



State of West Virginia
Office of the Attorney General

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Attorney General

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Request for Proposal for Legal Services
To Represent the West Virginia Department of Health and Human Resources,
Office of Health Facilities

The West Virginia Department of Health and Human Resources, Office of Health Facilities ("WVDHHR" and "OHF" respectively) seeks a qualified law firm or attorney to assist with transactional legal representation involving the State's health care facilities.

Qualified law firms or attorneys are invited to submit a proposal on or before Monday, October 2, 2023, to assist with the Office of the West Virginia Attorney General's representation of the WVDHHR OHF. Selection of a winning proposal or proposals, if any, will be made as soon as possible after that date with representation to commence forthwith upon selection.

Background

The WVDHHR OHF needs legal assistance with respect to its restructuring efforts relating to the four state-owned and -operated long-term care facilities and the two acute care psychiatric hospitals. More specifically, the WVDHHR OHF seeks particular expertise in restructuring health care facilities, specifically with experience with transactions involving West Virginia hospitals, especially with stressed or distressed properties.

Scope of Representation

The client is the WVDHHR OHF. The firm or attorney that is selected as a result of this process will work in close coordination with the WVDHHR OHF staff, in-house attorneys, and a financial advisory firm to assist with these legal services.

Conflict of Interest Information

The firm or attorney shall disclose any prior or current representations of West Virginia long-term care facilities or hospitals, as well as any prior representation of the WVDHHR, and any matters that may create a potential or actual conflict, including but not limited to, any representations that were adverse to the WVDHHR or any other previous representation that could impact a conflict analysis for this potential client.

Your Proposal

No specific form is required of your proposal, but it should address those factors identified in the Attorney General's Outside Counsel Policy, and should also address your expertise and demonstrated skill (via references, example documents, and/or a descriptive narrative) in the following practice areas:

- Substantial experience and expertise in corporate restructuring and knowledge of all applicable laws, including health care regulatory requirements at the state and federal level.
- Experience restructuring health care facilities in West Virginia.
- Transaction counsel experience, experience with stressed or distressed health care organizations.
- Experience working hand-in-hand with financial advisory firms.
- Experience with the health care regulatory framework, financial analytics, tax exempt financing, third-party payor sources, union labor and employment law, employee benefits and ERISA, real estate and environmental law, lease arrangements, revenue cycle management, HIPAA regulations, and retirement benefit management programs.
- Substantial experience evaluating and implementing short- and long-term strategic options, including but not limited to, turnaround options, partnerships, mergers, and acquisitions.
- The proposal should disclose the number of professionals you have in each of the practice areas with the understanding that the firm has the bandwidth to advance multiple restructuring and transactional matters simultaneously.

If you propose to bill hourly rates, please state them separately for each attorney or paralegal to be assigned to this representation and indicate the approximate proportion of total time that will be billed at each rate. Computerized legal research tools, such as WESTLAW or LEXIS, may not be billed as an expense. Please state your per unit costs, if any, for expenses such as copying; whether you will bill for travel expenses and at what rate; and whether and how you bill for any additional attorney time while traveling. Representations made in your proposal will supersede any conflicting terms that are less favorable to the client appearing in any written contract or invoice.

Evaluation and Acceptance

Your proposal will be evaluated by the Office of the Attorney General in consultation with WVDHHR. Any and all proposals may be rejected. Your proposal should be addressed to the Office of the Attorney General and emailed to rfpresponse@wvago.gov. This Request for Proposal shall be known as RFP # 125, and any and all correspondences relating to this Request for Proposal

should reference RFP # 125. All proposals must be received by email no later than Monday, October 2, 2023, at 5 p.m. Any questions regarding this Request for Proposal should likewise be emailed to rfpresponse@wvago.gov.

Retention of the selected attorney or firm, if any, is conditioned upon execution of a written contract approved by the Attorney General. In no event will any such contract preclude the termination of the representation at any time by official action of the WVAGO or WVDHHR.

Thank you for considering this Request for Proposal.