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October 1, 2018

Mrs. Lisa Baird, Board Chair
Henderson County Board of Education
1805 Second Street
Henderson, Kentucky 42420

Re: Engagement Letter

Dear Mrs. Baird:

I appreciate the opportunity to serve as legal counsel for the Henderson County Board of Education. The purpose of this letter is to set forth the terms of the professional services to be rendered.

Client. The client in this matter is the **Henderson County Board of Education** (collectively the "Client", whether one or more). It is understood and agreed that this office has been engaged to provide legal services to the Client as described in the Request for Proposals issued by the Henderson County Board of Education, being RFP Number: Attorney/Legal Services RFP 2016.

Description of Services. As provided in Board Policy 01.7, the board attorney serves as the chief legal advisor to the Board of Education and shall perform his/her duties as set forth therein. It is understood and agreed that services may include being present for all meetings both formal and informal as requested by the Board of Education and/or the Superintendent and/or designee. Duties may also include, but are not limited to, being asked to participate in district investigations; serve as a liaison to sheriff's department, state police, and other authorities; initiate and/or defend lawsuits and participate in other legal proceedings as necessary and at the direction of the Board and/or Superintendent and/or designee; review and/or prepare necessary legal documents; work cooperatively with insurance companies, consortiums, or other organizations with whom the Board may be affiliated; provide written, timely notification to the Board and Superintendent in changes in school law or state regulations including court and administrative decisions that might affect the operation of the school district; and fulfill other legal duties as assigned by the Board and/or Superintendent and/or designee.

Term of Engagement. This engagement shall be effective October 1, 2018 and shall remain in force for an initial term ending February 1, 2019. Prior to the end of the initial term of engagement, in accordance with Board Policy 01.7, the Board may vote to renew the existing contract, negotiate a new contract, or issue a Request for Proposal (RFP) for the position.

It is specifically agreed that either of us may terminate the engagement at any time for any reason by written notice, subject on our part to applicable rules of professional conduct. In the event

that this office terminates the engagement, we will take such steps as are reasonably practicable to protect your interests in the above matter.

Fees and Expenses. Fees for legal services shall be billed as a monthly retainer in the amount of \$6,000 per month. Changes to this billing rate shall only be made with prior approval by the Board.

The retainer shall cover office conferences, Board meetings, review and/or preparation of ordinary business documents, contracts, and the like, as well as legal advice to the Board and Superintendent/designee when requested. The retainer will not include title searches, the preparation for or the litigation of matters in state or federal court or before state or federal administrative agencies, representation in employee termination hearings or appeals, non-routine investigations conducted at the request of the Board and Superintendent, or any other extraordinary legal services approved by the Board unless in emergency situations, then by the Superintendent. The hourly fee for attorney(s) not included in monthly retainer fee shall be billed at the rate of \$150/hour. Paralegals shall be billed at the rate of \$75/hour for services not included in monthly retainer fee. It is understood and agreed that Board approval is required for all matters that will be billed in addition to the monthly retainer.

Billing statements shall also include as separate charges fees or expenses incurred for special photocopying jobs, messenger and delivery service, postage, computerized research, mileage, travel expenses, long distance telephone and telecopy, and search and filing fees. Fees and expenses of others (such as consultants, appraisers, and local counsel) will be billed directly to you.

Payment is due promptly upon receipt of our statement.

Conflicts. Please be aware that this office represents other companies and individuals. It is possible that during the time of our representation, some of our present or future clients will have disputes or transactions with the Client. The Client agrees that we may continue to represent or may undertake in the future to represent existing or new clients in any matter that is not substantially related to our work for you even if the interests of such clients in those other matters are directly adverse, subject to the applicable ethical rules relating to attorney conflicts of interest.

Once again, I am pleased to have the opportunity to continue to work with you. Please call me if you have any questions or comments.

