

May 10, 2023

**SUPPLEMENTAL REQUEST FOR
STATEMENT OF QUALIFICATIONS
BOND COUNSEL AND DISCLOSURE COUNSEL SERVICES**

To Interested Pool Members:

The California State Treasurer's Office requests that firms interested in providing Bond Counsel and Disclosure Counsel services for the State of California's (State) General Obligation Bond program and Revenue Anticipation Notes program, Disclosure Counsel services for the State's Appendix A, and/or Disclosure Counsel services for the State's Department of Veteran's Affairs bond programs (Veterans General Obligation Bonds and Home Purchase Revenue Bonds), submit a Supplemental Statement of Qualifications (SOQ) to the STO by 12:00 p.m. (Pacific Time) on May 31, 2023, by e-mail to InvestorRelations@treasurer.ca.gov. The SOQ should respond to the attached request.

STO protocol requires that firms (and their agents) refrain from advocating or inquiring about the status of this selection process unless contacted by the STO. Please direct any necessary contact with the State regarding this request exclusively to Geoff Palmertree at (916) 653-2440 or via e-mail at gpalmertree@treasurer.ca.gov unless instructed otherwise by a member of the STO. Failure to adhere to this protocol may result in disqualification.

Sincerely,

/s/ original signed copy on file

Blake Fowler, Director
Public Finance Division

**SUPPLEMENTAL REQUEST FOR
STATEMENT OF QUALIFICATIONS
BOND COUNSEL AND DISCLOSURE COUNSEL SERVICES**

I. OVERVIEW

The California State Treasurer's Office (STO) requests Supplemental Statement of Qualifications (SOQ) for the following:

- A. Bond Counsel Services for the State of California's (State) General Obligation (GO) bond and Revenue Anticipation Notes (RANs) programs (GO/RAN Bond Counsel Assignment);
- B. Disclosure Counsel Services for the GO bond program (GO Disclosure Counsel Assignment);
- C. Disclosure Counsel Services for the State's Appendix A (Appendix A Disclosure Counsel Assignment); and
- D. Disclosure Counsel Services for the State Department of Veterans' Affairs (CalVet) bond programs (CalVets Disclosure Counsel Assignment)

The scope of services and the information required to be submitted are outlined in this Supplemental Request for Qualifications (RFQ).

As a result of this RFQ, the STO may retain one or more firms for each assignment and will enter into a contract with each firm selected from July 1, 2023 to June 30, 2026. The STO reserves the right, with consent of the firm, to extend the contract for any of the assignments beyond June 30, 2026.

Please note that the firms selected as GO/RAN Bond Counsel, GO Disclosure Counsel or Appendix A Disclosure Counsel will not be permitted to serve as underwriter's counsel for any State transaction that utilizes Appendix A while engaged for any of these assignments.

II. BACKGROUND

A. GO BONDS

The STO is responsible for the sale and issuance of State GO Bonds, including commercial paper notes (CP Notes), which are an authorized form of GO Bonds. Proceeds from GO Bonds and GO CP Notes provide funding for projects and purposes authorized under various bond acts approved by the voters of the State.

As of January 1, 2023, the State had \$68.3 billion in non-self-liquidating GO Bonds outstanding and \$27.8 billion in authorized but unissued non-self-liquidating GO Bonds. The State also had approximately \$1.3 billion in outstanding CP Notes.

There are approximately 60 GO bond acts under which long term bonds and/or commercial paper are outstanding of which over 30 bond acts have authority remaining to be issued. Further, there are approximately 78 issues of GO bonds outstanding, comprised of over 1,300 series and over 1,000 maturities across the various bond acts. Each GO bond act creates a separate series within a GO bond issue. Each maturity of a bond issue may be assigned to one or more bond acts. GO Bonds are not required to be assigned proportionately by bond act within an issue.

\$749.2 million of the State's outstanding debt is variable rate debt. In connection with the State's variable rate and CP Notes programs, the State has entered into several reimbursement agreements or other credit agreements with a variety of financial institutions. As of January 1, 2023, the State maintained agreements with 12 different financial institutions.

B. RANs

Historically, as part of its cash management program, the State regularly issued short-term RANs to partially fund timing differences between receipts and disbursements, as the majority of General Fund revenues are received in the latter part of the fiscal year. By State law, RANs must mature prior to the end of the fiscal year of issuance. The State has not issued RANs since fiscal year 2014-15.

