

**PERALTA COMMUNITY COLLEGE DISTRICT  
Board of Trustees Agenda Report  
For the Trustee Meeting Date of May 13, 2014**

**ITEM TITLE:** *(Please define the subject; e.g., change order – Berkeley City College)*

Consider approval of contracts for Bond Counsel services for future District debt financings.

**SPECIFIC BOARD ACTION REQUESTED:**

Consider approval of contract for Bond Counsel services for District bonds including General Obligation, OPEB and Parcel Tax with Orrick, Herrington and Sutcliff.

**ITEM SUMMARY:** *(PLEASE DISCUSS THIS ITEM. IF A VENDOR IS INVOLVED, PLEASE INCLUDE THE COMPANY NAME AS WELL AS THE INDIVIDUAL.)*

**Summary of RFP and Selection of Bond Counsel**

Peralta Community College District solicited requests for qualifications from firms to provide services for Bond Counsel for the General Obligation Bond program, Other Post-Employment Benefit Program, and other types of transactions for a period of three years. In addition to legal and tax expertise, the PCCD requested qualifications and experience from firms with general securities experience.

The RFP was sent to a broad range of law firms (20) selected from the Red Book – the municipal’s industry encyclopedia of consultants. The District received 6 responses from the following firms: Meyer Navel, Schiff Hardin, Norton Rose Fulbright (formerly Fulbright Jaworski), Nixon Peabody, Orrick Herrington Sutcliffe, and Stradling Yocca Carlson & Rauth.

The District assembled a review committee that included Deputy Chancellor Hendrickson, General Counsel Thuy Thi Nguyen, Interim Vice Chancellor Finance and Administration Susan Rinne, Budget Director Sui Song, and Financial Advisor Joanna Bowes. Each member of the committee reviewed the proposals and provided comments. In addition Ms. Bowes assembled a summary matrix for the group.

During the discussion of the firms’ experience and personnel, it was decided that the bond counsel and disclosure counsel should be separate selections. In the past the District has combined the duties of Bond Counsel and Disclosure Counsel using a single firm. This decision was based on providing greater transparency to the District. Bond Counsel would be the primary resource for the District and District Counsel. Disclosure Counsel would be for transactions.

In terms of breadth and depth of experience for Bond Counsel responsibilities, Orrick Herrington and Sutcliffe in San Francisco stood out with across the board experience in all type of bonds in California: general obligation bonds, BANs, and TRANS as well as a strong team for Pension Obligations and swaps and general securities advice. Orrick also offered a more specialized team of lawyers to address the District’s different needs. For Disclosure Counsel, Norton Rose Fulbright and Nixon Peabody, as well as Orrick were qualified for transactional work having completed numerous bond issuances in the past three years. Fulbright and Nixon both have lawyers that specialize in community colleges. All three of these firms have community college experience. References were checked for all candidates. The committee concluded that Orrick Herrington & Sutcliffe is the recommended selection for Bond Counsel.

**SOURCE OF FUNDS (AND FISCAL/BUDGETARY IMPACT):**

SERVICES ARE PAID FROM AND UPON ISSUANCE OF A FINANCING

**BACKGROUND/ANALYSIS:**

**DELIVERABLES AND SCOPE OF WORK:**

**ANTICIPATED COMPLETION DATE:**

**ALTERNATIVES/OPTIONS:**

**EVALUATION AND RECOMMENDED ACTION:**

**OTHER DEPARTMENTS IMPACTED BY THIS ACTION (E.G. INFORMATION TECHNOLOGY):**

YES \_\_\_\_\_ NO \_\_\_\_\_

**COMMENTS:**

**WHO WILL BE PRESENTING THIS ITEM AT THE BOARD MEETING? (VICE CHANCELLOR)**

(\*\*\*\*\*Board contract approval is subject to negotiation and execution by the Chancellor.)

**DOCUMENT PREPARED BY:**

Prepared by: *Preparer Signature Here in Script* Date: \_\_\_\_\_  
[Enter Here - Your Name and Title of Individual]

**DOCUMENT PRESENTED AND APPROVED BY:**

Presented and approved by: *Presenter/Approver Signature Here in Script* Date: \_\_\_\_\_  
[Enter Here - Name of College President, (if originating from a college) or Vice-Chancellor (if originating from the District)]

**FINANCE DEPARTMENT REVIEW**

\_\_\_\_\_ Finance review required       X  Finance review *not* required

If Finance review is required, determination is:      \_\_\_\_\_ Approved      \_\_\_\_\_ Not Approved

If not approved, please give reason: \_\_\_\_\_

\_\_\_\_\_

Signature: Susan Rinne  
Susan Rinne, Interim Vice Chancellor for Finance and Administration

**GENERAL COUNSEL (Legality and Format/adherence to Education Codes):**

Legal review required       Legal review *not* required

If Legal review is required, determination is:       Approved       Not Approved

Signature: \_\_\_\_\_  
Thuy Thi Nguyen, General Counsel

**CHANCELLOR'S OFFICE APPROVAL**

Approved, and Place on Agenda       Not Approved, but Place on Agenda

Signature: Dr. José M. Ortiz  
Dr. José M. Ortiz, Chancellor