each category.
- WMCHealth may award categories independently and is not required to award all categories requested by a proposer.
- Selection in one category does not imply selection in another category or authorization to perform work outside an assigned matter.

5. Minimum Proposer Qualifications

Unless WMCHealth states otherwise in an addendum, each proposer must demonstrate the following for which WMCHealth may request supporting documentation and may reject a proposal that does not establish the minimum qualifications:

- The firm is duly organized, authorized to conduct business where required, and has been in operation for at least three years.
- Attorneys assigned to New York matters are admitted and in good standing in the jurisdictions required for the work. Specialized counsel not admitted in New York may be proposed when appropriate, subject to WMCHealth approval and applicable rules.
- Each proposed lead or responsible attorney has at least five years of relevant experience in the category, and other proposed legal personnel have experience appropriate to assigned responsibilities.
- The firm has sufficient personnel, systems, supervision, and financial capacity to perform the proposed services timely and effectively.
- The firm can securely handle privileged, confidential, personal, and protected health information and can comply with any required business associate agreement or data security addendum.
- The firm will conduct and continuously update conflict checks and disclose actual, potential, or perceived conflicts.
- The firm is willing to comply with WMCHealth invoicing, audit, records, information security, matter management, and reporting requirements.

6. Proposal Content and Format

Proposers shall submit one complete technical proposal, together with the separate Excel exhibit workbook described in Section 7. The technical proposal shall be organized in the order below and shall not duplicate information required in the exhibit workbook. If information is requested in both locations, the completed exhibit workbook will control for structured data, and the technical proposal should provide only the related narrative explanation.

1. Title Page: The title page should show the proposed title, name of the proposer, its address, the name and title of the contact person, the name and title of the person authorized to represent the proposer and the date.

2. Table of Contents: The table of contents in the proposal should clearly identify all items of the proposal by question number and page number.

3. Transmittal Letter: A transmittal letter, which shall be considered an integral part of the proposal, shall be signed by the individual or individuals authorized to bind the firm contractually. An unsigned proposal may be rejected. The letter shall include:

- Indication that the signer is so authorized to sign the proposal and the contract, and the title or position the signer holds in the proposer's firm.

- If the signer is not the contact person identified on the title page, also include the address and telephone number of the authorized signatory.
- A statement as to the willingness of the proposer's firm to enter into a contractual agreement containing, at a minimum, the terms and conditions set forth in **Attachment A** of this RFP. In accordance with Section 6 of this RFP, any exceptions to these terms and conditions must be explicitly stated in a separate section of this proposal

4. Executive Summary: A concise (no more than one page) summary of the key points, including which services detailed in the Scope of Services are included in the proposal.

Cover Letter and Certifications

- Provide the proposer's legal name and contact information; identify the person authorized to bind the proposer; identify each category proposed; certify the accuracy of the submission; and state any material exceptions.

2. Firm Background and Operations

- Provide a brief history of the firm, its healthcare experience and its length of time in operation. Summarize the firm's organization, relevant offices, total number of employees, the location of the office from which the services to be provided under this engagement are to be managed and the number of personnel employed at such office, healthcare and public-entity experience, operational capacity, matter-management resources, name, address, telephone number fax number and website (if applicable) of firm and material organizational changes during the period specified in the RFP. Provide a list of the principals to be used on this engagement including project role, and a copy of firm's most recent financial statement.

3. Category-Specific Qualifications and Representative Experience

- For each category proposed, provide a separately labeled narrative describing relevant expertise, representative experience, key differentiators, capacity, and familiarity with applicable courts, agencies, regulators, transaction participants, or other stakeholders. Cross-reference the applicable Excel exhibits rather than repeating the structured matter data.

4. Staffing and Service-Delivery Plan

- Describe proposed leadership and staffing by category, availability, supervision, continuity, quality control, communication, technology use, budgeting, efficiency, and integration with WMCHealth requirements. Cross-reference the staffing and rate exhibit for personnel and rate details.

5. Conflicts, Disclosures, Privacy and Technology

- Describe conflict procedures and disclose material conflicts, sanctions, investigations, proceedings, judgments, suspensions, debarments, or other required matters. Summarize safeguards for confidential information, PHI, personal information, privileged material, cybersecurity incidents, cloud services, subcontractors, and any proposed artificial intelligence use.

