

**STATEMENT OF QUALIFICATIONS TO PROVIDE  
BOND COUNSEL AND DISCLOSURE SERVICES**

is respectfully submitted to

**Alum Rock Union Elementary School District**

in connection with its

**Request for Qualifications**

**RFQ No. 2122-BUS03**

February 24, 2022



Contact: Diane K. Quan, Partner

Telephone: (213) 236-9050

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Appendix A – Hawkins California K-12 Education Financings 2019

Appendix B – Evidence of Malpractice Insurance

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February 24, 2022

Ms. Kolvira Chheng  
Assistant Superintendent, Business Services  
2930 Gay Avenue  
San Jose, CA 95127

RE: Request for Qualifications  
RFQ No. 2122-BUS03 for Bond Counsel Services  
Alum Rock Union Elementary School District

Dear Ms. Chheng:

Hawkins Delafield & Wood LLP ("Hawkins" and the "Firm") appreciates the opportunity to present this Statement of Qualifications (the "Statement") to the Alum Rock Union Elementary School District (the "District") in response to the Request For Qualifications ("Request") dated February 4, 2022.

For more than 160 years, Hawkins has maintained a reputation for excellence, timeliness, discretion and ethical service in the highly visible representation of many of the nation's governmental bodies and agencies and the world's leading financial institutions. Hawkins is the only national law firm in the United States whose practice is devoted exclusively to public finance and public projects, and we have more attorneys exclusively devoted to the full-time practice of public finance and projects than any other law firm in the country. **Hawkins has been among the leading Bond Counsel and Underwriters' Counsel in the nation and in the State of California for many years.** We offer a proven, historic commitment to public finance, and a determination to remain a major force within the public finance industry by continuing to provide preeminent service to our clients. We believe that our California experience, coupled with our national practice, provides us with a great depth and breadth of experience in the area of public finance. **Hawkins has extensive experience serving as Bond Counsel and Disclosure Counsel to infrequent issuers and we are keenly aware of the concerns that may pertain to such issuers.**

Hawkins is highly qualified to perform the services described in the Request for the following reasons.

- **Hawkins is among the most experienced public finance law firms in the nation and the State, and we consistently maintain top tier national and State rankings.** In 2021, Hawkins was among the top five Bond Counsel firms and the number two Underwriters' Counsel firm in the nation. Attorneys at the Firm have significant experience in all areas of public finance, including all manner of

education financings. The Firm is one of the top public finance practices in the State and we are committed to expanding our practice and services to address our clients' public finance needs.

- **The Firm has extensive experience in California education financings** for public and private, non-profit educational institutions. In addition to those school districts for whom we served as Bond Counsel, Disclosure Counsel and Underwriter's Counsel on general obligation bond issuances, the Firm's public agency clients include the **Los Angeles Unified School District**, the **Long Beach Unified School District**, the **Compton Unified School District**, the **County of Los Angeles Office of Education** in connection with its Certificates of Participation and Tax and Revenue Anticipation Notes programs, which are issued on behalf of numerous school districts and community college districts and the **County of San Diego**, which issues Tax and Revenue Anticipation Note Participations on behalf of the various school districts throughout San Diego County.

- **General obligation financings have been a principal focus of the Firm's practice for many decades.** The Firm has substantial experience in general obligation bond financings as Bond Counsel, Disclosure Counsel and Underwriters' Counsel in connection with issuances by the State of California (the "State") and its various departments and agencies, and cities, counties and school districts and community college districts throughout the State.

- **We have industry-leading experience with federal tax laws.** Hawkins has 11 tax partners devoted exclusively to public finance, which is the municipal industry's largest tax department specializing in public finance.

- **Hawkins has preeminent experience with the federal securities laws applicable to disclosure documents of municipal issuers.** We have considerable experience as Disclosure Counsel to public issuers and are uniquely qualified to advise clients regarding primary and secondary market disclosure under the federal securities laws. We routinely provide federal securities law training to large and small issuers alike, ensuring that our clients are familiar with the applicable rules and standards.

Hawkins has built its reputation on providing seasoned advice and critical perspective to municipal clients in part by remaining focused on all aspects of our clients' financings. We return telephone calls promptly, review, comment to and distribute documents in a timely manner and adjust our schedules to make partners of the Firm available for meetings and conference calls. Further, we work closely with our clients' staff, advisors and consultants in a professional and collegial manner to ensure a seamless, concerted approach to achieving our clients' goals. We have a proven track record of outstanding client service.

The Firm respectfully proposes that Bond Counsel and Disclosure Counsel services be under the direct supervision of Diane K. Quan, a public finance partner based in our Los Angeles office (333 South Grand Avenue, Suite 3650, Los Angeles, California 90071; (213) 236-9068). Additionally, Russell A. Miller, a tax partner based in our San Francisco office (One Embarcadero Center, Suite, 3820, San Francisco, California 94111; (415) 486-4200), is proposed as the responsible tax partner. We are prepared to dedicate the time and resources necessary to accommodate District's schedule and we are confident of our ability to provide these legal services at competitive rates.

Thank you for the opportunity to submit this Statement. Please call me should you wish to discuss any matters that are not covered in this Statement or to obtain clarification on any particular point. We very much hope to work with the District as Bond Counsel and Disclosure Counsel on its contemplated financing.

