

Quint & ThimmigLLP

Attorneys at Law

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**STATEMENT OF QUALIFICATIONS AND PROPOSAL
TO PROVIDE BOND COUNSEL AND/OR
DISCLOSURE COUNSEL SERVICES**

of

QUINT & THIMMIG LLP

presented to the

ALUM ROCK UNION ELEMENTARY SCHOOL DISTRICT



February 28, 2022

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INTRODUCTION

Quint & Thimmig LLP is pleased to provide this proposal to provide bond counsel and/or disclosure counsel services to the Alum Rock Union Elementary School District (the "District") for its financing needs. Quint & Thimmig LLP is uniquely qualified to serve the District and we welcome the opportunity to do so.

Our attorneys have extensive experience in serving as bond counsel and disclosure counsel for every type of public financing being done by local agencies in California. Accordingly, Quint & Thimmig LLP is interested in providing bond counsel and disclosure counsel services to the District.

The two senior attorneys at Quint & Thimmig LLP each have over 40 years of municipal finance experience serving as bond counsel, disclosure counsel and underwriter's counsel with respect to municipal finance transactions in California. Prior to their establishment of Quint & Thimmig LLP in 1997, Brian Quint and Paul Thimmig were partners at the law firm of Jones Hall Hill & White in San Francisco for more than twelve years and each of them have provided municipal financing services to California local agencies since 1981.

A. QUALIFICATIONS

Company Name: Quint & Thimmig LLP

Address: 900 Larkspur Landing Circle,
Suite 270, Larkspur, California, 94939

Telephone: (415) 925-4200

Email: info@qtllp.com

Website: www.qtllp.com

Name and email of main contact:

Brian D. Quint, bquint@qtllp.com

Federal Tax ID Number: 94-3263256

Type of organization: Limited Liability

Partnership

Summary of the qualifications of the firm and its experience with California school district financings including a brief description of the history of the firm, the number of years the firm has been in business and the date the firm was established under its given name, the number of employees and the location of the office where the bulk of services solicited will be performed:

Quint & Thimmig LLP was established on March 31, 1997 (celebrating our 25th anniversary this year), by Brian Quint and Paul Thimmig. The firm's entire business effort is directed toward the delivery of the highest quality bond counsel, disclosure counsel and underwriter's counsel services. The firm's practice is limited exclusively to the area of municipal finance, including taxable and tax-exempt issues for California local government entities and the State of California and its related agencies. This specialization allows the firm to orient its practice to the specialized requirements of public finance without the need to suit other, unrelated areas of the legal business.

The firm maintains one office at 900 Larkspur Landing Circle, Suite 270, in Larkspur, California.

The firm has two attorneys who are partners in the firm and one associate attorney. The attorneys are supported by a five person support staff. The firm is particularly proud of its Closing Department which illustrates the flexibility the firm has in tailoring its practice to the requirements of the municipal bond business. Highly trained para-professionals work with the firm's attorneys in connection with all pre-closing, closing and post-closing logistics, greatly alleviating the stress and strain which is

typical of many bond closings. Other support services include on-line research services and high-speed, networked word processing and document management capabilities.

A unique feature provided by our firm is that, rather than emailing document drafts to all parties, we create a website specifically designed for each client's financing where current drafts of the documents are posted for convenient download. This allows the client to download the documents when convenient to do so (individually or as a group) and insures that the current drafts are always accessible.

Closing transcripts are provided electronically soon after closing and are available on hard media (CD) or in a loose-leaf binder if requested.

Since the inception of the firm in March of 1997, Quint & Thimmig LLP has acted as bond counsel, disclosure counsel or underwriter's counsel for more than 1,900 long-term bond issues and more than 450 short-term note financings. These financings have an aggregate principal amount of more than \$50 billion. In most cases, the firm has served as bond counsel, or as both bond counsel and disclosure counsel, to the public agency issuing the debt obligations. A full list of the financings in which the firm has been involved for any period is available upon request.

