

Via Email

Dear Invitee:

Re: [Insert District Name]  
2010-11 Tax and Revenue Anticipation Notes

The [Insert District Name] (the “District”) is soliciting proposals for bond counsel services to assist the District with the issuance of its 2010-11 Tax and Revenue Anticipation Note (TRANs) financing (the “Notes”).

[Add paragraph with summary information on the District, including the current short-term ratings for the District applicable to a note financing]

[Add paragraph describing the purpose of the note financing: *ex The Notes will be used to finance the operating cash flow deficit of the District in Fiscal Year 2010-11. The Notes will mature on (insert date), with the interest and principal payment secured by the income, revenue and cash receipts of the District attributable to Fiscal Year 2010-11.*]

Bond counsel will have the responsibility to perform the functions usually associated with the issuance of a school district TRANs financing. These bond counsel services will likely include, but will not be limited to: preparation of necessary legal documents; issuance of an opinion as to the legality and validity of the Notes; assisting in a limited manner, in the preparation and development of an official statement; and attending to the details of the closing and printing of the transcripts.

[Add paragraph regarding timeline]

We are soliciting cost proposals from law firms that have relevant experience and expertise with school district TRAN financings in California. In your cost proposal please describe your firm’s experience as bond counsel in transactions similar to the proposed TRANs financing. In no event should your proposal in response to this RFP be more than ten pages, excluding any exhibits.

Fees for legal services must be proposed on a flat-fee basis. However, should your firm be engaged to act as bond counsel on this financing you will be required to submit a monthly statement for all professional and para-professional time billed for this transaction. Also include in your proposal an estimate of other costs and expenses for this transaction, if any. Please note that payment of fees will be contingent on the closing of the transaction, and that the firm submitting the lowest proposed fee will not necessarily be the firm that is selected.

All firms are required to run a conflict check to determine if any partner or employee has a conflict of interest in representing the District, its elected officials, officers and employees. No firm shall be selected as bond counsel if they represent clients that have conflicting interests with the District. Any potential conflicts of interest should be disclosed to the District for evaluation concurrently with the submission of

your firm's proposal. There shall be no conflicts of interest during the term of any contract or financing with the District and the existence or occurrence of such conflicts of interest shall be grounds for termination.

Each proposal and its contents will be a public record subject to disclosure under the Public Records Act (Cal. Gov. Code §§ 6250 et seq.). No privileged, confidential, or proprietary information should be submitted.

Each proposal shall be a concrete offer to provide services on the terms described herein and shall be valid for a period of at least [120 days]. [A preliminary timeline is enclosed in Attachment A].

The District will not be liable for any costs incurred in connection with the preparation and submission of any proposal. The deadline for the submissions of proposals is no later than [Insert Date & Time]. Any proposals received after the deadline will be disqualified. Proposals shall be submitted electronically (via email) to the following:

[Insert District Contact Information]

Any questions related to this proposal and the process should be directed to [Insert District Contact Information]. We look forward to reviewing your proposal and thank you for your interest in the District's 2010-11 TRANs financing.

Very truly yours,

Attachment (1)

**Attachment A**

**PRELIMINARY TIMELINE  
[INSERT DISTRICT NAME]  
2010-11 TAX AND REVENUE ANTICIPATION NOTES**

Activity	Date
District sends out RFPs for selection of Financing Team	
District Selects Financing Team	
District Resolution Adopted	
BOS Filing	
BOS Agenda Adoption	
POS Printed	
Pricing/BPA	
Official Statement Printed	
Closing	