RESPONSE OF

STRADLING YOCCA CARLSON & RAUTH, A PROFESSIONAL CORPORATION

To

REQUEST FOR QUALIFICATIONS (RFQ NO. 2122-BUS03)
FOR BOND COUNSEL SERVICES

For The

ALUM ROCK UNION SCHOOL DISTRICT

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February 28, 2022

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Carlos Villafuerte
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February 28, 2022

VIA HAND DELIVERY

Kolvira Chheng
Assistant Superintendent, Business Services
Alum Rock Union School District
2930 Gay Avenue
San Jose, California 95127

Re: Request for Qualifications (RFQ No. 2122-BUS03) for Bond Counsel Services (the "Request" or the "RFQ")

Dear Kolvira:

I appreciate that Alum Rock Union School District (the "District") might consider continuing its long-standing relationship with Stradling Yocca Carlson & Rauth, a Professional Corporation (the "Firm" or "Stradling") to serve as bond and disclosure counsel. I'm pleased to submit this proposal in response to the District's Request for Qualifications for Bond Counsel Services.

As you might know, the Firm has served the District as bond and disclosure counsel for over 25 years. In addition, David G. Casnocha, the Chair of our Education Finance Group, served as bond and disclosure counsel to the District at his prior firm, extending the relationship to over 30 years. In that time we have assisted the District successfully complete a variety of financings, including general obligation bonds, bond refinancings, tax and revenue anticipation notes, and private lease agreements. We have also provided legal advice and support in connection with the District's prior parcel taxes, as well as making multiple appearances before the District's Board and citizen oversight committee and answering questions from time to time on a variety of legal questions.

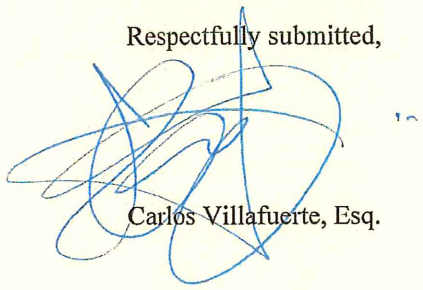
As a Shareholder and a member of our Education Finance Group, I would be the District's co-primary point person for bond/disclosure counsel services. David would support my work with the District, as needed. Carol Lew, the head of our tax department, would be responsible for all federal tax issues related to the District's debt financings.

More generally, the Firm has acted as bond counsel on over 2,000 school and community college district general obligation bond issues. This includes districts with single bond authorizations over $1 billion and under $2 million. The Firm has practiced through many evolutions of the finance laws which impact school districts. Since the origins of the law often explain the purpose of the reforms, we are more informed about current practices due to our participation in a wide variety of school financing structures over a period of years.

We do not view our skills as a commodity. We are selective in accepting assignments and value clients who believe that "good enough" is too low a standard for professional services.

If any supplemental information is desired or if you have any questions along the way, please do not hesitate to contact me. My office phone number is (415) 283-2251, my mobile number is (310) 854-9013, and my email address is cvillafuerte@stradlinglaw.com. I hope that I have the opportunity to meet with District staff, either in person or remotely, to discuss the matters that are described in this proposal.

Respectfully submitted,



Carlos Villafuerte, Esq.

RESPONSE TO ALUM ROCK UNION SCHOOL DISTRICT REQUEST FOR PROPOSALS TO PROVIDE GENERAL OBLIGATION (MEASURE ER) BOND COUNSEL

I. Qualifications

Basic Information Regarding the Firm. The following information is provided in response to Section V(A)(i) of the RFQ:

1. Company Name: Stradling Yocca Carlson & Rauth, a Professional Corporation
2. Address: 44 Montgomery Street, Suite 4200, San Francisco, California 94014
3. Telephone: (415) 283-2240 (main line)
4. Emails: emails of the principals identified in this response are cvillafuerte@stradlinglaw.com and dcasnocha@stradlinglaw.com
5. Website: www.stradlinglaw.com
6. Principal Contact: Carlos Villafuerte, cvillafuerte@stradlinglaw.com; (310) 854-9013 (cell) and (415) 283-2251 (office)
7. Federal Tax ID Number: 95-3347002
8. Type of Organization: Professional Law Corporation.

Description of the Firm. The firm was formed by four attorneys in 1975. With approximately 130 attorneys, the Firm's primary areas of specialization are public finance, public law, tax, general corporate law, corporate securities, real estate and litigation. The Firm has 12 offices (including seven in California): Newport Beach, Santa Barbara, Sacramento, San Diego, Los Angeles, San Francisco, Westlake Village, Reno (Nevada), Las Vegas (Nevada), Denver (Colorado), Austin (Texas) and Seattle (Washington).

Thirty two members of the Firm practice in the areas of public finance and general public law. Our public law attorneys represent a variety of public agencies, including the State of California, State Public Works Board, the City of Seattle, the State of Wasighinton, as well as cities, counties, redevelopment agencies, school and community college districts, and special districts of various kinds, and to the supplying of legal services in connection with the financings of such agencies.

The Firm's size and varied expertise offers advantages to the clients that we represent. Our knowledge of supporting areas, such as real estate, corporate securities, litigation (including litigators with experience in SEC enforcement actions), can be useful in analyzing all relevant issues for a financing. Second, our size provides stability and assurance that the Firm will be in practice to follow up on matters related to the services it renders. Third, the success of our practice depends on word of mouth references from public agencies, financial advisors and underwriters who are pleased with our work. Client service is an essential component of our commitment, and our large number of experienced bond attorneys helps us satisfy all of our clients' needs.

Our experience includes refundings, certificates of participation/lease financings, redevelopment agency tax allocation bonds, revenue bonds, Mello-Roos community facilities district financings,

enterprise revenue bonds, Marks-Roos financings, assessment district financings and general obligation bonds. The Firm has been involved in nearly every type of financing undertaken by public agencies and has helped to develop several of the structures which are widely used throughout the country. I believe that we have addressed unique financing problems by our solutions-oriented approach to working collaboratively with issuers and other financing team members.

The depth and breadth of our experience as bond counsel is underscored by our recent history, as set forth below.

STRADLING YOCCA CARLSON & RAUTH
CALIFORNIA BOND COUNSEL RANKINGS (ALL ISSUERS)
(BY DOLLAR VOLUME)

Year	*Dollar Volume (in Millions)*	*Rank*
2021	$14,414	2
2020	11,861	2
2019	11,265	2
2018	4,742	2
2017	8,228	2

Source: Thomson Reuters.

Our Disclosure Counsel rankings for California, set forth below, highlight that we are also a consistent leading firm for the delivery of disclosure counsel services to California issuers. The following table sets forth our California disclosure counsel rankings for calendar years 2017 through 2021 based on the number of transactions.

STRADLING YOCCA CARLSON & RAUTH
CALIFORNIA DISCLOSURE COUNSEL RANKINGS (ALL ISSUERS)
(BY NUMBER OF TRANSACTIONS)

Year	*Dollar Volume (in Millions)*	*Number of Transactions*	*Rank*
2021	$16,088	200	1
2020	10,837	164	1
2019	11,854	167	1
2018	7,213	150	1
2017	9,391	191	2

Source: Thomson Reuters.

In each year since 2017, the Firm has participated in more bond issuances in California as bond counsel, disclosure counsel or underwriter's counsel than any other law firm. The Firm believes that being involved in so many transactions provides the Firm with a greater breadth of experience and practical know-how than any of the Firm's peers.

The Firm is also highly ranked nationally. We are pleased that in 2021, the Firm was the fifth ranked bond counsel nationally, acting in such capacity in 230 transactions totaling over $15.5 billion, **the first ranked disclosure counsel nationally, acting in such capacity in 238 transactions totaling nearly $20.7 billion,** and the seventh ranked underwriter's counsel nationally, acting in such capacity in

162 transactions totaling nearly $11.6 billion. The Firm's national rankings are even more impressive considering that the Firm acts as bond counsel, disclosure counsel and underwriter's counsel in just a handful of western states, whereas many of the Firm's competitors operate nationally.

Those national rankings are relevant because they reveal that a disproportionately large number of public agencies seek our bond and disclosure services, just as do most or all investment banks to serve as their lawyer on bond issues. Furthermore, when a California school district seeks to sell bonds, they are sold in a national rather than California marketplace, and national buyers of bonds recognize the Stradling opinion without hesitation and rely on our opinion when making a decision to buy a district's bonds.

One distinguishing feature of the Firm's public finance department is that our existence reflects the primary business agenda for the Firm. Smaller firms face economic challenges to invest in essential practice skills since the costs of such investment in bond, tax and securities law trained lawyers are too high for the size of the firm. Stradling, on the other hand, is comfortably sized to be able to afford the luxuries of tax and securities law support without being so large as to unnecessarily pressure the transaction attorneys into charging unreasonably high fees in order to meet the overhead demands of the firm. The need for sophisticated securities expertise will be particularly relevant for the District, given the recent challenges it has faced, including investigations by the District Attorney, FCMAT, the Securities and Exchange Commission (SEC) and the County Civil Grand Jury. As discussed herein, we have extensive disclosure counsel experience and are well equipped to take up this task.

Over the years, the Firm has served nearly every school district and community college district in Santa Clara County as bond and disclosure counsel, and there is not likely a bond, tax, disclosure or citizen oversight issue or challenge that we have not, at one time or another, helped district resolve. We have also developed a good working relationship with the County Director of Finance, County Office of Education and the Board of Supervisors, who will have an active role in reviewing and approving future bond issuances by the District.