Very truly yours,

HAWKINS DELAFIELD & WOOD LLP

By:   
Diane K. Quan, Partner

## A. Qualifications

### i. Please provide the following:

- a. Company Name – Hawkins Delafield & Wood LLP
- b. Address – 333 South Grand Avenue Suite 3650 Los Angeles, California 90071
- c. Telephone – (213) 236-9050
- d. Email – [dquan@hawkins.com](mailto:dquan@hawkins.com)
- e. Website – [www.hawkins.com](http://www.hawkins.com)
- f. Name and email of main contact – Diane K. Quan | [dquan@hawkins.com](mailto:dquan@hawkins.com)
- g. Federal Tax I.D. Number – 13-5513990
- h. Type of organization – Partnership

**Hawkins Delafield & Wood LLP** is a limited liability partnership. Our principal office is located at 7 World Trade Center, 250 Greenwich Street New York, New York 10005 ((212) 820-9300) with three offices in California, including the Los Angeles office referenced above.

### ii. Briefly summarize the qualifications of your firm and its experience with California school district bond financings.

#### a. A brief description and history of the firm.

Hawkins is a limited liability partnership that was founded in 1854 and has been a nationally recognized Bond Counsel firm for more than 160 years. Hawkins, which currently has 51 partners and 21 associate lawyers, has the largest public finance practice in the country, with more attorneys engaged in full-time practice of public finance and projects than any other law firm in the country. Hawkins is consistently ranked among the top public finance firms nationally and in the State of California (the “State”). **Hawkins is the second leading Bond Counsel and the leading Underwriters’ Counsel in the nation for all time. The Firm is the number one Underwriters’ Counsel in the State and has been for many years.** Representation of state and local governments and public agencies is the core of our practice. This concentration of expertise constitutes an unparalleled resource for our clients. The Firm’s involvement with a broad range of public finance clients enables the Firm to utilize innovative ideas and concepts developed in one area of public finance and apply them in other areas.

The Firm has three offices in California, in Los Angeles, Sacramento and San Francisco, and offices in New York City, Portland, Oregon, Washington, D.C., Newark, New Jersey, Hartford, Connecticut, Ann Arbor, Michigan and Raleigh, North Carolina. Our New York office is our corporate headquarters. ***Hawkins is the only national law firm in the United States whose practice is devoted exclusively to public finance and public projects.***

**National Finance Experience.** Hawkins has served as Bond Counsel, Disclosure Counsel and Underwriters’ Counsel in connection with all types of complex tax-exempt and taxable financings nationally and in California. The Firm’s broad and varied experience in all aspects of public finance provides us with thorough familiarity with the terms and conditions generally required by the municipal markets and the rating agencies for successful financings. Typical transactions in which the Firm has participated, and continues to participate, include general obligation bond financings, certificates of participation financings, tax and revenue anticipation note financings, sales tax bond financings and lease revenue financings for a full range of equipment and real estate projects and for various governmental purposes, such as housing, schools,

highways and governmental buildings, tax assessment financings, tax allocation bond financings, education financings, revenue financings for water and sewer, solid waste disposal and resource recovery, refundings, redevelopment and industrial development bond financings, transportation financings, nonprofit healthcare and hospital financings, conduit financings, public power financings, student loan financings, convention center financings, and financings for commercial development, dock and wharf facilities and other exempt facilities.

**California Public Finance Experience.** Hawkins is among the most experienced public finance law firms in the State. The Firm is consistently ranked as one of the top Bond Counsel, Disclosure Counsel and Underwriters' Counsel firms in the State. Our public finance experience in the State includes representation of many issuers for the full spectrum of projects. These include general obligation bond financings, short-term cash flow financings, all types of revenue financings for water, solid waste disposal and resource recovery and public power, transportation financings, including those secured by sales tax revenues, assessment and special tax financings, certificates of participation and lease revenue financings for a full range of equipment and real estate projects for various governmental purposes, such as housing, highways, schools and governmental buildings, refundings, industrial development bond financings, education financings, nonprofit healthcare financings, conduit financings, student loans financings, financings for commercial development, and many other types of financings for projects financed by public agencies in the State. Our California experience, coupled with our national practice, provides us with a depth and breadth of experience in the area of public finance unmatched by other firms.

We have participated in transactions as Bond Counsel, Disclosure Counsel and Underwriters' Counsel in connection with financings for issuers such as the **State of California and its various agencies and departments**, the **Tulare County Transportation Authority**, the **Los Angeles Unified School District**, the **Long Beach Unified School District**, the **California Infrastructure and Economic Development Bank**, the **California Statewide Communities Development Authority** and the **California Municipal Finance Authority**, the **Counties of Los Angeles, Fresno, Humboldt, Kern, Mendocino, Orange, Riverside, Sacramento, San Bernardino, San Diego, Shasta, Stanislaus and Tulare**, the **Cities of Los Angeles, Manhattan Beach, San Diego, San Jose and Tulare**, the **City and County of San Francisco**, the **Los Angeles County Metropolitan Transportation Authority**, the **Los Angeles County Office of Education**, **The Metropolitan Water District of Southern California**, the **Los Angeles County Development Authority**, the **Housing Authority of the City of Los Angeles**, and the **Long Beach Unified School District**.