C. APPENDIX A DISCLOSURE

The STO is responsible for coordinating the State's Appendix A disclosure document, which is used in offering documents for the State's General Fund supported bond programs including but not limited to the GO, lease revenue bonds, and RANs. The Appendix A disclosure document focuses on material information related to the financial condition of the State's General Fund. This includes information related to State finances, proposed, current and past years' budgets, recent developments regarding the State's economy, State indebtedness and other obligations, overview and principal information on State government, information on the State's pension systems, investment of State funds, updates on ongoing litigation, and current financial information of the State.

The primary contributors to Appendix A are the Department of Finance (DOF), the State Controller's Office (SCO), the STO, and the Attorney General's Office. In addition to the above-mentioned agencies, other State entities, such as the California Public Employees' Retirement System and the California State Teachers' Retirement System may provide contributions to Appendix A. The Appendix A document is sensitive to changes in the State budget, annual financial reports, legislative activity, relevant headline news, and current events.

D. CalVet Bonds

CalVet General Obligation (Vets GO) Bonds and CalVet Home Purchase Revenue (Vets Revenue) Bonds provide funds for the CalVet Home Loans Program. Since its establishment in 1921, the Home Loans Program has provided loans to 426,500 veterans in California. Vets GO Bonds are considered "self-liquidating" GO bonds

since debt service is first paid from the Veterans' Farm and Home Building Fund of 1943 (the "1943 Fund"), a revolving special fund in the State Treasury. If monies in the 1943 Fund are insufficient to pay debt service when due, the balance is payable from the State's General Fund. As of January 1, 2023, the State had \$675.7 million in Vets GO Bonds outstanding and \$636.2 million in authorized but unissued Vets GO Bonds.

Vets Revenue Bonds are special obligations of CalVet and payable solely from, and equally and ratably secured with other Vets Revenue Bonds by a pledge of, an undivided interest in the assets of the 1943 Fund other than proceeds of Vets GO bonds, and certain other funds. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal of or the interest on Vets Revenue Bonds. As of January 1, 2023, the State had \$431.8 million in Vets Revenue Bonds outstanding.

III. SCOPE OF SERVICES

A. GO/RAN BOND COUNSEL ASSIGNMENT

The selected firm(s) will be expected to provide the full range of legal services required in connection with (a) the successful sale and delivery of GO bonds and RANs; (b) on-going legal services for the GO and RANs bond programs; and (c) additional services as mutually agreed between the parties. The scope of services common to the GO/RAN Bond Counsel Assignment may include, but not be limited to, the following:

1. Rendering the customary bond counsel opinion regarding the validity and binding effect of the bonds and the source of payment and security for the bonds;
2. Examining applicable law, preparing authorizing and operative documents, consulting with parties to the transactions, reviewing proceedings, and performing additional duties as necessary to render all required opinions for the financing;
3. Rendering the bond counsel opinion regarding the excludability of interest on the bonds from gross income for federal income tax purposes and/or California personal income tax purposes, if applicable;
4. Advising the STO on tax matters related to the issuance of bonds or notes including any actions necessary to ensure that interest paid on debt obligations will continue to be excluded from gross income for federal income tax purposes, if applicable;
5. Preparing and reviewing legal documentation for the financing, including closing documents and transcripts, tax certificates, specimen bonds, etc.;

6. Assisting the STO in reviewing or presenting information to the rating agencies, credit enhancement providers or investors relating to legal issues affecting the issuance of the bonds or notes;
7. Reviewing Appendix A, the notice of sale, bond or note purchase agreement, the preliminary and final official statement, and the continuing disclosure undertaking of the State;
8. Reviewing and providing advice on any legal or federal tax issues related to the structure of the bond or note issue;
9. Participating in all document review sessions;
10. Drafting and analyzing legislation and appearing before Legislative committees, as requested, on issues related to the sale or administration of State general fund supported bonds;
11. Providing legal advice or legal opinions, as requested, on any issues related to the issuance and administration of State general fund supported bonds or obligations;
12. Providing a “10b-5” letter on the preliminary official statement and official statement;
13. Providing legal advice and rendering legal opinions in connection with letter of credit extensions and substitutions related to the State’s variable rate and CP programs as requested;
14. Keeping the STO informed of applicable rulings issued by regulatory agencies such as the U.S. Securities and Exchange Commission, Municipal Securities Rulemaking Board, and the Internal Revenue Service that impact the State’s general fund supported bond programs;
15. All other matters, including training and the development of procedures, necessary or incidental to the issuance and ongoing administration of the State’s general fund supported bond programs; and
16. Perform additional services as needed from time to time, including but not limited to, special projects upon STO request.
17. The following scope of services are unique to the GO Program:
 - a. Preparing Resolutions for GO Finance Committee meetings. The Resolutions provide authorization for the issuance of new money bonds and CP Notes and refunding bonds for a particular bond act, as well as establishing certain terms and provisions of the bonds or

