

City of Greenville



Greenville Utilities Commission



Bond Counsel

Joint Request for Qualifications

FY 2017

CITY OF GREENVILLE and GREENVILLE UTILITIES COMMISSION REQUEST FOR QUALIFICATIONS FOR BOND COUNSEL

INTRODUCTION

The City of Greenville, NC (hereinafter called the “City”) and Greenville Utilities Commission (hereinafter called “GUC”) are requesting Qualifications from firms to serve in the capacity of Bond Counsel for both entities and provide legal services and opinions in connection with the City’s and GUC’s issuance of bonds and other debt instruments.

This RFQ does not constitute a bid and is intended solely to conduct a competitive, qualification-based selection process to identify the best-qualified firm with which to negotiate a contract for the desired services.

There is no expressed or implied obligation for the City or GUC to reimburse firms for any expenses incurred in preparing Qualifications in response to this request.

SCOPE OF SERVICES

Bond Counsel will be directly responsible to the issuer for all of, but not limited to, the following tasks:

1. Provide an objective legal opinion to the City or GUC with respect to the authorization and issuance of debt obligations and whether interest paid is tax-exempt under federal and/or state laws and regulations;
2. Attend, upon request, any meeting of the City Council, GUC Board of Commissioners, or City/GUC staff;
3. Work with all parties to develop the details of a financing structure that meets the City’s or GUC’s needs;
4. Prepare all authorizing documents and any other document needed in connection with the authorization and issuance of bonds and other debt, including but not limited to referenda documents, closing documents, the official statement, the financing calendar, public notices and advertisements, and transcripts;
5. Answer inquiries from the Local Government Commission, trustees, underwriters, financial advisors, trustees, paying agents, and others in conjunction with the sale;
6. Analyze and resolve all tax issues associated with financing plans;
7. Review use of proceeds to ensure compliance with applicable state and/or federal laws and regulations;

8. Review all documents and materials necessary to comply with all applicable continuing disclosure requirements;
9. Offer continuing legal advice, as needed, on issues related to the sale of bonds and other debt, any issues that arise post-sale, the trustee administration of obligations, and in particular any actions necessary to ensure that interest will continue to be tax-exempt;
10. Provide advice and any legal opinions as required by City or GUC staff.

CONDITIONS APPLICABLE TO RFQ

Upon submission of a response to this RFQ, the Respondent acknowledges and consents to the following conditions relative to the submission and review and consideration of its Qualification Statement.

- All costs incurred by the Respondent in connection with responding to this RFQ shall be borne solely by the Respondent. The City and GUC will not be responsible for any expenses incurred by any Respondent in the development of a response to this Request for Qualifications or any other activities associated with this procurement including but not limited to any onsite (or otherwise) interviews and/or presentations, and/or supplemental information provided, submitted, or given to the City and GUC and/or its representatives.
- The City and GUC reserve the right in their sole judgment to reject for any reason any and all responses and components thereof and to eliminate any and all responses and components thereof and to eliminate any and all Respondents responding to this RFQ from further consideration for this procurement.
- The City and GUC reserve the right in their sole judgment to reject any Respondent that submits incomplete responses to this RFQ or a submittal that is not responsive to this RFQ.
- Each firm shall affirm that no official or employee of the City and GUC is directly or indirectly interested in this RFQ for any reason of personal gain.

SUBMITTAL REQUIREMENTS

Responses to the RFQ should be delivered electronically to Cleve Haddock at haddocgc@guc.com on May 15, 2017 by 3:00 pm EDST. Mr. Haddock's contact information is listed below:

Cleve Haddock, CLGPO
Greenville Utilities Commission
Procurement Coordinator
Telephone: 252-551-1533
E-mail: haddocgc@guc.com

All submittals must be received by the designated date and hour. Documents received after the date and hour designated are automatically disqualified and will not be considered. It is the sole responsibility of the Respondent to ensure that the response to the RFQ is submitted by the designated time and hour.