**California School District Bond Financings.** Education financings have been a principal focus of the Firm's practice for many decades. The number and variety of educational providers represented by the Firm and our continuing involvement in the development of new financing tools for these clients demonstrate our leadership in this area. Hawkins represents clients in the education sector which range from local school districts, community college districts and offices of education to state agencies, national service corporations and colleges and universities. Our education finance practice includes general obligation bonds, certificates of participation, revenue bonds, cash flow financings and pooled financing programs.

The Firm's public agency clients which issue bonds for educational purposes in California include the **Los Angeles Unified School District**, **Long Beach Unified School District**, **Compton Unified School District**, **California Infrastructure and Economic Development Bank**, **State of California Public Works Board**, **Glendale Community College District**, **Santa Monica Community College District**, **County of Los Angeles Office of Education**, **Glendale Unified School District** and **Pasadena Area Community College District**. This financing experience includes general obligation bonds, certificates of participation and other lease revenue financings, tax and revenue anticipation notes and all other debt obligations issued by public school districts in the State. Our education financing experience also includes financings for non-profit educational institutions, often through public conduit agencies which issue bonds on behalf of these schools.

**Tax Practice.** Hawkins has one of the municipal industry's largest and most experienced tax departments devoted primarily to public finance, consisting of seven partners and several tax associates and financial analysts. In addition to reviewing financing transactions for compliance with the tax laws, our tax department actively participates in the development of new financing structures and programs. Some of the issues arising in our tax practice include disclosure questions relating to the offering of specialized debt instruments, the qualification of programs for tax-exempt financing, the investment and expenditure of bond proceeds, permitted uses of bond-financed projects, post-closing disposition of bond-financed property and compliance with the arbitrage rebate requirements. Because we have done and continue to do so many transactions throughout the State and the country, we have been exposed to a wide variety of tax issues. Also, Hawkins has successfully represented numerous issuers before the Internal Revenue Service (the "IRS") in connection with audits and voluntary settlements, as well as in connection with self-correcting remedial actions. Our tax department also closely monitors and actively participates in the federal tax legislative and regulatory process and obtained numerous private letter rulings on federal tax issues on behalf of its clients. Our financial services department, consisting of analysts and computer programmers, works in collaboration with the Firm's tax department to provide our clients with an in-house financial analysis capability that is rarely matched by other firms.

**Federal Securities Laws Experience.** Hawkins has an excellent reputation for its experience in federal securities law and disclosure matters relating to public finance. Several partners of the Firm are leading members of the federal municipal law securities bar and are involved with the National Association of Bond Lawyers and other industry groups in various activities and leadership positions in the area of federal securities law. **Our national public finance practice, which covers the entire breadth of the diverse practice area of municipal finance, affords us a unique perspective on disclosure matters under the federal securities laws.** Our familiarity with financings of all types, together with our federal securities law expertise, allows us to assist issuers in anticipating potential disclosure issues and resolving them at the proper time. Further, should the District elect a negotiated financing, our work as Underwriters' Counsel to many investment bankers for municipal finance transactions of all kinds has provided us with the experience necessary to prepare and negotiate bond purchase agreements and understand and respond to the regulatory requirements imposed on broker-dealers.

We have prepared Official Statements and other disclosure documents in each of our various roles in public finance transactions. We advise clients regarding compliance with the continuing disclosure requirements of Securities and Exchange Commission (the "SEC") Rule 15c2-12.

We have also provided disclosure training to many issuers. The Firm has been engaged by various governmental entities in California, including the **Counties of Los Angeles, Tulare, Shasta, Merced and Humboldt, the Los Angeles Unified School District, Los Angeles Community College District, the State Water Resources Control Board, the City and County of San Francisco, and the Cities of Los Angeles and San Diego**, to provide training to their staff, officials and other representatives in connection with their disclosure obligations. Our demonstrable excellence in securities law and disclosure matters relating to public finance is underscored by the fact that the Firm has been called upon for advice in complex and demanding situations where continued market access of municipalities is in jeopardy.

**b. Number of years the firm has been in business and date firm was established under its given name.**

The Firm originated with the law firms founded in 1854 by Dexter A. Hawkins and in 1857 by Lewis L. Delafield, Sr. These firms merged as Hawkins & Delafield in 1892. In 1945, the Firm adopted its present name when Franklin S. Wood joined the Firm and continued the tradition of the Firm's involvement with large public authorities.

**c. Number of employees (licensed attorneys, paralegal/technical/administrative support).**



The Firm currently employs a workforce of 147 people. There are 81 licensed attorneys, 11 paralegals, 6 technical and 49 clerical staff in our nine offices who work full-time or in support of the Firm's municipal finance and public contracts/finance practices, including a specialized public-private partnership ("P3") practice, representing only governmental entities. Our offices are staffed as follows:

<u>Office</u>	<u>Attorneys</u>	<u>Staff</u>
Los Angeles, CA	5	2
San Francisco, CA	6	2
Sacramento, CA	1	
New York, NY	44	53
Newark, NJ	11	4
Washington, D.C.	4	1
Hartford, CT	1	
Ann Arbor, MI	2	1
Portland, OR	6	4
Raleigh, NC	1	

**d. Location of the office where the bulk of services solicited will be performed.**

Matter related to the District would be handled from our Los Angeles office (333 South Grand Avenue, Suite 3650, Los Angeles, California 90071) for Bond Counsel and Disclosure Counsel services and from our San Francisco office (One Embarcadero Center, Suite 3820, San Francisco, California 94111) for Tax Counsel services.