CP Notes. Since January 1, 2019, bond counsel has prepared 77 Resolutions for 39 Finance Committee meetings involving 17 different bond acts;

- b. Preparing Tax Compliance Certificates and Refunding Tax Compliance Certificates for departments utilizing bond or CP Note proceeds. This includes the review of each project proposed to be financed with bonds or CP Notes to determine the proper classification for tax purposes. The types of projects reviewed may include grants, State-owned or State-related capital projects, working capital projects, loans, and projects with private activity use. Since January 1, 2019, bond counsel has prepared over 560 Tax Compliance and Refunding Tax Compliance Certificates involving over 14,800 projects. Over 40 different departments in the State administer bond and CP Note proceeds;
 - c. Provide on-going advice and training to both the STO and State departments regarding tax related matters on GO bond financed projects such as private use matters, working capital allocations, returned bond monies, and ongoing tax compliance. With the volume of projects and agencies that administer bond funds, this is an integral on-going function and will require a significant devotion of time and resources;
 - d. In collaboration with the STO, provide Tax Training for the General Obligation Bond Program for departments who administer tax exempt bond proceeds;
 - e. Participating in negotiations with credit providers, remarketing agents, broker-dealers, tender agents, etc. for GO variable rate demand bonds and CP Notes; and
 - f. Providing ongoing guidance on the State's long-term working capital financings, including an annual calculation and opinion regarding the State's other replacement proceeds.
18. The following services are unique to the RANs program:
- a. Preparing resolutions authorizing the issuance and sale of RANs; and
 - b. Reviewing the State's cash flows and providing a working capital analysis for each issuance of RANs.

B. GO DISCLOSURE COUNSEL ASSIGNMENT

The scope of services for the GO Disclosure Counsel Assignment will include, but will not be limited to, the following:

1. Preparing the preliminary and final official statements (excluding the State's Appendix A), including any supplements thereto;
2. Preparing the STO certificate for the preliminary official statement and reviewing all other certificates to be delivered in connection with the preliminary and final official statements;
3. Participating in all document review sessions;
4. Preparing the continuing disclosure agreement;
5. Providing advice on any applicable "blue sky" related issues;
6. Providing a "10b-5" letter on the preliminary official statement and the final official statement (excluding Appendix A and tax matters);
7. Preparing or reviewing the notice of sale for competitive bond offerings, as requested;
8. Meeting with and participating in calls with rating agencies and investors as required;
9. Acting as the liaison to the electronic document service provider (printer);
10. Coordinating the sign off and electronic distribution of the preliminary official statement and the final official statement;
11. Keeping the STO informed of "best practices" in disclosure;
12. Providing on-going legal advice as needed in areas of disclosure; and
13. Providing training on disclosure related matters to State personnel, as requested.

C. APPENDIX A DISCLOSURE COUNSEL ASSIGNMENT

The scope of services for the Appendix A Disclosure Counsel Assignment will include, but will not be limited to, the following:

1. Working with State officials to prepare and update Appendix A for use in State offering or disclosure documents for all debt issuances that require the inclusion of Appendix A;

