

**REQUEST FOR QUALIFICATIONS
GENERAL COUNSEL LEGAL SERVICES**

The Los Angeles Community Choice Energy Authority (LACCE) is issuing this Request for Qualifications (RFQ) to solicit for General Counsel legal services. These services will support the LACCE Board of Directors, Executive Director, and designated staff. LACCE is a Joint Powers Authority formed to administer the LACCE Community Choice Aggregation Program.

LACCE will conduct evaluations of firms or attorneys through this RFQ and plans to negotiate and execute an agreement with the selected submitting firm or attorney.

1. Submission of Proposals

To be considered, an original and fifteen (15) copies of the Proposal must be received by LACCE, no later than 5:00 p.m. on February 2, 2018. Facsimile and email submissions will not be accepted. Please include the subject line "Request for Qualification for General Counsel Legal Services."

The RFQ submission shall be no greater than 20 pages, 8 ½ x 11" size.

The following information shall be included within the Proposal:

- a. Title Page and Table of Contents.
- b. Letter of Introduction signed by a partner of the firm and a summary highlighting the key points of the Proposal.
- c. Detailed Proposal.

It is the sole responsibility of the submitting firm or attorney to ensure that its submission is received before the deadline. Proposers shall bear all risks associated with delays in delivery. Any submissions received after the scheduled closing date and time for receipt of submissions will not be accepted.

Please submit your Proposal to:

Los Angeles Community Choice Energy Authority
Attention: Matthew Skolnik
500 West Temple Street, Suite 493
Los Angeles, CA 90012
213-893-0286
mskolnik@ceo.lacounty.gov

If it is discovered that a proposer contacted and received information from any LACCE personnel, other than the person specified above, regarding this solicitation, LACCE, in its sole determination, may disqualify their submission from further consideration.

2. Proposer's Minimum Qualifications

a. All attorneys performing services for the LACCE on behalf of the firm must be admitted to practice in the State of California and be members in good standing with the State Bar of California.

b. The firm member with primary responsibility for the services provided to the LACCE (Lead Counsel), must have at least 10 years' experience of progressively responsible experience in providing general counsel legal services for municipalities or other local public agencies.

c. Demonstrated legal expertise (including counseling and litigation) in the following practice areas as they relate to local public agencies and joint powers authorities in California:

- California laws and decisions relating to joint powers agencies, including the Joint Exercise of Powers Act, and particularly joint powers agencies for publicly owned electric utilities.
- Laws, regulations and operational issues concerning community choice aggregation programs.
- General California legal requirements concerning professional services, public works, and procurement contracts.
- Laws and regulations governing California local public agencies and municipalities and governance of public entities, e.g. the Ralph M. Brown Act; Public Records Act; Political Reform Act; conflicts of interest laws; general public entity and municipal law; the California Government Code; and operating procedures relative to the conduct of local public agencies and municipalities.
- Governmental conflict of interest statutes and regulations and laws and regulations associated with the Fair Political Practices Commission and the California Fair Political Practices Act, particularly as they may apply to members of the board of directors of a joint powers agency.
- An understanding of past, present and proposed California electric industry restructuring issues and current California and federal laws and regulations

affecting renewable energy development, including but not limited to AB 32 and its progeny.

- Experience in negotiating and drafting complex electric utility related contracts, including power contracts, interconnection agreements, renewable and alternative energy acquisition and power purchase structures, public power financing and pricing structures and mechanisms.
- An understanding of California public benefits programs and retail electric service rate design and billing issues.
- Ability to provide general advice on current publicly-owned electric utility tax exempt financing issues associated with publicly-owned utility renewable generation procurement and acquisition projects, and potential renewable energy project or energy-related service funding from Cap and Trade proceeds.
- Environmental law, including: California Environmental Quality Act (CEQA) and federal National Environmental Policy Act (NEPA).
- California general employment laws governing public agencies, policies and litigation.
- Preparation, review and adoption of legal opinions, contracts, memoranda of understanding (including risk transfer and avoidance provisions), resolutions and policies.
- California and federal legislative and administrative (regulatory) law regarding electric energy issues, including proposed and enacted legislation.
- Other relevant areas pertaining to joint powers authority, including liability claims, legal compliance, ethics, and risk avoidance.
- Coordination and management of numerous varied and specialized outside counsel such as bond counsel, tax counsel, litigation counsel, regulatory counsel, energy contract and real property counsel.
- Experience in developing and maintaining productive relationships with community and business groups, industry peers and participants, and regulatory agencies.

d. Legal Counsel shall typically attend all Board of Directors and Board Committee meetings, and the firm must be accessible to provide legal assistance to the LACCE on an emergency basis.

