

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY**

**Meeting Date: May 21, 2024**

**Request for Approval of Contracts for Legal Services for the California Pollution Control Financing Authority in Connection with the Bond Program**

*Prepared by: Morgan Matz*

**Summary:** Due to staffing shortages within the Attorney General's Office (AGO), California Pollution Control Financing Authority (CPCFA) received approval to create an Issuer's Counsel Pool. On March 8, 2024, CPCFA released a Request for Information (RFI) – Issuer's Counsel Pool No. CPCFA02-23 to the members of the State Treasurer's Office Bond Counsel Pool. CPCFA received five total proposals and selected the three most qualified firms based on the respective firms' bond financing experience, personnel experience, and other requirements set forth in the RFI. Staff requests the Board's approval of Resolution No. 24-04-002 to execute contracts with the Law Offices of Leslie M. Lava; Orrick, Herrington & Sutcliffe; and Nixon Peabody to provide legal services on an as-needed basis for the duration of contracts beginning June 1, 2024, and ending February 28, 2027. The maximum dollar amount of each contract will be \$166,666.00, for a total contracted amount of \$499,998.00.

**Background:** Currently, CPCFA does not have any contracts for outside legal counsel in connection with the Bond program. Establishing a contract with outside legal counsel services will allow CPCFA to continue business in the event the AGO is unable to provide the services needed. CPCFA received written approval from AGO on January 31, 2024, to contract for outside legal services in connection with the Bond program on an as-needed basis through February 28, 2027. The last contract for legal services held by CPCFA expired on May 31, 2021.

**Evaluation And Selection Process:** The evaluation and selection process consisted of the following steps:

1. An initial review of each proposal to determine whether it met the minimum qualifications and requirements of the RFI (e.g., compliance with administrative stipulations, bond experience, and compliance with Disabled Veterans Business Enterprise (DVBE) requirements).
2. Independent evaluation of each proposal by a four-member Staff Evaluation Committee (the Committee) wherein each member assigned a numeric score to each proposal based on predetermined criteria including bond experience, personnel experience, presence and/or likelihood of conflicts of interest, etc.
3. Discussion and ranking of all eligible proposals by the full Committee.

**Agenda Item 4.B.  
Resolution No. 24-04-002**

**Analysis:** The Committee evaluated all five proposals and determined that two out of the five proposals (McGuireWoods and Hawkins, Delafield & Wood) received by CPCFA did not provide the completed form DGS PD 843 DVBE Declaration as required by the RFI and were not considered in the final evaluation process. The three remaining proposals met all of the requirements set forth in the RFI. The Committee completed its review of these proposals and determined that the Law Offices of Leslie M. Lava; Orrick, Herrington & Sutcliffe; and Nixon Peabody were fully qualified and responsive to the RFI and should be awarded a contract to participate in the Issuer Counsel Pool. All three firms have prior experience with CPCFA and/or other Conduit Issuers as either Bond Counsel or Issuer's Counsel.

**Staff Recommendation:** Staff recommends approval of the attached Resolution No. 24-04-002 to authorize the Executive Director or Deputy Executive Director to execute contracts with three firms: the Law Offices of Leslie M. Lava; Orrick, Herrington & Sutcliffe; and Nixon Peabody in the amount of \$166,666.00 for each firm, totaling \$499,998.00.

**RESOLUTION OF THE CALIFORNIA POLLUTION CONTROL FINANCING  
AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR OR DEPUTY  
EXECUTIVE DIRECTOR TO EXECUTE CONTRACTS FOR LEGAL SERVICES**

**May 21, 2024**

**WHEREAS**, the California Pollution Control Financing Authority (“Authority”) was created under the California Pollution Control Financing Authority Act (the “Act”), codified under Health and Safety Code section 44500 et seq.;

**WHEREAS**, Section 44522(c) of the Health and Safety Code provides that the Authority is authorized and empowered to do all things generally necessary or convenient to carry out its powers and the purposes under the Act;

**WHEREAS**, Section 44519 of the Health and Safety Code provides that the Authority may, by resolution, delegate to its Executive Director or other official or employee of the Authority any powers and duties that it may deem proper, including the power to enter into contracts on behalf of the Authority;

**WHEREAS**, pursuant to California Health and Safety Code Section 44521 the Attorney General shall be the legal counsel for the Authority, but with the approval of the Attorney General, the Authority may employ such legal counsel as in its judgment is necessary or advisable to enable it to carry out the duties and functions imposed upon it, including the employment of such bond counsel as may be deemed advisable in connection with the issuance and sale of bonds; and

**WHEREAS**, there is a need to execute Contracts in order to retain firms to provide legal counsel services; and

**WHEREAS**, the Authority proposes to execute three Contracts in order to retain firms to provide legal counsel services and other actions related thereto of the Authority’s programs.

**NOW, THEREFORE, BE IT RESOLVED**, that the Executive Director and Deputy Executive Director are each hereby authorized, jointly and severally, to prepare and execute three Contracts with Law Offices of Leslie M. Lava; Orrick, Herrington & Sutcliffe LLP; and Nixon Peabody, in an amount not to exceed \$166,666 for each firm, totaling \$499,998 for the term beginning June 1, 2024 through February 28, 2027.