2. Participating in all document review sessions where Appendix A is discussed;
3. Providing a “10b-5” letter on Appendix A for all State financings that utilize Appendix A, including both the preliminary official statement and the official statement;
4. Preparing and coordinating the execution of “10b-5” certificates for the primary State contributors to Appendix A, including DOF, STO, and SCO;
5. Participating, as requested, in informational meetings and discussions with various parties, including investors;
6. Keeping the State informed of rulings issued by regulatory agencies such as the U.S. Securities and Exchange Commission and Municipal Securities Rulemaking Board that impact the State’s disclosure practices;
7. Keeping the State informed of “best practices” in disclosure, for example, those arising from changes in practice or resulting from decisions of relevant courts;
8. Advising the State on ongoing matters relating to disclosure;
9. Reviewing the State’s financial and budget information included in offering documents for health care facilities bond issuances which are insured by the California Department of Health Care Access and Information, commonly referred to as the “Cal-Mortgage Program” (Note: no legal opinions are required in connection with this service); and
10. Providing training to State officials regarding their disclosure obligations.

D. CALVETS DISCLOSURE COUNSEL ASSIGNMENT

For the CalVets Disclosure Counsel Assignment, the firm’s clients will be both the STO and CalVet. The scope of services for the CalVets Disclosure Counsel Assignment will include, but will not be limited to, the following:

1. Preparing the preliminary and final official statements (excluding the State's Appendix A), including any supplements thereto;
2. Preparing 15c2-12 certificates (Deemed Final Certificates) for the preliminary official statement and reviewing other certificates prepared in connection with the preliminary and final official statement;
3. Participating in all document review sessions;
4. Preparing the continuing disclosure agreements;

5. Providing advice on any applicable "blue sky" related issues;
6. Meeting with and participating in calls with rating agencies and investors, as required;
7. Providing a "10b-5" letter on the preliminary official statement and the final official statement (excluding the State's Appendix A);
8. Preparing or assisting with the preparation of the notice of sale for competitive bond offerings, as necessary;
9. Preparing and commenting on, as necessary, legal documents for the financing, resolutions, escrow agreements, closing documents and transcripts, and tax certificates, etc.;
10. Acting as the liaison to the electronic document service provider (printer);
11. Coordinating the sign off and electronic distribution of the preliminary and final official statement;
12. Keeping the STO and CalVet informed of "best practices" in disclosure;
13. Providing on-going legal advice as needed in areas of disclosure; and
14. Providing training on disclosure related matters to STO and CalVet personnel, as requested.

IV. **MINIMUM QUALIFICATIONS**

A. **ALL ASSIGNMENTS**

1. **STO Bond Counsel Pool Member:** The firm must be a current member of the STO's Bond Counsel Pool in good standing.
2. **Compliance with Political Reform Act:** Principals at the firm engaged for each assignment will be required to comply with the Political Reform Act and complete the Statement of Economic Interests (Form 700) within 30 days of executing the contract with the STO and annually each calendar year during the term of the contract. For more information, please visit the Fair Political Practice Commission website at <http://www.fppc.ca.gov/Form700.html>.

B. FOR THE GO/RAN BOND COUNSEL ASSIGNMENT, THE FOLLOWING ADDITIONAL MINIMUM QUALIFICATION IS REQUIRED

The firm must have served as lead bond counsel on a general obligation bond issue of at least \$200 million for a California public agency since January 1, 2019.

C. FOR THE GO DISCLOSURE COUNSEL ASSIGNMENT, THE FOLLOWING ADDITIONAL MINIMUM QUALIFICATION IS REQUIRED

The firm must have served as lead disclosure counsel on a municipal bond issue of at least \$200 million for a California public agency since January 1, 2019, and served as on-going disclosure counsel for at least one municipal issuer for a minimum of two consecutive years since January 1, 2019.

D. FOR THE APPENDIX A DISCLOSURE COUNSEL ASSIGNMENT, THE FOLLOWING ADDITIONAL MINIMUM QUALIFICATION IS REQUIRED

The firm must have served as lead disclosure counsel on a municipal bond issue of at least \$200 million for a California public agency since January 1, 2019, and served as on-going disclosure counsel for at least one municipal issuer for a minimum of two consecutive years since January 1, 2019.

E. FOR THE CALVETS DISCLOSURE COUNSEL ASSIGNMENT, THE FOLLOWING ADDITIONAL MINIMUM QUALIFICATION IS REQUIRED

The firm must have served as lead disclosure counsel on a municipal bond issue of at least \$75 million for a single family or veterans housing bond issuer since January 1, 2019, and served as on-going disclosure counsel for at least one municipal issuer for a minimum of two consecutive years since January 1, 2019.