**iii. Provide a detailed list of your firm's California K-12 education bond financings over the past three years wherein your firm served as Bond Counsel, Disclosure Counsel, or Underwriter's Counsel.**

Attached as **Appendix A** is a list of the Firm's California K-12 education financings since 2019.

**B. Personnel**

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

Work on all District matters would be under the supervision of Diane Quan, who would work with Russell Miller, the proposed primary tax partner. Ms. Quan would be the person directly responsible for Bond Counsel and Disclosure Counsel services for the proposed financing, including attention to matters related to federal securities laws, the drafting and review of legal documents and technical bond matters. Russell Miller of our San Francisco office would be the tax partner responsible for this engagement. Additional assistance will be available from Christina Togle, a partner in the Los Angeles office, and Kyle Reynolds, an experienced associate in the Los Angeles office. Other partners, associates and paralegals will be available and assigned as needed to ensure that the full breadth of the Firm's resources is available to the District. The following are brief resumes for each attorney proposed to be principally involved in the District's anticipated financings.

**Diane K. Quan, Partner.** Preparatory Education – Yale College, Yale University (B.A. 1995); Legal Education – UCLA School of Law (J.D. 2000); Bar Number 209470. Contact Information 333 South Grand Avenue, Suite 3650, Los Angeles, California 90071; (213) 236-9050; dquan@hawkins.com. Ms.

Quan has over two decades of securities and governance experience. She joined the Firm in 2002 as an associate attorney and became a partner of the Firm in 2007. Ms. Quan has participated in the full panoply public finance transactions, including revenue bond, lease revenue financings, cash flow financings, general obligation bond financings, pension obligation bonds, pooled financings, multifamily housing financings, tobacco settlement securitization financings, water and wastewater financings, state revolving fund financings, financings for school districts and education agencies, commercial paper financings and conduit financings for 501(c)(3) borrowers. Ms. Quan has participated as Bond Counsel and Disclosure Counsel for a variety of issuers, including the Counties of San Bernardino, Los Angeles and San Diego, the Cities of Los Angeles, Manhattan Beach, San Diego, Newport Beach and Azusa, The Metropolitan Water District of Southern California, the Walnut Valley Water District, the California Municipal Finance Authority and the Los Angeles Unified School District. Ms. Quan has also served or participated as Underwriter's Counsel to various major investment banking firms in connection with a variety of financings in the State. Ms. Quan is a member of the California State Bar and her professional affiliations include the American Bar Association and the National Association of Bond Lawyers.

**Russell A. Miller, Partner.** Preparatory Education – University of Southern California (B.S. 1981); Legal Education – University of Santa Clara (J.D. 1984) and New York University (LL.M. in Taxation, 1987); Bar Number 116792. Contact Information – One Embarcadero Center, San Francisco, California 94111; (415) 486-4202; rmiller@hawkins.com. Mr. Miller joined the Firm in 2000 as a partner after working at other firms since 1984. Mr. Miller specializes in federal tax law applicable to municipal financings, including tax-exempt bonds such as general obligation bonds, revenue, health care, private activity, working capital and special tax bonds, certificates of participation, and pooled financings and the financing of economic development and redevelopment projects and projects through the issuance of special obligation revenue bonds, water and wastewater utilities, traditional municipal projects, solid waste and transportation infrastructure. Mr. Miller has served as Bond Counsel on financings for the Counties of San Bernardino and Fresno, the Cities of San Diego and Los Angeles, the Los Angeles Unified School District and many other school districts in the State. Mr. Miller is a member of the Bars of the States of California and New York and his professional affiliations include the American Bar Association and the National Association of Bond Lawyers.

**Christina Togle, Partner** – Preparatory Education – University of the Philippines (B.S. in Business Economics, 1996); Legal Education – Ateneo de Manila University School of Law (J.D., 2000) and Georgetown University Law Center (LL.M., 2005). Ms. Togle has advised state and local governments, special districts, cultural institutions, educational institutions, healthcare systems, underwriting firms, and lenders on tax-exempt and taxable financings. She has represented clients on public offerings and private placements. Ms. Togle has served as Bond Counsel, Disclosure Counsel or underwriter's counsel in general obligation financings, pension obligation bonds, water and sewer financings, lease financings, tax and revenue anticipation notes, housing financings and financings for cultural, higher education, K-12, healthcare and other nonprofit institutions. Ms. Togle also focuses on municipal securities law and disclosure and has served as Disclosure Counsel to the City and County of San Francisco since 2010 and the County of Santa Clara since 2006. In this capacity, she works closely with clients in drafting the offering documents and assists them in post-issuance securities law compliance. Ms. Togle is a member of the National Association of Bond Lawyers and currently serves on the Board of Directors of the Asian Americans in Public Finance.