For eleven of the past twelve years, Quint & Thimmig LLP has been recognized by Thompson Reuters data services as the fourth or fifth most active bond counsel firm, and among the top ten disclosure counsel firms, for municipal bond financings in California, based on the number of bond issues for which the firm has served in those respective roles. All of those financings were staffed by one or both of the firm's two partners. The financings have included virtually all types of municipal debt financings.

In connection with the hundreds of municipal finance transactions completed by

Quint & Thimmig LLP, as well as the hundreds of transactions completed by the firm's partners while at their prior firm, Mr. Quint and Mr. Thimmig have each developed significant expertise with respect to the tax aspects of municipal bond financings. The transactions for which the firm has acted as bond counsel, and have provided the relevant tax opinion, include highly complex refunding transactions and multiple layer structured financings involving significant private use issues.

We have assisted several clients in connection with Internal Revenue Service audits of their outstanding bond issues. In every instance in which we alone have provided such assistance, the client was able to obtain a favorable outcome from the IRS.

While we have no separate tax department, in the occasional situation where it necessary to properly serve the firm's bond counsel clients, the firm has engaged specialized tax counsel on a consultant basis so that the public agency has the benefit of experts as needed. All of the fees and expenses of such tax counsel are paid by us. Notwithstanding the foregoing, we have always rendered the final opinion on each bond issue for which we have acted as bond counsel, including all related tax opinions, because we are always in the best position to apply the relevant facts to the parameters of the applicable federal tax law.

Detailed list of the firm's California K-12 education bond financings over the past three years where the firm served as bond counsel, disclosure counsel or underwriter's counsel.

During the last three years, the firm acted as bond counsel, disclosure counsel, bond counsel and disclosure counsel or underwriter's counsel on 49 issues. See Appendix A attached hereto. Since the establishment of the firm, we have acted as bond counsel, disclosure counsel, bond counsel and disclosure counsel or underwriter's counsel on hundreds of additional issues. Lists for prior years are

available upon request.

B. PERSONNEL

Quint & Thimmig LLP's legal team consists of partners Brian Quint and Paul Thimmig, with assistance from an associate attorney, a full time paralegal, a paralegal assistant and two legal secretaries. All three firm attorneys are licensed to practice law in California. Resumés of all three Quint & Thimmig LLP attorneys are attached as Appendix B.

When engaged for a specific financing, Quint & Thimmig LLP assigns one of its partners with expertise in the area involved to act as the primary representative of the firm for that matter. The other partner and associate attorney at the firm then assist the lead attorney as necessary or otherwise appropriate. Brian Quint will be the primary attorney for District's financing and will involve other firm staff as appropriate to serve the District's needs. As the transaction approaches a closing, the firm will assign one or more paralegals to coordinate the closing process to ensure that all financing participants' efforts are organized to achieve a timely and successful closing of each transaction.

C. REFERENCES

Ms. Pauline Follansbee
Assistant Superintendent of Business Services
Berkeley Unified School District
2020 Bonar Street, Suite 217B
Berkeley, CA 94702
(510) 644-8915
paulinefollansbee@berkeley.net

Ms. Joan Velasco
Assistant Superintendent of Business Services
Fullerton Joint Union High School District
1051 W. Bastanchury Road
Fullerton, CA 92833
(714) 870-2810
jvelasco@fjuhsd.org

Mr. Hitesh Haria
Associate Superintendent of Business Services
Pittsburg Unified School District
2000 Railroad Avenue
Pittsburg, CA 94565
(925) 473-2351
hharia@pittsburgusd.net

Any number of additional references are available upon request.

D. LEGAL ISSUES

There are no legal actions 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.

There have been no settlements or judgments involving such actions within the last five years.

There are no pending legal or disciplinary matters involving such actions against the firm by any state or federal regulatory agency.

There have been no criminal indictments or convictions against the firm or its attorneys where the charges involved an offering of municipal securities anywhere in the United States.

There are no material pending legal actions or settlements or judgments involving a claim of fraud, where civil or criminal.