Kindest regards,

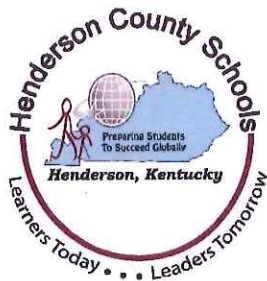


Elizabeth Bird

AGREED TO AND ACCEPTED:

Chair, Board of Education

Secretary, Board of Education



HENDERSON COUNTY BOARD OF EDUCATION
1805 SECOND STREET
HENDERSON, KENTUCKY 42420
WWW.HENDERSON.KYSCHOOLS.US

REQUEST FOR PROPOSALS

The Henderson County Board of Education invites you to submit a written sealed Request for Proposal for:

RFP SUMMARY INFORMATION

RFP NUMBER	Attorney/Legal Services RFP 2016
DESCRIPTION OF RFP	School Board Attorney/Legal Services
LOCATIONS COVERED BY RFP	Henderson County School District
DATE & TIME OF RFP OPENING	June 1, 2016 at 10:00 a.m.
DATE & TIME OF RFP AWARD	June 20, 2016 at 6:00 p.m.

HENDERSON COUNTY SCHOOLS REQUEST FOR PROPOSALS SCHOOL BOARD ATTORNEY/LEGAL SERVICES

The Henderson County Board of Education requests proposals for school board attorney/legal services. Sealed proposals will be accepted until opened at 10:00 a.m. Central on Wednesday, June 1, 2016, at the Board of Education Office. Sealed proposals should be labeled, "School Board Attorney/Legal Services Proposal" and submitted to:

Jinger Carter, Director of Human Resources
Henderson County Board of Education
1805 Second Street
Henderson, KY 42420

Proposals received after that time and date will not be opened and read for consideration. The Henderson County school district accepts no responsibility for proposals arriving late. Proposals must be clearly marked: "School Board Attorney/Legal Services Proposal," and submitted in ink or typewritten. Any agent of the company placing the proposal must be acknowledged by the officer or agent of the company legally authorized to do so. All proposals shall be valid for a period of sixty (60) days from the proposal opening date to allow for tabulation, study, and acceptance

by the school board. If awarded the contract, the prices will then be firm for the time period indicated under "Period of Contract." A bidder may withdraw his bid after it has been submitted only if a written request is submitted and received prior to acceptance by the Board. The Board reserves the right to reject any and all bids and to waive any informality in a bid if that action is in the best interest of the school district.

Any questions concerning the proposal process or data concerning the school district may be directed to Jinger Carter, Director of Human Resources, jinger.carter@henderson.kyschools.us or 270-831-5000.

Description of Services

The school board attorney serves as the chief legal advisor to the Board of Education and its Superintendent and/or designee. Services shall include, but not be limited to, the following:

- Employment law, both state and federal, as it pertains to Kentucky school districts;
- Student matters, including student discipline and FERPA;
- Bidding, purchasing, selling, and all matters related to the Kentucky Model Procurement Code;
- Construction law;
- Contract law;
- Election law;
- Special education law, both state and federal;
- Kentucky School District policies and procedures, handbooks, and publications;
- Kentucky open records and open meetings law;
- Civil rights law,
- District investigations.

Duties include being present for all meetings both formal and informal as required by the Board of Education and/or the Superintendent and/or designee. The Board of Education holds regular monthly meetings, most often at 6:00 p.m. on the third Monday of each month. Additional special meetings and work sessions may be held. The attorney may be asked to participate in district investigations; serve as a liaison to sheriff's department, state police, and other authorities; initiate and/or defend lawsuits and participate in other legal proceedings as necessary and at the direction of the Board and/or Superintendent and/or designee; prepare necessary legal documents; work cooperatively with insurance companies, consortiums, or other organizations with whom the Board may be affiliated; provide written, timely notification to the Board and Superintendent in changes in school law or state regulations including court and administrative decisions that might affect the operation of the school district; and fulfill other legal duties as assigned by the Board and/or Superintendent and/or designee.

The retainer shall cover office conference, Board meetings, preparation of ordinary business documents, contracts, and the like, as well as legal advice to the Board and Superintendent/designee when requested. The retainer will not include title searches, the preparation for or the litigation of any matters in court or before Federal or state

administrative agencies, representation in any disciplinary hearings, whether of students or personnel, investigations conducted at the request of the Board and Superintendent, or any other extraordinary legal services approved by the Board unless in emergency situations, then by the Superintendent.

