ALUM ROCK
UNION ELEMENTARY SCHOOL DISTRICT

2930 Gay Avenue, San José, CA 95127 · Phone: 408-928-6800 · Fax: 408-928-6416 · www.arusd.org

To Whom It May Concern

February 4, 2022

Alum Rock Union Elementary School District is requesting statements of qualifications ("SOQs") and fee proposals ("proposals") from qualified law firms to provide bond counsel and disclosure counsel services to the District related to its Bonds and other debt obligations.

It is the intent of the District to select a firm that can meet or exceed the requirements set forth in this Request for Qualifications ("RFQ") and provide comprehensive services of the highest quality and at a competitive fee.

Sealed proposals for Bond Counsel Services are due no later than, 3:00 p.m. on Monday, February 28, 2022.

In accordance with Government Code §53060, the District will solicit, review, and evaluate proposals from responding firms in an effort to develop a short list of qualified candidates that will be selected for interviews with the intent of taking a final recommendation(s) to the Board for consideration/approval at a future board meeting. The dates and times for interviews will be communicated via an email invitation to each qualified candidate.

Questions should be directed to Kolvira Chheng, Assistant Superintendent of Business Services via email at kolvira.chheng@arusd.org. Contact with any individual in the District regarding this RFQ other than Mr. Chheng, is prohibited, and may result in rejection of the proposal.

We look forward to your proposal submittal.

Thank you,

Kolvira Chheng
Assistant Superintendent, Business Services

Hilaria Bauer, Ph.D., Superintendent

Board of Trustees: Andrés Quintero, President · Minh Pham, Vice-President
Corina Herrera-Loera, Clerk · Ernesto Bejarano, Member · Linda Chavez, Member

REQUEST FOR QUALIFICATIONS

RFQ No. 2122-BUS03

FOR

Bond Counsel Services

Deadline: 3:00 p.m., Monday, February 28, 2022
(NOTE: *The time clock in the Purchasing Department will be used as the official time.)*

Alum Rock Union Elementary School District
2930 Gay Avenue
San Jose, CA 95127
http://www.arusd.com

For Information Contact:
Kolvira Chheng
Assistant Superintendent, Business Services
2930 Gay Avenue
San Jose, CA 95127
408-928-6847
kolvira.chheng@arusd.org

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SCHEDULE OF EVENTS

Release of Request for Qualifications	Friday, February 4, 2022
Deadline for Questions/Clarifications	Friday, February 18, 2022
Responses to Questions - **Posted On District Website**	Tuesday, February 22, 2022
Deadline for Submission of Sealed Proposals	Monday, February 28, 2022
Interview of Finalists (finalists notified via email invitation)	TBD
Board Meeting Date and Award of RFP	TBD
Contract Start Date	TBD

Note: All dates subsequent to receipt of proposals are estimated and subject to change without notice.

I. BACKGROUND

A. The District

Alum Rock Union Elementary School District ("ARUSD" or the "District") is located in the eastern region of San Jose, California and its made up of various neighborhood groups that make up the Alum Rock community, such as the Mayfair neighborhood, famed for its historical association with California civil right activist Cesar Chavez, and King & Story area, one of San Jose's most notable and historical Mexican/American neighborhoods.

East San Jose is one of the city's most diverse regions and home to landmarks such as Emma Prusch Farm Park, Lake Cunningham Park, the Mexican Heritage Plaza, and Alum Rock Park, the oldest municipal park in California.

ARUSD serves students in grades TK-8th, and was established in 1930. The District currently serves approximately 8,200 students in fourteen (14) elementary schools, five (5) middle schools, and three (3) K-8 schools. The District has various student programs such as the Visual and Performing Arts program, STEAM- program (Science, Technology, Engineering, Arts, and Mathematics), Technology Labs at four (4) middle schools, and Dual Language programs at two (2) K-8 schools. Our schools are staffed with more than 500 professional educators and a classified support staff of approximately 425.

B. Measure J Bonds

On November 6, 2012, an election of the "Bond Measure J" was held and approved by the qualified voters of the District in the amount of $125,000,000. On July 18,2013, the District issued General Obligation Bonds, 2012 Series A, in the amount of $32,000,000. The Bonds mature in varying amounts through August 2043 with interest rates from 4.0% to 4.25%. On August 15, 2013, the District issued General Obligation Bonds, 2012 Series B, in the amount of $3,600,000. The Bonds mature in varying amount through August 2023 with interest rates from .0496% to 2.641%. On January 14, 2016, the District issued General Obligation Bonds, 2012 Series C in the amount of $17,500,000. The Bonds mature in varying amounts through August 2040 with interest rates from 2.0% to 5.25%. As of this date, $71,900,000 in principal amount of bond authorization remains under Bond Measure J.