In evaluating our credentials, I **suggest several reasons why the District should favorably consider this proposal.**

First, the Firm has previously provided high quality legal services to the District. As I mentioned in my cover letter, the individuals identified in this response have collectively provided bond and disclosure counsel services to the District for over 30 years. This work has resulted in the District successfully completing a wide variety of financings, including general obligation bonds, refinancings, tax and revenue anticipation notes and lease agreements, and in so doing we we have worked with numerous superintendents and chief business officials.

The bulk of our work with the District has been through its general obligation bond program, serving as bond and disclosure counsel on a number of issuances. We were the principal drafters of two of the District's recent bond authorizations (Measure G and Measure I). For Measure I, we took an innovative approach by crafting a ballot question which promised to forego existing bond authorization from Measure G in exchange for voters reapproving the issuance of the same amount of bonds via the Measure I authorization. The was done in order to free the District from the tax rate constraint that then applied to Measure G, which functionally made it impossible to access the balance of that bond authorization.

It would be an understatement to say that accessing additional bonding authorization is long overdue, and there have been a variety of legal and administrative roadblocks to accessing those bonds, including investigations by state and federal officials. We hope that the release of the RFQ and the need

for bond counsel services indicates that the District is in the process of putting these challenges behind it and can look forward to better days. However, throughout this process we believe we have made ourselves available to District staff and Board members, have attended numerous Board meetings at which these issues were discussed, and have provided useful and prudent advice all while submitting no supplemental billing to the District. I believe this is indicative of our philosophy and approach of building long-term relationships with our clients.

On the non-bond side, we also assisted the District draft and successfully pass its Measure O parcel tax, and we provided follow up legal services to authorize certain exemptions to the parcel tax that were, by design, not originally included in the measure. As with the District's bond elections, we believe we brought to bear extensive experience with the various electoral laws that apply to the District, all while crafting a tax measure that appealed to the District's voters and providing advice and support through the campaign period. As Measure O is set to expire in the current fiscal year, we would be happy to assist the District again with this process should that be desired. The fees for these services, while not payable from bonds, are quite modest.

Second, our school district general obligation bond experience is extensive. Since 2001, we have acted as bond counsel on over 2,000 general obligation bond transactions for over 400 different school or community college districts. The diversity of this work, with a corresponding exposure to all types of financial advisors and underwriters, has enhanced our skills and explains our leadership role in the field. We have been bond counsel for over 300 Proposition 39 bond elections. **Our general obligation bond counsel experience for schools since the enactment of Proposition 46 and Proposition 39 is second to no other attorney's in the State. We further have worked effectively with Dale Scott and Mark Farrell, most recently at Sac City USD, Pasadena USD, Golden Valley USD and Mt. Pleasant SD.**

Third, we can explain in plain English the practical differences between the varieties of financing vehicles available to the District. We enjoy working with elected officials and staff to help them understand the bond process. I believe your Board will appreciate our skill at advising them on their legal options. **Acting as <u>counsel</u> <u>to</u> and <u>advocate</u> <u>for</u> the Alum Rock Union School District, we will not lose sight of who is the client and decision-maker. As bond counsel, we will work for the District.**

Fourth, Federal securities law disclosure compliance by an issuer of bonds is of critical importance. We are intimately familiar with these requirements, as further described herein. **Given some of the recent challenges faced by the District, including the investigations by District Attorney, FCMAT, the Securities and Exchange Commission (SEC) and the County Civil Grand Jury, the District would be well served to retain a bond and disclosure counsel capable of rendering such advice.**

Lastly, **we have extensive experience assisting districts present themselves at bond rating agency meetings.** In this regard, we contribute "value added" when compared with other bond attorneys. While this process is oftentimes overlooked, a visible, professional presentation to bond rating agencies can improve the rating you receive on your bonds and reduce the costs of bond insurance. Higher ratings mean lower interest rates and hence lower taxes. Moreover, rating agency presentations, like any other instances where the District speaks to the market, are governed by federal securities laws. We feel we have an important role as your advisor to participate in this process.

School Finance Practice. Given the volume of deals that we have done for K-12 school districts, we are intimately familiar with all of the laws that govern general obligation bond issuances. We are knowledgeable about the Constitutional, Education Code, Government Code, Federal income tax and Federal securities requirements related to the issuance of general obligation bonds.

When it comes to structuring the bond sale, we have a great deal of experience with bonds issued under the Education Code and, alternatively, under the Government Code and the respective requirements of both statutes, as well as the Federal income tax requirements associated with the issuance of tax-exempt general obligation bonds. We ensure that all required public meetings and hearings are properly scheduled and that the resolution of issuance contains all of the information required for the particular type of financing. We have also advised school districts on numerous competitive sale and negotiated sale transactions, so we can assist the District in preparing for either method of sale.

As described below, the Firm possesses considerable expertise with respect to the adequacy of disclosure relating to school districts in California. Recent litigation in the Federal securities arena have imposed liability on the issuers of tax-exempt bonds for either misstatements or material fact or the omission of material facts in an Official Statement or failure to comply with continuing disclosure obligations. This will be of critical importance to the District, since official statements for its future financings will need to adequately detail any financial and management issues currently being faced. Financial advisors, underwriters of bonds and lawyers do not have strict liability for such omissions, even though they may participate in the preparation of the Official Statement. **As Disclosure Counsel, we prepare that informational document from the District's perspective, confirm to the District that the disclosure contained therein complies with all applicable Federal laws, and provide the District with a legal opinion to that effect.**

Other highlights of our school practice are:

- Between January 1, 2006 through December 31, 2021 we have acted as bond and disclosure counsel on well over 1,500 separate issuances of school district and community college district general obligation bonds. Experience matters.

- **Thomas Reuters listed Stradling as the #1 Bond Counsel, #1 Disclosure Counsel and #3 Underwriter's Counsel firm for California education financings for fiscal year 2020-21, based on the number of transactions.** Again, experience matters.

- Our work with Foothill-De Anza Community College District involved the first (and only) Proposition 39 bond validation judgment, a landmark decision upholding an expansive view of the required "Project List."

- We have prominent, accessible tax lawyers, led by Carol Lew, past-President of the National Association of Bond Lawyers.

- The Firm has never had any of its transactions deemed taxable by the IRS. We have never been a party to an IRS settlement agreement.

- The Firm has never been a defendant in a lawsuit initiated by a school district or other public agency alleging malpractice in connection with any type of bond issue.

- Our bond counsel philosophy focuses on technical expertise, collegial collaboration, and client understanding. We take a team-oriented approach with members of the finance team, while representing the District's interests. We have no reservations taking fresh approaches toward solving a client's problem.

- Our bond counsel fees are contingent on bond sales. We expect to continue to confer and consult with the District on non-deal issues as we have done in the past, such as the proper expenditure of bond proceeds (both from the State law and IRS Code

perspectives) and interfacing with the Citizen's Oversight Committee, over the course of our engagement, for no fee as an investment in our client relationship.

- We have expertise in many areas beyond public finance including securities law litigation, real estate, litigation, environmental, and redevelopment law that can be useful in analyzing all relevant and potential issues for a financing. In addition, our size provides stability and assurance to the District that the Firm will be in practice to follow up on matters related to the services we render.

Bond Counsel Services. We will provide all necessary Bond Counsel services including, but not limited to, the following:

a. attend meetings of the Citizens' Oversight Committee, update their bylaws if necessary, and provide members with training on their roles and responsibilities as members of the Committee;

b. prepare any required amendments to the Debt Issuance and Management Policy, as required by S.B. 1029;

c. prepare all resolutions and other legal documents necessary for the proper conduct of the financing proceedings;

d. prepare, review and explain to the District relevant tax certificates so that the District understands its "post-issuance compliance" duties;

e. prepare all certificates and closing documents required to accompany delivery of the bonds;

f. work cooperatively with all members of the District's team;

g. prepare the Preliminary and Final Official Statements relating to the sale of the bonds and advise the District as to its compliance with applicable securities laws;

h. deliver advice on ongoing disclosure requirements and prepare certificates and agreements required to comply with all applicable Federal securities laws;

i. assist the District prepare for rating agency presentations, and attend all rating agency presentations in connection with the bonds;

j. provide the legal opinion that the interest borne by the bonds is excludable from Federal income taxes and State of California personal income taxes and approving in all regards the legality of all proceedings for the authorization, sale and delivery of the bonds relating to the financing;

k. deliver a 10(b)(5) opinion to the District in connection with our services as Disclosure Counsel.

l. if necessary, provide a reasoned bankruptcy opinion to secure a Fitch "AAA" rating (for an additional fee);

m. provide all other necessary services generally expected of bond counsel not listed above;

n. prepare and provide a complete transcript of the conduct of the proceedings necessary to accompany delivery of the bonds;

o. answer follow-up questions of the District and the Citizens' Oversight Committee after the bond closing relating to the bond issuance and tax compliance.

p. Any other services otherwise described in the RFQ.

Disclosure Counsel Experience/Services. For nearly all of our school district bond transactions, we simultaneously acted as Disclosure Counsel as well as Bond Counsel. Disclosure counsel is responsible for the preparation of the Official Statement, the document which describes the bond transaction and the District. The Official Statement is relied on by investors when deciding to purchase your bonds.

