



# TEXAS

## Health and Human Services

**Stephanie Muth, Executive Commissioner**

**Request for Qualifications (RFQ)**

**for**

**Outside Legal Counsel for Information Technology Matters**

**RFQ No. HHS0017298**

**Date of Release: June 22, 2026**

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 Commission (HHSC) in complex information technology matters in accordance with the requirements stated in this Request for Qualifications (RFQ).

HHSC seeks Outside Counsel specializing in information technology and intellectual property law to provide representation, advice, and assistance regarding information technology and intellectual property matters. Upon selection of Outside Counsel and the negotiation of a fair and reasonable fee schedule, HHSC will seek the approval of the Texas 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 Contract. 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**. If the OAG revises the OCC template prior to Contract execution, HHSC 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 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 OCC.

“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 or Outside Counsel selected to provide services to HHSC under the Contract.

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

“Effective Date” means the date on which 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.

“HHSC” means the Texas Health and Human Services Commission.

“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.

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

“Outside Counsel” means the law firm selected by HHSC to provide legal services. This term does not include employees from HHSC or the OAG. The selected Outside Counsel must be approved by the OAG. (See [Texas administrative Code, Title1, 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.

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

“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.

“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.

### 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 DESCRIPTION OF SERVICES

The Scope of Work for this Solicitation is located in **Exhibit E, Scope of Work (SOW)**.

## **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 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 from the date of execution of the OCC 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**

Total compensation under the Contract shall not exceed \$150,000. Notwithstanding the preceding, HHSC reserves the right to increase this amount if additional state or federal funding becomes available during the Contract Term.

## **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**

<b>EVENT</b>	<b>DATE/TIME</b>
Solicitation Posting Date on the ESBD	See Date of Release on Page 1 of the Solicitation
Pre-proposal Conference  Attendance is Optional	June 29, 2026, at 10:00 a.m. Central Time
Deadline for Submitting Questions	June 30, 2026, at 5:00 p.m. Central Time
Tentative Date Responses to Questions Posted on the ESBD	July 07, 2026, at 5:00 p.m. Central Time
<b>Deadline for Submission of Solicitation Responses</b> <b>[NOTE: Responses must be <u>RECEIVED</u> by HHSC by the deadline.]</b>	July 21, 2026, at 10:30 a.m. Central Time
Evaluation Period	August 2026
Tentative Date for Notice of Award Posted on the ESBD	September 2026
Anticipated Contract Effective Date	September 2026

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) (<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)**.

<b>Name</b>	Amanda Herrera CTCD, CTCM
<b>Title</b>	PCS Purchaser
<b>Address</b>	Procurement and Contracting Services Building 1100 W 49th St. MC: 2020 Austin, TX 78756
<b>Phone</b>	512-406-2482
<b>Email</b>	<a href="mailto:Amanda.Herrera@hhs.texas.gov">Amanda.Herrera@hhs.texas.gov</a>

### 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 in 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 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 2.10** “); 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 by 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/b5b443ac-9e25-482b-bbe3-082cbfc20414@9bf97732-82b9-499b-b16a-a93e8ebd536b>

### **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 point 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 point 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 the **Section 3.1 (Schedule of Events (Section 3.1))** to remedy discrepancies or variations in Solicitation Response submissions.

### 3.5.4 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) 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 **IAMOnline Portal** Link located at <https://iamonline.hhs.state.tx.us>. Respondent should allow up to five business days to receive a username and password. If username and password is not received within five (5) days, Respondent should email [pcsbids@hhsc.state.tx.us](mailto: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 of the methods specified below.

<b>Overnight/Express/Priority Mail</b>	<b>Hand Delivery</b>
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:

<b>SOLICITATION NO:</b>	[Respondent to include Solicitation Number from Page 1 of this Solicitation.]
<b>SOLICITATION NAME</b>	[Respondent to include Solicitation Name from Page 1 of this Solicitation.]
<b>SOLICITATION RESPONSE DEADLINE</b>	[Respondent to include Date and Time from <b>Section 3.1 (Schedule of Events)</b> .]



<b>PURCHASER NAME:</b>	[Respondent to include purchaser name from <b>Section 3.3.1 (Sole Point of Contact).</b> ]
<b>RESPONDENT NAME:</b>	[Respondent to include its 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)	SC	_____
2.	Minimum Qualification Documentation	(Sections 4.2.2 and 5.2)	SC	_____
3.	Past Performance Template	(Section 5.5 and <b><u>Exhibit B</u></b> )	SC	_____
4.	Company Information	(Section 6.1)	SC	_____
5.	Authorization to Conduct Business in Texas and Franchise Tax Exemption	(Section 6.2)	AC	_____
6.	References	(Section 6.3)	AC	_____

7. HHS Solicitation Affirmations, (Section 6.4, **Exhibit A**) SC \_\_\_\_\_  
Version 2.10
8. 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 (1) Respondent (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 of experience with information technology and intellectual property legal 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 information technology and intellectual property legal matters;
- b. Respondent must designate a Lead Attorney. The Lead Attorney must be currently licensed in Texas. Documentation of the Lead Attorney's valid standing with the State Bar must be submitted as an attachment to the Solicitation Response;
- c. The Lead Attorney must have minimum of five (5) consecutive years of current experience and specialization in information technology and intellectual property law;
- d. 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;
- e. The Response must include three (3) complete submissions utilizing **Exhibit B, Past Performance Template**. The responses utilizing **Exhibit B, Past Performance Template** must include different information from the References; and
- f. 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)**.