**Kyle Reynolds, Associate** – Preparatory Education – California Polytechnic University, San Luis Obispo (B.S. in Physics, 2011); Legal Education – University of California, Irvine School of Law (J.D., 2015). Mr. Reynolds joined Hawkins in August 2017, prior to which he served as a law clerk to Magistrate Judge Richard L. Puglisi at the United States District Court for the District of Hawaii. He has participated in a variety of transactions, including revenue bond financings, tax and revenue anticipation note financings, multi-family housing financings, conduit financings for 501(c)(3) borrowers, general obligation bond financings, certificates of participation and lease revenue bond financings, and commercial paper financings. Mr. Reynolds has participated in financings for many issuers in California including the Counties of Los

Angeles, San Diego, Sacramento, and Tulare, the Cities of Los Angeles, San Diego, and Sacramento, and the Los Angeles County Development Authority. Mr. Reynolds has also participated as Bond Counsel and Disclosure Counsel on numerous school district financings, including for the Los Angeles Unified School District, Long Beach Unified School District, Los Angeles County Office of Education and various school districts in the County of San Diego. Mr. Reynolds has also participated as Underwriters' Counsel to various major investment firms on financings in California. Mr. Reynolds is a member of the California State Bar and the National Association of Bond Lawyers.

### C. References

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

Luis Buendia  
Deputy Chief Financial Officer  
Los Angeles Unified School District  
333 South Beaudry Avenue, 26<sup>th</sup> Floor  
Los Angeles, California 90017  
Telephone: (213) 241-7889  
Email: luis.buendia@lausd.net

Michelle Crichlow  
Debt Finance Manager  
County of San Diego  
1600 Pacific Highway, Room 164  
San Diego, CA 92101  
Telephone: (619) 531-6403  
Email: michele.crichlow@sdcounty.ca.gov

Yumi Takahashi  
Chief Business & Financial Officer  
Long Beach Unified School District  
1515 Hughes Way  
Long Beach, California 90810  
Telephone: (562) 997-8189  
Email: ytakahashi@lbschools.net

### D. Legal Issues

- i. **Is there now pending any legal action alleging malpractice or violations of law in connection with an offering of municipal securities in a California transaction against the firm, any partner of the firm or any attorney employed by the firm? Please describe each such pending action.**

There is no pending legal action alleging malpractice or violations of law in connection with an offering of municipal securities in a California transaction against the Firm, any partner of the Firm or any attorney employed by the Firm.

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

There have not been any settlements or judgments involving such actions within the last five years.

- iii. **Are there pending legal or disciplinary matters involving such actions against the firm by any state or federal regulatory agency? Please describe. Please include information about any criminal indictments or convictions against the firm or its attorneys where the charges involved an offering of municipal securities anywhere in the United States. Also include**

**information about any material pending legal action, or settlement, or judgment involving a claim of fraud, whether civil or criminal.**

There are no pending legal or disciplinary matters involving such actions against the Firm by any state or federal regulatory agency, nor are there any criminal indictments or convictions against the Firm or its attorneys. There are no pending legal action or settlement or judgment against the Firm involving a claim of fraud, whether civil or criminal.

#### **E. Conflicts of Interest**

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

The Firm does not practice civil litigation and does not represent any party which is, or may become, an adverse party against the District. We are not aware of any existing or potential conflict of interests which would or may arise from a relationship with or representation of other parties that may affect our objectivity.

#### **F. Malpractice Insurance**

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

See attached **Appendix B.**

#### **G. Fees**

The scope of services outlined in the RFP is consistent with our view of our responsibilities as Bond Counsel and Disclosure Counsel, and we are prepared to assist the District in each of the tasks identified in this scope of services.

The Firm proposes a fixed fee of \$55,000 for Bond Counsel and Disclosure Counsel services, regardless of whether that issuance is under Measure J, Measure I or both. We also propose \$2,500 in anticipated out-of-pocket costs and expenses (e.g., production of transcripts of the financing), as approved by the District. The payment of fees and expenses would be contingent upon the closing of the respective financing.

#### **H. Rationale for Selection**

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

##### **1) Firm Strength and Stability; At the Forefront of Public Finance**

Hawkins is among the most experienced public finance law firms in the nation and the State of California, and we consistently maintain top tier national and State rankings. In addition, our growth in California over the last 25 years has made us one of the top public finance practices in the State. As evidenced by our ranking in the very top tier of the nation's leading public finance law firms, we are

thoroughly familiar with the terms and conditions required by the municipal markets and the rating agencies for successful financings.

At Hawkins, public finance is not a “department” — we are a public finance firm. All of the attorneys practicing at Hawkins specialize in public finance, participating in a wide range of public finance transactions as Bond Counsel, Disclosure Counsel, underwriter's counsel, special counsel, issuer counsel, tax counsel, special tax counsel and procurement and contract counsel. Hawkins has a deep and long-standing institutional commitment to public finance and has more experienced public finance and tax attorneys able to work on the Department's bond transactions and related municipal matters than any other law firm. Also, since Hawkins is primarily a public finance law firm, the Firm, from management down through the ranks, understands the needs of municipal entities and values the relationship and trust placed in the Firm by our municipal entity clients.

Because of the number, diversity and nature of issuers with whom we work as Bond Counsel, as Underwriters' Counsel, Disclosure Counsel or as Special Tax Counsel, our attorneys consistently address emerging issues earlier, more often and in a greater variety of contexts than other firms. Our varied client base and the breadth and diversity of our public finance practice will keep us at the forefront of the public finance industry and allow us to continue to provide expert services to our clients with the innovation and efficiency that has made Hawkins one of the premier public finance law firms in the country. Public finance is the core of the Firm's practice and we are committed to maintaining and expanding our practice and services to address our clients' public finance needs.