The preparation of a Preliminary Official Statement and Official Statement is of paramount importance to a successful financing. They also present a potential for District liability in the case of incorrect or incomplete disclosure. This is why we have experienced lawyers, not paralegals or contract attorneys, draft the Official Statement. Disclosure counsel must have experience in public finance and a familiarity with school district operations and financial statements. Our due diligence procedures involve careful review of documentary evidence regarding district finances, including audited financial statements, budget documents, and interim reports, analysis of bond authorizations and election proceedings, interviews with District administrators and other personnel, and review of other information obtained from sources outside the District, including state agencies and third parties.

As the District is unfortunately well aware of, there has been a recent increase in SEC enforcement actions against school districts in connection with general obligation bond issuances where the Official Statement did not adequately disclose material information regarding the issuing district's management or finances. The SEC has pursued these actions even though, given the nature of school district general obligation bonds, there was no default in the levy of taxes or the payment of debt service on the bonds. Most recently, the SEC has focused on the omission of material information in documentation provided to rating agencies as being a practice that could be inconsistent with federal securities laws, which is why we take an active role during the rating process with our clients. During the course of a financing, we stress the need for issuers to be proactive in identifying areas which could be of material interest to investors and will assist in crafting the appropriate disclosure.

This will be particularly true for the District, given the various state and federal investigations that have occurred regarding the District's administrative and business practices. In preparing any official statement for a District financing, a careful review will need to be made of any official reports or audits that have been produced. Likewise, active participation by District staff in the preparation of disclosure documents will be necessary to ensure that all material information is adequately disclosed. One additional complicating factor is the natural tension between the legal obligation to disclose all information that could be material to an investor and the desire to keep confidential the content of any ongoing discussions with state or federal authorities.

We believe the Firm is well positioned to assist the District undertake this task. As you are aware, various attempts were previously undertaken to issue bonds under the District's Measure I authorization. Although that issuance ultimately did not happen because of objections by County Office of Education and County Board of Supervisors, we did conduct preliminary reviews of many of the documents described above and prepared draft documentation in the event the bond issue was able to proceed. We would be in a position to quickly pick this work up again should we be retained.

Pursuant to Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule") the District will, in connection with future bond issuances, covenant to provide annually, material financial information and operating data and notices of certain listed events through the web-based Electronic Municipal Market Access ("EMMA") system. The District has entered into similar commitments in connection with its prior financings. The Rule also requires that the District disclose in any Official Statement, any instances in the past 5 years in which the District has failed to provide the information required under the District's prior continuing disclosure undertakings. As Disclosure Counsel, we expect to provide due diligence regarding the District's past continuing disclosure performance to ensure the statements made in future Official Statements are accurate.

In addition, on August 20, 2018, the Securities and Exchange Commission adopted amendments to the continuing disclosure provisions of the Rule to include two additional listed events for which the District will need to provide notice upon occurrence. Since the compliance date of the new amended Rule is February 27, 2019, we would include these listed events in the continuing disclosure undertaking for the District's next issuance of bonds. We would expect to advise the District regarding its ongoing continuing disclosure responsibilities, including the implementation of the new amendments discussed above and other future changes in the law, as well as answering any questions as they may arise.

Highlights of our disclosure counsel experience include,

- Stradling Ranked as the #1 Disclosure Counsel (based on number of transactions) nationally.
- As Disclosure Counsel, Stradling ranked #1 for 2018 through 2021 in the State of California for all bond issues (based on number of transactions).
- **Stradling ranked as the #1 Disclosure Counsel among for K-14 school district bond issues for 2019 through 2021** (again, based on the number of transactions).

Like our bond counsel fees, our disclosure counsel fees are contingent on the successful sale and closing of the financing.

Recent Transactions. Attached hereto as **Exhibit B** is a list of all K-14 school district general obligation bond issuances that the proposed team has completed in the last three years. Although the RFQ requested the data include the par amount of each issuance, that is not a metric that we track internally. Although it would require some work to generate, we are happy to provide that data if requested.

II. Personnel

I am a shareholder in the Firm resident in the San Francisco. I have 16 years of experience in a variety of financings for school districts and community college districts across the State, including general obligation bond financings, COP and lease financings, lease revenue bonds, Mello Roos financings, tax and revenue anticipation notes, Post-Employment Benefit Bonds and private placements. I am a member of the National Association of Bond Lawyers and have also been active as a speaker on various topics relating to public financing for organizations such as CASH, the California Association of Latino Superintendents and Administrators, the California Latino School Board Members Association, the Community College League of California, the Bond Buyer and the National Association of Bond Lawyers. I received my B.A. degree from the University of California, Davis in 2000 and my law degree from Boston University in 2004. I am is licensed to practice in California and am a fluent Spanish speaker.

David Casnocha, is the Managing Shareholder of the San Francisco office of the Firm, has been a bond attorney for over 40 years and in the last 20 years has been bond counsel on over 2,000 school and community college district bond issues. Mr. Casnocha has particular experience in primary and secondary school district financings, general obligation bonds, bond anticipation notes, certificates of participation, TRANs, lease financings, and enterprise system revenue bonds. Mr. Casnocha received a B.A. degree *summa cum laude* from Claremont McKenna College in 1973 and his law degree from Cornell University in 1976. He is member of the California State Bar and the National Association of Bond Lawyers

Stradling Tax Department. The Firm has a tax department that is nationally recognized in matters relating to public finance, and would review each of the District's transactions. Our tax department has extensive experience in the tax issues relating to a wide variety of public financing transactions, including general obligation bonds, revenue bonds, conduit financings, working capital issue, private activity bonds, tax credit bonds, and various direct pay bonds. The Firm also has significant experience representing state and local governments in IRS audits and other administrative proceedings.

Carol Lew, Chair of the Firm's public finance tax department, is the tax shareholder who would be assigned to the District. Carol's practice focuses on the federal tax treatment of municipal debt issuances, including structuring debt issuances and lease financings, representing public agencies and conduit borrowers in tax controversy matters (including audits and closing agreement requests), and assisting issuers and conduit borrowers with post-issuance compliance matters. Carol has been practicing as a public finance tax attorney for over 30 years, and is currently serving on the IRS Advisory Counsel, an advisory body that reports directly to the IRS Commissioner on a broad range of tax questions. Carol has also served as President and President-Elect of the National Association of Bond Lawyers, Chair of the American Bar Association, Taxation section, Tax-Exempt Financing Committee, a member of the Executive Committee of the State Bar of California, Taxation Section, and the Technical Committee of the California Debt and Investment Advisory Commission. She received her law degree from Hastings College of the Law

I would be the principal contact for the Firm. Resumes for myself, David and Carol are attached hereto as Exhibit A.

III. References

Below is included contact information for six school districts that either David or I currently serve as Bond and Disclosure Counsel. We are happy to provide additional references if necessary.

Elida MacArthur
Superintendent
Mt. Pleasant Elementary School District
3434 Marten Avenue
San Jose, California 95148
(408) 223-3730
emacarthur@mpesd.org

Carolyn Chow
Chief Business Officer
Palo Alto Unified School District
25 Churchill Avenue
Palo Alto, California 94306
(650) 329-3980
cchow@pausd.org

Dr. Roxane Fuentes, Superintendent
Kevin T. Franklin, Assistant Superintendent
Berryessa School District
1376 Piedmont Road
San Jose, California 95132
(408) 923-1800
rfuentes@busd.net
kfranklin@busd.net

Aaron Resendez, Superintendent
Ambelina Garcia Duran, MBA
Deputy Superintendent/CBO
McFarland Unified School District
601 Second Street
McFarland, California 93250
(661) 792-3081
saresendez@mcfarland.k12.ca.us
amgarcia@mcfarland.k12.ca.us

Dr. Erika Torres, MSW
County Administrator
Inglewood Unified School District
401 S Inglewood Avenue
Inglewood, California 90301
(310) 419-2728
Torres_Erika@lacoe.edu

Greg Fromm
Chief Business Official
Lynwood Unified School District
11321 Bullis Road
Lynwood, California 90262
(310) 886-1600
gfromm@mylusd.org

IV. Legal Issues

The following information is provied in response to Section V(D) of the RFQ::

1. Is there now pending any legal action alleging malpractice or violations of law in connection with an offering of municipal securities in California transaction against the firm, any partner of the firm or any attorney employed by the Firm? **NO.**

2. Have there been any settlements or judgments involving such actions within the last five years? **NO.**

3. Are there any pending or disciplinary matters involvin such actions against the firm by any state or federal regulatry agency? **NO.**

4. If the is Firm 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, desrcibe any existing or potential conflicts of interest arising from your relationshiups with or representations of other parties that should be considered as a factor in determining your objectivity. **NO SUCH REPRESENTATIONS OR CONFLICTS.**

5. Attached as Exhibit C is the requested evidence of malpractice insurance.

V. Fees

The RFP did not provide information regarding the District's expected borrowing plans (timing, type of instrument, etc). Therefore, we are submitting here only proposed fees for the issuance of additional general obligation bonds or to refinance outstanding bond issues. We are happy to provide additional quotes for other types of debt issuances. You could expect fees for certificates of participation/lease revenue bond issuances to be slightly higher than what is quoted herein for general obligation bonds, and substantially lower for a tax and revenue anticipation notes or a private lease financing.