E. CONFLICTS OF INTEREST

Quint & Thimmig LLP only acts as bond counsel, disclosure counsel and, at times, underwriter's counsel, for governmental financings. Due to the foregoing, we have no separate conflicts of interest policy. The firm is not aware of any actual or potential conflicts of interest, or of any relationships, formal or informal, that the firm or any of its attorneys have with any party that might interfere with the firm's ability to provide independent, unbiased advice and recommendations to the District in

performing the role of bond counsel.

F. MALPRACTICE INSURANCE

Quint & Thimmig LLP maintains professional liability insurance through certain underwriters at Lloyd's of London. In fact, Lloyd's of London has been the firm's professional liability insurance carrier since the firm's inception in 1997. Our current policy has a \$10,000,000 liability limit for each claim and in the aggregate, and has a per claim deductible of \$75,000. We do not self-insure. See Appendix C. Quint & Thimmig LLP also maintains general liability and worker's compensation insurance.

G. FEES

Bond Counsel. In general, our bond counsel fees are based upon factors such as the anticipated amount of work involved and the size and complexity of the financing. Our fees include all reasonable follow-up work done at the request of the client, so that the client pays only once, at the closing of the financing. We typically do not bill by the hour. *Our fees are charged on a strictly contingent basis.* If the financing is not closed, we receive no compensation.

We do not normally seek reimbursement for actual out-of-pocket expenses incurred by us for shipping, delivery and courier service, official transcript duplication and travel expenses.

The following sets forth our standard bond counsel fee schedules for various financing types:

General Obligation Bonds (subject to minimum fee of \$15,000):
 0.5% of the principal issue amount up to \$1,000,000.
 0.25% of the principal issue amount between \$1,000,001 and \$6,000,000.
 0.10% of the principal issue amount over \$6,000,000.

Certificates of Participation (subject to minimum fee of \$25,000):

1% of the principal issue amount up to \$1,000,000.
 0.5% of the principal issue amount between \$1,000,001 and \$6,000,000.
 0.25% of the principal issue amount between \$6,000,001 and \$21,000,000.
 0.125% of the principal issue amount over \$21,000,000.

Mello-Roos Bonds (subject to minimum fee of \$25,000):

2% of the principal issue amount up to \$1,000,000.
 1% of the principal issue amount between \$1,000,001 and \$5,000,000.
 0.5% of the principal issue amount between \$5,000,001 and \$15,000,000.
 0.125% of the principal issue amount over \$15,000,000.

Tax and Revenue Anticipation Notes (subject to minimum fee of \$5,000):

0.05% of the principal issue amount of the Notes.

Disclosure Counsel. Our disclosure counsel services are ordinarily quoted as a fixed amount, based primarily upon the anticipated amount of disclosure work necessary in connection with the preparation of the official statement for the bond issue. Our disclosure counsel fee is wholly contingent upon the completion of the bond issue.

As an example, assuming an issue of average difficulty and a size of \$10,000,000, we would expect that our disclosure counsel fee would be approximately \$20,000 if we also act as bond counsel on the issue, and approximately \$30,000 if we do not also act as bond counsel on the issue. We will gladly discuss an appropriate fee for each specific issue.

We believe that our fee quotations should be extremely competitive. If, however, such fee quotations are not competitive, we would appreciate the opportunity to negotiate with the District so

that we are not disqualified by reason of fee alone.

We will be available on a continuing basis after closing, *at no additional cost to the District*, to answer questions about the financing; however, special post-closing services (such as litigation, arbitrage administration and annual continuing disclosure report advice) would be provided pursuant to a separate engagement agreement on terms mutually acceptable to the District and us.

H. RATIONALE FOR SELECTION

Quint & Thimmig LLP is fully qualified to serve as bond counsel and/or disclosure counsel to the District. We will provide the District with a depth of experience and expertise that is second to none, together with an unmatched level of service delivered in a timely and cost effective manner.

If the District selects Quint & Thimmig LLP to serve as bond counsel and/or disclosure counsel, the engagement will be staffed by a partner with significant and broad municipal finance experience. We have an extensive and loyal client base which appreciates the diligent and professional manner in which the firm provided services for the various financings in which it participated.