C. Measure I Bonds

On June 6, 2016, an election of the "Bond Measure I" was held and approved by the qualified electors of the District in the amount of $139,999,671.60. Bond Measure I is a re-authorization to issue the remaining authorization obtained from voters in 2008 (prior to approval of Proposition 39) as Prop 39 bonds with the requirement for a bond oversight committee. As of this date, no bonds have been issued under Measure I.

II. PURPOSE OF REQUEST

The District is requesting statements of qualifications ("SOQs") and fee proposals ("proposals") from qualified law firms to provide bond counsel and disclosure counsel services to the District related to its Bonds and other debt obligations. It is the intent of the District to select a firm that can meet or exceed the requirements set forth in this Request for Qualifications ("RFQ") and provide comprehensive services of the highest quality and at a competitive fee. Qualified firms wishing to submit an SOQ and Proposal to this RFQ must timely deliver their SOQ and proposal, as described herein, to the person(s) and by the deadline set forth in Section VII.

III. SCOPE OF SERVICES

The scope of services for bond/disclosure counsel will include, but not be limited to the following:

A. Delivering an industry-standard "unqualified" final approving opinion with respect to the tax status of an issue of Bonds or other debt obligations, including an opinion as to legality and enforceability of the Bonds or other debt obligations and enforceability of certain contracts and an opinion as to whether the Bonds or other debt obligations are subject to registration or are afforded exemption under applicable federal securities laws and/or State laws and regulations, as appropriate and customary to the bond market for a given transaction;

B. Examining applicable law, preparing authorizing resolutions and principal bond documents (e.g., bond purchase contract(s), lease financing documents, paying agent agreement(s), escrow agreement(s)), consulting with parties to the transactions, reviewing proceedings, and performing additional duties as necessary to render the opinion(s);

C. Providing, on a post-issuance basis, as requested, continuing advice regarding any actions necessary to ensure that interest will continue to meet Federal and State laws and regulations;

D. Preparing any additional legal documents required or desirable for the Bonds or other debt obligations, including closing documents and final transcripts (hardcopy and electronic);

E. Participating, when requested, in activities associated with rating agency and/or bond insurer reviews (if applicable);

F. To the extent applicable, analyzing legislation on issues related to the sale of the Bonds;

G. Providing continuing legal advice, as needed, on issues related to the sale of the Bonds;

H. Providing other legal opinions as bond counsel, including customary "supplemental" opinion of bond counsel, or defeasance opinions (as appropriate in a refunding bond transaction), as required;

I. Participating in meetings, as requested, relating to the issuance of the Bonds;

J. Preparing the preliminary and final official statement;

K. In its role as Disclosure Counsel, providing the District with a customary SEC Rule "10b-5 opinion" in connection with the disclosure contained in the Official Statement or other offering document; and

L. Keeping 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 Bonds or other debt obligations.

IV. MINIMUM QUALIFICATIONS

The selected bond/disclosure counsel will be required to meet the following qualifications:

A. California Bar

All attorneys of the firm who provide legal services to the District must be members of the State Bar of California and nationally recognized bond counsel firms who are members in good standing of the National Association of Bond Lawyers with a listing in the "Red Book".

B. Malpractice Coverage

The firm must maintain adequate malpractice insurance coverage and must provide evidence of coverage with either a securities transaction rider or coverage without exclusion for securities transactions. The District shall have sole discretion to determine what coverage is adequate.

