

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY



REQUEST FOR PROPOSALS:

State Regulatory Counsel

May 23, 2014

Submission Deadline: Must be received by June 13, 2014 by 5:00 P.M. PT

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
REQUEST FOR PROPOSALS:
SCPPA STATE REGULATORY COUNSEL

EXECUTIVE SUMMARY

The Southern California Public Power Authority (SCPPA) is soliciting competitive proposals from qualified firms or individuals interested in being retained to serve as SCPPA regulatory counsel on California Assembly Bill 32 and the related Greenhouse Gas (GHG) matters (principally under the jurisdiction of the California Air Resources Board) and on Renewables Portfolio Standard (RPS) related matters (principally under the jurisdiction of the California Energy Commission). SCPPA is seeking highly experienced regulatory counsel with demonstrated experience related to these matters to assist SCPPA and its Members in complying with the current and the future GHG and RPS related regulatory matters.

The proposed regulatory services may be provided under one single outside counsel services engagement for both GHG and RPS matters or multiple counsel service engagements with a combination of firms or individuals covering either GHG or RPS matters.

Responding firms or individuals are encouraged to set forth the complete array of services which the firm or individual is offering to provide relative to the subjects addressed in this Request for Proposal as well as billing schedule/fees for services rendered. The initial term of engagement is up to three years which may be renewed by mutual agreement and subject to SCPPA's discretion.

At SCPPA's discretion, additional information may be requested and interviews may be conducted in the selection process. It is anticipated that proposals will be evaluated by a committee comprised of representatives from SCPPA Members. Any recommendations to the SCPPA Board of Directors for the award of this state regulatory counsel service engagement may be premised, among other factors, on the basis of the best value and the lowest ultimate cost to SCPPA Members. SCPPA reserves the right to reject any or all proposals.

Respondents shall not contact SCPPA Board Members regarding this RFP or this RFP process.

ABOUT THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY

SCPPA is a joint powers authority and public entity organized under the laws of the State of California. SCPPA was created pursuant to the California Government Code and a Joint Powers Agreement for the purpose of joint planning and financing, as well as development, acquisition, construction, operation, and maintenance of projects for the generation or transmission of electric energy. SCPPA's members consist of eleven municipal utilities and one irrigation district—Anaheim, Azusa, Banning, Burbank, Cerritos, Colton, Glendale, Los Angeles, Pasadena, Riverside, Vernon, and the Imperial Irrigation District. Through SCPPA, these municipalities supply electric energy within Southern California, in part by way of numerous generation, transmission, and fuels projects, to over two-million customers and a population exceeding 5 million people in five Southern California. An overview of SCPPA and SCPPA's major projects can be found at the SCPPA website at www.scppa.org.

I. SCOPE OF WORK

On behalf of its Members, SCPPA requests detailed information regarding the qualifications of individuals or firms interested in providing regulatory state counsel services in order to establish a list of qualified

individuals or firms from which outside regulatory counsel may be selected to help SCPPA Members comply with existing and future GHG- and RPS-related state regulatory policies. SCPPA is interested in retaining a diverse group of firms/individuals who will provide high-quality counsel service in a timely manner and who are also dedicated to containing outside counsel costs for public agencies. Under SCPPA's direction, specific assignments may include investigating, advising, reviewing and/or drafting regulatory documents involving one or more of the following regulatory issue areas:

- The California Air Resources Board's implementation of the Cap-and-Trade Program Regulation
- The California Air Resources Board's implementation of the Mandatory Reporting Regulation
- Other climate change-related matters
- The California Energy Commission's implementation of the Renewables Portfolio Standard
- The California Energy Commission's implementation of Assembly Bill 2514 (energy storage)
- Other RPS-related matters

Selection of outside counsel for all matters will be based among other factors, demonstrated expertise and experience in the subject matter(s), costs for services rendered, adherence to the scope and the budget for services rendered, and effectiveness in representing and communicating with SCPPA and SCPPA Members. Selected individuals or firms will be required to enter into a Scope of Work retention agreement for each specific matter, and must agree to a "not to exceed" capped monthly amount. Respondents should also define what would be considered extraordinary services to be provided over and beyond normal services and the basis for compensation. The names of the individual(s) assigned to work on the matter must be identified and their hourly rate shall be specified.

