



REQUEST FOR PROPOSALS

FOR

BOND COUNSEL SERVICES

Request for Proposals Issued: December 13, 2011

Deadline for Submittal of Proposals: January 11, 2012

I. OBJECTIVE

The Sacramento City Unified School District (District) is seeking proposals from qualified firms to serve as bond counsel for the District's current and future general obligation bond program, its TRAN program, and COP program. Proposals should be submitted as requested below and should include all elements described under "Contents of Proposal".

The overall objective of this Request for Proposal is to permit firms the opportunity to submit their relevant school district legal experience, client references and proposed schedule of charges for consideration.

II. INSTRUCTIONS

Interested firms are invited to submit one original signed proposal and four (4) hard copies. The proposal shall be made in the format provided and the complete proposal, together with any and all additional materials, shall be enclosed in a sealed envelope addressed and delivered no later than 4:30 p.m. on Wednesday, January 11, 2012 to the following address:

Sacramento City Unified School District
Contracts Office
5735 47th Avenue
Sacramento, CA 95824

The sealed envelope shall be marked on the outside lower left corner with the words "Bond Counsel Services RFP". It is the Proposer's sole responsibility to ensure that their proposal is received prior to the scheduled closing time for receipt of proposals. No corrected or resubmitted proposals will be accepted after the deadline.

This Request for Proposals does not commit the Sacramento City Unified School District to award a contract or pay any costs incurred in the preparation of a proposal responsive to this request. The District reserves the right to accept all or part of any proposal or to cancel in part or in its entirety this Request for Proposals. The District further reserves the right to accept the proposal that it considers to be in the best interest of the District.

All requirements must be addressed in your proposal. Non-responsive proposals will not be considered. All proposals, whether selected or rejected, shall become the property of the District. Firms are responsible for checking the website periodically for any updates or revisions to the RFP.

Requests for Information

Questions related to this RFP should be submitted in writing to Kimberly Teague, Contract Specialist, at kimt@scusd.edu no later than Wednesday, December 21, 2011. Specify "RFP for Bond Counsel Services" in the subject line. Responses to all questions received will be posted on the District's website.

III. BACKGROUND

The Sacramento City Unified School District (SCUSD) is the 12th largest school district in California and one of the 100 largest in the United States, serving 47,890 students on 81 campuses. Neighborhoods served range from leafy affluent areas around the Capitol to federal housing projects. 69% of SCUSD students qualify for a free or reduced-price lunch (federal poverty threshold).

- In a 1999 election, Sacramento City Unified School District passed a \$195,000,000 general obligation bond. Four series of bonds were issued and the authorization is complete.
- In 2001 the District issued approximately \$43 million in certificates of participation with a final maturity of 2031.
- In 2002 the District issued \$58 million in certificates of participation as variable rate bonds.
- In a 2002 election, the District passed a Proposition 39 bond for \$225,000,000. Three series of bonds were issued and the authorization is complete.
- The District has been an issuer of TRANS with the most recent TRAN maturing in November 2011.

IV. SCOPE OF WORK

It is anticipated that the successful firm will be asked to provide the following scope of services (not necessarily inclusive):

1. Provide an objective legal opinion with respect to the authorization and issuance of the debt obligations and whether interest paid is tax-exempt under Federal and/or State laws and regulations.
2. Examine applicable state and federal laws, prepare authorizing documents, consult with parties to the transactions, review proceedings, and perform additional duties as necessary to render the opinion(s).
3. Provide continuing advice regarding any actions necessary to ensure that interest will continue to be tax-exempt.
4. Prepare and review all legal documents for the issuance, sale and delivery of a bond financing, including necessary resolutions, closing documents and transcripts.
5. Review legal issues relating to the structure of a bond issue.
6. Draft enabling legislation if required.

7. Assist in presenting information to the bond rating agencies and credit enhancers relating to legal issues affecting the issuance of the bonds.
8. Offer continuing legal advice, as needed, on issues related to the sale and the on-going administration of bond obligations.
9. Provide other legal opinions as required.
10. Provide all legal services in connection with a Proposition 39 election.
11. Participate in meetings, as requested, relating to the issuance of bonds.
12. Keep the District informed of rulings issued by Federal and State regulatory agencies, such as the U.S. Securities Exchange Commission and Municipal Securities Rulemaking Board, which impact the District's bond financing process.
13. Serve as disclosure counsel:
 - a. Prepare the preliminary and final official statements for any bond transaction.
 - b. Provide the 10b-5 "Opinion" with respect to the preliminary and final official statements.

V. CONTENTS FOR PROPOSALS

In order for proposals to be considered, said proposal must be clear, concise, complete, well organized and demonstrate both respondents qualifications, and its ability to follow instructions. The quality of answers, not length of responses or visual exhibits is important in the proposal.