V. REQUIREMENTS

Responders should read each item carefully and answer each question accurately to ensure compliance with the District's requirements. ***Failure to provide all requested information or deviation from the required format may result in disqualification. Restate each specific question prior to addressing the following items:***

A. Qualifications

i. Please provide the following:
   a. Company name
   b. Address
   c. Telephone
   d. Email
   e. Website
   f. Name and email of main contact
   g. Federal Tax I.D. Number
   h. Type of organization (i.e. corporation, partnership, etc.).

ii. Briefly summarize the qualifications of your firm and its experience with California school district bond financings, including:
   a. A brief description and history of the firm,
   b. number of years the firm has been in business and date firm was established under its given name,
   c. Number of employees (licensed attorneys, paralegal/technical/administrative support), and
   d. Location of office where the bulk of services solicited will be performed.

iii. Provide a detailed list of your firm's California K-12 education bond financings over the past three years wherein your firm served as Bond Counsel, Disclosure Counsel, or Underwriter's Counsel. Please include the following:
   a. Issuer name
   b. Sale date
   c. Par amount
   d. Financing name and financing type (e.g., Bond, COP, TRAN, BAN, etc.)
   e. Role of your firm (e.g., bond counsel, disclosure counsel, underwriter's counsel)

B. Personnel

i. List the personnel who would be assigned to the District. Include information on their position, location, years of public finance experience, and expected roles and duties.

C. References

i. Provide at least three recent California K-12 school district references for whom you have provided bond/disclosure counsel services as detailed in your response to Section A of this section IV.. Include the contact person's name, title, district, address, phone number, and email address.

D. Legal Issues

i. Is there now pending any legal action alleging malpractice or violations of law in connection with an offering of municipal securities in a California transaction against the

firm, any partner of the firm or any attorney employed by the firm? Please describe each such pending action.

ii. Have there been any settlements or judgments involving such actions within the last five years? Please describe each such settlement or judgment, including the nature of the action and the amount of recovery

iii. Are there pending legal or disciplinary matters involving such actions against the firm by any state or federal regulatory agency? Please describe. Please include information about any criminal indictments or convictions against the firm or its attorneys where the charges involved an offering of municipal securities anywhere in the United States. Also include information about any material pending legal action, or settlement, or judgment involving a claim of fraud, whether civil or criminal.

E. ***Conflicts of Interest***

i. If the firm is representing a client in civil litigation in which the District is, or may become, an adverse party, please identify and describe each such action. In addition, describe any existing or potential conflict of interest arising from your relationships with or representations of other parties that should be considered as a factor in determining your objectivity. Provide sufficient facts, legal implications, and possible effects in order for the District to appreciate the significance of each potential conflict.

F. ***Malpractice Insurance***

i. Provide as an appendix evidence of malpractice insurance coverage for the firm and its attorneys including coverage amounts. The evidence of coverage should indicate whether securities transactions are covered.

G. ***Fees***

i. Please provide your firm's proposed fee for bond counsel and disclosure counsel services, on a per-transaction basis with the understanding that all such fees are contingent on the successful closing of the related Bond or other type of debt. The proposed fees for services shall be broken down by role (i.e., Bond Counsel services and Disclosure Counsel services) and must include (and may separately delineate a not-to-exceed charge for) all expenses in providing the (i.e., post-issuance services or other services outside the scope of services incident to a bond closing or other debt obligation closing).

H. ***Rationale for Selection***

i. Please provide five summary statements to support your firm's selection as bond/disclosure counsel.

VI. LIMITATIONS

A. ***Award***

i. The award of a contract, if at all, is at the sole discretion of the District. The District reserves the right to contract with any entity responding to this RFQ. The District may, at its option, determine to award a contract only for portions of the scope of services identified herein. In such case, the successful proposer(s) will be given the option not to agree to enter into the contract and the District will retain the right to negotiate with any other proposer selected as a finalist. If no finalist is willing to enter into a contract for the reduced scope of work, the District will retain the right to enter into negotiations with any other firm responding to this RFQ. The District makes no representation that participation in the

RFQ process will lead to an award of contract or any consideration whatsoever. The District shall in no event be responsible for the cost of preparing a response to this RFQ.

ii. Respondent must also identify any term or condition of the Agreement that Respondent requests modifying, deleting, or adding. Respondents must set forth a clear explanation of what modification would be sought and specific alternate language. If selected, Respondent will be precluded from negotiating changes that have not been identified in its RFQ/P Packet. The District will review, but is not obligated to accept, any proposed changes.