II. GENERAL EVALUATION CRITERIA

The retention by SCPPA of any individual or firm submitting a proposal may be based upon, but will not necessarily be limited to, the following general criteria:

- Demonstrable regulatory expertise and experience required to successfully serve as lead regulatory counsel for other California municipal utilities or joint power authorities on California GHG- and RPS-related matters;
- Demonstrable expertise in providing timely analysis of relevant proposed and adopted State regulations, as requested by SCPPA Members;
- Demonstrable ability to prepare regulatory filings to State agencies in a timely manner under the direction of SCPPA and SCPPA Members;
- Demonstrable expertise and experience to provide legal interpretation of relevant existing and proposed State laws, rules, and policies, as requested by SCPPA Members;
- Ability to adhere to work plans and a "not to exceed" budget with cost controls for services rendered to public agencies; and
- Prompt availability to provide services on a continuing and uninterrupted basis, as requested by SCPPA.

It is anticipated that the proposals will be evaluated by a committee comprised of representatives from SCPPA Members. The evaluation committee may, in their discretion, decide to conduct interviews of selected respondents to further assist in the evaluation process. Any recommendations to the SCPPA Board of Directors for the award of counsel services contracts under this process may be premised, among

other factors, on the basis of the best value and the lowest ultimate cost to SCPPA Members. SCPPA reserves the right to reject any or all proposals.

III. CONTENT OF RESPONSE

A copy of SCPPA's State Regulatory Counsel Questionnaire is attached as "Appendix A." SCPPA requests that responses to this questionnaire be completed by each individual or firm interested in being retained as an exhibit to your proposal. Please complete the questionnaire as accurately and as fully as possible and include all information which you deem to be relevant or which you believe would be helpful in the evaluation process. Proposals shall also include the following information in the order listed:

a. **SUBCONTRACTORS**

State whether your firm will use any subcontractors or co-counsel to perform services pursuant to the contract. Should the use of subcontractors or co-counsel be offered, the proposing firm shall provide the same assurances of competence for subcontractors as the firm provides for itself and should demonstrate that the firm has the ability to manage and supervise the subcontracted work. Subcontractors shall not be allowed to further subcontract with others for work on this program without the consent to SCPPA.

b. **INSURANCE REQUIREMENTS**

Responding firms should state that, if engaged, they will comply with SCPPA's insurance requirements which include \$1,000,000 automobile liability insurance, \$1,000,000 commercial general liability insurance, workers compensation coverage as required by law and legal malpractice insurance sufficient to insure against the consequences of potential errors and omissions.

c. **TAXPAYER IDENTIFICATION NUMBER**

Provide the proper Taxpayer Identification Number for your firm for the preparation of any Form 1099 or other Internal Revenue Service reporting requirements.

d. **SERVICES PROVIDED TO SCPPA MEMBER AGENCIES**

Provide in detail whether your firm, within the last five years has rendered any service to any SCPPA member, either as a primary contracting law firm or as a subcontracting firm, either under your firm's current business organization or under any other name or business organization.

IV. INCURRING COSTS

SCPPA shall not be liable for any costs incurred by any respondents in preparing any information in connection with this RFP process or any costs resulting from responding to this RFP. Any such costs shall remain the sole responsibility of the respondent.

V. DISPOSITION OF PROPOSALS

All proposals submitted in response to this RFP shall become the property of SCPPA. Any proposal must identify all copyrighted material, trade secrets or other proprietary information which the respondent may contend is exempt from disclosure under the Public Records Act (California Government Code §6250 et seq.). In the event such an exemption is claimed, the respondent is requested to state in the proposal that the respondent will defend any action which seeks disclosure.

VI. RFP PROCESSES, SELECTIONS, NEGOTIATIONS AND FEES

This RFP constitutes only an invitation to provide requested information. SCPPA reserves, holds and, in its sole discretion, may exercise any and all rights to enter into negotiations with any responding party or combination of responding parties who, in SCPPA's sole judgment, appears to be qualified to help advance SCPPA's state regulatory interests and satisfy the needs of SCPPA set forth in this RFP at a competitive value. If SCPPA receives information from one of more respondents during the course of this RFP process, which SCPPA, in its sole discretion, deems worthy of further consideration, SCPPA may request additional information from those respondents. In addition, SCPPA may engage in additional negotiations with any such firms submitting such information which SCPPA deems to be in SCPPA's best interest. SCPPA may award a contract on the basis of submitted proposals without further discussions or may engage in further interviews. SCPPA reserves the right to submit additional clarifying questions to respondents, in order to obtain information which SCPPA deems to be valuable in the selection process.