Public agencies and investment bankers have confirmed that Mr. Quint and Mr. Thimmig have been retained to provide legal services on specific matters because of the knowledge and experience that they bring to each transaction on which they work. In the complex area of municipal finance, the involvement of an experienced, diligent and careful lawyer is essential to the proper structuring, documentation and completion of each issue.

Virtually all of the financings for which the firm has acted as bond counsel, disclosure counsel or underwriter's counsel over the past twenty-five years have been for California public agencies. Quint & Thimmig

LLP has developed extensive experience in the area of California public finance law. The firm's partners have lectured at various conferences sponsored by local and regional agencies on various legal aspects of California municipal finance and have been panelists for annual conferences sponsored by the CDIAC and by National Association of Bond Lawyers. The views of Quint & Thimmig LLP's partners on the interpretation and application of California public finance law are routinely sought by other attorneys in California, including other California bond counsel, and by municipal bond insurers, rating agencies and other finance industry professionals.

If you have any questions regarding this proposal or require any additional information, please call Brian Quint at (415) 925-4200.

APPENDIX A

Quint & Thimmig LLP K-12 Education Issues 2019-2021

Closed	Amount	Issuer	Issue	Underwriter/Purchaser	Role
3/11/21	2,600,000	Alpine County Unified School District	General Obligation Bonds, Election of 2018, Series B (2021)	Stifel, Nicolaus & Company, Incorporated	BC/DC
4/13/21	1,900,000	Earlimart Elementary School District	General Obligation Bonds, Election of 2016, Series C (2021)	Stifel, Nicolaus & Company, Incorporated	BC/DC
5/5/21	16,450,000	Fullerton Joint Union High School District	2021 General Obligation Refunding Bonds (Federally Taxable)	First Third Securities, Inc.	BC/DC
8/10/21	17,870,000	Pittsburg Unified School District	2021 General Obligation Refunding Bonds	Raymond James & Associates, Inc.	BC/DC
8/10/21	32,000,000	Pittsburg Unified School District	2021 General Obligation Bonds (Series 2014D and Series 2018C Combined Issue)	Raymond James & Associates, Inc.	BC/DC
8/26/21	3,200,000	Plumas Hospital District	General Obligation Bonds, Election of 2008 Series C (2021)	Truist Bank	BC
10/5/21	96,055,000	Berkeley Unified School District	2021 General Obligation Refunding Bonds (Federally Taxable)	Citigroup Global Markets Inc.	BC/DC
11/30/21	16,000,000	Middletown Unified School District	General Obligation Bonds, Election of 2018 Series B (2021)	Raymond James & Associates, Inc.	BC/DC
6/30/20	1,709,800	San Miguel Joint Union School District	2020 Equipment Lease-Purchase Agreement and Equipment Schedule	Signature Public Funding Corp.	SC
2/19/20	35,000,000	New Haven Unified School District	General Obligation Bonds, Election of 2014, Series C (2020)	Morgan Stanley & Co. LLC	BC/DC
5/6/20	8,225,000	Lawndale Elementary School District	2020 General Obligation Refunding Bonds (Forward Delivery)	Raymond James & Associates, Inc.	BC/DC
5/12/20	10,750,000	Antioch Unified School District School Facilities Improvement District No. 1	General Obligation Bonds, Election of 2008, Series E (2020)	Raymond James & Associates, Inc.	BC/DC
6/10/20	23,500,000	Fullerton Joint Union High School District	General Obligation Bonds, Election of 2014, Series E (2020)	Fidelity Capital Markets	BC/DC
6/10/20	15,295,000	Fullerton Joint Union High School District	2020 General Obligation Refunding Bonds	Fidelity Capital Markets	BC/DC
8/26/20	7,000,000	Lawndale Elementary School District	General Obligation Bonds, Election of 2016, Series C (2020)	Raymond James & Associates, Inc.	BC/DC
10/1/20	20,500,000	Natomas Unified School District	General Obligation Bonds, Election of 2014, Series 2020	Mesirow Financial Inc.	BC
10/1/20	52,980,000	Natomas Unified School District	General Obligation Bonds, Election of 2018, Series 2020A	Mesirow Financial Inc.	BC
10/1/20	59,020,000	Natomas Unified School District	Taxable General Obligation Bonds, Election of 2018, Series 2020B	Robert W. Baird & Co. Incorporated	BC
10/1/20	27,060,000	Natomas Unified School District	2020 General Obligation Refunding Bonds	Huntington Securities, Inc.	BC
10/20/20	20,000,000	Walnut Creek School District	General Obligation Bonds, Election of 2016, Series C (2020)	Morgan Stanley & Co. LLC	BC/DC
11/5/20	2,200,000	Berkeley Unified School District	General Obligation Bonds, Election of 2020, Series A (2020) (Federally Taxable)	Morgan Stanley & Co. LLC	BC/DC
11/5/20	67,800,000	Berkeley Unified School District	General Obligation Bonds, Election of 2020, Series B (2020)	Morgan Stanley & Co. LLC	BC/DC
11/5/20	10,275,000	Berkeley Unified School District	2020 General Obligation Refunding Bonds	Morgan Stanley & Co. LLC	BC/DC
12/17/20	3,960,000	Earlimart Elementary School District	2020 General Obligation Refunding Bonds (Federally Taxable)	Stifel, Nicolaus & Company, Incorporated	BC/DC
1/23/19	4,495,000	Famersville Unified School District	Certificates of Participation (2019 Capital Improvements Project)	O'Connor & Company Securities, Inc.	BC/DC

