



COMMUNITY COLLEGE LEAGUE OF CALIFORNIA

**Request for Proposals for Legal Services
Retiree Health Benefit Program Joint Powers Agency
August 20, 2018**

Table of Contents

- I. Overview
- II. Governance
- III. Administration and Current Programs
- IV. Scope of Services
- V. Proposal Completion and Submission Procedures
- VI. Questionnaire
- VII. Other Requirements
- VIII. Attachment A: Acknowledgement of Receipt Form

I. Overview

The Community College League of California (League) is a nonprofit public benefit corporation whose voluntary membership consists of the 72 local public community college districts in California. We support locally elected trustees and college CEOs serve their communities by advocating on their behalf in Sacramento and Washington, D.C., and by providing continuing education services and utilizing economies of scale to keep the cost of services low.

II. Governance

The League is governed by a board of directors composed of five members from each of the organization's two policy boards - the California Community College Trustees (CCCT) and the Chief Executive Officers of the California Community Colleges (CEOCCC) - plus two representatives from the California Community Colleges Classified Senate (CCCCS). The League Board is responsible for the management of the business affairs of the organization and also establishes and evaluates the annual goals and priorities of the organization.

III. Administration and Current Programs

The League manages a Retiree Health Benefit Program Joint Powers Agency (JPA) which was formed in January 2005 in response to Governmental Accounting Standards Board (GASB) 45. The JPA created a trust that allows districts to invest in long-term, short-term, or discretionary portfolios. The JPA works with US Bank as the Trustee and Meketa Investment Group as Portfolio monitor under the direction of the JPA Board of Directors.

IV. Scope of Services

The Retiree Health Benefit Program JPA is seeking an outside, independent, well-qualified firm to provide ongoing legal counsel and advice to perform certain tasks and to make recommendations to the Trust Board, other trust professionals, and the Trust Director on an as-needed basis. The legal counsel will work closely with the JPA Board of Trustees, Trust professionals and the Director of District Services. Therefore, it is of utmost importance that legal counsel effectively communicates with the Trust Board, Trust Director (Director of District Services) and other Trust professionals. Trust Counsel is retained by and accountable to the Board.

It is estimated that the selected legal counsel may bill an average of five to ten hours per month.

Some of the services the Trust may require include:

1. Reviewing and/or drafting various types of contracts or legal documents such as participation agreements, investment manager and other related contracts, etc.
2. Attending up to two Board of Trustee meetings and committee meetings as directed by the Board of Trustees, including a written report to the Board for inclusion in the Board packet
3. Responding to legal questions raised by the Board and Director of District Services.
4. Providing direction and guidance to the Board for making decisions on legal issues

5. Providing direction and guidance on Board fiduciary responsibilities
6. Providing direction and guidance to the Trust for compliance with legal requirements
7. Provide guidance on cyber liability claims or privacy incidents including data breaches and disclosures
8. Reviewing policies to ensure compliance with legal requirements
9. Providing regulatory updates to the Board and Director of District Services on matters that may or will affect participating employers, administration, or staff
10. Ensuring compliance with legal, legislative requirements and state laws
11. Advise on compliance with applicable federal, state, and local laws and regulations, including all issues under the Internal Revenue code
12. Negotiate and draft investment contracts and other legal documents with investment consultants, custodians, investment managers and other service providers
13. Provide advice, review, and opinions related to administration of Trust and investment of fund assets
14. Coordinate with litigation counsel as necessary

When responding to this Request for Proposal, the Board encourages you to describe the ways in which you believe your service is unique or distinctive.

V. Proposal Completion and Submission Procedures

All information presented in this request for proposal (RFP) is considered confidential and should not be released to any other party without the express written consent of Lisa Mealey, Director of District Services. This restriction applies whether or not your firm provides a proposal.

Please provide a written response to all questions in the order presented in this RFP. Our review will be facilitated by having responses correspond to the sections of this RFP. Responders shall acknowledge within their proposal the acceptance of all the terms and conditions as presented in the RFP. Proposals should be prepared simply and economically, providing a straightforward, concise description of the responder's abilities to satisfy the requirements of the RFP and should include at a minimum the following:

- Title Page: Please indicate the RFP subject, name of your organization, address, telephone number, name of contact person, email address for contact person, and date.
- Letter of Transmittal: Please limit your letter to two (2) pages. Your letter should include a brief statement of your organization's understanding of the nature of the work, and include names of persons who will be authorized to make presentations, their titles, and contact information.

- Table of Contents: Please clearly identify the material by section, page number, and to the degree possible, have it correspond to the RFP.

All responses must be received by Lisa Mealoy no later than 5:00 p.m. PST on September 7, 2018.

The League requires any firm responding to this RFP to submit its proposal via email in one electronic document to lmealoy@cleague.org with the following Subject: RFP – Retiree Health Benefit Program.