Our proposed bond counsel fee is $50,000 per series of bonds. Our proposed disclosure counsel fee would be $20,000 per series of bonds. Please note that these fees are meant to be reasonable and reflect the diligence we believe will be required to complete future bond financings for the District. They are not, however, meant to recoup the time expended providing the District advice and support in passing the Measure I authorization, attempts to issue Measure I bonds, or discussions relating to the SEC investigation and related issues. Any attempt to do so would greatly inflate the fees we have quoted above.

In addition to the fees set forth above, we expect to be reimbursed for the actual cost of any out-of-pocket expenses reasonably incurred by the Firm in the course of its employment, such as document reproduction, telecommunications charges, printing costs, filing fees, long-distance telephone calls, messenger services, overnight delivery services, travel and similar items of expense. We propose that such reimbursable expenses not exceed $1,500 per series would prior written approval from the District.

The bond and disclosure counsel fees quoted above are contingent on the sale of the bonds. **In comparing fees, please be aware that not all bond counsel firms include the soup-to-nuts service package in their fee quote.** We feel that our recent work with the District is evidence of that. On a going forward basis, to the extent the District requires advice as to the propriety of expending proceeds of the proposed bonds or as to the District's ongoing obligations with respect to the bonds (IRS regulatory and record-keeping compliance, continuing disclosure, Citizens' Oversight Committee and the like), **we provide such ongoing advice for no additional cost.**

VI. Rationale for Selecting Stradling

While there are several capable bond attorneys practicing in the K-12 arena, none of them possess the standing and *gravitas* and supporting team that we have. Thus, if the District values experience and intelligence, Stradling would be a good choice. If the District valued a commitment to service, i.e. timely document production and responsiveness, Stradling would be a smart choice.

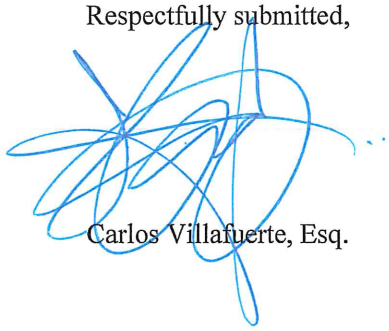
We also believe that the advice and support provided to the District to date, for no additional billing, is evidence of our philosophy and commitment to building long-term relationships with clients.

Moreover, bond attorneys who assist school districts issue bonds should be performing the same tasks, answering the same questions, and preparing similar documents. What distinguishes us is our accessibility, the sophistication of our advice, the quality of our written product, the flexibility created thereby, the awareness of the most current ideas, and the ability to apply those ideas to new facts so as to best customize ideas, arguments and documents for a client. That is what you get by hiring Stradling.

Tax and securities law compliance will be critically important when it comes time to sell bonds. We are very capable in these areas, and that contributes to our national reputation as one of the country's top bond counsel firms.

If any supplemental information is desired, or if you have any questions along the way, please do not hesitate to call me. My office phone number is (415) 283-2251, my mobile number is (310) 854-9013, and my email address is cvillafuerte@stradlinglaw.com. I am happy to appear either in person or remotely should the District determine that an interview process is appropriate.

Respectfully submitted,



Carlos Villafuerte, Esq.

EXHIBIT A

PROPOSED TEAM PROFILES



Carlos Villafuerte

San Francisco
Shareholder
Phone: (415) 283-2251
cvillafuerte@stradlinglaw.com

Practice Areas
- Public Finance
- Bond/Disclosure Counsel
- Underwriter's Counsel
- Education Finance

Biography

Experience

Carlos Villafuerte is a Shareholder in the San Francisco office. He serves as bond, disclosure and underwriter's counsel, with particular experience in school district and community college district financings, including general obligation bonds, bond anticipation notes, certificates of participation, lease financings, Mello-Roos bonds, enterprise system revenue bonds, conduit financings, other post-employment benefit (OPEB) bonds, and tax and revenue anticipation notes.

He received his J.D. degree from Boston University School of Law in 2004, and his B.A., with departmental honors, from the University of California, Davis in 2000.

Education

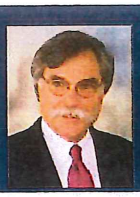
J.D., Boston University, *Cum Laude*, 2004; editor, American Journal of Law and Medicine

B.A., University of California, Davis 2000, *honors*

Memberships, Speakerships and Additional Information

Mr. Villafuerte is a member of the State Bar of California and the National Association of Bond Lawyers. He is a frequent speaker at trade association conferences, including the Coalition for Adequate School Housing (CASH), the California Association of Latino Superintendents and Administrators (CALSA), the California Latino School Board Members Association (CLSBA), the Community College League of California, the Bond Buyer and the National Association of Bond Lawyers.

Mr. Villafuerte is a native Spanish speaker.



David Casnocha

San Francisco
Shareholder
Phone: (415) 283-2241
dcasnocha@stradlinglaw.co

Practice Areas
- Public Finance
- Bond/Disclosure Counsel
- Education Finance

Biography

Experience

David G. Casnocha is the managing shareholder of the San Francisco office and a past member of the Firm's Board of Directors. He has practiced in municipal finance for more than 40 years and serves as bond and disclosure counsel to hundreds of public agencies and underwriter's counsel to both national and regional investment banking firms. He has particular experience in primary and secondary school district financings, general obligation bonds, bond anticipation notes, certificates of participation, lease financings, and enterprise system revenue bonds.

In addition, Mr. Casnocha, as bond counsel, has represented the California Education Facilities Authority on private university financings and nonprofit corporations who incur tax-exempt debt to finance their charitable purposes. As bond counsel to the California League of Community Colleges, he has helped design tax-exempt pool financings for tax and revenue anticipation notes, lease revenue bonds, solar energy projects and student housing. He also served as bond counsel on other post-employment benefit ("OPEB") and pension obligation bonds, tax allocation bonds, single and multi-family mortgage revenue bonds, CREBs and industrial development bonds. He is experienced in revenue bond financings for water, sewer and other enterprise systems for cities and public utility districts. He has served as underwriters' counsel on health care, industrial development housing and general fund transactions throughout the United States.

During his career he has participated as bond counsel (in California) and underwriters' counsel (Washington and Wisconsin) in the design, development and completion of innovative transactions, including the issuance of tax-exempt debt to fund municipal liability insurance pools for cities, counties and school districts. He has served as letter of credit counsel (primarily for National Westminster Bank) on transactions throughout the United States.

He received his J.D. degree from Cornell University School of Law in 1976, having earned his B.A., *summa cum laude*, from Claremont McKenna College in 1973.

Education

J.D., Cornell University 1976

B.A., Claremont McKenna College 1973, *summa cum laude*

Special Honors and Memberships

Mr. Casnocha is a member of the State Bar of California and the National Association of Bond Lawyers. He is a popular speaker at trade association conferences, including the Community College Facility Coalition, California Association of Independent Schools, the Association of College Business Officials, California Association of School Business Officials, and the Coalition for Adequate School Housing, California School Boards Association and the California Debt and Investment Advisory Commission.

He has also been awarded the Dusty Baker Manager of the Year by the San Francisco Recreation and Parks Department Youth Baseball Program.



Carol Lew

Newport Beach
Shareholder
(949) 725-4237
clew@stradlinglaw.com

Practice Areas
- Public Finance
- Tax

Biography

Experience

Carol L. Lew is a shareholder in Stradling's Tax and Public Finance practice groups.

Carol has more than 30 years of experience practicing federal tax law related to municipal finance. She is nationally recognized for her work on federal income tax issues relating to tax-exempt debt financing, and she has extensive experience in the issuance of tax-exempt debt, representing issuers audited by the IRS related to tax exempt financings, and post-issuance compliance.

Carol represents numerous issuers and nonprofit corporations with respect to the financing of a broad range of facilities, including those involving public/private partnerships, and is skilled in seeking rulings from the IRS and voluntary closing agreements.

Education

University of California, Hastings College of the Law, J.D., 1986, *magna cum laude*, Order of the Coif, Thurston Society

California State University, Northridge, B.A., 1983, *summa cum laude*

Memberships, Speakerships and Additional Information

Organizations:

IRS IRSAC Committee, Member

National Association of Bond Lawyers,

President, National Association of Bond Lawyers, 2006-2007

Editor in Chief, Federal Taxation of Municipal Bonds, 2000-2001

Member of Steering Committee for the Bond Attorneys' Workshop, 1997-2000

American Bar Association, Taxation Section

Chair of Tax-Exempt Financing Committee, 2001-2003

Chair of Subcommittee on Governmental Bonds 1997-1999

Chair of Task Force on Change in Use 1995-1997

State Bar of California, Taxation Section, Executive Committee

Member, 1997-2000; Income/Other Taxes Committee, Co-Chair, 1994-1996

CDIAC, Member of Technical Advisory Committee, 2002-2006

Project Manager, California Investment Primer.