Evaluation of Proposals

Proposals will be evaluated to determine the best value for the district based on the following criteria:

- Ability to attend regular Board meetings, work sessions or special called meetings;
- Years of experience in Kentucky school law with clients of similar size and complexity;
- Fee structure (retainer fee and/or hourly rate);
- Responsiveness of the proposal in clearly demonstrating an understanding of the work to be performed;
- Demonstrated capabilities to perform the required services;
- Location and size of firm;
- Activities in the field of Kentucky school law;
- Litigation experience related to Kentucky school law;
- Workshop experience or training (either as presenter or attendee) related to Kentucky school law;
- Availability to staff to meet the legal services needs of the district.

Please respond and address in writing each area above.

Period of Contract

The contract period will begin July 1, 2016. The Henderson County Board of Education has the right to cancel the contract with 30 days' written notice.

Eligibility

Minimum qualifications include: a law degree from an accredited law school; membership in the Kentucky Bar Association; five (5) years of experience in the practice of law; demonstrated skill and experience in Kentucky school law.

The proposer must demonstrate an ability to perform the duties required of the position and meet the minimum performance criteria listed below:

- General knowledge of School Board policies and state and federal law related to Kentucky school law;
- General knowledge of judicial proceeding, rules of evidence and methods of legal research;
- General knowledge of local government law;
- Skills in conducting research on complex legal matters and preparing sound legal opinions;

- Ability to interpret and apply legal principals and precedents in resolving complex legal problems;
- Ability to communicate clearly and concisely, both orally and in writing;
- Ability to establish and maintain an effective working relationship with the school board, administration, staff, and the general public.

Proposal Information

Proposals should be submitted with accompanying documentation that sufficiently exhibits that the proposer meets the eligibility requirements and can provide the services needed. Names and resumes of personnel to be assigned as the school board attorney, including the partner(s) in charge shall be submitted. It is expected that the personnel indicated should be those assigned if the contract is awarded.

Proposals shall clearly state the fees to be charged to the district. Proposal may be in terms of a monthly retainer and the hourly rate for the work that is beyond the scope of what is covered by the general retainer. Alternatively, proposal may be presented in terms of a straight hourly rate. The hourly rates should be stated for the assigned attorney, partners, associates, and paralegals in the firm (if applicable.)

The proposal shall disclose any conflicts of interest in representing the Henderson County Board of Education and if none exist, the proposal shall include an affirmation that there are no conflicts of interest between the firm and the Henderson County Board of Education.

Thank you for your interest in working with the Henderson County Board of Education.

Board Attorney**EMPLOYMENT**

The Board may employ an attorney to advise and represent it in legal matters. The contract for the Board Attorney shall be reviewed every two (2) years alternating with the organizational meeting of the election of officers. The Board may renew the existing contract, negotiate a new contract, or issue a Request for Proposal (RFP) for the position. In special cases the Board may employ additional attorneys as needed. All legal fees shall be agreed upon in writing and approved by the Board.

The Board shall have the right to terminate and cancel the contract at any time without cause upon thirty (30) days written notice served on the Attorney by registered or certified mail. The Board shall have the right to terminate and cancel the contract for cause upon five (5) days written notice served on the Attorney by registered or certified mail.

ATTENDANCE AT MEETINGS

Upon request of the Superintendent and/or Board chair, the attorney shall attend Board meetings or other meetings where services may be needed. The Board Attorney may attend education-related conferences, seminars and meetings as approved by the Board.

SERVICES AVAILABLE

The services of the Board attorney shall be available to the Superintendent and Board secretary. Other District staff members requiring legal advice regarding school problems shall address their requests to the Superintendent.

Individual Board members may contact the Board attorney for consultation relative to business of the District.

REFERENCES:

[OAG 58-41-216](#)

[OAG 56-38-219](#)

[Hogan v. Glasscock](#), Ky.324 SW(2d) 815, 75 ALR 2d 1335 (1959)

RELATED POLICY:

01.41

Adopted/Amended: 9/17/2018

Order #: 41