Calendar

RFQ issued	Wednesday, April 12, 2017
Deadline for Questions Related to RFQ	Friday, April 21, 2017
Responses to Questions	Friday, April 27, 2016
Deadline for receipt of RFQ	Monday, May 15, 2017 @ 3:00pm EDST

Questions Related to RFQ

All questions should be e-mailed to Cleve Haddock at haddocgc@guc.com by no later than Friday, April 21, 2017.

The City and GUC reserve the right to reject any and/or all submittals, waive any minor irregularities in the process and to be the sole judge of suitability of the services for its intended use and further specifically reserves the right to seek new RFQ's when it is in the best interest of the City or GUC. Failure to respond to any requirements outlined in the RFQ or failure to enclose copies of the required documents may disqualify the response.

The City and GUC have adopted an Affirmative Action and Minority and Women Business Enterprise Plan (MWBE) Program. Firms submitting a response to RFQ are attesting that they also have taken affirmative action to ensure equality of opportunity in all aspects of employment, and to utilize MWBE suppliers of materials and labor when available. Minority owned and operated businesses are encouraged to participate in the submission process.

All responses to this request will be subject to the North Carolina Public Records Law.

The font size shall not be smaller than 11-point and the total document should be limited to thirty (30) pages.

To be considered for this project each response must contain all of the following information, tabbed as identified, and in the sequence indicated below.

Completeness and clarity of the response will be an important consideration, as will the conciseness of the response package. Responses should include the following sections.

1) SECTION 1: LETTER OF TRANSMITTAL – The letter of transmittal should acknowledge the following:

- a. The Respondent and Respondent’s key professionals do not have and do not anticipate a potential conflict of interest with the City or GUC.
- b. The Respondent and Respondent’s key professionals are licensed to practice law in North Carolina and are members in good standing with the North Carolina State Bar.
- c. The Respondent agrees that during the term of the contract, Respondent’s professionals will not represent anyone in a matter, proceeding, or lawsuit against the City and GUC or any of its agencies or instrumentalities, unless by waiver approved by the City Council or GUC Board of Commissioners or any City or GUC official to whom the governing bodies delegates this authority. After termination or completion of the contract, proposer agrees that Respondent’s professionals will not represent anyone in a matter, proceeding or lawsuit related to the contract;
- d. The Respondent acknowledges that all costs incurred by the Respondent in connection with responding to this RFQ shall be borne solely by the Respondent.

2) SECTION 2: TABLE OF CONTENTS

3) SECTION 3: EXECUTIVE SUMMARY

In two pages or less, provide a brief statement explaining why the City and GUC should consider your firm for Bond Counsel services. The Respondent must have significant experience and capacity to provide legal services related to public finance to the City and GUC pursuant to North Carolina State law.

4) SECTION 4: RELEVANT COMPANY EXPERIENCE

- a) Provide the location of the office responsible for the proposed services and the number of partners, supervisory staff, seniors and other professional staff employed at that office.
- b) Describe the general capabilities of your firm and partners and others who will be participating in these transactions.
- c) Provide resumes of key partner(s) and other attorney(s) who will be assigned to work with the City and GUC.
- d) Identify the attorney(s) who will primarily perform the City’s and GUC’s bond work and the location of the office from which this attorney(s) usually works.
- e) Describe your firm’s ability to ensure that a qualified bond attorney(s) is always available to meet the City’s and GUC’s needs, including times when the primary attorney(s) is unavailable.
- f) Describe your firm’s ability to assist the City and GUC in complying with the Electronic Municipal Market Access (EMMA) reporting requirements.

5) Section 5: References - North Carolina Local Government Finance Experience

- a) Provide a five (5) year list (2012 to present) of transactions your firm has participated in related to North Carolina local government referenda, general obligation fixed rate bonds, general obligation variable rate bonds, limited

obligation bonds, certificates of participation, installment contracts, public private partnerships, and revenue bonds. **(This information may be included as an appendix and is not applicable to the 30 page limit.)**

- b) Provide five (5) client references. Include the name of the client, contact person, e-mail address, and phone number.