Select Panels:

California Debt and Investment Advisory Commission (Assessment and Mello-Roos bond Seminar)

California Redevelopment Association, Seminar Regarding Private Activity Regulations

National Association of Bond Lawyers, Tax Seminar

National Association of Bond Lawyers, Bond Attorneys Workshop

National Association of Bond Lawyers, Arbitrage Seminar

California Redevelopment Association — Seminar Regarding Private Activity Regulations

Coalition for Adequate School Housing ("CASH") (Private Activity Regulations—Mello-Roos Bonds)

EXHIBIT B

K-14 BOND ISSUANCES OVER THE PAST THREE YEARS

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
2021			
January 12	Berryessa Union School District	Election of 2020 GO Bonds, Series A	BC/DC
January 13	Baldwin Park Unified School District	2018 GO Bonds, Series 2020	BC/DC
January 20	San Jose Unified School District	2021 GO Refunding Bonds	BC/DC
January 27	Fremont Unified School District	Election of 2014 GO Bonds, Series D	BC/DC
February 3	Escondido Union School District	2021 GO Refunding Bonds	BC/DC
February 10	Mt. San Jacinto Community College District	Election of 2014 GO Bonds, Series C	BC/DC
February 11	Fremont Unified School District	2021 GO Refunding Bonds	BC/DC
February 16	Stifel Nicolaus & Co.	Alisal Union SD 2021 Refunding COPs	UC
February 18	Lennox School District	GO Bonds, Series 2020	BC/DC
February 18	Lennox School District	GO Refunding Bonds	BC/DC
February 18	San Luis Obispo County Community College District	Election of 2014 GO Bonds, Series C	BC/DC
February 25	Marin Community College District	2020 GO Refunding Bonds	BC/DC
March 3	Golden Valley Unified School District	2021 COPs (2021 School Financing Project)	BC
March 9	San Mateo Union High School District	Election of 2020 GO Bonds, Series B	BC/DC
March 9	Sierra Joint Community College District	Election of 2018 GO Bonds, Series B (SFID No. 4)	BC/DC
March 9	Sierra Joint Community College District	2021 GO Refunding Bonds	BC/DC
March 11	RBC Captal Markets Tustin Unified School District	2021 GO Refunding	UC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
March 18	Sausalito Marin City School District	2020 GO Bonds	BC/DC
March 24	Whittier Union High School District	2020 GO Bonds, Series A	BC/DC
March 25	Riverside Unified School District	CFD No. 33 Special Tax Bonds	DC
March 26	Cal Ed Notes Program	2020-21 Mid-Year TRANs	BC/DC
March 30	Chaffey Joint Union High School District	Election of 2012 GO Bonds, Series F	BC/DC
March 29	JP Morgan Securities	San Diego School 2020-21 Mid-Year TRANs	UC
March 31	California Community College District	TRANs Program FY 2020-21 Note Participations, Series A (Federally Taxable)	BC/DC
April 6	Moreland School District	Election of 2020 General Obligation Bonds, Series A & A-1	BC/DC
April 6	Orcutt Union School District	2021 BANs	BC/DC
April 8	La Habra City Elementary School District	Election of 2012 GO Bonds, Series E	BC/DC
April 14	Lucia Mar Unified School District	2021 Refunding COPs	SC/DC
April 14	Piper Sandler & Co.	Escalon USD 2021 GO Refunding Bonds	UC
April 15	Bonita Unified School District	2021 GO Refunding Bonds	BC/DC
April 20	Community College League of California	2020-21 TRANs	SC/DC
April 20	Raymond James	Rio Elementary SD CFD No. 1 2021 Special Tax Refunding Bonds	UC
April 21	Foothill-De Anza Community College District	2020 GO Bonds	BC/DC
April 21	Foothill-De Anza C Community College District	2021 GO Refunding Bonds	BC/DC
April 21	Pasadena Unified School District	2020 General Obligation Bonds, Series A	BC/DC
April 28	Inglewood Unified School District	2021 General Obligation Refunding	BC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
		Bonds	
May 5	Placentia-Yorba Linda USD	2020 GO Refunding Bonds	BC/DC
May 6	San Bernardino City Unified School District	2020-21 TRANs	BC/DC
May 11	Sequoias Community College District (College of the Sequoias)	2021 General Obligation Refunding Bonds	BC/DC
May 11	Sequoias Community College District (College of the Sequoias)	2021 GO Bonds, Election of 2008, SFID 3 (Tulare Area)	BC/DC
May 12	Ohlone Community College District	2021 General Obligation Refunding Bonds	BC/DC
May 20	Mountain View Whisman SD	2021 GO Refunding Bonds	BC/DC
May 26	Las Lomitas School District	General Obligation Bonds, Series C	BC/DC
May 26	Norwalk-La Mirada USD	Election of 2014 General Obligation Bonds, Series E	BC/DC
May 27	Downey Unified School District	General Obligation Bonds, Series C	BC/DC
May 27	Downey Unified School District	2021 General Obligation Refunding Bonds	BC/DC
May 27	Riverside Community College District	2021 General Obligation Refunding Bonds	BC/DC
May 27	Santa Clarita Community College District	2021 General Obligation Refunding Bonds	BC/DC
June 3	Grossmont-Cuyamaca CCD	2021 General Obligation Refunding Bonds	BC/DC
June 3	Grossmont-Cuyamaca CCD	General Obligation Bonds, Election of 2012, Series 2021C	BC/DC
June 8	South Monterey County Joint Union High School District	Election of 2018 SFID #1 General Obligation Bonds, Series B	BC/DC
June 8	South Monterey County Joint Union High School District	Election of 2018 SFID #2 General Obligation Bonds, Series B	BC/DC
June 9	Huntington Beach Union High School District	2021 Refunding Certificates of Participation	SC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
June 10	Huntington Beach Union High School District	2021 General Obligation Refunding Bonds	SC/DC
June 28	Riverside Unified School District	2021 Refunding Lease	SC
June 29	Carlsbad Unified School District	General Obligation Bonds, Series B	BC/DC
June 30	Orange Unified School District	OPEB Bonds, Series 2021	BC/DC
June 30	Moreno Valley Unified School District	Election of 2014 General Obligation Bonds, Series C	BC/DC
July 6	Napa Valley Unified School District	2021-22 Tax and Revenue Anticipation Notes	BC/DC
July 7	Mt. Pleasant Elementary School District	2020 General Obligation Bonds, Series A	BC/DC
July 8	Placentia-Yorba Linda Unified School District	2021 Refunding Certificates of Participation (Forward Delivery)	BC/DC
July 15	Fillmore Unified School District	2016 Election, General Obligation Bonds, Series C	BC/DC
July 20	Jefferson Elementary School District	2021 Workforce Housing Project (COPs)	SC/DC
August 4	Belmont-Redwood Shores School District	2021 General Obligation Refunding Bonds, Series B	BC/DC
August 4	San Mateo Union High School District	2021-22 Tax and Revenue Anticipation Notes	BC/DC
August 5	Lynwood Unified School District	Election of 2012 GO Bonds, Series E	BC/DC
August 5	San Bernardino Community College District	2021 General Obligation Refunding Bonds	BC/DC
August 11	Chabot-Las Positas Community College	2021 General Obligation Refunding Bonds	BC/DC
August 11	Chabot-Las Positas Community College	Election of 2016 General Obligations Bonds, Series B	BC/DC
August 12	El Camino Community College District	Election of 2012 GO Bonds, Series 2021D	BC/DC
August 17	Napa Valley Unified School District	2021 General Obligation Refunding Bonds	BC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
August 18	El Monte Union High School District	Election of 2008 General Obligation Bonds, Series E	BC/DC
August 18	El Monte Union High School District	Election of 2018 General Obligation Bonds, Series B	BC/DC
August 18	Merced Community College District	Election of 2002 GO Bonds, Series 2021 (SFID No. 1)	BC/DC
August 25	Monterey Peninsula Community College District	2020 General Obligation Bonds, Series A	BC/DC
August 31	Antelope Valley Community College District	2021 GO Refunding Bonds	BC/DC
September 2	RBC Capital Markets	Glendale USD 2021 Refunding	UC
September 8	Loma Prieta Joint Union Elementary School District	Election of 2018 General Obligation Bonds, Series B	BC/DC
September 14	Marin Community College District	2021 General Obligation Refunding Bonds, Series B	BC/DC
September 21	San Mateo Union High School District	2021 General Obligation Refunding Bonds	BC/DC
September 23	Fremont Unified School District	2021 GO Refunding Bonds, Series B	BC/DC
September 23	Hope Elementary School District	2021 GO Refunding Bonds	BC/DC
September 29	Milpitas Unified School District	2021 General Obligation Bonds (Election of 2018, Series B)	BC/DC
September 30	Charter Oak Unified School District	2021 GO Refunding	BC/DC
Oct 6	Solano Community College District	2021 General Obligation Refunding Bonds	BC/DC
Oct 6	Solano Community College District	Election of 2012 GO Bonds, Series E	BC/DC
Oct 11	Citigroup Global Markets, Inc.	2021 Berkeley USD Refunding Bonds	UC
Oct 13	Palomar Community College District	2021 General Obligation Refunding Bonds	BC/DC
Oct 13	Piper Sandler & Co.	Manteca SD 2021 GO Bonds	UC
Oct 14	Duarte Unified School District	Election of 2020 General Obligation Bonds, Series A	BC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
Oct 20	Ocean View Elementary School District	General Obligation Bonds, Series C	BC/DC
Oct 29	Escondido Union High School District	2021 Refunding Lease	BC
Nov 1	Claremont Unified School District	2021 Refunding Lease	BC
Nov 16	Inglewood Unified School District	Election of 2020 General Obligation Bonds, Series A	BC/DC
Nov 18	Little Lake City School District	2021 General Obligation Refunding Bonds, Series A and Series B	BC/DC
Nov 18	Moreno Valley Unified School District	CFD 2018-1 Special Tax Bonds, Series 2021	DC
Nov 23	Cerritos Community College District	Election of 2012 General Obligation Bonds, Series 2021D	BC/DC
Nov 23	Glendale Community College District	2021 General Obligation Refunding Bonds	BC/DC
Nov 30	Compton Community College District	2021 General Obligation Refunding Bonds	BC/DC
Dec 9	Central School District	2021 General Obligations Refunding Bonds	BC/DC
2020			
January 28	Lynwood Unified School District	Election of 2016 GO Bonds, Series B	BC/DC
January 30	Corona-Norco Unified School District	2020 Refunding Lease	BC/DC
February 4	Mt. San Antonio Community College District	2019 Taxable GO Refunding Bonds	BC/DC
February 13	Ocean View Elementary School District	Election of 2016, GO Bonds, Series B *(Competitive)*	BC/DC
February 19	Roseville Joint Union HSD	Election of 2016 GO Bonds, Series C	BC/DC
February 19	Roseville Joint Union HSD	SFID No. 1, Election of 2007 GO Bonds, Series D	BC/DC
February 26	Hilltop Securities, Inc.	Salida Union SD 2020 Refunding Certificates of Participation	UC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
February 27	Caruthers Unified School District	2020 GO Refunding Bonds	BC/DC
March 4	Escondido Union High School District	Forward Delivery COP	BC
March 10	Stifel Nicolaus & Company, Inc.	Susanville SD 2020 GO Refunding Bonds	UC
March 12	Antelope Valley Community College District	2019 GO Refunding Bonds	BC/DC
March 12	Antelope Valley Community College District	Election of 2016, Series B	BC/DC
March 12	Piper Jaffray & Co.	Pasadena Area CCD 2020 Refunding	UC
March 17	Lynwood Unified School District	2020 Taxable GO Refunding Bonds	BC/DC
March 17	Mountain View-Whisman School District	2019 GO Refunding Bonds (Taxable)	BC/DC
March 25	Kern Community College District	2020 Refunding Lease Purchase Agreement	BC
April 1	Chaffey Community College District	2020 GO Refunding Bonds	BC/DC
April 2	Escondido Union School District	Election of 2014, General Obligation Bonds, Series C	BC/DC
April 2	Salinas Union High School District	Election of 2016, Series B	BC/DC
April 9	Gavilan Community College District	2020 TRANS, Series B	BC/DC
April 15	Raymond James	Rio School District 2020 GO Bonds	UC
April 28	La Cañada Unified School District	Election of 2017, Series B (Federally Tax-Exempt)	BC/DC
April 28	La Cañada Unified School District	2020 GO Refunding Bonds (Federally Taxable)	BC/DC
May 4	Stifel Nicolaus & Company, Inc.	Chino USD 2020 General Obligation Refunding Bonds	UC
May 5	Piper Sandler & Co.	Fowler USD 2020 Refunding and 2016 Series B	UC
May 6	Portola Valley School District	2020 General Obligation Refunding Bonds (Delayed Delivery)	BC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
May 6	Stifel Nicolaus & Company, Inc.	East Side UHSD 2020 Refunding GO Bonds	UC
May 7	Corona-Norco Unified School District	CFD Refunding (04-1 and 05-1)	BC/DC
May 7	Golden Valley Unified School District	Election of 2006, GO Bonds, Series C	BC/DC
May 12	San Dieguito Union High School District	2020 GO Refunding Bonds (Federally Taxable)	DC
May 13	Allan Hancock Joint Community College District	2020 GO Refunding Bonds	BC/DC
May 13	Allan Hancock Joint Community College District	Election of 2016, GO Bonds, Series F	BC/DC
May 13	Claremont Unified School District	GO Bonds, Series C	BC/DC
May 14	Mountain View-Whisman School District	2020 General Obligation Bonds	BC/DC
May 19	Desert Sands Unified School District	2020 General Obligation Refunding Bonds	BC/DC
May 19	Mountain View-Whisman School District	2020 General Obligation Bonds, Series A & Series A-1	BC/DC
May 19	San Mateo-Foster City School District	2020 GO Refunding Bonds	BC/DC
May 21	Compton Community College District	2020 GO Refunding Bonds, Series A (Federally Taxable) & Series B (Federally Taxable – 2023 Crossover)	BC/DC
June 2	San Joaquin Delta Community College District	2020 GO Refunding Bonds	BC/DC
June 4	Hope Elementary School District	GO Bonds, Election of 2020, Series 2020A	BC/DC
June 4	Victor Valley Community College District	Election of 2008 General Obligation Bonds, Series D	BC/DC
June 9	College of the Sequoias Community College District	2020 GO Refunding Bonds	BC/DC
June 10	RBC Capital Markets	Castaic Union School District 2020	UC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
		COPs	
June 10	San Mateo Union High School District	2020 GO Bonds	BC/DC
June 11	Orinda Union School District	Measure I 2018 GO Bonds	BC/DC
June 11	Orinda Union School District	Measure E 2018 GO Bonds	BC/DC
June 11	Lucia Mar Unified School District	Election of 2016 GO Bonds, Series C	BC/DC
June 16	McFarland Unified School District	2020 General Obligation Bonds	BC/DC
June 16	San Jose-Evergreen CCD	Election of 2016, GO Bonds, Series B & B-1	BC/DC
June 25	Cerritos Community College District	2020 GO Refunding Bonds (Federally Taxable)	BC/DC
June 25	Los Alamitos Unified School District	2020 GO Refunding Bonds	BC/DC
June 25	Orcutt Union School District	2016 GO Bonds, Series B	BC/DC
June 25	Orcutt Union School District	2020 GO Refunding Bonds	BC/DC
July 1	Glendale Community College District	2020 GO Refunding Bonds	BC/DC
July 1	Glendale Community College District	Election of 2016 GO Bonds, Series B	BC/DC
July 2	Santa Barbara USD	2020-21 Tax and Revenue Anticipation Notes	BC/DC
July 7	Napa Valley Unified School District	2020-2021 Tax and Revenue Anticipation Notes	BC/DC
July 7	Eureka City School District	Measure S GO Bonds, Election of 2014, Series 2020	BC/DC
July 7	San Bernardino Community College District	2020 GO Refunding Bonds (Federally Taxable)	BC/DC
July 7	RBC Capital Markets	Cloverdale USD 2020 G.O. Refunding Bonds	UC
July 13	Los Alamitos Unified School District	Measure K, GO Bonds, Series F	BC/DC
July 13	Los Alamitos Unified School District	Measure G, GO Bonds, Series B	BC/DC
July 21	Santa Barbara Unified School District	2020 GO Refunding Bonds, Series A & Series B (Federally Taxable)	BC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
July 29	Hanford Joint Union High School	2020 GO Refunding Bonds	BC/DC
July 29	Hanford Joint Union High School	Election of 2016 GO Bonds, Series B	BC/DC
July 30	Hartnell Community College District	2016 GO Bonds, Series B	BC/DC
August 4	Corona-Norco Unified School District	2020 GO Refunding Bonds	BC/DC
August 4	Roseville Joint Union High School District	2020 COPs	BC/DC
August 4	Piper Sandler & Co	Citrus CCD GO Refunding Bonds, 2020 Series A	UC
August 5	Milpitas Unified School District	2020-21 TRANs	BC/DC
August 5	Milpitas Unified School District	020 GO Refunding Bonds	BC/DC
August 8	CAL ED Notes Program	2020-21 Tax and Revenue Anticipation Notes	BC/DC
August 18	Corona-Norco Unified School District	CFD No. 17-1	BC/DC
August 18	Mt. San Antonio Community College District	Election of 2018 GO Bonds Series B	BC/DC
August 18	Mt. San Antonio Community College District	Election of 2008 GO Bonds Series D	BC/DC
August 19	Coast Community College District	OPEB Lease	BC/DC
August 24	El Segundo Unified School District	Election of 2018 GO Bonds, Series B	BC/DC
September 2	Walnut Valley Unified School District	Election of 2016 GO Bonds, Series B	BC/DC
September 2	Piper Sandler & Co.	Rancho Santiago CCD GO Refunding Bonds, 2020 Series A-1 & Santa Ana College Improvement District No. 1, GO Refunding Bonds, 2020 Series A-2	UC
September 8	MiraCosta Community College District	2016 General Obligation Bonds, Series B	BC/DC
September 9	Desert Sands Unified School District	2020 GO Bonds	BC/DC
September 10	West Covina Unified School District	GO Bonds, Series B	BC/DC