3. **Proposal Requirements**

All Proposals must include and will be evaluated based on the following criteria:

a. A detailed scope of services that reflects the firm's understanding of the LACCE requirements.

b. Written responses to all the subject areas set form in the "Proposers Minimum Qualifications" section, demonstrating the firm's expertise in each subject area, including litigation experience.

c. **Personal Qualifications:** The Proposal shall identify the Lead Counsel who will be primarily responsible for providing legal services to the LACCE, and other attorneys and staff to be assigned to the LACCE legal matters. Please include the qualifications, training, and certifications of Lead Counsel, and all other attorneys and staff who will perform the services outlined herein. Please include the name(s) of a backup attorney for the Lead Counsel (such backup attorney should also have prior, specific qualifying experience acting as general counsel for public agencies).

d. **List of Clients:** A list of major public agency clients represented by the firm during the last three (3) years, with contact information (i.e., name of the clients, addresses, phone numbers, and contact person). The LACCE reserves the right to contact any of the references.

e. **Additional Firm Information:** The Proposal shall include the following: (a) Its scope of practice (national, regional, statewide, or local), and founding date; (b) Number of firm partners, "of counsel," associates, paralegal and other employees; (c) Location of primary office; and (d) Number of firm clients.

f. **Questions:** Please respond in the Proposal to the following questions:

(i) If the Firm were selected to represent LACCE, do you anticipate that it would have to obtain conflict waivers from any currently existing firm client?

(ii) Are you aware of any other ethical conflicts or other related issues which would preclude the firm from providing legal services to LACCE?

(iii) Explain in detail how your firm assigns and handles litigation matters.

(iv) Briefly describe your firm's experience and expertise in advising public agencies on questions of law involving: (a) the Brown Act; and (b) conflict of interest laws.

(v) Within the last five (5) years, has the firm been subject to any civil litigation for malpractice arising out of its performance of legal services for any firm client? If so, please provide the: (a) name and court case identification number for each case; (b) the jurisdiction in which it was filed; and (c) the outcome of the litigation, i.e. whether the case is pending, a judgment was entered, a settlement was reached, or the case was dismissed.

g. **Fee Schedule:** Please answer the following:

(i) Please state the hourly rate(s), together with cost reimbursement(s), you propose for rendering legal services to the LACCE, including rates for Lead Counsel, all other attorneys and staff (including law clerks and paralegals).

(ii) Does the firm offer discounted rates to public agencies such as LACCE? Do you discount your rates for any other reasons? If so, do the quoted hourly rates reflect those discounts?

h. **Legal Services Contract:** Provide a sample contract that the Firm proposes to use for this engagement with the insurance requirements listed herein. Please note LACCE will not accept markup of any costs.

4. Terms and Conditions

a. Interested firms should review and acknowledge in the Proposal that the following provisions will be included in the proposed contract:

The Firm shall procure and maintain the insurance required, for the duration of the contract, to insure against claims for injuries to persons or damages to property arising from or in connection with the performance of legal services performed.

b. Insurance Requirements

(i) **Liability:** Such insurance shall be primary to and not contributing with any other insurance maintained by LACCE, shall name the LACCE, as an additional insured, and shall include, but not limited to:

- Comprehensive General Liability insurance endorsed for Premises-Operations, Products/Completed Operations, Contractual, Broad Form

Property Damage, and Personal Injury with a combined single limit of not less than \$1,000,000 per occurrence.

If the above insurance is written on a Claims Made Form, the insurance shall be endorsed to provide an extended reporting period of not less than five years following termination of the Legal Services Agreement with the Firm.

- Professional liability insurance with a liability limit of at least \$1,000,000 per claim. In lieu of naming LACCE as an additional insured, the policy may be endorsed as follows:

"Insurance afforded by this policy shall also apply to the liability assumed by the insured under the agreement with the Los Angeles Community Choice Energy Authority for legal services, provided such liability results from an error, omission, or negligent act of the insured, its officers, employees, agents, or subcontractors. All other provisions of this policy remain unchanged."

- Comprehensive Auto Liability endorsed for all owned, non-owned, and hired vehicles with a combined single limit of at least \$300,000 per occurrence.