The proposal shall be organized in the format listed below. Respondents shall read each item carefully and answer each of the following items accurately to ensure compliance with District requirements.

A. Submittal Letter

Include the RFP's title and submittal due date, the name, address, fax number and telephone number of the responding firm. Include a contact person and corresponding e-mail address. The letter shall state that the proposal shall be valid for a 60-day period and that the staff proposed is available immediately to work on this project. The person authorized by the firm to negotiate a contract with the District shall sign the cover letter.

B. Description of Firm

This section should provide an overview and history of your firm, and its public finance practice in California; as well as the approach that will be used in meeting the needs of the District.

C. References and Description of Experience

This section should identify similar projects that the firm has completed as outlined in the RFP. Use this section to indicate the areas of expertise of your firm and how the firm's expertise will enable the District to benefit from that expertise. Include at least two (2) school districts with similar demographics, along with the names of individuals familiar with your work that can be contacted by District staff.

D. Team

Please provide the names and resumés of staff who would be working with the District. Please indicate who the primary contact will be and who will be responsible for the day to day work with the District.

E. Case Study

Please provide a case study that demonstrates your firm's ability to problem-solve on behalf of a school district. Please explain the relevance of your case study to the District.

F. Project Overview

This section should clearly convey the firms understanding of the nature of the work related to bond counsel services and the general approach the firm will use in its ability to provide the services outlined in the Scope of Work (Section IV).

G. Fees

Please indicate the fees you would charge to serve as bond counsel and/or disclosure counsel as well as an estimate of expenses for a \$100,000,000 financing. Please specify if there are fee differentials for different types of financing. All fees will be contingent upon the completion of a financing.

H. Conflict of Interest

Does your firm have any existing relationships with the Sacramento City Unified School District? If so, please describe.

VI. SELECTION CRITERIA

Firms submitting proposals are advised that all proposals will be evaluated to determine the firm deemed most qualified to meet the needs of the District. The selection criteria will include, but not be limited to, the items listed below:

- A. Demonstrated understanding and responsiveness to the Request for Proposals
- B. Experience of firm and personnel named in the proposal
- C. Past experience in assisting California school districts with bond counsel services
- D. Firm's commitment and ability to provide each item outlined in the Scope of Work (Section IV)
- E. Satisfaction of previous clients
- F. Fees

VII. PROCESS FOR SELECTING FIRM

A Selection Advisory Committee will select and rank in the order of their qualifications those companies deemed to be the most highly qualified to perform the required work.

The Selection Advisory Committee may choose to interview any, all, or none of the respondents as may be in the best interest of the District. If interviews are held, the chairperson will notify those companies selected as to place, date, and time. The District will make investigations as necessary regarding the financial stability of any or all respondents and may require review by the District's legal counsel.

The names of all firms submitting proposals and the names, if any, selected for interview shall be public information. After award, final ranking, committee comments and evaluation scores as well as the contents of all proposals become public information. Firms that have not been selected shall be so notified in writing after the conclusion of the selection process.

GENERAL TERMS AND CONDITIONS

- A. NON-DISCRIMINATION.** The Firm agrees that it will not engage in nor permit unlawful discrimination in employment of persons because of the race, religious creed, color, national origin, ancestry, age, sexual orientation, marital status, or sex of such persons. Therefore, the Firm agrees to comply with applicable Federal and State laws including, but not limited to, the California Fair Employment Practices Act as set forth in Government Code Sections 12900 et seq and Labor Code Section 1735.
- B. PROHIBITED INTERESTS.** No officer, employee or agent of the DISTRICT who is authorized in such capacity and on behalf of DISTRICT to negotiate, make, accept, or approve, or to take part in negotiating, making, accepting or approving any agreement, shall become directly or indirectly interested financially in this Contract or in any part thereof. No officer, employee, or attorney of or for DISTRICT who is authorized in such capacity and on behalf of DISTRICT to exercise any executive, supervisory or other similar functions shall become directly or indirectly interested financially in this Contract or in any part thereof. Proposer shall receive no compensation and shall repay DISTRICT for any compensation received by the FIRM hereunder, should Proposer aid, abet or knowingly participate in violation of this Article.
- C. INSURANCE.** The Firm shall maintain insurance with a minimum of \$5 million dollars to protect itself from claims under Workers' Compensation laws as required by Labor Code Section 3700 and for claims or damages for personal injury, including death and damage to property, which may arise from operations under the Contract. The Firm will be required to file with the DISTRICT current certificates of such insurance. Failure to furnish such evidence, if required by the DISTRICT, may result in the DISTRICT declaring the Proposer to be non-responsive or non-responsible.
- D. INVOICES AND PAYMENTS.** Unless specified otherwise, the Firm shall render invoices for services performed under the contract to the DISTRICT'S Administrative Services Department. Invoices shall be submitted in a timely manner.