1/31/19	56,450,000	Natomas Unified School District	Certificates of Participation (2019 Financing Project)	J.P. Morgan Securities LLC	BC
7/11/19	3,185,000	Williams Unified School District	Certificates of Participation (2019 Capital Improvements Project)	O'Connor & Company Securities, Inc.	BC/DC
8/29/19	15,500,000	Hacienda La Puente Unified School District	2019 Equipment Lease Purchase Agreement	Banc of America Capital Corp	BC
11/19/19	8,285,000	Western Placer Unified School District	Taxable Certificates of Participation (2019 Refinancing Project)	Hilltop Securities Inc.	BC/DC
12/24/19	18,887,598	Western Placer Unified School District	2019 Lease Financing	BBVA Mortgage Corporation	BC
1/24/19	7,200,000	Santa Ynez Valley Union High School District	General Obligation Bonds, Election of 2016, Series B (2019)	Robert W. Baird & Co., Inc.	BC/DC
2/12/19	2,000,000	Cuyama Joint Unified School District	General Obligation Bonds, Election of 2016, Series B (2019)	RBC Capital Markets, LLC	BC/DC
2/27/19	21,000,000	Fullerton Joint Union High School District	General Obligation Bonds, Election of 2014, Series D (2019)	Citigroup Global Markets Inc.	BC/DC
4/10/19	12,000,000	Middletown Unified School District	General Obligation Bonds, Election of 2018, Series A (2019)	Raymond James & Associates, Inc.	BC/DC
4/16/19	55,000,000	Solana Beach School District	School Facilities Improvement District No. 2016-1 General Obligation Bonds, 2016 Election, Series B	Stifel, Nicolaus & Company, Incorporated	DC
4/30/19	2,300,000	Alpine County Unified School District	General Obligation Bonds, Election of 2018, Series A (2019)	Stifel, Nicolaus & Company, Incorporated	BC/DC
6/5/19	20,000,000	Walnut Creek School District	General Obligation Bonds, Election of 2016, Series B (2019)	Morgan Stanley & Co. LLC	BC/DC
7/11/19	3,000,000	Williams Unified School District	General Obligation Bonds, Election of 2016, Series C (2019)	O'Connor & Company Securities, Inc.	BC/DC
7/24/19	4,670,000	Washington Unifed School District	2019 General Obligation Refunding Bonds	Fidelity Capital Markets	BC/DC
8/1/19	64,500,000	ABC Unified School District	General Obligation Bonds, 2018 Election, Series A	Fidelity Capital Markets	DC
8/1/19	29,465,000	Berkeley Unified School District	2019 General Obligation Refunding Bonds	Raymond James & Associates, Inc.	BC/DC
8/1/19	60,000,000	Natomas Unified School District	General Obligation Bonds, Election of 2018, Series 2019	BofA Securities, Inc.	BC/DC
8/14/19	5,000,000	Oakley Union Elementary School District	General Obligation Bonds, Election of 2016, Series B (2019)	Fidelity Capital Markets	BC/DC
11/13/19	2,985,000	Ross School District	2019 General Obligation Refunding Bonds	Stifel, Nicolaus & Company, Incorporated	BC/DC
11/20/19	30,000,000	Campbell Union School District	2019 General Obligation Bonds (Series 2010H and Series 2016C Combined Issue)	Citigroup Global Markets Inc.	BC/DC
12/5/19	45,130,000	Saddleback Valley Unified School District	2019 General Obligation Refunding Bonds (Federally Taxable)	J.P. Morgan Securities, LLC	DC
12/12/19	27,165,000	Pittsburg Unified School District	2019 Taxable General Obligation Refunding Bonds	Raymond James & Associates, Inc.	BC/DC
12/12/19	32,000,000	Pittsburg Unified School District Financing Authority	2019 General Obligation Revenue Bonds (Pittsburg Unified School District Bond Program)	Raymond James & Associates, Inc.	BC/DC
12/18/19	2,920,000	Lucerne Elementary School District	General Obligation Bonds, Election of 2016, Series A (2019)	Raymond James & Associates, Inc.	BC/DC

