

**SOUTHERN CALIFORNIA
PUBLIC POWER AUTHORITY**



**Request for Qualifications and Proposals
for
General Counsel Services**

RFP Date: March 23, 2004

Response Deadline: April 23, 2004, by 4:00 p.m. PDT

The Southern California Public Power Authority (SCPPA) is soliciting proposals from qualified law firms or individual lawyers to provide general counsel legal services on an as-needed basis. SCPPA, the membership of which is comprised of 11 cities and one irrigation district of the State of California, was formed in 1980 as a joint powers agency and a public entity for the purpose of the planning, financing, development, acquisition, construction, operation and maintenance of projects for the generation and transmission of electric energy. Governance is provided by a Board of Directors consisting of one representative for each of the members. To date, SCPPA has provided financing on behalf of participating members in the Palo Verde Nuclear Generating Station, Southern Transmission Project, Mead-Phoenix Transmission Project, Mead-Adelanto Transmission Project, San Juan Generating Station Unit 3, Multiple Project Revenue Bonds, Magnolia Power Project and several refinancings for these same projects. For more information about SCPPA please refer to the website at www.scppa.org.

The first part of the selection process will be to assess the qualifications of the firms or individual lawyers submitting proposals. After determining the most qualified firm or individual lawyer, the process will consider the fee proposals submitted as a part of the process. This two step process is considered a Request for Qualifications followed by a Request for Proposals. Both proposals are submitted at the same time with the fee portion submitted in a sealed envelope.

Desired Knowledge, Experience and Expertise

The qualified law firm or individual lawyer ideally will have in-depth knowledge, experience and expertise on a variety of legal and factual matters that frequently arise with respect to SCPPA, but not limited to the following:

1. California law relating to joint powers agencies, particularly joint powers agencies for electric utility matters, and a joint powers agency's authority to issue debt.
2. Compliance with Ralph M. Brown Act, particularly with respect to joint powers agencies.
3. Compliance with the California Public Records Act and California Environmental Quality Act.
4. California and Federal laws relating to municipal utilities and irrigation districts providing electric service.
5. Historical, current and proposed California electric industry restructuring matters.
6. SCPPA's existing projects, including power sales contracts, transmission service contracts and project agreements.
7. Negotiating and drafting complex electric utility-related contracts, particularly involving multiple parties/owners.
8. Broad, general knowledge and experience in electric systems operations.
9. SCPPA members and their respective electric utility systems and operations.
10. SCPPA procurement code or other applicable public contracting legal requirements.
11. Federal and California electric utility litigation and regulatory experience.
12. Public power issues and dynamics in California and the country.
13. California conflict of interest statutes and regulations, particularly as they may apply to members of the board of directors of a joint powers agency.

Accessibility

Accessibility is very important to SCPPA. It is SCPPA's desire that the qualified firm or individual be available by telephone anytime to provide legal assistance to SCPPA as well as attendance at the regularly scheduled monthly SCPPA Board of Director's meetings (generally held the third Thursday of each month). Please address in your proposal the individual(s) that would be available to provide requested legal services to SCPPA in the event the "lead" attorney is unavailable (e.g. illness, vacation, etc).

Scope of Services

The selected qualified law firm or individual lawyer is expected to advise SCPPA concerning legal rights, obligations and privileges by performing the following duties and responsibilities:

1. Legal research, interpretation and advice regarding provisions of California and Federal Constitutions, statutes, decisions, ordinances and regulations for joint powers agencies.
2. Examine facts, data and relevant law to determine advisability of defending or prosecuting lawsuits.
3. Assist SCPPA with respect to its financings, including issuing legal opinions related to the issuance, marketing and sale of SCPPA debt.
4. Act as agent of SCPPA in a wide range of circumstances and transactions.
5. Represent SCPPA in litigation including administrative and court proceedings regarding any SCPPA matter.
6. Advise SCPPA concerning matters involving internal affairs, directors, officers and relations with the general public.
7. Review, negotiate and/or draft a wide range of contracts for SCPPA or one or more of its members, and have the adequate staff/facilities to do so efficiently.
8. Prepare resolutions (as requested) and approve resolutions prepared by SCPPA staff and others for SCPPA Board approval, and attend all regular and special Board meetings.
9. Administer other legal matters.
10. Undertake and carry out those legal services requested by the SCPPA Board of Directors or SCPPA's Executive Director.