Potential Responders may submit written questions as to the intent or clarity of this RFP until 5:00 p.m. PST, August 29, 2018. All written questions must be submitted via email to lmealoy@cleague.org.

A Distribution List will be used for the distribution of written responses to questions and any RFP amendments. An e-mail address is mandatory for the receipt of written responses to questions and RFP amendments. Potential Responders should return by email, facsimile or by registered or certified mail the “Acknowledgement of Receipt of Request for Proposals Form” that accompanies this document (See Attachment A). **The form should be signed by an authorized representative of the Responder, dated and returned by 5:00 p.m. August 29, 2018. Failure to return this form, or to provide complete contact information, including an email address, shall mean that the potential Responder’s name will not be considered as a finalist.**

The following dates are set forth for informational and planning purposes and may be changed at our discretion.

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| • RFP Issued | August 8, 2018 |
| • Deadline to Submit Written Questions | August 29, 2018 |
| • Response to Written Questions/RFP Amendments | August 31, 2018 |
| • Deadline to Submit “Acknowledgement of Receipt” Form | August 29, 2018 |
| • Deadline to Submit Proposal | September 7, 2018 |

VI. Questionnaire

Responses should be in the form of a thorough narrative to each mandatory item below. Failure to respond to any specification may result in the disqualification of the proposal as non-responsive.

A. Organization

1. Briefly describe your firm, including without limitation, its location(s), size, history, main areas of practice, and types of clients. How many attorneys are employed at each location? If multiple locations exist, please indicate which office will service.

2. Discuss the specialized knowledge and expertise of your firm pertaining to California public employee trust funds and the law governing California public employee trusts and any other information that demonstrates the ability of the firm to provide the services required. Indicate relevant special services your firm provides, particularly those that may not be offered by other law firms.

3. Please identify and describe any experience or relationship that your firm may have currently or has had in the past with [School District, Community College employers, and/or any JPAs in California, etc. i.e. relevant experience].
4. Please state whether your firm would be acting in the capacity of a fiduciary and general counsel when providing services to the Trust.
5. List the staff that will be assigned to this engagement, providing a description of their relevant experience and brief resume.
6. Please identify the lead attorney that would be responsible for managing the Retiree Health Benefit Program JPA relationship and provide his/her curriculum vitae. Please indicate whether the attorney(s) would personally perform some, all, or none of the work for this account (as opposed to overseeing its performance by others).
7. Indicate the number of similar trusts that your firm serves. Provide a representative client list.
8. Discuss the ability of your firm to provide the services required in Section IV Scope of Services.
9. Within the past three years, have there been any significant developments in your firm such as changes in ownership or restructuring? Do you anticipate any significant changes in the future? If so, please describe.

B. Services

10. Describe any training and educational materials/seminars that your firm could provide to enable the Retiree Health Benefit Program JPA to appropriately administer the Trust.
11. Describe the support your firm would provide in the event of a privacy incident.
12. Describe the support your firm would provide in the event the Retiree Health Benefit Program JPA was a party to litigation.
13. Describe your firm's experience with:
 - a. Internal Revenue Service compliance
 - b. Advice to trustees regarding fiduciary duties, particularly with respect to investment matters.

C. Management Commitment

14. What is your firm's policy as to continuing legal education for attorney and other staff?
15. Describe the services, publications, organizations/associations, or other resources your firm utilizes to keep informed of the current laws, regulations and trends applicable to entities like Retiree Health Benefit Program JPA.
16. What memberships/affiliations does your organization maintain to keep abreast or unique issues and developments affecting entities like Retiree Health Benefit Program JPA?

D. Conflicts of Interest

17. Disclose any potential conflicts of interest, or appearance of conflict, which may arise if your firm is selected to represent Retiree Health Benefit Program JPA.

28. Does your firm have written Conflict of Interest and/or Code of Ethics policies? If so, please provide a copy. If not, how does your firm identify and manage conflicts of interest?

19. List any professional or personal relationships your firm's attorneys may have with the Trustees and/or staff members of Retiree Health Benefit Program JPA.

E. Risk Management

22. Please describe your firm's backup procedures in the event one or more attorneys assigned to Retiree Health Benefit Program JPA leave the firm.

23. Please describe your cyber security processes.

24. Provide certificates for your Errors and Omissions Insurance, Directors and Officers Liability Insurance, Fiduciary Liability Insurance, Cyber Liability Insurance and any other coverage that is applicable.

F. Proposed Fees

25. Describe in detail the billing rates, practices and policies of your firm that would apply if your firm were engaged to serve as outside legal counsel for Retiree Health Benefit Program JPA.

G. References

26. Indicate the number of similar trusts that your firm serves. How many of those trusts are in the state of California. Provide a representative client list.