Date	School District	Financing	Role Bond Counsel (BC) Disclosure Counsel (DC) Underwriter's Counsel (UC)
September 16	Fairfax School District	2020 GO Refunding Bonds	BC/DC
September 17	Alvord Unified School District	2020 GO Refunding Bonds	BC/DC
September 22	Centralia School District	General Obligations Bonds, Series B	BC/DC
September 24	Saugus Union School District	Measure EE Bonds, Series C	BC/DC
September 27	San Bernardino City Unified School District	2020 GO Refunding Bonds, Series A	BC/DC
September 27	San Bernardino City Unified School District	2020 GO Refunding Bonds, Series B	BC/DC
September 27	San Bernardino City Unified School District	Election of 2012 GO Bonds Series F	BC/DC
September 27	San Bernardino City Unified School District	Election of 2012 GO Bonds Series G	BC/DC
September 30	Hueneme School District	2020 General Obligation Bonds	DC
October 6	McFarland Unified School District	2020 General Obligation Refunding Bonds	BC/UC
October 15	Gavilan Community College District	Election of 2016 GO Bonds Series B & B-1	BC/DC
October 19	El Camino Community College District	Series C 2018 GO Bonds	BC/DC
October 22	Kern Community College District	Election of 2016 GO Bonds, Series C	BC/DC
October 22	Kern Community College District	2020 GO BANs	BC/DC
October 27	Jefferson Elementary School District	Election of 2018 GO Bonds, Series B	BC/DC
October 27	Jefferson Elementary School District	2020 GO Refunding Bonds	BC/DC
October 28	Colton Joint Unified School District	Election of 2008 GO Bonds, Series E	BC
October 28	Colton Joint Unified School District	2020 GO Refunding Bonds	BC
November 4	Duarte Unified School District	2020 GO Refunding Bonds	BC/DC