APPENDIX B

RESUME OF FIRM ATTORNEYS

Brian D. Quint has more than 41 years of municipal bond experience in all types of municipal finance, with a focus on financings for public improvements. Mr. Quint also has extensive experience in health care finance and in cash-flow borrowings.

Prior to establishing Quint & Thimmig LLP, Mr. Quint was a partner at the law firm of Jones Hall Hill & White in San Francisco, California, for twelve years, and before that was an attorney at Mudge Rose Guthrie Alexander & Ferdon in New York, New York. Throughout his legal career, Mr. Quint has practiced exclusively in the area of municipal finance. He is recognized in the public finance community as one of the leading bond attorneys in California.

Mr. Quint attended Clark University where he received his A.B. degree in 1976 and New York Law School where he received his J.D. degree in 1980. He was admitted to the New York Bar in 1981 and the California Bar in 1985. He is a member of the National Association of Bond Lawyers.

Paul J. Thimmig has more than 40 years of municipal bond experience in all types of municipal finance, with a focus on housing, Mello-Roos, redevelopment and assessment financings. Mr. Thimmig also has extensive experience as counsel to governmental entities with respect to troubled bond issues.

Prior to establishing Quint & Thimmig LLP, Mr. Thimmig was a partner at the law firm of Jones Hall Hill & White in San Francisco, California, for twelve years, and before that was an attorney at O'Melveny & Myers in Los Angeles, California. Throughout his legal career, Mr. Thimmig has practiced almost exclusively in the area of municipal finance. He is recognized in the public finance community as one of the leading bond attorneys in California.

Mr. Thimmig attended Marquette University where he received his B.S.B.A. degree in 1977 and the University of Southern California where he received his J.D. degree in 1981. He was admitted to the California Bar in 1981. He is a member of the National Association of Bond Lawyers. Mr. Thimmig also is a Certified Public Accountant.

Adam R. Thimmig has more than nine years of municipal bond experience. Adam Thimmig has practiced exclusively in the area of municipal finance since joining Quint & Thimmig LLP as an associate in August of 2012.

Adam Thimmig attended St. John's College where he received his B.A. degree in 2007 and the University of San Diego where he received his J.D. degree in 2010. He was admitted to the California Bar in 2010. He is a member of the National Association of Bond Lawyers.