(ii) **Workers' Compensation:** A program of Workers' Compensation Insurance in an amount and form to meet all applicable requirements of the Labor Code of the State of California, including Employers Liability with a \$1,000,000 limit, covering all persons providing services on behalf of Firm and all risks to such persons under the Agreement for Legal Services.

5. Selection Process and Evaluation Criteria

Proposals will be examined for compliance with all of the requirements in this RFQ. LACCE, in its discretion, may waive any omission which it deems to be non-essential or inconsequential.

LACCE Directors and staff will evaluate each proposal submitted for completeness, including all of the information requested in this RFQ. Proposing firms should note that its fee proposal and pricing, while important, will not be the only deciding factor in final selection, but rather the ability of the firm to provide and perform the required duties on behalf of LACCE as outlined herein.

Oral presentations and written questions for further clarifications may be required of some or all firms. Final selection will be based on evaluation of the Proposal and interview. The Proposals will be initially screened by the LACCE staff. An invitation to interview with the LACCE Board of Directors will be extended to selected firms. LACCE staff and/or its designated committee intends to interview several firms, and recommend one or more firms to the Board of Directors for further review and interview(s).

LACCE reserves the right to modify the process.

Firms shall bear the costs of any interviews or meetings with the LACCE's staff, committees and Board of Directors.

It is anticipated that the LACCE Board of Directors will select a qualified firm at a future Board of Directors meeting.

False, misleading, incomplete, or deceptively unresponsive statements in connection with an RFQ submission shall be sufficient cause for rejection of the response. The evaluation and determination in this area shall be at LACCE's sole judgment and this judgment shall be final.

If a satisfactory contract cannot be negotiated, LACCE may, at its sole discretion, begin contract negotiations with the next qualified firm who submitted an RFQ, as determined by LACCE.

6. Request for Clarification

All contact regarding this RFQ or any matter relating thereto must be in writing and may be emailed to:

Los Angeles Community Choice Energy Authority
Attention: Matthew Skolnik
500 West Temple Street, Suite 493
Los Angeles, CA 90012
mskolnik@ceo.lacounty.gov

A firm requesting clarification pertaining to this RFQ shall submit all requests through written correspondence by 5:00 p.m on Friday, January 26, 2018.

7. Public Records Act

All Proposals submitted in response to this RFQ will become the property of the LACCE upon submission and a matter of public record pursuant to applicable law. LACCE reserves the right to make copies of all Proposals available for inspection and copying by interested members of the public as records of the LACCE and LACCE shall be under no obligation to the firm to withhold such records.

LACCE is subject to the Public Records Act under California Government Code section 6250 et. Seq. As such, all required submitted information is subject to disclosure to the general public. Firms are further advised that all the terms and conditions, including fees and fee structures,

forming part of any agreement entered into shall, upon such agreement being executed, become a public record of LACCE and subject to full disclosure, and each firm submitting a Proposal waives any right to object to any such disclosure.

8. Proposal Accuracy

A Proposal which is incomplete, irregular, or conditional may be rejected. By submitting a Proposal, the submitting firm agrees that any significant inaccuracy in information given by the firm to LACCE will constitute good and sufficient cause for rejection of the Proposal.

9. Additional Information

LACCE reserves the right:

- a. To enter into agreements for legal services at any time (for general counsel or special counsel legal services) with persons or firms who do not respond to this RFQ;
- b. To waive any irregularities, and to accept or reject any or all Proposals regardless of qualifications either in whole or part with or without prior notice;
- c. To withdraw this solicitation at any time without prior notice;
- d. To award its total requirements to one respondent or to apportion those requirements among two or more respondents as LACCE may deem to be in its best interests;
- e. To negotiate a final contract with any respondents as necessary to serve the best interest of LACCE; and
- f. To amend this RFQ.

LACCE does not make any representations that any contract will be awarded to any firm responding to this RFQ, and LACCE, may, in its discretion, hire an employee to serve as General Counsel.

10. Conflicts of Interest

LACCE is subject to the Political Reform Act and to conflicts of interest provisions under California Government Code section 1090, et. seq. To protect LACCE, all potential contracting parties with LACCE shall be required to complete a Conflict of Interest Questionnaire prior to award of a contract. Refer to Exhibit "B" attached hereto.

11. Discrimination

The firm and all subcontractors must not discriminate, nor permit discrimination, against any person on the grounds of race, national origin, sex, handicap, sexual orientation, veteran status, or any other protected class in their employment practices, in any of their contractual arrangements, in all services and accommodations they offer the public or in their business operations.