Term of Contract

SCPPA desires a service contract with a term of three (3) years, with the right of SCPPA to terminate upon 30 days prior written notice.

Conflicts of Interest

SCPPA does not want to hire a law firm or individual lawyer that frequently cannot provide the requested legal service for SCPPA due to conflict of interest concerns. Please address this issue in your proposal. Also provide statement(s) identifying any potential conflicts of interest with other clients or interests of the firm or individual.

General Counsel Selection Schedule

The various tasks and the corresponding target completion dates associated with the selection of a qualified law firm for general counsel services are outlined below:

Board Action/ Work Task	Completion Date
SCPPA Legal Committee and Executive Committee approves RFP for General Counsel services	March 22, 2004
Deadline to submit proposals to RFP	April 23, 2004
SCPPA Executive Committee and staff review proposals and interview candidate firms	May 14, 2004
SCPPA Board of Directors selects a qualified firm or individual lawyer for General Counsel services	May 20, 2004

Elements of Proposal

Please include the following required information in your proposal:

1. Cover letter.
2. Provide a description of your firm's or your relevant knowledge, experience and expertise with respect to those matters described in the "Legal Expertise" section. You may include a list of any other expertise you or your firm have that would be available to SCPPA on a special-need basis.
3. Provide a description of your firm's or your capabilities and understanding of the legal services to be performed for SCPPA in the "Scope of Services" section.
4. Maximum length of proposal shall not exceed 10 pages, excluding resumes, reference contacts.
5. Resume of attorney that would serve as General Counsel and resumes of any other lawyers and/or key staff that would have primary responsibility of providing General Counsel services to SCPPA. Resumes should emphasize professional experience, reputation and capabilities in the areas described in the "Desired Knowledge, Experience and Expertise" section as well as "Scope of Services" section and previous experience as General Counsel, preferably for a California joint powers agency or municipal electric utility.

Your fee proposal shall be submitted in a separate sealed envelope. SCPPA is open to retainers or hourly-rate fee schedules or some combination thereof. The fee proposal shall show a compensation schedule for legal services. If a retainer is offered, provide a statement of how the retainer fee would be determined and administered. For hourly-rate fees, provide a detailed statement for all personnel who would perform legal services for SCPPA and the minimum billing time charged (i.e., tenths, quarters, or half).

Selection Process

The SCPPA Board of Directors, in conjunction with SCPPA member staff and the SCPPA Executive Committee, propose to select a qualified firm or individual lawyer for General Counsel services based on the review of the proposals. The primary selection criteria will focus on the desired knowledge, experience and expertise of the lawyer(s) that will provide the bulk of the General Counsel services to SCPPA, the fees/costs to SCPPA for General Counsel services and the relative value/quality of such General Counsel services to SCPPA, accessibility to provide legal services and responsiveness to requests for assistance, reputation of the firm and/or individual attorney and relevant experience with SCPPA and its members and Southern California public power industry. The qualified law firm or individual attorney should not have any known conflicts of interest which are likely to frequently require the firm/attorney to decline requested legal services.

The contract for General Counsel services will be in accordance with SCPPA's contracting policies. The minimum insurance requirements are \$1 million for comprehensive general liability insurance, \$1 million for comprehensive automobile liability insurance and \$2 million for professional liability insurance.

SCPPA is reluctant to modify any portion of this Request for Qualifications and Proposals, but will consider proposed modifications that are included as part of any written proposal. SCPPA reserves the right to reject any and all proposals, waive any proposal formalities, or modify, postpone or cancel the proposed selection procedure at its sole discretion. SCPPA shall incur no liability of any nature in connection with this Request for Qualifications and Proposals.

Proposal Submittal

Any interested law firm or individual lawyer shall submit its proposal no later than 4:00 pm on April 23, 2004, at the address listed below. Please provide 12 copies of the proposal document, along with one fee-proposal envelope.

Bill D. Carnahan, Executive Director
Southern California Public Power Authority
225 S. Lake Avenue, Suite 1250
Pasadena, CA 91101
(626) 793-9364; Fax 793-9461
E-mail: bcarnahan@scppa.org

Additional Information and Changes

All requests for additional information should be made to Bill Carnahan, in writing (fax and e-mail are acceptable). No oral modifications of this Request for Qualifications and Proposals shall be valid. Any modifications shall be written by Request for Qualifications and Proposals addendum, and signed by the Executive Director of SCPPA.