6. References, Fees, Required Forms and Exceptions

- Complete the applicable Excel exhibits for references, fees, expenses, required certifications, and the submission checklist. In the technical proposal, include only material explanations, assumptions, qualifications, or requested exceptions that are not fully captured in the exhibits.

7. Proposal Submission Instructions

WMCHealth has provided a separate Excel workbook containing the exhibits referenced in this Attachment H. Each proposer must complete every exhibit applicable to its proposal and submit the completed workbook with its technical proposal by the proposal due date and time stated in Section 2.5 of the RFP.

The technical proposal and completed exhibit workbook must be submitted through the method and in the file format specified by WMCHealth. The cost and rate information must remain separately identifiable within the exhibit workbook.

Each proposer must ensure that its technical proposal is consistent with its completed exhibits. The proposer should use cross-references where appropriate and should not duplicate structured exhibit responses in the technical proposal. Any inconsistency may be clarified or resolved by WMCHealth in accordance with the RFP.

Use the file naming conventions specified in the RFP. Proposers are responsible for confirming successful receipt before the deadline. Late, incomplete, amended, or withdrawn proposals will be handled in accordance with the RFP.

8. Anticipated Contract and Engagement Requirements

- Selected firms will be required to execute WMCHealth's approved law firm engagement agreement found in Attachment A), business associate agreement, data security documents, and other required documents.
- Individual matters may be assigned by engagement letter, task order, statement of work, email authorization, or other written method approved by WMCHealth.
- WMCHealth's designated legal representative will control matter scope, objectives, strategy, staffing, settlement authority, communications, and budget.
- Selected firms must obtain written approval before exceeding a matter budget or not-to-exceed amount, materially changing staffing, retaining third parties, or expanding scope.
- Invoices must be submitted monthly in WMCHealth's required format and must identify the matter, timekeeper, date, task description, time, rate, fees, expenses, credits, budget status, and other required information.
- Block billing, vague entries, duplicate staffing, excessive intra-office conferencing, administrative work, invoice preparation, ordinary overhead, and unapproved out-of-scope work may be reduced or rejected.
- The law firm will be responsible for its own expenses in connection with the provision of services, including, but not limited to, facsimile charges, meals, local limousine or taxi services, on-line research services, telephone charges, regular postage, photocopies, secretarial, clerical or administrative personnel and messenger services. The selected firm will be subject to the Corporation's Travel and Expense Policy for Contractors/Consultants.
- Selected firms must preserve privilege and confidentiality, comply with legal holds and records requirements, maintain required insurance, cooperate with audits, and promptly report conflicts and security incidents.
- WMCHealth owns or is entitled to the client file and work product to the extent provided in the resulting agreement and applicable law.

9. General RFP Conditions

- WMCHealth is not responsible for costs incurred in preparing, submitting, presenting, clarifying, or negotiating a proposal.
- All proposal materials may be subject to disclosure requirements applicable to WMCHealth, including the New York Freedom of Information Law. A proposer should clearly identify material claimed to be confidential or proprietary and provide the legal basis for the claim. WMCHealth does not guarantee confidential treatment.
- No proposal creates a contract or obligation. A binding engagement exists only after execution of a formal written agreement by authorized representatives and satisfaction of required approvals.
- A proposer may not assign its proposal or resulting agreement without WMCHealth's prior written approval.
- Any collusion, material misrepresentation, undisclosed conflict, improper contact, or attempt to influence the procurement outside authorized channels may result in rejection or other action permitted by law or policy.
- WMCHealth may conduct responsibility reviews, verify information, request financial or legal disclosures, and require updated certifications before or after selection.
- The final RFP and agreement should include all mandatory New York State, public authority, healthcare, procurement, vendor responsibility, lobbying, insurance, nondiscrimination, and other provisions applicable to WMCHealth.

Exhibit A. Category Selection Form

Firm name: [Insert]

Check each category for which the firm is submitting a proposal. The firm must provide a category-specific response for every checked category.