iii. SOQ and proposals, and any other supporting materials submitted to the District in response to this RFQ will not be returned and will become the property of the District unless portions of the materials are designated as proprietary at the time of submittal, and are specifically requested to be returned. Vague designations and/or blanket statements regarding entire pages or documents are insufficient and will not bind the District to protect the designated matter from disclosure. Pursuant to *Michaelis, Montanari, & Johnson v. Superior Court* (2006) 38 Cal.4th 1065, SOQ packages shall be held confidential by the District and shall not be subject to disclosure under the California Public Records Act until after either: (1) the District and the successful Respondent have completed negotiations and entered into an Agreement, or (2) the District has rejected all Proposals. Furthermore, the District will have no liability to the proposer or other party as a result of any public disclosure of any proposal.

iv. ***Full Opportunity***
The District hereby affirmatively ensures that Disadvantaged Business Enterprises ("DBE"), Small Local Business Enterprises ("SLBE"), Small Emerging Local Business Enterprises ("SELBE"), and Disabled Veterans Business Enterprises ("DVBE") shall be afforded full opportunity to submit SOQs and proposals in response to this RFQ and no Proposer will be discriminated against on the basis of race, color, gender, sexual orientation, political affiliation, age, ancestry, religion, marital status, national origin, medical condition, or disability in any consideration leading to the award of the contract.

B. ***Restrictions on Lobbying and Contacts***
From the period beginning on the date of the issuance of this RFQ and ending on the date of the award of the contract, no person, or entity responding to this RFQ, nor any officer, employee, representative, agent, or consultant representing such a person or entity shall contact through any means or engage in any discussion regarding this RFQ, the evaluation or selection process/or the award of the contract(s) with any member of the District's Governing Board ("Board"), selection committee members, citizens' bond oversight committee, or with any employee of the District except for clarifications and questions as described herein. Any such contact shall be grounds for the disqualification of Proposers.

VII. EVALUATION OF STATEMENTS

Statements will be evaluated based on the following criteria (not listed in order of importance):

A. Qualifications and experience of firm and personnel with similar engagements and clients;

B. Capability and demonstrated ability to provide required services; and

C. Past experience with California K-12 school districts and the extent to which proposer's previous clients/references have found the proposer's services acceptable.

D. Cost of proposer to deliver the services

E. Other qualifications/criteria, as deemed appropriate in the District's sole discretion.

The District reserves the right to:

A. Request additional information and/or an interview with any firm prior to its selection;

B. Select the firm(s) that, in the District's judgment, will best meet the District's needs, which may require awarding contracts to multiple firms. Fees are an important factor, but will not be the sole factor in making the appointment; and

C. Consider information about any firm from other sources in addition to the submitted information.

VIII. SUBMISSION OF SOQ AND PROPOSALS

The proposer shall submit **ONE (1) Original (unbound), FIVE (5) bound copies and ONE (1) electronic copy** (on USB flash drive). All SOQ and proposals must be received by the District no later than 3:00:00 pm (Pacific) on Monday, February 28, 2022. All proposals submitted must be in sealed envelopes/boxes bearing on the outside the name of the Proposer, the address, and the name of the project for which the proposal is submitted. Proposals should be sent to:

Alum Rock Union School Elementary School District
Attn: Maria Martinez, Procurement Manager
2930 Gay Avenue
San Jose, CA 95127

Responses received in the Purchasing Department after 3:00:00 p.m. on Monday, February 28, 2022, will be rejected by the District and returned without review. The District shall not be responsible for late responses, delivery, any delay in mail service or other method of delivery used by the proposer. Faxed and/or emailed Proposals will not be accepted. All responses shall be enclosed in a sealed package(s) plainly marked with the words "RFQ No. 2122-BUS03 Bond Counsel Services." Once submitted, responses become the property of the District. No corrected or resubmitted proposals will be accepted after the deadline.

Questions from Proposers

Questions or comments regarding this RFQ must be in writing and received no later than **4:00 p.m. (local time) on Friday, February 18, 2022.** Questions relative to this RFQ shall be directed to Kolvira Chheng at kolvira.chheng@arusd.org. Questions submitted after the deadline will not be addressed.

Responses will be posted no later than 5:00 PM on Tuesday, February 22, 2022, on the District website at https://www.arusd.org/purchasing/bids. It is the responsibility of the proposer to check the District website before submitting their SOQ and proposal.

RFQ Addenda/Clarification

If it becomes necessary for the District to revise any part of this RFQ, or to provide clarification or additional information after the response documents are released, a written addendum will be posted on the District website at https://www.arusd.org/purchasing/bids. It is the responsibility of each proposer to check the District website for addenda's, updates/clarifications to this RFQ before submitting their response.