2019			
January 29	Riverside Unified School District	2019 Refunding Certificates of Participation	BC/DC
January 29	Merced Union High School District	Election of 2008 General Obligation Bonds, Series E	BC/DC
January 29	Mt. San Antonio Community College District	Measure RR 2019 Bond Anticipation Notes	BC/DC
January 31	Muroc Joint Unified School District	2016 General Obligation Bonds, Series C	BC/DC
February 5	Sierra Community College District	Election of 2018 General Obligation Bonds, Series A	BC/DC
February 5	Downey Unified School District	General Obligation Bonds Series B *(Competitive)*	BC/DC
February 6	RBC Capital Markets LLC	Cloverdale Unified School District 2018A	UC
February 7	Marin Community College District	2019 Workforce Housing (Certificates of Participation)	BC/DC
February 7	Marin Community College District	General Obligation Bonds, Series B Series B-1	BC/DC
February 13	Loma Prieta Joint Union Elementary School District	Election of 2018 General Obligation Bonds, Series A	BC/DC
February 27	Desert Sands Unified School District	Election of 2014, Series 2019 General Obligation Bonds	BC/DC
February 27	Santa Barbara Unified School District	SFID No. 1-2016 General Obligation Bonds Series B	BC/DC
February 27	Santa Barbara Unified School District	2016 GO Bonds Series B	BC/DC
February 28	Victor Elementary School District	CFD 2005-2 Mello Roos Funding	BC/DC
March 7	Moreno Valley USD	CFD No. 2015-2 (Bella Cortina) Special Tax Bonds, 2019 Series A	DC
March 7	Moreno Valley Unified School District	CFD No. 2015-3 (Athens) Special Tax Bonds, 2019 Series A	DC
March 7	Hawthorne School District	2018 General Obligation Bonds, Series A *(Competitive)*	BC/DC
March 14	Piper Jaffray & Co.	San Leandro USD 2019 GO Bonds	UC
March 14	Raymond James	Rio School District 2019 GO Bonds	UC
March 19	RBC Capital Markets LLC	Northern Humboldt Union High School District Series A	UC

March 20	Ontario-Montclair School District	2016 General Obligation Bonds, Series B	BC/DC
March 26	Fillmore Unified School District	Election of 2016 General Obligation Bonds, Series B *(Competitive)*	BC/DC
March 27	Hanford Elementary School District	Election of 2016 General Obligation Bonds, Series B	BC/DC
March 27	Lemoore Union High School District	2016 General Obligation Bonds, Series B	BC/DC
March 28	South Monterey County Joint Union High School	Facility and Safety Bonds, Measure Q	BC/DC
March 28	South Monterey County Joint Union High School	Classroom Upgrade Bonds, Measure R	BC/DC
April 2	Cupertino Union School District	Election of 2012 General Obligation Bonds, Series D *(Competitive)*	BC/DC
April 3	Portola Valley School District	2018 General Obligation Bonds, Series 2019A	BC/DC
April 4	Mt. San Antonio Community College District	2018 General Obligation Bonds	BC/DC
April 11	Ohlone Community College District	General Obligation Bonds, Series D	BC/DC
April 11	West Valley-Mission Community College District	2018 General Obligation Bonds	BC/DC
April 18	Gavilan Community College District	2018 General Obligation Bonds, Series A & Series A-1	BC/DC
April 18	Stifel Nicolaus & Company, Inc.	Central Union High SD 2019 GO Bonds	UC
April 25	Raymond James	Santa Maria-Bonita SD 2019 GO Bonds	UC
April 30	Jefferson Elementary School District	2018 General Obligation Bonds, Series A	BC/DC
May 1	Yosemite Unified School District	Refinancing Lease	BC
May 7	Allan Hancock Joint Community College District	General Obligation Bonds, Series E	BC/DC
May 8	Milpitas Unified School District	2018 General Obligation Bonds, Series A *(Competitive)*	BC/DC
May 9	Los Alamitos Unified School District	General Obligation Bonds, Election of 2018, Series A (SFID No. 1) *(Competitive)*	BC/DC
May 9	Los Alamitos Unified School District	General Obligation Bonds, Election of	BC/DC

		2008, Series F (SFID No. 1) *(Competitive)*	
May 22	Perris Union High School District	2019 Certificates of Participation	BC/DC
May 29	RBC Capital Markets	Modesto City ESD 2019 GO Bonds	UC
June 4	El Monte Union High School District	2018 General Obligation Bonds, Series A	BC/DC
June 6	Piper Jaffray & Co.	Dinuba Unified School District Certificates of Participation	UC
June 12	Victor Elementary School District	General Obligation Bonds, Series C	BC/DC
June 13	Raymond James	Santa Maria-Bonita School District Refunding COPs	UC
June 19	Baldwin Park Unified School District	General Obligation Bonds, Election of 2006, Series 2019	BC/DC
June 25	North Orange County Community College District	General Obligation Bonds, Series B	BC/DC
June 26	El Segundo Unified School District	2018 General Obligation Bonds	BC/DC
June 26	Placentia-Yorba Linda Unified School District	2019 General Obligation Refunding Bonds	BC/DC
June 26	Stifel Nicolaus & Company, Inc.	Luther Burbank SD General Obligation Bonds, Election of 2018, Series 2019C	UC
June 27	Beverly Hills Unified School District	Election of 2018 General Obligation Bonds, Series A	BC/DC
June 27	Carlsbad Unified School District	2018 General Obligation Bonds	BC/DC
June 27	Cerritos Community College District	General Obligation Bonds, Series 2019C	BC/DC
June 27	Chaffey Joint Union High School District	Election of 2012 General Obligation Bonds, Series D	BC/DC
June 27	Lucia Mar Unified School District	2019 Lease Refinancing	BC
June 27	Napa Valley Unified School District	2019 Certificates of Participation	BC
June 27	Norwalk-La Mirada Unified School District	Election of 2014 General Obligation Bonds Series D	BC/DC
June 27	San Bernardino City Unified School District	2019 Certificates of Participation	BC/DC
July 2	Napa Valley Unified School District	2019 Tax and Revenue Anticipation Notes	BC/DC
July 2	Santa Barbara Unified School District	2019-20 Tax and Revenue Anticipation	BC/DC

		Notes	
July 11	Butte-Glenn Community College District	General Obligation Bonds, Series B	BC/DC
July 25	Perris Union High School District	2018 General Obligation Bonds Election	BC/DC
July 25	Victor Elementary School District	2019 Special Tax Revenue Bonds CFD 2004-1	BC
July 31	Folsom Cordova Unified School District	SFID No. 3 General Obligation Bonds, Series D *(Competitive)*	BC/DC
July 31	Riverside Unified School District	2019 Special Tax Revenue Bonds CFD No. 20	BC
July 31	Riverside Unified School District	2019 Special Tax Revenue Bonds CFD No. 26	BC
August 7	California Education Notes Program	2019-20 Tax and Revenue Anticipation Notes	STC/DC
August 7	Stifel Nicolaus & Company, Inc.	Kings Canyon Joint Unified School District 2019 General Obligation Refunding Bonds	UC
August 13	Kern Community College	2019 Refunding General Obligation Bonds	BC/DC
August 14	San Mateo Union High School District	2019 Refunding General Obligation Bonds	BC/DC
August 14	RBC Capital Markets LLC	Jefferson Union High School District COPs	UC
August 20	Hawthorne School District	2019 General Obligation Refunding Bonds*(Competitive)*	BC/DC
August 20	Hawthorne School District	2018 General Obligation Bonds, Series B *(Competitive)*	BC/DC
August 27	Bret Harte Union High School District	Election of 2008 General Obligation Bonds, Series D	BC/DC
August 27	Bret Harte Union High School District	2019 General Obligation Refunding Bonds	BC/DC
August 27	Hawthorne School District	2019 Certificates of Participation *(Competitive)*	STC/DC
August 29	Alameda City Unified School District	Election of 2014 General Obligation Bonds, Series C	BC/DC
August 29	Santa Clarita Community College District	Election of 2016 General Obligation Bonds, Series 2019	BC/DC