V. CONTENT OF STATEMENT OF QUALIFICATIONS

Responses should be limited to fifteen (15) pages (excluding attachments and appendices) for firms applying for one of the assignments or twenty (20) pages if applying for two or more assignments, using a font size of no less than 12 pitch. If a question does not apply to the firm or circumstances, please respond "not applicable." Failure to provide all requested information or deviation from the required format will delay processing of the firm's SOQ and may result in disqualification. Address the following items in responding to this RFQ:

A. COVER LETTER

Submit a cover letter on the firm letterhead, signed by an authorized representative, highlighting the key points of the firm's proposal. The cover letter should not exceed one page. Please indicate to which assignment(s) the firm is applying: GO/RAN Bond Counsel Assignment, GO Disclosure Counsel Assignment, Appendix A Disclosure Counsel Assignment, and/or CalVet Disclosure Counsel Assignment.

B. MINIMUM QUALIFICATIONS

Provide information on how the firm meets the Minimum Qualifications, as described in section IV. MINIMUM QUALIFICATIONS, for the assignment(s) for which the firm is applying.

C. QUALIFICATIONS, EXPERIENCE, KNOWLEDGE AND SERVICE DELIVERY CAPABILITIES

1. If applying for the GO/RAN Bond Counsel Assignment, please respond to the following questions:
 - a. Provide the names and titles of the individuals expected to work on the GO/RAN Bond Counsel Assignment. Describe the role of each individual on the team and the anticipated division of duties among partner, associates, and paralegals. Please attach a detailed resume (similar to one that would be submitted for employment) for each team member. If any additional lawyers within the firm may be available for consultation, even though they are not assigned to work with the team, please identify and describe their specialized expertise.
 - b. Describe the firm's bond counsel work since January 1, 2019 with large issuers (including states) that best illustrate the firm's qualifications, experience and ability to serve as bond counsel on the State's GO/RAN Bond Counsel Assignment.
 - c. Describe the firm's knowledge of the State's GO bond and RANs programs, including any issues or challenges your firm perceives as facing the programs.
 - d. Describe any recommendations the firm has to improve the State's GO bond program.
 - e. Describe your firm's experience with commercial paper and variable-rate bond programs since January 1, 2019. Please include any experience with negotiating letters of credit and other credit agreements.
 - f. Describe the experience, depth, and breadth of the firm's Internal Revenue Code (IRC) Section 103 practice. Please also describe the following:
 - i. the firm's ability to handle the tax workload and complexities of the GO bond program;
 - ii. the firm's experience with representing clients in IRS audits, drafting private letter ruling requests and voluntary closing agreements, and other tax matters; and

- iii. the firm's experience with advising issuers on long-term working capital financings.
 - g. Describe the firm's experience drafting legislation regarding the issuance of municipal debt for issuers in the State.
 - h. Provide any other information the firm would like considered for this assignment.
- 2. If applying for the GO Disclosure Counsel Assignment or the Appendix A Disclosure Counsel Assignment, please respond to the following questions:
 - a. Provide the names and titles of the individuals expected to work on the disclosure counsel assignment(s) for which the firm is applying. Describe the role of each individual on the team and the anticipated division of duties among partner, associates, and paralegals. Please attach a detailed resume (similar to one that would be submitted for employment) for each team member. If any additional lawyers within the firm may be available for consultation, even though they are not assigned to work with the team, please identify and describe their specialized expertise.
 - b. Describe the firm's disclosure counsel work since January 1, 2019 with large issuers (including states) that best illustrate the firm's qualifications, experience and ability to serve as disclosure counsel on the GO Disclosure Counsel Assignment or the Appendix A Disclosure Counsel Assignment.
 - c. Describe the firm's procedures for keeping abreast of "best practices" in municipal bond disclosure and communicating those practices to its clients.
 - d. Describe the firm's experience training governmental officials on their disclosure obligations.
 - e. Describe any recommendations the firm has for the State to improve its disclosure practices.
 - f. Provide any other information the firm would like considered for these assignments.
- 3. If applying for the CalVets Disclosure Counsel Assignment, please respond to the following questions:
 - a. Provide the names and titles of the individuals expected to work on the CalVets Disclosure Counsel Assignment. Describe the role of

each individual on the team and the anticipated division of duties among partner, associates, and paralegals. Please attach a detailed resume (similar to one that would be submitted for employment) for each team member. If any additional lawyers within the firm may be available for consultation, even though they are not assigned to work with the team, please identify and describe their specialized expertise.