Thank you for your interest in doing business with LACCE.

Sincerely,
LACCE Staff

ATTACHMENTS

Attachment A – Acknowledgement Form

Attachment B – Conflict of Interest

EXHIBIT "A" ACKNOWLEDGMENT FORM

Request for Qualifications for General Counsel Legal Services

PART A

The proposing firm warrants the following:

1. That it will not delegate or subcontract its responsibilities under contract without the express, prior written permission from Los Angeles Community Choice Energy Authority.
2. That all information provided in connection with this Proposal is true and correct.
3. That it will acknowledge and agree with all terms and conditions stated in this Request for Qualifications.

Firm Name (Respondent to RFQ): _____

Address: _____ City: _____ State: _____ Zip: _____

Telephone No: _____ Email: _____

Signature _____

PART B

The above listed firm is responding to a Request for Qualifications for a qualified and experienced firm to provide General Counsel legal services.

THIS COMPLETED FORM MUST BE INCLUDED WITHIN THE PROPOSAL SUBMITTED TO LOS ANGELES COMMUNITY CHOICE ENERGY AUTHORITY BY THE RESPONDING FIRM

SUBMIT PRIOR TO 5:00 P.M. February 2, 2018

Los Angeles Community Choice Energy Authority
Attention: Matthew Skolnik
500 West Temple Street, Suite 493
Los Angeles, CA 90012
mskolnik@ceo.lacounty.gov

EXHIBIT "B" CONFLICT OF INTEREST FORM

Request for Proposals for General Counsel Legal Services

Los Angeles Community Choice Energy Authority (LACCE) and California state law prohibit its Directors and staff from making decision in which they may have certain financial or personal relationships with a contracting party. The questions that follow are intended to alert LACCE to potential code of conduct conflicts. If conflicts of only a remote interest exist, a contract may nonetheless be awarded as disclosure allows LACCE to choose processes for negotiation, award, and administration of contracts to avoid such conflicts. However, LACCE reserves the right to review and make a final determination regarding whether any actual or potential conflicts would violate LACCE' policies or California law and thus preclude a contracting party's participation in this award. All contracting parties and proposed sub-consultants must respond to each of the following questions. For responses answered "yes," LACCE may require additional information to evaluate potential conflicts prior to award. Failure to fully disclose conflicts will result in rejection of the proposal or immediate termination of any contract awarded therefrom.

1. To the best of your knowledge, do any current LACCE Directors or employees have any of the following financial relationships with your Firm or with proposed sub-consultants?

Owner	[Yes] [No]
Member	[Yes] [No]
Partner	[Yes] [No]
Officer	[Yes] [No]
Employee	[Yes] [No]
Contractor; Consultant	[Yes] [No]
Broker	[Yes] [No]
Major Stockholder	[Yes] [No]

(Major stockholder means ownership of 3% or more of firm stock.)

If "Yes" to any of the above, did this Board member or employee participate in formulating your submittal?

[Yes] [No]

2. Are you or, to the best of your knowledge, are any officers or key employees of your firm or proposed sub-consultants an immediate family member of any current LACCE Executive Director or employee?

[Yes] [No]

3. To the best of your knowledge, is a LACCE Executive Director or employee seeking or being considered for employment by your firm or by proposed sub-consultants?

[Yes] [No]

4. To the best of your knowledge, have you or any officers or key employees of your firm or any proposed sub-consultants provided contributions directly or indirectly to a LACCE Executive Director while this potential new contract is pending before LACCE?

[Yes] [No]

5. On a separate sheet, identify and disclose any business relationship(s), direct or indirect, past, present, or pending, with any associated entity in the LACCE' service area, or any such entity which has engaged in past or present litigation against LACCE and its members.

I declare under penalty of perjury of the laws of the State of California that the foregoing is true and correct.

Name (type or print)

Signature

Title

Date

Firm Name

THIS COMPLETED FORM MUST BE INCLUDED WITHIN THE PROPOSAL SUBMITTED TO LOS ANGELES COMMUNITY CHOICE ENERGY AUTHORITY BY THE RESPONDING FIRM

SUBMIT PRIOR TO 5:00 P.M., February 2, 2018

Los Angeles Community Choice Energy Authority
Attention: Matthew Skolnik
500 West Temple Street, Suite 493
Los Angeles, CA 90012
mskolnik@ceo.lacounty.gov