## **2) Work with Infrequent Issuers**

Hawkins has extensive experience working with infrequent issuers who may seek specific guidance and insight into the bonding and disclosure process. By way of example, we served as (i) as Bond Counsel and Disclosure Counsel in connection with the \$17,300,000 Puente Basin Water Agency (Los Angeles County, California) Water Revenue Bonds, 2013 Series A (Walnut Valley Water District Project), which were issued by the Puente Basin Water Agency for the benefit of the Walnut Valley Water District to finance various capital improvements to the District's water system and (ii) as Bond Counsel and Disclosure Counsel to the District of Azusa in connection with its \$8,715,000 City of Azusa Water System Refunding Revenue Bonds, Series 2012A and \$5,820,000 City of Azusa Electric System Refunding Revenue Bonds, Series 2012B, which financing included the issuance of refunding bonds to refund outstanding certificates of participation.

As Disclosure Counsel responsible for preparing the official statement, we review all publicly available information to ensure continuity in an issuer's disclosure materials and actively diligence information relayed to us to ensure an accurate and complete disclosure document. We work to ensure that the scope of disclosure comports with SEC standards. Further, the breadth and depth of our experience permits us to review the District's offering document relative to those of similarly situated entities in the market and advise on topics and issues that may be of concern from a disclosure perspective. In this regard, we endeavor to prepare initial drafts of documents (including the Preliminary Official Statement) that include the various topics and questions that we expect to be of interest and/or concern to the District and to potential bondholders. Our experience is that comprehensive initial drafts can help to shorten financing schedules and inform the group as to the universe of concerns to be considered. We would then expect to review the documents with financing team and distribute revised documents in a timely manner to accommodate multiple review sessions prior to release of the draft documents to rating agencies. We would continue to update the documents for posting and simultaneously prepare closing documents and related materials so that minimal turn-around time is required upon pricing. After pricing, we would distribute revised documents for review and sign-off, at which point we would coordinate execution.

## **3) Prompt, Reliable Guidance and Attention to Detail**

We have the experience, expertise and acumen essential to respond to the Department's most complex questions in a timely and cost-effective manner. At Hawkins, we staff every assignment cost effectively with expertise and experience and with a limited or no learning curve. We can document, coordinate and conduct the closing of the Department's transactions under the most demanding time schedule.

Hawkins provides seasoned advice and critical perspective to municipal clients in part by remaining focused on all aspects of our clients' financings, never losing sight of the importance of reliable guidance, timely delivery of work product and attention to detail in the successful completion of a financing. To that end, we return telephone calls promptly, review, comment to and distribute documents in a timely manner and adjust our schedules to make partners of the Firm available for meetings and conference calls. Further, we work closely with our clients' staff, advisors and consultants in a professional and collegial manner to ensure a seamless, concerted approach to a successful financing. We are prepared to dedicate the time and resources necessary to accommodate the Department's schedule. Hawkins has built its reputation on providing seasoned advice and critical perspective to municipal clients.

#### **4) Significant Experience with respect to General Obligation Bonds and Education Financings**

**We have significant experience with respect to general obligation bonds and education financings.** Our work as Bond Counsel on general obligation financings includes transactions for some of the largest and smallest districts in the State, including Los Angeles Unified School District, Long Beach Unified School District and Compton Unified School District. This experience includes preparation of ballot and other material for voter approved bond authorizations. In addition, our education finance practice in the State includes various types of financings for a variety of public and private institutions as Bond Counsel, Underwriter's Counsel and Disclosure Counsel. This experience provides us with an understanding of the complex financial and legal issues that affect California's school districts.

#### **5) Preeminent Experience with Federal Securities Laws and Federal Tax Laws**

**Hawkins has preeminent experience with the federal securities laws** and their application to municipal finance founded on our national experience in all areas of public finance. The Securities and Exchange Commission's attention to disclosure by public agencies has increased significantly over the last few years. We have considerable experience as Disclosure Counsel to public issuers and are uniquely qualified to advise public issuers regarding primary disclosure and compliance with the continuing disclosure requirements of Rule 15c2-12 of the Securities and Exchange Commission.

Further, Hawkins has 11 tax attorneys devoted primarily to public finance, which is the municipal industry's largest tax department specializing in public finance. In particular, the tax attorneys in our San Francisco office have significant experience providing advice on complex tax matters relating to California bond issues and refunding. Hawkins' active tax practice deals with specialized and technical federal, state and local tax issues arising in connection with the Firm's public finance and project finance practices. In addition to reviewing financing transactions for compliance with the tax laws, our tax department actively participates in the development of new financing structures and programs. Some of the issues arising in our tax practice include disclosure questions relating to the offering of specialized debt instruments, the qualification of programs for tax-exempt financing, the investment and expenditure of bond proceeds, permitted uses of bond-financed projects, post-closing disposition of bond-financed property and compliance with the arbitrage rebate requirements. Because we have done and continue to do so many transactions throughout the State and the country, we have been exposed to a wide variety of tax issues. Hawkins has also successfully represented numerous issuers before the IRS in connection with audits and voluntary settlements, as well as in connection with self-correcting remedial actions.