- b. Describe the assigned individuals' disclosure counsel experience with respect to single family and/or veterans housing bond financings since January 1, 2019, that best illustrate the firm's qualifications, experience and ability to serve as disclosure counsel on the CalVet Disclosure Counsel Assignment.
- c. Describe the firm's knowledge of CalVet's bond program and provide any recommendations or considerations your firm believes would be important to the program.
- d. Describe the firm's procedures for keeping abreast of "best practices" in municipal bond disclosure and communicating those practices to its clients.
- e. Describe the firm's experience training governmental officials on their disclosure obligations.
- f. Describe any recommendations the firm has for the State and/or CalVet to improve its disclosure practices.

D. COMPENSATION

Please submit fee proposals for the GO/RAN Bond Counsel Assignment, GO Disclosure Counsel Assignment, Appendix A Disclosure Counsel Assignment, and/or CalVet Disclosure Assignment by completing **Attachment A, Fee Matrix**.

Although a flat fee for some bond and disclosure counsel services may be appropriate in certain circumstances, the STO's preference, predominately, is to utilize an hourly rate structure for compensation of counsel services. As such, the STO will consider proposals that are based on flat fee compensation, hourly rate compensation, or a hybrid approach that utilizes a flat fee covering specified services/projects and an hourly rate for other specified services.

All proposals for flat fee compensation, hourly rate compensation, or a combination thereof shall indicate clearly, what services are covered by each type of compensation. Fees shall be valid from July 1, 2023 through June 30, 2026.

Costs incurred for pre-approved travel and other travel related expenses will be reimbursed in accordance with current State policy for Excluded Employees. See <https://www.calhr.ca.gov/employees/Pages/travel-reimbursements.aspx>.

F. LEGAL INFORMATION AND CONFLICTS OF INTEREST

Please complete the following:

1. Information on any recent or upcoming change in legal structure and/or ownership of the firm.
2. **Conflicts of Interest:** On a separate attachment, describe any existing or potential conflict of interest arising from your relationships with or representation of other parties that should be considered as a factor in determining your objectivity, and provide to the STO sufficient facts, legal implications, and possible effects in order for the STO to appreciate the significance of each potential conflict and grant an appropriate waiver, if necessary. *Responses to the conflict question do not count toward the total page maximum requirement.*

VI. DELIVERY

The STO will reject any incomplete SOQs. The STO accepts SOQs by **e-mail only**. SOQs are due to the STO by 12:00 p.m. (Pacific Time) on May 31, 2023.

A. E-MAIL DELIVERIES

1. Address:
To: InvestorRelations@treasurer.ca.gov
Subject: FIRM NAME-2023 Supplemental Counsel SOQ
2. Electronic deliveries must be in Adobe Acrobat PDF format.
3. Please contact Geoff Palmertree at (916) 653-2440 if you do not receive an e-mail confirming receipt of the firm's SOQ.
 - a. If the firm does not receive a receipt confirmation, the firm accepts the risk that any SOQ received after 12:00 p.m. (California Time) on May 31, 2023 will not be considered.

VII. CALIFORNIA PUBLIC RECORDS ACT

The STO will not return any material submitted in response to this solicitation and all material will become the property of the State. All material will be a public record subject to the disclosure provisions of the California Public Records Act. (Government Code, Section 7920.000, et seq.)

VIII. EVALUATION OF QUALIFICATIONS

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

- Satisfaction of minimum qualifications;
- Qualifications, depth, and experience of the firm and the ability to provide the requested services;
- Relevant background and qualifications of the personnel assigned to the engagement as well as availability for the assignment;
- Experience with similar engagements, particularly the assigned attorneys;
- Federal tax law experience and depth of assigned attorneys (for GO/RAN Bond Counsel Assignment only);
- Knowledge of applicable bond programs and quality of program recommendations;
- General quality of response; and
- Fees and compensation will be an important factor in the evaluation of responses. However, the STO will select the firm(s) that demonstrate the “best value” overall.