SCPPA may negotiate with one or more respondents in order to obtain the most reasonable and competitive fee structure; therefore, respondents should submit their proposal with the most favorable public entity fee discounts. Please identify both the hourly rate (including 10th hour billable increment) for each individual included in your proposal; a proposed "shall not exceed" monthly amount; and a proposed fee structure, including what would be considered "extraordinary services" to be provided over and beyond normal services and the basis for compensation, for comparison purposes.

When considering individuals or firms with substantially comparable credentials, fee structures become an extremely important defining criteria in the selection decision. SCPPA may require respondents to affirmatively represent that the respondent does not provide a lower fee structure for any other public entity in California.

VII. SCPPA STANDARD CONTRACT PROVISIONS

At the conclusion of the initial evaluation process, negotiation between SCPPA and the successful respondent or respondents for a contract to provide state level regulatory counsel will proceed. This legal services contract will contain SCPPA's standard terms and conditions, which will include: (1) specific standards for the individual or firm's billing costs and services, (2) requirements for the scrupulous exercise of sound billing judgment, billing specificity, and billing documentation, (3) insurance requirements, (4) an express provision stating that in the event of any dispute concerning any matter touching upon that agreement, each party agrees to bear its own attorneys fees, and (5) that the venue for any disputes or litigation arising from that legal services agreement will be Los Angeles County.

VIII. CONTRACT PERIOD

SCPPA anticipates that any services provided under contract or contracts which arise from this RFP process would commence in the summer of 2014 and provide for a term of three years.

IX. OWNERSHIP OF DATA

Upon completion of all work under the proposed counsel services contract, ownership and title of all reports, documents, instruments, indentures, contracts, plans, drawings, specification, and estimates produced through legal services provided as part of the contract will automatically be vested in SCPPA and no further agreement will be necessary to transfer ownership to SCPPA. Copies of work product produced for SCPPA shall not be furnished to others without the written authorization from SCPPA.

X. RIGHT TO REJECT PROPOSALS

SCPPA reserves the right to reject any or all proposals submitted under this RFP and may amend, modify or terminate the RFP process at any time.

XI. CLARIFICATION REQUESTS AND/OR QUESTIONS

Any question or clarifications requested in connection with this RFP process should be submitted in writing and directed to:

Richard J. Morillo
General Counsel
1160 Nicole Court
Glendora, California 91740
Fax: 626-793-9461
Email: rmorillo@scppa.org

Tanya M. DeRivi
Director of Regulatory Affairs
915 L Street, Suite 1410
Sacramento, California 95814
Fax: 916-440-0869
Email: tderivi@scppa.org

Respondents shall not contact SCPPA Board Members regarding this RFP or this RFP process. In order to facilitate timely responses, all respondents requesting clarification should provide an active email address with their clarification request and/or questions.

XII. REQUIREMENTS FOR SUBMISSION

Only written proposals will be considered. Proposals should be responsive to the questions set forth in this RFP. All materials submitted shall become a part of the proposal, and may be incorporated in any subsequent contract between SCPPA and any selected proposer.

The maximum length of your written proposal, excluding exhibits, resumes, and reference contacts should not exceed 20 pages. Five paper copies of your written proposal and one electronic copy (e.g., searchable .pdf format) containing the complete contents of your proposal should be submitted no later than 5:00 p.m. PT on June 13, 2014 to the address below and an electronic copy emailed to both Richard J. Morillo (rmorillo@scppa.org) and Tanya M. DeRivi (tderivi@scppa.org).