6) SECTION 6: Government Finance Tax Experience

- a) Describe your firm's tax law capability and experience in connection with the issuance of local government debt.
- b) Provide the resume of the attorney who will primarily handle tax work for the City and GUC.
- c) Please describe how your firm would assist the City in the following scenario:
 - 1) The City has been approached by a private entity that desires to relocate to downtown Greenville and needs to enter into a long-term lease of 100 parking spaces in a City parking deck that is currently being constructed. When finished, the parking deck will have a total capacity of 600 spaces and will be paid for primarily from proceeds of a tax-exempt bond sale.

7) SECTION 7: INSURANCE

Identify your insurance company and describe the malpractice, and errors and omissions insurance coverage carried by your firm for work of this nature.

8) SECTION 8: LITIGATION/REGULATORY ACTION

- a) List any lawsuits filed in the last four years in which your firm represented a plaintiff in which a North Carolina local government, agency or official was a defendant. Specify nature of relief requested.
- b) List any claims or lawsuits against your firm in the last four years by a client that was a North Carolina local government, agency or official. Specify nature of the claim or lawsuit.

9) SECTION 9: PRICING

- a) Explain your method of determining fees, including charges for travel and out of pocket expenses. Also explain your approach to billing miscellaneous calls from the City and GUC for which you would spend minimal time.
 - 1) Please provide an hourly rate by participant level for work that is performed outside of bond issue.
- b) Indicate the fee your firm would expect to charge for work associated with the following sample financings. Include basis for computing the fee (e.g. size and type of issue, hourly rates, 'blended' hourly rates, etc.), maximum fee, and other additional charges, including out of pocket expenses. NOTE that these are sample financings and are not necessarily financings the City or GUC will undertake.

- 1) \$8 million fixed rate general obligation bonds sold on behalf of the City in the public markets
- 2) \$2 million installment financing contract sold on behalf of the City and sold directly to a bank (private placement)
- 3) \$70 million revenue bonds for GUC's combined utility system
- 4) \$5 million limited obligation bonds sold on behalf of the City in the public market
- 5) \$30 million draw down variable rate revenue bond sold on behalf of GUC and placed directly with a bank (private placement)

10) SECTION 10: RESPONDENT'S CERTIFICATION

The Respondent's Certification set forth below shall be completed and signed by the person submitting the response to the RFQ on behalf of your firm.

RESPONDENT’S CERTIFICATION

I have carefully examined the submittal to the Request for Qualifications, and any other documents accompanying or made a part of this submittal.

The firm identified below hereby proposes to furnish the services specified in the Request for Qualifications. I agree that the submittal will remain firm for a period of up to 150 days in order to allow the City and GUC adequate time to evaluate the responses submitted.

I verify that all information contained in this submittal is truthful to the best of my knowledge and belief. I further certify that I am duly authorized to submit this response to the Request for Qualifications on behalf of the firm as its act and deed and that the firm is ready, willing and able to perform if selected.

I further certify that this submittal to the Request for Qualifications is made without prior understanding, agreement, connection, discussion, or collusion with any other person, firm or corporation submitting a Request for Qualifications for the same product or service; no officer, employee or agent of City of Greenville or Greenville Utilities Commission; and that I, the undersigned, executed this certification with full knowledge and understanding of the matters therein contained and was duly authorized to do so.

NAME OF BUSINESS

SIGNATURE

NAME & TITLE, TYPED OR PRINTED

MAILING ADDRESS

CITY, STATE, ZIP CODE

TELEPHONE NUMBER

EVALUATION CRITERIA:

Selection shall be based on evaluation and rating of Respondent's demonstrated competence and qualifications/performance for the type of services/products to be offered. Qualifications will be evaluated based on, but not necessarily limited to, the following criteria:

- The quality of references from past customers of vendor.
- Quality of approach and methodology that demonstrates an understanding of the requirements.
- Quality, extent and relevance of Respondent's staff / experience in conducting service(s).
- Respondent's response time for service(s).
- Overall cost

It is expected that the City's and GUC's selection will be to the Respondent that best meets the needs of the City and GUC. The City and GUC reserve the right to change the criteria and to otherwise vary from this procedure as it determines to be in the City's and GUC's best interest. The City and GUC also reserve the right to conduct interviews with the most qualified Respondents.