**I. Addendum**

Attached as **Appendix C** is the executed Addendum 1 for RFQ No. 2122 – BUS03.

## **APPENDIX A**

Hawkins Delafield & Wood LLP

California K-12 Education Financings since 2019



## Hawkins Delafield & Wood LLP

### California K-12 Education Bond Financings since 2019

DATE	AMOUNT (\$)	ISSUER	ISSUE	ROLE	TYPE
5/29/2019	594,605,000	Los Angeles Unified School District	General Obligation Refunding Bonds Series A 2019	BC	General Obligation/Education
7/11/2019	6,125,000	California Municipal Finance Authority	2019 Tax-Exempt Loan (The Pegasus School)	BC	501(c)(3)/Education
7/30/2019	97,015,000	County of San Diego and San Diego County School Districts	Tax and Revenue Anticipation Note Program, Note Participation Series 2019	BC/DC	Cash Flow/Education
8/28/2019	56,045,000	County of Los Angeles Office of Education	2019-20 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series A-1	BC	Cash Flow/Education
8/28/2019	31,745,000	County of Los Angeles Office of Education	2019-20 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series A-2	BC	Cash Flow/Education
8/29/2019	299,996,079	Compton Unified School District	General Obligation Bonds, 2015 Election, 2019 Series B	BC/DC	General Obligation/Education
9/5/2019	150,000,000	Long Beach Unified School District	Election of 2008 General Obligation Bonds, Series F	BC/DC	General Obligation/Education
9/5/2019	300,000,000	Long Beach Unified School District	Election of 2016 General Obligation Bonds, Series B	BC/DC	General Obligation/Education
10/31/2019	4,550,000	California Municipal Finance Authority	Tax-Exempt Loan (The Pegasus School) 2019 Series B	BC	501(c)(3)/Education
10/31/2019	17,960,000	County of Los Angeles Office of Education	Certificates of Participations 2019 Series A (Compton Unified School District)	BC	Education/Infrastructure
11/5/2019	66,060,000	California Infrastructure and Economic Development Bank	Revenue Bonds (The Colburn School) Series 2019	UC	Education
4/7/2020	20,000,000	California Municipal Finance Authority	2020 Tax-Exempt Loan (The Buckley School)	BC	501(c)(3)/Education
4/29/2020	39,402,000	California Statewide Communities Development Authority	2020 Tax-Exempt Loan (Viewpoint School)	BC	501(c)(3)/Education
4/30/2020	942,940,000	Los Angeles Unified School District	General Obligation Bonds, Series RYQ (2020) (Dedicated Unlimited Ad Valorem Property Tax Bonds)	BC	General Obligation/Education
5/12/2020	94,950,000	West Contra Costa Unified School District	2020 General Obligation Refunding Bonds (Federally Taxable)	UC	General Obligation/Education
6/17/2020	65,000,000	West Contra Costa Unified School District	General Obligation Bonds, 2012 Election, 2020 Series E	UC	General Obligation/Education
6/17/2020	65,000,000	West Contra Costa Unified School District	General Obligation Bonds, 2010 Election, 2020 Series F	UC	General Obligation/Education

DATE	AMOUNT (\$)	ISSUER	ISSUE	ROLE	TYPE
7/15/2020	6,500,000	California Municipal Finance Authority	2020A Tax-Exempt Loan (Winward School)	BC	501(c)(3)/Education
7/15/2020	18,140,000	California Municipal Finance Authority	2020B Tax-Exempt Loan (Winward School)	BC	501(c)(3)/Education
7/16/2020	3,000,000	California Municipal Finance Authority	2020 Tax-Exempt Loan (The Sequoyah Educational Center)	BC	501(c)(3)/Education
8/25/2020	80,195,000	County of San Diego and San Diego County School Districts	Tax and Revenue Anticipation Note Program Note Participations, Series 2020	BC/DC	Cash Flow/Education
8/26/2020	54,635,000	County of Los Angeles Office of Education	2020-21 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series A	BC	Cash Flow/Education
10/6/2020	302,000,000	Los Angeles Unified School District	2020 General Obligation Refunding Bonds, Series A (Dedicated Unlimited Ad Valorem Property Tax Bonds)	BC	General Obligation/Education
10/21/2020	35,000,000	California Statewide Communities Development Authority	2020 Tax-Exempt Loan (The Head-Royce School)	BC	501(c)(3)/Education
10/27/2020	28,390,000	Los Angeles Unified School District	Refunding Certificates of Participation, 2020 Series A	BC	Education
11/10/2020	1,057,060,000	Los Angeles Unified School District	General Obligation Bonds, Measure Q, Series C 2020 (Dedicated Unlimited Ad Valorem Property Tax Bonds)	BC	General Obligation/Education
12/1/2020	25,000,000	California Statewide Communities Development Authority	2017 Tax-Exempt Loan (The California School of Mechanical Arts - Lick-Wilmerding High School; Refunding Loan and Construction Loan)	BC	501(c)(3)/Education
12/17/2020	23,000,000	California Municipal Finance Authority	Tax-Exempt Loan Series 2020B (The Buckley School)	BC	501(c)(3)/Education
1/21/2021	4,106,000	California Municipal Finance Authority	2021 Tax-Exempt Loan (Trinity School)	BC	501(c)(3)/Education
2/17/2021	186,195,000	County of Los Angeles Office of Education	2020-21 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series B	BC	Cash Flow/Education
2/18/2021	28,250,000	California Public Finance Authority	Tax Exempt Loan (The Branson School)	BC	501(c)(3)/Education
3/16/2021	46,915,000	County of Los Angeles Office of Education	Certificates of Participation 2021 Series A (Hacienda La Puente Unified School District)	BC	Education/Infrastructure
3/25/2021	11,029,977	California Municipal Finance Authority	2021 Loan (Ecole Bilingue)	BC	501(c)(3)/Education
3/29/2021	99,500,000	County of San Diego and San Diego County School Districts	Tax and Revenue Anticipation Note Program Note Participations, Series 2021B-2	BC/DC	Cash Flow/Education
3/29/2021	2,900,000	County of San Diego and San Diego County School Districts	Tax and Revenue Anticipation Note Program Note Participations, Series 2021B-1	BC/DC	Cash Flow/Education
4/14/2021	38,950,000	County of Los Angeles Office of Education	2020-21 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series C-3	BC	Cash Flow/Education
4/14/2021	18,280,000	County of Los Angeles Office of Education	2020-21 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series C-1	BC	Cash Flow/Education