The STO reserves the right to:

- Request an interview with, and require additional information from any firm prior to selection;
- Consider information about any firm from other sources in addition to the information submitted by the firm; or
- Negotiate a change in any element of the contract or any part of this RFQ.

IX. REMOVAL FROM SERVICE

The STO may remove or suspend any firm for reasons that include, but are not limited to, the following:

- Disqualification due to legal proceedings, including actions, settlements or judgments, disciplinary actions by state or federal regulatory agencies, criminal indictments or convictions, and claims of fraud whether criminal or civil;
- Disqualification because of existing conflicts of interest outlined in the firm’s response or future conflicts of interest brought to the attention of the STO;
- Being the subject of disciplinary action by a state or federal regulatory agency;
- Failure to meet or continue to meet the minimum qualifications as described in section IV. MINIMUM QUALIFICATIONS of this RFQ;
- Filing for protection under federal or state bankruptcy laws; or
- Failure to meet or continue to meet the minimum qualifications required for membership in the STO's Bond Counsel Pool.

X. ONGOING COMPLIANCE WITH MINIMUM QUALIFICATIONS

To remain engaged, firms must meet minimum qualifications as set forth in section IV. MINIMUM QUALIFICATIONS at all times. Firms are responsible for notifying the Public Finance Division Director immediately if the firm no longer meets the minimum qualifications.

FEE MATRIX
Bond Counsel and Disclosure Counsel Services
State of California
State Treasurer's Office

Firm Name:	Contact Person:
Address:	Phone: () - ext. Email Address: @

Please describe the firm's proposed fee structure for the GO/RAN Bond Counsel Assignment, GO Disclosure Counsel Assignment, Appendix A Disclosure Counsel Assignment, and/or CalVet Disclosure Assignment. If proposing an hourly rate structure, include the hourly rate for each person assigned to the STO, including attorneys, paralegals, and any other staff. If proposing a flat fee structure, include all services and opinions included in the flat fee. If proposing a hybrid fee structure, include all services and opinions included in the flat fee, as well as the hourly rate for each person assigned to the STO and all services, duties, or opinions covered by hourly rates.

For the Appendix A Disclosure Counsel Assignment, please include a proposed flat fee structure for the scope of services described in Section III.C.9. relating to the Cal-Mortgage Program. The proposed fee should assume a standard bond issuance. Fees for non-standard Cal-Mortgage Program bond sales will be evaluated and assessed on a case-by-case basis.

For the GO/RAN Bond Counsel Assignment, please ensure your proposal covers fixed rate bonds, variable rate bonds, commercial paper, competitive and negotiated sales, and an annual long-term working capital analysis and opinion.

For the Vets Disclosure Counsel Assignment, if proposing an hourly rate fee structure or a hybrid fee structure, include a not to exceed cap.

All fees proposed should be valid from July 1, 2023 to June 30, 2026.

GO/RAN BOND COUNSEL ASSIGNMENT	
HOURLY FEE SUMMARY	SERVICES COVERED – HOURLY FEE
FIXED FEE SUMMARY	SERVICES/OPINIONS COVERED – FLAT FEE
HYBRID FEE SUMMARY	
LONG-TERM WORKING CAPITAL OPINION – FLAT FEE PROPOSAL	
GO DISCLOSURE COUNSEL ASSIGNMENT	
HOURLY FEE SUMMARY	SERVICES COVERED – HOURLY FEE
FIXED FEE SUMMARY	SERVICES/OPINIONS COVERED – FLAT FEE
HYBRID FEE SUMMARY	
APPENDIX A DISCLOSURE ASSIGNMENT	
HOURLY FEE SUMMARY	SERVICES COVERED – HOURLY FEE
FIXED FEE SUMMARY	SERVICES/OPINIONS COVERED – FLAT FEE
HYBRID FEE SUMMARY	

CAL-MORTGAGE PROGRAM FLAT PROPOSAL	
VETS DISCLOSURE COUNSEL ASSIGNMENT	
HOURLY FEE SUMMARY (Include a Not to Exceed Cap)	SERVICES COVERED – HOURLY FEE
FIXED FEE SUMMARY	SERVICES/OPINIONS COVERED – FIXED FEE
HYBRID FEE SUMMARY (Include a Not to Exceed Cap)	