- ☐ Category 1. Labor and Employment Law
- ☐ Category 2. Litigation
- ☐ Category 3. Bond Counsel
- ☐ Category 4. Real Property Transactions
- ☐ Category 5. Healthcare Law
- ☐ Category 6. Immigration Law
- ☐ Category 7. Privacy and Cybersecurity
- ☐ Category 8. Medical Malpractice
- ☐ Category 9. Regulatory Compliance
- ☐ Category 10. Corporate Transactions
- ☐ Category 11. Governance, Corporate Law and Tax-Exempt Matters
- ☐ Category 12. Patent and Intellectual Property
- ☐ Category 13. Clinical Trials and Research

Authorized representative: [Insert]
Title: [Insert]
Signature / date: [Insert]

Exhibit B. Category-Specific Response Form

Firm name: [Insert]
Category number and title: [Insert]
Category lead: [Insert]
Number of proposed partners / counsel / associates / paralegals: [Insert]
Primary office location(s): [Insert]
Relevant courts, agencies, regulators, or transaction participants: [Insert]

1. Summarize the firm's qualifications and distinctive capabilities for this category.

[Proposer response]

2. If able to please describe representative matters from the past two years and explain relevance to WMCHealth. Please do not disclose any confidential information in your response.

[Proposer response]

3. Identify proposed key personnel and their roles, availability, admissions, and relevant experience.

[Proposer response]

4. Describe the proposed service-delivery, communication, quality-control, and budget-management approach.

[Proposer response]

5. Identify anticipated conflicts, limitations, exclusions, dependencies, or use of third parties.

[Proposer response]

6. Describe proposed alternative fee arrangements or category-specific value commitments.

[Proposer response]

Exhibit C. Representative Matter Form from previous two years

Field	Proposer Response
Category	[Insert]
Client type / industry	[Do not disclose confidential information]
Matter description and complexity	[Insert]
Firm role and services	[Insert]
Key personnel	[Insert]
Approximate duration	[Insert]
Outcome / deliverables	[Insert]
Relevance to WMC	[Insert]
Reference available	[Yes / No; identify if authorized]

Exhibit D. Proposed Staffing and Rate Schedule

Category	Timekeeper	Title / Level	Role	Years Relevant Experience	Regular Rate	Proposed WMCHealth Rate	Number of Years Rate is Fixed At	Percentage Increase After Fixed Rate Ends	Discounted Fee Percentage for Public Benefit Corporation
[#]	[Name]	[Partner]	[Lead]	[#]	[$]	[$]	[#]	[%]	[%]
[#]	[Name]	[Counsel]	[Role]	[#]	[$]	[$]	[#]	[%]	[%]
[#]	[Name]	[Associate]	[Role]	[#]	[$]	[$]	[#]	[%]	[%]
[#]	[Name]	[Paralegal]	[Role]	[#]	[$]	[$]	[#]	[%]	[%]

Exhibit E. Reference Form. Must include at least three healthcare clients for which the firm has provided similar services.

Field	Reference 1	Reference 2	Reference 3
Organization	[Insert]	[Insert]	[Insert]
Contact name / title	[Insert]	[Insert]	[Insert]
Telephone / email	[Insert]	[Insert]	[Insert]

Field	Reference 1	Reference 2	Reference 3
Categories supported	[Insert]	[Insert]	[Insert]
Services and dates	[Insert]	[Insert]	[Insert]
Permission to contact	[Yes / No]	[Yes / No]	[Yes / No]

Exhibit F. Conflict and Disclosure Certification

☐ The firm has completed a conflicts review based on the entities and information supplied by WMCHealth.

☐ The firm has disclosed all known actual, potential, and perceived conflicts relevant to the proposed categories.

☐ The firm will continuously monitor conflicts and promptly notify WMCHealth of any change.

☐ The firm has disclosed required sanctions, investigations, proceedings, judgments, suspensions, debarments, or other material legal or regulatory matters.

☐ The firm understands that any waiver must be in writing from an authorized WMCHealth representative.

Explanation of any disclosure or proposed mitigation: [Attach additional pages if necessary]

Authorized representative: [Insert]

Title: [Insert]

Signature / date: [Insert]

Exhibit G. Proposal Submission Checklist

☐ Signed cover letter and certifications.

☐ Completed Category Selection Form.

☐ Separate response for each proposed category.

☐ Representative matter forms.

☐ Staffing plan, organization chart, and resumes.

☐ Conflict, regulatory, legal, privacy, and cybersecurity disclosures.

☐ Three or more relevant references.

☐ Separately identifiable cost proposal and rate schedule.

☐ Insurance confirmation.

☐ W-9 and all required procurement forms.

☐ Exceptions to RFP and contract terms clearly identified.

☐ Proposal submitted through the required method before the deadline.