DATE	AMOUNT (\$)	ISSUER	ISSUE	ROLE	TYPE
4/14/2021	56,080,000	County of Los Angeles Office of Education	2020-21 Pooled Tax and Revenue Anticipation Notes Participation Certificates Series C-2	BC	Cash Flow/Education
4/21/2021	40,000,000	California Municipal Finance Authority	2021 Tax-Exempt Loan (Saint Francis High School of Mountain View, California)	BC	501(c)(3)/Education
4/29/2021	196,310,000	Los Angeles Unified School District	2021 General Obligation Refunding Bonds, Series A	BC	General Obligation/Education
6/11/2021	1,257,000	County of Shasta	Millville Elementary School District - Grant Anticipation Notes 2021	BC	Education/Cash Flow
6/17/2021	8,715,000	West Contra Costa Unified School District	2021 General Obligation Refunding Bonds, Series A	UC	General Obligation/Education
6/17/2021	140,935,000	West Contra Costa Unified School District	2021 General Obligation Refunding Bonds, Series B	UC	General Obligation/Education
7/15/2021	69,120,000	West Contra Costa Unified School District	General Obligation Bonds, 2020 Election, 2021 Series A-1	UC	General Obligation/Education
7/15/2021	5,880,000	West Contra Costa Unified School District	General Obligation Bonds, 2020 Election, 2021 Series A-2	UC	General Obligation/Education
8/25/2021	16,165,000	County of Los Angeles Office of Education	2021-22 Pooled Tax and Revenue Anticipation Notes Participation Certificates, Series A	BC	Cash Flow/Education
8/26/2021	62,500,000	County of San Diego and San Diego County School Districts	Tax and Revenue Anticipation Note Program Note Participations, Series 2021A (Federally Taxable)	BC/DC	Cash Flow/Education
9/22/2021	27,000,000	California Public Finance Authority	Tax-Exempt Loan (Marin Academy)	BC	501(c)(3)/Education
10/6/2021	3,500,000	California Statewide Communities Development Authority	2014 Tax-Exempt Loan (Marin Primary & Middle School)	BC	501(c)(3)/Education
11/10/2021	432,425,000	Los Angeles Unified School District	2021 General Obligation Bonds Series RYRR	BC	General Obligation/Education
11/10/2021	48,855,000	Los Angeles Unified School District	2021 General Obligation Refunding Bonds Series B	BC	General Obligation/Education

## **APPENDIX B**

### Evidence of Malpractice Insurance



February 18, 2022

Alum Rock  
Union Elementary School District  
2930 Gay Avenue  
San Jose, CA 95127

To Whom It May Concern:

Re: RFQ No. 2122-BUS03 for Bond Counsel Services

### **CONFIRMATION OF INSURANCE**

We hereby confirm that Hawkins Delafield & Wood LLP has Professional Liability Coverage under Policy LPL-1893-2022 with limits of liability not less than \$1,000,000 per claim and \$1,000,000 in the aggregate with the right, under stated conditions, to purchase extended reporting rights upon termination of such Policy by ALAS.

The Policy effective date is from January 1, 2022 to January 1, 2023.

The Policy provides coverage for the practice of securities law.

Such Policy is subject to the terms, conditions, limitations and exclusions stated therein.

**ATTORNEYS' LIABILITY ASSURANCE SOCIETY LTD.,  
A RISK RETENTION GROUP**

A handwritten signature in black ink that reads "Anne M. Mahoney". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

By:  
Anne M. Mahoney  
Assistant Director of Underwriting

Date: 2/18/2022

311 S. Wacker Drive, Suite 5700  
Chicago, IL 60606-6629  
tel 312.697.6900  
fax 312.697.6901

[alas.com](http://alas.com)

## **APPENDIX C**

Addendum 1 for RFQ No. 2122 – BUS03



# 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: Hawkins Delatfield & Wood LP

Signature: 

Print Name: DIANE K. QUAN Date: 2/23/22

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