Written proposals should be mailed in a sealed package, clearly marked with the words as follows:

RESPONSE TO RFP FOR STATE REGULATORY COUNSEL

Proposals shall be addressed and mailed to:

Richard J. Morillo
General Counsel
Southern California Public Power Authority
1160 Nicole Court
Glendora, CA 91740

XIII. SIGNATURES AND DECLARATIONS

Each proposal must be signed on behalf of the respondent by an officer authorized to bind that respondent. In addition, the following statement must be included:

"I hereby certify that the information contained in this proposal to perform State Regulatory Counsel work is true and correct. This proposal is genuine, and not a

sham or collusive. The respondent has not improperly attempted to induce any other firm to refrain from submitting a proposal and has not in any manner sought through collusion or improper influence to secure for itself any advantage over any other respondent. Respondent has not attempted and will not attempt to improperly influence the selection process or obtain any unfair advantage with respect to the selection process contemplated herein by any unauthorized contact with any SCPPA officer, or Board Member in connection with and related to this selection process."

APPENDIX "A"
STATE REGULATORY COUNSEL QUESTIONNAIRE
STATEMENT OF QUALIFICATIONS FOR ALL RESPONDENTS

1. Name and association of principal Respondent, including address and contact information (for principal contact if Respondent is a firm):
2. Identify the individual(s) and qualifications anticipated to be responsible for the potential engagement matters addressed in this RFP:
 - a. Qualifications and pertinent experience working with public agencies on State air quality and renewable energy matters.
 - b. Are you, or do you have any, municipal regulatory specialists? If yes, please provide names, resumes, experience, and specialty areas.
 - c. If Respondent is a firm, who in your firm would be assigned the primary responsibility for administering and carrying out services under an agreement with SCPPA?
 - d. Outline your approach to assignments and addressing concerns with a multi-party client as indicated herein.
 - e. Identify any relevant proceedings and provide any sample comments or filings in which you have participated in the recent past.
3. Has your firm carried out any regulatory services for any SCPPA Member during the last five years? If yes, please set forth the SCPPA Member, the nature of the work, the dates of your engagement, and the names of the SCPPA Member agency personnel responsible for the administration of your contract.
4. Please indicate whether or not there may be any potential conflicts you or your firm might have in serving as state regulatory counsel for SCPPA by answering the following:
 - a. Please state whether you or your firm during the past five years has represented any party in any matter adverse to SCPPA or adverse to any SCPPA Member. If yes, please specify: the SCPPA Member(s) involved; the nature of the litigation or transactional matter; whether the matter has now been concluded; and, if yes, how the matter was concluded.
 - b. Does your firm have any potential conflicts with SCPPA which may implicate the provisions of Rule 3-310 of the California Rules of Professional Conduct? If yes, please state in detail the nature of the matter which may give rise to such a conflict.
5. Please describe you or your firm's fee structure and the fee schedule or anticipated charges which you or your firm proposes for this engagement. Specify the hourly rates (including 10th hour increments) of each of person which you may be proposing in connection with this matter. In connection with fees, proposing individuals or firms should keep in mind that when SCPPA considers individuals or firms with substantially comparable credentials, fees and fee structures become an extremely important defining criteria in the selection decision and respondents are encouraged to submit their proposal with the most favorable public entity fee discount. SCPPA may require respondents to affirmatively represent that the respondent does not provide a lower fee structure for any other public entity in California. Also, Respondents are requested to keep in mind that SCPPA may also desire to consider various alternative types of fee arrangements.
 - a. Do the hourly rates or the proposed fees include all administrative and overhead costs such as word processing, telephone expenses, faxing, document duplication, expenses of travel, etc?
 - b. Please indicate which charges or costs are not included in the above hourly rates or fees. Please identify those charges or costs for which your firm expects reimbursement. If the

reimbursement basis is other than cost based please indicate the amounts or the formula for calculating such charges or costs. If you or your firm does not have a Southern California area office, particularly note whether or not you are expecting to be separately reimbursed for transportation expenses in traveling to and from Southern California.

6. As indicated herein, it is entirely possible that the handling of the regulatory services described in this RFP may be undertaken through an approach involving two or more individuals or firms working together on a common task. Other than you or your own firm, please state which specific attorneys and firms you feel would be most qualified to handle the type of responsibilities set forth in the scope of services section of this RFP.
7. Have you or your firm published any special articles, newsletters or bulletins addressing any of the matters set forth in this RFP? If yes, please provide sample written materials you feel may be relevant to your qualifications in your response.
8. Please provide any additional information you may deem to be appropriate.
9. Please provide three recent client references and contact information for each lead representative.