#### **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.

#### *4.2.3.1 Verification of Past Vendor Performance*

By submitting a Solicitation Response, Respondent generally releases from liability and waives all claims against any party providing information about Respondent at the request of HHSC.

At HHSC's sole discretion, Respondent may be rejected as a result of unsatisfactory past performance under any contract(s) as reflected in vendor performance reports, reference checks, or other sources.

Respondent's past performance may be considered prior to making an award determination.

a. Reasons for which a Respondent may be denied a contract include, but are not limited to:

1. Respondent has unfavorable reports or grade less than a "C" on the CPA Vendor Performance Tracking System (VPTS);
2. Respondent is currently under a corrective action plan through HHSC;
3. Respondent has had repeated, negative vendor performance reports for the same reason;
4. Respondent has a record of repeated non-responsiveness to vendor performance issues; or
5. Respondent has contracts or purchase orders that have been cancelled in the previous 12 months for non-performance or sub-standard performance.

b. HHSC may examine other sources of vendor performance, which may include information provided by any governmental entity, whether an agency or political subdivision of the State of Texas, another state, or the federal government. The performance information may include, but is not limited to:

1. Notices of termination;
2. Cure notices;
3. Assessments of liquidated damages;
4. Litigation;
5. Audit reports; and

6. Non-renewals of contracts.

- c. HHSC, at its sole discretion, may initiate investigations or examinations of vendor performance based upon media reports. Any negative findings, as determined by HHSC in its sole discretion, may result in HHSC's removing Respondent from further consideration for award.

#### **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 Qualification and Experience (45%)
- c. Demonstrated Competence (25%)

#### **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 31, 2025) 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 **Exhibit E, Scope of Work (SOW)**. 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 organizational experience providing legal support, advice, and legal services, working with clients and vendors on complex information technology and intellectual property law related matters; and
- b. Respondent describes the firm's experience with information technology compliance related to federal and state law matters.

## 5.4 STAFF EXPERIENCE AND COMPETENCE

- a. Respondent describes and documents the Lead Attorney's experience in information technology and intellectual property law related matters;
- b. Respondent describes and documents the attorney staff's experience and competence with information technology law related matters;
- c. Respondent's documentation depicts the Lead Attorney and other attorney staff's experience and competence in advising on complex information technology, legal matters, including, but not limited to, agreements, intellectual property, data privacy and security, artificial intelligence, dispute resolution, and risk management; and
- d. Respondent describes staffs experience with information technology compliance related to federal and state laws, rules, and regulations.

## 5.5 DEMONSTRATED COMPETENCE

Respondents Organization's 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 advising clients in complex information technology matters. Preferably, at least one of the submissions includes experience providing legal services to a federal, state, or local government entity. HHSC may contact clients listed in **Exhibit B, Past Performance Template** submissions provided in the Solicitation Response.

\*Please note that **Exhibit B, Past Performance Template** is separate from the references required to be submitted per **Section 6.3 (References)**.

The Respondents Organization must demonstrate commitment, understanding, experience, and competence in past performance with legal matters involving information technology, including intellectual property, security, data privacy, artificial intelligence, and risk management.

Respondent must address competence in both the Solicitation Response and **Exhibit B, Past Performance Template**.

## **5.6 STAFFING PROFILE**

Respondent must provide staffing profiles, resumes, and licensing information 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 **Exhibit E, Scope of Work (SOW)**. 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 2.10** 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.

# **ARTICLE VII. HSP REQUIREMENT**

## **7.1 HSP SUBMISSION INSTRUCTIONS**

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

# **ARTICLE VIII. GENERAL TERMS AND CONDITIONS**

## **8.1 GENERAL CONDITIONS**

### **8.1.1 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.

### **8.1.2 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.

### **8.1.3 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.

#### **8.1.4 Contract 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 by its Subcontractors.

#### **8.1.5 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;
  4. Do not redact any content in the Original Solicitation Response; and
- b. Certify in Original Solicitation Response – **Exhibit A, HHS Solicitation Affirmations, Version 2.10:**

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 2.10, 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’s 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>.

#### **8.1.6 Respondent Waiver – Intellectual Property**

**SUBMISSION OF ANY DOCUMENT TO HHSC. IN RESPONSE TO THIS SOLICITATION CONSTITUTES AN IRREVOCABLE WAIVER AND AGREEMENT BY RESPONDENT TO FULLY INDEMNIFY THE STATE OF TEXAS, HHSC FROM ANY CLAIM OF INFRINGEMENT BY HHSC. REGARDING THE INTELLECTUAL PROPERTY RIGHTS OF RESPONDENT OR ANY THIRD PARTY FOR ANY MATERIALS SUBMITTED TO HHSC BY RESPONDENT.**

#### **8.1.7 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.

### **8.1.8 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.

## **8.2 INSURANCE**

### **8.2.1 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**. Failure to maintain insurance coverage or acceptable alternative methods of insurance shall be deemed a breach of contract.

## **8.3 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.

## **8.4 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 IX. LIST OF EXHIBITS**

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

<b><u>EXHIBIT A</u></b>	<b>HHS SOLICITATION AFFIRMATIONS, VERSION 2.10</b>
<b><u>EXHIBIT B</u></b>	<b>PAST PERFORMANCE TEMPLATE</b>
<b><u>EXHIBIT C</u></b>	<b>SAMPLE OAG OUTSIDE COUNSEL CONTRACT</b>
<b><u>EXHIBIT D</u></b>	<b>EVALUATION TOOL</b>
<b><u>EXHIBIT E</u></b>	<b>SCOPE OF WORK (SOW)</b>