September 4	Beverly Hills Unified School District	2019 Taxable General Obligation Refunding Bonds	BC/DC
September 5	Covina-Valley Unified School District	2019 General Obligation Refunding Bonds	BC/DC
September 9	RBC Capital Markets LLC	Tamalpais Union HSD GO Refunding Bonds	UC
September 10	Union Elementary School District	Election of 2014 General Obligation Bonds, Series E	BC/DC
September 12	Morgan Stanley & Co. LLC	Contra Costa CCD 2019 GO Refunding Bonds	UC
September 12	Morgan Stanley & Co. LLC	Contra Costa CCD 2019 General Obligation Bonds, Series B	UC
September 12	Pasadena Unified School District	2019 General Obligation Refunding Bonds	BC/DC
September 24	Chaffey Community College District	2019 General Obligation Refunding Bonds	BC/DC
September 24	Chaffey Community College District	Election 2018 Series A and A-1	BC/DC
September 25	Tahoe-Truckee Unified School District	2019 Certificates of Participation	BC/DC
September 26	Ohlone Community College District	2019 General Obligation Refunding Bonds (Federally Taxable)	BC/DC
September 26	RBC Capital Markets LLC	Azusa USD 2019 GO Bonds	UC
September 26	RBC Capital Markets LLC	Azusa USD 2019 GO Refunding Bonds	UC
October 1	San Jose-Evergreen Community College District	2019 General Obligation Refunding Bonds	BC/DC
October 2	Anaheim City School District 2010	General Obligation Bonds, Election of 2010, Series 2019 *(Competitive)*	BC/DC
October 3	Shasta-Tehama-Trinity Joint Community College District	Election of 2016 General Obligation Bonds, Series B & Series B-1	BC/DC
October 8	Cabrillo Community College District	2019 General Obligation Refunding Bonds	BC/DC
October 9	McFarland Unified School District	2019 General Obligation Refunding Bonds	BC/DC
October 9	RBC Capital Markets LLC	Brentwood Union SD GO Bonds, Election of 2016, Series 2019	UC
October 9	Stifel Nicolaus & Company, Inc.	Rosemead SD 2019 GO Refunding Bonds, Series A	UC

October 13	Del Mar Union School District	2019 General Obligation Bonds	DC
October 16	San Diego Community College District	2019 General Obligation Bonds	BC/DC
October 17	Moreno Valley Unified School District	CFD No. 2017-1 (Meadowcreek) Special Tax Bonds, 2019 Series A	DC
October 17	Piper Jaffray & Co.	Imperial CCD 2019 General Obligation Bonds	UC
October 21	Corona-Norco Unified School District	Election of 2014 General Obligation Bonds, Series C	BC/DC
October 21	Corona-Norco Unified School District	2019 Taxable General Obligation Refunding Bonds	BC/DC
October 22	Burlingame School District	2016 General Obligation Bonds, Series B	BC/DC
October 22	Burlingame School District	2019 General Obligation Refunding Bonds	BC/DC
October 29	Inglewood Unified School District	Election of 2012, General Obligation Bonds, Series C	BC/DC
October 31	RBC Capital Markets LLC	Ventura County Community College District 2019 GO Refunding Bonds	UC
November 6	Cupertino Unified School District	2019 General Obligation Refunding Bonds *(Competitive)*	BC/DC
November 7	San Mateo Union High School District	2019 General Obligation Refunding Bonds, Series B (Federally Taxable)	BC/DC
November 12	Sonoma County Junior Community College District	2019 General Obligation Refunding Bonds	BC/DC
November 12	Sonoma County Junior Community College	Election of 2014 General Obligation Bonds, Series B	BC/DC
November 13	Napa Valley Unified School District	2016 General Obligation Bonds, Series C *(Competitive)*	BC/DC
November 14	Riverside Community College District	Election of 2004 General Obligation Bonds, Series F	BC/DC
November 14	Riverside Community College District	2019 General Obligation Refunding Bonds	BC/DC
November 21	Baldwin Park Unified School District	2019 Refunding General Obligation Bonds	BC/DC
November 26	Mountain View Whisman School District	2019 General Obligation Refunding Bonds (Taxable)	BC/DC
November 27	Solano Community College District	2019 Refunding General Obligation	BC/DC

		Bonds	
December 5	Chaffey Joint Union High School District	Election of 2012 General Obligation Bonds, Series E	BC/DC
December 5	Chaffey Joint Union High School District	General Obligation Refunding Bonds	BC/DC
December 10	Piper Jaffray & Co	Weaver Union School District 2019 General Obligation Bonds	UC
December 10	Temple City Unified School District	2019 GO Refunding Bonds (Federally Taxable)	BC/DC
December 10	Temple City Unified School District	2012 GO Bonds Series C (Federally Tax-Exempt)	BC/DC
December 11	Cabrera Capital Markets, LLC	El Rancho USD Election of 2016 GO Bonds, Series 2019B (Federally Tax-Exempt) and 2019 GO Refunding Bonds (Federally Taxable)	UC
December 12	San Bernardino Community College District	2018 GO Bonds	BC/DC
December 12	San Bernardino Community College District	2020 GO Refunding Bonds	BC/DC
December 19	Orange Unified School District	OPEB Refunding Bonds	BC/DC
December 17	Coast Community College District	Election Of 2012 GO Bonds, Series 2019F (Federally Tax-Exempt)	BC/DC
December 17	Coast Community College District	2019 GO Refunding Bonds (Federally Taxable)	BC/DC
December 17	Riverside Community College District	CFD No. 34 Special Tax Bonds, Series 2019	DC
December 17	Riverside Unified School District	Election of 2016 GO Bonds, Series B	BC/DC
December 17	Riverside Unified School District	2020 GO Refunding Bonds (Taxable)	BC/DC
December 18	Stifel Nicolaus & Company, Inc.	Adelanto ESD 2019 Refunding COPs	UC
December 18	Stifel Nicolaus & Company, Inc.	Adelanto ESD CFD No. 1, Special Tax Bonds, Series 2019	UC
December 18	Stifel Nicolaus & Company, Inc.	Adelanto ESD CFD No. 2, Special Tax Bonds, Series 2019	UC
December 19	Mt. Pleasant Elementary School District	Election of 2018 GO Bonds, Series A	BC/DC
December 30	Los Angeles Community College District	Election of 2008 GO Bonds, Series K	BC

December 30	Los Angeles Community College District	Election of 2016 GO Bonds, Series B	BC

EXHIBIT C

MALPRACTICE INSURANCE

CERTIFICATE OF INSURANCE

Number 4068

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend or alter the coverage afforded by the policy described below.

INSURED:	Stradling Yocca Carlson & Rauth 660 Newport Center Drive Newport Beach, CA 92660 Federal ID #: 95-3347002
INSURER:	Attorneys Insurance Mutual Risk Retention Group, Inc.
COVERAGE:	This is to certify that the policy of insurance listed below has been issued to the Insured named above for the period indicated. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain, the insurance afforded by the policy described herein is subject to all terms, exclusions and conditions of such policy. The policy does provide coverage for claims arising out of securities transactions subject to all terms and conditions of the policy. The limit shown may have been reduced by paid claims.
TYPE OF INSURANCE:	Professional Liability
POLICY NUMBER:	IP-0000-18/2021
POLICY PERIOD:	July 1, 2021 to July 1, 2022 (12:01 a.m.)
LIMIT:	A minimum of $1,000,000 per claim and in the aggregate including defense costs excess of a self-insured retention. See attached schedule.
CANCELLATION:	Should the above described policy be canceled before the expiration date thereof, the issuing company will mail 60 days written notice to the certificate holder named below. Failure to mail such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives.
CERTIFICATE HOLDER:	
ISSUED BY:	Attorneys Insurance Mutual Risk Retention Group, Inc.
DATE ISSUED:	July 1, 2021

Kim Varner

AUTHORIZED REPRESENTATIVE
Amethyst Captive Insurance Solutions, Inc.

CERTIFICATE OF INSURANCE

Attachment to Certificate No. 4068

Layer	Limit	Insurer
Primary	$1 million each claim and in the aggregate	Scottsdale Insurance Company, Evanston Insurance Company, Aspen Specialty Insurance Company, Lloyds of London - Chubb UK, Lloyds of London – Munitus Syndicate, Liberty Mutual Insurance Europe Ltd. SE, QBE Specialty Insurance Company, Attorneys Insurance Mutual Risk Retention Group, Inc.and Aon Client Treaty (ACT) each for their respective percentages.

AUTHORIZED REPRESENTATIVE
Amethyst Captive Insurance Solutions, Inc.

EXHIBIT D

EXECUTED ACKNOWLEDGEMENT OF ADDENDUM TO RFQ

ALUM ROCK
UNION ELEMENTARY SCHOOL DISTRICT
2930 Gay Avenue, San José, CA 95127 · Phone: 408-928-6800 · Fax: 408-928-6416 · www.arusd.org

ADDENDUM 1 FOR RFQ No. 2122 – BUS03

Bond Counsel Services

Q & A

Q. The referenced RFQ requires respondents to identify any term or condition of the Agreement that Respondent requests modifying, deleting, or adding. I was unable to locate a copy of the Agreement as part of the RFQ, and do not see it as part of the linked materials at the website that was provided (https://www.arusd.org/district/departments/business-services/purchasing/bids). Would it be possible to obtain a copy of the Agreement?

A. *If a firm(s) is selected by our Board of Trustees that firm(s) would then receive a copy of the agreement to "identify any term or condition of the Agreement that Respondent requests modifying, deleting, or adding".*

Please submit a signed copy of this addendum with your RFQ response.

Company Name: Stradling Yocca Carlson & Rauth

Signature: [signature]

Print Name: Carlos Villafuerte Date: 2/28/22.

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