27. How many Trusts have you gained/lost as clients in the last three years? For those that may have terminated their working relationship, provide a brief statement of your understanding of their reasons for doing so.

28. List three (3) client references for which your firm has performed work similar to that requested in this RFP. Include the name and contact information for the person that a Retiree Health Benefit Program JPA representative may contact to discuss your firm's ability to handle this engagement.

H. Miscellaneous

29. Has your firm been investigated by any state or federal regulatory or law enforcement agency in the last ten years? If yes, please describe in detail the substance and results of each such investigation.

30. Has your organization been a party to any lawsuit, including suits involving misfeasance or professional negligence, within the last ten years? If so, please describe the substance and results of each suit.

I. Specific Information Regarding Attorney(s) to be assigned:

1) Please disclose whether the firm or the lead attorney proposing to represent Retiree Health Benefit Program JPA or associates have been:

- (a) Disciplined by the State Bar of California or the bar of any other state; (b) The subject of an investigation by the U. S. Department of Labor or by any state insurance commission or business and professions commission related to representation of any trust or health and welfare benefits plan;
- (b) Subject to an adverse judgment or ordered to pay damages in any action alleging malpractice, negligence, fraud, breach of fiduciary duty, or any other malfeasance, misfeasance, or nonfeasance related to representation of any trust or health and welfare benefits plan.

2) Please respond to the following questions regarding the lead attorney who will be assigned to Retiree Health Benefit Program JPA:

- (a) What law school did he or she graduate from?
- (b) How many years has this individual been practicing law?
- (c) How many years has this individual been with your firm?
- (d) What type of responsibility has he or she had for public sector trust funds?
- (e) Where is this individual licensed to practice law?

3) Does this individual serve as fund counsel or co-counsel to other public sector benefit plans? If yes, how many and are they pension or welfare funds?

4) Does this individual have litigation experience? Please explain.

VII. Other Requirements

- Inviting a proposal does not assume a “pre-qualification” of any proposer.
- Retiree Health Benefit Program JPA will not be liable for any costs incurred in preparation of proposals.
- By submitting a proposal, the proposer certifies that he/she has fully read and understands the “Request for Proposal” and has full knowledge of the scope, nature, quantity, and quality of work to be performed. Unless specified to the contrary, submitting a proposal will be interpreted as agreement to all provisions in and requirements of the RFP.
- The proposer shall furnish such additional information as Retiree Health Benefit Program JPA may reasonably require. Retiree Health Benefit Program JPA reserves the right to investigate the qualifications of all proposers as it deems appropriate.
- Retiree Health Benefit Program JPA reserves the right to conduct pre-contract negotiations with any or all proposers.
- Retiree Health Benefit Program JPA reserves the right to reject any or all proposals, the right in its sole discretion to accept the proposal which it considers most favorable to Retiree Health Benefit Program JPA’s interest, and the right to waive minor irregularities in the

procedures. Retiree Health Benefit Program JPA further reserves the right to seek new proposals when such a procedure is in its best interest.

- All proposals submitted shall be binding for ninety (90) calendar days following the above due date for receipt of proposals to allow for evaluation and award of contract.
- Proposals received by after the time specified for proposal opening will not be considered.
- All information required by the Request for Proposal shall be supplied to constitute an acceptable proposal. Failure to submit a complete proposal may result in the disqualification of your proposal.
- This RFP may be canceled at any time and any and all proposals may be rejected in whole or in part when Retiree Health Benefit Program JPA determines such action to be in the best interest of Retiree Health Benefit Program JPA.
- This RFP and any agreement with Responders that may result shall be governed by the laws of the State of California.
- A large part of the communication regarding this process will be conducted by electronic mail (email). Responders must have a valid e-mail address to receive this correspondence.

VIII. ATTACHMENT A: ACKNOWLEDGEMENT OF RECEIPT FORM

In acknowledgement of receipt of the Request for Proposal – Outside Legal Services and Counsel, the undersigned agrees that he/she has received a complete copy, beginning with the title page and table of contents, and ending with Attachment A.

This acknowledgment of receipt should be signed and returned to Lisa Mealoy, Director of District Services no later than 5:00 p.m. PST August 29, 2018. Only proposals submitted from potential Responders who return this form complete with the indicated intention of submitting a proposal will be considered.

_____ This Potential Responder does not intend to respond to this Request for Proposal.

_____ This Potential Responder intends to respond to this Request for Proposal, and the authorized signature below indicates our acceptance of all the terms and conditions as presented in the Request for Proposal.

POTENTIAL RESPONDER:

REPRESENTED BY:

TITLE:

PHONE NO.:

E-MAIL:

FAX NO.:

ADDRESS:

CITY:

STATE:

ZIP:

SIGNATURE:

DATE:

Acknowledgement Form should be directed to:
Lisa Mealoy
Director of District Services
Community College League of California
Email: lmealoy@cclleague.org